2021 ANNUAL REPORT

meitu

Stock Code: 1357

(Incorporated in the Cayman Islands with limited liability and carrying on business in Hong Kong as “美圖之家”)


meitu

Contents

Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. CAI Wensheng *(Chairman of the Board)*
Mr. WU Zeyuan *(also known as: Mr. WU Xinhong)*

Non-Executive Directors

Dr. GUO Yihong
Dr. LEE Kai-fu
Mr. CHEN Jiarong

Independent Non-Executive Directors

Mr. ZHOU Hao
Mr. LAI Xiaoling
Ms. KUI Yingchun

AUDIT COMMITTEE

Mr. ZHOU Hao *(Chairman)*
Dr. GUO Yihong
Mr. LAI Xiaoling

REMUNERATION COMMITTEE

Mr. LAI Xiaoling *(Chairman)*
Dr. LEE Kai-fu
Ms. KUI Yingchun

NOMINATION COMMITTEE

Mr. CAI Wensheng *(Chairman)*
Mr. ZHOU Hao
Ms. KUI Yingchun

COMPANY SECRETARY

Mr. NGAN King Leung Gary

AUTHORIZED REPRESENTATIVES

Mr. CAI Wensheng
Mr. NGAN King Leung Gary

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor

REGISTERED OFFICE

The offices of Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HEADQUARTERS

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Siming District
Xiamen, Fujian
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 8106B, Level 81
International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

LEGAL ADVISORS

As to Hong Kong law *(in alphabetical order)*
Skadden, Arps, Slate, Meagher & Flom
Woo Kwan Lee & Lo

As to PRC law (in alphabetical order)
Jingtian & Gongcheng
Tian Yuan Law Firm

As to Cayman Islands law
Conyers Dill & Pearman

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HONG KONG SHARE REGISTRAR

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

PRINCIPAL BANKERS

The Hong Kong and Shanghai Banking Corporation Limited
China Merchants Bank (Offshore Banking)

STOCK CODE

1357

COMPANY WEBSITE

www.meitu.com

2021 Highlights

Revenue in 2021 was RMB1.666 billion, grew 39.5% year on year. This growth rate represents an acceleration from the 22.1% achieved in 2020. Such encouraging result was driven mainly by our VIP subscription and image SaaS businesses.

Revenue of our VIP subscription and image SaaS businesses grew 146.9% year-on-year, proving it as the "Second Curve" that drives Meitu's sustainable growth. We had around 4.0 million VIP customers globally at the end of 2021, which was more than double the level compared to the end of 2020.

While our VIP subscription business currently focuses on lifestyle-related user demands, we have recently launched our image SaaS solutions for design professionals and individuals to meet their work-related demands, leveraging the same know-how and computer vision technology that underpin our successful VIP subscription business. Our image SaaS solutions cover multiple platforms, including Windows, Mac, mobile and the web.

Adjusted Net Profit attributable to the Owners of the Company[(2)] was RMB85.1 million for the year ended December 31, 2021, grew 39.7% year-on-year. This marks the second consecutive full-year of profitability in terms of Adjusted Net Profit[(2)].

Key Financial Data

	Year ended December 31,		Year on year
	2021	2020	**change**
	RMB'000	RMB'000	**(%)**
Revenue	**1,666,029**	1,194,020	39.5%
– Online Advertising	**765,849**	680,709	12.5%
– VIP Subscription and Image SaaS	**519,492**	210,417	146.9%
– Internet Value-added Services[1]	**81,673**	53,764	51.9%
– IMS and Others	**299,015**	249,130	20.0%
Gross Profit	**1,125,087**	793,871	41.7%
Gross Margin	**67.5%**	66.5%	+1.0p.p.
Loss for the year	**(77,430)**	(60,132)	28.8%
Adjusted Net Profit attributable to Owners of the Company[2]	**85,073**	60,892	39.7%

Note:

(1) Certain revenue streams under IMS and Others had been redefined and reclassified to IVAS.

(2) For details of Adjusted Net Profit attributable to Owners of the Company, please refer to the section headed "Management Discussion and Analysis — Loss for the year and Non-IFRS Measure: Adjusted Net Profit/(Loss)".

Key Operational Data

	As of December 31,		Year on year
	2021	2020	**change**
	’000	’000	**(%)**
Total Monthly Active Users	**230,644**	261,048	-11.6%
MAU breakdown by product:			
– *Meitu*	**114,718**	114,718	0.0%
– *BeautyCam*	**56,870**	61,850	-8.1%
– *BeautyPlus*	**37,116**	55,141	-32.7%
– Others	**21,940**	29,339	-25.2%
MAU breakdown by geography:			
– Mainland China	**153,882**	163,098	-5.7%
– Overseas	**76,762**	97,950	-21.6%

Chairman's Statement

Dear Shareholders,

CONTINUED GROWTH IN TOTAL REVENUE AND ADJUSTED NET PROFIT DRIVEN BY THE SAAS STRATEGY

In 2021, we continued to improve our business operations and made progress on total revenue and profitability in terms of Adjusted Net Profit. For the year ended December 31, 2021, we generated an Adjusted Net Profit attributable to Owners of the Company of RMB85.1 million.

The steady rise of total revenue and Adjusted Net Profit was largely attributable to the execution of a targeted strategy – we supplied SaaS (software-as-a-service) services in both the image and beauty industries, leveraging on our large user base.

We have decided to concentrate our efforts on offering SaaS services to the image and beauty industries. For the image industry, our SaaS product portfolio comprises: (1) VIP subscription features in lifestyle-related photo-editing applications; (2) work-related solutions for design professionals and individuals who need to design at work; and (3) AI based photo editing solutions for photo studios. For the beauty industry, we provide: (1) enterprise resource planning ("**ERP**") and supply chain management solutions to cosmetic sales networks via Meidd; and (2) an AI skin analysis-based consumer insight solution for beauty salons, skincare brands and medical aesthetic clinics via MeituEve.

SUCCESS IN BUILDING A MONETIZATION MODEL FOCUSED ON IMAGE INDUSTRY

The high development momentum of the VIP subscription business, a new monetization model under our image SaaS strategy, drove revenues to RMB1.666 billion in 2021, an increase of 39.5% year on year. Our VIP subscription and image SaaS businesses grew at a rapid pace in the first half of 2021, continuing the stable and steady growth pattern. When compared to 2020, revenue for this business category increased by roughly 146.9% in 2021. We are glad to note that consumer subscription intent has continued to rise. We had around 4.0 million VIP customers globally as at December 2021, which was more than double the level as at the end of 2020.

Since 2020, we have included VIP subscription services in all of our major applications. The VIP membership, which is powered by AI-based computer vision technology, gives VIPs access to paid-only features for a more superior photo-editing experience. For example, VIPs can expedite the photo-editing process and get better photo results. They also would not be able to get the same photo-editing effects if they did it manually by hand. Although the majority of the VIP features cater to lifestyle-related needs, we discovered that we could also leverage our image-editing technologies to create products to meet design needs at work. Given that we see an increasing need for design work, we released work-related design solutions for design professionals and individuals on numerous platforms, including desktop (both Windows and Mac), mobile app, and website versions, while continuing to allocate resources to iterate over our current subscription features. The new product series will be aimed at meeting users' design needs at work and will be created as a design collaboration tool with features such as remote collaboration, shared retouching, and so on.

In addition, we launched AI-based image SaaS services to serve professional photo shooting studios under the brand Meitu AI Photo Editing (美圖雲修), which aims at improving their production quality and efficiency. In 2021, this AI-based new business, albeit small, has shown good progress, indicated by an increase in the number of clients and the amount of monthly processed images were millions per month. We are enthusiastic about the image SaaS business' future growth because of our comprehensive product offerings.

PROVIDING EFFICIENT SAAS TOOLS FOR THE BEAUTY INDUSTRY

Meidd, cosmetic stores ERP SaaS and supply chain management

In December 2021, based on a comprehensive consideration on the implementation of the SaaS strategy, we entered into a step-up acquisition agreement to further acquire Meidd's controlling stake as a subsidiary. After completion of the acquisition in January 2022, Meidd became a subsidiary of our Group. Meidd's financial results will be consolidated into our Group from January 2022 onwards.

Meidd primarily serves a large network of cosmetics retailers in the PRC by offering merchant services and SaaS products. Meidd's ERP SaaS solutions give retailers powerful capabilities to manage their store data, such as marketing, inventory, and customer information. Meidd presently serves over 11,500 cosmetic businesses in more than 250 locations across the PRC.

Furthermore, Meidd obtains a complete grasp of the cosmetic market's supply and demand trend by evaluating data on its ERP system, such as transaction volume, trending products, pricing information, and so on. With these information, Meidd reduced information asymmetry between upstream supply and downstream sales network, improving its efficiency as a whole. As a result, it expanded its business offering to include centralised procurement services for its clients, allowing them to better manage their supply chains. The unaudited revenue of its supply chain business surged more than four times in 2021 compared to 2020, demonstrating a significant expansion trend.

MeituEve, an AI-skin analysis-based customer insight solution

MeituEve, provides AI skin analysis technology for skincare firms, medical aesthetic institutes, and beauty spas all over the world. It can effectively evaluate skin quality and recommend tailored skincare treatments thanks to its AI algorithms. With the skin analysis findings and CRM system, MeituEve can assist our clients to understand their customers better, and therefore enhance sales conversion and monitor post-sales customer feedback.

Also, MeituEve helps its clients to create a thorough profile of their customers' skin photos, provide skin analysis and management, and aid their clients with brand and marketing strategy. For example, companies may use MeituEve's CRM system to manage gathered skin data, check customer backlog, and remind consumers to return for regular appointments, and so on.

The Group has been able to continue to collaborate with well-known skincare products, beauty spas, and medical aesthetic institutes as MeituEve develops. For example, Shiseido has announced in January 2021 that its new anti-aging skincare brand, EFFECTIM, will provide personalized skincare solution for its customers based on the skin analysis results generated by MeituEve's panoramic skin analyzers. And the big brands' usage frequency on the analyzer is much higher than that of average customers. Also, we are planning to launch the second-generation skin analyzer with more targeted features such as high-precision full-face 3D detection. The new features can attain more dimensional skin data, which will benefit us in expanding our medical aesthetic customers base.

MeituEve has always valued science and precision as one of the most important factors for product innovation and has collaborated with authorities such as Dermatology Doctorates, top professional and research institutes to enhance testing results. For example, MeituEve and the Shanghai Institute of Nutrition and Health, Chinese Academy of Sciences（中國科學院上海營養與健康研究所）have begun working together to create a skin testing facility to perform skin analysis research. Furthermore, the China Anti-Aging Promoting Association（中國抗衰老促進會）has invited MeituEve to participate in the development of anti-aging standards with well-known brands, specialists, and other authoritative organizations.

BUSINESS REVIEW

With the robust growth of our VIP subscription and image SaaS businesses and enhanced operation level of our overall business, our revenue increased by 39.5% in 2021 compared to that of 2020.

Our online advertising business has reached a point of maturity and stability. The revenue from our online advertising business for 2021 increased by 12.5% year on year. Although online advertising was still ranked as our first revenue contributor in 2021, we have witnessed an interesting change in our VIP subscription and image SaaS business which developed so fast that its revenue had come close to our first revenue contributor in 2021. Our VIP subscription and image SaaS businesses are developing fast since their launch in 2019 and are still scaling up rapidly. Revenues for this business stream in 2021 increased by around 146.9% year-on-year. During 2021, we had an increased amount of operational expenses. On the daily operational level, we invested more resources in research and development to improve the performances of our full series of products. In the future, we will proactively optimize costs and expenses in order to maintain the Group’s operations on a more prudent basis.

After years of experimenting with various regions and business models, we have chosen to concentrate our efforts on building our business in the image and beauty industries. We expect our revenues to continue to rise in the future, thanks to a defined plan for growing SaaS services in the image and beauty industries. We are currently witnessing some great results in our new businesses, and we will be able to quickly reproduce our former success with proper business tactics and monetization model, which are suitable for the Group’s current development. For the past two years, we have achieved full-year profitability in terms of Adjusted Net Profit. Despite the fact that certain of our business areas may face industry rivalry, we will create long-term shareholder value via technological advancement and business innovation.

APPRECIATION

Finally, on behalf of everyone at Meitu, I would like to express our sincere gratitude to all of our users. I would also like to thank all our employees and management team for demonstrating Meitu’s core values in every day’s work, and executing the Group’s strategy with professionalism, integrity and dedication. I am also thankful for the continued support and trust from our Shareholders and stakeholders. We will strive to “let everyone become beautiful easily” and to “empower the beauty industry and make beauty more accessible to our users”.

Mr. Cai Wensheng
Chairman

Hong Kong
March 30, 2022

Management Discussion and Analysis

YEAR ENDED DECEMBER 31, 2021 COMPARED TO YEAR ENDED DECEMBER 31, 2020

	Year ended December 31, 2021 RMB'000	2020 RMB'000
Revenue	**1,666,029**	1,194,020
Cost of sales	**(540,942)**	(400,149)
Gross profit	**1,125,087**	793,871
Selling and marketing expenses	**(390,980)**	(287,517)
Administrative expenses	**(264,993)**	(205,902)
Research and development expenses	**(545,490)**	(404,213)
Net impairment losses on financial assets	**(21,132)**	(5,020)
Other income	**101,473**	38,521
Other gains, net	**211,960**	39
Finance income, net	**2,401**	29,556
Impairment loss on goodwill	**(162,039)**	–
Impairment losses on other intangible assets	**(65,584)**	–
Share of (losses)/profits of investments accounted for using the equity method	**(1,638)**	4,561
Loss before income tax	**(10,935)**	(36,104)
Income tax expense	**(66,495)**	(24,028)
Loss for the year	**(77,430)**	(60,132)
Loss attributable to:		
– Owners of the Company	**(44,514)**	(40,970)
– Non-controlling interests	**(32,916)**	(19,162)
Adjusted Net Profit/(Loss) attributable to:		
– Owners of the Company	**85,073**	60,892
– Non-controlling interests	**(20,856)**	(12,037)
	64,217	48,855

Revenue

Building on our massive users base, we are launching SaaS solutions for both image as well as beauty industries, allowing both the consumer users and enterprise users to obtain various beauty-related products and service on our multiple platforms. We derive our revenues from: (i) online advertising; (ii) VIP subscription and image SaaS; (iii) IVAS; and (iv) IMS and others.

The following table presents our revenue lines and as percentages of our total revenues for the periods presented. For the year ended December 31, 2021, total revenue had a significant increase of 39.5% to RMB1,666.0 million from RMB1,194.0 million for the year ended December 31, 2020. This increase was mainly driven by the continued strong growth in VIP subscription and image SaaS businesses as well as a steady and stable growth in our online advertising business.

	Year ended December 31,			
	2021		2020	
	Amount RMB'000	% of total revenues	Amount RMB'000	% of total revenues
Online Advertising	**765,849**	**46.0%**	680,709	57.0%
VIP Subscription and Image SaaS	**519,492**	**31.2%**	210,417	17.6%
IVAS[(1)]	**81,673**	**4.9%**	53,764	4.5%
IMS and Others	**299,015**	**17.9%**	249,130	20.9%
Total	**1,666,029**	**100%**	1,194,020	100%

(1) Certain revenue streams under IMS and Others had been redefined and reclassified to IVAS.

Online advertising

Our revenue from online advertising for the year ended December 31, 2021, increased by 12.5% year on year to RMB765.8 million. We achieved progress in both our brand and programmatic advertising businesses in 2021. The number of advertisers on our platform continued to grow compared to 2020, with a stable number of key customers as well as an increasing number in the small and medium customers, thanks to our effort in exploring customers in different categories, such as e-commerce, apparel, as well as food and beverage, etc.. We are confident that our online advertising business will develop at a stable and steady pace in the future through a series of innovative actions.

It is a trend that the Internet market is being gradually standardized by external regulations and competent authorities have focused on rectification of mobile apps in 2021. In such case, we improved our mainstream applications responsively and replaced part of the traditional displaying advertising with more innovative displaying models. For instance, we introduced specific photo-editing theme events in our photo-editing apps timely according to different holidays and celebrations to promote our customer brands.

As we see more brands are using live-streaming as a marketing tactic and sales channel, we have started a new marketing service to help brands promote their products on popular livestreaming platforms. Going forward, we will continue to reinforce our competitiveness in delivering more beauty-related products and service to our users and empower the participants in the beauty industry.

VIP subscription and image SaaS

Revenue from VIP subscription and image SaaS continued to have strong momentum with a significant year-on-year increase of 146.9% from RMB210.4 million for the year ended December 31, 2020 to RMB519.5 million for the year ended December 31, 2021. As we continued to optimize advanced functions and differentiate our product offerings, we are pleased to see that the subscribing intention in customer behavior continued to grow. We have around 4.0 million VIP members globally as at December 2021, which was more than double the level as at the end of 2020.

We have applied the VIP subscription services in both our overseas apps (namely *BeautyPlus* and *Airbrush*) and our domestic apps, including the *Meitu* app and *BeautyCam*. During this year, our VIP subscription services in overseas apps continued a healthy growth trajectory, with a high double-digit increase compared to that of year 2020. Although the domestic version of VIP subscription services was introduced later than the overseas version, it still achieved a great result in revenues with a significantly large growth in subscriptions in 2021. Most of the VIP functions are now focusing on life-style related photo-editing needs, and we also applied our image processing capabilities to launch the image SaaS services for design professionals and individuals by providing work-related design solutions. We delivered the solutions on multiple platforms including desktop, mobile app and website versions. For example, one of our image SaaS functions on mobile app called "Poster Template" became popular soon after it got upgraded. This feature provided users with a large number of graphic design templates to meet different needs, such as commercial marketing material production, personal resume presentation, social media photo creation, and so on. Leveraging on the larger user base of *Meitu's* image product portfolio both in the PRC and overseas, as well as an increasing willingness to pay for these services by the younger generation of users, we will keep investing resources to improve the user experiences of our services, and we expect this business to grow continuously in the future.

Internet Value-added Services

This revenue line primarily consists of a variety of mobile value-added services offerings. For instance, we leverage our platform and user base to promote mobile entertainment and related services, such as casual mobile game, online literatures, musical and video services etc., for our third-party partners and we are entitled to a certain portion of revenue sharing.

For the year ended December 31, 2021, revenue from our IVAS largely increased by 51.9% year on year to RMB81.7 million from RMB53.8 million for the year ended December 31, 2020, mainly driven by the growth in sharing revenue from third-party partners.

Influencer Marketing Solutions ("IMS") and Others

IMS and others include businesses that are currently in incubation as well as legacy businesses that do not fall directly under our strategic goals. For the year ended December 31, 2021, revenue from others increased by 20.0% year on year to RMB299.0 million from RMB249.1 million for the year ended December 31, 2020.

Our IMS business made up 86.3% of this revenue line during the year ended December 31, 2021, and thus it is the key contributor to this remarkable growth. Revenues generated from this business during the year ended December 31, 2021, were RMB258.1 million from RMB186.0 million for the year ended December 31, 2020. The IMS business provides advertising and marketing services to advertisers across multiple online and mobile social media platforms, through the online performance undertaken by third party influencers (including the KOL/KOC among Meitu users). Besides, this business also provides a one-stop KOL platform called *Mei Shi* for the influencers with related solutions associated with the talent management such as recruiting, training, content production support, quality control and service settlement solutions.

Our *MeituEve* business is another incubated business, which provides an AI skin analysis based consumer insight solution for beauty salons, skincare brands and medical aesthetic clinics. Our first-generation panoramic skin analyzer was well received among global skincare brands, medical aesthetic institutions and beauty salons and we are planning to launch the second-generation product in 2022. *MeituEve* continued customer expansion and deepened the cooperation with professional and research institutions. It was still the second largest revenue line of the 'IMS and Others' for the year ended December 31, 2021.

Cost of Sales

Our cost of sales increased by 35.2% to RMB540.9 million for the year ended December 31, 2021, compared to RMB400.1 million for the year ended December 31, 2020. IMS business contributed to the incremental cost of sales, with the VIP subscription service business being the second largest contributor.

Gross Profit and Margin

Our gross profit increased by 41.7% to RMB1,125.1 million for the year ended December 31, 2021, from RMB793.9 million for the year ended December 31, 2020. Our gross margin increased to 67.5% for the year ended December 31, 2021, from 66.5% for the year ended December 31, 2020, as an increase of revenue contribution from our main business sectors such as online advertising and VIP subscription business.

Research and Development Expenses

Research and development expenses increased by 35.0% to RMB545.5 million for the year ended December 31, 2021 from RMB404.2 million for the year ended December 31, 2020, primarily due to an increase in research and development employee expenses.

Selling and Marketing Expenses

Selling and marketing expenses increased by 36.0% to RMB391.0 million for the year ended December 31, 2021, from RMB287.5 million for the year ended December 31, 2020, primarily due to an increase in staff costs and promotional expenses.

Administrative Expenses

Administrative expenses increased by 28.7% to RMB265.0 million for the year ended December 31, 2021 from RMB205.9 million for the year ended December 31, 2020, primarily due to an increase in staff costs.

Impairment Loss on Goodwill/Impairment Losses on other Intangible Assets

Impairment losses on goodwill and other intangible assets arose from the Group's acquisition of subsidiaries and impairment losses for cryptocurrencies.

As of December 31, 2021, we fully impaired the goodwill and partially impaired the other intangible assets arising from the related acquirees' cash generating unit which engaged in IMS businesses and online recruitment services. As a result, the impairment losses on other intangible assets related to the acquisition was RMB37.1 million and the impairment loss on goodwill was RMB162.0 million.

As of December 31, 2021, the fair values of the units of Ether and the units of Bitcoin acquired by the Group determined based on the then prevailing market prices were approximately US$117.3 million and US$45.1 million, respectively. In accordance with the relevant accounting standards under IFRSs, the Group accounts for the acquired cryptocurrencies as intangible assets and adopts the cost model for the measurement. Consequently, the decrease in fair value of the acquired Bitcoin as of December 31, 2021 in the amount of approximately RMB28.5 million was recognized as impairment, while the increase in fair value of the acquired Ether as of December 31, 2021 in the amount of approximately RMB425.6 million was not recognized as revaluation gain.

Further details of the acquired cryptocurrencies are set out in the announcements of the Company dated March 7, 2021, March 17, 2021, April 8, 2021 and July 6, 2021.

Other Income

Other income for the year ended December 31, 2021 increased to RMB101.5 million from RMB38.5 million for the year ended December 31, 2020, primarily due to an increase in government grants.

Other Gains, Net

Other gains, net was RMB212.0 million for the year ended December 31, 2021, compared to a net gain of RMB0.04 million for the year ended December 31, 2020, primarily attributable to a increase in profit from fair value changes on financial assets at fair value through profit or loss as well as an increase in non-operating revenue, partly offset by a reduction in impact of net remeasurement gains on consideration to non-controlling shareholders of a subsidiary.

Finance Income, Net

Our finance income, net mainly comprised of bank interest income and foreign exchange losses. Our net finance income decreased by 91.9% to around RMB2.4 million for the year ended December 31, 2021, from RMB29.6 million for the year ended December 31, 2020, primarily due to a lower bank interest income.

Income Tax Expense

Income tax expenses for the year ended December 31, 2021 were RMB66.5 million, compared to RMB24.0 million for the year ended December 31, 2020. Although the Group was loss-making on a consolidated level for the year ended December 31, 2021, some of our entities generated positive net profits.

Loss for the year and Non-IFRS Measure: Adjusted Net Profit/(Loss)

Our loss for the year ended December 31, 2021 increased to RMB77.4 million from RMB60.1 million for the year ended December 31, 2020, primarily due to the impairment losses on goodwill and intangible assets of an acquired subsidiary which offsetted the positive effect of the gross profit growth.

To supplement our consolidated financial statements which are presented in accordance with the IFRS, we also use a non-IFRS financial measure, "Adjusted Net Profit/(Loss)", as an additional financial measure, which is not required by, or presented in accordance with, IFRS. For the purpose of this annual report, "Adjusted Net Profit/(Loss)" will be used interchangeably with "Non-GAAP Net Profit/(Loss)". We believe that this additional financial measure facilitates comparisons of operating performance from period to period by eliminating potential impacts of items that our management do not consider to be indicative of our operating performance. We believe that this measure provides useful information to investors and others in understanding and evaluating our consolidated results of operations in the same manner as they help our management. However, our presentation of the "Adjusted Net Profit/(Loss)" may not be comparable to a similarly titled measure presented by other companies. The use of this non-IFRS measure has limitations as an analytical tool, and you should not consider it in isolation from, or as substitute for analysis of, our results of operations or financial condition as reported under IFRS.

Adjusted Net Profit attributable to the Owners of the Company was RMB85.1 million for the year ended December 31, 2021, compared to Adjusted Net Profit of RMB60.9 million for the year ended December 31, 2020, mainly due to the growth in gross profits from VIP subscription service. From the fourth quarter of 2019, we started to make a positive Adjusted Net Profit attributable to the Owners of the Company for the consecutive fiscal reporting periods. Aiming at providing a comprehensive SaaS services to both the image industry and the beauty industry, we are now incubating several new businesses that would further diversify our revenue streams, such as AI-based photo editing solutions catered for photo shooting studios, ERP and supply chain management solutions to cosmetic sales networks, cosmetic products distribution services, etc.. We have seen some progress achieved in these businesses and we will continue to focus on maximizing the monetization opportunities on our massive users, in order to maintain a healthy profitability trend.

As an outlook for 2022, as the VIP subscription and image SaaS businesses continue to ramp up, we expect our revenues will continue to grow. At the same time, given the exciting opportunities in various SaaS models for both the image industry and the beauty industry, we expect to continue investing in both technology and human resources, both of which will increase our expenses. With the COVID-19 pandemic still lingering in many countries globally, we will continue to remain vigilant and nimble, striving to realize our vision and generate long-term shareholder value.

The following table reconciles our Adjusted Net Profit/(Loss) for the years ended December 31, 2021 and 2020 to the most directly comparable financial measure calculated and presented in accordance with IFRS:

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
Loss for the year	**(77,430)**	(60,132)
Excluding:		
Share-based compensation	**55,502**	46,730
Changes in fair value of long-term investments	**(183,641)**	53,152
Remeasurement gain on consideration to non-controlling shareholders of a subsidiary	**–**	(13,788)
Gains on disposal of long-term investments	**(3,268)**	–
Gains on disposal of a subsidiary	**–**	(8,373)
Amortization of intangible assets and other expenses related to acquisition	**24,256**	25,819
Impairment losses on other intangible assets	**65,584**	–
Impairment loss on goodwill	**162,039**	–
Other one-off gains	**(18,119)**	–
Tax effects	**39,294**	5,447
Adjusted Net Profit/(Loss) attributable to:	**64,217**	48,855
– Owners of the Company	**85,073**	60,892
– Non-controlling interests	**(20,856)**	(12,037)

Non-controlling Interests

Non-controlling interests represent our loss after taxation that is attributable to minority shareholders of our non-wholly owned subsidiaries.

LIQUIDITY, FINANCIAL RESOURCES AND GEARING

Our cash and other liquid financial resources as of December 31, 2021 and 2020 were as follows:

	As of December 31,	
	2021	2020
	RMB'000	RMB'000
Cash and cash equivalents	**738,732**	1,158,117
Short-term bank deposits and current portion of long-term bank deposit	**481,459**	853,450
Long-term bank deposits	**30,000**	150,000
Short-term investment placed with banks	**8,000**	20,449
Cash and other liquid financial resources	**1,258,191**	2,182,016

Cash and cash equivalents include cash in hand, deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less. Long-term bank deposits and short-term bank deposits are bank deposits with original maturities over three months and redeemable on maturity. Short-term investments placed with banks are redeemable at any time and held with the primary objective to generate income at a yield higher than current deposit bank interest rates.

Most of our cash and cash equivalents, long-term bank deposits, short-term bank deposits and short-term investments placed with banks are denominated in Renminbi, United States dollar and Hong Kong dollar.

TREASURY POLICY

We have adopted a prudent financial management approach towards our treasury policies and thus maintained a healthy liquidity position throughout the year ended December 31, 2021. To manage the liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

CAPITAL EXPENDITURE

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
Purchase of property and equipment	**34,657**	351,557
Purchase of intangible assets	**3,068**	946
Total	**37,725**	352,503

Our capital expenditures primarily included expenditures for refurbishment of our main office building and purchases of property and equipment such as computers, equipment and servers as well as intangible assets such as computer software.

LONG-TERM INVESTMENT ACTIVITIES

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
Investment in financial assets at fair value through profit or loss	**82,903**	115,160
Investment in financial assets at fair value through other comprehensive income	**15,571**	–
Investment in a joint venture	**60,000**	–
Total	**158,474**	115,160

We have made minority investments that we believe have technologies or businesses that complement and benefit our business. None of these individual investments are regarded as material. Some of the investments we made were early-stage companies that do not generate meaningful revenues and profits. It is therefore difficult to determine the success of these investments in such early stage, and while successful investments could generate substantial returns, unsuccessful ones may need to be impaired or written-off.

FOREIGN EXCHANGE RISK

Our Group's subsidiaries primarily operate in the PRC and are exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the United States dollar. Therefore, foreign exchange risk primarily arose from recognized assets and liabilities in our Group's PRC subsidiaries when receiving or to receive foreign currencies from, or paying or to pay foreign currencies to overseas business partners. We did not hedge against any fluctuation in foreign currency during the years ended December 31, 2021 and 2020.

PLEDGE OF ASSETS

As of December 31, 2021, we pledged a restricted deposit of RMB500,000 (2020: RMB500,000) to guarantee payment of certain operating expenses.

CONTINGENT LIABILITIES

Saved as disclosed in this annual report, we did not have any material contingent liabilities as of December 31, 2021 (2020: nil).

BORROWINGS AND GEARING RATIO

As of December 31, 2021, we pledged a bank borrowing of RMB10.0 million (as of December 31, 2020: RMB5.0 million). Therefore, the gearing ratio of the Group was 0.3% as of December 31, 2021 (as of December 31, 2020: 0.5%). The gearing ratio was calculated as the total borrowings divided by the total equity on the respective reporting date. For this purpose, total debt is defined as bank loan as shown in the consolidated balance sheet. The Group's gearing ratio remained at a relatively low level as the Group did not place material reliance on borrowings to finance the Group's operation.

EMPLOYEE AND REMUNERATION POLICY

The Group had a total of 2,090 full-time employees as of December 31, 2021 (2020: 1,770), the majority of whom were based in various cities in the PRC, including Xiamen (headquarters), Beijing, Shenzhen and Shanghai. Remuneration is determined with reference to market conditions and individual employees' performance, qualification and experience.

In line with the performance of the Group and individual employees, a competitive remuneration package is offered to retain employees, including salaries, discretionary bonuses and contributions to benefit plans (including pensions). Employees of the Group are the eligible participants of the Pre-IPO ESOP, Post-IPO Share Option Scheme, and Post-IPO Share Award Scheme. During the year under review, the relationship between the Group and our employees have been stable. We did not experience any strikes or other labor disputes which materially affected our business activities.

SIGNIFICANT INVESTMENTS HELD

As of December 31, 2021, we did not hold any significant investments in the equity interests of any other companies, including any investment in an investee company with a value of 5% or more of the Company's total assets as of December 31, 2021.

During the year ended December 31, 2021, the Group had, pursuant to the Cryptocurrency Investment Plan, purchased in open market transactions, 31,000 units of Ether and 940.88523 units of Bitcoin at an aggregate consideration of approximately US$100,000,000 (equivalent to approximately RMB649,969,000). Some of such purchases constituted a discloseable transaction for the Company under Chapter 14 of the Listing Rules. Further details of the acquired cryptocurrencies are set out in the announcements of the Company dated March 7, 2021, March 17, 2021, April 8, 2021 and July 6, 2021.

Save as disclosed above and in the paragraph headed "Material Acquisition and Disposal of Subsidiaries, Associates and/or Joint Ventures" below, during the year ended December 31, 2021, we did not conduct any acquisitions or disposals that constituted notifiable transactions for the Company.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

The Group will continue to explore potential strategic investment opportunities with the aim of creating synergies for the Group in relation to aspects such as technological development, product research and development, product portfolio, channel expansion and/or cost control. Corresponding disclosures will be made by the Company as required under the Listing Rules.

Save as disclosed in this annual report, the Group did not have any other plans for material investments and capital assets as of December 31, 2021.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND/OR JOINT VENTURES

On April 9, 2021, Meitu Networks (a member of the Group), Kingkey Capital Limited and Meidd entered into an acquisition agreement relating to the Meidd Acquisition, pursuant to which Meitu Networks purchased, and Kingkey Capital Limited sold approximately 9.57% equity interest in Meidd at an aggregate cash consideration of RMB19,133,200. The Meidd Acquisition was completed in the same month, whereby the Group's equity interest in Meidd increased from approximately 33.11% to approximately 42.68%.

On December 17, 2021, Meitu Networks, the Meidd Sellers and Meidd entered into a sale and purchase agreement, pursuant to which Meitu Networks purchased, and the Meidd Sellers sold, approximately 20.67% equity interest in Meidd at an aggregate consideration of approximately RMB79,741,920 (equivalent to approximately HK$97,782,857). The consideration was satisfied (i) as to HK$48,891,428 (equivalent to approximately RMB39,870,960) by the allotment and issue of 29,452,667 consideration shares at the issue price of HK$1.66 per share and (ii) as to RMB39,870,960 in cash. The sale and purchase was completed on January 7, 2022, whereby the Group became interested in approximately 63.35% equity interest in Meidd and Meidd became a subsidiary of the Group.

Further details of the Meidd Acquisition and the aforementioned sale and purchase can be found in the announcements of the Company dated April 9, 2021 and December 17, 2021 respectively.

Save as disclosed above, we did not conduct any material acquisition or disposal of subsidiaries, associates and/or joint ventures during the year ended December 31, 2021.

Directors and Senior Management

OUR DIRECTORS

The following table presents certain information in respect of the members of our Board as at the Latest Practicable Date.

Members of our Board

Name	Age	Position/Title	Date of Appointment
Mr. CAI Wensheng	52	Executive Director and Chairman	July 2013
Mr. WU Zeyuan *(also known as Mr. WU Xinhong)*	41	Executive Director and Chief Executive Officer	July 2013
Dr. GUO Yihong	58	Non-executive Director	January 2014
Dr. LEE Kai-fu	60	Non-executive Director	August 2016
Mr. CHEN Jiarong	33	Non-executive Director	June 2020
Mr. ZHOU Hao	45	Independent non-executive Director	November 2016
Mr. LAI Xiaoling	46	Independent non-executive Director	January 2019
Ms. KUI Yingchun	42	Independent non-executive Director	June 2020

The biography of each Director is set out below:

Executive Directors

Mr. CAI Wensheng (蔡文胜), aged 52, is a founder, executive Director and the Chairman of our Group, and is the chairman of the Nomination Committee of our Company since the Listing Date. Mr. Cai also serves as a director of Pixocial Holdings, Pixocial Singapore and MeituEve, Inc.. Mr. Cai is responsible for the overall strategic planning and business direction of the Group. Mr. Cai completed his junior high education from Shi Guang High School in Shishi city (石獅市石光中學), Fujian Province, the PRC in July 1984. Mr. Cai is an entrepreneur and renowned investor in the Internet and technology industry in the PRC. In August 2004, Mr. Cai established 265.com Inc. (北京二六五科技有限公司), a company that provides site navigation services. He was the chairman of 265.com Inc. from August 2004 to 2008, and was responsible for the company's overall strategic development. 265.com Inc. was sold to Google in 2007. Since then, Mr. Cai has become an influential figure in the Internet start-up community in the PRC. Mr. Cai has invested in various technology start-ups in the PRC, including Baofeng Group Co., Ltd. (暴風集團股份有限公司) (formerly listed on the Shenzhen Stock Exchange with a stock code of 300431), 58.com Inc. (NYSE: WUBA) and Feiyu Technology International Company Ltd. (Hong Kong Stock Exchange Stock Code: 1022). Mr. Cai is also the founder and chairman of Longling Capital Co., Ltd.. From January 2009 to October 2013, Mr. Cai was the chairman of 4399 Network Co., Ltd. (四三九九網絡股份有限公司), a software enterprise that provides Internet gaming applications and information services, and was responsible for the company's overall strategic development plan. He was also appointed as a part-time professor at the School of Management, Xiamen University in September 2015.

From May 2011 to November 2015, Mr. Cai served as a director of 58.com Inc.. Mr. Cai also held directorships in Xiamen Fei Bo Network Technology Co., Ltd. (廈門飛博共創網絡科技股份有限公司) (National Equities Exchange and Quotations Stock Code: 834617) between June 2015 and October 2016, and TTG Fintech Limited (Australian Securities Exchange Ticker: TUP) between September 2012 and August 2017.

Mr. WU Zeyuan (吳澤源) (also known as: Mr. Wu Xinhong (吳欣鴻)), aged 41, is a founder, executive Director and the Chief Executive Officer of our Group. Mr. Wu is responsible for the overall management of the Company. Mr. Wu is also a director of Meitu Investment, Meitu HK, MeituEve HK, MeituEve WFOE, Meitu Mobile, Meitu Networks, MeituEve Networks and Meitu Home. Mr. Wu has been involved in the Internet industry in the PRC since 2000. Mr. Wu received his high school diploma from Quanzhou No. 1 High School (泉州第一中學) in the PRC in July 2001. From September 2020 onwards, Mr. Wu was involved in running domain-name registration businesses. Mr. Wu began developing and researching photo-editing software in 2008. Mr. Wu has created and launched one popular product after another, from 520.com to Martian Translator *(火星文輸入法)*, a software program for converting ordinary language into netspeak consisting of unconventional Chinese characters.

Mr. Wu has been a director of Quanzhou Haoyi Computer Networks Company (泉州好易計算機網絡有限公司), a limited liability company established in the PRC on August 14, 2001, since its establishment until the Company's voluntary deregistration in October 2017.

Non-executive Directors

Dr. GUO Yihong (過以宏), aged 58, is a non-executive Director and a member of the Audit Committee of our Company. Dr. Guo received his bachelor's degree in applied chemistry from the Shanghai Jiaotong University (上海交通大學) in July 1985, Ph.D. from the University of Massachusetts at Amherst in February 1991, and a master's degree in business administration from Columbia Business School in May 1997. In 1999, Dr. Guo was employed at Soros Fund Management LLC. Since 2006, Dr. Guo has been a partner at IDG Capital Investment Consultancy (Beijing) Co., Ltd. (IDG資本投資顧問(北京)有限公司). Dr. Guo has been a director of Internet platform and app development and operating companies, such as Xiamen Gigabit Network Technology Co., Ltd. (廈門吉比特網絡技術股份有限公司), Next Games Oy, Cassia Networks Inc. and Ripple Labs, Inc.. Dr. Guo has been a board observer of Farfetch.com Limited since April 2016. Between August 2014 and January 2019, Dr. Guo has been a director of China Quanjude (Group) Co., Ltd. (中國全聚德(集團)股份有限公司) (Shenzhen Stock Exchange Stock Code: 002186), a restaurant services group.

Dr. Guo is a partner of IDG-Accel China Growth Fund III L.P., one of our pre-IPO investors and a Shareholder of our Company.

Dr. LEE Kai-fu (李開復), aged 60, was appointed as a non-executive Director in August 2016 and is a member of the Remuneration Committee. Dr. Lee received his bachelor of arts degree and Ph.D. in computer science from Columbia University in May 1983 and Carnegie Mellon University in May 1988, respectively. From 1988 to 1990, Dr. Lee worked at Carnegie Mellon University, where he served as an assistant professor. Between July 1990 and April 1996, Dr. Lee worked at Apple Inc. (NASDAQ: AAPL), serving his last position as vice-president from December 1995. From July 1998 to July 2005, Dr. Lee was the vice president at Microsoft Corporation (NASDAQ: MSFT), a software products and services company, where he played a key role in establishing the Microsoft research division. From July 2005 to September 2009, Dr. Lee was the president of Google China at Google Inc. (NASDAQ: GOOGL), where he helped establish Google's operations in the market and oversaw its growth. He was responsible for launching the Google China R&D Center.

Dr. Lee has been an independent non-executive director of Hon Hai Precision Industry Co., Ltd. (Taiwan Stock Exchange Stock Code: 2317) between July 2016 and June 2019, Fosun International Limited (Hong Kong Stock Exchange Stock Code: 656) since March 2017 and Qingdao AInnovation Technology Group Co., Ltd (Hong Kong Stock Exchange Stock Code: 2121) since February 2018. Dr. Lee served as an independent non-executive director of Shangri-La Asia Limited (Hong Kong Stock Exchange Stock Code: 0069) between November 2015 and June 2019.

Dr. Lee has served as chairman and chief executive officer of Innovation Works Limited, a venture capital firm, since 2009. Dr. Lee has been the chairman of Innovation Works (Beijing) Enterprise Management Co., Ltd. (delisted from the National Equities Exchange and Quotations in January 2020), a venture capital firm, since September 2015 and independent non-executive director of LightInTheBox Holding Co., Ltd., a NYSE-listed company (NYSE: LITB) between June 2013 and July 2019.

Dr. Lee is a co-founder and the managing partner of Innovation Works Development Fund L.P., one of our pre-IPO investors and a Shareholder of our Company.

Mr. CHEN Jiarong (陳家荣), aged 33, was appointed as a non-executive Director of our Company on June 3, 2020. Mr. Chen was a founder and the chief executive officer of Kingkey Enterprise Holdings Limited between July 2014 and May 2019, and was responsible for managing and overseeing a direct investment portfolio with a size of over HK$2 billion, and directing all organizational operations, policies, and objectives to maximize productivity and returns. Between July 2012 and June 2014, Mr. Chen was a business manager at Ping An Securities Limited in Shenzhen (the PRC), providing financial advice and support to clients and formulating strategic and long-term business plans.

Mr. Chen graduated from the University of British Columbia with a bachelor of arts degree in economics in 2012.

Mr. Chen served as the chairman and non-executive director of Kingkey Intelligence Culture Holdings Limited (formerly known as KK Culture Holdings Limited) (Hong Kong Stock Exchange Stock Code: 550) between January 2017 and November 2018.

Independent Non-Executive Directors

Mr. ZHOU Hao (周浩), aged 45, was appointed as an independent non-executive Director of our Company, chairman of the Audit Committee and member of the Nomination Committee of our Company with effect from Listing. Mr. Zhou is our Director with appropriate professional accounting or related financial management expertise for the purpose of Rule 3.10(2) of the Listing Rules through his experience listed below. Mr. Zhou received his bachelor's degree from Shanghai International Studies University (上海外國語大學) in July 1998. Mr. Zhou joined General Electric (China) Co., Ltd. (通用電氣(中國)有限公司) in January 2007 as a financial manager. From May 2009 to September 2010, Mr. Zhou was the vice president of finance and the chief financial officer at Wuxi PharmaTech (Cayman) Inc., (NYSE: WX).

In September 2010, Mr. Zhou joined CITIC Pharmaceutical Co Ltd. (中信醫藥實業有限公司), a pharmaceutical service provider that supplies medicine and related consumables to hospitals as chief financial officer. In May 2011, Mr. Zhou became the chief financial officer of 58.com Inc., (NYSE: WUBA), a company that operates online marketplace serving local merchants and consumers in the PRC, and was subsequently redesignated as its chief strategic officer in April 2020, while also serving as the president of international business and head of investor relations.

Mr. LAI Xiaoling (賴曉凌), aged 46, was appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee on January 1, 2019. Mr. Lai has over 15 years of experience in investment and business management. Between January 2018 and May 2021, Mr. Lai has been a partner of Beijing Shunwei Capital Investment and Consulting Company Limited (北京順為資本投資諮詢有限公司), primarily responsible for investment strategy, team formation and management and portfolio management; from June 2013 to December 2017, he was a partner of Innovation Work (Beijing) Investment Management and Consulting Company Limited (創新方舟(北京)投資管理諮詢有限公司), primarily responsible for investment strategy, personnel recruitment and training and portfolio management; from June 2012 to April 2013, he worked as the Investment Director for Chengwei Investment Advisory (Shanghai) Company Limited (成為投資諮詢(上海)有限公司); from October 2007 to February 2012, he worked as the Investment Manager and Vice President for Morningside TMT (Shanghai) Limited (晨創啟興(上海)投資管理諮詢有限公司), primarily responsible for deal sourcing, execution and portfolio management.

Mr. Lai obtained a bachelor's degree in engineering physics from Tsinghua University (清華大學) in July 1999, and a master's degree in business administration from The Chinese University of Hong Kong (香港中文大學) in December 2007.

Mr. Lai has also been an independent non-executive director of Feiyu Technology International Company Ltd. (Hong Kong Stock Exchange Stock Code: 1022) since November 2014.

Ms. KUI Yingchun (蒉鶯春), aged 42, was appointed as an independent non-executive Director of our Company on June 3, 2020 and appointed as a member of the Remuneration Committee and Nomination Committee on June 2, 2021. Ms. Kui is the president of the agriculture business of NetEase, Inc. (NASDAQ: NTES) from March 2017, a senior advisor of NetEase Weiyang from April 2020, responsible for the overall business strategy and fund raising, and replicate eco-friendly farm across the PRC to enhance food safety and mitigate environmental problems. She is also the founder and chief executive officer of Hetian Flying Chicken (Changting) Agriculture Technology Ltd. from December 2017.

Between January 2003 and December 2005, Ms. Kui was a business news anchor at CCTV International. From July 2007 to September 2008, Ms. Kui served as the head of investor relations and business development of E-House (China) Holdings Limited (NYSE: EJ). From September 2008 to October 2009, she was an executive director (investment banking, China team, head of China syndicate) at UBS AG in Hong Kong. From October 2009 to April 2012, she worked at the Bank of America Merrill Lynch in Hong Kong with her last position being the head of China technology and media (investment banking). From April 2012 to April 2016, she worked at JD.com, Inc. with her last position being senior vice president. From May 2016 to October 2016, she was a managing director at CRE Alliance Fund (under China Resources Group).

Ms. Kui graduated from the Beijing Foreign Studies University with a bachelor of Arts degree in 2000, followed by a master of arts degree in international political economy at the University of Birmingham.

OUR SENIOR MANAGEMENT

The following table presents certain information concerning the senior management personnel of the Group as at the Latest Practicable Date, in addition to the executive Directors listed above.

Name	Age	Position	Roles and responsibilities	Date of joining our Group
Mr. NGAN King Leung Gary (顏勁良)	38	Chief Financial Officer and Company Secretary	Overall financial strategy, investor relations and company secretarial matters	June 2015
Ms. WANG Xiujuan (王秀娟)	44	Chief Operating Officer	Monetization strategies and innovation ecosystem	August 2019
Ms. SHI Na (施娜)	44	Chief Human Resources Officer	Overall human resources and administration management	April 2019

See disclosure in "Directors and Senior Management – Our Directors" for the biographies of Mr. Cai and Mr. Wu.

Mr. NGAN King Leung Gary (顏勁良), aged 38, is our Chief Financial Officer and Company Secretary, and joined our Group in June 2015. Mr. Ngan is primarily responsible for the overall financial strategy, investor relations and company secretarial matters of the Group. Between May 2012 and June 2015, Mr. Ngan held the positions of chief operating officer and chief financial officer at Forgame Holdings Limited (Hong Kong Stock Exchange Stock Code: 484), a mobile games and web game company listed on the Stock Exchange. Prior to that, he was the director and head of Hong Kong and China Internet research at UBS AG, where he worked from July 2006 to April 2012. Mr. Ngan received his bachelor of science degree in economics from the Wharton School, University of Pennsylvania in 2006. He has been a CFA Charterholder since 2010. Mr. Ngan was also the joint company secretary of Forgame Holdings Limited from February 2013 to November 2014. Mr. Ngan has also been an independent non-executive director of Pop Mart International Group Limited (Hong Kong Stock Exchange Stock Code: 9992) since its listing on the Stock Exchange in December 2020.

Ms. WANG Xiujuan (王秀娟), aged 44, is our Chief Operating Officer and joined our Group in August 2019. Ms. Wang is primarily responsible for the monetization strategies and innovation ecosystem of the Group. Ms. Wang founded Dajie.com in 2008, and has also played an integral role as a co-founder in building many China's consumer mobile and Internet companies, such as ChinaRen, KongZhong.com (NASDAQ: KZ) and RenRen (NYSE: RENN). She was awarded with "2010-2020: 35 Most Influential People in the IT Industry of the Next Decade" by Beijing Youth Daily and Tencent Tech. In addition, she was also awarded with "Pink Platinum Elite Women Leader" by Bazaar Magazine and recognized as a leading role model for women executives in the industry. Ms. Wang received her bachelor degree in international finance at the Central University of Finance and Economics in Beijing. Ms. Wang remains as a director and the chief executive officer of the Dajie Group.

Ms. SHI Na (施娜), aged 44, is our Chief Human Resources Officer and joined our Group in April 2019. Ms. Shi has served as director of human resources and operations at Lenovo Group between 2013 and 2014, and at Lenovo ZUK between 2015 and 2016. Between 2017 and 2019, Ms. Shi served as vice president of human resources at Ziroom Group. Ms. Shi received her bachelor degree in economics at the Minzu University of China in 2000, and her master degree in philosophy of science & technology at Dalian University of Technology in 2003.

COMPANY SECRETARY

Mr. NGAN King Leung Gary (顏勁良) was appointed as one of the joint company secretaries of our Company on August 2, 2017, and became the sole company secretary of our Company from December 15, 2019. See disclosure in "Directors and Senior Management — Our Senior Management" for the biography of Mr. Ngan.

GENERAL COUNSEL

Mr. LAW Yat Yang Arthur (羅日陽), aged 38, was appointed as the General Counsel of the Group on September 18, 2017.

Prior to joining the Group, he was a Legal Counsel of Alibaba Group (HKEX: 9988; NYSE: BABA) from January 2017 to September 2017, primarily responsible for Alibaba Group's international cloud computing, online travel platform and IT equipment procurement businesses. Between February 2014 and January 2017, Mr. Law worked at Forgame Holdings Limited (Hong Kong Stock Exchange Stock Code: 484), with his last position being General Counsel & Company Secretary from June 2015. Between October 2010 and January 2014, Mr. Law worked as a Solicitor in the Corporate & Commercial Department of Messrs. Woo Kwan Lee & Lo.

Mr. Law was admitted as a solicitor of New South Wales (Australia) by the Supreme Court of New South Wales (Australia) in August 2007 and as a solicitor of Hong Kong by the High Court of Hong Kong in September 2010. He obtained a bachelor of applied finance degree and a bachelor of laws degree from Macquarie University, Sydney (Australia) in April 2007, a graduate diploma in legal practice from The College of Law (New South Wales, Australia) in August 2007, and a Postgraduate Certificate in Laws from the University of Hong Kong in June 2008.

The Board of the Company is pleased to present this report of the Directors with the consolidated financial statements of the Group for the year ended December 31, 2021.

GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on July 25, 2013 as an exempted limited liability company under the Companies Act. The Company adopted and carries on business in Hong Kong under the name of "美圖之家", as approved by and registered with the Registrar of Companies on October 28, 2016 and November 7, 2016, respectively.

The Company's Shares were listed on the Main Board of the Stock Exchange on December 15, 2016.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries and contractually controlled entities and their subsidiaries are (i) the provision of online advertising and other Internet value-added services by offering a portfolio of innovative photo and community apps that enjoys popularity in the PRC and overseas and (ii) the smart hardware business involving the production of, among other things, MeituEve (a commercial artificial intelligence skin analyser), MeituKey (a contact skin analyser), MeituSpa (an artificial intelligence cleansing brush) and Meitu Genius (an artificial intelligence smart mirror).

The analysis of the Group's revenues and contribution to results by business segments and the Group's revenues by geographical area of operations are set out in Note 5 to the consolidated financial statements.

USE OF NET PROCEEDS FROM LISTING

The shares of the Company were listed on the Stock Exchange on December 15, 2016. The net proceeds from the Listing amounted to approximately RMB4,135.9 million[(1)].

As at December 31, 2021, the Group had utilized the net proceeds as set out in the table below:

	Net proceeds from the Listing[(1)] (RMB million)	Unutilized amount as at December 31, 2020[(1)] (RMB million)	Utilization for the year ended December 31, 2021[(1)] (RMB million)	Unutilized amount as at December 31, 2021[(1)] (RMB million)
Component and raw material sourcing to produce smartphones	1,199.2	–	–	–
Investment in or acquisition of businesses that are complementary to our business	934.7	257.1	170.4	86.7
Implementation of sales and marketing initiatives in both China and overseas market	814.4	–	–	–
Expansion of Internet services business	542.4	114.9	91.0	23.9
Expansion of research and development capabilities	271.2	–	–	–
General working capital	374.0	–	–	–

Note:

(1) The figures were based on an average of the prevailing exchange rates of RMB against a foreign currency in 2021.

The remaining balance of the net proceeds was placed with banks. There is a delay to the timeline on the application of the net proceeds from the Listing as previously disclosed in the prospectus of the Company dated December 5, 2016. As the remaining unutilized net proceeds were earmarked for (i) investment in or acquisition of businesses that are complementary to the Group's business and (ii) expansion of the Internet services business, there is inherent uncertainty as to the timing of acquisitions exacerbated by the prolonged COVID-19 pandemic, as travelling restrictions and social distancing measures in different regions make identifying, conducting diligence on, and negotiating agreements to acquire, suitable targets especially difficult. Similarly, the Group's plan to expand its Internet services business is also adversely affected by the COVID-19 pandemic and the consequential travel restrictions and social distancing measures and how the global health situation in turn impacts the broader economy.

As it is impossible to accurately predict the development of the COVID-19 pandemic, the Company now expects to fully utilize the remaining net proceeds by the end of 2024.

RESULTS

The results of the Group for the year ended December 31, 2021 are set out in the consolidated statement of comprehensive income on page 148 of this annual report.

BUSINESS REVIEW

The business review of the Group for the year ended December 31, 2021 is set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" from pages 8 to 11 and pages 12 to 23 of this annual report. Description of principal risks and uncertainties that the Group may be facing can be found in the sections headed "Report of the Directors – Risks relating to the Contractual Arrangements", "Report of the Directors – Risks relating to the MeituEve Contractual Arrangements" and "Report of the Directors – Dajie VIE Agreements – Risks relating to the Dajie VIE Agreements" on pages 50, 57 and 68 of this annual report. An account of the Company's key relationships with its employees, customers and suppliers and others that have a significant impact on the Company is set out in the "Environmental, Social and Governance Report" on pages 92 to 137 of this annual report. The aforementioned sections form part of this report of the Directors.

DIVIDENDS

The Board does not recommend the distribution of a final dividend for the year ended December 31, 2021.

RESERVES

The Company may pay dividends out of the share premium account, retained earnings and any other reserves provided that immediately following the payment of such dividends, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

As at December 31, 2021, the Company had distributable reserves of US$831,510,000 (equivalent to RMB5,301,459,000) (2020: US$812,543,000 (equivalent to approximately RMB5,301,763,000)), as calculated in accordance with the provisions of the Companies Act.

Details of movements in the reserves of the Group and the Company during the year ended December 31, 2021 are set out in the consolidated statement of changes in equity on pages 151 to 152 and in Note 34(b) to the consolidated financial statements, respectively.

PROPERTY AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended December 31, 2021 are set out in Note 13 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company for the year ended December 31, 2021 are set out in Note 22 to the consolidated financial statements.

SUBSIDIARIES

Particulars of the Company's principal subsidiaries are set out in Note 35 to the consolidated financial statements.

DONATION

During the year ended December 31, 2021, the Group made charitable donations of approximately RMB1,321,467 (2020: RMB106,260).

FINANCIAL SUMMARY

A summary of the condensed consolidated results and financial positions of the Group is set out on page 251 of this annual report.

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

During the year ended December 31, 2021, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

DEBENTURE ISSUED

The Group has not issued any debentures during the year ended December 31, 2021.

EMOLUMENT POLICY AND DIRECTORS' REMUNERATION

In compliance with the CG Code as set out in Appendix 14 to the Listing Rules, the Company has established the Remuneration Committee to formulate remuneration policies. The remuneration is determined and recommended based on each Director's and senior management personnel's qualification, position and seniority. As for the independent non-executive Directors, their remuneration is determined by the Board upon recommendation from the Remuneration Committee. The Directors and the senior management personnel are eligible participants of the Post-IPO Share Option Scheme (as defined below) and the senior management personnel are eligible participants of the Pre-IPO ESOP (as defined below). Details of the remuneration of the Directors, senior management and the five highest paid individuals are set out in Note 31, Note 9(a) and Note 9(b), respectively, to the consolidated financial statements.

Except for Dr. GUO Yihong who has voluntarily reduced his remuneration to nil with effect from October 1, 2020 due to the current policies of his employer, none of the Directors waived or agreed to waive any remuneration and there were no emoluments paid by the Group to any of the Directors as an inducement to join, or upon joining the Group, or as compensation for loss of office.

For the year ended December 31, 2021, Mr. Wu Zeyuan, executive Director and the Chief Executive Officer of our Group, was paid discretionary bonuses of a total sum of RMB512,283 (equivalent to approximately 3.5 months of his base salary). Save as disclosed above, no discretionary bonuses were paid to, or receivable by, the Directors for the year ended December 31, 2021.

SHARE OPTION SCHEMES

1. Employee Share Option Plan

The Pre-IPO ESOP was approved and adopted by the Company on February 15, 2014 and amended by resolution of the Board on November 18, 2015.

Purpose

The purpose of the Pre-IPO ESOP is to promote the success and enhance the value of the company, by linking the personal interests of the members of the Board, employees, consultants and other individuals to those of the Shareholders and, by providing such individuals with an incentive for outstanding performance, to generate superior returns to the Shareholders. The Pre-IPO ESOP is further intended to provide flexibility to the Company in its ability to motivate, attract act and retain the services of recipients upon whose judgment, interest, and special effort the successful conduct of the Company's operation is largely dependent.

Eligible Participants

Any employees, consultants, all members of the Board, and other individuals, as determined, authorized and approved by the Board or a committee authorized by the Board.

Maximum Number of Shares

The overall limit on the number of options to be granted pursuant to the Pre-IPO ESOP represents 116,959,070 underlying Shares, subject to any adjustments for share subdivision or other dilutive issuances.

As at December 31, 2021, outstanding options representing 18,692,770 underlying Shares were granted to eligible participants pursuant to the Pre-IPO ESOP. Details of the Pre-IPO ESOP are set out in Note 24(a) to the consolidated financial statements.

As at the Latest Practicable Date, options to subscribe for an aggregate of 18,532,770 Shares were outstanding, representing approximately 0.42% of the issued share capital of the Company as at the Latest Practicable Date.

No further option could be granted under the Pre-IPO ESOP.

Limit for Each Participant

Under the Pre-IPO ESOP, there is no specific limit on the maximum number of Shares which may be granted to a single eligible participant.

Remaining Life of the Pre-IPO ESOP

The Pre-IPO ESOP is valid and effective for a period of 10 years from February 15, 2014 and up to February 15, 2024. The remaining life of the scheme is approximately 2 years. Any options that are outstanding on the expiry date of the Pre-IPO ESOP shall remain in force according to the terms of the Pre-IPO ESOP.

Consideration

No consideration is required to be paid by the grantees for the grant of options under the Pre-IPO ESOP.

Option Period

The term of any options granted under the Pre-IPO ESOP shall not exceed 10 years, subject to a shareholder approval of extension of the exercise period for an option beyond 10 years from the date of grant. The Board shall also determine any conditions, if any, that must be satisfied before all or part of an option may be exercised.

The Board has the authority to determine the minimum period for which an option must be held before it can vest. The Pre-IPO ESOP does not specify any minimum holding period.

Exercise Price

The exercise price per Share under the Pre-IPO ESOP is US$0.03 as determined, authorized and approved by the Board.

Further details of the Pre-IPO ESOP are set out in the Prospectus.

2. Post-IPO Share Option Scheme

The Post-IPO Share Option Scheme was adopted pursuant to the written resolutions of the Shareholders passed on November 25, 2016.

Purpose

The purpose of the Post-IPO Share Option Scheme is to enable the Company to grant options to the eligible participants as an incentive or a reward for their contribution to the Group.

Eligible Participants

Any individual, being an employee, Director (including executive Directors, non-executive Directors and independent non-executive Directors), officer, consultant, advisor, distributor, contractor, customer, supplier, agent, business partner, joint venture business partner or service provider of any member of the Group or any affiliate as the Directors may determine.

Maximum Number of Shares

The maximum number of Shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Post-IPO Share Option Scheme and any other share option schemes adopted by the Group must not exceed 30% of the issued share capital of the Company from time to time. No options may be granted under the Post-IPO Share Option Scheme or any other share option schemes adopted by the Group if the grant of such option exceeds the limit.

As at December 31, 2021 and as at the Latest Practicable Date, no options had been granted, agreed to be granted, exercised, cancelled or lapsed pursuant to the Post-IPO Share Option Scheme and therefore the total number of Shares available for grant under the Post-IPO Share Option Scheme was 422,729,455 Shares, representing 9.71% and 9.58% of the issued share capital of the Company respectively.

The total number of Shares which may be allotted and issued upon exercise of all options to be granted under the Post-IPO Share Option Scheme and any other share option schemes is 422,729,455 Shares, being no more than 10% of the Shares in issue as at the Listing Date. The limit of 10% may be refreshed at any time by approval of the Shareholders in a general meeting provided that the total number of the Shares which may be issued upon exercise of all options to be granted under the Post-IPO Share Option Scheme and any other option schemes of the Group must not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit and for the purpose of calculating the limit, options (including those outstanding, cancelled, lapsed or exercised in accordance with the Post-IPO Share Option Scheme and any other share option schemes of our Group) previously granted under the Post-IPO Share Option Scheme and any other share option schemes of our Group will not be counted.

Remaining Life of the Post-IPO Share Option Scheme

The Post-IPO Share Option Scheme is valid and effective for a period of 10 years commencing from the Listing Date and up to December 15, 2026. The remaining life of the Post-IPO Share Option Scheme is approximately 4 years.

Limit of Each Participant

Unless approved by Shareholders in a general meeting, the maximum number of Shares underlying the options granted to each eligible participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the Shares in issue for the time being.

Consideration

A consideration of HK$1.00 is payable on acceptance of the grant of an option.

Option Period

An option may be exercised in accordance with the terms of the Post-IPO Share Option Scheme at any time during a period as the Board may determine, which may not expire later than 10 years from the offer date of the option subject to the provisions of early termination thereof.

The Board has the authority to determine the minimum period for which an option must be held before it can vest. The Post-IPO Share Option Scheme does not specify any minimum holding period.

Exercise Price

Pursuant to the Post-IPO Share Option Scheme, the participants may subscribe for the Shares on the exercise of an option at the price determined by the Board provided that it shall be at least the highest of (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date (the "**Offer Date**") on which an option is offered to a participant, which must be a business date; (b) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the Offer Date; and (c) the nominal value of a Share.

POST-IPO SHARE AWARD SCHEME

The Post-IPO Share Award Scheme was adopted pursuant to the written resolutions of the Shareholders passed on November 25, 2016.

Purpose

The purpose of the Post-IPO Share Award Scheme is to align the interests of eligible persons with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares, and to encourage and regain eligible persons to make contributions to the long-term growth and profits of the Group.

Eligible Participants

Any individual, being an employee, Director (including executive Directors, non-executive Directors and independent non-executive Directors), officer, consultant, advisor, distributor, contractor, customer, supplier, agent, business partner, joint venture business partner or service provider of any member of the Group or any affiliate as the Directors may determine.

Awards

An award granted by the Board to eligible participants which may vest in the form of Shares or the actual selling price of the Shares in cash.

Granting of Awards

The Board may, from time to time, grant awards to any eligible participant who the Board considers to have contributed or will contribute to the Group.

Each grant of an award to any Director or the chairman of the Company shall be subject to the prior approval of the independent non-executive Directors of the Company (excluding any independent non-executive Director who is a proposed recipient of the grant of an award). The Company will comply with the relevant requirements under Chapter 14A of the Listing Rules for any grant of Shares to connected persons of the Company.

Maximum Number of Shares to be awarded

The aggregate number of Shares underlying all grants made pursuant to the Post-IPO Share Award Scheme (excluding Shares granted which have been forfeited in accordance with the Post-IPO Share Award Scheme) will not exceed 5% of the aggregate nominal amount of the issued share capital of the Company without further Shareholders' approval, approximately 211,364,727 Shares, subject to an annual limit of 3% of the total number of issued Shares at the relevant time.

Any Shares granted under the Post-IPO Share Award Scheme but not yet vested are personal to the selected participants to whom they are granted and cannot be assigned or transferred. A selected participant shall not in any way sell, transfer, charge, mortgage, encumber or create any interest in favor of any other person over or in relation to any award granted by the Board, or enter into any agreement to do so.

As at December 31, 2021 and as at the Latest Practicable Date, 95,587,461 and 121,216,681 outstanding award Shares had been granted or agreed to be granted under the Post-IPO Share Award Scheme (excluding Shares granted which have been forfeited in accordance with the Post-IPO Share Award Scheme).

Assuming (i) the annual limit of 3% of the total number of issued Shares is fully utilized and (ii) options granted under the Pre-IPO ESOP or Post-IPO Share Option Scheme are not exercised, our issued share capital will increase from 4,352,403,393 Shares (being the number of Shares in issue as at December 31, 2021) and 4,412,016,060 Shares (being the number of Shares in issue as at the Latest Practicable Date) to 4,482,975,494 Shares and 4,544,376,541 Shares respectively.

Limit for Each Participant

Under the Post-IPO Share Award Scheme, there is no specific limit on the maximum number of Shares which may be granted to a single eligible participant but unvested under the Post-IPO Share Award Scheme.

Termination

The Post-IPO Share Award Scheme shall terminate on the earlier of:

(a) the end of the period of ten years commencing on the Listing Date except in respect of any non-vested Shares granted prior to the expiration of the Post-IPO Share Award Scheme, for the purpose of giving effect to the vesting of such Shares or otherwise as may be required in accordance with the provisions of the Post-IPO Share Award Scheme; and

(b) such date of early termination as determined by the Board provided that such termination shall not affect any subsisting rights of any selected participant under the rules of the Post-IPO Share Award Scheme, provided further that for the avoidance of doubt, the change in the subsisting rights of a selected participant in this paragraph refers solely to any change in the rights in respect of the Shares already granted to a selected participant.

MEITUEVE SHARE AWARD SCHEME

As disclosed in the Company's announcement dated July 30, 2021, in order to facilitate fundraising activities for the Smart Hardware Business, the Group transferred the Smart Hardware Business to a separate holding structure at the offshore and onshore levels, where MeituEve Cayman (a subsidiary of the Company) became the holding company of the Group's Smart Hardware Business.

On June 2, 2021, the board of directors of MeituEve Cayman (the "**MeituEve Board**") and its shareholder (namely, the Company) adopted the MeituEve Share Award Scheme under which 20% of MeituEve Cayman's shares (the "**MeituEve Shares**") has been reserved for granting to employees, consultants, and all other eligible participants of the Group who have contributed or will contribute to the Smart Hardware Business. Certain amendments to the rules of the MeituEve Share Award Scheme were approved by the MeituEve Board on September 30, 2021.

Purpose

The purpose of the MeituEve Share Award Scheme is to align the interests of eligible persons with those of the Group through ownership of the MeituEve Shares, dividends and other distributions paid on the MeituEve Shares and/or the increase in value of the MeituEve Shares, and to encourage and regain eligible persons to make contributions to the long-term growth and profits of the Group.

Eligible Participants

Any individual, being an employee, Director (including executive Directors, non-executive Directors and independent non-executive Directors), officer, consultant, advisor, distributor, contractor, customer, supplier, agent, business partner, joint venture business partner or service provider of any member of the Group or any affiliate as the MeituEve Board may determine, and for this purpose shall include any trust, company or other entity or form of business vehicle which such individual or his/her family member is a beneficiary of or holds beneficial interest in ("**Eligible Vehicle**").

Awards

An award granted by the MeituEve Board to eligible participants which may vest in the form of MeituEve Shares or the actual selling price of the MeituEve Shares in cash.

Granting of Awards

The MeituEve Board may, from time to time, grant awards to any eligible participant who the MeituEve Board considers to have contributed or will contribute to the Group.

Each grant of an award to any Director or the chairman of the Company shall be subject to the prior approval of the independent non-executive Directors of the Company (excluding any independent non-executive Director who is a proposed recipient of the grant of an award). The Company will comply with the relevant requirements under Chapter 14A of the Listing Rules for any grant of Shares to connected persons of the Company.

Maximum Number of MeituEve Shares to be awarded

The aggregate number of MeituEve Shares underlying all grants made pursuant to the MeituEve Share Award Scheme (excluding MeituEve Shares granted which have been forfeited in accordance with the MeituEve Share Award Scheme) will not exceed 20% of the total number of issued shares of MeituEve Cayman (i.e. approximately 100,000,000 MeituEve Shares) without further approval from the Company.

Any MeituEve Shares granted under the MeituEve Share Award Scheme but not yet vested are personal to the selected participants to whom they are granted and cannot be assigned or transferred other than to an Eligible Vehicle of such selected participant. A selected participant shall not in any way sell, transfer (other than to an Eligible Vehicle of such selected participant), charge, mortgage, encumber or create any interest in favor of any other person over or in relation to any award granted by the MeituEve Board, or enter into any agreement to do so.

Number of MeituEve Shares awarded

As at December 31, 2021 and as at the Latest Practicable Date, 47,500,000 and 47,500,000 MeituEve Shares had been granted or agreed to be granted under the MeituEve Share Award Scheme (excluding MeituEve Shares granted which have been forfeited in accordance with the MeituEve Share Award Scheme), representing approximately 9.5% of the issued share capital of MeituEve Cayman as at December 31, 2021 and as at the Latest Practicable Date.

As at December 31, 2021 and as at the Latest Practicable Date, none of the MeituEve Shares granted pursuant to the MeituEve Share Award Scheme to selected participants have vested.

Limit for Each Participant

Under the MeituEve Share Award Scheme, there is no specific limit on the maximum number of MeituEve Shares which may be granted to a single eligible participant but unvested under the MeituEve Share Award Scheme.

Termination

The MeituEve Share Award Scheme shall terminate on the earlier of:

(a) the end of the period of ten years commencing from the date the MeituEve Share Aware Scheme was adopted except in respect of any non-vested MeituEve Shares granted prior to the expiration of the MeituEve Share Award Scheme, for the purpose of giving effect to the vesting of such MeituEve Shares or otherwise as may be required in accordance with the provisions of the MeituEve Share Award Scheme; and

(b) such date of early termination as determined by the MeituEve Board provided that such termination shall not affect any subsisting rights of any selected participant under the rules of the MeituEve Share Award Scheme, provided further that for the avoidance of doubt, the change in the subsisting rights of a selected participant in this paragraph refers solely to any change in the rights in respect of the MeituEve Shares already granted to a selected participant.

EQUITY-LINKED AGREEMENTS

During the year ended December 31, 2021, the Group entered into the following equity-linked agreement:

(a) On December 17, 2021, Meitu Networks, the Meidd Sellers and Meidd entered into a sale and purchase agreement (the "**Meidd SPA**"), pursuant to which Meitu Networks purchased, and the Meidd Sellers sold, approximately 20.67% equity interest in Meidd at an aggregate consideration of approximately RMB79,741,920 (equivalent to approximately HK$97,782,857). The consideration was satisfied (i) as to HK$48,891,428 (equivalent to approximately RMB39,870,960) by the allotment and issue of 29,452,667 consideration Shares at the issue price of HK$1.66 per Share, and (ii) as to RMB39,870,960 in cash. After the completion of the Meidd SPA in December 2021, Meidd became a subsidiary of the Group and the Group became interested in approximately 63.35% equity interest in Meidd. Further details can be found in the announcement of the Company dated December 17, 2021.

Save as disclosed above, no other equity-linked agreements were entered into by the Group, or existed during the year ended December 31, 2021.

DIRECTORS

The Directors and members of senior management of the Company who held office during the year ended December 31, 2021 and up to the Latest Practicable Date were:

Executive Directors:

Mr. CAI Wensheng *(Chairman)*
Mr. WU Zeyuan *(Chief Executive Officer)*

Non-Executive Directors:

Dr. GUO Yihong
Dr. LEE Kai-fu
Mr. CHEN Jiarong

Independent Non-executive Directors:

Mr. ZHOU Hao
Mr. LAI Xiaoling
Mr. ZHANG Ming *(retired from the Board on June 2, 2021)*
Ms. KUI Yingchun

Pursuant to Article 84 of the Articles of Association, one-third of the Directors shall retire from office by rotation at each annual general meeting of the Company and will be eligible for re-election at that meeting. The Directors to retire by rotation shall firstly be those who wishes to retire and not offer himself/herself for re-election, and secondly be those who have been longest in office since their last re-election or appointment and as between persons who became or were last re-elected Directors on the same day shall (unless they otherwise agree among themselves) be determined by lot.

In accordance with Article 84(2) of the Articles of Association, Mr. CAI Wensheng, Dr. LEE Kai-fu and Dr. GUO Yihong shall retire from office as Directors by rotation at the AGM and being eligible, offer themselves for re-election as Directors at the AGM.

Details of the Directors standing for re-election at the AGM are set out in the circular to the Shareholders together with this annual report.

Mr. ZHANG Ming retired as director with effect from the conclusion of the annual general meeting of the Company held on June 2, 2021 in order to devote more time to focus on his other business commitments.

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

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the directors and senior management of the Group are set out in the section headed "Directors and Senior Management" on pages 24 to 30 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company for an initial term of three years with effect from the Listing Date or until the third annual general meeting of the Company since the Listing Date (whichever is sooner). Such service contracts were renewed on identical terms on June 3, 2019 (the "**Renewal Date**") for another term of three years or until the third annual general meeting of the Company since the Renewal Date (whichever is sooner). Mr. CAI Wensheng has also entered into a service contract with Pixocial Singapore for an initial term of one year with effect from January 1, 2019, subject to renewal and the re-election as and when required under the constitution of Pixocial Singapore, and such service contract was renewed on identical terms on January 1, 2020, January 1, 2021 and January 1, 2022.

Each of the non-executive Directors and independent non-executive Directors (excluding Mr. LAI Xiaoling, Mr. CHEN Jiarong, Mr. ZHANG Ming and Ms. KUI Yingchun) has signed a letter of appointment with the Company ("**Letter of Appointment**") for an initial term of three years or until the third annual general meeting of our Company since the Listing Date (whichever is sooner). Such letters of appointment were renewed on identical terms on June 3, 2019 for another term of three years or until the third annual general meeting of the Company since the Renewal Date (whichever is sooner).

On September 30, 2020, Dr. GUO Yihong entered into a supplemental agreement with the Company to amend his Letter of Appointment to reduce his remuneration to nil with effect from October 1, 2020. Dr. GUO Yihong has advised the Company that pursuant to the current policies of his employer, as a matter of prudence, he has volunteered not to receive any remuneration from the Company for the time being, in order to avoid any situation where a possible conflict of interest may arise.

Each of Mr. LAI Xiaoling and Mr. ZHANG Ming has signed a letter of appointment with the Company commencing from January 1, 2019 until the third annual general meeting of the Company from such commencement date. Mr. ZHANG Ming retired from the Board on June 2, 2021.

Each of Mr. CHEN Jiarong and Ms. KUI Yingchun has signed a letter of appointment with the Company commencing from June 3, 2020 until the third annual general meeting of the Company from such commencement date.

None of the Directors proposed for re-election at the AGM has a service contract with members of the Group that is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in the sections headed "Connected Transactions – Acquisition of equity interests in Meidd" and "Continuing Connected Transactions" below, none of the Directors nor any entity connected with the Directors had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party subsisting during or at the end of the year ended December 31, 2021.

PERMITTED INDEMNITY

Pursuant to the Articles of Association and subject to the applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in or about the execution of their duty in their offices.

Such permitted indemnity provision has been in force for the year ended December 31, 2021. The Company has taken out liability insurance to provide appropriate coverage for the Directors.

MANAGEMENT CONTRACTS

No contract, concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year ended December 31, 2021.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this annual report, at no time during the year ended December 31, 2021 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 debentures of the Company or any other body corporate; and none of the Directors, or any of their spouse or children under the age of 18, had any right to subscribe for equity or debt securities of the Company or any other body corporate, or had exercised any such right.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY OF ITS ASSOCIATED CORPORATIONS

As at December 31, 2021, the interests and short positions of the Directors in the Shares, underlying Shares and debentures of the Company or its associated corporations within the meaning of Part XV of the SFO, as recorded in the register maintained by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and/or the Stock Exchange pursuant to the Model Code were as follows:

Name of Director	Nature of interest	Number of ordinary shares	Approximate percentage of holding(4)
Mr. CAI Wensheng(1)	Interest in a controlled corporation/ Beneficiary of a trust	1,126,600,000	25.88%
Mr. WU Zeyuan(2)	Beneficiary of a trust/Beneficial owner	567,946,670	13.05%
Mr. CHEN Jiarong(3)	Beneficial owner/Interest in a controlled corporation	517,740,180	11.90%
Dr. LEE Kai-fu	Interest in a controlled corporation	32,994,151	0.76%

Notes:

(1) The entire interest of Baolink Capital is held by Mr. Cai and the entire interest of Longlink Capital is held by Longlink Limited, which is in turn held by Lion Trust (Singapore) Limited as the trustee for the benefit of Mr. Cai.

(2) The entire interest of Xinhong Capital is held by Easy Prestige Limited, which in turn is held by Lion Trust (Singapore) Limited as the trustee for the benefit of Mr. Wu.

(3) Mr. Chen's interest in these Shares includes the interest in 435,024,180 Shares held by Kingkey Enterprise Holdings Limited, the 50% interest of which is held by Mr. Chen.

(4) The percentages are calculated on the basis of 4,352,403,393 Shares in issue as at December 31, 2021.

Save as disclosed above, as at December 31, 2021, none of the Directors and chief executive of the Company has any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and/or the Stock Exchange pursuant to Model Code.

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

As at December 31, 2021, the persons other than the Directors, whose interests have been disclosed in this annual report, had an interest or short position in the Shares and underlying Shares of the Company as recorded in the register required to be kept by the Company, pursuant to Section 336 of the SFO, were as follows:

Name of Shareholder	Nature of interest	Number of ordinary shares	Approximate percentage of holding[4]
Easy Prestige[1]	Interest of controlled corporation	566,666,670	13.02%
Xinhong Capital[1]	Beneficial owner	566,666,670	13.02%
Baolink Capital[2]	Beneficial owner	506,600,000	11.64%
Longlink Limited[2]	Interest of controlled corporation	620,000,000	14.25%
Longlink Capital[2]	Beneficial owner	620,000,000	14.25%
Lion Trust (Singapore) Limited[3]	Trustee of a discretionary trust	1,398,366,670	32.13%
Kingkey Enterprise Holdings Limited	Beneficial owner	435,024,180	10.00%
Chen Jiajun	Interest of controlled corporation	435,024,180	10.00%

Notes:

(1) The entire interest of Xinhong Capital is held by Easy Prestige Limited, which in turn is held by Lion Trust (Singapore) Limited as the trustee for the benefit of Mr. Wu.

(2) The entire interest of Baolink Capital is held by Mr. Cai and the entire interest of Longlink Capital is held by Longlink Limited, which in turn is held by Lion Trust (Singapore) Limited as the trustee for the benefit of Mr. Cai.

(3) The entire interest of Easy Prestige Limited and Longlink Limited is held by Lion Trust (Singapore) Limited and is deemed to be interested in these Shares.

(4) The percentages are calculated on the basis of 4,352,403,393 Shares in issue as at December 31, 2021.

Save as disclosed herein, as at December 31, 2021, no person, other than the Directors whose interests are set out in this annual report, had any interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

PRE-EMPTIVE RIGHTS

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

TAX RELIEF AND EXEMPTION

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

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended December 31, 2021, none of our Directors had any interest in a business which competes or is likely to compete, directly or indirectly, with our business, which would require disclosure under Rule 8.10 of the Listing Rules.

CONNECTED TRANSACTIONS

During the year ended December 31, 2021, we have entered into agreements with our connected persons in our ordinary and usual course of business, which constitute connected transactions under the Listing Rules. We set out below details of the connected transactions for our Group which are subject to reporting obligations under the Listing Rules in compliance with the requirements of Chapter 14A of the Listing Rules.

Acquisition of equity interests in Meidd

On April 9, 2021, Meitu Networks (a member of the Group), Kingkey Capital Limited ("**Kingkey Capital**") and Meidd entered into the Meidd Acquisition agreement, pursuant to which Meitu Networks purchased, and Kingkey Capital sold approximately 9.57% equity interest in Meidd at an aggregate cash consideration of RMB19,133,200. The acquisition was completed on the same month, whereby the Group's equity interest in Meidd increased from approximately 33.11% to approximately 42.68%. The Group is optimistic on Meidd's future growth prospects and believes its business aligns well with the Group's vision to "empower the beauty industry and make beauty more accessible to our users". Meidd's user analytics and connection with offline stores will also provide helpful consumer insights into the Group's cosmetic-related businesses.

The consideration for the Meidd Acquisition was determined based on arm's length negotiations between Meitu Networks and Kingkey Capital, taking into account, *inter alias*, (a) the valuation of Meidd in its recent private financing round for existing shares, (b) the Company's assessment on the prospects of SaaS for the beauty industry in the PRC and (c) the benefits as described under the paragraph headed "Reasons for and benefits of entering into the Acquisition Agreement" in the Company's announcement dated April 9, 2021. Upon completion of the Meidd Acquisition, Kingkey Capital ceased to be a shareholder of Meidd.

As Mr. Chen Jiarong is a non-executive Director and substantial shareholder of the Company, he is a connected person of the Company. Kingkey Capital is a member of the Kingkey group, with the father (Mr. Chen Hua) and uncle (Mr. Chen Hui) of Mr. Chen being the ultimate beneficial owners as to 90% and 10% respectively. The Meidd Acquisition and the transactions contemplated thereunder therefore constituted connected transactions for the Company under Chapter 14A of the Listing Rules.

Further details of the Meidd Acquisition can be found in the announcement of the Company dated April 9, 2021.

CONTINUING CONNECTED TRANSACTIONS

As disclosed in the Prospectus, the following transactions of the Group constituted non-exempt continuing connected transactions (the "**Continuing Connected Transactions**") for the Group for the year ended December 31, 2021.

Non-exempt continuing connected transactions

We set out below a summary of the continuing connected transactions for our Group (namely, the Contractual Arrangements, and the MeituEve VIE Agreements), which are subject to the reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

1. Contractual Arrangements

The Company had previously entered into a series of contractual arrangements (the "**Old Contractual Arrangements**") with Meitu Home, Meitu Networks, Ms. Cai and Mr. Wu, under which the Company gained effective control over, and received all the economic benefits generated by the business currently operated by the PRC Operating Entities. Due to the change of one of the nominee shareholders of Meitu Networks from Ms. Cai to Xiamen Hongtian (a company owned by Mr. Wu as to 99% and Ms. Chen as to 1%) (the "**Equity Transfer**"), in January 2021, Meitu Home, Meitu Networks, Mr. Wu and Xiamen Hongtian entered into a series of new contractual arrangements (the "**Existing Contractual Arrangements**") with the Old Contractual Arrangements terminated simultaneously. Under the Existing Contractual Arrangements, the nominee shareholders of Meitu Networks are Mr. Wu as to 51% and Xiamen Hongtian as to 49%. The consideration for the Equity Transfer was a payment of RMB1.00 by Xiamen Hongtian to Ms. Cai. The Existing Contractual Arrangements, having their terms and conditions substantially the same as those of the Existing Contractual Arrangements, were cloned from the Old Contractual Arrangements, except for changes to the dates of the relevant agreements relating to the Old Contractual Arrangements and the parties to those agreements – where Xiamen Hongtian replaced Ms. Cai as a nominee shareholder of Meitu Networks. The Existing Contractual Arrangements were entered into for the purposes of (i) ensuring better administrative efficiency of Meitu Networks and maximum alignment of the interests of the Company's shareholders with those of the nominee shareholders of Meitu Networks and (ii) reducing the likelihood of cloning a new series of contractual arrangements as a result of any future changes in the nominee individual shareholder of Meitu Networks by designating Xiamen Hongtian as one of the nominee shareholders. The Existing Contractual Arrangements allow the financial results of the PRC Operating Entities to be consolidated and accounted for as if they were subsidiaries of our Company. Further details of the Existing Contractual Arrangements are set out in the announcement of the Company dated March 17, 2021 (the "**VIE Change Announcement**").

Reasons for the Contractual Arrangements

We develop and operate mobile apps in the PRC, through which we derive income from online advertising, and sales of virtual items. We also provide audio-visual program services to the public through *Meipai*. The operation of mobile apps, provision of online audio-visual program services and operation of mobile games are subject to foreign investment restrictions under PRC law.

Since certain of our businesses are subject to foreign investment restrictions, to comply with the relevant PRC laws, our online advertising, audio-video and mobile game businesses through our mobile apps are directly operated by Meitu Networks and its subsidiaries. Meitu Networks and its subsidiaries generate online advertising, mobile game and *Meipai* IVAS revenue from our apps and mobile games. Online advertising, mobile game and *Meipai* IVAS revenue are our major revenue sources relating to the operations of our apps and mobile game and are part of the mobile app, online advertising and mobile game business we operate through Meitu Networks and its subsidiaries. Meitu Home, our indirectly wholly-owned subsidiary, in turn provides services to support the business operations of Meitu Networks and its subsidiaries and derives the economic benefits from such business operations. Meitu Networks and its subsidiaries hold the requisite PRC permits, licenses and approvals for operating mobile games, online advertising and provision of audio-visual program services through our mobile apps. Our major trademarks and domain names are held by Meitu Networks and its subsidiaries. Meitu Networks has obtained the Online Cultural Operating License for operating its online game from MOC's local counterparts. In addition, Meitu Networks and its subsidiaries hold certain licenses and permits that are essential to the operation of our business, such as the ICP License, the Online Cultural Operating License and the License for Transmission of Audio-Visual Programs through Information Network.

Our Directors, including our independent non-executive Directors, are of the view that (i) the Contractual Arrangements are fundamental to our Group's legal structure and business operations; and (ii) the Contractual Arrangements are on normal commercial terms or on terms more favorable to our Group in the ordinary and usual course of our Group's business and are fair and reasonable or to the advantage of our Group and are in the interests of our Shareholders as a whole.

Our Directors also believe that our Group's structure, whereby the financial results of the PRC Operating Entities are consolidated into our Group's financial statements as if they were our Group's wholly-owned subsidiaries, and all the economic benefits of their business flows to our Group, places our Group in a special position in relation to the connected transactions rules. Accordingly, notwithstanding that the transactions contemplated under the Contractual Arrangements technically constitute continuing connected transactions under Chapter 14A of the Listing Rules, our Directors consider that it would be unduly burdensome and impracticable, and would add unnecessary administrative costs to our Company, for all the transactions contemplated under the Contractual Arrangements to be subject to strict compliance with the requirements set out under Chapter 14A of the Listing Rules, including, among other things, the announcement and approval of independent Shareholders.

Risks relating to the Contractual Arrangements

We believe the following risks are associated with the Contractual Arrangements. Further details of these risks are set out on pages 45 to 51 of the Prospectus.

- If the PRC government finds that the agreements that establish the structure for operating our business do not comply with PRC laws and regulations, or if these regulations or their interpretations change or new regulations or interpretations are promulgated in the future, we could be subject to severe penalties or be forced to relinquish our interests in those operations.

- Our Contractual Arrangements may not be as effective in providing operational control as direct ownership and Meitu Networks or their shareholders may fail to perform their obligations under our Contractual Arrangements.

- We may lose the ability to use and enjoy assets and licenses held by Meitu Networks and its subsidiaries that are important to the operation of our business if Meitu Networks or any of its subsidiaries declares bankruptcy or become subject to a dissolution or liquidation proceeding.

- Our Contractual Arrangements may be subject to scrutiny by the PRC tax authorities and additional taxes may be imposed. A finding that we owe additional taxes could substantially reduce our consolidated net income.

- Shareholders of Meitu Networks may potentially have a conflict of interest with us, and they may breach their contracts with us or cause such contracts to be amended in a manner contrary to our interests.

- We conduct our business operation in the PRC through Meitu Networks and its subsidiaries by way of the Contractual Arrangements, but certain of the terms of the contractual arrangements may not be enforceable under PRC laws.

- If we exercise the option to acquire equity ownership of Meitu Networks, the ownership transfer may subject us to certain limitations and substantial costs.

The Contractual Arrangements which were in place during the year ended December 31, 2021 and a brief description of the major terms of the structured contracts under the Existing Contractual Arrangements are as follows:

(a) ***Exclusive Option Agreement***

Meitu Networks, along with Mr. Wu and Xiamen Hongtian (the "**Relevant Shareholders**"), entered into an exclusive option agreement with Meitu Home on January 29, 2021 (the "**Exclusive Option Agreement**"), pursuant to which Meitu Home (or the Company or any subsidiary of the Company, the "**designee**") was granted an irrevocable and exclusive right to purchase from the Relevant Shareholders and/or Meitu Networks all or any part of their equity interests in and/or assets of Meitu Networks for a nominal price, unless the relevant government authorities or the PRC laws request that another amount be used as the purchase price, in which case the purchase price shall be the lowest amount under such request. Subject to relevant PRC laws and regulations, the Relevant Shareholders and/or Meitu Networks shall return any amount of purchase price they have received to Meitu Home. At Meitu Home's request, the Relevant Shareholders and/or Meitu Networks will promptly and unconditionally transfer their respective equity interests in and/or assets of Meitu Networks to Meitu Home (or its designee) after Meitu Home exercises its purchase right. The Exclusive Option Agreement is for an initial term of ten years and is automatically renewable upon expiry unless Meitu Home confirms a new renewal term in writing.

(b) ***Exclusive Business Cooperation Agreement***

Meitu Networks entered into an exclusive business cooperation agreement with Meitu Home on January 29, 2021 (the "**Exclusive Business Cooperation Agreement**"), pursuant to which Meitu Networks agreed to engage Meitu Home as its exclusive provider of business support, technical and consulting services, including technical services, network support, business consultation, intellectual property licensing, equipment, leasing, marketing consultancy, system integration, product research and development and system maintenance, in exchange for service fees. Under these arrangements, the service fees, subject to Meitu Home's adjustment, are equal to all of the net profit of Meitu Networks and its subsidiaries. Meitu Home may adjust the service fees at its sole discretion, after consideration of certain factors, including but not limited to the deduction of necessary costs, expenses, taxes and other statutory contribution in relation to the respective fiscal year, and may also include accumulated losses of Meitu Networks and its subsidiaries from previous financial periods, which will be wired to the designated account of Meitu Home upon issuance of payment notification by Meitu Home. As of December 31, 2021, the accumulated profits of Meitu Networks and its subsidiaries amounted to RMB65.2 million. Meitu Home enjoys all the economic benefits derived from the businesses of Meitu Networks and its subsidiaries and bears Meitu Networks' business risks. If Meitu Networks runs into financial deficit or suffers severe operation difficulties, Meitu Home will provide financial support to Meitu Networks.

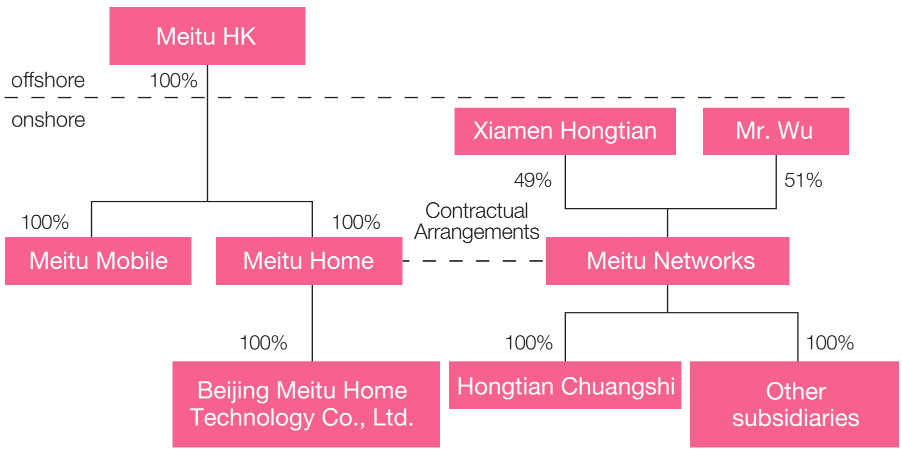
(c) ***Share Pledge Agreement***

Meitu Networks, the Relevant Shareholders and Meitu Home entered into a share pledge agreement on January 29, 2021 (the "**Share Pledge Agreement**"). Under the Share Pledge Agreement, the Relevant Shareholders pledged as first charge all of their respective equity interests in Meitu Networks to Meitu Home as collateral security for any or all of their payments due to Meitu Home and to secure performance of their obligations under the Exclusive Business Cooperation Agreement, the Exclusive Option Agreement and the Powers of Attorney (as defined below).

(d) ***Powers of Attorney***

An irrevocable power of attorney was entered into between the Relevant Shareholders, Meitu Home and Meitu Networks on January 29, 2021 (the "**Powers of Attorney**"), whereby the Relevant Shareholders appointed Meitu Home or a director of its offshore holding company or its/his/her successor (including a liquidator replacing Meitu Home's director) as their exclusive agent and attorney to act on their behalf on all matters concerning Meitu Networks and to exercise all of its rights as a registered shareholder of Meitu Networks.

The following simplified diagram illustrates the flow of economic benefits from Meitu Networks and its subsidiaries to our Group stipulated under the Existing Contractual Arrangements:



Apart from the above, there are no other new contractual arrangements entered into, renewed or reproduced between the Group and the PRC Operating Entities during the financial year ended December 31, 2021. There was no material change in the Existing Contractual Arrangements and/or the circumstances under which they were adopted for the year ended December 31, 2021.

For the year ended December 31, 2021, none of the Existing Contractual Arrangements has been unwound as none of the restrictions that led to the adoption of structured contracts under the Existing Contractual Arrangements has been removed.

We have been advised by our PRC legal advisor that subject to the risks as set out on pages 45 to 51 of the Prospectus, the Existing Contractual Arrangements do not violate the relevant PRC regulations.

The revenue of Meitu Networks and its subsidiaries for the years ended December 31, 2021 and 2020 were RMB983.7 million and RMB719.2 million, respectively.

For the year ended December 31, 2021, the revenue of Meitu Networks and its subsidiaries amounted to approximately 59.0% (2020: 60.2%) of the revenue for the year of the Group.

The total assets of Meitu Networks and its subsidiaries as at December 31, 2021 and 2020 were RMB2,690.7 million and RMB2,028.1 million, respectively.

As at December 31, 2021, the total assets of Meitu Networks and its subsidiaries amounted to approximately 56.7% (2020: 45.0%) of the total assets of the Group.

Mitigation actions taken by the Company

Our management works closely with Mr. Wu and Xiamen Hongtian and our external legal counsels and advisors to monitor the regulatory environment and developments in PRC laws and regulations to mitigate the risks associated with the Existing Contractual Arrangements.

The extent to which the Existing Contractual Arrangements relate to requirements other than the foreign ownership restriction

All of the Existing Contractual Arrangements are subject to the restrictions as set out on pages 163 to 167 of the Prospectus.

Listing Rules Implications

The highest applicable percentage ratios (other than the profits ratio) under the Listing Rules in respect of the transactions associated with the Contractual Arrangements are expected to be more than 5%. As such, the transactions will be subject to the reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Waiver from the Stock Exchange and Annual Review

The Stock Exchange has granted the Company a waiver (the "**Waiver**") pursuant to Rule 14A.105 of the Listing Rules from (i) strict compliance with the announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the transactions under the Old Contractual Arrangements; (ii) setting a maximum aggregate annual value, i.e. an annual cap, under Rule 14A.53 of the Listing Rules for the fees payable to Meitu Home under the Old Contractual Arrangements; and (iii) fixing the term of the Old Contractual Arrangements to three years or less under Rule 14A.52 of the Listing Rules, for so long as the Shares are listed on the Stock Exchange subject to the following conditions:

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

(b) no change without independent Shareholders' approval;

(c) the Old Contractual Arrangements shall continue to enable our Group to receive the economic benefits derived by the PRC Operating Entities;

(d) the Old Contractual Arrangements may be renewed and/or cloned upon expiry or when justified by business expediency, without obtaining Shareholders' approval, on substantially the same terms and conditions as the Old Contractual Arrangements; and

(e) our Group will disclose details relating to the Old Contractual Arrangements on an ongoing basis.

As the Existing Contractual Arrangements were cloned from the Old Contractual Arrangements (except for changes to the dates of the relevant agreements relating to the Old Contractual Arrangements and the parties to those agreements – where Xiamen Hongtian replaced Ms. Cai as a nominee shareholder of Meitu Networks), the Existing Contractual Arrangements fall within the scope of the Waiver.

Confirmation from Independent Non-executive Directors

Our independent non-executive Directors have reviewed the Contractual Arrangements and confirmed that (i) the transactions carried during the year ended December 31, 2021 have been entered into in accordance with the relevant provisions of the Contractual Arrangements, (ii) no dividends or other distributions have been made by the PRC Operating Entities to the holders of its equity interests which are not otherwise subsequently assigned or transferred to the Group during the year ended December 31, 2021, (iii) no other new contracts were entered into, renewed or reproduced between the Group and the PRC Operating Entities during the year ended December 31, 2021, and (iv) the Contractual Arrangements were entered into in the ordinary and usual course of business of the Group, on normal commercial terms or better, and according to the relevant agreement governing the Contractual Arrangements on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

Confirmations from the Company's Independent Auditor

The Auditor of the Company has confirmed in a letter to the Board that, with respect to the aforesaid continuing connected transactions entered into in the year ended December 31, 2021:

(a) nothing has come to their attention that causes the Auditor to believe that the disclosed continuing connected transactions have not been approved by the Board; and

(b) nothing has come to their attention that causes the Auditor to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements under the Contractual Arrangements governing such transactions.

2. MeituEve Contractual Arrangements

In July 2021, Meitu Networks transferred part of the Smart Hardware Business that is subject to foreign ownership restrictions in the PRC ("**Smart Hardware Restricted Business**") to MeituEve Networks and on July 2, 2021, the Company entered into a series of contractual arrangements (the "**MeituEve Contractual Arrangements**") with MeituEve Technology, MeituEve Networks and Xiamen Hongtian, under which the Company gained effective control over, and received all the economic benefits generated by the business currently operated by the MeituEve PRC Operating Entities. The MeituEve Contractual Arrangements, having their terms and conditions substantially the same as those of the Contractual Arrangements, were cloned therefrom, except for changes to the dates of the relevant agreements relating to the Contractual Arrangements and the parties to those agreements. The MeituEve Contractual Arrangements will continue to allow the financial results of the MeituEve PRC Operating Entities to be consolidated and accounted for as if they were subsidiaries of our Company. Further details of the MeituEve Contractual Arrangements are set out in the announcement of the Company dated July 30, 2021.

Reasons for the MeituEve Contractual Arrangements and Waiver from the Stock Exchange and Annual Review

At the time of the Listing, the Company sought, and the Stock Exchange granted, the Waiver in connection with the continuing connected transactions of the Group in the form of the Old Contractual Arrangements, which later became the Existing Contractual Arrangements. The Waiver is subject to certain conditions including, among others, that on the basis that the Contractual Arrangements provide an acceptable framework for the relationship between the Company and its subsidiaries in which the Company has direct shareholding on one hand, and Meitu Networks, on the other hand, that framework may be renewed and/or cloned upon the expiry of the existing arrangements or in relation to any existing or new wholly foreign-owned enterprise or operating company (including branch company) engaging in the same business as that of the Group which the Group might wish to establish when justified by business expediency, without obtaining the approval of the Shareholders, on substantially the same terms and conditions as the Old Contractual Arrangements.

The Group has had a Smart Hardware Business since the time of its IPO on the Stock Exchange and, throughout the years, having leveraged on the face detection technology, facial point detection technology, high megapixel front-and-back facing cameras that permit high-image quality in lowlight condition, as well as proprietary image processing algorithm and specialized image processors from the Group's smartphones, different beauty-related smart hardware products (such as MeituEve (a commercial artificial intelligence skin analyser), MeituKey (a contact skin analyser), MeituSpa (an artificial intelligence cleansing brush) and Meitu Genius (an artificial intelligence smart mirror)) have been developed organically to leverage the Group's ecosystem around beauty.

Since the MeituEve Contractual Arrangements were cloned from the Old Contractual Arrangements (from which the Existing Contractual Arrangements were also cloned) as provided under the conditions of the Waiver, the Company sought confirmation from the Stock Exchange, and the Stock Exchange confirmed, that the transactions contemplated under the MeituEve Contractual Arrangements would fall within the scope of the Waiver.

The MeituEve Contractual Arrangements were entered into for the purposes of separating the Smart Hardware Business from the other businesses of the Group, thereby facilitating fund raising activities for the Smart Hardware Business.

Our Directors, including our independent non-executive Directors, are of the view that (i) the MeituEve Contractual Arrangements are fundamental to our Group's legal structure and business operations; and (ii) the MeituEve Contractual Arrangements are on normal commercial terms or on terms more favorable to our Group in the ordinary and usual course of our Group's business and are fair and reasonable or to the advantage of our Group and are in the interests of our Shareholders as a whole.

Risks relating to the MeituEve Contractual Arrangements

We believe the following risks are associated with the MeituEve Contractual Arrangements. Further details of these risks are set out on pages 45 to 51 of the Prospectus.

- If the PRC government finds that the agreements that establish the structure for operating our Smart Hardware Restricted Business do not comply with PRC laws and regulations, or if these regulations or their interpretations change or new regulations or interpretations are promulgated in the future, we could be subject to severe penalties or be forced to relinquish our interests in those operations.

- We may lose the ability to use and enjoy assets and licenses held by MeituEve Networks and its subsidiaries that are important to the operation of our Smart Hardware Restricted Business if MeituEve Networks or any of its subsidiaries declares bankruptcy or become subject to a dissolution or liquidation proceeding.

- Our MeituEve Contractual Arrangements may be subject to scrutiny by the PRC tax authorities and additional taxes may be imposed. A finding that we owe additional taxes could substantially reduce our consolidated net income.

- Shareholder(s) of MeituEve Networks may potentially have a conflict of interest with us, and they may breach their contracts with us or cause such contracts to be amended in a manner contrary to our interests.

- We conduct our Smart Hardware Restricted Business operation in the PRC through MeituEve Networks and its subsidiaries by way of the MeituEve Contractual Arrangements, but certain of the terms of the contractual arrangements may not be enforceable under PRC laws.

- If we exercise the option to acquire equity ownership of MeituEve Networks, the ownership transfer may subject us to certain limitations and substantial costs.

The MeituEve Contractual Arrangements which were in place during the year ended December 31, 2021 and a brief description of the major terms of the structured contracts under the MeituEve Contractual Arrangements are as follows:

(a) *MeituEve Exclusive Option Agreement*

MeituEve Networks, along with Xiamen Hongtian, entered into an exclusive option agreement with MeituEve Technology on July, 2 2021 (the "**MeituEve Exclusive Option Agreement**"), pursuant to which MeituEve Technology (or the Company or any subsidiary of the Company, the "**MeituEve designee**") was granted an irrevocable and exclusive right to purchase from Xiamen Hongtian and/or MeituEve Networks all or any part of their equity interests in and/or assets of MeituEve Networks for a nominal price, unless the relevant government authorities or the PRC laws request that another amount be used as the purchase price, in which case the purchase price shall be the lowest amount under such request. Subject to relevant PRC laws and regulations, Xiamen Hongtian and/or MeituEve Networks shall return any amount of purchase price they have received to MeituEve Technology. At MeituEve Technology's request, Xiamen Hongtian and/or MeituEve Networks will promptly and unconditionally transfer their respective equity interests in and/or assets of MeituEve Networks to MeituEve Technology (or its designee) after MeituEve Technology exercises its purchase right. The MeituEve Exclusive Option Agreement is for an initial term of ten years and is automatically renewable upon expiry unless MeituEve Technology confirms a new renewal term in writing.

(b) *MeituEve Exclusive Business Cooperation Agreement*

MeituEve Networks entered into an exclusive business cooperation agreement with MeituEve Technology on July 2, 2021 (the "**MeituEve Exclusive Business Cooperation Agreement**"), pursuant to which MeituEve Networks agreed to engage MeituEve Technology as its exclusive provider of business support, technical and consulting services, including technical services, network support, business consultation, intellectual property licensing, equipment, leasing, marketing consultancy, system integration, product research and development and system maintenance, in exchange for service fees. Under these arrangements, the service fees, subject to MeituEve Technology's adjustment, are equal to all of the net profit of MeituEve Networks and its subsidiaries. MeituEve Technology may adjust the service fees at its sole discretion, after consideration of certain factors, including but not limited to the deduction of necessary costs, expenses, taxes and other statutory contribution in relation to the respective fiscal year, and may also include accumulated losses of MeituEve Networks and its subsidiaries from previous financial periods, which will be wired to the designated account of MeituEve Technology upon issuance of payment notification by MeituEve Technology. As of December 31, 2021, the accumulated losses of MeituEve Networks and its subsidiaries amounted to RMB0.7 million. MeituEve Technology enjoys all the economic benefits derived from the businesses of MeituEve Networks and its subsidiaries and bears MeituEve Networks' business risks. If MeituEve Networks runs into financial deficit or suffers severe operation difficulties, MeituEve Technology will provide financial support to MeituEve Networks.

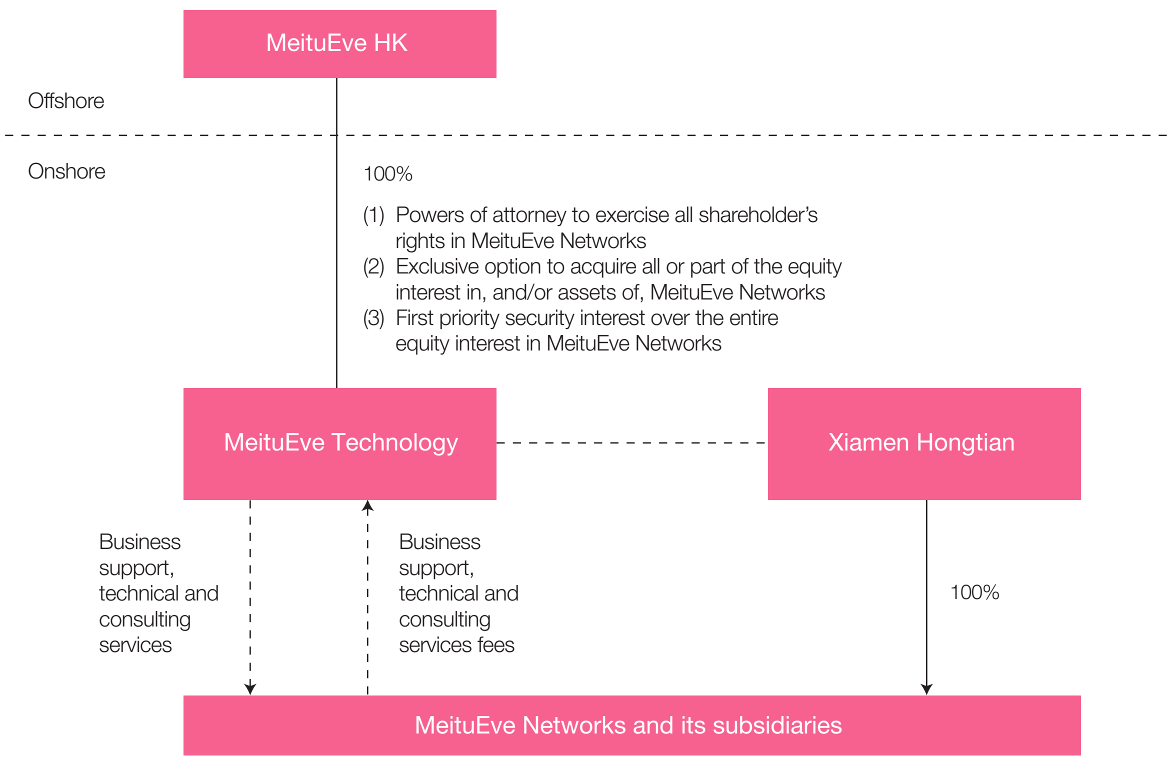
(c) ***MeituEve Share Pledge Agreement***

MeituEve Networks, Xiamen Hongtian and MeituEve Technology entered into a share pledge agreement on July 2, 2021 (the "**MeituEve Share Pledge Agreement**"). Under the MeituEve Share Pledge Agreement, Xiamen Hongtian pledged as first charge all of their respective equity interests in MeituEve Networks to MeituEve Technology as collateral security for any or all of their payments due to MeituEve Technology and to secure performance of their obligations under the MeituEve Exclusive Business Cooperation Agreement, the MeituEve Exclusive Option Agreement and the MeituEve Powers of Attorney (as defined below).

(d) ***MeituEve Powers of Attorney***

An irrevocable power of attorney was entered into between Xiamen Hongtian, MeituEve Technology and MeituEve Networks on July 2, 2021 (the "**MeituEve Powers of Attorney**"), whereby Xiamen Hongtian appointed MeituEve Technology or a director of its offshore holding company or its/his/her successor (including a liquidator replacing MeituEve Technology's director) as their exclusive agent and attorney to act on their behalf on all matters concerning MeituEve Networks and to exercise all of its rights as a registered shareholder of MeituEve Networks.

The following simplified diagram illustrates the flow of economic benefits from MeituEve Networks and its subsidiaries to our Group stipulated under the MeituEve Contractual Arrangements:



Apart from the above, there are no other new contractual arrangements entered into, renewed or reproduced between the Group and the MeituEve PRC Operating Entities during the financial year ended December 31, 2021. There was no material change in the MeituEve Contractual Arrangements and/or the circumstances under which they were adopted for the year ended December 31, 2021.

For the year ended December 31, 2021, none of the MeituEve Contractual Arrangements has been unwound as none of the restrictions that led to the adoption of structured contracts under the MeituEve Contractual Arrangements has been removed.

We have been advised by our PRC legal advisor that subject to the risks as set out on pages 45 to 51 of the Prospectus, the MeituEve Contractual Arrangements do not violate the relevant PRC regulations.

The revenue of MeituEve Networks and its subsidiaries for the year ended December 31, 2021 was RMB0.0.

For the year ended December 31, 2021, the revenue of MeituEve Technology and its subsidiaries amounted to approximately 0.6% of the revenue for the year of the Group.

The total assets of MeituEve Networks and its subsidiaries as at December 31, 2021 was RMB0.1 million.

As at December 31, 2021, the total assets of MeituEve Networks and its subsidiaries amounted to approximately 0.002% of the total assets of the Group.

Mitigation actions taken by the Company

Our management works closely with Xiamen Hongtian and our external legal counsels and advisors to monitor the regulatory environment and developments in PRC laws and regulations to mitigate the risks associated with the MeituEve Contractual Arrangements.

The extent to which the MeituEve Contractual Arrangements relate to requirements other than the foreign ownership restriction

All of the MeituEve Contractual Arrangements are subject to the restrictions as set out on pages 163 to 167 of the Prospectus.

Listing Rules Implications

As Mr. Wu is the Chief Executive Officer, executive Director, substantial shareholder of the Company and a shareholder of Xiamen Hongtian as to 99%, the MeituEve Contractual Arrangements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the MeituEve Contractual Arrangements were cloned from the Contractual Arrangements (except for changes to the dates of the relevant agreements relating to the Contractual Arrangements and the parties to those agreements), the MeituEve Contractual Arrangements fall within the scope of the Waiver.

Confirmation from Independent Non-executive Directors

Our independent non-executive Directors have reviewed the MeituEve Contractual Arrangements and confirmed that (i) the transactions carried during the year ended December 31, 2021 have been entered into in accordance with the relevant provisions of the MeituEve Contractual Arrangements, (ii) no dividends or other distributions have been made by the MeituEve PRC Operating Entities to the holders of its equity interests which are not otherwise subsequently assigned or transferred to the Group during the year ended December 31, 2021, (iii) no new contracts were entered into, renewed or reproduced between the Group and the MeituEve PRC Operating Entities during the year ended December 31, 2021, and (iv) the MeituEve Contractual Arrangements were entered into in the ordinary and usual course of business of the Group, on normal commercial terms or better, and according to the relevant agreement governing the MeituEve Contractual Arrangements on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

Confirmations from the Company's Independent Auditor

The Auditor of the Company has confirmed in a letter to the Board that, with respect to the aforesaid continuing connected transactions entered into in the year ended December 31, 2021:

(a) nothing has come to their attention that causes the Auditor to believe that the disclosed continuing connected transactions have not been approved by the Board; and

(b) nothing has come to their attention that causes the Auditor to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements under the MeituEve Contractual Arrangements governing such transactions.

During the year ended December 31, 2021, no related party transactions disclosed in Note 30 to the financial statements constituted a connected transaction or continuing connected transaction which should be disclosed pursuant to the Listing Rules. The Company has complied with the disclosure requirements prescribed in Chapter 14A of the Listing Rules with respect to the connected transactions and continuing connected transactions entered into by the Group during the year under review.

DAJIE VIE AGREEMENTS

Entering into of the Dajie VIE Agreements

On August 28, 2019, the Company and certain other parties entered into a transaction framework agreement (the "**Transaction Framework Agreement**"). After completion of the transactions contemplated under the Transaction Framework Agreement, the Company owns approximately 57.09% of the effective equity interest in the Dajie Group. The Dajie WFOE, being a wholly owned subsidiary of Dajie Net, has entered into a series of contractual arrangements with the Onshore Target Company and the Previous Dajie Relevant Shareholders (the "**Old Dajie VIE Agreements**"), further details of which can be found in the announcements of the Company published on August 28, 2019 and October 28, 2019. In March 2021, Mr. Yu Minhong (俞敏洪), Ms. Cai and 米林隆領投資有限公司 (Milin Longling Investment Co., Ltd.) owning, respectively, 4.04%, 3.44% and 2.67% in the equity interest of the Onshore Target Company transferred all of their equity interests (the "**Dajie Equity Transfers**") in the Onshore Target Company to Meitu Networks, thereby increasing its equity interest in the Onshore Target Company from approximately 75.37% to approximately 85.52%. The Dajie Equity Transfers involved no consideration. The Old Dajie VIE Agreements were terminated and a series of new VIE agreements (the "**Existing Dajie VIE Agreements**"), the terms of which were cloned from the Old Dajie VIE Agreements except for changes to the dates and the parties to those agreements, were entered into between the Dajie Relevant Shareholders, as Mr. Yu Minhong (俞敏洪), Ms. Cai and 米林隆領投資有限公司 (Milin Longling Investment Co., Ltd.) ceased to be the registered shareholders of the Onshore Target Company following the Dajie Equity Transfers. The Dajie VIE Agreements were entered into for the purposes of ensuring better administrative efficiency of the Onshore Target Company and maximum alignment of the interests of the Company's shareholders with those of the nominee shareholders of the Onshore Target Company. Further details of the Dajie VIE Agreements are set out in the VIE Change Announcement.

The Dajie VIE Agreements enable the financial results, the entire economic benefits and the risks of the business of the Onshore Target Company and its wholly-owned subsidiaries to flow into the Dajie WFOE and enable the Dajie WFOE to gain control over the Onshore Target Company and its wholly-owned subsidiaries. As a result, the Company now has a controlling equity interest in the Onshore Target Company and its subsidiaries via the Dajie VIE Agreements indirectly. In short, the Dajie VIE Agreements allow the financial results of the Onshore Target Company and its subsidiaries to be consolidated and accounted for as if they were subsidiaries of our Company.

Reasons for the use of the Dajie VIE Agreements

Foreign investment activities in the PRC shall be subject to the restrictions as set forth in the Administrative Measures of Foreign Investment Admission (Negative List) (2021 Version) (the "**2021 Negative List**") which was promulgated and amended from time to time jointly by the National Development and Reform Commission of the PRC (the "**NDRC**") and Ministry of Commerce of the PRC (the "**MOFCOM**") and the latest version of which was released on December 27, 2021 and became effective on January 1, 2022. Foreign investments in industries which fall within the 2021 Negative List shall be subject to special administration measures as set forth therein.

Under the 2021 Negative List, the proportion of foreign investment in the business of providing value-added telecommunications services (excluding e-commerce, domestic multi-party conferencing, store-and-forward, and call center services) (the "**Relevant Businesses**") cannot exceed 50%. The provision of online recruitment services, which is the principal business of the Onshore Target Company, falls within the aforesaid industry, and the Company, as a foreign investor, is subject to the aforesaid restriction in relation to its equity interest of the Onshore Target Company. Therefore, it is not feasible for the Company to hold more than 50% of equity interest in the Onshore Target Company, whether directly or indirectly. With respect to the subsidiaries of the Onshore Target Company (the "**Onshore Target Subsidiaries**"), some of them primarily engage in the business of advertising, sales, human resources and public relations related services, which is not restricted or prohibited for foreign investment and the other subsidiaries currently do not conduct any business. Therefore, the Onshore Target Company will transfer, as soon as practicable, all the equity interest held by it directly or indirectly in the Onshore Target Subsidiaries to the Dajie WFOE at the lowest price as permitted by, and in accordance with, applicable PRC laws, or deregister the relevant Onshore Target Subsidiaries.

The shareholding structure of the Dajie Group was the result of commercial negotiation among the parties to the Transaction Framework Agreement. As of December 31, 2021, Dajie Net and Dajie HK had no substantive operations and were therefore unable to build up sufficient experience in operating value-added telecommunications businesses and a proven track record of business operations overseas (the "**Qualification Requirements**") within a short timeframe. As of December 31, 2021, there was a lack of clear guidance on the scope of the Qualification Requirements. Accordingly, as of December 31, 2021, direct ownership by the Company of the maximum permitted interest under PRC law in the Onshore Target Company was neither commercially agreed nor advisable from a regulatory perspective.

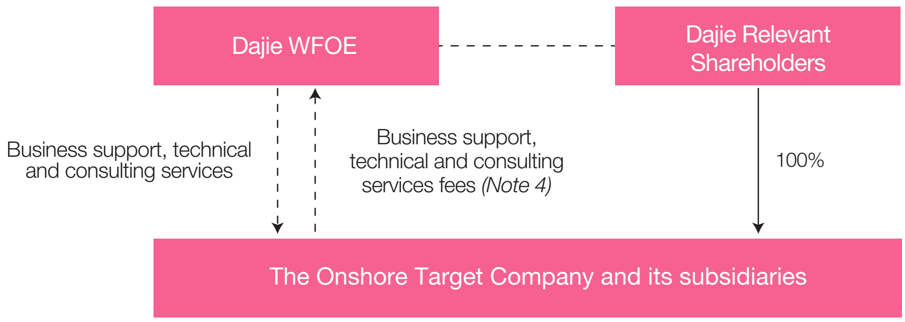
Brief summary of the major terms of the Existing Dajie VIE Agreements

The following diagram illustrates the flow of economic benefits from the Onshore Target Company and its wholly owned subsidiaries to the Dajie WFOE under the Existing Dajie VIE Agreements upon the execution and effectiveness of the Existing Dajie VIE Agreements:

(1) Powers of attorney to exercise all shareholders' rights in the Onshore Target Company (Note 1)

(2) Exclusive option to acquire all or part of the equity interest in and/or assets of the Onshore Target Company (Note 2)

(3) First priority security interest over the entire equity interest in the Onshore Target Company (Note 3)



Notes:

(1) Please refer to "Dajie Power of Attorney" for details.

(2) Please refer to "Dajie Exclusive Option Agreement" for details.

(3) Please refer to "Dajie Equity Pledge Agreement" for details.

(4) Please refer to "Dajie Exclusive Business Cooperation Agreement" for details.

"⟶" denotes direct legal and beneficial ownership in the equity interest and "- - ->" denotes contractual relationship.

Dajie Exclusive Option Agreement

The Onshore Target Company and the Dajie Relevant Shareholders entered into an exclusive option agreement with the Dajie WFOE on March 16, 2021 (the "**Dajie Exclusive Option Agreement**"), pursuant to which the Dajie WFOE (or the Offshore Target Company or any subsidiary of the Offshore Target Company, the "**designee**") was granted an irrevocable and exclusive right to purchase from the Dajie Relevant Shareholders and/or the Onshore Target Company all or any part of their equity interests in the Onshore Target Company or all or any part of the assets of the Onshore Target Company for a nominal price (the "**Purchase Right**"), unless the relevant government authorities or the PRC laws request that another amount to be used as the purchase price, in which case the purchase price shall be the lowest amount under such request. Subject to relevant PRC laws and regulations, the Dajie Relevant Shareholders and/or the Onshore Target Company shall return any amount of purchase price they have received to the Dajie WFOE. Upon the Dajie WFOE's request, the Dajie Relevant Shareholders and/or the Onshore Target Company will promptly and unconditionally transfer their respective equity interests in and/or assets of the Onshore Target Company to the Dajie WFOE after Dajie WFOE exercises the Purchase Right.

The Dajie Exclusive Option Agreement is for an initial term of ten years and will be automatically renewable upon expiry unless the Dajie WFOE confirms a new renewal term in writing.

In order to prevent the flow of the assets and value of the Onshore Target Company and its subsidiaries to the Dajie Relevant Shareholders, during the term of the Dajie Exclusive Option Agreement, the Onshore Target Company is not allowed to, and shall procure its subsidiaries not to, sell, transfer, mortgage or otherwise dispose of any of its assets (exceeding the value of RMB1 million) without the prior written consent of the Dajie WFOE. In addition, the Onshore Target Company is not allowed to, and shall procure its subsidiaries not to, make any distributions to its shareholder(s) without the prior written consent of the Dajie WFOE. In the event that the Dajie Relevant Shareholders receive any distribution from the Onshore Target Company and/or its subsidiaries and subject to the PRC laws, the Dajie Relevant Shareholders must immediately pay or transfer such distribution to the Dajie WFOE (or its designee).

Dajie Exclusive Business Cooperation Agreement

The Onshore Target Company entered into an exclusive business cooperation agreement with the Dajie WFOE on March 16, 2021 (the "**Dajie Exclusive Business Cooperation Agreement**"), pursuant to which the Onshore Target Company agreed to engage the Dajie WFOE as its exclusive provider of business support, technical and consulting services, including technical services, network support, business consultation, intellectual property licensing, equipment, leasing, marketing consultancy, system integration, product research and development and system maintenance, in exchange for service fees. Under these arrangements, the service fees, subject to the Dajie WFOE's adjustment, are equal to all of the net profit of the Onshore Target Company and its subsidiaries. The Dajie WFOE may adjust the service fees at its sole discretion, after consideration of certain factors, including but not limited to the deduction of necessary costs, expenses, taxes and other statutory contribution in relation to the respective fiscal year, and may also include accumulated losses of the Onshore Target Company and its subsidiaries from previous financial periods. If the Onshore Target Company runs into financial deficit or suffers severe operation difficulties, the Dajie WFOE will provide financial support to the Onshore Target Company to the extent that relevant PRC laws permit.

The Exclusive Business Cooperation Agreement is for an initial term of ten years and automatically renewable upon expiry unless the Dajie WFOE confirms a new renewal term in writing.

Dajie Equity Pledge Agreement

The Dajie WFOE, the Dajie Relevant Shareholders and the Onshore Target Company entered into an equity pledge agreement on March 16, 2021 (the "**Dajie Equity Pledge Agreement**"). Under the Dajie Equity Pledge Agreement, the Dajie Relevant Shareholders pledged as first charge all of their respective equity interests in the Onshore Target Company to the Dajie WFOE as collateral security for all of their payments due to the Dajie WFOE and to secure performance of their and the Onshore Target Company's obligations under the Dajie Exclusive Business Cooperation Agreement, the Dajie Exclusive Option Agreement, the Dajie Power of Attorney (as defined below) and the Dajie Equity Pledge Agreement. The Dajie Equity Pledge Agreement will not terminate until (i) all obligations of the Onshore Target Company and the Dajie Relevant Shareholders are satisfied in full; (ii) the Dajie WFOE (or its designee) exercises its exclusive option to purchase the entire equity interests of the Dajie Relevant Shareholders in the Onshore Target Company and/or the entire assets of the Onshore Target Company, pursuant to the terms of the Dajie Exclusive Option Agreement when it is permitted to do so under the applicable PRC laws; (iii) the Dajie WFOE exercises its unilateral and unconditional right of termination; or (iv) the agreement is required to be terminated in accordance with applicable PRC laws.

Dajie Power of Attorney

An irrevocable power of attorney was entered into between the Dajie Relevant Shareholders, the Dajie WFOE and the Onshore Target Company on March 16, 2021 (the "**Dajie Power of Attorney**"), whereby the Dajie Relevant Shareholders appointed the Dajie WFOE or a director of its offshore holding company or its/his/her successor (including a liquidator replacing Dajie WFOE's director) as their exclusive agent and attorney to act on their behalf on all matters concerning the Onshore Target Company and to exercise all of its rights as a registered shareholder of the Onshore Target Company. These rights include (i) the right to propose, convene and attend shareholders' meetings; (ii) the right to sell, transfer, pledge or dispose of shares; (iii) the right to exercise shareholders' voting rights; and (iv) the right to act as the legal representative (chairperson), the director, supervisor, the chief executive officer (or general manager) and other senior management members of the Onshore Target Company. The authorized person is entitled to sign minutes, file documents with the relevant PRC governmental authority and exercise voting rights on the winding up of the Onshore Target Company on behalf of the Dajie Relevant Shareholders. The Dajie Relevant Shareholders have each undertaken to transfer all assets obtained after the winding up of the Onshore Target Company to the Dajie WFOE at nil consideration or the lowest price permissible by the then applicable PRC laws. As a result of the Dajie Power of Attorney, the Company, through the Dajie WFOE, is able to exercise management control over the activities that most significantly impact the economic performance of the Onshore Target Company.

Succession

The provisions set out in the Existing Dajie VIE Agreements are also binding on the successors of the Dajie Relevant Shareholders, as if the successors were signing parties to the Existing Dajie VIE Agreements. Under the succession laws 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 Existing Dajie VIE Agreements. In case of a breach, the Dajie WFOE can enforce its rights against the successors.

Pursuant to the Existing Dajie VIE Agreements, any inheritor of the Dajie Relevant Shareholders shall inherit any and all rights and obligations of the registered shareholders under the Existing Dajie VIE Agreements as a result of their death, loss of capacity, marriage, divorce, bankruptcy or under other circumstances which would affect their exercise of equity interest in the Onshore Target Company, as if the inheritor was a signing party to such Existing Dajie VIE Agreements.

In addition, the spouse of each Dajie Relevant Shareholder who is an individual and is married executed an irrevocable undertaking, whereby the spouse expressly and irrevocably acknowledged and undertook that (i) any equity interests held by the respective spouse in the Onshore Target Company do not fall within the scope of their communal properties; (ii) he/she will not have any claim on the interests of the Onshore Target Company obtained through the Existing Dajie VIE Agreements; (iii) he/she has never participated and will not participate in the operation or management of the Onshore Target Company.

Apart from the above, there are no other new contractual arrangements entered into, renewed or reproduced between the Group and the Onshore Target Company during the financial year ended December 31, 2021. There was no material change in the Existing Dajie VIE Agreements and/or the circumstances under which they were adopted for the year ended December 31, 2021.

For the year ended December 31, 2021, none of the Existing Dajie VIE Agreements has been unwound as none of the restrictions that led to the adoption of structured contracts under the Existing Dajie VIE Agreements has been removed.

We have been advised by our PRC legal advisor that, subject to the risks as set out on pages 45 to 51 of the Prospectus, the Existing Dajie VIE Agreements do not violate the relevant PRC regulations.

The revenue of the Onshore Target Company and its subsidiaries for the years ended December 31, 2021 and 2020 were RMB265.6 million and RMB218.5 million, respectively.

For the year ended December 31, 2021, the revenue of the Onshore Target Company and its subsidiaries amounted to approximately 15.9% (2020: 18.3%) of the revenue for the year of the Group.

The total assets of the Onshore Target Company and its subsidiaries as at December 31, 2021 and 2020 were RMB245.9 million and RMB211.8 million, respectively.

As at December 31, 2021, the total assets of the Onshore Target Company and its subsidiaries amounted to approximately 5.2% (2020: 4.7%) of the total assets of the Group.

Board's view on the Dajie VIE Agreements

Based on the above, the Board is of the view that as of December 31, 2021, the Dajie VIE Agreements are narrowly tailored to minimize the potential conflict with relevant PRC laws and regulations. The Dajie VIE Agreements enable the Dajie WFOE to gain control over the Onshore Target Company, and to be entitled to the economic interests and benefits of the Onshore Target Company and its subsidiaries. The Company will unwind the Dajie VIE Agreements as soon as relevant PRC rules and regulations governing foreign investment in the operation of the Relevant Businesses allow the Company or any of its wholly-owned subsidies to register itself as the shareholder of the Onshore Target Company and its subsidiaries. Moreover, Meitu Networks holds a direct equity interest of more than 50% in the Onshore Target Company, which acts as an additional layer of control by the Group over the assets of the Onshore Target Company and its subsidiaries.

Risks relating to the Dajie VIE Agreements

We believe the following risks are associated with the Dajie VIE Agreements. Further details of these risks are set out in the announcement of the Company published on August 28, 2019.

- If the PRC government finds that the Dajie VIE Agreements do not comply with applicable PRC Laws, or if these regulations or their interpretations change or new regulations and interpretations are promulgated in the future, the Company and/or the Dajie Group could be subject to severe consequences, including the nullification of the Dajie VIE Agreements and the relinquishment of the Company's interest in the Onshore Target Company.

- The bankruptcy or a dissolution or liquidation proceeding of the Onshore Target Company and its subsidiaries may cause the Dajie Group to lose the ability to use and enjoy assets and licenses held by the Onshore Target Company and its subsidiaries.

- The exercise of the option to acquire the ownership of the Onshore Target Company may be subject to substantial costs.

- The Dajie VIE Agreements may not be as effective in providing operational control as direct ownership and the Onshore Target Company or their shareholders may fail to perform their obligations under the Dajie VIE Agreements.

- Shareholders of the Onshore Target Company may potentially have a conflict of interests with the Dajie Group.

- The Dajie VIE Agreements may be subject to scrutiny of the PRC tax authorities and transfer pricing adjustments and additional tax may be imposed.

- The Dajie VIE Agreements, in the worst case scenario, may be regarded as invalid and illegal. As a result, the Company may be required to dispose of the business under the Dajie VIE Agreements and will lose rights to receive the economic benefits from the Onshore Target Company, such that the financial results of the Onshore Target Company would no longer be consolidated into the Company's financial results and the Company will have to de-recognise assets and liabilities of the Onshore Target Company according to the relevant accounting standards.

Mitigation actions taken by the Company

The Board will closely monitor the development of the new laws and regulations or any new interpretations of the existing laws and regulations with the help of the Company's PRC legal adviser, including but not limited to the Foreign Investment Law and any new negative list issued by or approved to be issued by the State Council, or any future laws, administrative regulations or provisions prescribed by relevant governmental authorities.

The Company will then discuss with its PRC legal adviser in order to assess any possible impact arising from the development of new laws and regulations or any new interpretations of the existing laws and regulations on the Existing Dajie VIE Agreements and the business operation of the Company and the Dajie Group.

In case there would be material and adverse effect on the Company or the business of the Dajie Group arising from any new laws and regulations or any new interpretations of the existing laws and regulations, the Company will disclose, as soon as possible: (i) updates of material development to such new laws, regulations or interpretations as and when it occurs; and (ii) specific measures taken by the Company to fully comply with the development to such new laws, regulations or interpretations and any material impact of the development of such new laws, regulations or interpretations on the Company's operations and financial position.

QUALIFICATION REQUIREMENTS

Updates in Relation to the Qualification Requirements

On December 11, 2001, the State Council promulgated the Regulations for the Administration of Foreign-Invested Telecommunications Enterprises (the "**FITE Regulations**"), which were amended on September 10, 2008, February 6, 2016 and March 29, 2022. According to the FITE Regulations, foreign investors are not allowed to hold more than 50% of the equity interests in a company providing value-added telecommunications services, including provision of Internet content services. In addition, prior to the effective date of the latest amendments to the FITE Regulations, which will be on May 1, 2022, a foreign investor who invests in a value-added telecommunications business in the PRC must possess prior experience in operating value-added telecommunications businesses and a proven track record of business operations overseas (the "**Qualification Requirements**"). As of December 31, 2021, none of the applicable PRC laws, regulations or rules provides clear guidance or interpretation on the Qualification Requirements. The MIIT issued a guidance memorandum on the application requirement for establishing foreign-invested value-added telecommunications enterprises in the PRC. According to this guidance memorandum, an applicant is required to provide, among other things, the applicant's annual reports for the past three years, satisfactory proof of the Qualification Requirements and business development plan. The guidance memorandum does not provide any further guidance on the proof, record or document required to support the proof satisfying the Qualification Requirements. Further, this guidance memorandum does not purport to provide an exhaustive list on the application requirement. Our PRC legal advisor has advised us that, (i) this guidance memorandum has no legal or regulatory effect under the PRC laws, (ii) as of December 31, 2021, the Qualification Requirements were effective and no applicable PRC laws, regulations or rules had provided clear guidance or interpretation on the Qualification Requirements and (iii) the Qualification Requirements will be abolished with effect from the effective date of the latest amendments to the FITE Regulations, i.e. May 1, 2022.

Efforts and Actions Undertaken to Comply with the Qualification Requirements

Despite the lack of clear guidance or interpretation on the Qualification Requirements, as of December 31, 2021, we had been gradually building up our track record of overseas telecommunications business operations for the purposes of being qualified, as early as possible, to acquire the entire equity interests in Meitu Networks and the Onshore Target Company when the relevant PRC laws allow foreign investors to invest and to hold a majority interest in value-added telecommunications enterprises in the PRC and provide clear guidance or interpretation on the Qualification Requirements. As of December 31, 2021, we were in the process of expanding our overseas value-added telecommunications business through our overseas subsidiaries. As of December 31, 2021, we had taken the following measures to meet the Qualification Requirements:

(a) Meitu HK, our Hong Kong subsidiary, has registered a number of domain names outside of the PRC for display and promotion of Meitu products since July 2014;

(b) Meitu HK has operated an office in Hong Kong for the promotion of our apps in Hong Kong since June 2014;

(c) Dajie HK has taken steps to set up an office in Hong Kong for the promotion of its website and app in Hong Kong; and

(d) Meitu Technology and Meitu Technology (US), our United States subsidiaries, have operated an office in the United States for the localization and marketing of our apps in the United States since January 2015.

On July 13, 2006, the MIIT issued the Notice on Strengthening the Administration of Foreign Investment in Operating Value-added Telecommunications Business (the "**MIIT Notice**"). The MIIT Notice further strengthened regulation over foreign investment in value-added telecommunication services, including prohibiting domestic telecommunication service providers from leasing, transferring or selling telecommunication business operating licenses to any foreign investor in any form, or requiring domain names and trademarks used by any value-added telecommunication service providers to be held by either the holder of the ICP License or Shareholders of such ICP License holder. Furthermore, domestic telecommunication service providers are prohibited from providing any resources, premises, facilities and other assistance in any form to foreign investors for their illegal operation of any telecommunications businesses in the PRC. If the ICP License holder fails to comply with the requirements in the MIIT Notice and fails to remedy its non-compliance within a specified period of time, the MIIT or its local branches may take measures against such license holder, including revoking its ICP License.

Because foreign investment in certain areas of the industry in which we currently operate is subject to restrictions under current PRC laws and regulations outlined above, after consultation with our PRC legal advisor, we determined that it was not viable for the Company to hold Meitu Networks and its subsidiaries, or the Onshore Target Company and its subsidiaries, or MeituEve Networks and its subsidiaries, directly through equity ownership. Instead, we decided that, in line with common practice in industries in the PRC subject to foreign investment restrictions, the Company would gain effective control over, and receive all the economic benefits generated by the businesses currently operated by (i) Meitu Networks and its subsidiaries through the Existing Contractual Arrangements between Meitu Home, the Company's subsidiary in the PRC, on the one hand, and Meitu Networks and its respective shareholders, on the other hand, (ii) MeituEve Networks and its subsidiaries through the MeituEve Contractual Arrangements between MeituEve Technology, the Company's subsidiary in the PRC, on the one hand, and MeituEve Networks and its shareholder, on the other hand, and (iii) the Onshore Target Company and its subsidiaries through the Existing Dajie VIE Agreements between the Dajie WFOE, the Company's subsidiary in the PRC, on the one hand, and the Onshore Target Company and its respective shareholders, on the other hand. The Existing Contractual Arrangements, the MeituEve Contractual Arrangements and the Dajie VIE Agreements allow the results of operations and assets and liabilities of (i) Meitu Networks and its subsidiaries, (ii) MeituEve Networks and its subsidiaries, and (iii) the Onshore Target Company and its subsidiaries, to be consolidated into our results of operations and assets and liabilities under IFRSs as if they were wholly-owned subsidiaries of our Group.

MAJOR CUSTOMERS AND SUPPLIERS

The relationship between our Group and our customers has been stable. For the year ended December 31, 2021, the revenue amounts from the Group's five largest customers accounted for 21.8% (2020: 26.8%) of the Group's total revenue and the revenue amount from our single largest customer accounted for 6.1% (2020: 8.8%) of the Group's total revenue.

During the year ended December 31, 2021, none of our Directors, their associates or any Shareholders of the Company (who or which, to the best knowledge of the Directors, owned more than 5% of the Company's issued share capital) had any interest in any of our top five customers.

The relationship between the Group and our suppliers has been stable. For the year ended December 31, 2021, the purchase amounts placed with the Group's five largest suppliers accounted for 48.9% (2020: 41.0%) of the Group's total purchases and the purchase amount placed with our single largest supplier accounted for 17.8% (2020: 18.0%) of the Group's total purchases. None of the Directors or any of their close associates or any Shareholders which, to the best knowledge of the Directors, own more than 5% of the Company's issued Shares had any interest in the Group's five largest suppliers.

AUDITOR

The consolidated financial statements of the Group have been audited by PricewaterhouseCoopers, who will retire and, being eligible, offer themselves for re-appointment at the AGM.

IMPORTANT EVENTS AFTER THE REPORTING DATE

Save as disclosed above, there were no important events affecting the Company which occurred after December 31, 2021 and up to the Latest Practicable Date.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to fulfilling social responsibility, promoting employee benefits and development, protecting the environment and giving back to community and achieving sustainable growth. Details of such are set out in the Environmental, Social and Governance Report in this annual report.

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, the Company has maintained the prescribed percentage of public float under the Listing Rules.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

Save as disclosed in the Prospectus, the Group has complied with the relevant laws and regulations that have a significant impact on the Group in all material respects.

CHANGES IN INFORMATION OF DIRECTORS

Save as disclosed in this annual report, there were no changes in information of Directors of the Company that are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from May 27, 2022 to June 2, 2022, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend and vote at the AGM to be held on June 2, 2022. All transfers of shares of the Company accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712 – 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on May 26, 2022.

MEITU AND THE COMMUNITY

As a global company, Meitu, Inc. is committed "to let everyone become beautiful easily" as its core mission and "to empower the beauty industry and make beauty more accessible to our users" as its vision.

By the order of the Board
Mr. CAI Wensheng
Chairman

Hong Kong

March 30, 2022

Corporate Governance Report

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

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining and promoting stringent corporate governance. The principle of the Company's corporate governance is to promote effective internal control measures, uphold a high standard of ethics, transparency, responsibility and integrity in all aspects of business, to ensure that its affairs are conducted in accordance with applicable laws and regulations and to enhance the transparency and accountability of the Board to all Shareholders.

During the year ended December 31, 2021, the Company has complied with the applicable code provisions of the CG Code for the time being in force.

Since 1 January 2022, certain amendments to the CG Code has come into effect and the requirements under the revised CG Code will apply to all listed issuers for financial years commencing on or after January 1, 2022. The Board will continue to review and enhance the corporate governance practice of the Company to ensure compliance with the revised CG Code and align itself with the latest developments.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules as the code of conduct regarding the Directors' dealings in the securities of the Company. Having made specific enquiry with all the Directors of the Company, all the Directors confirmed that they have strictly complied with the required standards set out in the Model Code for the year ended December 31, 2021.

The Board has also adopted the Model Code to regulate all dealings by relevant employees who are likely to be in possession of unpublished inside information of the Company in respect of securities in the Company as referred to in code provision C.1.3 (old CG Code provision A.6.4) of the CG Code. No incident of non-compliance with the Model Code by the Company's relevant employees has been noted for the year ended December 31, 2021 after making reasonable enquiry.

BOARD OF DIRECTORS

Board Composition

As at the Latest Practicable Date, the Board comprises eight members consisting of two executive Directors, three non-executive Directors and three independent non-executive Directors. The details of the Board composition are as follows:

Name of Director	Membership of Board Committee(s)
Executive Directors:	
Mr. CAI Wensheng *(Chairman)*	Chairman of the Nomination Committee
Mr. WU Zeyuan *(Chief Executive Officer)*	
Non-executive Directors:	
Dr. GUO Yihong	Member of the Audit Committee
Dr. LEE Kai-fu	Member of the Remuneration Committee
Mr. CHEN Jiarong	
Independent non-executive Directors:	
Mr. ZHOU Hao	Chairman of the Audit Committee Member of the Nomination Committee
Mr. LAI Xiaoling	Chairman of the Remuneration Committee Member of the Audit Committee
Ms. KUI Yingchun	Member of the Remuneration Committee Member of the Nomination Committee

The biographical information of the Directors and the relationships between the members of the Board are disclosed under the section headed "Directors and Senior Management" on pages 24 to 30 of this annual report.

None of the members of the Board are related to one another.

Chairman and Chief Executive Officer

The positions of Chairman and Chief Executive Officer are held by Mr. CAI Wensheng and Mr. WU Zeyuan, respectively. The Chairman provides leadership and is responsible for the effective functioning and leadership of the Board. The Chief Executive Officer focuses on the Company's business development and the daily management and operations generally. Their respective responsibilities are clearly defined and set out in writing.

Independent Non-executive Directors

During the year ended December 31, 2021 and up to the Latest Practicable Date, the Board has at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors, representing at least one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

Terms of Appointment of Non-executive Directors

Code provision B.2.2 (old CG Code provision A.4.1) of the CG Code stipulates that every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

In accordance with the Articles of Association, all the directors are subject to retirement by rotation at least once every three years. Any new director appointed by the Board (i) to fill a casual vacancy in the Board shall hold office only until the first general meeting of the Company following his appointment and shall be subject to re-election at such meeting; and (ii) as an addition to the Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.

Each of the non-executive Directors and independent non-executive Directors (excluding Mr. LAI Xiaoling, Mr. CHEN Jiarong, Mr. ZHANG Ming and Ms. KUI Yingchun) has signed a letter of appointment with the Company for an initial term of three years or until the third annual general meeting of our Company since the Listing Date (whichever is sooner) and is subject to retirement by rotation at an annual general meeting at least once every three years. Such letters of appointment were renewed on identical terms on June 3, 2019 for another term of three years or until the third annual general meeting of the Company since the Renewal Date (whichever is sooner).

On September 30, 2020, Dr. GUO Yihong entered into a supplemental agreement with the Company to amend his Letter of Appointment to reduce his remuneration to nil with effect from October 1, 2020. Dr. GUO Yihong has advised the Company that pursuant to the current policies of his employer, as a matter of prudence, he has volunteered not to receive any remuneration from the Company for the time being, in order to avoid any situation where a possible conflict of interest may arise.

Each of Mr. LAI Xiaoling and Mr. ZHANG Ming has signed a letter of appointment with the Company and was appointed as an independent non-executive Director commencing on January 1, 2019 until the third annual general meeting of the Company from such commencement date. Mr. ZHANG Ming retired from the Board on June 2, 2021.

Each of Mr. CHEN Jiarong and Ms. KUI Yingchun has signed a letter of appointment with the Company and was appointed as a non-executive Director and an independent non-executive Director, respectively, commencing on June 3, 2020 until the third annual general meeting of the Company from such commencement date.

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. Directors of the Board take decisions objectively in the interests of the Company.

The Board is also responsible for determining the Company's corporate governance policies which include:

(a) developing and reviewing the Company's policies and practices on corporate governance;

(b) reviewing and monitoring the training and continuous professional development of Directors and senior management;

(c) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;

(d) reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors; and

(e) reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

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 Board reserves its decisions for all major matters relating to policy matters, investments, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. The Board has delegated the responsibility of implementing the strategies, investments and the daily operations to the management of the Group under the leadership of executive Directors. The Chief Financial Officer and Company Secretary attends all regular Board meetings and Board committee meetings to advise on accounting and financial, corporate governance and statutory compliance matters. Senior management has formal or informal contact with the Board members as and when necessary.

Board Meetings, General Meetings and Committee Meetings

The Board meets 4 times during a year as a minimum and it met 4 times during the year ended December 31, 2021. The attendance of each Directors at Board and Committee meetings and general meetings is detailed in the table below.

	Attendance/No. of Meeting(s)				
Name of Director	Board	Audit Committee	Remuneration Committee	Nomination Committee	General Meetings
Mr. CAI Wensheng	4/4	–/–	–/–	1/1	1/1
Mr. WU Zeyuan	4/4	–/–	–/–	–/–	1/1
Dr. GUO Yihong	4/4	3/3	–/–	–/–	1/1
Dr. LEE Kai-fu	4/4	–/–	2/2	–/–	0/1
Mr. CHEN Jiarong	3/4	–/–	–/–	–/–	1/1
Mr. ZHOU Hao	4/4	3/3	–/–	1/1	1/1
Mr. LAI Xiaoling	4/4	3/3	2/2	–/–	1/1
Mr. ZHANG Ming(1)	2/4	–/–	2/2	1/1	1/1
Ms. KUI Yingchun(2)	3/4	–/–	0/2	0/1	1/1

Notes:

(1) Mr. ZHANG Ming retired from the Board on June 2, 2021.

(2) Ms. KUI Yingchun was appointed as a member of the Remuneration Committee and Nomination Committee on June 2, 2021.

In accordance with code provision C.2.7 (old CG Code provision A.2.7) of the CG Code, apart from the regular board meetings above, the Chairman of the Board also held meetings with the independent non-executive Directors without the presence of other Directors during the year.

Continuous Professional Development of Directors

Directors keep abreast of the responsibilities as a director of the Company and of the conduct, business activities and development of the Company.

The Company acknowledges the importance of directors participating in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Internally-facilitated briefings for directors have been arranged and reading material on relevant topics would be issued to directors where appropriate. They are encouraged to attend relevant training courses at the Company's expenses.

During the year ended December 31, 2021, all Directors have participated in continuous professional training to develop and refresh their knowledge and skills in relation to their contribution to the Board.

Name of Director	Participated in continuous professional training
Executive Directors	
Mr. CAI Wensheng	✓
Mr. WU Zeyuan	✓
Non-executive Directors	
Dr. GUO Yihong	✓
Dr. LEE Kai-fu	✓
Mr. CHEN Jiarong	✓
Independent non-executive Directors	
Mr. ZHOU Hao	✓
Mr. LAI Xiaoling	✓
Mr. ZHANG Ming(1)	–
Ms. KUI Yingchun	✓

Notes:

(1) Mr. ZHANG Ming retired from the Board on June 2, 2021.

Directors' knowledge and skills are continuously developed and refreshed by, *inter alia*, the following means:

1. participation in continuous professional training seminars and/or conferences and/or courses and/or workshops on subjects relating to, *inter alia*, corporate governance, directors' duties and legal and regulatory changes organized and/or arranged by the Company and/or professional bodies and/or lawyers;

2. reading materials provided from time to time by the Company to Directors regarding legal and regulatory changes and matters of relevance to the Directors in the discharge of their duties; and

3. reading news, journals, magazines and/or other reading materials regarding legal and regulatory changes and matters of relevance to the Directors in the discharge of their duties.

BOARD COMMITTEES

The Board has established three Board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee for overseeing specific aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website and the Stock Exchange's website and are available to Shareholders upon request.

Audit Committee

The Company has set up the Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the CG Code. The primary duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, internal control procedures and risk management system, audit plans and relationship with external auditor, and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The Audit Committee is mainly responsible for, *inter alia*, the following matters:

- reviewing the interim and annual financial statements and making recommendation to the Board;
- reviewing the terms of engagement and making recommendation to the Board regarding the appointment of auditors of the Company;
- monitoring and assessing the independence of external auditors and effectiveness of the internal control systems; and
- reviewing the financial information and oversight of the Company's financial reporting, controlling, accounting policies, practices with external auditors and the management of the Company, risk management and internal control issues.

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

The Audit Committee comprises a majority of independent non-executive Directors and includes members with appropriate accounting or related financial management expertise as required under the Listing Rules. As at the Latest Practicable Date, the members of the Audit Committee are Mr. ZHOU Hao, Mr. LAI Xiaoling and Dr. GUO Yihong. Dr. GUO Yihong is a non-executive Director, and Mr. LAI Xiaoling and Mr. ZHOU Hao are independent non-executive Directors. Mr. ZHOU Hao is the chairman of the Audit Committee.

The Audit Committee held 3 meetings during the year ended December 31, 2021. Individual attendance record of each Committee member is set out on page 77 of this annual report. During the meetings, the Audit Committee reviewed the annual results announcement and the annual report of the Group for year ended December 31, 2020, the interim results announcement and interim report of the Group for the six months ended June 30, 2021, internal control and risk management systems of the Group, etc..

Remuneration Committee

The Company has set up the Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and of the CG Code. The primary duties of the Remuneration Committee are as follows:

- to assist the Board in reviewing and making recommendations to the Board on the remuneration packages of individual executive Directors and senior management;

- to assist the Board in reviewing and making recommendations to the Board on the remuneration policy and structure for all directors and senior management; and

- establishing transparent procedures for developing such remuneration policy and structure to ensure that no director or any of his/her associates will participate in deciding his/her own remuneration.

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

The Remuneration Committee comprises a majority of independent non-executive Directors. As at the Latest Practicable Date, the members of the Remuneration Committee are Dr. LEE Kai-fu, Mr. LAI Xiaoling and Ms. KUI Yingchun. Dr. LEE Kai-fu is a non-executive Director, and Mr. LAI Xiaoling and Ms. KUI Yingchun are independent non-executive Directors. Mr. LAI Xiaoling is the chairman of the Remuneration Committee.

The Remuneration Committee held 2 meetings during the year ended December 31, 2021. Individual attendance record of each Committee member is set out on page 77 of this annual report. During the meetings, the Remuneration Committee reviewed the remuneration policy and structure and to make recommendations to the Board on determining the annual remuneration packages of the executive Directors and the senior management and other related matters.

Details of the fees and other emoluments paid or payable to the Directors for the year ended December 31, 2021 are set out in Note 31 to the audited consolidated financial statements contained in this annual report.

The remuneration of the members of senior management (including the executive Directors) by band for the year ended December 31, 2021 is set out below:

	Number of members of senior management
Nil to HK$500,000	–
HK$500,001 to HK$1,000,000	–
HK$1,000,001 to HK$5,000,000	3
HK$5,000,001 to HK$10,000,000	1
HK$10,000,001 to HK$15,000,000	–
HK$15,000,001 to HK$20,000,000	1
Total	5

Nomination Committee

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

- reviewing the Board composition;
- developing and formulating relevant procedures for the nomination and appointment of Directors;
- making recommendations to the Board on the appointment of Directors and succession planning of the Company; and
- assessing the independence of independent non-executive Directors.

The Nomination Committee comprises a majority of independent non-executive Directors. As at the Latest Practicable Date, the members of the Nomination Committee are Mr. CAI Wensheng, Mr. ZHOU Hao and Ms. KUI Yingchun. Mr. CAI Wensheng is an executive Director, and Mr. ZHOU Hao and Ms. KUI Yingchun are independent non-executive Directors. Mr. CAI Wensheng is the chairman of the Nomination Committee.

The Nomination Committee held 1 meeting during the year ended December 31, 2021. Individual attendance record of each Committee member is set out on page 77 of this annual report. During the meetings, the Nomination Committee reviewed the composition of the Board, the diversity of the Board, assessed the independence of independent non-executive Directors and recommended to the Board on the re-election of directors.

Board Diversity Policy

The Company adopted a board diversity policy (the "**Diversity Policy**") on November 20, 2016 and amended it on December 20, 2018 and March 30, 2022, which sets out the Company's approach to achieving diversity of the Board.

Pursuant to the Diversity Policy, the Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile. In relation to reviewing and assessing the Board composition, the Nomination Committee is committed to diversity at all levels and will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry and regional experience.

The Diversity Policy further provides that the Nomination Committee will discuss periodically and when necessary, agree on the measurable objectives for achieving diversity, including gender diversity, on the Board and recommend them to the Board for adoption. In particular, the Nomination Committee will identify and make recommendations to the Board to implement programs that will assist in the development of a broader and more diverse pool of skilled and experienced employees that, in time, their skills will prepare them for board positions. The Nomination Committee is also committed to ensure that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered. The Nomination Committee will review the Policy as appropriate and recommend revisions, if any, to the Board for consideration and approval.

Currently, the Board comprises of seven male Directors and 1 female Director and the Nomination Committee is of the view that there is no current need to increase the composition of female Directors to the Board.

Policy for Nomination of Directors

On December 20, 2018, the Company also adopted a nomination policy (the "**Nomination Policy**") in accordance with the CG Code, which sets out the procedure for the selection, appointment and reappointment of Directors containing the selection criteria and the Board succession planning considerations. The Nomination Policy is reproduced as follows.

1. Objective

1.1 The Nomination Committee is committed to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business.

1.2 The Nomination Committee shall identify, consider and recommend suitable individuals to the Board to consider and to make recommendations to the Shareholders for election of Directors at a general meeting either to fill a casual vacancy or as an addition to the Board.

1.3 The Nomination Committee shall make recommendations to the Board on the appointment or re-appointment of Directors and succession planning (the "**Succession Planning**") for Directors, in particular, the chairman of the Board and the chief executive officer of the Company.

1.4 The Nomination Committee may, as it considers appropriate, nominate a number of candidates more than the number of Directors to be appointed or re-appointed at a general meeting, or the number of casual vacancies to be filled.

1.5 The ultimate responsibility for selection and appointment of Directors rests with the entire Board.

2. Selection Criteria

2.1 The factors listed below would be used as reference by the Nomination Committee in assessing the suitability and the potential contribution to the Board of a proposed candidate:

- Reputation for integrity;
- Professional qualifications and skills;
- Accomplishment and experience in (i) the provision of Internet services, including but not limited to, online advertising, Internet-value added services and e-commerce; and (ii) the design, development and sales of smart hardware;
- Commitment in respect of available time and attention to the affairs of the Company and relevant interest;
- Independence of proposed independent non-executive Directors including the number of listed company directorships held by proposed independent non-executive Directors and the length of tenure with the Company for any existing independent non-executive Directors proposed to be re-appointed; and
- Diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

2.2 The above factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person to the Board, as it considers appropriate.

3. **Nomination Procedures**

3.1 Nomination by the Nomination Committee

3.1.1 The secretary of the Nomination Committee shall call a meeting of the Nomination Committee, and invite nominations of candidates from the Board, if any, for consideration by the Nomination Committee prior to its meeting.

3.1.2 The Nomination Committee shall nominate candidates for the consideration and recommendation of the Board. The Nomination Committee may propose candidates who are not nominated by the Board. The Board shall have the final decision on all matters in relation to its nomination of any candidates to stand for election at a general meeting.

3.1.3 The candidate nominated by the Board to stand for election at a general meeting (the "**Board Candidate**", together with the Shareholder Candidate defined in Section 3.2 below, the "**Candidate**") will submit the necessary personal information, together with his/her written consent to be elected as a Director and to the publication of his/her personal information for the purpose of or in relation to his/her standing for election as a Director. The Nomination Committee may request the Board Candidate to provide additional information and documents, if considered necessary.

3.1.4 A circular will be sent to the Shareholders (the "**Shareholder Circular**") as to provide information of the Board Candidate, and to invite nominations from the Shareholders. The Shareholder Circular will include (i) the period for lodgment (the "**Lodgment Period**") of nominations by the Shareholders; (ii) the personal information of the Board Candidate as required by the applicable laws, rules and regulations, *inter alia*, name, brief biographies (including qualifications and relevant experience), independence, proposed remuneration.

3.1.5 Until the issue of the Shareholder Circular, the Board Candidate shall not assume that he/she has been nominated by the Board to stand for election at the general meeting.

3.2 Nomination by Shareholders

The Shareholders may also propose a person for election as a Director (such candidate, the "**Shareholder Candidate**") in accordance with the Memorandum and Articles of Association of the Company and the applicable law, details of which are set out in the "*Procedures for Shareholders to Propose a Person for Election as a Director of the Company*" adopted by the Company pursuant to a resolution passed at the meeting of the Board held on November 20, 2016.

3.3 The Candidate is allowed to withdraw his/her candidature at any time before the general meeting by serving a notice in writing to the company secretary of the Company ("**Company Secretary**").

3.4 The resolution for election of Directors for the Shareholder Candidate shall take the same form as for the Board Candidate.

4. **Succession planning**

4.1 The objective of the Succession Planning is to ensure an effective and orderly succession of Directors and to maintain the balance of diversity (including gender diversity), collective knowledge and skills of the Board necessary for the effective governance of the Company.

4.2 The following considerations and measures will be used by the Nomination Committee in making recommendations for the Succession Planning:

4.2.1 Required knowledge, skills and experience at a full Board composite level to effectively fulfill the Board's legal role and responsibilities;

4.2.2 An appropriate balance of diversity across the Board pursuant to the Diversity Policy and as set out in Section 2.1 and Section 5 of the Nomination Policy;

4.2.3 Personal qualities of each candidates with reference but not limited to the factors listed in Section 2.1 of the Nomination Policy;

4.2.4 Continuity through a smooth succession of Directors; and

4.2.5 Compliance with the relevant legal and regulatory requirements.

4.3 The above considerations are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee will review the Succession Planning together with the Board periodically, and recommend revisions, if any, to the Board for consideration and approval.

5. **Board diversity**

5.1 The Nomination Committee will review annually the structure, size and composition (including gender composition) of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile.

5.2 The Nomination Committee will also review annually the implementation and effectiveness of the Company's Diversity Policy and discuss and agree periodically on the measurable objectives for achieving diversity, including gender diversity, on the Board and recommend them to the Board for adoption. The Nomination Committee will identify and make recommendations to the Board to implement programs that will assist in the development of a broader and more diverse pool of skilled and experienced employees that, in time, their skills will prepare them for board positions.

6. Confidentiality

6.1 Unless required by law or any regulatory authority, under no circumstances shall a member of the Nomination Committee or an employee of the Company disclose any information to or entertain any enquiries from the public with regard to any nomination or candidature before the Shareholder Circular, as the case may be, is issued. Following the issue of the Shareholder Circular, the Nomination Committee or the Company Secretary or other employee of the Company approved by the Nomination Committee may answer enquiries from the regulatory authorities or the public but confidential information regarding nominations and the Candidate should not be disclosed.

7. Monitoring and reporting

7.1 The Nomination Committee will report annually a summary of the Nomination Policy including the nomination procedures, criteria for selection, the diversity policy and the progress made towards achieving these objectives in the Company's Corporate Governance Report.

8. Review of the Nomination Policy

8.1 The Nomination Committee will review the Nomination Policy as appropriate and recommend revisions, if any, to the Board for consideration and approval.

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision A.2.1 (old CG Code provision D.3.1) of the CG Code.

The Board would review the Company's corporate governance policies and practices, training and continuous professional development of the directors and the senior management, the Company's policies and practices on compliance with legal and regulatory requirements, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report. The Board has performed the above duties during the year ended December 31, 2021.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Company for the year ended December 31, 2021.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the independent auditor of the Company, PricewaterhouseCoopers, about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on pages 138 to 146 of this annual report.

DIVIDEND POLICY

On December 20, 2018, the Company adopted a dividend policy (the "**Dividend Policy**") in accordance with the CG Code, which outlines the factors that should be taken into account in determining any dividend for distribution to the Shareholders. Under the Dividend Policy, subject to applicable laws and the Articles, the Board has absolute discretion on whether to declare and distribute dividends. In addition, the Shareholders may in general meeting declare dividends, but no dividend may be declared in excess of the amount recommended by the Board. In either case, a dividend may be declared and paid out of the profits of the Company or from any reserve set aside from profits which the Directors determine is no longer needed. In no circumstances may a dividend be paid if this would result in the Company being unable to pay its debts as they fall due in the ordinary course of business. Even if the Board decides to pay dividends, the declaration, payment and amount of dividends will depend upon the Company's earnings and financial condition, operating requirements, capital requirements and any other conditions that the Board considers relevant.

Any future dividend payments to the Shareholders will also depend upon the availability of dividends received from our subsidiaries. Regulations in China may restrict the ability of our Chinese subsidiaries to pay dividends to the Company.

The Company does not have a fixed dividend payout ratio. The Company currently intends to retain most, if not all, of our available funds and any future earnings to operate and expand our business.

If the Company pays any dividends on the Shares, unless and to the extent that the rights attached to the Shares, or the terms of issue thereof otherwise provide, (i) all dividends will be declared and paid according to the amounts paid up on the Shares in respect of which the dividend is paid, but no amount paid up on Shares in advance of calls may for this purpose be treated as paid up on the Shares; and (ii) all dividends will be apportioned and paid pro rata according to the amounts paid up on the Shares during any portion or portions of the period in respect of which the dividend is paid. The Directors may deduct from any dividend or other monies payable to any of the Shareholders all sums of money (if any) presently payable by such Shareholders to the Company on account of calls, installments or otherwise.

The Dividend Policy reflects the Board's current views on the Company's financial and cash flow position. It will continue to be reviewed from time to time and there can be no assurance that dividends will be paid in any particular amount, if at all, for any given period.

RISK MANAGEMENT AND INTERNAL CONTROL

Risk management process

The Board acknowledges that it is responsible for the Company's risk management and internal control systems and reviewing their effectiveness.

The Group's risk management and internal control systems provide a comprehensive and organized structure with clearly defined scopes of responsibilities, authorities and procedures.

The Group has a designated risk management and internal control team which is responsible for identifying and monitoring the Group's risks (including, amongst others, material risks relating to environmental, social and governance) and internal control issues and reports directly to the Board of any findings and follow-up actions. Each department of the Group is also required to adhere strictly to the Group's internal control procedures/policies and report to the risk management and internal control team of any risks or internal control issues.

The Audit Committee of the Board also reviews the Company's financial controls, risk management and internal control systems/policies on a regular basis. During the year ended December 31, 2021, the Audit Committee conducted reviews of the effectiveness of the risk management and internal control system/policies of the Group. The reviews had covered various aspects of the Group's risk management and internal control system/policies. The reviews results were reported to the Board. The Board is satisfied that such systems/policies are effective and adequate.

The Group has also adopted an information disclosure policy which has set out comprehensive guidelines in respect of handling and dissemination of inside information. The Board is entrusted with the responsibility for monitoring and implementing the procedural requirements in the information disclosure policy. The systems in place are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Group has established an internal audit function which is responsible for identifying and monitoring the Group's risks and internal control issues. In 2016, the Group engaged an independent third-party external advisor to review the risk management and internal control systems of the Group. In 2017 and 2018, the Board has further strengthened the risk management and internal control systems/policies of the Group by having recruited suitable manpower and qualified personnel to cope with the present structure and scale of operations of the Group. Results of audit work together with an assessment of the overall internal control framework are reported to the Audit Committee as appropriate. The internal audit function also reviews the Company's management's action plans in relation to audit findings and verifies the adequacy and effectiveness of the mitigating controls before formally closing the issues.

Review on risk management and internal control system

The Company reviews on an annual basis and has conducted an annual review on the effectiveness of the Group's risk management and internal control systems for the year ended December 31, 2021 and confirmed that the Group's risk management and internal control system in respect of financial, operational, compliance, risk management and adequacy of resources, are effective and adequate.

AUDITOR'S REMUNERATION

A breakdown of the remuneration payable to the external Auditor of the Company, PricewaterhouseCoopers, in respect of the audit services and the non-audit services for the year ended December 31, 2021 is set out below:

Service Category	Fees Paid/Payable RMB'000
Audit Services	5,660
Non-audit Services	–
	5,660

COMPANY SECRETARY

Mr. NGAN King Leung Gary ("Mr. Ngan"), our Chief Financial Officer, was appointed as a joint company secretary of the Company on August 2, 2017, and became the sole company secretary of the Company on December 15, 2019. Mr. Ngan is primarily responsible for the overall financial strategy, investor relations and company secretarial matters of the Group. Prior to joining our Group, Mr. Ngan held the positions of chief operating officer and chief financial officer at Forgame Holdings Limited, a mobile games and webgames company listed on the Stock Exchange (Hong Kong Stock Exchange Stock Code: 484) where he worked from May 2012 to June 2015, and was the director and head of Hong Kong and China Internet research at UBS AG, where he worked from July 2006 to April 2012. Mr. Ngan received his bachelor of science degree in economics from the Wharton School, University of Pennsylvania in 2006. He has been a CFA Charterholder since 2010. Mr. Ngan was also the joint company secretary of Forgame Holdings Limited from February 2013 to November 2014. Mr. Ngan has also been an independent non-executive director of Pop Mart International Group Limited (Hong Kong Stock Exchange Stock Code: 9992) since its listing on the Stock Exchange in December 2020.

During the year ended December 31, 2021, Mr. Ngan has complied with Rule 3.29 of the Listing Rules and taken no less than 15 hours of relevant professional training.

DIVERSITY IN WORKFORCE AND SENIOR MANAGEMENT

In addition to diversity of the Board, the Company is also committed to ensure that gender diversity is achieved in its workforce and senior management. As at the Latest Practicable Date, our workforce comprises of approximately 53.24% males and 46.76% females and our senior management comprises of five key personnel, of which three are male and two are female.

Since the existing diversity of gender in our workforce and senior management is considered to be well-balanced, the Company plans to maintain a similar level of male-to-female ratio in the years forward. As for senior management personnel, while the Company strives to ensure that gender diversity will continue to be achieved as far as possible, given the essential function and limited number of senior management personnel, it is also a priority that their selection be based on a person's experience, qualifications, skills, integrity and ability to manage the Company's affairs properly to ensure elitism in order drive the success of the Company and maximise Shareholders' value.

CHANGES IN CONSTITUTIONAL DOCUMENTS

There is no significant change in the Company's constitutional documents during the year ended December 31, 2021.

SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, Shareholders are given advanced notice of all general meetings of the Company in accordance with the Articles of Association by way of announcements posted on the websites of the Company and of the Stock Exchange pursuant to the Listing Rules and a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual Directors. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

Convening an Extraordinary General Meeting by Shareholders

Under Article 58 of the Articles of Association, any one or more Shareholders holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company may at all times have the right, by a written requisition to the Board or the company secretary of the Company, to require the convening of an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within 2 months after the deposit of such requisition. If, within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Putting Forward Proposals at General Meetings

The Board is not aware of any provisions allowing the Shareholders to put forward proposals at general meetings of the Company under the Articles of Association and the Companies Act. Shareholders who wish to put forward proposals at general meetings may refer to the preceding paragraph to make a written requisition to require the convening of an extraordinary general meeting of the Company.

Detailed procedures for Shareholders to propose a person for election as a director of the Company are published on the Company's website.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address : Room 8106B, Level 81
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong
(For the attention of the Board of Directors/Company Secretary)

Email : ir@meitu.com

For the avoidance of doubt, Shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. The information of the Shareholder(s) may be disclosed as required by law.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company considers effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavors to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings. At annual general meetings, Directors (or their delegates as appropriate) are available to meet Shareholders and answer their enquiries. During the year ended December 31, 2021, the Company held an annual general meeting on June 2, 2021, at which the chairman of the Board and/or the chairman of each of the Board committees (as appropriate) and the Company's Auditor were present to answer questions from the Shareholders.

The Company discloses information and publishes periodic reports and announcements to the public in accordance with the Listing Rules, the relevant laws and regulations. The primary focus of the Company is to ensure information disclosure is timely, fair, accurate, truthful and complete, thereby enabling Shareholders, investors as well as the public to make rational and informed decisions. The Board reviews on an annual basis the implementation and effectiveness of the Company's communication policy with Shareholders and considers that the Company maintains an effective communication channel with the Shareholders during the year ended December 31, 2021 as the Company had not received any complaints from any Shareholder as to the effectiveness of its Shareholder's communication system in place during the year ended December 31, 2021. The Board will continue to take note of any complaints or feedbacks received as to any shortfalls in its Shareholder communication policy and where necessary, establish additional policies to ensure better and more effective communication with Shareholders.

The Company's existing Articles of Association were adopted on November 25, 2016 and were effective on the Listing Date. They are available for viewing on the websites of the Company and the Stock Exchange. There have been no changes to the Articles of Association since the Listing Date.

Environmental, Social and Governance Report

ABOUT THIS REPORT

Purpose and Objective

This is the sixth Environmental, Social and Governance ("**ESG**") Report (the "**Report**") for Meitu, Inc. (the "**Company**", together with its subsidiaries, and Xiamen Meitu Networks Technology Co., Ltd. and Xiamen MeituEve Networks Services Co., Ltd. and their respective subsidiaries, collectively known as "**Meitu**", the "**Group**" or "**We**"). The purpose of this Report is to clearly and transparently demonstrate the sustainability initiatives, strategies and performances of our material sustainability issues. This Report is intended to allow our key stakeholders to gain a deeper understanding of the Group and our efforts in ESG aspects.

Reporting Scope and Period

Unless otherwise stated, the reporting scope includes the locations where we operate our core businesses, covering our headquarters in Xiamen and offices in Beijing, Shanghai, Tianjin, Shenzhen, Guangzhou in the People's Republic of China (the "**PRC**") and the Hong Kong Special Administrative Region of the PRC ("**Hong Kong**") which account for around 97.21% of the Group's total revenue for the period from 1 January 2021 to 31 December 2021 (the "**Reporting Period**"). Tianjin was newly added to the reporting scope to present the Group's sustainability performance in a more comprehensive manner as Tianjin Meijie Technology Co., Ltd., a wholly foreign-owned enterprise and a subsidiary of the Company, was established in Tianjin.

Reporting Standards

The Report has been prepared in accordance with the latest disclosure requirements of the Environmental, Social and Governance Reporting Guide (the "**ESG Reporting Guide**") as set out in Appendix 27 to the Rules Governing the Listing of Securities (the "**Listing Rules**") issued by The Stock Exchange of Hong Kong Limited (the "**HKEX**").

Reporting Principles

We have adhered to the reporting principles outlined in the ESG Reporting Guide in the course of this Report's preparation, which include but not limited to: materiality, quantitative, balance and consistency. Please refer to the following table for our application of these reporting principles.

Reporting Principle	Description	Our Application
Materiality	The ESG issues covered in this Report should be sufficiently important to investors and other stakeholders that they should be reported.	Through materiality assessment, the Group identifies the ESG topics that are material to our business operations and our key stakeholders. For details of the materiality assessment processes and the analysis results, please refer to the sections of "Stakeholder Engagement" and "Materiality Assessment".
Quantitative	The Report should disclose key performance indicators in a way that is measurable. Targets can be set to reduce a particular impact. In this way the effectiveness of ESG policies and management systems can be evaluated and validated. Quantitative information should be accompanied by a narrative, explaining its purpose, impacts, and comparison can be conducted when appropriate.	The Report discloses its key environmental and social performance indicators in a quantitative way, where applicable.
Balance	The Report should present the positive and negative information of the Group in an objective and unbiased manner. The Report should avoid selections, omissions, or presentation formats that may inappropriately influence a decision or judgment by the Report reader.	The Report discloses both achievements and challenges in an objective way, to provide an unbiased picture of the Group's ESG performance.
Consistency	The Group should confirm that the methodologies used in preparation of the ESG Report are consistent with that adopted for the prior year, or state the revised reporting methods, or illustrate other relevant factors that will affect meaningful comparison of ESG data over time.	The reporting scope and reporting methodology are substantially consistent with those of the prior year, and necessary explanations have been provided on any changes to the methodology used as compared to the previous year in the Report.

Access to the Report

As part of the Group's annual report, the Report has been prepared in both English and Chinese, and is available on the Group's website at www.meitu.com. In case of any discrepancy between these two versions, the English version shall prevail.

Your Feedback

We value and expect to hear feedback from our stakeholders with regard to our sustainability performance and the Report. Your opinions and suggestions are important for our continual improvement on managing and achieving sustainable development. Please contact us at email: ir@meitu.com.

OUR CULTURE

Mission

To let everyone become beautiful easily.

Vision

To empower the beauty industry and make beauty more accessible to our users.

Values

Passion

To be passionate in work and life. To continue to create the most value for users.

Focus

To focus on goals and use resources to their greatest potential. To come together to achieve goals.

Breakthrough

To persistently work to break through limitations. To continue to learn and develop an innovative mindset.

HIGHLIGHTS OF THE YEAR

Supported the United Nations Sustainable Development Goals ("**UNSDGs**") across Meitu's business operations

Delivered 22,478.5 training hours for our employees

Provided virtual makeup services with the world-renowned luxury brand in 95 airport duty-free shops

Adopted a smart system to create a comfortable and energy-saving office area of the new building in Xiamen

Enhanced ESG risk management and resilience through conducing an ESG-related risk assessment

Obtained 445 patents in total during the Reporting Period

MeituEve has landed in 240 cities globally and has partnered with well-known skincare brands, beauty spas and medical aesthetic institutions

0 work-related fatalities occurred during the Reporting Period

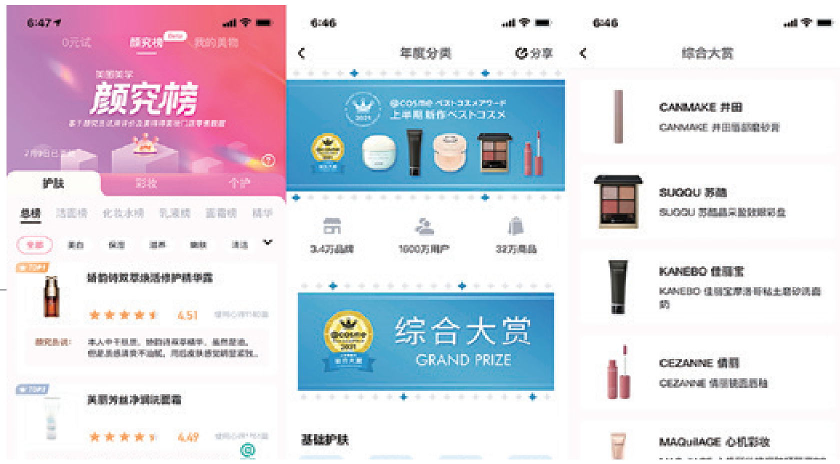
1:1.2 for the ratio of female and male staff

Non-hazardous waste decreased by 51% as compared to last year

KEY PROJECTS OF THE YEAR

- Cooperated with several renowned arts institutions in the PRC in a collaborative course and exhibition in promotion of the future aesthetic development with AR technology

- Introduced high-quality products to users with @cosme through online and offline promotion



- Launched facial enrichment functions and upgraded the premium functions for members to improve the facial condition of users in images

- Developed new augmented reality (“**AR**”) special effect in collaboration with Disney to bring special photo experience to users

AWARDS AND RECOGNITIONS

Award	Organizer
2021 Internet Integrated Strength Enterprise (「中國互聯網企業綜合實力指數」) – Ranked the 28th	Internet Society of China
The 28th China International Advertising Festival – Champion	China Advertising Association
2021 Top Mobile Awards (“**TMA**”) – The Most Innovative Brand in Mobile Marketing of the Year	17emarketing.com and GZ4A Integrated Marketing Communications
Most Growing Overseas Listed Company Award (「最具成長海外上市公司獎」)	National Business Daily
2021 China Mobile Internet Autumn Report – Ranked the 1st • *Meitu* app (Category of Image Beautification) • *BeautyCam* (Category of Photoshoot)	Quest Mobile
2021 “Finding Shadow” Medical Artificial Intelligence Algorithm Competition (「2021「覓影」醫學人工智能算法大賽」) – Champion • *MeituEve* (Multi-disease auxiliary diagnosis for undereye photos) (「眼底彩照的多疾病輔助診斷」)	Tencent
2021 Best Artificial Intelligence (“**AI**”) Digital Intelligence Project Annual List • *MeituYunXiu* (Meitu AI Photo Editing)	Guangdong-Hong Kong-Macao Greater Bay Area Artificial Intelligence and Robotics Experts Association (「粵港澳大灣區人工智能與機器人聯合會」) and Leiphone.com (「雷鋒網」)
2021 Top Touch Festival – Champion • *Meitu Creator Platform* (“***MCP***”)	Top Marketing and VC Marketing
2021 Top 50 Internet Companies in Fujian Province (Comprehensive Strength Evaluation) (「2021年福建省互聯網企業綜合實力評價前50家企業」) – Ranked the 7th	Internet Society of Fujian

OUR APPROACH TO SUSTAINABILITY

The foundation of Meitu's sustainable development is built upon our corporate mission "***to let everyone become beautiful easily***". Extending our sustainability journey, we advocate the UNSDGs by aligning them with four sustainable pillars on (i) Decarbonization – Let our Environment Become Beautiful, (ii) Technology – Let our Users Become Beautiful, (iii) Care – Let our Community Become Beautiful and (iv) Dream – Let our Employees Become Beautiful. To infuse these UNSDGs to our daily business operations, we have selected 7 most relevant UNSDGs and mapped them with each of our sustainable pillars, complemented by specific directions, goals and targets. We believe that our sustainability approach will guide us in reinforcing our mission, together with the UNSDGs, and in turning our vision "***to empower the beauty industry and make beauty accessible to our users***" into reality:

DECARBONIZATION
Let our Environment Become Beautiful

- **Direction:** Strive to tackle climate change to bring a sustainable future for the next generation.
- **Goal:** To reduce the Group's carbon footprint, including greenhouse gas emissions and waste, while optimizing energy and water efficiency.

Please refer to the section headed "Low Carbon – Let our Environment Become Beautiful" for our green targets.

TECHNOLOGY
Let our Users Become Beautiful

- **Direction:** Curate quality software and hardware products to enable global users to create and share "beauty".
- **Goal:** To invest in research and development for product enhancement and creation to enrich our product portfolio.

CARE
Let our Community Become Beautiful

- **Direction:** Give back by being a positive force to the community.
- **Goal:** To enhance existing and new community contribution plans to cover a wider community.

DREAM
Let our Employees Become Beautiful

- **Direction:** Cultivate a pleasant workplace with fair compensation with an aim to be a preferred employer.
- **Goal:** To enhance the working environment, employee welfare and occupational health and safety measures.

ESG Governance

A solid ESG governance structure is essential for driving long-term sustainable values. Meitu has established a sound governance structure to enhance its ESG performance. Our Board of Directors (the "**Board**") has overall responsibility for the ESG strategies and overseeing the ESG issues of the Group. As such, an ESG Committee at the management level (not at Board level) was established in 2019 (the "**ESG Working Group**"), to further assist the Board in oversight of ESG issues.

Delegated by the Board, the ESG Working Group consists of management executives from core functional departments, ranging from strategic planning and project management, video and image business, administration, software to content operation. The ESG Working Group, supported by members from core functional departments, conducts regular meetings with the Board to ensure the Board is well informed of the ESG performance, relevant risks and opportunities, and progress for plans being implemented.

Roles and Responsibilities

Board of Directors

- Holds the overall responsibility for the ESG strategy and oversees the ESG issues of the Group
- Discusses and reviews the Group's ESG performance, ESG-related risks and opportunities and progress against goals and targets

ESG Working Group

- Monitors, reviews and reports on the ESG performance, achievements and progress against targets and goals
- Identifies, prioritizes and manages ESG-related risks and opportunities (including but not limited to climate-related risks and ESG risks along supply chain) and implements corresponding control measures
- Formulates, implements and reviews sustainability policies and practices to ensure compliance with laws and regulations
- Manages sustainability work plan, ESG-related goals and targets
- Prepares for annual ESG disclosures for Board's approval

Core Functional Departments

- Identifies and proposes improvement areas for enhancing sustainability performance
- Executes implementation plans and initiatives
- Consolidates and compiles ESG data and information for ESG disclosures on a regular basis

ESG Risk Management

Meitu is dedicated to strengthening its sustainability performance with an effective ESG risk management mechanism in place. Being accountable for the long-term sustainability of the Group, the Board retains the ultimate responsibility for the oversight of the Group's ESG risk management to reinforce business resilience in the face of unprecedented future changes.

During the Reporting Period, we conducted an ESG risk assessment for the Group to strengthen risk mitigation and response. We have evaluated, prioritized, and identified the ESG-related risks that are relevant and have significant impact on our business operations, such as climate change risks and supply chain risks, with the help of the ESG Working Group and by making reference to the latest market and industry trend. To prioritize ESG risks, the risk levels are determined based on their likelihood and potential impact on the Group. This enables us to understand which ESG risks could have the most significant impact to the Group and should be addressed in our operations accordingly.

In order to manage ESG risks, coupled with sound internal controls, we have formulated corresponding risk mitigation measures for each of the ESG risk identified, and delegated related business departments to implement the measures to minimize the risks from disrupting our business operations. The ESG risk assessment result and relevant issues will be discussed, reported to and reviewed by the Board.

For more details on our corporate governance and risk management approach, please refer to the Corporate Governance Report section.

Stakeholder Engagement

Stakeholder engagement is an integral part of our sustainability journey. To maintain a good relationship with stakeholders, we communicate transparently with the major stakeholders to understand the sustainability issues they are most concerned about. As our business covers different aspects, we maintain close communication with different groups of stakeholders, ranging from investors and shareholders, customers and users, government, community, employees to suppliers, through various channels to understand and respond to their needs and expectations.

Stakeholder Types	Channels
Employees	• Various MT-Club activities • Internal communication system • Meeting • Performance appraisal
Customers & Users	• The Group's website • Mass media • Direct communication • Customer satisfaction survey • Social media • Customer service hotline
Suppliers	• Field trips • Assessment • Continuous audit • Direct communication
Investors & Shareholders	• Meetings • Annual reports • Investor briefings • The Group's website • Roadshow • Investor summits • Direct communication
Government	• Direct communication • Annual meeting • Forums • Seminars and workshops
Community	• The Group's website • Mass media • Social media • Direct communication

Materiality Assessment

We take materiality assessment as an important exercise to determine which sustainability topics are of great importance to both of our stakeholders and the Group so that we could disclose the relevant material sustainability topics in this Report. In addition to the above regular communication channels, we engaged with an independent sustainability consultant to assist the Group in conducting materiality assessment during the Reporting Period. The result of materiality assessment and relevant ESG topics will be regularly discussed and reviewed by our ESG Working Group and the Board.

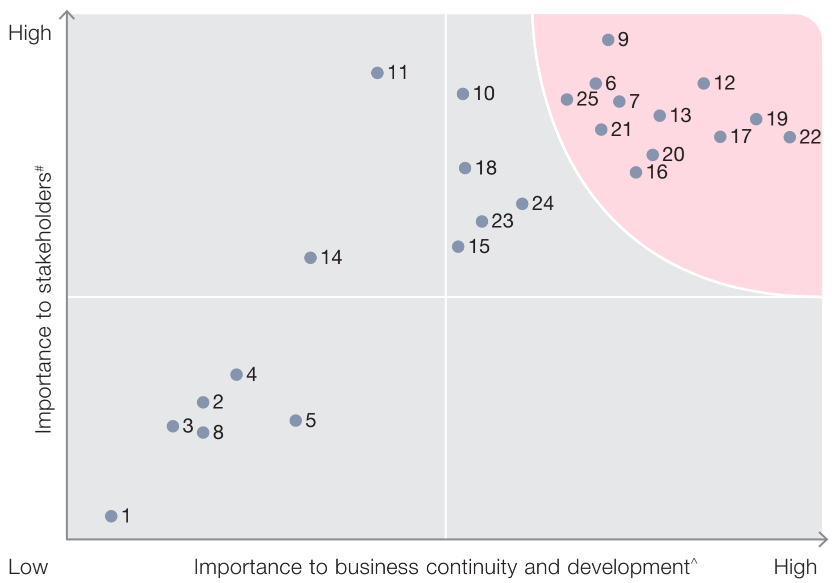
In conducting the materiality assessment, the process involves issue identification, issue prioritization based on the materiality ranking from the survey result analysis, and issue validation. Details of the procedures and steps of the Group's materiality assessment are as follows:

Step 1: Identification	Step 2: Prioritization	Step 3: Validation
Based on the current and previous stakeholder communication, HKEX ESG Reporting Guide, the latest market and industry trend, we have selected a total of 25 sustainability issues related to Meitu's business, and created a pool of sustainability issues applicable to Meitu. Sustainability issues are mainly divided into environmental issues and social issues.	We deliver an online questionnaire to our major internal and external stakeholders to gather their comments and concerns regarding the Group's ESG performance by rating the relative importance of 25 ESG topics. The survey received a total of 78 responses from internal and external stakeholders. Meitu analysed the result of the questionnaire and examined the importance and impact of topics towards the stakeholders and the Group. A total of 25 material issues was obtained, and are displayed in a matrix diagram.	The ESG Working Group of Meitu reviewed the assessment results to confirm the materiality of the ESG issues identified and validated the 12 issues as its material issues of 2021.

Materiality Matrix

Based on the aggregated scores given by our internal and external stakeholders through an online questionnaire, we have mapped out and prioritized the 25 sustainability issues, reflecting their relevance to the Group and their perceived overall importance to society and the environment. This Report discloses relevant information of the 12 issues that are considered material by both internal and external stakeholders in the subsequent sections. We will disclose the work and progress made in various aspects, and will place emphasis to material issues in our long-term operations by formulating corresponding strategies for effective resources allocation.

Materiality Matrix



List of issues considered:

1. Air emissions	6. Climate change risk	11. Occupational health and safety	16. Customer service	21. Data protection and cybersecurity
2. Waste	7. Green procurement	12. Employee training and development	17. Intellectual property management	22. Internet data security
3. Greenhouse gas emission and energy	8. Environmental risk in supply chain	13. Labor compliance	18. Marketing and advertising	23. Economic performance
4. Water resources	9. Employee benefits	14. Social risks in supply chain	19. Anti-corruption	24. Business development
5. Consumption of packaging material	10. Equal opportunity, diversity, anti-discrimination	15. Product assurance and quality	20. Community Investment	25. COVID-19 prevention and control

Importance to stakeholders is determined by external stakeholders' rating of the material issues in terms of their importance to the society/environment and their relevance to Meitu.

^ Importance to business continuity and development is determined by internal stakeholders' rating of the likelihood and level of potential impact of the issues affecting Meitu's business continuity and development.

TECHNOLOGY

Let our Users Become Beautiful

Our effort on “Technology – Let our Users Become Beautiful” contributes to the following UNSDGs:

Direction

Curate quality software and hardware products to enable global users to create and share “beauty”.

Goal

To invest in research and development for product enhancement and creation to enrich our product portfolio.

Material topic(s) to be addressed

- Anti-corruption
- Customer service
- Data protection and cybersecurity
- Green procurement
- Intellectual property management
- Internet data security

Meitu, being a top Internet enterprise in China since its establishment in October 2008, is renowned for its outstanding AI-driven image-and-video processing technologies and social community. We are dedicated to developing new products and upgrading existing products by focusing resources on research and development (“**R&D**”) in order to achieve sustainable development of our business. Over the years, we have developed a series of software and hardware products, ranging from *Meitu* app, *BeautyCam*, *Meipai*, *MeituEve* to *MeituGenius*, to create and share “beauty” with users from all walks of life around the world.

We are also committed to complying with relevant laws and regulations while operating our business responsibly. Applicable laws and regulations material to our business include but not limited to:

- “Administrative Regulations on Online Live-streaming Services” (《互聯網直播服務管理規定》)
- “Notice on strengthening the Administration of the Content of Internet Audio-Visual Programs” (《關於加強互聯網視聽節目內容管理的通知》)
- “Administrative Measures for Internet Information Services” (《互聯網信息服務管理辦法》)
- “Advertisement Law of the PRC” (《中華人民共和國廣告法》)
- “Interim Measures on Internet Advertisement” (《互聯網廣告管理暫行辦法》)
- “Product Quality Law of the PRC” (《中華人民共和國產品質量法》)
- “Hong Kong Trade Descriptions Ordinance” (《商品說明條例》)

During the Reporting Period, we recorded a total of 29 products and services related complaints, of which all have been satisfactorily resolved via the Group's customer support channels, and there were no products sold or shipped subject to recalls for safety and health reasons. The Group was not aware of any material non-compliance of applicable laws and regulations in relations to health and safety, advertising, labelling and privacy matters relating to products and services during the Reporting Period.

Achieving Excellence in Product Development

Making our users to "become beautiful easily" is always at our heart. We are therefore devoted to continuously creating innovative hardware and software products while expanding our future product portfolio. Our talent from R&D team, who is professional in technical development and passionate about the industry, drives innovations and high-quality products to meet and even exceed market demand. During the Reporting Period, we continued to collaborate with a variety of globally renowned brands and organizations to expand our business with a view to bringing positive experience for our users.

Making Beauty Accessible to Users

To make high-quality beauty solutions accessible for all users, we are honored to be an exclusive partner to the influential Japanese @cosme cosmetic portal. Co-organizing the 2021 @cosme Beauty Awards (「2021 @cosme美妝大賞」), we shared the latest @cosme beauty and makeup ranking information and relevant tips on our *Meitu Aesthetics Channel* (「美圖美學頻道」) of the *Meitu* app. This collaboration allows our app users to find the most desirable beauty and makeup products in an interactive and fun-to-use way.

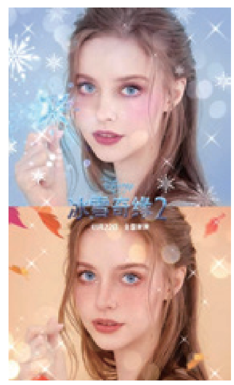
In addition, extending our co-influence beyond internet boundaries, we launched a pop-up store in Shanghai to promote the @cosme's award-winning products, allowing visitors to try and purchase beauty products meeting their own needs. Our online and offline collaboration with @cosme has successfully attracted over 300 million people and enabled us to make beauty accessible to all people.

Exploring AR Technology

We continued expanding the use of technology and upgrading customized functions of our existing products. By incorporating the augmented reality ("**AR**") technology into our *MCP*, which is created by our creativity incubator – Meitu Imaging and Vision Lab ("**MT Lab**"), platform users can add realistic visual AR effects, AR stickers, makeup effects and other special effects when editing photos.

Having created exceptional solutions infused with the AR technology and artificial intelligence ("**AI**") technology for our users, our MT Lab is delighted to be invited to attend the Vision and Learning Seminar 2021 ("**VALSE 2021**")(「2021視覺與學習青年學者研討會」) held in Hangzhou, the PRC – one of the largest AI-themed academic conference in the PRC, to share the latest R&D results and technological innovation with the young academics and industry leaders. The VALSE 2021 conference has been successful for Meitu to create connections to interact and exchange ideas with others in terms of the AR technology and creative visual effects with the use of our products, which helps foster the development of technology innovation and beauty industry.

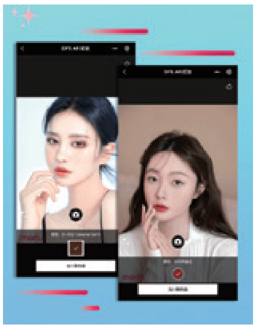
We strive to advance innovations through collaborations. To name, *Meitu* collaborated with the Disney during the Reporting Period and brought classic Disney animation characters to reality, by adopting the AR technology, for our app users. Not only does this collaboration allow our app users to have fun with a series of Disney-themed creative effects and AR filters, but also enable a fun and special photo editing experience for users.



We are pleased to have once become the strategic partner of the prestigious luxury brand, Christian Dior, during the Reporting Period. Self-developed by our MT Lab, our *MeituGenius* supports online and offline make-up trial service in mini programs, PC, H5, App and even at retail stores. Integrating the exclusive *MeituGenius*'s virtual try-on features into Christian Dior's makeup collections, we have created users an interactive AR-powered virtual makeup and customized makeup tutorial experience with a trial of Christian Dior's products. Our *MeituGenius* is capable of analyzing users' faces in as fast as 2.7 seconds and locating 118 key points on human face for enhanced effect of make-up trial, giving users a detailed skin analysis and tailored recommendations of Christian Dior's cosmetic products.

We are also proud to announce our collaboration with the French luxury label Givenchy. During the Reporting Period, our collaborative campaign combined our *MeituGenius*'s exclusive AR-driven virtual makeup try-on services and Givenchy's cosmetic products in 95 airport duty-free stores across the PRC, Hong Kong, Macau and South Korea. By scanning the QR code, customers are able to experience virtual makeup try-on at Givenchy's stores and find the suitable cosmetics products without the need of physical makeup removal. Such non-contact makeup service can also help ensure safety and wellbeing for customers and the staff during the pandemic.

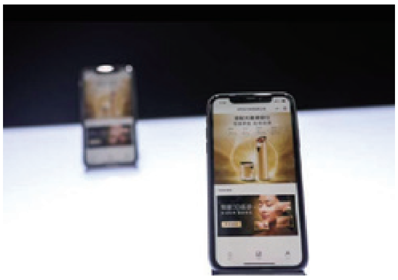
We have also continued our collaboration with the DFS Group ("**DFS**"), an international luxury travel retailer. The collaboration integrated *MeituGenius* into the DFS official Wechat account "Macau Mall"（「DFS澳門官方商城」）so that app users can try the AR technology in real time while using the DFS official account to experience the virtual makeup and add the suitable products to the shopping cart to complete the purchase. The collaboration with various internationally-renowned brands has been a great success in bringing the premium experience with virtual makeup experience with our products and technological advancement.



Empowering Beauty Industry

With a long-term focus on empowering the entire beauty industry, we are working to strengthen our product development and launch innovative software-as-a-service ("**SaaS**") solutions while meeting users' evolving needs. *MeituEve*, as our featured hardware product launched in 2019, has captured a wide customer base during these years for its capability in conducting comprehensive skin analysis on users' facial features, such as cheek lines, eye bags, tear grooves, apple cheeks and mandibles etc., and skin conditions. As of the Reporting Period, *MeituEve* has already landed in 240 cities globally and has partnered with well-known skincare brands, beauty spas and medical aesthetic institutions.

Built-in with proprietary AI algorithm and 3-dimensional facial modelling, *MeituEve*'s Panoramic AI Skin Analyzer enables personalized, professional and premium skin analysis experience, through precise detection of analysis of up to 17 facial skin sub-criteria using 3 high-definition cameras and 5 finest spectrum detecting underlying skin issues.



In partnership with the latest Shiseido's aging care brand – EFFECTIM, we are excited to be co-developing the Smart 3D Skin Analysis for EFFECTIM by combining our *MeituEve*'s proprietary facial recognition and skin lesion segmentation technology and algorithm to translate data into customized skin care during the Reporting Period. Not only is the Smart 3D Skin Analysis featured with our capability in distinguishing and classifying different types of wrinkles and facial lines accurately, but also detecting 18 of the most significant skin aging indicators ranging from the facial contours to various parts of facial muscles such as apples of cheek and eyes bags based on *MeituEve*'s pioneering 3D skin reconstruction and labelling technology and algorithm. This will help customers to create their own skincare products based on individual skin profiles and detailed skin diagnosis result while addressing the growing demand in data-driven personalized user experience in beauty industry.

Safeguarding Intellectual Property Rights

Protection of intellectual property rights is important for our R&D talents' innovations and the Group's business development. For the purpose of respecting others' and protecting our intellectual property rights, the Group has been actively registering intellectual property rights and applying for patents in a timely manner for inventions and creations so as to protect the effort of our R&D personnel. During the Reporting Period, we registered a total of 439 patents in the PRC, 4 in Hong Kong and 2 in the USA.

We also respect the intellectual property rights of posts of users in *Meitu* and *Meipai* communities. To safeguard their legal rights, we manage the backstage of our platforms stringently to prevent the infringement of their intellectual property rights. Ongoing monitoring is conducted on the platform through AI technology and manually, and will hide videos involving infringements. We encourage reports of suspected case of infringement through a range of channels such as email, phone and our app.

Product Quality and Health and Safety

As an Internet enterprise with significant use of AI-driven image-and-video processing technologies and social community, Meitu has been committed to proactively fulfilling its responsibility by improving the quality and health and safety of its software and hardware products while ensuring our products are in strict compliance with international, national and industry regulations. A series of measures are formulated during the development of our products and operations of our services to ensure that our users can enjoy high-quality products with their safety guaranteed. Our measures in relations to software and hardware products are detailed below:

- Establishing livestreaming safety assessment system to regulate livestreaming content on *Meipai*, including real-time verification of sound and video during livestreaming, real-name verification of livestreaming hosts, verification of online comments, back-up of livestreaming content etc.
- Introducing "Meitu Livestreaming Content Regulations" and "*Meipai* Livestreaming Cover Verification Regulation", prohibiting non-compliant content which is against the country or in violation of relevant laws and regulations. Content relating to sneak shots, spread of threats, gambling, drug taking, fraud, insulting religions, against traditional cultures, violence, animal abuse and sex etc. are strictly forbidden on our platform
- Implementing age-restricted measures to limit underaged from accessing certain livestreaming content. If any livestreaming content of underaged uses others' accounts, we will terminate these accounts. Teenager Mode is available on the platform where underaged are not allowed to watch livestreaming and reward scheme will not be allowed
- Conducting strict verification procedures for admission of online shops, including verification of their qualifications to ensure they are authorized by brands and deposits have been paid
- Ensuring products being promoted during livestreaming are from proper third-party platforms (e.g., JD, Taobao) and meeting their requirements. All hosts involved in product-selling are required to sign an agreement to ensure customers are not going to be misled by any of the false or deceptive content meanwhile. Hosts in violation of our rules may be subject to lawsuits

- Maintaining the quality of our Influencer Marketing Solutions ("**IMS**") platform by regulating research, design planning, R&D, testing and verification procedures
- Assigning maintenance personnel to be responsible for ongoing maintenance and handling of emergency issues and problems encountered by users

- Obtaining relevant certifications for *MeituEve*, *MeituKey* and *MeituSpa*, including but not limited to Restriction of Hazardous Substances Directive ("**RoHS**"), Bluetooth Low Energy RF-PHY Test Specification, Radio Transmission Equipment Type Approval Certificate, Taiwan NCC Radio Test, FDA Establishment Registration and Device Listing with the US Food & Drug Administration, and ensuring that they have passed the Radio Type Approval Certification (《無線電型號核准認證》), GB/T 26572-2011 Requirements of Concentration Limits for Certain Restricted Substances in Electrical and Electronic Products (《電子電氣產品限用物質的限量要求》) and other relevant requirements
- Attaching safety guideline with *MeituEve*, *MeituKey* and *MeituSpa* to remind users safety issues and guide them to use the equipment safely and properly
- Guaranteeing that if there is any hardware problem of the products, users can return within 7 days, exchange within 15 days and call for repair with 1 year after purchase, and users who have bought our products through designated online platforms can enjoy return within 7 days after purchase without stating the reason

Advertising and Labelling

Meitu attaches great importance to authenticity and reliability of our promotional materials in ways that the rights and interests of customers are still protected. Therefore, we have established "Advertisement Verification Rules", "Advertisement Placing Agreement" and "Meitu Advertising Review Specifications" in accordance with the Advertisement Law of the PRC (《中華人民共和國廣告法》) and the Trade Descriptions Ordinance of Hong Kong, as a guide for our employees to ensure the accuracy of the content of relevant materials.

In terms of advertisements placed in our apps and websites from third parties, we have put in place a strict review process from verifying the qualification of relevant parties to reviewing the content, to prohibit false description or misleading statements. We also sign contracts with key opinion leaders ("**KOLs**") on *Meipai*, requiring them to ensure the authenticity of the advertising content they share. Meitu has zero-tolerance for false advertising practices. If anyone is found to share illegal content, we will immediately stop him/her from using *Meipai*.

On the other hand, we guarantee the completeness and validity of the product labelling content of our hardware products. A detailed user manual, which outlines the specifications, characteristics, safety precautions and warranty card, is attached on our products for guiding users to appropriately utilize the products.

Customer Services

To provide customers with premium experience, Meitu believes users' feedback is important to improve our service quality and continual success. We have established relevant policies to standardize procedures for handling feedbacks and complaints to protect the rights and interests of customers. We also obtain users' feedbacks and handle complaints in a timely manner through various channels including WeChat group and telephone hotline. Regarding rights infringement related to portrait, reputation, honor, name and privacy on our *Meipai* platform, we have also formulated "*Meipai* Personal Rights Dispute Complaint Procedure" to handle relevant issues. Our IMS business also conducts customer satisfaction questionnaire on a regular basis, by inviting users to conduct an interview to understand their opinions and suggestions in order to continuously improve our services while meeting and even exceeding customers' expectations and needs.

Protecting Privacy

We are aware that our daily operations are frequently involved in the use of a large amount of personal data, in particular for our apps and websites. We are committed to improving cybersecurity and protecting customer privacy. We take personal information protection as our top priority and respect users' and the Group's interests in strict compliance with the Personal Data (Privacy) Ordinance of Hong Kong, "Personal Information Protection Act"(《個人信息保護法》), "Data Security Law of the PRC"(《中華人民共和國數據安全法》) and other relevant laws and regulations of applicable jurisdictions. We also clearly state relevant procedures in our Privacy Policy for employees to handle personal data carefully in order to prevent data leakage.

Involved in transfer of a number of users' personal data during daily operations, our IMS business places strong emphasis on protecting personal data privacy. As such, we have established "IMS Privacy Protection Policy" which clearly states our protection measures when handling personal data. Prior to using our platforms, users can only use our related products or services after confirming that they fully understand and agree to authorize us to use their personal data. Besides, we use encryption technology to improve the security of customer information and prevent malicious attacks on users' information. Users' sensitive information, such as phone numbers, real names, ID numbers and bank card numbers, will not be displayed after being saved on our system. We only collect and process the minimum amount and types of personal information required by our business in certain situations with access limit. We have also saved a logbook to trace the accounts and IP addresses that have been involved in handling such information to monitor the use of customer data.

Anti-corruption and Business Ethics

Upholding ethical principles in our daily operation, we have zero tolerance for bribery, extortion, fraud and money laundering. The Group strictly complies with relevant laws and regulations including but not limited to the Criminal Law of the PRC（《中華人民共和國刑法》）, the Anti-Money Laundering Law of the PRC（《中華人民共和國反洗錢法》）and the Prevention of Bribery Ordinance of Hong Kong (Cap. 201). We also formulate internal policies including the "Employee Handbook", "Policy on Staff Discipline", "Policy on Sending and Accepting Gifts by Employees" and "Anti-Fraud and Reporting System" etc. to clearly stipulate the procedures of making declarations of interests and fighting against corruption.

To strengthen business ethics, the Group has established whistle-blowing channels and handling procedures. Employees are required to report any potential improprieties or violations through our whistleblower hotline and mailbox, and such reports will be treated confidentially to protect the whistleblowers. The Group's internal audit department is responsible for investigating the whistle-blowing allegations and taking appropriate measures to investigate reported incidents in a timely manner.

We place strong emphasis on raising awareness on anti-corruption among directors and employees. With the help of our internal control department, we educated all of the staff including directors on anti-corruption through our online platforms, such as internal communication platforms and regular email updates, during the Reporting Period. We prepared interesting comic stories and shared case studies in the training materials, covering topics on conflict of interest, misuse of confidential information, bribery and corruption and reiterating the importance of procurement management of the Group to reiterate the importance of integrity and business ethics. In addition, the reporting whistle-blowing channels are emphasized in the training to facilitate feedback from employees.

Comic Stories: "Remain true to our original aspiration, stay honest"

In support of combating corruption and information security crimes through the Internet, the Group has been a member of the "Sunshine Integrity Alliance（「陽光誠信聯盟」）(the "**Alliance**")" since 2019. Initiated by JD.com, Inc. and launched in conjunction with more than 300 leading companies such as Tencent, Baidu, Lenovo, Xiaomi etc., the Alliance has established and shared a "blacklist" of which the allied companies would refuse to recruit people from the list to maintain integrity in the organization.

During the Reporting Period, we were not aware of any material non-compliance or legal cases concerning corruption, extortion, fraud and money laundering.

Responsible Supply Chain

The Group understands that supply chain management has an inseparable relationship with our sustainable development and is therefore committed to establishing a long-term and harmonious cooperation relationship with our suppliers. Our major suppliers provide us with equipment, hardware, marketing services, IT infrastructure and software etc.

A comprehensive supplier management system is developed to promote a sustainable supply chain. When selecting suppliers, the Group takes into consideration their product and service quality, price and capability. Preference is also given to suppliers holding relevant environmental qualifications, opting for green and biodegradable materials and adopting green initiatives. We mainly engage with local suppliers in order to lower the carbon footprint attributed to goods transportation and travelling. Credentials of the potential suppliers are verified, such as their environmental qualifications and compliance issues, as part of the preliminary screening process, to ensure compliance and secure resilient supply chain.

We pay considerable attention to the environmental and social performance of the suppliers. Our expectations towards suppliers' sustainability performance are set out in the supplier's agreement, covering aspects of environmental protection, occupational health and safety, conduct and morality and compliance to laws and regulations. We also promote environmentally preferable products and services when selecting suppliers by encouraging green procurement practices such as reducing packaging materials, focusing on resource efficiencies of products, avoiding single-use products to reduce waste, etc. We also extend our expectations to other sustainability aspects, such as diversity, responsible use of resources, use of sustainable materials, climate change preparedness plans, anti-corruption and community involvement. Suppliers are expected to share common values with us in terms of sustainability performance while providing products and services. Regular evaluation is conducted to promote sustainable work environment along the supply chain.

In managing suppliers' environmental and social risks, we not only conduct thorough assessments in terms of compliance, equipment condition and also work situation of factories for our potential suppliers and also regularly monitor our existing suppliers, to ensure their operations are in line with our ethical standards. During the Reporting Period, we conducted a comprehensive risk assessment to identify the material ESG-related risks along the supply chain. We have closely monitored the identified risks and implemented corresponding control measures to minimize risks to our daily operations.

As at 31 December 2021, the Group worked with 335 suppliers, of which all were located in the PRC.

DREAM

Let our Employees Become Beautiful

Our effort on "Dream – Let our Employees Become Beautiful" contributes to the following UNSDGs:

3 GOOD HEALTH AND WELL-BEING
5 GENDER EQUALITY
10 REDUCED INEQUALITIES

Direction

Cultivate a pleasant workplace with fair compensation with an aim to be a preferred employer.

Goal

To enhance the working environment, employee welfare and occupational health and safety measures.

Material topic(s) to be addressed

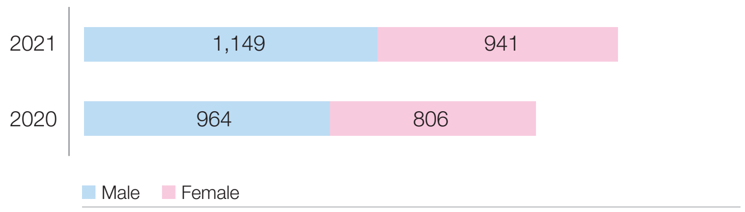
- COVID-19 prevention and control
- Employee training and development
- Employee benefits
- Labour compliance

Meitu values every employee and believes in creating a caring and harmonious work environment for our people. By putting employees' rights and benefits in priority, we strictly abide by labor-related laws and regulations in the jurisdictions where our businesses operate, including but not limited to the "Labor Law of the PRC"(《中華人民共和國勞動法》), the "Employment Ordinance"(《僱傭條例》) of Hong Kong, the "Social Insurance Law of the PRC"(《中華人民共和國社會保險法》), the "Law of the PRC on Occupational Disease Prevention and Control"(《中華人民共和國職業病防治法》) and the "Law of the PRC on the Protection of Minors"(《中華人民共和國未成年人保護法》). Our Employee Handbook and other human resources policies also specify compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, other welfare, and benefits to safeguard the rights of our employees. During the Reporting Period, the Group was not aware of any material non-compliance of labor-related laws and regulations that have significant impact on Meitu.

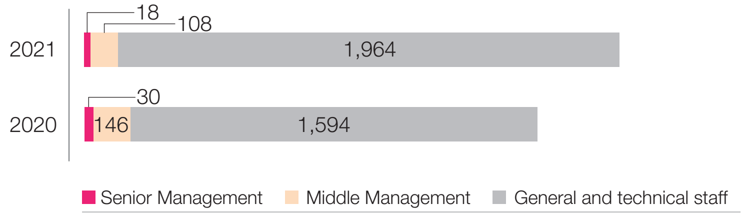
Employee Overview

As of 31 December 2021, the Group employed a total of 2,090 full-time employees[1]. The distribution of employees by gender, employment type, age group and geographical region is outlined below:

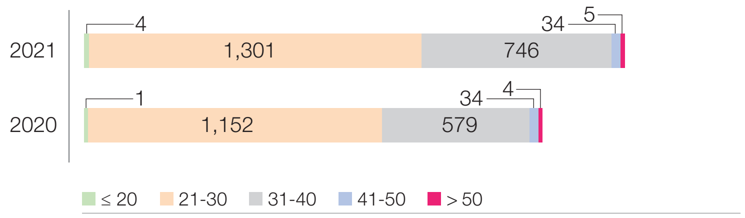
Total workforce by gender



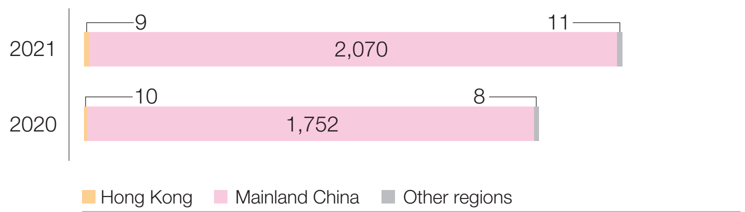
Total workforce by employment type



Total workforce by age group



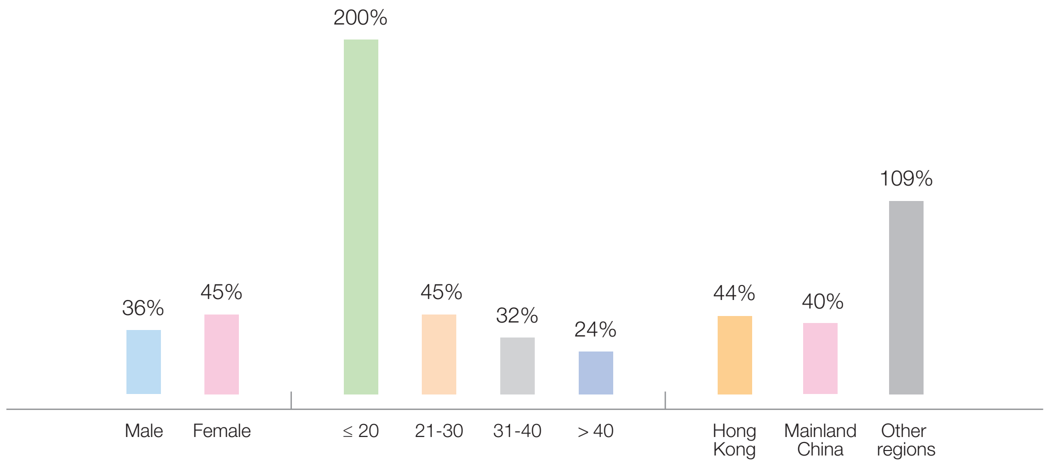
Total workforce by geographical location



[1] Data of the whole Group has been included.

The distribution of employee turnover rate by gender, age group and geographical regions is set out as below:

Turnover rate in 2021



Note: Data of the whole Group has been included.

Fair Employer

To provide a fair and inclusive workplace, Meitu embraces diversity and always upholds the principle of fairness, diversity and zero-discrimination at all levels of labor practices including but not limited to recruitment, determination of remuneration and benefits, promotion, training and dismissal. The Group makes use of a variety of recruitment channels, including campus recruitments, job-hunting websites, headhunters, employee referrals and our office website, to improve the talent pool. We provide equal opportunities and create a harmonious working environment to ensure that potential candidates or incumbent employees are not discriminated against or deprived of opportunities because of on their age, gender, family status, sexual orientation, disability, ethnicity and religion. While selecting suitable candidates, we mainly look into their qualification, work experience and personal abilities.

Hire of child or forced labor is strictly prohibited throughout the entire recruitment process. In achieving so, applicants' identification documents, relevant certificates and work experience are carefully checked and reviewed, during the recruitment process, to ensure the candidates are of legal working age. If any child labor is identified in the workplace, we will immediately take them out of the workplace, terminate his/her labor relationship, and carry out investigation to identify the loophole. Remedial measures will be implemented in order to prevent similar event from happening again. Besides, we have formulated Employee Handbook and other labor-related policies to detail our terms and conditions regarding overtime pay, dismissal procedures, compensation, working hours and rest periods etc. to protect the rights of both the Group and its employees, as well as avoid forced labor. Our Human Resources Department will review the recruitment practices regularly to ensure our measures against child and forced labor in place are effective.

Protecting Employees' Welfare

The Group invests resources to retain and motivate talents with a view to enhancing their sense of belonging to the Group. As such, Meitu provides employees with competitive remuneration package and welfare, covering basic monthly salary and bonuses. Our remunerable package is regularly reviewed and adjusted based on the market level to ensure the competitiveness of our package. We provide social insurance and housing provident fund to employees in the PRC as well as Mandatory Provident Fund to employees in Hong Kong. Full-time employees are entitled to public holiday, statutory holiday, sick leave, wedding leave, maternity leave, paternity leave and compassionate leave. The Group determines the working hours of employees in accordance with relevant regulations and adopts a five-day work week arrangement with working hours 7.5 hours per day to ensure that employees have sufficient time to rest. If it is necessary, employees should record their reasons and will be compensated with taxi fare subsidies and dinner allowance. Other benefits that employees can enjoy include but not limited to:

- Transportation allowance
- Shuttle bus
- Apartment benefits
- Intern dormitory
- Gym room
- Food & beverage
- Birthday benefits
- Medication
- Meitu T-shirt
- Staff union benefits
- Insurance
- Health check

We were in process of constructing new office building in Xiamen during the Reporting Period. Being mindful of the physical and mental health of employees, a number of caring facilities have been incorporated in our new office building, ranging from meditation room, psychological counseling room, fitness room, yoga room, dance studio, leisure bar to outdoor cinema. We hope to create a harmonious working environment where employees can enjoy all these recreational activities in their leisure time. We also add low-fat-and-oil healthy meals to the menus of our staff cafeteria in our new building in Xiamen, to promote healthy lifestyle among employees.

During construction, being an employer embracing equal opportunity at all times, we pay special attention to the needs of working moms. Not only do we offer breastfeeding leave and maternity leave, we upgraded the lactation room equipped with refrigeration facilities and disinfection cabinet in our new office building during the Reporting Period, to better address the needs of working moms.

In order to enhance employees' satisfaction and team cohesion, Meitu organizes a variety of staff activities on a regular basis as a means to bring friendliness and care to the workplace, thus boosting employees' performance. During the Reporting Period, we arranged a series of staff wellness activities, such as festival celebration, birthday celebration, annual dinner, sports competition and gym activities etc. We also customized and distributed Meitu's T-shirts to enhance employees' sense of belonging to the Group.

We held a family-friendly activity in celebration of the Children's Day during the Reporting Period, allowing our employees to bring their kids into the office and spend a happy day together – not only could our employees bring their kids around the office for a tour to let the kids learn about their parents' profession throughout the day, but also play games to enjoy such a special day with their children at workplace.

Safeguarding Employees' Health and Safety

As a responsible employer, Meitu is committed to protecting the physical health and safety of employees. We prioritize health and safety across all aspects of business and strictly comply with relevant laws and regulations, including but not limited to the "Law of the PRC on the Prevention and Control of Occupational Diseases"(《中華人民共和國職業病防治法》) and Hong Kong Occupational Safety and Health Ordinance to lower employees' health and safety risks in the workplace. In addition, the Group has established various occupational health and safety measures, including arranging regular health checks for our employees, safety inspection and monitoring fire and safety equipment from time to time to ensure they are in good condition. Moreover, fire and emergency drill are periodically conducted to enhance employees' awareness and response in handling emergency events such as fire, flood, electric shock.

In the face of the COVID-19 pandemic, Meitu strives to minimize the impact of the pandemic on employees' physical and mental health as well as on the Group's operations. To respond, the Group resolutely carries out pandemic prevention and control work to protect the health of employees. We have taken immediate actions and upgraded our occupational health and safety system, by acting on the pandemic prevention measures set out by the government, to minimize the risk of virus spread in order to safeguard our employees. Measures we have adopted in our workplace include but not limited to:

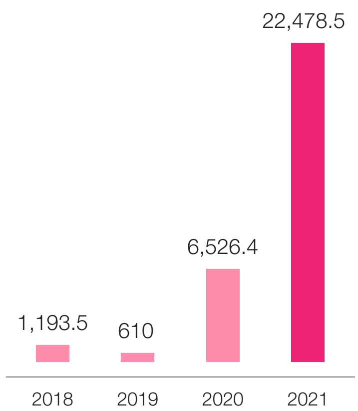
- Hire professional organization to organize nucleic acid tests for employees to ensure the health of employees and prevent further infection
- Ensure sufficient supply of pandemic prevention supplies for employees, such as disinfectants, handwash, alcohol and face masks to maintain employees' personal hygiene
- Arrange regular disinfection in offices to strengthen the sanitation of workplace
- Conduct temperature check at reception and prohibit employees suffering from fever to enter the building
- Place specific bins to collect used face masks and lower the spread of bacteria and disease
- Introduce flexible work arrangement, by allowing employees to work from home, in accordance with government's social distancing measures
- Reduce unnecessary meetings and travelling to reduce face-to-face contact of people
- Send emails to remind employees of enhancing their awareness of pandemic prevention
- Offer special subsidies to employees who are unable to travel due to pandemic travel restriction in Chinese New Year as a means of financial support
- Place separation boards at dining areas to prevent contacting with other people
- Apply flexible working hours if possible to avoid the crowd

During the Reporting Period, we did not record any work-related fatalities in our offices while there were 15 lost days due to work injury. Furthermore, the Group did not have any deaths caused by work in the past three years.

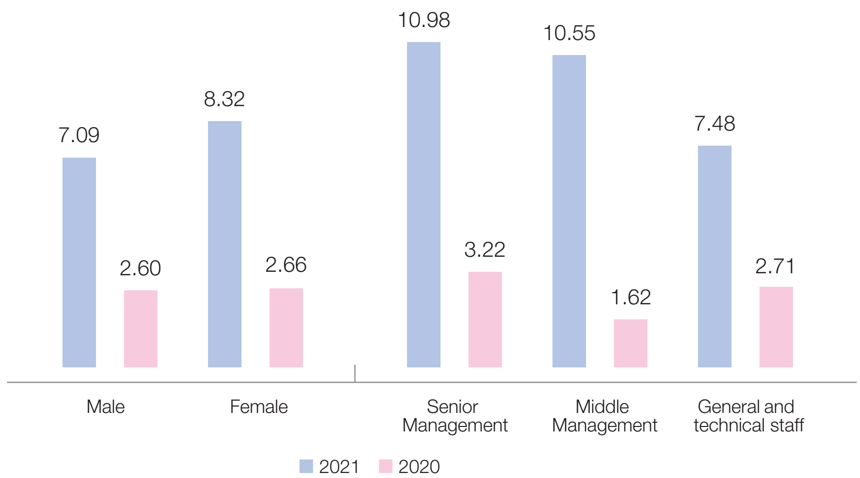
Promoting Career Development

The Group firmly believes that employees are the key to sustainable business development and is therefore committed to nurturing talent. We have established a comprehensive training system by providing adequate internal and external training opportunities to our talent from R&D team and other employees to enrich their professional knowledge so that they can apply the latest technology and skillsets into continuous product development and daily operations.

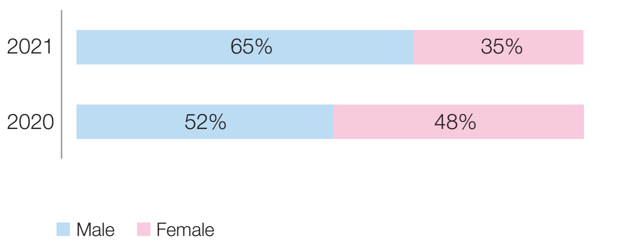
Total training hours



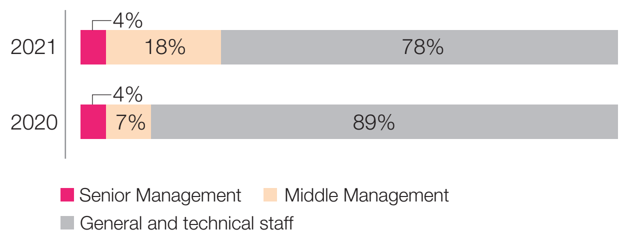
Average training hours completed per employee by gender and employment type



Training ratio by gender



Training ratio by employment type



Note:

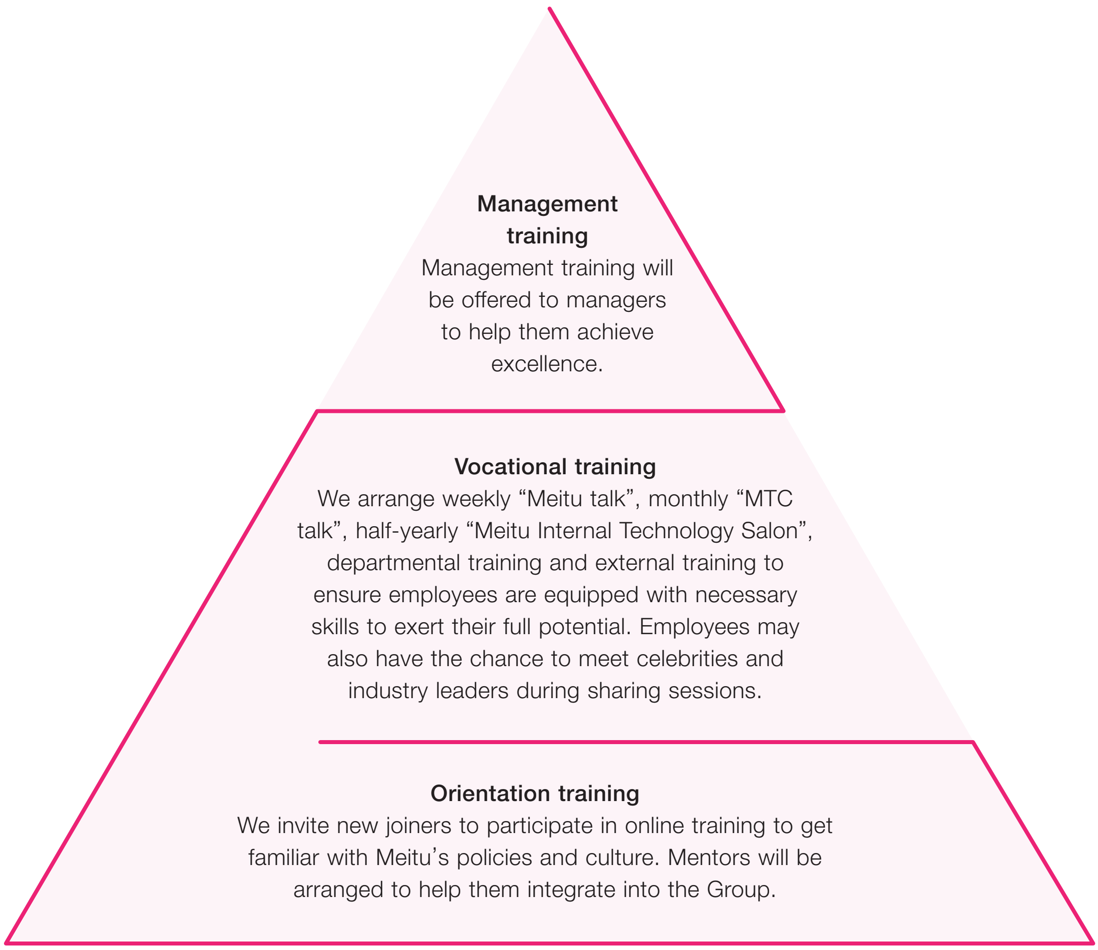
(1) The training data also covered the Group's offices in Hangzhou, Yuncheng and Chengdu.

(2) During the Reporting Period, certain offices were opened in the PRC, so the data disclosed cannot be directly compared.

(3) We have started to disclose more training relevant figures from 2020 onwards.

(4) The calculation of the average training hours completed per employee and training ratio during the Reporting Period included the relevant training data on those who left in the Group's core businesses during the Reporting Period, to present an accurate reflection of the training resources invested by the Group during the Reporting Period.

At our Meitu Training Centre ("**MTC**"), we adopt a 3-level training system to offer employees with a wide variety of training to meet the needs of employees' career and personal development:



The Group has provided comprehensive, diverse and content-rich trainings for employees. Training topics held during the Reporting Period include:

- Anti-corruption
- Business skill
- Communication skills
- Data privacy
- E-commerce
- ESG
- Management skill
- New-joiner training
- Product innovation
- Sales
- Social Customer Relationship Management ("**SCRM**") system

In addition to training, the Group believes that enhancing the career development ladder and promotion employees are essential in retaining and motivating talents. As such, we conduct performance appraisals twice a year to evaluate employees' work performance. Outstanding employees will get promoted in line with their career goals to develop in the management path, management assistant path or the professional path.

DECARBONIZATION

Let our Environment Become Beautiful

Our effort on "Decarbonization – Let our Environment Become Beautiful" contributes to the following UNSDGs:

12 RESPONSIBLE CONSUMPTION AND PRODUCTION
13 CLIMATE ACTION

Direction

Strive to tackle climate change to bring a sustainable future for the next generation.

Goal

To reduce the Group's carbon footprint, including greenhouse gas emissions and waste, while optimizing energy and water efficiency.

Material topic(s) to be addressed

- Climate change risk
- Green procurement

As a responsible corporate, the Group considers the reduction of carbon footprint and optimization of energy and water efficiency as a top priority in our daily business operation. By taking up our corporate citizenship, we are determined to accelerate our efforts in response to climate change and advocate for a sustainable environment for our next generations. Therefore, relevant policies and procedures are formulated to engage our employees in reducing emissions and promoting wise use of resources in stringent accordance with applicable environmental laws and regulations including but not limited to the "Environmental Protection Law of the PRC"（《中華人民共和國環境保護法》）, the "Atmospheric Pollution Prevention and Control Law of the PRC"（《中華人民共和國大氣污染防治法》）, the "Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Waste"（《中華人民共和國固體廢物污染環境防治法》）, Hong Kong Air Pollution Control Ordinance, Water Pollution Control Ordinance and Waste Disposal Ordinance etc. During the Reporting Period, the Group was not aware of any material breach of relevant environmental laws and regulations.

Response to Climate Change

Under the impact of global warming, extreme weather events such as typhoons and rainstorms are becoming more intense and frequent. These extreme weather events may cause physical risks to our facilities and safety of our employees, which could affect our business continuity. Transition risks, such as changes of government policies and regulatory requirements, technology risk and shifts in market preference, could bring impacts on our business operations. As such, we conducted a comprehensive risk assessment addressing relevant climate-related physical and transition risks and their impacts to the Group, followed by corresponding risk mitigation measures.

Risk Description	Mitigation Measures
Physical risk	• Establish the Emergency Preparedness Team to formulate emergency management procedures for extreme weather events, to ensure a timely response during emergency and safeguard our people's safety • Pay close attention to weather warnings to strengthen emergency preparedness against adverse weather events such as heavy rainstorms and super typhoons • Implement precautionary measures on facilities, such as windows and doors, to minimize damages caused by extreme weather conditions • Provide training to employees to strengthen awareness and emergency preparedness
Policy and legal risk	• Closely monitor the change of climate-related government policies and regulatory requirements and will integrate into our strategic plans, if necessary, to ensure timely response to the policy change and updates • Maintain active response to the climate-related government policies • Explore the potential of utilizing low-carbon products in daily operations in response to the changes of government policies and regulatory requirements
Technology risk	• Evaluate existing products and investigate possibilities of technological improvements and innovations that help transform our business to low-carbon and energy efficient operations
Market risk	• Monitor the emerging market trends and identify the opportunities for upgrading our products and services in a timely manner to meet with the rising market interest in low-carbon

During the Reporting Period, we took action in response to climate change by formulating a series of green targets as set out below and will further strengthen our resilience to climate-related risks. More details on the steps we have taken to achieve these green targets can be found in relevant sections of this chapter in this Report.

	Our Green Targets	Relevant section
Air and GHG Emissions	To reduce both air emissions and greenhouse ("**GHG**") emissions in daily operations	• Energy, Air and GHG Emissions
Waste	To minimize the generation of waste by adhering to the four "Rs" principle of responsible waste management	• Waste and Packaging Materials
Energy	To improve energy efficiency by implementing energy-saving measures to reduce energy consumption	• Energy, Air and GHG Emissions
Water	To enhance water efficiency and reduce unnecessary water use	• Water Consumption

Energy, Air and GHG Emissions

Our major source of air, GHG emissions and energy consumption are purchased electricity consumed for daily office operations and fuel consumption of company vehicles. Since most of our operations take place in office setting, we do not identify significant emissions and energy consumption. We are, however, aware of the climate change challenges facing the world. That is why we are dedicated to minimizing our emissions and improving energy efficiency through various measures.

In our office, we actively raise employees' awareness and implement energy-saving measures such as setting the temperature of air conditioners at designated degrees to optimize electricity consumption and using energy-saving lights. In order to reduce GHG emissions in transportation, we provide shuttle bus services to reduce the reliance on private vehicles.

During the Reporting Period, we expanded our operation space and integrated environmentally friendly concept into the operation of our new building in Xiamen. We have implemented a number of energy-saving measures to reduce the electricity consumption and enhance the energy efficiency in our new office building.

- Installing energy-saving air-conditioning system in our server rooms
- Supporting green procurement and opting for environmentally-friendly office equipment with high energy efficiency
- Applying occupancy sensor technology to automatically turn off idle electrical appliances such as lighting system

Below outlines our air, GHG emissions and energy consumption data[2]:

Emission	Unit	2021	2020	2019
Total Greenhouse Gas (GHG) Emissions[3]	Tonnes of CO_{2e}	**1,221.49**	1,095.36	1,149.83
Direct Emissions (Scope 1)	Tonnes of CO_{2e}	**55.76**	49.79	58.47
Indirect Emissions (Scope 2)	Tonnes of CO_{2e}	**1,165.73**	1,045.57	1,091.36
Intensity of Total GHG Emissions (Scope 1 and 2[4])	Tonnes of CO_{2e}/m^2	**0.06**	0.05	0.04
Nitrogen Oxides (NOx)[5]	kg	**12.03**	10.60	18.00
Sulphur Oxides (SOx)	kg	**0.31**	0.28	0.32
Particulate Matter (PM)[5]	kg	**0.89**	0.78	1.32

Energy	Unit	2021	2020	2019
Total energy consumption[5]	MWh	**2,104.23**	1,886.60	2,010.67
Purchased electricity	MWh	**1,913.36**	1,716.15	1,810.57
Unleaded petrol	MWh	**190.87**	170.45	200.10
Intensity of energy consumption	MWh/m^2	**0.10**	0.09	0.07

Note: The environmental data also covered the Group's offices in Hangzhou, Yuncheng and Chengdu.

2 Purchased electricity consumption and its corresponding indirect GHG emissions have not included some of our leased premises in the PRC as the electricity supply was controlled by the property management and hence the relevant data was unavailable to individual tenants.

3 With reference to the national emission factors for Mainland China newly supplemented in the "How to prepare an ESG report" published by HKEX, the total GHG emissions (including scope 2 indirect emissions and total GHG emissions intensity) in 2019 and 2020 have been restated.

4 In accordance with The Greenhouse Gas Protocol – A Corporate Accounting and Reporting Standard (Revised Edition) published by World Business Council for Sustainable Development and World Resources Institute, Scope 1 direct emissions are resulted from operations that are owned or controlled by the Group, while Scope 2 indirect emissions are resulted from the generation of purchased or acquired electricity, heating, cooling and steam consumed within the Group.

5 Figures for 2020 have been restated to reflect the actual situation.

Water Consumption

Our source of domestic water comes from water suppliers in the areas where we operate. During the Reporting Period, the Group did not encounter any difficulties in sourcing suitable water sources, and each of our offices have stable water supply which meets the daily operational needs. Water consumption is not considered as a material issue to the Group; however, we strive to enhance water efficiency and reduce unnecessary water use, by adopting a number of water-saving measures and building awareness of employees on water conservation. We also post signs in lavatories and pantries in our offices to remind our employees of the importance of water conservation. In order to prevent water leakage, we conduct inspection and maintenance on water pipelines from time to time to ensure they are in good condition and reduce water wastage. The following table outlines the Group's water consumption data[6]:

Water	Unit	2021	2020	2019
Total water consumption[7]	m^3	**2,817.40**	1,491.70	5,066.26
Intensity of water consumption[8]	m^3/m^2	**0.47**	0.21	0.54

Note: The environmental data also covered the Group's offices in Hangzhou, Yuncheng and Chengdu.

Waste and Packaging Materials

Due to our office-based business nature, our waste emissions are mainly office general refuse and a minimal amount of waste batteries, toner and cartridges. A number of packaging materials are also consumed since our business involves hardware products. To prevent improper handling of waste that may cause adverse impacts to the environment, we have deployed qualified third-parties to collect and handle such waste properly.

The Group actively promotes green office practices, and adheres to the four "Rs" principle of responsible waste management (Reduce, Reuse, Recycle, Replace) in its daily operation, aiming to minimize the generation of waste and maximize the efficient use of resources. Therefore, we have introduced a series of waste management measures to properly collect, separate and handle waste:

6 Water consumption has not included some of our leased premises in the PRC as the water supply is controlled by the property management and data is unavailable to individual tenants.

7 Due to optimization of data collection system and consistency of disclosure of water consumption data, the total water consumption in 2019 has been restated.

8 Intensity of water consumption in 2019 has been restated to exclude the offices with unavailable water consumption data.

- Simplifying the packaging of customized products and remove cloth bags of the random gift to reduce the use of cloth
- Placing separate bins in offices to collect general waste, food waste, recyclable waste and hazardous waste separately
- Prioritizing the purchase of office supplies that are more durable to reduce waste emissions
- Reusing office papers, envelopes and other paper products
- Introducing "paperless office" by encouraging electronic communications and documentations
- Using recyclable materials for product packaging such as paper boxes and cardboards
- Removing unnecessary use of packaging layers and decorations

In the future, we will continue to execute waste sorting and promote waste sorting measures in strict compliance with the government policies and regulations and to increase employee involvement in responsible waste management.

Below shows the Group's waste emission and packaging material data:

Waste	Unit	2021	2020	2019
Total non-hazardous waste generated	Tonnes	**41.39**	84.97	35.60
Intensity of non-hazardous waste generated	$Tonnes/m^2$	**0.002**	0.003	0.001
Total hazardous waste generated	Tonnes	**0.15**	0.07	0.13
Intensity of hazardous waste generated	kg/m^2	**0.007**	0.003	0.004

Packaging Material	Unit	2021	2020	2019
Total packaging material for finished goods	Tonnes	**3.02**	6.00	7.43
Packaging material intensity	$Tonnes/m^2$	**0.0001**	0.0003	0.0002

Note: The environmental data also covered the Group's offices in Hangzhou, Yuncheng and Chengdu.

Green Operation

Although our business operations do not impose material impact on the environment and natural resources, we have adopted different measures to integrate environmental protection concepts into daily operations and also support natural resources preservation. Since our business is involved in the design and sale of hardware products, we are committed to bringing positive environmental impact through extending the life cycle of our products. For example, we introduce a trade-in program and encourage users to give the hardware products that are no long in use to electronic waste recyclers for further recycling. Furthermore, we are highly aware of our use of packaging materials for finished products. To improve resource utilization efficiency and reduce the consumption of packaging material, we have minimized the size of packaging box during product design stage and simplified the design of packaging so as to reduce unnecessary use of natural resources. We also simplify the design of the user manual and promote electronic operation manual instead of hard copies to reduce the use of paper resources.

In the future, we will continue to increase the coverage of plants to provide employees with a green working environment and encourage employees to participate in environmental protection activities. We will further make use of our strength in technological advancement and implement smart office system in our new building in Xiamen.

CARE

Let our Community Become Beautiful

Our effort on "Care – Let our Community Become Beautiful" contributes to the following UNSDGs:

Direction

Give back by being a positive force to the community.

Goal

To enhance existing and new community contribution plans to cover a wider community.

Material topic(s) to be addressed

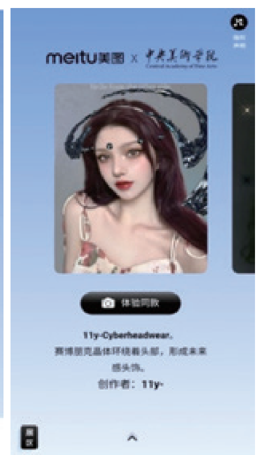
- Community investment

The Group attaches great importance to corporate social responsibility and brings positive impacts to the community along with our business operations. As a caring, socially responsible corporate, the Group actively engages in community programs by focusing on five core areas – "Advocating for Art and Creativity", "Promoting Healthy Youth Development", "Showing Love to the Community", "Fighting Against COVID-19" and "Protecting the Environment" through the widespread influence of our brand, signature products and platforms to contribute to the communities we serve and create long-lasting value for society.

Advocating for Art and Creativity

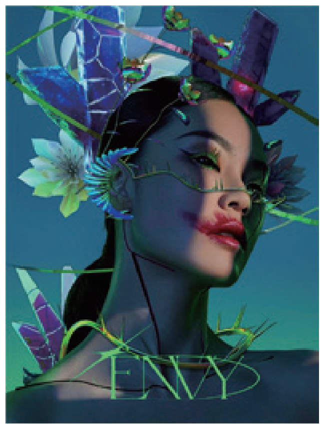
As a corporate fostering innovation, Meitu is enthusiastic at advocating for art and creativity in the communities.

Meitu is excited to jointly develop a course as part of the curriculum of the national-renowned Central Academy of Fine Arts, China Academy of Art, The Guangzhou Academy of Fine Arts and Sichuan Fine Arts Institute, to promote the future aesthetic AR technology development. We have supported and provided a range of resources to the students from these art institutes with our extensive experience in digital AR technology and *MCP* in the course. Students have been guided to transform ideas through digital art tools available on our *MCP* to explore the aesthetics of AR special effects. We have also given students the opportunities to channel creative ideas and skills into digital art pieces, in which their creations and artworks will be exhibited on our digital platform in support of the most talented emerging artists and designers of tomorrow.



We make efforts to support local artists and designers. Our creative platform *MCP* joined hands with a local art institution TAG STUDIO to curate and launch the online virtual exhibition with the theme of "Animism"（「萬物有靈」）at the Meitu Museum of Future Art during the Reporting Period. The exhibition has combined street art, graffiti and the five elements of the Chinese philosophy "Wuxing" to create dynamic artwork on a virtual platform where visitors from around the world can embrace the Chinese culture and experience the "Wuxing" dynamics such as the luster of gold and the flow of water through AR technology in the form of vivid portraits.

In addition, we have invited SeenVision, one of the rising local dynamic visual design team, to launch a virtual exhibition with the theme of "Understand our Emotions, We are not Machines"（「情緒共和 • We are not Machines」）on our online platform. The team has incorporated AR effects to symbolize five emotions, including "envy", "sadness", "happiness", "fear" and "love", and allowed visitors to immerse themselves in different emotions and resonate with artwork through the innovative special effects. In the future, Meitu will continue to explore opportunities of using advanced technology to enrich visitors' experience.



Promoting Healthy Youth Development

Meitu has long been paying attention to the needs of female users and is committed to supporting the healthy growth of teenagers to address equality issue. We organized “Women Care Plan”（「女性呵護計劃」）and donated 1,000 packs love packages worth of RMB$100,000 to junior high school girls in Pengshui Miao Tu Family Autonomous County Nation Middle School during the Reporting Period. We have provided them with daily healthcare and toiletries packs to express our commitment and care for the healthy growth of teenage girls.

Showing Love to the Community

We believe that it is our core responsibility to spread warmth and love in our community. Therefore, we make good use of our influence and technological advancement to carry out a series of successful social campaigns through products like *Meitu*. During the Reporting Period, we partnered with the China Population Welfare Foundation（「中國人口福利基金」）and created heart-warming content to encourage the public to share their personal stories for Mother’s Day. We have launched app filters, in collaboration with the Teach for China（「美麗中國」）, to show our gratitude to the teachers in rural areas for making education accessible for the underprivileged students and helping improve their quality of lives. We have also created a set of interactive special effects featuring with our AI technology on *Meitu* to express appreciation to all of the public safety heroes while creating positivity in the community.

Fighting Against COVID-19

Under the spread of COVID-19, we acknowledge the challenge posed to the community health and wellness. Despite the difficulty, we responded quickly and supported the community through donations and volunteering during the Reporting Period. For supporting the prevention and control of the pandemic, we contacted the Xiamen Charity Federation（廈門市慈善總會）and made a charitable donation of RMB$1 million to the local community. Besides, 16 of our employees took the initiative to participate in volunteer work for assisting the nucleic acid test to fight against the epidemic in Xiamen.

Protecting the Environment

We are dedicated to making use of our influence and technological strength in raising the public's awareness of environmental protection. As such, we have developed and brought a series of nature-themed and eco-friendly-themed app filters to foster environmental awareness among app users. To amplify environmental conservation and sustainability, we have also partnered with famous influencers and KOLs to create videos or broadcasting to spread messages of low-carbon lifestyle and importance of a green future, for instance, proper waste separation for recycling, climate actions, ocean protection and creative trash-to-treasure DIY craft ideas.

HKEX ESG REPORTING GUIDE INDEX

KPI	Chapter/Omission reason
A. Environment	
Aspect A1：Emissions	
A1-General disclosure	DECARBONIZATION – LET OUR ENVIRONMENT BECOME BEAUTIFUL
A-1.1	DECARBONIZATION – LET OUR ENVIRONMENT BECOME BEAUTIFUL
A-1.2	DECARBONIZATION – LET OUR ENVIRONMENT BECOME BEAUTIFUL
A-1.3	DECARBONIZATION – LET OUR ENVIRONMENT BECOME BEAUTIFUL
A-1.4	DECARBONIZATION – LET OUR ENVIRONMENT BECOME BEAUTIFUL
A-1.5	DECARBONIZATION – LET OUR ENVIRONMENT BECOME BEAUTIFUL
A-1.6	DECARBONIZATION – LET OUR ENVIRONMENT BECOME BEAUTIFUL
Aspect A2：Use of Resources	
A2-General disclosure	DECARBONIZATION – LET OUR ENVIRONMENT BECOME BEAUTIFUL
A-2.1	DECARBONIZATION – LET OUR ENVIRONMENT BECOME BEAUTIFUL
A-2.2	DECARBONIZATION – LET OUR ENVIRONMENT BECOME BEAUTIFUL
A-2.3	DECARBONIZATION – LET OUR ENVIRONMENT BECOME BEAUTIFUL
A-2.4	DECARBONIZATION – LET OUR ENVIRONMENT BECOME BEAUTIFUL
A-2.5	DECARBONIZATION – LET OUR ENVIRONMENT BECOME BEAUTIFUL
Aspect A3：The Environment and Natural Resources	
A3-General disclosure	DECARBONIZATION – LET OUR ENVIRONMENT BECOME BEAUTIFUL
A-3.1	DECARBONIZATION – LET OUR ENVIRONMENT BECOME BEAUTIFUL
Aspect A4: Climate Change	
A4-General disclosure	DECARBONIZATION – LET OUR ENVIRONMENT BECOME BEAUTIFUL
A-4.1	DECARBONIZATION – LET OUR ENVIRONMENT BECOME BEAUTIFUL

KPI	Chapter/Omission reason
B. Society	
Aspect B1：Employment and Labor Practices	
B1-General disclosure	DREAM – LET OUR EMPLOYEES BECOME BEAUTIFUL
B-1.1	DREAM – LET OUR EMPLOYEES BECOME BEAUTIFUL
B-1.2	DREAM – LET OUR EMPLOYEES BECOME BEAUTIFUL
Aspect B2：Health and Safety	
B2-General disclosure	DREAM – LET OUR EMPLOYEES BECOME BEAUTIFUL
B-2.1	DREAM – LET OUR EMPLOYEES BECOME BEAUTIFUL
B-2.2	DREAM – LET OUR EMPLOYEES BECOME BEAUTIFUL
B-2.3	DREAM – LET OUR EMPLOYEES BECOME BEAUTIFUL
Aspect B3：Development and Training	
B3-General disclosure	DREAM – LET OUR EMPLOYEES BECOME BEAUTIFUL
B-3.1	DREAM – LET OUR EMPLOYEES BECOME BEAUTIFUL
B-3.2	DREAM – LET OUR EMPLOYEES BECOME BEAUTIFUL
Aspect B4：Labour Standards	
B4-General disclosure	DREAM – LET OUR EMPLOYEES BECOME BEAUTIFUL
B-4.1	DREAM – LET OUR EMPLOYEES BECOME BEAUTIFUL
B-4.2	DREAM – LET OUR EMPLOYEES BECOME BEAUTIFUL

HKEX ESG REPORTING GUIDE INDEX

KPI	Chapter/Omission reason
Aspect B5：Supply Chain Management	
B5-General disclosure	TECHNOLOGY – LET OUR USERS BECOME BEAUTIFUL
B-5.1	TECHNOLOGY – LET OUR USERS BECOME BEAUTIFUL
B-5.2	TECHNOLOGY – LET OUR USERS BECOME BEAUTIFUL
B-5.3	TECHNOLOGY – LET OUR USERS BECOME BEAUTIFUL
B-5.4	TECHNOLOGY – LET OUR USERS BECOME BEAUTIFUL
Aspect B6：Product Responsibility	
B6-General disclosure	TECHNOLOGY – LET OUR USERS BECOME BEAUTIFUL
B-6.1	TECHNOLOGY – LET OUR USERS BECOME BEAUTIFUL
B-6.2	TECHNOLOGY – LET OUR USERS BECOME BEAUTIFUL
B-6.3	TECHNOLOGY – LET OUR USERS BECOME BEAUTIFUL
B-6.4	TECHNOLOGY – LET OUR USERS BECOME BEAUTIFUL
B-6.5	TECHNOLOGY – LET OUR USERS BECOME BEAUTIFUL

KPI	Chapter/Omission reason
Aspect B7：Anti-Corruption	
B7-General disclosure	TECHNOLOGY – LET OUR USERS BECOME BEAUTIFUL
B-7.1	TECHNOLOGY – LET OUR USERS BECOME BEAUTIFUL
B-7.2	TECHNOLOGY – LET OUR USERS BECOME BEAUTIFUL
B-7.3	TECHNOLOGY – LET OUR USERS BECOME BEAUTIFUL
Aspect B8：Community Investment	
B8-General disclosure	CARE – LET OUR COMMUNITY BECOME BEAUTIFUL
B-8.1	CARE – LET OUR COMMUNITY BECOME BEAUTIFUL
B-8.2	CARE – LET OUR COMMUNITY BECOME BEAUTIFUL

Independent Auditor's Report

To the Shareholders of Meitu, Inc.

(incorporated in the Cayman Islands with limited liability)

OPINION

What we have audited

The consolidated financial statements of Meitu, Inc. (the "**Company**") and its subsidiaries (the "**Group**") set out on pages 147 to 250, which comprise:

- the consolidated balance sheet as of December 31, 2021;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as of December 31, 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("**IFRSs**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

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

Independence

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

KEY AUDIT MATTERS

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

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

- Fair value measurement of financial assets at fair value through profit or loss
- Impairment assessments of goodwill
- Accounting and auditing of cryptocurrencies

Key Audit Matter	How our audit addressed the Key Audit Matter
Fair value measurement of financial assets at fair value through profit or loss	
Refer to Note 2.9, 3.3, 4(a) and 16(b) to the consolidated financial statements. As of December 31, 2021, the Group's carrying value of long-term investments classified as financial assets at fair value through profit and loss ("**FVTPL**") amounted to RMB801,005,000. For the year ended December 31, 2021, the Group had recognized a net gain on fair value changes of RMB183,641,000 on its financial assets recorded at FVTPL. The fair value of financial assets at FVTPL had been determined using either the discounted cash flow method or equity allocation model based on significant unobservable inputs. Fair value measurement had taken into account the estimation of the following significant unobservable inputs: • Revenue growth rates, terminal growth rate and weighted average cost of capital in the discounted cash flow method. • Expected volatility of shares under liquidation and redemption scenario, marketability discount, risk-free rate and enterprise value-to-sales ratio in equity allocation model.	• We obtained an understanding of the management's valuation processes in relation to the financial assets at FVTPL and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and other inherent risk factors. • We understood, evaluated and tested the key controls over the valuation on financial assets at FVTPL. • We involved our in-house valuation experts to discuss with management and reconsider the appropriateness of valuation methodology and assumptions used. • In order to assess the reliability of the management's forecast and reasonableness of the key assumptions used in the discounted cash flow model, we reassessed the revenue growth rate, terminal growth rate and weighted average cost of capital with reference made against the historical data and our knowledge of the industry. • We reconsidered the reasonableness of expected volatility of shares under liquidation and redemption scenarios and enterprise value-to-sales ratio with reference made to historical volatilities of comparable companies and also benchmarked the marketability discount and risk-free rate adopted against available market data with the involvement of our in-house valuation experts.

KEY AUDIT MATTERS (CONTINUED)

Key Audit Matter	How our audit addressed the Key Audit Matter
Fair value measurement of financial assets at fair value through profit or loss (Continued) We focused on this area due to the fact that the significant estimation and judgement were subject to a high degree of estimation uncertainty and the inherent risk was considered relatively higher due to uncertainty of significant assumptions used in determining the respective fair value of financial assets at FVTPL, which do not have direct open market quoted prices; the adoption of applicable valuation methodologies; and the significant assumptions adopted underlying such valuations.	• We also evaluated the management's sensitivity analysis performed on the key assumptions. • We tested the mathematical accuracy of the calculation of the management's assessments. Based on our audit procedures, we found that the management's estimation and judgement involved in determining the respective fair values of financial assets at FVTPL were supported by the evidence that we gathered.
Impairment assessments of goodwill Refer to Notes 2.7(a), 2.8, 4(c), and 15(b) to the consolidated financial statements. As of December 31, 2021, the Group recorded significant amount of goodwill arising from several acquisitions, composed of original costs of RMB211,779,000 and related impairment provision of RMB195,375,000. Impairment loss of RMB162,039,000 had been recognized during the year ended December 31, 2021. For the purpose of performing impairment assessment, the goodwill balance was allocated to two cash-generating units ("**CGUs**") of the Group. Management assessed the recoverable amount of the CGUs based on their respective value-in-use ("**VIU**") calculations by using cash flow projections. The key assumptions applied in the projections primarily include (i) annual revenue growth rate; (ii) net margins of earnings before interest, taxes, depreciation and amortization ("**EBITDA**"); (iii) terminal growth rate; and (iv) pre-tax discount rate.	• We understood, evaluated and tested the internal key controls over the impairment assessments of goodwill and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and other inherent risk factors. • We reassessed the appropriateness of using VIU calculations as valuation model for the impairment assessments of goodwill with the involvement of our in house valuation experts. • We reassessed and reconsidered the key assumptions adopted in the VIU calculations including annual revenue growth rates and EBITDA margins by comparing them against the historical results of the CGUs; the approved budgets of the CGUs and the Group's business plan. We assessed the pre-tax discount rate and terminal growth rate with reference made against comparable listed companies and available market data with the involvement of our internal valuation experts.

KEY AUDIT MATTERS (CONTINUED)

Key Audit Matter	How our audit addressed the Key Audit Matter
Impairment assessments of goodwill (Continued)	
We focused on this area due to the magnitude of the carrying amount of goodwill as of December 31, 2021 was large; and the fact that significant estimation and judgement were subject to a high degree of estimation uncertainty; and the inherent risk was considered relatively higher due to uncertainty of significant assumptions used in the impairment assessment.	• We independently tested the accuracy of mathematical calculation applied in the valuation models. • We performed sensitivity analysis on the key assumptions adopted in the impairment assessment so as to assess the potential implication on the results of the impairment assessment if the key assumptions are to be changed within a reasonable range. • Based on the procedures we performed, we concluded that the management's estimation and judgement involved in determining the impairment was supported by the evidence we gathered.
Accounting and auditing of cryptocurrencies	
Refer to Note 2.7(c), 2.8, 3.1(a), 4(f) and 15(b) to the consolidated financial statements. During the year, the Group purchased cryptocurrencies of Ethereums ("**Ethers**") and Bitcoins. As of December 31, 2021, these cryptocurrencies were held by the Group through segregated wallets maintained by a third-party custodian service provider engaged by the Group (the "**3rd Party Custodian**") and the carrying amount of these cryptocurrencies, net of impairment loss provision made, amounted to RMB609,679,000. During the year ended December 31, 2021, an impairment loss of Bitcoins amounting to RMB28,533,000 was recognized based on the impairment test performed by the Group. IFRSs do not specifically address the accounting principles for cryptocurrencies. Accordingly, for the preparation of the Group's consolidated financial statements, management needs to apply judgement in determining the appropriate accounting policies based on the facts and circumstances of the Group's transactions and holding of cryptocurrencies.	• We understood, evaluated and validated management's processes and key controls in relation to cryptocurrency transactions and evaluation of third-party custodian services provider prior to appointment. • We obtained the contracts entered into by the Group with third parties in relation to cryptocurrency transactions and custodian services and reviewed the major terms and conditions stipulated in them in order to evaluate the accounting policies adopted by management for the cryptocurrencies transactions and balances based on the facts and circumstance of the Group's purchase and holding of cryptocurrencies, with reference to the relevant principles under IFRSs. • We obtained the System and Organization Controls Report ("**SOC 1 Report**") issued by an independent service auditor, covering the period from October 1, 2020 to September 30, 2021, of the 3rd Party Custodian which provided custodianship of the cryptocurrencies purchased by the Group as of December 31, 2021. We assessed the qualification of the independent service auditor. We also assessed whether the reporting framework applied, the type of report issued, and the scope of controls that the SOC 1 Report covered by the independent service auditor are relevant for the Group's financial reporting purposes. We then assessed the results and work performed by that independent service auditor with regards to the description and design and operating effectiveness of the relevant controls covering the period from October 1, 2020 to September 30, 2021.

KEY AUDIT MATTERS (CONTINUED)

Key Audit Matter	How our audit addressed the Key Audit Matter
Accounting and auditing of cryptocurrencies (Continued) Based on the business objectives determined by the Group in purchasing and holding these cryptocurrencies, they are accounted for as indefinite-lived intangible assets under the cost model. Therefore, they are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Furthermore, cryptocurrencies that the Group purchased are cryptographically secured assets for which encryption techniques of blockchain are used. The risk of ownership and existence of the cryptocurrencies is significant, given the anonymity of transactions on blockchain and the risk of cybersecurity may result in inexistence and loss of cryptocurrencies. The Group engages a third-party service organization for offering the custodian services as of December 31, 2021, which the Group places reliance on, to ensure the ownership and existence of the cryptocurrencies held, as well as the accuracy and completeness of transactions and balances reported by them.	• We also obtained and reviewed a letter issued by the 3rd Party Custodian, in which the 3rd Party Custodian confirmed that during the period from October 1, 2021 to December 31, 2021, there had been no significant changes in internal controls and procedures, nor any significant deficiencies or material weaknesses in the design or operating effectiveness of their internal controls and procedures. • We understood, evaluated and validated the key complementary user entity controls implemented by the Group, which include but not limited to the control over the maintenance process of custodian account information, the control over the restriction of access to the custodian's system to authorized individuals, and the review control over the reconciliation between the Group's financial records and the custodian statements, which are to achieve certain control objectives identified in the SOC 1 Report. • We obtained the monthly statements during the year issued by the 3rd Party Custodian, which carried the details of all movements and ending balances of the cryptocurrencies held by them for the Group, and agreed to the Group's financial records to assess whether there were any variances. • We checked the considerations paid for the purchases of cryptocurrencies to the bank statements and bank slips of the Group and agreed the amounts to the financial records. • We obtained direct confirmations from the 3rd Party Custodian to confirm the details of cryptocurrencies transferred to the custodian accounts during the year ended December 31, 2021 and the respective ending quantity balance of the cryptocurrencies as of December 31, 2021.

KEY AUDIT MATTERS (CONTINUED)

Key Audit Matter	How our audit addressed the Key Audit Matter
Accounting and auditing of cryptocurrencies (Continued) We focused on this area due to the significance of the carrying amount of cryptocurrencies as of December 31, 2021; the management judgements applied in accounting for the cryptocurrencies; and the inherent risk associated with the ownership and existence of the cryptocurrencies purchased and held by the Group, as described above.	• With the assistance of our inhouse cryptocurrency and cybersecurity experts, we performed an independent testing, through the use of our proprietary blockchain testing tool, of the existence and quantity of the cryptocurrencies held at the segregated wallets maintained by the 3rd Party Custodian for the Group as of December 31, 2021. • We reviewed the appropriateness of management's assessment and determination of principal market for each type of cryptocurrencies. We performed the recalculation of the impairment test and assessed the fair value based on external data quoted in the principal exchange market, which was used for the calculation of recoverable amount in the impairment tests performed by the management. Based on the procedures performed, we found that the accounting policies adopted for and cryptocurrencies transactions and balances recorded by management are supportable by available evidence.

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 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 IFRSs and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

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

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

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

AUDITOR’S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

The engagement partner on the audit resulting in this independent auditor’s report is Wilson W.Y. Chow.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, March 30, 2022

Consolidated Income Statement

	Note	Year ended December 31, 2021 RMB'000	2020 RMB'000
Revenue	5	**1,666,029**	1,194,020
Cost of sales	8	**(540,942)**	(400,149)
Gross profit		**1,125,087**	793,871
Selling and marketing expenses	8	**(390,980)**	(287,517)
Administrative expenses	8	**(264,993)**	(205,902)
Research and development expenses	8	**(545,490)**	(404,213)
Net impairment losses on financial assets	3.1(b)	**(21,132)**	(5,020)
Other income	6	**101,473**	38,521
Other gains, net	7	**211,960**	39
Finance income, net	10	**2,401**	29,556
Impairment loss on goodwill	15	**(162,039)**	–
Impairment losses on other intangible assets	15	**(65,584)**	–
Share of (losses)/profits of investments accounted for using the equity method	16(a)	**(1,638)**	4,561
Loss before income tax		**(10,935)**	(36,104)
Income tax expense	11	**(66,495)**	(24,028)
Loss for the year		**(77,430)**	(60,132)
Loss attributable to:			
– Owners of the Company	12(a)	**(44,514)**	(40,970)
– Non-controlling interests		**(32,916)**	(19,162)
		(77,430)	(60,132)
Loss per share for loss attributable to owners of the Company for the year (expressed in RMB per share)	12		
– Basic		**(0.01)**	(0.01)
– Diluted		**(0.01)**	(0.01)

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

Consolidated Statement of Comprehensive Income

	Note	Year ended December 31, 2021 RMB'000	2020 RMB'000
Loss for the year		**(77,430)**	(60,132)
Other comprehensive (loss)/income, net of tax			
Items that may be reclassified to profit or loss			
Currency translation differences		**(28,366)**	(115,241)
Items that will not be reclassified to profit or loss			
Changes in fair value of financial assets at fair value through other comprehensive income	23	**13,031**	–
Other comprehensive loss for the year, net of tax		**(15,335)**	(115,241)
Total comprehensive loss for the year, net of tax		**(92,765)**	(175,373)
Total comprehensive loss attributable to:			
– Owners of the Company		**(59,865)**	(156,550)
– Non-controlling interests		**(32,900)**	(18,823)

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

Consolidated Balance Sheet

	Note	As of December 31, 2021 RMB'000	2020 RMB'000
ASSETS			
Non-current assets			
Property and equipment	13	**383,183**	360,826
Right-of-use assets	14	**41,390**	29,844
Term deposits	20	**30,000**	150,000
Intangible assets	15	**777,402**	392,954
Long-term investments			
– Investments in associates and a joint venture	16(a)	**118,133**	83,737
– Financial assets at fair value through profit or loss	16(b)	**801,005**	559,494
– Financial assets at fair value through other comprehensive income	16(c)	**37,156**	9,050
Prepayments and other receivables	19	**19,504**	7,890
Deferred tax assets	26	**7,018**	3,779
		2,214,791	1,597,574
Current assets			
Inventories		**4,889**	1,476
Trade receivables	18	**356,783**	351,017
Prepayments and other receivables	19	**912,280**	506,240
Contract costs	5	**29,880**	18,337
Short-term investments placed with banks	3.3	**8,000**	20,449
Term deposits	20	**481,459**	853,450
Cash and cash equivalents	21(a)	**738,732**	1,158,117
Restricted cash	21(b)	**500**	500
		2,532,523	2,909,586
Total assets		**4,747,314**	4,507,160
EQUITY AND LIABILITIES			
Equity attributable to owners of the Company			
Share capital	22	**281**	280
Share premium	22	**7,136,647**	7,135,115
Reserves	23	**(91,642)**	(107,910)
Accumulated losses		**(3,528,927)**	(3,473,555)
Non-controlling interests		**(557)**	13,905
Total equity		**3,515,802**	3,567,835

Consolidated Balance Sheet

	Note	As of December 31, 2021 RMB'000	2020 RMB'000
Liabilities			
Non-current liabilities			
Trade and other payables	25	**84,432**	80,972
Lease liabilities	14	**17,911**	2,805
Deferred tax liabilities	26(b)	**80,280**	41,953
		182,623	125,730
Current liabilities			
Borrowings		**10,000**	5,000
Trade and other payables	25	**803,915**	660,364
Lease liabilities	14	**20,631**	25,979
Income tax liabilities		**55,960**	50,663
Contract liabilities	5	**158,383**	71,589
		1,048,889	813,595
Total liabilities		**1,231,512**	939,325
Total equity and liabilities		**4,747,314**	4,507,160

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

The consolidated financial statements on pages 147 to 250 were approved by the Board of Directors on March 30, 2022 and were signed on its behalf.

Cai Wensheng
Director

Wu Zeyuan
Director

Consolidated Statement of Changes In Equity

	Note	Attributable to owners of the Company						
		Share capital RMB'000	Share premium RMB'000	Reserves RMB'000	Accumulated losses RMB'000	Total RMB'000	Non-controlling interest RMB'000	Total equity RMB'000
Balance as of January 1, 2020		280	7,133,987	(66,455)	(3,429,954)	3,637,858	97,342	3,735,200
Comprehensive loss								
Loss for the year		–	–	–	(40,970)	(40,970)	(19,162)	(60,132)
Other comprehensive income								
Currency translation differences	23	–	–	(115,580)	–	(115,580)	339	(115,241)
Total comprehensive loss for the year		–	–	(115,580)	(40,970)	(156,550)	(18,823)	(175,373)
Transactions with owners as their capacity as owners								
Value of employee services:								
Pre-IPO ESOP Scheme	24(a)	–	–	376	–	376	–	376
Post-IPO Share Award Scheme	24(b)	–	–	46,290	–	46,290	–	46,290
Share incentive to senior management of a non-wholly owned subsidiary	24(d)	–	–	64	–	64	–	64
Shares issued upon exercise of employee share options	22(a)	–	1,128	–	–	1,128	–	1,128
Appropriation to statutory reserves	23(b)	–	–	2,631	(2,631)	–	–	–
Capital injection		–	–	–	–	–	1,882	1,882
Dividends		–	–	–	–	–	(4,332)	(4,332)
Acquisition of additional equity interests in non-wholly owned subsidiaries	23	–	–	24,764	–	24,764	(24,764)	–
Disposal of a subsidiary		–	–	–	–	–	(37,400)	(37,400)
Total transactions with owners as their capacity as owners		–	1,128	74,125	(2,631)	72,622	(64,614)	8,008
Balance as of December 31, 2020		280	7,135,115	(107,910)	(3,473,555)	3,553,930	13,905	3,567,835

Consolidated Statement of Changes In Equity

		Attributable to owners of the Company						
	Note	Share capital RMB'000	Share premium RMB'000	Reserves RMB'000	Accumulated losses RMB'000	Total RMB'000	Non-controlling interest RMB'000	Total equity RMB'000
Balance as of January 1, 2021		280	7,135,115	(107,910)	(3,473,555)	3,553,930	13,905	3,567,835
Comprehensive loss								
Loss for the year		–	–	–	(44,514)	(44,514)	(32,916)	(77,430)
Other comprehensive income/(loss)								
Changes in fair value of financial assets at fair value through other comprehensive income	16(c)	–	–	13,031	–	13,031	–	13,031
Currency translation differences	23	–	–	(28,382)	–	(28,382)	16	(28,366)
Total comprehensive loss for the year		–	–	(15,351)	(44,514)	(59,865)	(32,900)	(92,765)
Transactions with owners as their capacity as owners								
Value of employee services:								
Post-IPO Share Award Scheme	24(b)	–	–	49,068	–	49,068	–	49,068
Share incentive to senior management of subsidiaries	24(d)	–	–	5,329	–	5,329	1,105	6,434
Shares issued upon exercise of employee share options	22(a)	1	1,532	–	–	1,533	–	1,533
Appropriation to statutory reserves	23	–	–	4,076	(4,076)	–	–	–
Dividends		–	–	–	–	–	(16,303)	(16,303)
Transaction with non-controlling interest	23	–	–	(26,854)	–	(26,854)	26,854	–
Others		–	–	–	(6,782)	(6,782)	6,782	–
Total transactions with owners as their capacity as owners		1	1,532	31,619	(10,858)	22,294	18,438	40,732
Balance as of December 31, 2021		281	7,136,647	(91,642)	(3,528,927)	3,516,359	(557)	3,515,802

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

Consolidated Statement of Cash Flows

	Note	Year ended December 31, 2021 RMB'000	2020 RMB'000
Cash flows from operating activities			
Cash (used in)/generated from operations	28(a)	**(3,291)**	98,866
Interest received		**3,747**	3,758
Interest paid		**(664)**	(585)
Income tax paid		**(26,110)**	(12,832)
Net cash (used in)/generated from operating activities		**(26,318)**	89,207
Cash flows from investing activities			
Purchase of property and equipment	13	**(34,657)**	(351,557)
Purchase of intangible assets	15	**(653,037)**	(946)
Proceeds from disposal of property and equipment and intangible assets	28(a)	**6,066**	30,668
Investments in financial assets at fair value through profit or loss	16(b)	**(82,903)**	(115,160)
Prepayments for business combination		**(11,961)**	–
Proceeds from disposal of financial assets at fair value through profit or loss		**22,707**	–
Investments in financial assets at fair value through other comprehensive income	16(c)	**(15,571)**	–
Investment in a joint venture	16(a)	**(60,000)**	–
Proceeds from disposal of investment in an associate		**24,276**	–
Proceeds/(purchase) of short-term investments placed with banks, net		**12,000**	(20,000)
Investment income received from short-term investments placed with banks		**11,376**	14,961
Placement of term bank deposits		**(402,070)**	(1,807,626)
Receipt from maturity of term bank deposits		**881,722**	2,484,888
Interest received from term bank deposits		**16,850**	49,344
Loans to investee companies		**(45,214)**	–
Net cashflow from disposal of a subsidiary		**–**	(11,135)
Net cash (used in)/generated from investing activities		**(330,416)**	273,437

Consolidated Statement of Cash Flows

	Note	Year ended December 31, 2021 RMB'000	2020 RMB'000
Cash flows from financing activities			
Proceeds from short-term borrowings	28(c)	**10,000**	5,000
Repayment of short-term borrowings	28(c)	**(5,000)**	–
Proceeds from capital injection of non-controlling interests		**–**	1,882
Dividends paid to non-controlling interests		**(16,303)**	(4,332)
Proceeds from disposal of interests in a non-wholly owned subsidiary for share incentives		**3,382**	3,922
Payments for lease liabilities	28(c)	**(44,952)**	(44,317)
Payments for acquisition of non-controlling interests in non-wholly owned subsidiaries	25	**–**	(6,687)
Proceeds from shares issued under employee share option scheme		**1,634**	1,059
Net cash used in financing activities		**(51,239)**	(43,473)
Net (decrease)/increase in cash and cash equivalents		**(407,973)**	319,171
Cash and cash equivalents at the beginning of the year	21	**1,158,117**	864,611
Effects of exchange rate changes on cash and cash equivalents		**(11,412)**	(25,665)
Cash and cash equivalents at the end of the year	21	**738,732**	1,158,117

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

Notes to the Consolidated Financial Statements

For the year ended December 31, 2021

1 GENERAL INFORMATION

Meitu, Inc. (the "**Company**"), was incorporated in the Cayman Islands under the name of "Meitu, Inc. 美图公司" on July 25, 2013 as an exempted company with limited liability under the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, and carries on a business in Hong Kong as "美圖之家" as approved by and registered with the Registrar of Companies in Hong Kong on October 28, 2016 and November 7, 2016, respectively. The address of the Company's registered office is the offices of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries (together with Xiamen Meitu Networks Technology Co., Ltd. ("**Meitu Networks**") and its subsidiaries, Xiamen MeituEve Networks Services Co., Ltd. ("**MeituEve Networks**") and Beijing Dajie Zhiyuan Information Technology Co., Ltd. ("**Dajie Zhiyuan**") and its subsidiaries, collectively, the "**Group**") are principally engaged in the provision of online advertising and other Internet value added services in the People's Republic of China (the "**PRC**") and other countries or regions.

Certain of the Group's business are subject to foreign investment restrictions. To comply with the relevant PRC laws, the wholly-owned subsidiary of the Company, Xiamen Home Meitu Technology Co., Ltd. ("**Meitu Home**"), has entered into a series of contractual arrangements (the "**Contractual Arrangements**") with Meitu Networks and its equity holders, which enable Meitu Home and the Group to:

- govern the financial and operating policies of Meitu Networks;
- exercise equity holders' voting rights of Meitu Networks;
- receive substantially all of the economic interest returns generated by Meitu Networks in consideration for the business support, technical and consulting services provided by Meitu Home;
- obtain an irrevocable and exclusive right with an initial period of 10 years to purchase all or part of the equity interests in Meitu Networks from the respective equity holders at a minimum purchase price permitted under PRC laws and regulations. Meitu Home may exercise such options at any time until it has acquired all equity interests of Meitu Networks. The right is automatically renewable upon expiry unless it is superseded by a new term confirmed by Meitu Home; and
- obtain a pledge over the entire equity interests of Meitu Networks from its respective equity holders as collateral security for all of Meitu Networks' payments due to Meitu Home and to secure performance of Meitu Networks' obligation under the Contractual Arrangements.

1 GENERAL INFORMATION (CONTINUED)

As a result of the Contractual Arrangements, the Group is able to have effective control over Meitu Networks and its subsidiaries, receive variable returns from its involvement with Meitu Networks and its subsidiaries, have the ability to affect those returns through its power over Meitu Networks and its subsidiaries and it is considered to control Meitu Networks and its subsidiaries. Consequently, the Company regards Meitu Networks and its subsidiaries as the controlled entities and consolidates the financial position and results of operations of these entities in the consolidated financial statements of the Group.

Nevertheless, the Contractual Arrangements may not be as effective as direct legal ownership in providing the Group with direct control over the Meitu Networks and its subsidiaries and uncertainties presented by the PRC legal system could impede the Group's beneficiary rights of the results, assets and liabilities of the Meitu Networks and its subsidiaries. The directors of the Company ("**Directors**"), based on the advice of its PRC legal counsel, consider that the Contractual Arrangements among Meitu Home, Meitu Networks and its equity holders are in compliance with the relevant PRC laws and regulations and are legally binding and enforceable.

Similar to Meitu Networks, a series of contractual arrangements were also executed for MeituEve Networks, Dajie Zhiyuan and its subsidiaries. All these PRC operating companies are treated as controlled structured entities of the Company and their financial statements have also been consolidated by the Company.

In January 2021, contractual arrangements were rearranged for Meitu Networks due to the change of one of the nominee shareholders of Meitu Networks. As a result, Meitu Networks continues to be a controlled structured entity of the Company.

Similar to Meitu Networks, contractual arrangements were also rearranged for Dajie Zhiyuan in March, 2021, due to the change of the nominee shareholders of Dajie Zhiyuan, and Dajie Zhiyuan remains a controlled structured entity of the Company.

The Company's shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited since December 15, 2016 by way of its initial public offering ("**IPO**").

These financial statements are presented in Renminbi ("**RMB**"), unless otherwise stated.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards ("**IFRSs**") and requirements of the Hong Kong Companies Ordinance 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 and financial assets at fair value through profit or loss, which are carried at fair value.

The preparation of the consolidated financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies.

(a) New and amended standards adopted by the Group

The Group has applied the following amendments for the first time for their annual reporting period commencing January 1, 2021:

Amendments to IFRS 16	Covid-19-related Rent Concessions
Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16	Interest Rate Benchmark Reform – Phase 2

The amendments listed above did not have any impact on the amounts recognized in prior periods and are not expected to significantly affect the current or future periods.

(b) New standards and interpretations not yet adopted by the Group

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for December 31, 2021 reporting periods and have not been early adopted by the Group. These standards, amendments or interpretations are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

(b) New standards and interpretations not yet adopted by the Group (Continued)

As of December 31, 2021, the following new standards, amendments, improvement and interpretation have been issued but are not effective for the financial year beginning January 1, 2021 and have not been early adopted:

New standards, amendments, improvement and interpretation		Effective for accounting periods beginning on or after
Accounting Guideline 5 (revised)	Revised Accounting Guideline 5 Merger Accounting	January 1, 2022
Amendments to annual improvements project	Annual improvements 2018-2020 cycle	January 1, 2022
IAS 1 (Amendments)	Classification of Liabilities as Current or Non-current	January 1, 2023
IAS 1 (Amendments) and IFRS Practice Statement 2	Disclosure of Accounting Policies	January 1, 2023
IAS 8 (Amendments)	Definition of Accounting Estimates	January 1, 2023
IAS 12 (Amendments)	Deferred Tax related to Assets and Liabilities arising from a single Transaction	January 1, 2023
IAS 16 (Amendments)	Property, Plant and Equipment: Proceeds before intended use	January 1, 2022
IAS 37 (Amendments)	Onerous Contracts – Cost of Fulfilling a Contract	January 1, 2022
IFRS 3 (Amendments)	Reference to the Conceptual Framework	January 1, 2022
IFRS 17	Insurance contracts	January 1, 2023
IFRS 10 and IAS 28 (Amendments)	Sale or contribution of assets between an investor and its associate or joint venture	To be announced

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Subsidiaries

(a) Consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement 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.

The acquisition method of accounting is used to account for business combination by the Group (Note 2.2(a)(i)).

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

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, statement of comprehensive income, statement of changes in equity and balance sheet respectively.

(i) Business combination

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.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Subsidiaries (Continued)

(a) Consolidation (Continued)

(i) Business combination (Continued)

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 recognizes any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the:

- consideration transferred,
- amount of any non-controlling interest in the 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 recognized 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 of 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. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognized in profit or loss.

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 recognized as "other gains, net" in the consolidated income statement.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Subsidiaries (Continued)

(a) Consolidation (Continued)

(ii) Changes in ownership interests in subsidiaries without change of control

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

(iii) Disposal of subsidiaries

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

(b) 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 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)

2.3 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 (see (a) below), after initially being recognized at cost.

(a) Investments in associates in the form of ordinary shares

Investments in associates in the form of ordinary shares are accounted for using the equity method of accounting in accordance with IAS 28. Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize 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 are recognized as a reduction in the carrying amount of the investment. The Group's investments in these associates include goodwill identified on acquisition, net of any accumulated impairment loss. Upon the acquisition of the ownership interest in an associate, any difference between the cost of the associate and the Group's share of the net fair value of the associate's identifiable assets and liabilities is accounted for as goodwill.

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

When 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 recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity.

The Group determines at each reporting date whether there is any objective evidence that the investments in associates are impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognizes the amount adjacent to "share of losses of investments accounted for using the equity method" in the consolidated income statement.

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

Gain or losses on dilution of equity interest in associates are recognized in the consolidated income statement.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.3 Associates (Continued)

(b) Investments in associates in the form of convertible redeemable preferred shares

Investments in associates in the form of ordinary shares with preferential rights or convertible redeemable preferred shares are accounted for as hybrid financial instruments and designated as financial assets measured at fair value through profit or loss (Note 2.9).

2.4 Segment reporting

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

2.5 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 functional currency of the Company is United States dollars ("**US$**"). The Company's primary subsidiaries were incorporated in the PRC and these subsidiaries considered RMB as their functional currency. As the major operations of the Group are within the PRC, the Group determined to present its consolidated financial statements in RMB (unless otherwise stated).

(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 recognized 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 income statement, within finance costs. All other foreign exchange gains and losses are presented in the income statement on a net basis within "finance income, net" in the consolidated income statement.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.5 Foreign currency translation (Continued)

(b) Transactions and balances (Continued)

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

(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 income statement 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 recognized in other comprehensive income.

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.6 Property and equipment

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

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

Depreciation on property and equipment is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements, the shorter lease term as follows:

– Furniture and office equipment	5 years
– Servers and other equipment	3 years
– Motor vehicles	4 years
– Leasehold improvements	Estimated useful lives or remaining lease terms, whichever is shorter

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

Construction in progress represents buildings under construction, which is stated at actual construction costs less any impairment loss. Construction in progress is transferred to property and equipment when completed and ready for use.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.8).

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Intangible assets

(a) Goodwill

Goodwill is measured as described in Note 2.2(a)(i). Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortized but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units 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.

(b) Copyrights, customer relationship and brand names

Copyrights, customer relationship and brand names acquired in business combination are recognized at fair value at the acquisition date. Separately copyrights are shown at historical cost. Copyrights, customer relationship and brand names have finite useful lives and are carried at cost less accumulated amortization and impairment. Amortization is calculated using the straight-line method over the useful lives (4 to 15 years).

(c) Cryptocurrencies

Cryptocurrencies purchased and held by the Group through third-party custodian service provider include Ethereums ("**Ethers**") and Bitcoins, which are accounted for as intangible assets under the cost model. The Group has ownership of and control over the cryptocurrencies held and employs third-party custodian service provider to securely store them. The cryptocurrencies held by the Group are considered to have an indefinite life. Accordingly, they are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.7 Intangible assets (Continued)

(d) Other intangible assets

Other intangible assets mainly include domain names and computer software. They are initially recognized and measured at costs incurred to acquire and bring them to use. Other intangible assets are amortized over their estimated useful lives, using the straight-line method which reflects the pattern in which the intangible asset's future economic benefits are expected to be consumed.

(e) Research and development expenditures

Research expenditure is recognized as an expense as incurred. Costs incurred in development projects (relating to the design and testing of new or improved products) are capitalized as intangible assets when recognition criteria are fulfilled. These criteria include: (1) it is technically feasible to complete the software product so that it will be available for use; (2) management intends to complete the software product and use or sell it; (3) there is an ability to use or sell the software product; (4) it can be demonstrated how the software product will generate probable future economic benefits; (5) adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and (6) the expenditure attributable to the software product during its development can be reliably measured. Other development expenditures that do not meet those criteria are recognized as expenses as incurred. There had been no development costs meeting these criteria and capitalized as intangible assets as of December 31, 2021 (2020: nil).

Development costs previously recognized as an expense are not recognized as an asset in subsequent periods. Capitalized development costs are amortized from the point at which the assets are ready for use on a straight-line basis over their useful lives.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.8 Impairment of non-financial assets

Goodwill, cryptocurrencies and other intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. The impairment tests for cryptocurrencies are carried out for Ethers and Bitcoins, separately. Cryptocurrencies that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period. The increased carrying amount of cryptocurrencies attributable to a reversal of an impairment loss, which is recognized in profit or loss, will not exceed the carrying amount that would have been determined had no impairment loss been recognized for the cryptocurrencies in prior accounting periods.

Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (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.

2.9 Investment 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 amortized 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)

2.9 Investment and other financial assets (Continued)

(b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognized on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognized 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 financial assets 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 ("**SPPI**").

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:

- Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent SPPI are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in profit or loss and presented in other gains/(losses), net together with foreign exchange gains and losses.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.9 Investment and other financial assets (Continued)

(c) Measurement (Continued)

Debt instruments (Continued)

- Financial assets at fair value through other comprehensive income: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent SPPI, are measured at financial assets at fair value through other comprehensive income. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in other comprehensive income is reclassified from equity to profit or loss and recognized in other gains/(losses), 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/(losses), net.

- Financial assets at fair value through profit or loss: Assets that do not meet the criteria for amortized cost or financial assets at fair value through other comprehensive income are measured at financial assets at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured a financial asset at fair value through profit or loss is recognized in profit or loss and presented net within other gains/(losses), 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 other comprehensive income, 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 recognized 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 financial assets at fair value through profit or loss are recognized in other gains/(losses), net in the income statement as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at financial assets at fair value through other comprehensive income are not reported separately from other changes in fair value.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.9 Investment and other financial assets (Continued)

(d) Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortized cost. 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 IFRS 9, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

2.10 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet where the Company has a legally enforceable right to offset the recognized amounts, and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The Company 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.

2.11 Inventories

Inventories are stated at the lower of cost and net realizable value. Cost of finished goods comprises raw materials and contract manufacturer related production costs. Cost excludes borrowing costs. Costs of purchased raw materials and merchandise are determined after deducting rebates and discounts. Cost is determined using the first-in, first-out method. Net realizable 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.

2.12 Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection of trade 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 recognized initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognized at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortized cost using the effective interest method. See Note 3.1 for a description of the Group's impairment policies.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.13 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, and 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.

2.14 Share capital

Ordinary shares are classified as equity.

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

Where any Group company purchases the Company's equity share capital (treasury shares), the considerations paid, including any directly attributable incremental costs, is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received (net of any directly attributable incremental transaction costs) is included in equity attributable to the Company's equity holders.

2.15 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. These amounts are unsecured and are usually paid within 60 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 recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.16 Borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some 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 capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other income or finance costs.

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 reporting period.

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized 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.

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.17 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

(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

(i) Inside basis differences

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. 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 substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realized or the deferred tax liability is settled.

Deferred tax assets are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.17 Current and deferred income tax (Continued)

(b) Deferred income tax (Continued)

(ii) Outside basis differences

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

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

(c) Offsetting

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 realize the asset and settle the liability simultaneously.

2.18 Employee benefits

(a) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as other payables in the consolidated balance sheet.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.18 Employee benefits (Continued)

(b) Pension obligations

The Group operates a mandatory provident fund scheme ("**MPF Scheme**") for the eligible employees in Hong Kong. The MPF Scheme is a defined contribution scheme, the assets of which are held in separate trustee – administered funds. The Group's contributions to MPF Scheme are expensed as incurred.

The Group's subsidiaries operating in the PRC have to make contribution to staff retirement schemes managed by local government authorities in accordance with the relevant rules and regulations. The Group's contributions to the schemes are calculated on fixed percentage of the employees' salary (subject to a floor and cap) as set by local government authorities. The Group's contributions to these schemes are charged to the consolidated income statement as and when incurred and not reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. The Group has no legal or constructive obligations to pay further contributions.

(c) Employee leave entitlements

Employee entitlements to annual leave are recognized when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date. Employee entitlements to sick leave and maternity leave are not recognized until the time of leave.

(d) Bonus plans

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

(e) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognizes costs for a restructuring that is within the scope of IAS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.19 Share-based payments

(a) Equity-settled share-based payment transactions

The Group operates the Pre-IPO ESOP, Post-IPO Share Award Scheme, a share incentive plan to senior management of a non-wholly owned subsidiary and a share award scheme of a wholly owned subsidiary, which are equity-settled shared-based compensation plans under which share option and share awards are granted to employees as part of their remuneration package.

The fair value of the employee services received in exchange for the grant of the share option and the share-based awards is recognized as an expense. The total amount to be expensed is determined by reference to the fair value of the share option and the share-based awards granted:

– including any market performance conditions;

– excluding the impact of any service and non-market performance vesting conditions; and

– including the impact of any non-vesting conditions.

The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the Group revises its estimates of the number of share-based awards that are expected to vest based on the non-marketing performance and service conditions. It recognizes the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

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 recognizing the expense during the period between service commencement period and grant date.

(b) Share-based payment transactions among group entities

The grant by the Company of options over its equity instruments and shares to the employees and non-employees of subsidiaries undertakings in the Group is treated as a capital contribution. The fair value of employees and non-employees services received, measured by reference to the grant date fair value, is recognized over the vesting period as an increase to investment in subsidiaries undertakings, with a corresponding credit to equity in separate financial statements of the Company.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.20 Provisions

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

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

Provisions are measured at the present value of 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 recognized as interest expense.

2.21 Revenue recognition

Online Advertising

The Group provides advertising placements to advertisers through the Group's platforms and apps. Online advertising revenues comprise mainly display-based and performance-based advertisements.

Revenue from displaying advertisements to the users of online and mobile platforms operated by the Group is recognized ratably over the contracted period in which the advertisements are displayed. Revenue from performance-based advertisements is recognized based on actual performance measurement. The Group recognizes the revenue from the delivery of pay-per-click or pay-per-display advertisements for advertisers to users of the Group based on a per-click basis when the users click on the content, or on a per-display basis, when the advertising contents are displayed to the users.

Revenue from these sales is recognized based on the price specified in the contract, net of the estimated discounts. Accumulated experience is used to estimate and provide for the discounts, using the expected value method, and revenue is only recognized to the extent that it is highly probable that a significant reversal will not occur. A refund liability (included in trade and other payables) is recognized for expected discounts payable to customers in relation to sales made until the end of the reporting period.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.21 Revenue recognition (Continued)

Online Advertising (Continued)

The Group provides online advertising agency services and revenue is recognized when the related services are delivered based on the specific terms of the contract, which are commonly based on cost-plus or agree rebates to be earned from certain website publishers. In the normal course of business, the Group acts as an agent in executing advertising transactions with third parties. The determination of whether revenue should be reported on a gross or net basis is based on an assessment of whether the Group is acting as the principal or an agent in the transactions. Such determination involves judgement and is based on an evaluation of the terms of each arrangement. As the Group is facilitating the advertisers and the website publishers to purchase and to sell advertising services, the Group is not principal in these arrangements and therefore reports revenue earned and costs incurred related to transaction on a net basis. Accordingly, receivables from advertising customers are recognized as other receivable and payables to advertising platforms are recognized as other payable.

Revenue in relation to rebates to be earned from certain website publishers are based on factors determined by these website publishers, such as quarterly or yearly spending at these website publishers' various platforms and other factors selected at the discretion of these website publishers. Such rebates earned from website publishers are recorded as revenues when impressions or clicks are successfully delivered.

When the services rendered exceed the payment, a contract asset is recognized. 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 required before payment of that consideration is due.

VIP Subscription Services and Image SaaS

VIP subscription services and Image SaaS revenue are primarily revenues from paid subscriptions in the application.

The Group provides to users certain subscription packages which entitle paying subscribers unlimited "ad-free" content offerings with certain privilege features in the application. The subscription fee for these packages is time-based and is collected upfront from subscribers. The terms of time-based subscriptions range from one month to twelve months. The receipt of subscription fee is initially recorded as contract liabilities and recognized as revenue ratably over the subscription period. The payment of service fee levied by online payment channels is initially recorded as contract costs and recognized as cost of sales ratably over the subscription period.

The subscription can be paid directly by users through various online payment channels. The Group records revenue on gross basis and recognizes service fees levied by online payment channels as the cost of sales.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.21 Revenue recognition (Continued)

Others

i. ***Internet Value-added Services and Others***

This revenue line primarily consists of a variety of mobile value-added services offerings through leveraging platforms.

Revenue from value-added services through leveraging platforms is earned from the service sharing fees from third parties, of which the Group leverages the platforms and its user base to promote the mobile entertainment and other online applications and it also collects from third-party game/application developers a predetermined percentage of the fees. The Group recognizes the related revenue on a net basis since the Group is acting as an agent in the transactions.

ii. ***Influencer Marketing Solutions Business ("IMS")***

IMS revenues are earned from the provision of advertising and marketing services to advertisers across multiple online and mobile social media platforms, through the online performance undertaken by third party influencers, who are individuals who have contracted with the Group. Advertisers receive the benefits from the services and the Group has the entitlement to service fees upon the acceptance of the delivery of the services by the advertisers. The basis of determination of the service fees charged to the advertisers is based on the level of popularity of the influencers and complexity of the related services. The Group agrees on a sharing ratio of the service fees with the influencers for the provision of their services.

The Group has the ability to direct the influencers to provide the services to the advertisers on the Group's behalf as (i) the Group is primarily responsible for the fulfillment of the contracts entered into with the advertisers, including selection and training of the influencers, quality controls exercised on the marketing service contents, and direct communication made among the influencers and the advertisers; and (ii) the Group has the ultimate discretion to set the prices for the services with the advertisers, as well as the service fees to be shared with the influencers.

As a result, the Group is viewed as a principal in the provision of this IMS services and revenue is recognized on a gross basis when the services are rendered based on the specific terms of the respective service contracts, and the share of service fees paid and payable to the influencers is recognized as the cost of sales.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.21 Revenue recognition (Continued)

Others (Continued)

iii. Sales of Smart Hardware Products

The Group manufactures and sells a range of smart hardware products to retailers. Sales of smart hardware products are recognized when control of the products have transferred, being when the products are delivered and accepted by the retailers.

Financing components

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

2.22 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 recognized 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.

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 of 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.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.22 Leases (Continued)

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 the Group entities that do not have recent third-party financing, and
- makes adjustments specific to the lease, e.g., term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the Group entities use that rate as a starting point to determine the incremental borrowing rate.

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.

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. While the Group revalues its land and buildings that are presented within property and equipment, it has chosen not to do so for the right-of-use buildings held by the Group.

Payments associated with short-term leases of equipment and vehicles are recognized 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.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.23 Interest income

Interest income from financial assets at fair value through profit or loss is included in "Other gains/(losses), net", see Note 7 below. Interest income on financial assets at amortized cost and financial assets at fair value through other comprehensive income calculated using the effective interest method is recognized in the statement of profit or loss 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, see Note 10 below.

2.24 Earnings per share

(i) 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; and
- by the weighted average number of ordinary shares outstanding during the financial year.

(ii) 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 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.25 Government grants

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

Government grants relating to costs are deferred and recognized in the consolidated income statement over the period necessary to match them with the costs that they are intended to compensate. Government grants relating to the property and equipment, and other non-current assets are included in the current liabilities and are credited to consolidated income statement on a straight-line basis over the expected lives of the related assets.

2.26 Dividends distribution

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

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

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

(a) Market risk

(i) Foreign exchange risk

The functional currency of the Company is US$. The Group's subsidiaries primarily operate in the PRC and are exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to US$. Therefore, foreign exchange risk primarily arose from recognized assets and liabilities in the Group's PRC subsidiaries when receiving or to receive foreign currencies from, or paying or to pay foreign currencies to overseas business partners. The Group did not hedge against any fluctuation in foreign currency.

For the Group's PRC subsidiaries whose functional currency is RMB, the balance of foreign currency denominated monetary assets or liabilities is not significant as of December 31, 2021 and accordingly the Group does not anticipate that there is significant exposure of foreign exchange risk.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(ii) Cash flow and fair value interest rate risk

Other than interest-bearing cash and cash equivalents, short-term and long-term bank deposits, the Group has no other significant interest-bearing assets or liabilities. Loans were granted at fixed rate and expose the Group to fair value interest risk. The directors of the Company do not anticipate there is any significant impact to interest-bearing assets and liabilities resulted from the changes in interest rates, because the interest rates of bank balances and loans are not expected to change significantly.

(iii) Price risk

The Group is exposed to price risk in respect of long-term investments and cryptocurrencies held by the Group, that are classified in the consolidated balance sheet as financial assets at fair value through profit or loss and intangible assets, respectively. The Group is not exposed to commodity price risk.

To manage its price risk arising from investments in equity securities and cryptocurrencies, the Group diversifies its portfolio. Diversification of the portfolio is achieved in accordance with the limits set by the Group. Each investment made is managed by senior management on a case by case basis. If the fair value of the investment in equity securities held by the Group had increased/decreased by 5% with all other variables held constant, loss before income tax for the year ended December 31, 2021 would have been approximately RMB40,050,000 (2020: RMB27,975,000) lower/higher. In the case that the fair value of the cryptocurrencies held by the Group had increased/decreased by 10% with all other variables held constant, impairment loss before income tax for the year ended December 31, 2021 would have been approximately RMB28,533,000 lower/RMB28,769,000 higher.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(b) Credit risk

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

(i) Credit risk of cash and cash equivalents, short-term and long-term bank deposits, short-term investment placed with banks and restricted cash

To manage this risk arising from cash and cash equivalents, short-term and long-term bank deposits, short-term investment placed with banks and restricted cash, the Group only transacts with state-owned or reputable financial institutions. The expected credit loss of these financial assets is close to zero.

(ii) Credit risk of trade receivables

The Group applies the simplified approach to measuring expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, the Group categorizes its trade receivables based on the nature of customer accounts, shared credit risk characteristics and account aging. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of trade receivables and adjusts for forward looking macroeconomic data. Trade receivables are categorized as the online advertising and internet value-added services and others.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(ii) Credit risk of trade receivables (Continued)

The assessed expected credit losses for the trade receivables arising from its two main revenue streams as of December 31, 2021 and 2020 are determined as follows:

As of December 31, 2021	0-180 days	180-365 days	Over 365 days	Total
Online advertising				
Gross carrying amount (RMB'000)	243,300	54,379	1,145	298,824
Expected credit loss rate	0.3%	1.7%	50.1%	0.7%
Expected credit loss (RMB'000)	700	899	574	2,173
Internet value-added services and others				
Gross carrying amount (RMB'000)	59,812	928	3,298	64,038
Expected credit loss rate	0.8%	23.8%	97.1%	6.1%
Expected credit loss (RMB'000)	484	221	3,201	3,906

As of December 31, 2020	0-180 days	180-365 days	Over 365 days	Total
Online advertising				
Gross carrying amount (RMB'000)	268,028	28,680	12,813	309,521
Expected credit loss rate	0.1%	0.7%	6.1%	0.4%
Expected credit loss (RMB'000)	296	209	781	1,286
Internet value-added services and others				
Gross carrying amount (RMB'000)	40,284	2,386	3,465	46,135
Expected credit loss rate	1.1%	25.9%	65.6%	7.3%
Expected credit loss (RMB'000)	461	618	2,274	3,353

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(ii) Credit risk of trade receivables (Continued)

The closing loss allowances for trade receivables as of December 31, 2021 and 2020 reconcile to the opening loss allowances as follows:

	Trade receivables	
	2021	2020
	RMB'000	RMB'000
At the beginning of the year	**4,639**	2,585
Increase in allowance recognized in profit or loss during the year	**1,923**	2,054
Receivables written off during the year as uncollectible	**(363)**	–
Reversal of previous impairment losses	**(120)**	–
At the end of the year	**6,079**	4,639

(iii) Credit risk of other receivables

Other receivables mainly comprise amounts due from receivables from advertising customers for advertising agency services, rental and other deposits, refundable value-added tax, interest receivables, loans to the related parties and other receivables.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(iii) Credit risk of other receivables (Continued)

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

- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the third party's ability to meet its obligations;
- actual or expected significant changes in the operating results of third party;
- significant changes in the expected performance and behaviour of the third party, including changes in the payment status and changes in the operating results of the third party.

The Group uses four categories for those receivables which reflect their credit risk and how the loss allowance is determined for each of those categories.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(iii) Credit risk of other receivables (Continued)

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

Category	Group definition of category	Basis for recognition of expected credit loss allowance
Performing	Customers have a low risk of default and a strong capacity to meet contractual cash flows	12 months expected losses. Where the expected lifetime of an asset is less than 12 months, expected losses are measured at its expected lifetime (stage 1).
Underperforming	Receivables for which there is a significant increase in credit risk; as significant increase in credit risk is presumed if interest and/or principal repayments are more than 180 days past due	Lifetime expected losses (stage 2).
Non-performing	Interest and/or principal repayments are more than 365 days past due	Lifetime expected losses (stage 3).
Write-off	Interest and/or principal repayments are more than 1 years past due and there is no reasonable expectation of recovery	Asset is written off

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

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(iii) Credit risk of other receivables (Continued)

Other receivables are categorized as receivables due from certain entities and from advertising customers for advertising agency services.

The Group expects that the credit risk associated with other receivables due from certain entities (including rental and other deposits, interest receivables, loans to third parties and other receivables) is considered to be low and the credit risk is in line with original expectations.

The gross carrying amount of other receivables due from certain entities, and thus the maximum exposure to loss measured under 12 months expected credit loss method, is as follows:

	As of December 31,	
	2021	2020
	RMB'000	RMB'000
Performing	**133,779**	89,574
Less: loss allowance	**(1,181)**	–
Other receivables net of expected credit losses	**132,598**	89,574

For other receivables due from advertising customers for advertising agency services, management makes periodic assessments on the recoverability of receivables based on historical settlement records and past experience. In calculating the expected credit loss rates, the Group considers historical loss rates for these receivables and adjusts for forward looking macroeconomic data.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(iii) Credit risk of other receivables (Continued)

The assessed expected credit losses for the other receivables due from advertising customers for advertising agency services on a collective basis as of December 31, 2021 and 2020 are determined as follows:

As of December 31, 2021	0-180 days	180-365 days	Over 365 days	Total
Gross carrying amount (RMB'000)	639,258	16,936	16,368	672,562
Assessed on individual basis	–	–	(10,347)	(10,347)
Subtotal	639,258	16,936	6,021	662,215
Expected credit loss rate	1.1%	10.4%	70.7%	2.0%
Expected credit loss (RMB'000)	6,949	1,756	4,256	12,961

As of December 31, 2020	0-180 days	180-365 days	Over 365 days	Total
Gross carrying amount (RMB'000)	319,415	22,360	2,194	343,969
Expected credit loss rate	0.1%	11.8%	100%	1.5%
Expected credit loss (RMB'000)	319	2,647	2,194	5,160

The closing loss allowance for other receivables as of December 31, 2021 and 2020 reconcile to the opening loss allowance as follows:

	Other receivables	
	2021	2020
	RMB'000	RMB'000
At the beginning of the year	**5,160**	2,194
Increase in allowance recognized in profit or loss during the year	**19,329**	2,966
At the end of the year	**24,489**	5,160

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(c) Liquidity risk

The Group aims to maintain sufficient cash and cash equivalents. Due to the dynamic nature of the underlying businesses, the policy of the Group is to regularly monitor the Group's liquidity risk and to maintain adequate cash and cash equivalents to meet the Group's liquidity requirements.

The table below analyzes the Group's non-derivative financial liabilities that will be settled on a net basis into relevant maturity grouping based on the remaining period at each balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 1 year RMB'000	Between 1 and 2 years RMB'000	Over 2 years RMB'000	Total contractual cash flows RMB'000	Carrying amount RMB'000
As of December 31,2021					
Borrowings	**10,011**	**–**	**–**	**10,011**	**10,000**
Lease liabilities	**22,038**	**14,905**	**4,511**	**41,454**	**38,542**
Trade and other payables (excluding payroll and welfare payables, other taxes payables and warranty provisions)	**495,259**	**88,462**	**–**	**583,721**	**579,691**
	527,308	**103,367**	**4,511**	**635,186**	**628,233**
As of December 31,2020					
Borrowings	5,002	–	–	5,002	5,000
Lease liabilities	29,344	3,022	405	32,771	28,784
Trade and other payables (excluding payroll and welfare payables, other taxes payables and warranty provisions)	429,949	–	88,887	518,836	510,921
	464,295	3,022	89,292	556,609	544,705

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital.

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

3.3 Fair value estimation

The table below analyzes the Group's financial instruments carried at fair value as of December 31, 2021 by level of the inputs to valuation methodologies used to measure fair value. Such inputs are categorized into three levels within a fair value hierarchy as follows:

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

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

The following table presents the Group's assets that are measured at fair value as of December 31, 2021 and 2020:

As of December 31, 2021	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
Assets:				
Long-term investments				
– Financial assets at fair value through profit or loss (Note 16(b))	–	–	801,005	801,005
– Financial assets at fair value through other comprehensive income (Note 16(c))	27,749	–	9,407	37,156
Short-term investments placed with banks	–	–	8,000	8,000
	27,749	–	818,412	846,161

As of December 31, 2020	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
Assets:				
Long-term investments				
– Financial assets at fair value through profit or loss (Note 16(b))	–	–	559,494	559,494
– Financial assets at fair value through other comprehensive income (Note 16(c))	–	–	9,050	9,050
Short-term investments placed with banks	–	–	20,449	20,449
	–	–	588,993	588,993

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

(a) Financial instruments in level 1

The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and equity securities) is based on quoted market prices at the end of the reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

(b) Financial instruments in 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 methodologies which maximize 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.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

Specific valuation methodologies used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments; and
- Other methodologies, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

All of the resulting fair value estimates are included in level 2 except for unlisted equity securities, a contingent consideration receivable and certain derivative contracts, where the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

(c) Financial instruments in level 3

Level 3 instruments of the Group's assets and liabilities mainly include financial assets at fair value through profit or loss, financial assets at fair value through other comprehensive income and short-term investments placed with banks.

The following table presents the changes in level 3 instruments for the year ended December 31, 2021 and 2020:

	Financial assets at fair value through profit or losses RMB'000	Financial assets at fair value through other comprehensive income RMB'000	Short-term investments placed with banks RMB'000	Total RMB'000
Year ended December 31, 2021				
Opening balance as of December 31, 2020	559,494	9,050	20,449	**588,993**
Additions	82,903	574	2,815,229	**2,898,706**
Disposal	(22,707)	–	(2,838,605)	**(2,861,312)**
Changes in fair value (Note 7)	183,641	–	10,927	**194,568**
Currency translation differences	(2,326)	(217)	–	**(2,543)**
Closing balance as of December 31, 2021	801,005	9,407	8,000	**818,412**
Total unrealized losses and change in fair value for the year included in "other gains, net" for financial assets at fair value through profit or loss held at the end of the year	183,641	–	–	**183,641**

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

(c) Financial instruments in level 3 (Continued)

	Financial assets at fair value through profit or losses RMB'000	Financial assets at fair value through other comprehensive income RMB'000	Short-term investments placed with banks RMB'000	Total RMB'000
Year ended December 31, 2020				
Opening balance as of December 31, 2019	502,774	9,676	–	**512,450**
Additions	115,160	–	3,227,489	**3,342,649**
Disposal	–	–	(3,222,450)	**(3,222,450)**
Changes in fair value (Note 7)	(43,724)	–	15,410	**(28,314)**
Currency translation differences	(14,716)	(626)	–	**(15,342)**
Closing balance as of December 31, 2020	559,494	9,050	20,449	**588,993**
Total unrealized losses and change in fair value for the year included in "other gains/(losses), net" for financial assets at fair value through profit or loss held at the end of the year	(43,724)	–	449	**(43,275)**

The Group have appointed a team of professional personnel who have valuation experience to manage the evaluation of level 3 instruments for financial reporting purposes. The team manages the valuation exercise of the investments on a case by case basis. At least once every year, the team would use valuation methodologies to determine the fair value of the Group's level 3 instruments. External valuation experts will be involved when necessary.

The valuation of the level 3 instruments mainly included investments in private companies (Note 16(b)). As the investments in private companies are not traded in an active market and their fair values have been determined using various applicable valuation methodologies, including discounted cash flows and equity allocation model. Major assumptions used in the valuation include historical financial results, long-term revenue growth rate, long-term pre-tax operating margin, estimate of weighted average cost of capital (WACC), recent market transactions, marketability discount, expected volatility of shares under liquidation and redemption scenario, enterprise value-to-sales ratio and other exposure etc.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

(c) Financial instruments in level 3 (Continued)

Except for the financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income, the carrying amounts of financial assets including cash and cash equivalents, short-term investments placed with banks, short-term bank deposits, restricted cash, trade receivables and other receivables; and financial liabilities including trade and other payables, approximate their respective fair values due to their short maturity at the reporting date.

The quantitative information about fair value measurements using significant unobservable inputs (Level 3) is presented as follows:

Description	Fair value as of December 31, 2021 (RMB'000)	Fair value as of December 31, 2020 (RMB'000)	Valuation methodology(s)	Unobservable input	Range (weighted average) 2021	Range (weighted average) 2020
Financial assets at fair value through profit or loss (Note 16(b))	801,005	559,494	Discounted cash flow	Annual revenue growth rate	12.0%-28.9%	12.6%-32.8%
				Terminal growth rate	1.5%-3.0%	1.5%-3.0%
				Weighted average cost of capital	15.0%-16.4%	15.0%-16.4%
			Equity allocation model	Expected volatility of shares under liquidation and redemption scenario	42.9%-83.2%	48.4%-77.1%
				Marketability discount	20.6%-30.0%	28.0%-30.0%
				Enterprise value-to-sales ratio	1.3-2.2	1.6-3.4
				Risk-free rate	2.4%-2.7%	2.8%-2.9%

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgment in applying the Group's accounting policies.

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Fair value of financial assets

The fair value of financial assets that are not traded in an active market (for example, investments in private companies) is determined by using valuation methodologies. The Group uses its judgment to select a variety of methods and make assumptions, as mentioned in Note 3.3(c), that are mainly based on market conditions existing at the end of each reporting period. Changes in these assumptions and estimates could materially affect the respective fair value of these investments.

(b) Impairment provision for trade and other receivables

Management assesses the impairment of trade and other receivables according to the trade and other receivables' expected credit loss, management's prior experiences and customers' conditions as well as applying management's judgments and estimates when determining the impairment to be recognized. Management reassesses the provision at each balance sheet date. Where the basis of judgments and estimates is different from the initial assessment, such differences will impact the provision for impairment and the carrying values of the trade and other receivables in the year.

(c) Impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment. Goodwill is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Determining whether goodwill is impaired requires an estimation of the recoverable amount of CGU to which goodwill has been allocated, which is the higher of the value in use or fair value less costs of disposal. The calculation requires the Group to estimate the future cash flows expected to arise from CGU and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash, a material impairment loss/further impairment loss may arise. Details of the key assumptions in assessment are disclosed in Note 15.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

(d) Impairment of intangible assets with definite useful life

Intangible assets with definite useful life mainly include copyrights, customer relationship, brand names, domain names and computer software. They are initially recognized and measured at cost or estimated fair value of intangible assets acquired through business combinations.

Impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

(e) Payables to non-controlling shareholders of a subsidiary

As disclosed in Note 25(a), the Group is obliged to acquire the non-controlling equity interest of a subsidiary from its non-controlling shareholders and, accordingly, it had recognized a financial liability due to the non-controlling shareholders computed based on the estimated outcome of the future performance of the subsidiary (determined by net income reported by the subsidiary), as specified in the underlying investment agreement. Changes in estimates of future performance of the subsidiary may affect the carrying amounts of the financial liability and other gains, net. If the outcome of the performance of the subsidiary had been higher or lower by 10% over estimation, the carrying amount of the payables to non-controlling shareholders of the subsidiary would have been approximately RMB7,700,000 higher or RMB15,400,000 lower, and other gains, net would have been approximately RMB7,700,000 lower or RMB15,400,000 higher accordingly.

(f) Accounting of cryptocurrencies

IFRSs do not specifically address accounting for cryptocurrencies. Accordingly, for the preparation of the annual report, management needs to apply judgement in determining appropriate accounting policies based on the facts and circumstances of the Group's acquisition and holding of cryptocurrencies.

Given the Group's purpose for holding cryptocurrencies, management considered that cryptocurrencies purchased and held by the Group should be accounted for as indefinite-lived intangible assets accounted for under the cost model.

As disclosed in Note 15(b), in determining fair values used for impairment tests, management needs to apply judgement to identify the relevant available markets for trading of cryptocurrencies, and to consider accessibility to and activity within those markets in order to identify the principal cryptocurrency markets to ascertain the respective fair market values.

5 REVENUE AND SEGMENT INFORMATION

The Group's business activities, for which discrete financial statements are available, are regularly reviewed and evaluated by the chief operating decision-maker ("**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. The Group does not distinguish between markets or segments for the purpose of internal reporting. The Group's long-lived assets are substantially located in the PRC and substantially all of the Group's revenues are derived from entities incorporated and operating in the PRC. Therefore, no geographical segments are presented.

The results of the revenue for the year ended December 31, 2021 and 2020 are as follows:

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
Online Advertising	**765,849**	680,709
VIP Subscription and Image SaaS	**519,492**	210,417
Internet Value-added Services	**81,673**	53,764
IMS and Others	**299,015**	249,130
Total revenue	**1,666,029**	1,194,020

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
Timing of revenue recognition		
Over time	**1,277,927**	887,932
At a point in time	**388,102**	306,088
	1,666,029	1,194,020

No revenue from any customer exceeded 10% or more of the Group's revenue for the year ended December 31, 2021 and 2020.

5 REVENUE AND SEGMENT INFORMATION (CONTINUED)

(a) Contract costs and liabilities

(i) The Group has recognized the following assets and liabilities related to contracts with customers:

	As of December 31,	
	2021	2020
	RMB'000	RMB'000
Contract costs:		
– VIP Subscription and Image SaaS	**29,815**	18,337
– Others	**65**	–
	29,880	18,337
Contract liabilities:		
– VIP Subscription and Image SaaS	**126,753**	58,388
– Others	**31,630**	13,201
	158,383	71,589

(ii) No impairment of contract costs was recognized by the Group as of December 31, 2021 (2020: nil).

(iii) During the year ended December 31, 2021, RMB18,337,000 of carried-forward contract costs were recognized as cost of sales in the statement of profit or loss.

(iv) The following table shows how much of the revenue recognized in the current reporting period relates to carried-forward contract liabilities.

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
– VIP Subscription and Image SaaS	**58,388**	15,321
– Others	**13,201**	20,750
	71,589	36,071

All the revenue contracts are for periods of one year or less or are billed based on time incurred. As permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

6 OTHER INCOME

	Year ended December 31, 2021 RMB'000	2020 RMB'000
Value-added tax refund	**68,980**	14,117
Government subsidies	**32,493**	18,728
Others	**–**	5,676
	101,473	38,521

7 OTHER GAINS, NET

	Year ended December 31, 2021 RMB'000	2020 RMB'000
Fair value changes of financial assets at fair value through profit or loss (Note 16(b))	**183,641**	(43,724)
Gains on short-term investments placed with banks	**10,927**	15,410
Remeasurement gains on consideration payable to non-controlling shareholders of a subsidiary, net (Note 25(a))	**–**	13,788
Others	**17,392**	14,565
	211,960	39

8 EXPENSES BY NATURE

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
Employee benefit expenses (Note 9)	**865,718**	635,136
Service fees sharing to influencers	**263,830**	186,424
Promotion and advertising expenses	**184,001**	127,829
Revenue sharing fee to payment channels	**128,616**	61,540
Bandwidth and storage related costs	**79,809**	64,847
Depreciation of right-of-use assets (Note 14)	**40,797**	39,211
Tax and levies	**23,896**	9,217
Amortization of intangible assets (Note 15)	**23,276**	25,581
Travelling and entertainment expenses	**16,874**	13,803
Depreciation of property and equipment (Note 13)	**11,866**	30,525
Auditor's remuneration	**5,660**	6,000
Others	**98,062**	97,668
Total cost of sales, selling and marketing expenses, administrative expenses and research and development expenses	**1,742,405**	1,297,781

9 EMPLOYEE BENEFIT EXPENSES

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
Wages, salaries and bonuses	**686,540**	514,975
Other social security costs, housing benefits and other employee benefits	**87,927**	68,072
Share-based compensation expenses (Note 24)	**55,502**	46,730
Pension costs – defined contribution plans	**35,749**	5,359
	865,718	635,136

(a) Senior management's emoluments

Senior management includes executive directors, the chief executive and other senior management personnel. The aggregate compensation paid or payable to senior management for employee services excluding the directors and the chief executive, whose details have been reflected in Note 30, is as follows:

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
Share-based compensation expenses	**12,322**	16,622
Wages, salaries and bonuses	**7,149**	9,973
Pension costs – defined contribution plans	**11**	9
Other social security costs, housing benefits and other employee benefits	**96**	65
	19,578	26,669

9 EMPLOYEE BENEFIT EXPENSES (CONTINUED)

(a) Senior management's emoluments (Continued)

The emoluments fell within the following bands:

	Number of individuals Year ended December 31, 2021	2020
HK$500,001 to HK$1,000,000	**–**	1
HK$1,000,001 to HK$5,000,000	**1**	–
HK$5,000,001 to HK$10,000,000	**1**	1
HK$10,000,001 to HK$15,000,000	**–**	2
HK$15,000,001 to HK$20,000,000	**1**	–
	3	4

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include 1 director (2020: none). All of these individuals have not received any emolument from the Group as an inducement to join the Group or compensation for loss of office during the year ended December 31, 2021 (2020: none). The emoluments payable to the 4 non-director (2020: 5) and 1 director (2020: none) individuals for the year ended December 31, 2021 are as follows:

	Year ended December 31, 2021 RMB'000	2020 RMB'000
Share-based compensation expenses	**17,839**	18,866
Wages and salaries	**8,304**	10,631
Bonuses	**4,877**	3,706
Pension costs – defined contribution plans	**132**	85
Other social security costs, housing benefits and other employee benefits	**261**	242
	31,413	33,530

9 EMPLOYEE BENEFIT EXPENSES (CONTINUED)

(b) Five highest paid individuals (Continued)

The emoluments fell within the following bands:

	Number of individuals Year ended December 31,	
	2021	2020
HK$3,000,001 to HK$3,500,000	**1**	–
HK$3,500,001 to HK$4,000,000	**–**	1
HK$4,500,001 to HK$5,000,000	**1**	1
HK$5,000,001 to HK$5,500,000	**1**	–
HK$8,000,001 to HK$8,500,000	**–**	1
HK$9,000,001 to HK$9,500,000	**1**	–
HK$10,500,001 to HK$11,000,000	**–**	1
HK$11,500,001 to HK$12,000,000	**–**	1
HK$15,500,001 to HK$16,000,000	**1**	–
	5	5

10 FINANCE INCOME, NET

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
Interest income	**14,224**	41,902
Interest expenses	**(664)**	(585)
Foreign exchange losses, net	**(3,164)**	(4,141)
Finance charges paid/payable for lease liabilities and others	**(7,995)**	(7,620)
	2,401	29,556

11 INCOME TAX EXPENSE

The income tax expense of the Group for the year ended December 31, 2021 and 2020 are analyzed as follows:

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
Current income tax:		
– PRC and overseas enterprise income tax	**31,407**	22,279
Deferred income tax (Note 26)	**35,088**	1,749
	66,495	24,028

The tax on the Group's loss before income tax differs from the theoretical amount that would arise using the statutory tax rate applicable to loss of the consolidated entities as follows:

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
Loss before income tax:	**(10,935)**	(36,104)
Tax calculated at statutory income tax rates applicable to losses of the consolidated entities in their respective jurisdictions	**18,298**	1,936
Tax effects of:		
– Preferential income tax rates applicable to subsidiaries	**1,681**	1,755
– Tax losses and temporary differences for which no deferred tax asset was recognized	**9,944**	10,902
– Super Deduction for research and development expenses (Note (d))	**(1,647)**	(1,039)
– Income not subject to tax	**(18,493)**	(2,436)
– Expenses not deductible for income tax purposes:		
– Goodwill impairment	**40,510**	–
– Share-based compensation	**12,267**	11,658
– Others	**3,935**	1,252
Income tax expense	**66,495**	24,028

Deferred income tax assets are recognized for tax loss carry-forwards to the extent that the realization of the related tax benefit through future taxable profits is probable. As of December 31, 2021, certain PRC subsidiaries of the Group suffered operating losses for the year. Based on management's assessment, the Group did not recognize deferred income tax assets of RMB476,995,000 in respect of losses to RMB3,473,519,000 that can be carried forward against future taxable income.

11 INCOME TAX EXPENSE (CONTINUED)

(a) Cayman Islands and BVI Income Tax

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands and accordingly, is exempted from Cayman Islands income tax. The Group entities established under the International Business Companies Acts of the British Virgin Islands (the "**BVI**") are exempted from BVI income taxes.

(b) Hong Kong Income Tax

Hong Kong income tax rate is 16.5%. No provision for Hong Kong profits tax has been made as the Group utilized previous unrecognized tax losses.

(c) Corporate income tax in other countries

Income tax rate for subsidiaries in other jurisdictions, including the United States, Japan and Singapore were ranging from 17% to 21%. No provision for profits tax has been made as the Group did not have any assessable profits subject to these jurisdictions for the year.

(d) PRC Enterprise Income Tax ("EIT")

The income tax provision of the Group in respect of its operations in PRC was calculated at the tax rate of 25% on the assessable profits, based on the existing legislation, interpretations and practices in respect thereof.

Beijing Dajie Zhiyuan Information Technology Co., Ltd. ("**Zhiyuan**") has been qualified as a "High and New Technology Enterprise" ("**HNTE**") under the EIT Law and is entitled to a preferential income tax rate of 15% for three years till the end of the year of 2021. Management is in the process of applying for the renew of HNTE status and assess that it is very likely to continue to enjoy the preferential income tax rate as a HNTE.

According to relevant laws and regulations promulgated by the State Administration of Taxation of the PRC, enterprises engaging in research and development activities were entitled to claim 175% of their research and development expenses so incurred as tax deductible expenses when determining their assessable profits for that year ("**Super Deduction**").

12 LOSS PER SHARE

(a) Basic

	Year ended December 31,	
	2021	2020
Loss attributable to owners of the Company (RMB'000)	**(44,514)**	(40,970)
Weighted average number of ordinary shares in issue (thousand)	**4,318,536**	4,290,395
Basic and diluted loss per share (in RMB/share)	**(0.01)**	(0.01)

(b) Diluted

Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. For the year ended December 31, 2021 and 2020, the Company had two categories of potential ordinary shares, the shares options awarded under Pre-IPO ESOP (Note 24) and restricted stock unit under the Post-IPO Share Award Scheme (Note 24). As the Group incurred losses for the year ended December 31, 2021 and 2020, the potential ordinary shares were not included in the calculation of dilutive loss per share, as their inclusion would be anti-dilutive. Accordingly, dilutive losses per share for the year ended December 31, 2021 and 2020 is the same as basic loss per share.

13 PROPERTY AND EQUIPMENT

	Construction in progress RMB'000	Servers and other equipment RMB'000	Leasehold improvements RMB'000	Office equipment, motor vehicles and others RMB'000	Total RMB'000
As of January 1, 2021					
Cost	343,415	52,188	38,673	12,571	446,847
Accumulated depreciation and impairment	–	(42,977)	(35,051)	(7,993)	(86,021)
Net book amount	343,415	9,211	3,622	4,578	360,826
Year ended December 31, 2021					
Opening net book amount	343,415	9,211	3,622	4,578	360,826
Additions	22,378	7,912	2,422	1,945	34,657
Disposals	–	(397)	–	(37)	(434)
Depreciation charges	–	(5,685)	(4,104)	(2077)	(11,866)
Closing net book amount	365,793	11,041	1,940	4,409	383,183
As of December 31, 2021					
Cost	365,793	60,040	41,095	14,446	481,374
Accumulated depreciation and impairment	–	(48,999)	(39,155)	(10,037)	(98,191)
Net book amount	365,793	11,041	1,940	4,409	383,183
As of January 1, 2020					
Cost	–	174,185	56,331	17,228	247,744
Accumulated depreciation and impairment	–	(119,253)	(45,177)	(8,256)	(172,686)
Net book amount	–	54,932	11,154	8,972	75,058
Year ended December 31, 2020					
Opening net book amount	–	54,932	11,154	8,972	75,058
Additions	343,415	4,933	2,182	1,027	351,557
Disposals	–	(27,858)	(104)	(1,437)	(29,399)
Disposal of a subsidiary	–	(1,165)	(2,866)	(1,834)	(5,865)
Depreciation charges	–	(21,631)	(6,744)	(2,150)	(30,525)
Closing net book amount	343,415	9,211	3,622	4,578	360,826
As of December 31, 2020					
Cost	343,415	52,188	38,673	12,571	446,847
Accumulated depreciation and impairment	–	(42,977)	(35,051)	(7,993)	(86,021)
Net book amount	343,415	9,211	3,622	4,578	360,826

13 PROPERTY AND EQUIPMENT (CONTINUED)

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

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
Research and development expenses	**7,043**	12,363
Administrative expenses	**3,678**	7,500
Selling and marketing expenses	**1,019**	2,140
Cost of sales	**126**	8,522
	11,866	30,525

14 LEASE

(i) Amounts recognized in the balance sheet

The balance sheet shows the following amounts relating to leases:

	As of December 31,	
	2021	2020
	RMB'000	RMB'000
Right-of-use assets		
Buildings	**41,390**	29,844
Lease liabilities		
Current	**20,631**	25,979
Non-current	**17,911**	2,805
	38,542	28,784

14 LEASE (CONTINUED)

(i) Amounts recognized in the balance sheet (Continued)

Movements in the right-of-use assets for the years ended December 31, 2021 and 2020 are as follows:

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
As of January 1	**29,844**	51,455
Additions	**52,211**	29,322
Depreciation	**(40,797)**	(39,211)
Modifications to lease agreements	**471**	(297)
Disposal of a subsidiary	**–**	(9,688)
Exchange differences	**(339)**	(1,737)
As of December 31	**41,390**	29,844

(ii) Amounts recognized in the income statement

The income statement shows the following amounts relating to leases:

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
Depreciation charge of right-of-use assets		
Buildings	**40,797**	39,211
Interest expense (included in finance cost)	**2,367**	2,204
Expense relating to short-term leases	**4,007**	7,120

The total cash outflow for leases during the year ended December 31, 2021 was RMB53,664,000 (2020: RMB50,490,000).

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

The Group leases various buildings. Rental contracts are typically enertered into for fixed periods ranging from 1 to 5 years.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessors. Leased assets may not be used as security for borrowing purposes.

15 INTANGIBLE ASSETS

	Cryptocurrencies RMB'000	Goodwill RMB'000	Copyrights RMB'000	Brand names RMB'000	Customer relationship and others RMB'000	Total RMB'000
As of January 1, 2021						
Cost	–	211,779	60,634	146,620	70,190	489,223
Accumulated amortization and impairment	–	(33,336)	(7,028)	(16,082)	(39,823)	(96,269)
Net book amount	–	178,443	53,606	130,538	30,367	392,954
Year ended December 31, 2021						
Opening net book amount	–	178,443	53,606	130,538	30,367	392,954
Additions (Note (a))	649,969	–	189	–	2,879	653,037
Amortization	–	–	(6,060)	(9,380)	(7,836)	(23,276)
Currency translation differences	(11,757)	–	(2)	–	(318)	(12,077)
Disposal	–	–	–	–	(5,613)	(5,613)
Impairment loss (Note (b))	(28,533)	(162,039)	–	(37,051)	–	(227,623)
Closing net book amount	609,679	16,404	47,733	84,107	19,479	777,402
As of December 31, 2021						
Cost	637,570	211,779	60,816	146,620	64,456	1,121,241
Accumulated amortization and impairment	(27,891)	(195,375)	(13,083)	(62,513)	(44,977)	(343,839)
Net book amount	609,679	16,404	47,733	84,107	19,479	777,402
As of January 1, 2020						
Cost	–	274,422	60,587	178,089	70,362	583,460
Accumulated amortization and impairment	–	(53,537)	(968)	(5,767)	(25,389)	(85,661)
Net book amount	–	220,885	59,619	172,322	44,973	497,799
Year ended December 31, 2020						
Opening net book amount	–	220,885	59,619	172,322	44,973	497,799
Additions	–	–	56	–	890	946
Amortization	–	–	(6,060)	(10,315)	(9,206)	(25,581)
Currency translation differences	–	848	(9)	–	(1,062)	(223)
Disposal of a subsidiary	–	(43,290)	–	(31,469)	(5,228)	(79,987)
Closing net book amount	–	178,443	53,606	130,538	30,367	392,954
As of December 31, 2020						
Cost	–	211,779	60,634	146,620	70,190	489,223
Accumulated amortization and impairment	–	(33,336)	(7,028)	(16,082)	(39,823)	(96,269)
Net book amount	–	178,443	53,606	130,538	30,367	392,954

15 INTANGIBLE ASSETS (CONTINUED)

Amortization charges were expensed in the following categories in the consolidated income statement:

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
Cost of sales	**9,538**	9,380
Administrative expenses	**7,764**	9,712
Selling and marketing expenses	**4,964**	5,325
Research and development expenses	**1,010**	1,164
	23,276	25,581

(a) The increase in intangible assets for the year ended December 31, 2021 was primarily due to the purchase of cryptocurrencies. The Group has purchased cryptocurrencies amounting to RMB649,969,000 during the year ended December 31, 2021, which consisted of 31,000 units of Ethers at aggregate cash considerations of US$49,484,000 (equivalent to RMB321,889,000) and 940.88522604 units of Bitcoins at aggregate cash considerations of US$50,516,000 (equivalent to RMB328,080,000).

(b) Impairment loss

(i) Impairment tests for cryptocurrencies

Cryptocurrencies purchased and held by the Group have been assessed based on each type of cryptocurrencies for impairment testing. The Group carries out their impairment testing by comparing the recoverable amounts of cryptocurrencies to their carrying amounts. An impairment loss will be recognized when the recoverable amount is lower than the carrying amount, while a gain will not be recognized even when the recoverable amount is higher than the carrying amount. A gain will only be recognized if the cryptocurrency is disposed of, assuming the proceeds from disposal at that time is higher than its carrying amount.

15 INTANGIBLE ASSETS (CONTINUED)

(b) Impairment loss (Continued)

(i) Impairment tests for cryptocurrencies (Continued)

The carrying amounts of cryptocurrencies of the Group are presented below:

	As of December 31, 2021 RMB'000
Ethers	322,076
Bitcoins	315,494
	637,570

The recoverable amount of each type of cryptocurrencies are determined based on fair value less costs of disposal. In determining the fair values, the relevant available markets are identified by the Group, and the Group consider accessibility to, and activity within those markets in order to identify the principal cryptocurrency markets for the Group. The fair value of Ethers and Bitcoins traded in active markets (such as trading and exchange platforms) is determined based on quoted market prices at the end of the reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange and those prices represent actual and regularly occurring market transactions on an arm's length basis. Therefore, the fair value used for assessment of recoverable amount in impairment tests is determined as quoted prices (unadjusted) in active markets for Ethers and Bitcoins (Level 1).

As of December 31, 2021, the Group carried out impairment tests for Ethers and Bitcoins, respectively. Based on these impairment tests, the recoverable amount of Bitcoins was lower than its carrying amount by US$4,375,000, therefore an impairment loss of RMB28,533,000 was recognized in profit or loss by the Group for the year ended December 31, 2021. The recoverable amount of Ethers is higher than its carrying amount by US$66,757,000, therefore no impairment loss was recognized . However, as the Group had not disposed of any Ethers during the period, no profit or loss were recognized for Ethers for the year ended December 31, 2021.

15 INTANGIBLE ASSETS (CONTINUED)

(b) Impairment loss (Continued)

(ii) Impairment test for goodwill and other intangible assets

Goodwill arising from the Group's acquisition of subsidiaries was determined at the acquisition date respectively, being the difference between the purchase consideration and the fair value of net identifiable assets of acquirees. Goodwill has been assessed based on the related acquirees' cash generating unit (CGU) for impairment testing. The Group carries out its impairment testing on goodwill by comparing the recoverable amounts of CGUs or groups of CGUs to their carrying amounts.

Goodwill of the Group was allocated two CGUs, CGU A engaged in IMS and online recruitment services and CGU B engaged in advertising agency services.

As of December 31, 2021, goodwill was allocated to the Group's CGUs identified as follows:

	As of December 31, 2021	
	RMB'000	RMB'000
	CGU A	CGU B
Cost	162,039	49,740
Accumulated impairment	(162,039)	(33,336)
Net book amount	–	16,404

The recoverable amount of the CGUs are determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Management determined a projection period of five years based on expected development trend of the acquirees and industry experiences. Cash flows beyond the five-year period are extrapolated using the estimated terminal growth rates stated below. The growth rate does not exceed the long-term average growth rate for the related industry in which the CGUs operates. The discount rate used is pre-tax and reflects specific risks relating to the relevant industry.

15 INTANGIBLE ASSETS (CONTINUED)

(b) Impairment loss (Continued)

(ii) Impairment test for goodwill and other intangible assets (Continued)

After assessment of the performance of the above CGUs, management fully impaired the goodwill from CGU A and recognized an impairment loss of RMB162,039,000 for the goodwill and RMB37,051,000 for the other intangible assets. The key assumptions used for value-in-use calculations for CGU A are as follows:

	Year ended December 31,	
	2021	2020
Average expected growth rate of revenue	**18.6%**	106.5%
Terminal growth rate after 5 years	**2.5%**	3.0%
Pre-tax discount rate	**24.9%**	24.9%
Average EBITDA margins	**3.0%**	2.1%

16(A) INVESTMENTS IN ASSOCIATES AND A JOINT VENTURE

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
As of January 1	**83,737**	15,521
Additions	**60,000**	–
Conversion from a subsidiary to an associate due to loss of control (Note (i))	**–**	79,692
Share of (losses)/profits of the associates and the joint venture	**(1,638)**	4,561
Disposal	**(21,758)**	–
Impairment charge	**–**	(9,428)
Currency translation differences	**(2,208)**	(6,609)
As of December 31	**118,133**	83,737

16(A) INVESTMENTS IN ASSOCIATES AND A JOINT VENTURE (CONTINUED)

(i) On April 24, 2020, the Group disposed 3.32% effective equity interests of a subsidiary, PressLogic Holdings Limited ("**PressLogic**"), to PressLogic and other third parties at a cash consideration of HK$12,000,000 (equivalent to approximately RMB10,964,000). After the completion of the disposal transaction, the Group's shareholding in PressLogic reduced from 51.04% to 47.72% and the Group lost the control over PressLogic and only maintains significant influence in Presslogic. Accordingly, PressLogic started to be accounted for as an investment in associate.

(ii) As of December 31, 2021, the Group's investment in a joint venture amounted to RMB59,439,000 (December 31, 2020: nil).

(iii) For the year ended December 31, 2021, none of the Group's investments in associates or the joint venture is individually material to the Group.

16(B) FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
As of January 1	**559,494**	502,774
Additions	**82,903**	115,160
Disposal	**(22,707)**	–
Changes in fair value (Note 7)	**183,641**	(43,724)
Currency translation differences	**(2,326)**	(14,716)
As of December 31	**801,005**	559,494

The Group made investments in redeemable convertible preferred shares and ordinary shares with preferred rights (collectively as "**preferred shares**") of certain private companies, and these investments held by the Company contain certain embedded derivatives. Additionally, in connection with certain investments in the preferred shares, the Group also holds board seats in certain investees, in which it can participate in the investees' financial and operating activities. These investee companies are accounted for as associates of the Group. After an assessment performed on the Group's business model adopted for managing financial assets and a test on whether the contractual cash flows represent SPPI, the Group recognized these investments as financial assets at fair value through profit or loss.

The Group performs assessment on the fair value of these financial assets periodically. Management reviews the investees' financial/operating performances and forecasts, and applies the appropriate valuation techniques, where applicable, in order to determine their respective fair values. During the year ended December 31, 2021, change in fair value amounting to RMB183,641,000 was recognized as other gains, net in the consolidated income statement (Note 7).

16(C) FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
As of January 1	**9,050**	9,676
Additions	**15,571**	–
Changes in fair value	**13,031**	–
Currency translation differences	**(496)**	(626)
As of December 31	**37,156**	9,050

The Group made investments in some ordinary shares and of certain private companies and a listed company, and these investments are not held for trading. The Group has made an irrevocable election at the time of initial recognition of these instruments to account them as equity investments at fair value through other comprehensive income.

During the year ended December 31, 2021, change in fair value amounting to RMB13,031,000 was recognized as other comprehensive income in the consolidated balance sheet (Note 23).

17 FINANCIAL INSTRUMENTS BY CATEGORY

	As of December 31,	
	2021	2020
	RMB'000	RMB'000
Financial assets		
Financial assets at amortized cost:		
– Term deposits (Note 20)	**511,459**	1,003,450
– Cash and cash equivalents (Note 21(a))	**738,732**	1,158,117
– Trade and other receivables (excluding prepayments and refundable value-added tax)	**1,100,533**	737,940
– Restricted cash (Note 21(b))	**500**	500
Financial assets at fair value through profit or loss:		
– Long-term investments (Note 16(b))	**801,005**	559,494
– Short-term investments placed with banks	**8,000**	20,449
Financial assets at fair value through other comprehensive income	**37,156**	9,050
	3,197,385	3,489,000

17 FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

	As of December 31, 2021 RMB'000	2020 RMB'000
Financial liabilities		
Financial liabilities at amortized cost:		
– Trade and other payables (excluding payroll and welfare payables, other taxes payables and warranty provisions)	**579,691**	510,921
– Borrowings	**10,000**	5,000
– Lease liabilities	**38,542**	28,784
	628,233	544,705

18 TRADE RECEIVABLES

	As of December 31, 2021 RMB'000	2020 RMB'000
Trade receivables from contracts with customers	**362,862**	355,656
Less: loss allowance (Note 3.1(b))	**(6,079)**	(4,639)
	356,783	351,017

The Group grants credit periods of 30 to 120 days to its customers. As of December 31, 2021 and 2020, the aging analysis of trade receivables based on transaction dates was as follows:

	As of December 31, 2021 RMB'000	2020 RMB'000
Up to 6 months	**303,111**	308,312
6 months to 1 year	**55,307**	31,066
Over 1 year	**4,444**	16,278
	362,862	355,656

As of December 31, 2021 and 2020, the carrying amounts of trade receivables were primarily denominated in RMB and approximated their fair values.

19 PREPAYMENTS AND OTHER RECEIVABLES

	As of December 31,	
	2021	2020
	RMB'000	RMB'000
Included in non-current assets		
Prepayment for share acquisition (Note 33)	**11,961**	–
Rental and other deposits	**5,770**	7,174
Others	**1,843**	716
Less: loss allowance (Note 3.1(b))	**(70)**	–
	19,504	7,890
Included in current assets		
Receivables from advertising customers for advertising agency services	**672,562**	343,969
Prepayment to advertising platform for advertising agency services	**131,662**	66,164
Loans to related parties	**45,165**	–
Refundable value-added tax	**39,118**	48,941
Rental and other deposits	**30,684**	27,361
Interest receivables	**1,016**	7,481
Others	**16,492**	17,484
Less: loss allowance (Note 3.1(b))	**(24,419)**	(5,160)
	912,280	506,240

As of December 31, 2021 and 2020, the carrying amounts of other receivables were primarily denominated in RMB and approximated their fair values at the year end.

20 TERM DEPOSITS

	As of December 31,	
	2021	2020
	RMB'000	RMB'000
Included in non-current assets:		
Long-term bank deposits	**30,000**	150,000
Included in current assets:		
Short-term bank deposits	**351,459**	853,450
Current portion of long-term bank deposits	**130,000**	–
	481,459	853,450
	511,459	1,003,450

As of December 31, 2021, short-term bank deposits amounting RMB351,459,000 (December 31, 2020: RMB853,450,000) are bank deposits with original maturities over three months but less than one year and redeemable upon maturity, while long-term bank deposits amounting RMB160,000,000 (December 31, 2020: RMB150,000,000) are bank deposits with original maturities over one year and redeemable on maturity. As of December 31, 2021, aggregate principal amount of these deposits of RMB130,000,000 would mature within 12 months and accordingly, they are presented as current assets in the consolidated balance sheet. These bank deposits are denominated in US$ and HK$, and the weighted average effective interest rate was 2.49% per annum for the year ended December 31, 2021 (December 31, 2020: 2.18%).

21 CASH AND BANK BALANCES

(a) Cash and cash equivalents

	As of December 31,	
	2021	2020
	RMB'000	RMB'000
Cash at bank and in hand	**738,732**	1,128,117
Short-term bank deposits with initial terms within three months	**–**	30,000
	738,732	1,158,117

(b) Restricted cash

As of December 31, 2021, RMB500,000 (2020: RMB500,000) of restricted deposits were held in a bank to guarantee payments of certain operating expenses.

22 SHARE CAPITAL AND PREMIUM

On November 25, 2016, the Company's shareholders resolved, among other things that, subject to the completion of initial public offering and fulfilment of certain other conditions, all the issued and unissued preferred shares will be re-classified and re-designated as ordinary shares of US$0.0001 par value each, following which each issued and unissued ordinary share of US$0.0001 par value each of the Company will be subdivided into 10 Shares of US$0.00001 par value each such that the authorized share capital of the Company shall be US$60,000 divided into 6,000,000,000 shares of par value US$0.00001 each ("**Share Subdivision**"). The share information stated as follows is after sub-division.

22 SHARE CAPITAL AND PREMIUM (CONTINUED)

As of December 31, 2021 and 2020, the authorized share capital of the Company comprised 6,000,000,000 ordinary shares with par value of US$0.00001 per share.

	Note	Number of ordinary shares '000	Nominal value of ordinary shares US$'000	Equivalent nominal value of ordinary shares RMB'000	Share premium RMB'000
Issued:					
As of January 1, 2021		**4,314,493**	**43**	**280**	**7,135,115**
Employee share option scheme under Pre-IPO ESOP					
– Shares issued and proceeds received	(a)	**7,910**	**–**	**1**	**1,532**
Post-IPO Share Award Scheme:					
– Shares issued	(b)	**30,000**	**–**	**–**	**–**
As of December 31, 2021		**4,352,403**	**43**	**281**	**7,136,647**
As of January 1, 2020		4,289,003	43	280	7,133,987
Employee share option scheme under Pre-IPO ESOP					
– Shares issued and proceeds received	(a)	5,490	–	–	1,128
Post-IPO Share Award Scheme:					
– Shares issued	(b)	20,000	–	–	–
As of December 31, 2020		4,314,493	43	280	7,135,115

(a) During the year ended December 31, 2021, 7,910,000 pre-IPO share options with exercise price of US$0.03 were exercised (2020: 5,490,000 pre-IPO share options).

(b) During the year ended December 31, 2021, the Company issued 30,000,000 new shares under the Post-IPO Share Award Scheme (2020: 20,000,000 shares).

23 RESERVES

	Statutory surplus reserve RMB'000	Share-based compensation reserve RMB'000	Financial assets at fair value through other comprehensive income RMB'000	Currency translation differences RMB'000	Other reserves RMB'000	Total RMB'000
As of January 1, 2021	**22,751**	**447,058**	**–**	**(428,597)**	**(149,122)**	**(107,910)**
Value of employee services:						
– Post-IPO Share Award Scheme (Note 24(b))	**–**	**49,068**	**–**	**–**	**–**	**49,068**
– Share incentive to senior management of subsidiaries (Note 24(d))	**–**	**5,329**	**–**	**–**	**–**	**5,329**
Changes in fair value of financial assets at fair value through other comprehensive income	**–**	**–**	**13,031**	**–**	**–**	**13,031**
Currency translation differences (Note (a))	**–**	**–**	**–**	**(28,382)**	**–**	**(28,382)**
Appropriation to statutory reserves (Note (b))	**4,076**	**–**	**–**	**–**	**–**	**4,076**
Transaction with non-controlling interest (Note (c))	**–**	**–**	**–**	**–**	**(26,854)**	**(26,854)**
As of December 31, 2021	**26,827**	**501,455**	**13,031**	**(456,979)**	**(175,976)**	**(91,642)**
As of January 1, 2020	20,120	400,328	–	(313,017)	(173,886)	(66,455)
Value of employee services:						
– Pre-IPO ESOP Scheme (Note 24(a))	–	376	–	–	–	376
– Post-IPO Share Award Scheme (Note 24(b))	–	46,290	–	–	–	46,290
– Share incentive to senior management of subsidiaries (Note 24(d))	–	64	–	–	–	64
Currency translation differences (Note (a))	–	–	–	(115,580)	–	(115,580)
Appropriation to statutory reserves (Note (b))	2,631	–	–	–	–	2,631
Acquisition of additional equity interests in non-wholly owned subsidiaries (Note (d))	–	–	–	–	24,764	24,764
As of December 31, 2020	22,751	447,058	–	(428,597)	(149,122)	(107,910)

23 RESERVES (CONTINUED)

(a) Currency translation differences represent the difference arising from the translation of the financial statements of companies within the Group that have a functional currency different from the presentation currency of RMB for the financial statements of the Company and the Group.

(b) The Company's subsidiaries incorporated in the PRC are required to make appropriations to statutory reserves from their profit for the year after offsetting accumulated losses carried forward from prior years as determined under the PRC accounting regulations and before distribution to be made to equity holders. The percentages to be appropriated to such statutory reserve are determined according to the relevant regulations in the PRC, and further appropriation is optional when the accumulated fund is 50% or more of the registered capital of the subsidiaries.

(c) During the year ended December 31, 2021, the Group increased the investment in a non-wholly owned subsidiary, while the non-controlling shareholders of the subsidiary did not contribute the proportional investment. Accordingly, it resulted in the dilution of the non-controlling interest in that subsidiary. Since the subsidiary was in a loss position, the non-controlling interest was increased by RMB26,854,000 and the other reserves was decreased by the same amount, which represents the deficit equity value of the interest acquired.

(d) As detailed in Note 25, the Group recognized a financial liability of RMB183,704,000 associated with an obligation to acquire the remaining non-controlling equity interest in a subsidiary. A corresponding debit was recorded in the reserve of the Group under such an arrangement. The Group acquired additional 14.86% equity interests in May 2019 and 14.86% equity interests in May 2020, respectively, pursuant to the provisions of the sales and purchase agreement ("**SPA**"). Accordingly, the non-controlling interest was reduced by RMB22,465,000 during the year ended December 31, 2019 and RMB24,764,000 during the year ended December 31, 2020, respectively, and the other reserves were credited by the same amounts, which represent the net assets values of the equity interests acquired.

24 SHARE-BASED PAYMENTS

(a) Pre-IPO ESOP

On February 15, 2014, the Board of Directors of the Company approved the establishment of the Pre-IPO ESOP with the purpose of providing incentives for employees and persons contributing to the Group. The Pre-IPO ESOP shall be valid and effective for 10 years from the grant date. The overall limit on the number of underlying shares is 116,959,070 shares.

24 SHARE-BASED PAYMENTS (CONTINUED)

(a) Pre-IPO ESOP (Continued)

(i) Shares options granted to employees under the Pre-IPO ESOP

The exercise price of the granted options to employees shall be US$0.03 per share. Except as provided otherwise in the grant letter or offer in any other form by the Board of Directors, 25% of the shares subject to the option shall vest on the first vesting date, and the remaining 75% shares shall vest over the next 36 months. The first vesting date should be determined by the Company and grantees for each grant agreement. The granted options have a contractual option term of 10 years. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

No share options were granted under Pre-IPO ESOP to employees of the Company in 2021 (2020: nil).

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

	Exercise price	Number of share options Year ended December 31, 2021	2020
At the beginning of the year		**26,603,073**	32,092,867
Exercised (Note (i))	US$0.03	**(7,910,303)**	(5,489,794)
At the end of the year		**18,692,770**	26,603,073

Notes:

(i) As a result of the options exercised during the year ended December 31, 2021, 7,910,303 ordinary shares were issued by the Company (Note 22). The weighted average price of the shares immediately before the dates on which the options were exercised was HK$2.53 per share (equivalent to RMB2.11 per share) (2020: HK$1.66 per share (equivalent to RMB1.47 per share)).

As of December 31, 2021, all share options granted will expire in 2026.

24 SHARE-BASED PAYMENTS (CONTINUED)

(a) Pre-IPO ESOP (Continued)

(ii) Share options granted to non-employees under Pre-IPO ESOP

On February 15, 2014, the Company granted 2,826,000 share options under Pre-IPO ESOP to the non-employees of the Company.

The exercise price of the options granted to the non-employees above is US$0.03 per share, and the vesting of the options is conditional, subject to their services received by the Company.

No share options were granted under Pre-IPO ESOP to non-employees of the Company in 2021 (2020: nil).

(iii) Fair value of share options granted under Pre-IPO ESOP

The directors had adopted the discounted cash flow method to determine the underlying equity fair value of the Company and the equity allocation model to determine the fair value of the underlying ordinary share. Key assumptions, such as discount rate and projections of future performance, are required to be determined by the directors with their best estimate made.

Based on fair value of the underlying ordinary share, the directors used the Binomial option-pricing model to determine the fair value of the share option as of the grant date.

For the year ended December 31, 2021, no share-based compensation related to Pre-IPO ESOP was recorded by the Group (2020: RMB376,000).

24 SHARE-BASED PAYMENTS (CONTINUED)

(b) Post-IPO Share Award Scheme

On November 25, 2016, the Post-IPO Share Award Scheme was adopted pursuant to the written resolutions of the Shareholders.

Movements in the number of award shares for the years ended December 31, 2021 and 2020 are as follows:

	Post-IPO Share Award Scheme Number of shares Year ended December 31,	
	2021	2020
At the beginning of the year	**45,122,220**	37,970,888
Granted	**28,403,149**	28,596,740
Vested	**(23,434,032)**	(15,488,413)
Forfeited	**(11,291,534)**	(5,956,995)
At the end of the year	**38,799,803**	45,122,220

The fair value of the awarded shares was calculated based on the market price of the Company's shares at the respective grant date.

The weighted average fair value of awarded shares granted during the year ended December 31, 2021 was HK$2.33 per share (equivalent to approximately RMB1.96 per share) (2020: HK$1.52 per share (equivalent to approximately RMB1.37 per share)).

During the year ended December 31, 2021, the Group recorded share based compensation of RMB49,068,000 (2020: RMB46,290,000) related to Post-IPO Share Award Scheme.

The outstanding awarded shares as of December 31, 2021 were divided into two to four tranches on an equal basis as of their grant dates. The first tranche can be vested after a specified period ranging from one to twelve months from the grant date, and the remaining tranches will become vested in each subsequent year. Among these outstanding awarded shares, there were certain shares which had been granted to several senior management with the service period and the performance conditions. During the year ended December 31, 2021, a number of award shares were forfeited due to the failure to meet certain performance conditions.

24 SHARE-BASED PAYMENTS (CONTINUED)

(b) Post-IPO Share Award Scheme (Continued)

(i) Expected Retention Rate under Post-IPO Share Award Scheme

The Group has to estimate the expected yearly percentage of grantees that will stay within the Group at the end of the vesting periods of the share options (the "**Expected Retention Rate**") in order to determine the amount of share-based compensation expenses charged to the consolidated income statement. As of December 31, 2021, the Expected Retention Rate, excluding senior management, was assessed to be 94% (2020: 94%). For senior management, the Group estimates the Expected Retention Rate on individual basis.

(c) Post-IPO Share Option Scheme

The Post-IPO Share Option Scheme was approved by the board on November 25, 2016 and adopted with effect from the completion of the IPO. As of December 31, 2021, no options have been granted by the Group under the Post-IPO Share Option Scheme.

(d) Share Incentive to Senior Management of Subsidiaries

(i) Shares incentive to senior management of a non-wholly owned subsidiary

On December 25, 2020, the Group and the non-controlling shareholders of its subsidiary, Ruisheng Tianhe (Beijing) Media and Technology Co., Ltd. ("**Ruisheng Tianhe**") (who are also the senior management personnel of Ruisheng Tianhe) entered into an agreement, pursuant to which the Group has agreed to sell, and the non-controlling shareholders/senior management have agreed to purchase 14.86% equity interests in Ruisheng Tianhe ("**Equity Transaction**") at an aggregate cash consideration of RMB7,690,000 (the "**Consideration**"). The Equity Transaction was completed on December 28, 2020.

Pursuant to the agreement, the senior management of Ruisheng Tianhe shall be required to sell back to the Group the 14.86% equity interest of Ruisheng Tianhe at the Consideration plus 5% compound interest per annum if they fail to meet certain service conditions. The Equity Transaction was deemed as a share incentive offered to the senior management of Ruisheng Tianhe and accordingly, RMB7,690,000 had been recognized as a financial liability of the Group as of December 31, 2020, which was determined based on the assessment that i) the consideration of the Equity Transaction lower than the respective fair value of the 14.86% equity interest and ii) the service condition is required to be met by the senior management of Ruisheng Tianhe.

During the year ended December 31, 2021, one of the senior management resigned from Ruisheng Tianhe and sold back 0.74% out of the 14.86% equity interests to the Group at a consideration amounting to RMB385,000. Accordingly, the financial liability of the Group as of December 31, 2021 was remeasured at RMB7,487,000 as of December 31, 2021.

24 SHARE-BASED PAYMENTS (CONTINUED)

(d) Share Incentive to Senior Management of Subsidiaries (Continued)

(i) Shares incentive to senior management of a non-wholly owned subsidiary (Continued)

In determining the fair value of the equity interest granted to the senior management of Ruisheng Tianhe as at the grant date of the incentive, a discounted cash flow method under the income approach had been applied by the Group. Key assumptions, such as discount rate and projections of future performance, are required to be determined by the Group with best estimate.

Key assumptions are set as below:

	As of the date of completion of the Equity Transaction
Average expected growth rate of revenue	8.6%
Terminal growth rate after 5 years	3.0%
Pre-tax discount rate	24.1%

Share-based compensation amounting RMB22,394,000 would be amortized during the required service period of the senior management of Ruisheng Tianhe, out of which RMB5,579,000 was recognized by the Group for the year ended December 31, 2021 (2020: RMB64,000).

(ii) Other share incentive

On October 1, 2021, certain shares of a subsidiary were granted to several senior management as share incentive with a service period determined at four and a half years starting from the date of grant. Share-based compensation amounting RMB6,061,000 would be amortized during the required service period of the senior management, out of which RMB855,000 was recognized by the Group for the year ended December 31, 2021.

25 TRADE AND OTHER PAYABLES

	As of December 31,	
	2021	2020
	RMB'000	RMB'000
Included in non-current liabilities		
Payables to non-controlling shareholders of a subsidiary (Note (a))	**84,432**	80,972
Included in current liabilities		
Payables to platforms for agency services	**312,678**	234,491
Payroll and welfare payables	**275,757**	211,580
Trade payables	**104,157**	107,614
Other tax payables	**32,899**	18,835
Deposits payable	**31,962**	50,630
Others	**46,462**	37,214
	803,915	660,364

The aging analysis of trade payables based (including amounts due to related parties of trading in nature) on transaction date is as follows:

	As of December 31,	
	2021	2020
	RMB'000	RMB'000
Up to 1 year	**99,951**	84,498
1 to 2 years	**904**	7,693
Over 2 years	**3,302**	15,423
	104,157	107,614

25 TRADE AND OTHER PAYABLES (CONTINUED)

(a) On January 25, 2018, the Group acquired an aggregate 50.48% equity interests of Ruisheng Tianhe and it became the Group's subsidiary accordingly. There was a contractual undertaking in the SPA that the Group was obliged to acquire the remaining 49.52% equity interests in Ruisheng Tianhe before the end of December 31, 2021. The purchase price would be determined at the time of the future acquisition dates, through different tranches within four years, according to a formula based on the future performance of Ruisheng Tianhe, which reflect the respective fair values of the interests. The Group had initially recognized a financial liability of RMB183,704,000 in 2018 associated with such an obligation based on the then estimated outcome of the performance of Ruisheng Tianhe, with a corresponding debit recorded in the reserve of the Group under such a forward contract arrangement.

In May 2019, the Group acquired the first tranche of 14.86% additional equity interests of Ruisheng Tianhe at a cash consideration of RMB59,356,000. In May 2020, the Group acquired the second tranche of 14.86% additional equity interests of Ruisheng Tianhe at a cash consideration of RMB6,687,000. The reduction in the amount of the consideration as compared to the first trache was due to the discrepancy between the actual performance of Ruisheng Tianhe with its forecast. Accordingly, a remeasurement loss on the related financial liability of RMB2,066,000 was recognized.

As mentioned in Note 24(d), the Group and the non-controlling shareholders of Ruisheng Tianhe entered into an agreement on the Equity Transaction in December 2020, pursuant to which the Group agreed to sell, and the non-controlling shareholders agreed to purchase 14.86% equity interests in Ruisheng Tianhe at an aggregate cash consideration of RMB7,690,000. The Equity Transaction was completed on December 28, 2020. Pursuant to the agreement, the non-controlling shareholders of Ruisheng Tianhe shall be required to sell back to the Group the 14.86% equity interest of Ruisheng Tian at same consideration plus 5% compound interest per annum if (1) Ruisheng Tianhe fails to file an application for an initial public offering in the PRC on or prior to December 31, 2022; or (2) Ruisheng Tianhe fails to complete a qualified initial public offering in the PRC on or prior to December 31, 2023 (unless the listing application is being processed by the relevant PRC authorities by then, that the relevant deadline will then be extended to no later than December 31, 2024) (collectively defined as "**Triggering Conditions**").

On December 25, 2020, the Group and the non-controlling shareholders of Ruisheng Tianhe also entered into a new sales and purchase agreement ("**New SPA**") regarding the acquisition of the remaining third trache of 19.80% equity interests. The Group will be obliged to purchase the remaining 19.80% equity interest from the non-controlling shareholders on or before June 30 of the year immediately following the year in which any of the Triggering Conditions have been triggered. The purchase price will determined, at the time of that future acquisition date, according to a formula based on future performance of the Ruisheng Tianhe for the year when the Triggering Conditions occur, which reflect the respective fair values of the underlying equity interests.

25 TRADE AND OTHER PAYABLES (CONTINUED)

(a) (Continued)

Accordingly, as of December 31, 2020, management of the Group had assessed and remeasured the financial liabilities due to the non-controlling shareholders at RMB73,282,000 for the remaining 19.80% equity interest of Ruisheng Tianhe based on the best estimate of the timing of the future acquisition date, and the corresponding performance forecast of Ruisheng Tianhe in accordance with the provisions laid down in the New SPA. As a result, a remeasurement gain of RMB15,854,000 was recognized for the year ended December 31, 2020.

As of December 31, 2021, the Group had performed a re-assessment and concluded that there was no significant discrepancy of the future performance forecast made by Ruisheng Tianhe as compared to that compiled in 2020. Accordingly, there had not been any significant gains or losses arising from remeasuring the financial liabilities due to non-controlling shareholders for the remaining 19.80% equity interests as at December 31, 2021.

26 DEFERRED TAX ASSETS AND LIABILITIES

(a) Deferred tax assets:

	As of December 31,	
	2021	2020
	RMB'000	RMB'000
Deferred tax assets:		
– Impairment of trade receivables, prepayments and other receivables	**7,018**	3,779

Deferred income taxes are calculated in full on temporary differences under the liability method using the tax rates which are expected to apply at the time of reversal of the temporary differences.

26 DEFERRED TAX ASSETS AND LIABILITIES (CONTINUED)

(a) Deferred tax assets: (Continued)

The movement in deferred tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Movement	Impairment of trade receivables, prepayments and other receivables RMB'000	Total RMB'000
As of January 1, 2020	3,037	3,037
Credited to profit or loss	742	742
As of January 1, 2021	**3,779**	**3,779**
Credited to profit or loss	**3,239**	**3,239**
As of December 31, 2021	**7,018**	**7,018**

26 DEFERRED TAX ASSETS AND LIABILITIES (CONTINUED)

(b) Deferred tax liabilities

	As of December 31, 2021 RMB'000	2020 RMB'000
Deferred tax liabilities		
– Appreciation on intangible assets from business combination	**18,679**	25,915
– Change in fair value of financial assets at fair value through profit or loss	**61,601**	16,038
Deferred tax liabilities	**80,280**	41,953

Movement	**Appreciation on intangible assets from business combination RMB'000**	**Change in fair value of financial assets at fair value through profit or loss RMB'000**	**Total RMB'000**
As of January 1, 2020	38,728	6,790	45,518
Disposal of a subsidiary	(6,056)	–	(6,056)
(Credited)/charged to profit or loss	(6,757)	9,248	2,491
As of January 1, 2021	**25,915**	**16,038**	**41,953**
(Credited)/charged to profit or loss	**(7,236)**	**45,563**	**38,327**
As of December 31, 2021	**18,679**	**61,601**	**80,280**

27 DIVIDENDS

No dividends have been paid or declared by the Company during the year ended December 31, 2021 (2020: nil).

28 CASH FLOW INFORMATION

(a) Cash (used in)/generated from operations

	Year ended December 31, 2021 RMB'000	2020 RMB'000
Loss before income tax	**(10,935)**	(36,104)
Adjustments for:		
– Depreciation of property and equipment (Note 13)	**11,866**	30,525
– Amortization of intangible assets (Note 15)	**23,276**	25,581
– Depreciation of right-of-use assets (Note 14)	**40,797**	39,211
– Share-based compensations (Note 24)	**55,502**	46,730
– Fair value changes on financial assets at fair value through profit or loss (Note 16(b))	**(183,641)**	43,724
– Impairment of receivables (Note 3.1(b))	**21,132**	5,020
– Impairment of other intangible assets (Note 15)	**65,584**	–
– Goodwill impairment charge (Note 15)	**162,039**	–
– Impairment of investments in associates in the form of ordinary shares	**–**	9,428
– Other losses related to non-operating activities	**(7,726)**	(20,077)
– Share of loss/(profit) of associates and joint ventures (Note 16(a))	**1,638**	(4,561)
– Investment income on short-term investments placed with banks	**(10,927)**	(15,410)
– Gains on disposal of a subsidiary	**–**	(8,373)
– Finance charges	**6,877**	6,827
– Interest income (Note 10)	**(14,224)**	(41,902)
– Foreign exchange loss, net	**14,605**	4,820
Changes in working capital:		
– Decrease in inventories	**1,776**	12,831
– Increase in trade receivables	**(8,048)**	(9,387)
– Increase in prepayments and other receivables	**(390,696)**	(68,326)
– Increase in contract costs	**(11,543)**	(18,337)
– Increase in trade and other payables	**142,563**	83,970
– Increase in contract liabilities	**86,794**	12,676
Cash (used in)/generated from operations	**(3,291)**	98,866

28 CASH FLOW INFORMATION (CONTINUED)

(a) Cash (used in)/generated from operations (Continued)

In the statement of cash flows, proceeds from disposal of property and equipment and intangible assets comprise:

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
Net book amount	**6,047**	29,399
Gain on disposals of property and equipment and intangible assets, net	**19**	1,269
Proceeds	**6,066**	30,668

(b) Non-cash investing and financing activities

There were no material non-cash transactions during the year ended December 31, 2021 (2020: nil).

28 CASH FLOW INFORMATION (CONTINUED)

(c) Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the years presented.

	As of December 31,	
	2021	2020
	RMB'000	RMB'000
Net debt		
Borrowings	**10,000**	5,000
Lease liabilities	**38,542**	28,784
Net debt	**48,542**	33,784

	Borrowings	Lease liabilities	Total
	RMB'000	RMB'000	RMB'000
Net debt as of January 1, 2020	–	49,404	49,404
Cash flows	5,000	(44,317)	(39,317)
Acquisition – leases	–	29,322	29,322
Disposal of a subsidiary	–	(5,795)	(5,795)
Modifications to lease agreements	–	(297)	(297)
Foreign exchange adjustments	–	(1,737)	(1,737)
Finance expense recognized	–	2,204	2,204
Net debt as of December 31, 2020	5,000	28,784	33,784
Cash flows	5,000	(44,952)	(39,952)
Acquisition – leases	–	52,211	52,211
Modifications to lease agreements	–	471	471
Foreign exchange adjustments	–	(339)	(339)
Finance expense recognized	–	2,367	2,367
Net debt as of December 31, 2021	10,000	38,542	48,542

29 COMMITMENTS

(a) Capital Commitments

Capital expenditure contracted as of December 31, 2021 but not yet incurred is as follows:

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
Construction in progress	**73,745**	–
Investment commitments (Note 33)	**27,910**	–
	101,655	–

30 RELATED PARTY TRANSACTIONS

Save as disclosed in other notes, the following significant transactions were carried out between the Group and its related parties during the year.

(a) Significant transactions with related parties

In the opinion of the executive directors of the Company, the related party transactions were carried out in the normal course of business and at terms negotiated between the Group and the respective parties.

	Year ended December 31,	
	2021	2020
	RMB'000	RMB'000
(i) Sales of goods and services:		
Associates in form of preferred shares	**941**	5,615
Others	**498**	253
	1,439	5,868
(ii) Purchases of goods and services:		
An associate	**9,282**	11,282
Others	**720**	50
	10,002	11,332

30 RELATED PARTY TRANSACTIONS (CONTINUED)

(a) Significant transactions with related parties (Continued)

	Year ended December 31, 2021 RMB'000	2020 RMB'000
(iii) Loans to investee companies and related interest:		
Associates in form of preferred shares	**45,320**	–

(b) Year end balances with related parties

	As of December 31, 2021 RMB'000	2020 RMB'000
(i) Payables to:		
Associates in form of preferred shares	**26,098**	38,460
An associate	**1,328**	1,707
	27,426	40,167
(ii) Receivables from:		
Associates in form of preferred shares	**45,165**	12,375
(iii) Prepayments to:		
An associate in form of preferred shares	**239**	–

Balances with other related parties were all unsecured and repayable on demand.

(c) Key management personnel compensations

Key management includes directors (executive and non-executive), the chief executive and other senior management. The compensations paid or payable to key management for employee services are shown below:

	Year ended December 31, 2021 RMB'000	2020 RMB'000
Share based compensation expenses	**12,575**	16,622
Wages, salaries and bonuses	**11,879**	13,881
Other social security costs, housing benefits and other employee benefits	**185**	152
Pension costs – defined contribution plan	**96**	72
	24,735	30,727

31 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' and chief executive's emoluments

All of the directors have not received any emolument form the Group as an inducement to join the Group or compensation for loss of office during the year ended December 31, 2021 (2020: none). The remuneration of each director for the year ended December 31, 2021 is set out as below:

Name	Fees RMB'000	Salaries RMB'000	Bonuses RMB'000	Pension costs – defined contribution plan RMB'000	Other social security costs, housing benefits and other employee benefits RMB'000	Total RMB'000
Executive Directors						
Cai Wensheng	871	–	–	68	10	949
Wu Zeyuan	1,031	722	512	17	64	2,346
Independent Non-executive Directors						
Zhou Hao	294	–	–	–	–	294
Lai Xiaoling	294	–	–	–	–	294
Kui Yingchun	294	–	–	–	–	294
Zhang Ming (Note (a))	124	–	–	–	–	124
Non-executive Directors						
Guo Yihong	–	–	–	–	–	–
Lee Kai-fu	294	–	–	–	15	309
Chen Jiarong	294	–	–	–	–	294
	3,496	722	512	85	89	4,904

Notes:

(a) Retired on June 2, 2021.

31 BENEFITS AND INTERESTS OF DIRECTORS (CONTINUED)

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

The remuneration of each director for the year ended December 31, 2020 is set out as below:

Name	Fees RMB'000	Salaries RMB'000	Bonuses RMB'000	Pension costs – defined contribution plan RMB'000	Other social security costs, housing benefits and other employee benefits RMB'000	Total RMB'000
Executive Directors						
Cai Wensheng	926	–	–	61	10	997
Wu Zeyuan	303	722	170	2	61	1,258
Independent Non-executive Directors						
Zhou Hao	303	–	–	–	–	303
Lai Xiaoling	303	–	–	–	–	303
Zhang Ming	300	–	–	–	–	300
Kui Yingchun (Note (b))	175	–	–	–	–	175
Non-executive Directors						
Guo Yihong	227	–	–	–	–	227
Lee Kai-fu	303	–	–	–	15	318
Chen Jiarong (Note (c))	175	–	–	–	–	175
	3,015	722	170	63	86	4,056

Notes:

(b) Appointed on June 3, 2020.

(c) Appointed on June 3, 2020.

(b) Directors' retirement benefits

During the year, no retirement benefits were paid to or receivable by the directors in respect of their services as directors of the Company and its subsidiaries or other services in connection with the management of the affairs of the Company or its subsidiary undertaking (2020: nil).

31 BENEFITS AND INTERESTS OF DIRECTORS (CONTINUED)

(c) Directors' termination benefits

During the year, no payments or benefits in respect of termination of directors' services were paid or made, directly or indirectly, to the directors; nor are any payable (2020: nil).

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

During the year, no consideration was provided to or receivable by third parties for making available directors' services (2020: nil).

(e) Information about loans, quasi-loans and other dealings in favor of directors, controlled bodies corporate by and connected entities with such directors

During the year, there were no loans, quasi-loans or other dealings in favor of the directors, their controlled bodies corporate and connected entities (2020: nil).

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

No significant transactions, arrangements and contracts in relation to the Company'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 (2020: nil).

32 CONTINGENCIES

Save as disclosed in Note 25, the Group did not have any material contingent liabilities as of December 31, 2021 (2020: nil).

33 SUBSEQUENT EVENTS

On December 17, 2021, the Group announced a step-up acquisition of approximately 20.67% equity interests in Meidd, a then investment in associate in the form of preferred shares of the Group. Meidd and its subsidiaries are principally engaged in providing retail merchant services and software-as-a-service products to retail stores selling personal care and beauty products. The acquisition was completed in January 2022. The fair value of the total consideration of approximately RMB77,172,000 was settled by cash amounting to RMB39,871,000 and the allotment and issue of 29,453,000 new shares ("**Consideration Shares**") amounting to RMB37,301,000, being the fair value calculated based on the closing market share price of the Company of HK$1.55 per share (equivalent to RMB1.27 per share) published as of January 7, 2022, the date of completion of the step-up acquisition.

After the completion of the step-up acquisition, the Group obtained control over Meidd and Meidd became a non-wholly owned subsidiary of the Group and its financial results were thereafter consolidated with the Group's financial statements.

34 BALANCE SHEET AND RESERVES MOVEMENT OF THE COMPANY

(a) Balance sheet of the Company

	As of December 31, 2021 RMB'000	2020 RMB'000
ASSETS		
Non-current assets		
Investments in subsidiaries	**4,560,075**	4,245,424
Financial assets at fair value through other comprehensive income	**27,749**	–
	4,587,824	4,245,424
Current assets		
Amount due from subsidiaries	**516,473**	695,036
Prepayments and other receivables	**864**	6,368
Short-term bank deposits	**234,195**	549,766
Cash and cash equivalents	**13,533**	24,737
	765,065	1,275,907
Total assets	**5,352,889**	5,521,331
EQUITY AND LIABILITIES		
Equity		
Share capital	**281**	280
Share premium	**7,136,647**	7,135,115
Reserves (Note 34(b))	**4,581**	54,867
Accumulated loss (Note 34(b))	**(1,835,188)**	(1,833,352)
Total equity	**5,306,321**	5,356,910
Liabilities		
Current liabilities		
Amount due to subsidiaries	**46,486**	164,369
Trade and other payables	**82**	52
Total liabilities	**46,568**	164,421
Total equity and liabilities	**5,352,889**	5,521,331

The balance sheet of the Company was approved by the Board of Directors on March 30, 2022 and was signed on its behalf.

Cai Wensheng
Director

Wu Zeyuan
Director

34 BALANCE SHEET AND RESERVES MOVEMENT OF THE COMPANY (CONTINUED)

(b) Reserves movement of the Company

	Reserves RMB'000	Accumulated (losses)/ retained earnings RMB'000
As of January 1, 2021	**54,867**	**(1,833,352)**
Loss for the year	**–**	**(1,836)**
Value of employee services	**49,068**	**–**
Changes in fair value of financial assets at fair value through other comprehensive income	**13,031**	**–**
Currency translation differences (Note (i))	**(112,385)**	**–**
As of December 31, 2021	**4,581**	**(1,835,188)**
As of January 1, 2020	348,150	(1,840,590)
Profit for the year	–	7,238
Value of employee services	46,666	–
Currency translation differences (Note (i))	(339,949)	–
As of December 31, 2020	54,867	(1,833,352)

Note:

(i) Currency translation differences represent the difference arising from the translation of the financial statements of the Company, of which the functional currency is US$, into the financial statements of the Company presented in RMB.

35 SUBSIDIARIES

The following is a list of the principal subsidiaries as of December 31, 2021:

Name	Place of establishment and nature of legal entity	Principal activities and place of operation	Particulars of issued share capital	Proportion of ordinary shares directly/ indirectly held by the Group (%)
Meitu (China) Limited	Hong Kong/ Limited liability company	Investment holding, Hong Kong	HK$10,000	100%
Meitu Investment Ltd	The BVI/ Limited liability company	Investment holding, the BVI	US$1	100%
Xiamen Home Meitu Technology Co., Ltd.	The PRC/ Limited liability company	Provision of information technology services, the PRC	US$360,000,000	100%
Beijing Meitu Home Technology Co., Ltd.	The PRC/ Limited liability company	Provision of information technology services, the PRC	RMB10,000,000	100%
Xiamen Meitu Mobile Technology Co., Ltd.	The PRC/ Limited liability company	Smart hardware business, the PRC	RMB1,650,000,000	100%
Xiamen MeituEve Technology Co., Ltd.	The PRC/ Limited liability company	Smart hardware business, the PRC	US$8,000,000	100%
Xiamen Meitu Networks Technology Co., Ltd.	The PRC/ Limited liability company	Development and operation of apps, the PRC	RMB32,000,000	100%*
Ruisheng Tianhe (Beijing) Media and Technology Co., Ltd.	The PRC/ Limited liability company	Advertising agency, the PRC	RMB17,500,100	80.20%*
Dajie Net Investment Holdings Ltd.	Cayman Islands/ Limited liability company	IMS, the PRC	US$50,000	60.48%

35 SUBSIDIARIES (CONTINUED)

Name	Place of establishment and nature of legal entity	Principal activities and place of operation	Particulars of issued share capital	Proportion of ordinary shares directly/ indirectly held by the Group (%)
Beijing Dajie Zhiyuan Information Technology Co., Ltd.	The PRC/ Limited liability company	IMS, the PRC	RMB43,148,078	60.48%*
Tianjin Dajie Zhimei Information Technology Co., Ltd.	The PRC/ Limited liability company	IMS, the PRC	RMB5,000,000	60.48%*
Xiamen Ruisheng Tianhe Media and Technology Co., Ltd.	The PRC/ Limited liability company	Advertising agency, the PRC	RMB5,000,000	80.20%*
Tianjing Meijie Technology Co., Ltd.	The PRC/ Limited liability company	IMS, the PRC	US$115,500,000	60.48%
Miracle Vision Technology Pte Ltd	Singapore/ Limited liability company	Investment holding, Singapore	SG$100	100%

* These companies are the Group's consolidated structured entities

Five Year Financial Summary

CONDENSED CONSOLIDATED INCOME STATEMENTS

	Year ended 31 December				
	2017 RMB'000	2018 RMB'000	2019 RMB'000	2020 RMB'000	2021 RMB'000
	(Restated*)	(Restated**)	(Restated**)		
Revenue	4,490,376	947,671	977,867	1,194,020	**1,666,029**
Gross profit	1,069,121	492,130	699,283	793,871	**1,125,087**
Loss for the year from the continuing operations	(78,102)	(533,209)	(344,061)	(60,132)	**(77,430)**
Adjusted Net (Loss)/Profit from continuing operations	66,080	(842,852)	(194,346)	48,855	**64,217**

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	As at 31 December				
	2017 RMB'000	2018 RMB'000	2019 RMB'000	2020 RMB'000	2021 RMB'000
Assets					
Non-current assets	503,097	943,406	1,274,787	1,597,574	**2,214,791**
Current assets	6,298,425	4,145,566	3,340,923	2,909,586	**2,532,523**
Total assets	6,801,522	5,088,972	4,615,710	4,507,160	**4,747,314**
Equity and liabilities					
Equity attributable to owners of the Company	5,642,040	3,840,697	3,637,858	3,553,930	**3,516,359**
Total equity	5,642,040	3,959,930	3,735,200	3,567,835	**3,515,802**
Non-current liabilities	–	150,148	149,259	125,730	**182,623**
Current liabilities	1,159,482	978,894	731,251	813,595	**1,048,889**
Total liabilities	1,159,482	1,129,042	880,510	939,325	**1,231,512**
Total equity and liabilities	6,801,522	5,088,972	4,615,710	4,507,160	**4,747,314**

* Financial metrics of 2017 are presented to exclude discontinued operation "*MeituBeauty*".

** Financial metrics of 2018 and 2019 are restated to exclude discontinued business "*MeituBeauty*" and smartphone business.

Definitions

"AI"	artificial intelligence
"Adjusted Net (Loss)/Profit"	adjusted net (loss)/profit is calculated as the (loss)/profit for the year, excluding the impact from certain non-cash or non-recurring expenses including: (i) share-based compensation; (ii) fair value (losses)/gain on long-term investments, net of tax; (iii) gains on disposal of long-term investments, net of tax; (iv) net effect of goodwill impairment and remeasurement gain on consideration to non-controlling shareholders of a subsidiary; and (v) amortization of intangible assets and other expenses related to acquisition, net of tax
"AGM"	the annual general meeting of the Company to be held on June 2, 2022
"Articles" or "Articles of Association"	the amended articles of association of the Company adopted on November 25, 2016 and effected on December 15, 2016 (the Listing Date), as amended from time to time
"Audit Committee"	the audit committee of the Company
"Auditor"	PricewaterhouseCoopers, the auditor of the Company
"Baolink Capital"	Baolink Capital Ltd, a company incorporated under the laws of the BVI on June 29, 2007, which is wholly-owned by Mr. Cai and is interested in approximately 11.48% of the issued share capital of our Company as at the Latest Practicable Date
"Board of Directors" or "Board"	our Board of Directors
"BVI"	the British Virgin Islands
"CG Code"	the Corporate Governance Code set out in Appendix 14 of the Listing Rules
"China", "Mainland China" or "PRC"	the People's Republic of China and, except where the context requires and only for the purpose of this report, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan. "Chinese" shall be construed accordingly

"Company", "our Company", "the Company", "Meitu", "we" or "us"	Meitu, Inc. 美图公司, an exempted company with limited liability incorporated under the laws of the Cayman Islands on July 25, 2013 and carries on business in Hong Kong as "美圖之家" (in Chinese) as approved and registered with the Registrar of companies in Hong Kong on October 28 and November 7, 2016, respectively. "Meitu" may also refer to the Company's brand if the context so requires. "Meitu", when italicized, refers to the Company's first product, *Meitu*
"Companies Act"	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Contractual Arrangements"	the Old Contractual Arrangements as replaced by the Existing Contractual Arrangements, details of which are described in the section headed "Contractual Arrangements" in this annual report
"Cryptocurrency Investment Plan"	the plan to make a net purchase of up to US$100,000,000 worth of cryptocurrencies, financed by the existing cash reserves other than any remaining proceeds from the Company's initial public offering, as more particularly set out in the announcement of the Company published on March 7, 2021
"Dajie Group"	Dajie Net, the Onshore Target Company, and their respective subsidiaries
"Dajie HK"	Dajie Net Hong Kong Limited (大街網香港有限公司), a limited liability company duly incorporated under the laws of Hong Kong and a company that will wholly own the Dajie WFOE upon its establishment
"Dajie Net"	Dajie Net Investment Holdings Ltd., a limited liability company incorporated under the laws of the Cayman Islands and a holding company that directly wholly owns Dajie HK, which in turn wholly own the Dajie WFOE
"Dajie Relevant Shareholders"	Meitu Networks holding approximately 85.52% equity interest in the Onshore Target Company and the other shareholders of the Onshore Target Company as follows: (a) 北京融薈企業管理合夥企業(有限合夥)(Beijing Ronghui Enterprise Management Partnership (Limited Partnership)) as to approximately 10.28%; and (b) Ms. Wang Xiujuan (王秀娟) as to approximately 4.20%

Definitions

"Dajie VIE Agreements"	the Old Dajie VIE Agreements as replaced by the Existing Dajie VIE Agreements, details of which are described in the section headed "Dajie VIE Agreements" in this annual report
"Dajie WFOE"	Tianjin Meijie Technology Co., Ltd. (天津美街科技有限公司), a wholly foreign-owned enterprise set up by Dajie HK under the laws of the PRC
"Director(s)"	the director(s) of our Company
"Existing Contractual Arrangements"	the series of contractual arrangements entered into between Mr. Wu, Xiamen Hongtian, Meitu Home and Meitu Networks (as applicable), details of which are described in the section headed "Contractual Arrangements" in this annual report
"Existing Dajie VIE Agreements"	the series of contractual arrangements entered into between the Dajie WFOE, the Onshore Target Company and the Dajie Relevant Shareholders, details of which are described in the section headed "Dajie VIE Agreements" in this annual report
"Foreign Investment Law"	"The People's Republic of China Foreign Investors Investment Law《中華人民共和 國外商投資法》" adopted by the NPC on March 15, 2019
"Group", "our Group", or "the Group"	the Company, its subsidiaries and the PRC Operating Entities (the financial results of which have been consolidated and accounted for as a subsidiary of our Company by virtue of the contractual arrangements) from time to time
"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the PRC
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"ICP"	Internet content provider
"ICP License"	Value-added Telecommunications Service Operating Permit for Internet Information Service
"IFRS"	the International Financial Reporting Standards, amendments and interpretation issued from time to time by the International Accounting Standards Board
"IPO"	the initial public offering of the Company on December 15, 2016

"IVAS"	Internet value-added services
"Latest Practicable Date"	April 21, 2022, being the latest practicable date prior to the bulk printing and publication of this annual report
"Listing"	the listing of our Shares on the Main Board of the Stock Exchange
"Listing Date"	December 15, 2016, the date on which the Shares were listed on the Stock Exchange
"Listing Rules"	the Rules governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
"Longlink Capital"	Longlink Capital Ltd, a company incorporated under the laws of the BVI on January 11, 2007, which is wholly-owned by Longlink Limited, which in turn is held by Lion Trust (Singapore) Limited as trustee for the benefit of Mr. Cai and is interested in approximately 14.05% of the issued share capital of our Company as at the Latest Practicable Date
"Main Board"	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Stock Exchange
"MAUs"	monthly active users
"Meidd"	Meidd Technology (Shenzhen) Co., Ltd.* (美得得科技(深圳)有限公司), a non-wholly owned subsidiary of Meitu Networks as to approximately 63.35% as at December 31, 2021
"Meidd Acquisition"	The acquisition of approximately 9.57% equity interest in Meidd by Meitu Networks from Kingkey Capital pursuant to the terms of the acquisition agreement dated April 9, 2021, entered into between Meitu Networks, Kingkey Capital and Meidd

Definitions

"Meidd Sellers"	Mr. Wen Min (the chief executive office, a director and a founder of Meidd), Mr. Huang Zhifeng (a deputy general manager, a director and a founder of Meidd), Mr. Tan Jiaxian (a professional investor and holder of equity interest of Meidd) and Mr. Yang Xiangyang (a professional investor and holder of equity interest of Meidd)
"Meipai Global"	Meipai Global Limited (美拍網絡有限公司), a limited liability company incorporated under the laws of Hong Kong on June 19, 2015, and our indirectly wholly-owned subsidiary
"Meitu HK"	Meitu (China) Limited (美圖(中國)有限公司), a limited liability company incorporated in Hong Kong on August 12, 2013, and a subsidiary of the Company
"Meitu Home"	Xiamen Home Meitu Technology Co., Ltd. (廈門美圖之家科技有限公司), a company established in the PRC on October 14, 2013, and a subsidiary of the Company
"Meitu Investment"	Meitu Investment Ltd, a BVI business company incorporated under the laws of the BVI on January 30, 2015, and a subsidiary of the Company
"Meitu Mobile"	Xiamen Meitu Mobile Technology Co., Ltd. (廈門美圖移動科技有限公司), a company established in the PRC on March 1, 2013 and a subsidiary of the Company
"Meitu Networks"	Xiamen Meitu Networks Technology Co., Ltd. (廈門美圖網科技有限公司) (formerly known as Xiamen Shuzi Qingyuan Networks Technology Co, Ltd. (廈門數字情緣網科技有限公司) and Xiamen Networks Zhiyuan Xinxi Technology Co. Ltd (廈門網之源信息科技有限公司)), a company established in the PRC on June 18, 2003, owned by Mr. Wu and Xiamen Hongtian as 51% and 49% respectively as at December 31, 2021, and by virtue of the Existing Contractual Arrangements, accounted for as our subsidiary
"Meitu Technology"	Meitu Technology, Inc., formerly known as MagicV, Inc., and MIXVID, Inc., a limited liability company incorporated under the laws of the State of Delaware, on August 29, 2014, and our indirectly wholly-owned subsidiary
"Meitu Technology (US)"	Meitu Technology (US), LLC, formerly known as Commsource, LLC, a limited liability company incorporated under the laws of the State of California, on April 1, 2015, and our indirectly wholly-owned subsidiary

"MeituEve Contractual Arrangements"	the series of contractual arrangements entered into between the MeituEve Technology, MeituEve Networks and Xiamen Hongtian, details of which are described in the section headed "MeituEve contractual Arrangements" in this annual report
"MeituEve HK"	MeituEve International Limited (美圖宜膚國際有限公司), a limited liability company incorporated in Hong Kong on June 26, 2020, and a subsidiary of the Company
"MeituEve Cayman"	MeituEve, Inc. (formerly known as Meipai Ltd), a company incorporated in the Cayman Islands with limited liability on June 2, 2015, and a subsidiary of the Company
"MeituEve Networks"	Xiamen MeituEve Networks Services Co., Ltd.* (廈門美圖宜膚網絡服務有限公司), a company established in the PRC on May 19, 2021, wholly-owned by Xiamen Hongtian as at December 31, 2021 and as at the Latest Practicable Date, and by virtue of the MeituEve Contractual Arrangements, accounted for as our subsidiary
"MeituEve PRC Operating Entities"	MeituEve Networks and its subsidiaries and branches, the financial results of which have been consolidated and accounted for as if they were subsidiaries of our Company by virtue of the MeituEve Contractual Arrangements
"MeituEve Share Award Scheme"	the share award scheme adopted by MeituEve Cayman (a subsidiary of the Company) on June 2, 2021 and amended on September 30, 2021, which is not a share option scheme and is not subject to the provisions of Chapter 17 of the Listing Rules
"MeituEve Technology"	Xiamen MeituEve Technology Co., Ltd.* (廈門美圖宜膚科技有限公司), a company established in the PRC on May 19, 2021, and a subsidiary of the Company
"MIIT"	the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部) (formerly known as the Ministry of Information Industry)
"MOC"	the Ministry of Culture of the PRC (中華人民共和國文化部)
"Model Code"	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules

Definitions

"Mr. Cai"	Mr. CAI Wensheng (蔡文胜), our founder, chairman, executive Director, and an authorized representative
"Mr. Ngan"	Mr. NGAN King Leung Gary, our Chief Financial Officer, our company secretary and an authorized representative
"Mr. Wu"	Mr. WU Zeyuan (吳澤源), also known as Mr. WU Xinhong (吳欣鴻), our founder, Chief Executive Officer and executive Director
"Mr. Chen"	Mr. CHEN Jiarong (陳家荣), our non-executive Director and a substantial shareholder of the Company
"Ms. Cai"	Ms. CAI Shuting, the daughter of Mr. Cai and Ms. Wang
"Ms. Chen"	Ms. CHEN Cuie, the Group's finance director who has been employed by the Group for over 8 years and a director of a number of the Group's subsidiaries
"Ms. Wang"	Ms. WANG Baoshan, the spouse of Mr. Cai
"NASDAQ"	the National Association of Securities Dealers Automated Quotations
"Nomination Committee"	the nomination committee of the Company
"NPC"	the National People's Congress of the PRC
"NYSE"	the New York Stock Exchange
"Old Contractual Arrangements"	the series of contractual arrangements entered into by, among others, Meitu Home, Meitu Networks and its then nominee shareholders, details of which are described in the section headed "Contractual Arrangements" in the Prospectus
"Old Dajie VIE Agreements"	the series of contractual arrangements entered into by, among others, Dajie WFOE, the Onshore Target Company and its then nominee shareholders, details of which are described in the section headed "Dajie VIE Agreements" in this annual report

"Onshore Target Company"	北京大杰致遠信息技術有限公司 (Beijing Dajie Zhiyuan Information Technology Co., Ltd.), a limited liability company incorporated under the laws of the PRC, owned by the Dajie Relevant Shareholders as at December 31, 2021 and by the New Dajie Relevant Shareholders as at the Latest Practicable Date, and by virtue of the Dajie VIE Agreements and the New Dajie VIE Agreements (as applicable), accounted for as our subsidiary
"Pixocial Holdings"	Pixocial Holdings Ltd (formerly known as Meitu Holdings Ltd), an exempted company with limited liability incorporated under the laws of Cayman Islands on June 2, 2015, and our directly wholly-owned subsidiary
"Pixocial Singapore"	Pixocial Technology (Singapore) Pte. Ltd. (formerly known as Meitu Technology (Singapore) Pte. Ltd.), a company incorporated in Singapore with limited liability on April 22, 2016, and our directly wholly-owned subsidiary
"Post-IPO Share Award Scheme"	the share award scheme adopted by the Company on November 25, 2016, which is not a share option scheme and is not subject to the provisions of Chapter 17 of the Listing Rules
"Post-IPO Share Option Scheme"	the share option scheme adopted by the Company on November 25, 2016, which complies with the provisions of Chapter 17 of the Listing Rules
"Pre-IPO ESOP"	the employees' share option plan of the Company as approved by the Board on February 15, 2014 and amended by the Board on November 18, 2015
"PRC Operating Entities"	Meitu Networks and its subsidiaries and branches, the financial results of which have been consolidated and accounted for as if they were subsidiaries of our Company by virtue of the Existing Contractual Arrangements
"Previous Dajie Relevant Shareholders"	Meitu Networks holding approximately 75.37% equity interest in the Onshore Target Company and the other shareholders of the Onshore Target Company as follows: (a) 北京融薈企業管理合夥企業（有限合夥）(Beijing Ronghui Enterprise Management Partnership (Limited Partnership)) as to approximately 10.28%; (b) Ms. Wang Xiujuan (王秀娟) as to approximately 4.20%; (c) Mr. Yu Minhong (俞敏洪) as to approximately 4.04%; (d) Ms. Cai Shuting (蔡舒婷) as to approximately 3.44%; and (e) 米林隆領投資有限公司 (Milin Longling Investment Co., Ltd.) as to approximately 2.67%, all as at December 31, 2020
"Prospectus"	the prospectus of the Company dated December 5, 2016

Definitions

"Remuneration Committee"	the remuneration committee of the Company
"RMB" or "Renminbi"	Renminbi, the lawful currency of PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) in the share capital of our Company with a par value of US$0.00001 each
"Shareholder(s)"	holder(s) of the Share(s)
"Smart Hardware Business"	The smart hardware business of the Group, involving the production of, among other things, MeituEve (a commercial AI skin analyser), MeituKey (a contact skin analyser), MeituSpa (an AI cleansing brush) and Meitu Genius (an AI smart mirror)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary" or "subsidiaries"	has the meaning ascribed to it thereto in section 15 of the Companies Ordinance
"United States" or "US"	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
"US$"	United States dollars, the lawful currency of the United States
"Xiamen Hongtian"	Xiamen Hongtian Chuangfu Technology Co., Ltd.* (廈門鴻天創富科技有限公司), a company established in the PRC on June 5, 2020 and owned by Mr. Wu as to 99% and Ms. Chen as to 1%
"Xinhong Capital"	Xinhong Capital Limited, a company incorporated under the laws of the BVI on June 13, 2013, which is wholly-owned by Easy Prestige Limited, which in turn is held by Lion Trust (Singapore) Limited as trustee for the benefit of Mr. Wu and is interested in approximately 12.84% of the issued share capital of our Company as at the Latest Practicable Date
"%"	per cent

* *For identification purpose only*

Meitu, Inc.
美图公司