百融云创

Bairong Inc.

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立以不同投票權控制的有限責任公司)

Stock Code 股份代號：6608

2022

Annual Report 年度報告

CONTENTS

Executive Directors

Mr. Zhang Shaofeng *(Chairperson and CEO)*
Mr. Zhao Hongqiang
Ms. Zhao Jing

Non-executive Directors

Mr. Bai Linsen
Mr. Ren Xuefeng
(resigned with effect from January 13, 2023)
Mr. Ou Wenzhi
(appointed with effect from January 13, 2023)

Independent non-executive Directors

Professor Chen Zhiwu
Mr. Zhou Hao
Professor Guo Yike
Dr. Li Yao

Audit committee

Mr. Zhou Hao *(Chairperson)*
Mr. Bai Linsen
Professor Chen Zhiwu

Remuneration committee

Professor Chen Zhiwu *(Chairperson)*
Mr. Zhou Hao
Mr. Bai Linsen

Nomination committee

Mr. Zhou Hao *(Chairperson)*
Mr. Zhang Shaofeng
Professor Guo Yike

Corporate governance committee

Professor Chen Zhiwu *(Chairperson)*
Mr. Zhou Hao
Professor Guo Yike

Joint company secretaries

Mr. Chen Chunyang
Ms. Leung Shui Bing

Authorised representatives

Mr. Zhao Hongqiang
Ms. Leung Shui Bing

Headquarters

1-3/F, Tower A, No.10 Furong Street
Chaoyang District, Beijing, China

Principal place of business in Hong Kong

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Registered office

PO Box 309, Ugland House
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Auditor

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

Legal advisers

As to Hong Kong and U.S. laws

Skadden, Arps, Slate, Meagher & Flom and affiliates
42/F, Edinburgh Tower, The Landmark
15 Queen's Road Central, Central, Hong Kong

As to Cayman Islands law

Maples and Calder (Hong Kong) LLP
26th Floor, Central Plaza, 18 Harbour Road
Wanchai, Hong Kong

Compliance adviser

CMBC International Capital Limited
45/F One Exchange Square
8 Connaught Place, Central, Hong Kong

Hong Kong Share Registrar

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

Principal share registrar and transfer office

Maples Fund Services (Cayman) Limited
PO Box 1093, Boundary Hall, Cricket Square
Grand Cayman KY1-1102, Cayman Islands

Principal bank

China Merchants Bank
(Beijing Yuquan Road sub-branch)

Stock code

6608

Company website

www.brgroup.com

Financial Summary

	Year ended December 31,		
	2022	2021	Change (%)
	(RMB in thousands, except percentages)		
Revenue	**2,054,178**	1,623,464	27
Smart analytics and operation services	**1,038,560**	736,580	41
Precision marketing services	**467,099**	422,422	11
Insurance distribution services	**548,519**	464,462	18
Gross profit	**1,481,121**	1,194,628	24
Operating profit note 1	**234,752**	101,234	132
Profit/(loss) for the year note 2	**229,305**	(3,604,033)	N/A
Non-IFRS measures			
Non-IFRS profit for the year	**293,992**	141,160	108
Non-IFRS EBITDA	**385,248**	233,455	65

Note 1: To help investors better understand the Group's financial performance, "other income/(loss), net" included in "operating profit" has been reclassified to conform with the new presentation for the Reporting Period. For further details, please refer to note 5 to the consolidated financial statements.

Note 2: Our net loss was RMB3,604.03 million for the year ended December 31, 2021, which was mainly attributable to a loss of RMB3,697.29 million on changes in fair value of redeemable convertible preferred shares. Upon the completion of the listing (the "**Listing**" or the "**Global Offering**") of our shares on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on March 31, 2021 (the "**Listing Date**"), our redeemable convertible preferred shares were converted into our ordinary shares, and no further loss or gain on changes in fair value of the redeemable convertible preferred shares will be recorded afterwards.

For the year ended December 31, 2022, our revenue reached RMB2,054.18 million, representing an increase of 27% from RMB1,623.46 million for the year ended December 31, 2021. In particular, our smart analytics and operation business maintained rapid growth, with its revenue increasing by 41% year-on-year to RMB1,038.56 million. Our precision marketing business gradually recovered, with its revenue increasing by 11% year-on-year to RMB467.10 million. Our insurance distribution business managed to buck the trend and grow in a subdued industry environment, with its revenue increasing by 18% year-on-year to RMB548.52 million. Our gross profit reached RMB1,481.12 million and our gross profit margin maintained at a high level of 72%. Our profit for the year reached RMB229.31 million and our net profit margin reached 11%. Our non-IFRS profit reached RMB293.99 million, representing an increase of 108% from RMB141.16 million for the year ended December 31, 2021.

As at December 31, 2022, we had served more than 7,000 financial institutions in China. Our clients include all of the six state-owned banks, 12 joint-equity banks, more than a thousand regional banks, as well as major consumer finance companies, insurance companies and a variety of other licensed financial service providers ("**FSP**").

We are a leading AI-powered software-as-a-service ("**SaaS**") cloud-based platform company that has served over 7,000 banks, consumer finance companies, insurance companies and other financial institutions in China. Leveraging big data, machine learning, cloud computing and AI, combined with our nine years of industry know-how and user insights, we provide a comprehensive product and solution covering the entire financial service process spanning smart user acquisition, smart risk control analytics, smart credit decision-making, smart user relationship management, smart credit card user revitalization and smart wealth management marketing, etc.

As a leader in facilitating the smart digital transformation of Chinese financial institutions, we believe the current digitalization and AI trend will bring a boom to the industry. On December 19, 2020, the Central Committee of the Communist Party of China and the State Council jointly issued the Opinions on Building a Data Base System to Better Utilize Data Elements, which states "to strengthen data-based enterprises" and "to reasonably protect the rights of data processors to exercise autonomous control over data held in compliance with the law". On February 28, 2023, the same parties issued the Overall Planning for the Construction of Digital China which specifies that by 2035, digital development should be at the forefront of the world and significant achievements should be made in the construction of digital China. Moreover, the establishment of Shanghai and other data exchanges will significantly propel the data circulations of enterprise credit and individual fraud score etc. We are dedicated to leveraging our big data and AI technology in assisting financial institutions establish proprietary risk control systems at a lower cost, make smart data-driven decisions at a faster speed, portray different user groups more accurately, and provide users of various needs with more tailored services. In 2022, we ranked among the "Top Ten Innovation Cases of Digital Economy in 2022" by the Internet Weekly of Chinese Academy of Sciences.

Led by our chief executive officer, Mr. Zhang Shaofeng, a tech-savvy Tsinghua University alumni, we view technology as our key competitive advantage and top priority. In 2022, our productivity per capita, which was already industry-leading, further enhanced from RMB1.25 million to RMB1.49 million, thanks to our cloud-native technology platform which enables us to effectively deliver products and solutions to our clients through standardized application programming interfaces (APIs), and quickly adapt to financial institutions' ever-evolving needs. We further upgraded the stability of our cloud-native platform from 99.994% to 99.996%, completed the construction of our data centres in Beijing and Shanghai with peak daily query volume exceeding 100 million times a day. With nearly 47.8% of our employees functioning as research and development, we continued to bring in top AI talents and big data analytics experts, and established a Technical Commission to lead cutting-edge technology research. In 2022, we have obtained 16 national patents, among which our AI Lab contributed eight, covering smart voice interaction, machine learning, and privacy computing etc.

We emphasize on the return ratio on investment, and are dedicated to monetize the technology applications of AI. Our self-developed smart AI chatbot (Chatbot) and algorithm-driven smart marketing platform that help banks and other financial institutions complete jobs such as credit card users revitalization, wealth management marketing and user relationship management, effectively enhances service accuracy and operational efficiency of financial institutions. Chatbot technology integrates natural language processing (NLP), automatic speech recognition (ASR), text-to-speech (TTS), voice activity detection (VAD) and other technologies, which can be applied to financial vertical scenarios to accurately recognize human language, provide millisecond-level voice interaction and feedback with extremely high accuracy for automatic speech recognition. Through human-machine collaboration, this technology, combined with our years of experience in working with financial institutions, enables our quick adaptation to serve various financial institution customers.

Committed to our "land and expand" strategy, we consistently introduce new business modules to our existing extensive client network. In 2022, we marched into several new financial service markets. First and foremost, smart operations. Since its commencement in 2021, our smart operations services for the credit card users and consumer finance business has grown rapidly by over 140% in revenue. Leveraging our Chatbot and machine learning technology, the smart operation services is capable of operating daily tens of millions of users. Secondly, wealth management. We started the smart marketing and operations services for the wealth management business last year, and has had several projects completed piloting and generating revenue. Lastly, small and micro enterprises financing. Through our big data technology and comprehensive solutions, we empower financial institutions to upgrade their credit risk identification system, precisely identify qualified users, and provide customized financing products to small and micro enterprises.

Smart Analytics and Operation Services

In 2022, our smart analytics and operation business reported revenue growth of 41% year-on-year to approximately RMB1.00 billion. For the Reporting Period, the number of Key FSP clients reached 227, representing an increase of 34 from 193 in the previous year, while average revenue per Key FSP client grew by 16% year-on-year to RMB3.69 million from RMB3.19 million in the previous year. Specifically, the revenue from our smart operation business grew by 144% year-on-year. Our Key FSP Client Retention Rate for the smart analytics and operation business has further increased to 97%, and our Key FSP Client Net Dollar Expansion Rate for the segment has further expanded to 123%.

Within the segment, our smart data analytics business provides scoring products such as anti-fraud scoring and loan intention scoring, as well as user profile products such as marketing intention and qualification verification, to FSP. We package various products into customized modules, and through our highly efficient AI-powered and cloud-native SaaS platform, supply them to FSP tailored to their specific query needs. Our self-built SaaS cloud architecture, secured and reliable, could serve over 100 million daily requests, and we also provide customized solutions by assigning expert teams to conduct on-site interviews and research, gain down-to-earth understandings. We charge service fees either based on query volumes or on an annual basis. One of our flagship solutions, the decision-making engine, after passing the Huawei Cloud Ecological Product Certification, officially joined the Huawei Kunpeng Partnership Program this year, which signaled the authoritative recognition for our innovative research and development capabilities, and enabled us to join hands with multiple industry players to collaborate a new cloud-based architecture and explore more opportunities. Another flagship solution, our automatic machine learning platform ORCA, could automatically adjust model parameters or even automatically form models.

Within the segment, our smart operation business saw booming demands as FSP were gradually attaching more importance in refining the management of existing users. We promptly seized the opportunity by providing FSP with a full-cycle operation solution to reactivate their existing user pools, which doesn't charge clients until reactivate any user. During the service cycle, the FSP entrust the operation and management of their existing users to us. We then leverage our professional data analytic capabilities to divide users into groups, and approached different groups via a combination of our proprietary Chatbot, Short Message Service (SMS), manual or other mixed methods. Throughout the operation cycle, we adopt machine learning technology to capture real-time user reactions, which in turn optimizes our NLP capabilities. We also assign expert teams to optimize scripts and strategies to improve user conversion rate, which we charge service fees based on successful conversions. Another flagship solution, our digital operation cloud platform, connects merchants and major payment traffic tools such as WeChat Pay, Alipay and UnionPay QuickPass. Through the platform, we can assist banks and other FSP to activate users by launching customized marketing activities with coupons or benefits from merchants. Moreover, our cloud architecture enables the platform to standardize its services, automate infrastructure deployment, thus expanding its client base rapidly.

Key metrics of smart analytics and operation services

	Year ended December 31,		
	2022	2021	Change (%)
Revenue from smart analytics and operation (RMB'000)	**1,038,560**	736,580	41
Revenue from Key clients (RMB'000)	**836,859**	615,913	36
Number of Key clients	**227**	193	18
Average revenue per Key client (RMB'000)	**3,687**	3,191	16
Percentage of revenue from Key client	**81%**	84%	-3 pct
Retention rate of Key clients	**97%**	94%	3 pct
Net Dollar Expansion rate of Key clients	**123%**	114%	9 pct

Note: Key clients are defined as licensed financial institutions that each contributes more than RMB300,000 total revenue in a given year.

Precision Marketing Services

In 2022, the revenue of our precision marketing business increased by 11% year-on-year to RMB467.10 million, despite a high base in 2021, pumped by a one-time intensive release of accumulated marketing budget of FSP. We were able to overturn a declining trend post the first half of the year, by actively expanding our loan facilitation volume by 15% year-on-year to RMB16.46 billion.

Our precision marketing business assists consumer finance companies to attract user traffic and filter out the most suitable users to their specific financial products. We converge user traffic from multiple channels, and adopt core technologies such as AI and big data to differentiate users based on multi-dimensional profile, filter out high-quality users, detect their marketing intentions, and match them with appropriate financial products. We charge technical service fees according to the successful loan volume that we facilitate. As more consumer finance policies settle down, the industry is seeing more certainties, and top players will greet a healthy, orderly and sustainable development. Furthermore, as the economy begins to rebound and consumer finance regains prosperity, we are positive in gaining more growth opportunities in the upcoming year.

Key metrics of precision marketing services

	Year ended December 31,		
	2022	2021	Change (%)
	(RMB in thousands, except percentages)		
Revenue from precision marketing	**467,099**	422,422	11
Loan facilitation volume	**16,463,499**	14,273,527	15
Technical service fee rate	**2.8%**	3.0%	-0.2 pct

Insurance Distribution Services

In 2022, our insurance distribution business beat the market trend with revenue increasing by 18% year-on-year to RMB548.52 million, despite a negative influence of COVID-19 and the overall fatigue across the insurance industry. The growth was driven by a approximately 40% year-on-year growth of insurance premiums we generated, as our digitalization tool Liming Box supported our brokers' productivity. During the Reporting Period, the average duration of life insurance policies we sold continued to exceed 10 years, indicating the stability of our cash flow and the strong potential for our future profit. The persistency rate of regular life insurance premiums continued to exceed 90%, ranking among the top in the industry.

Our insurance distribution services, namely Liming Insurance Brokerage, operates over 100 branches in more than 30 cities, and efficiently supported over 5,500 insurance brokers through Liming Box, a multifunctional app that integrates user management system (CRM), talent management system (TMS) and insurance data solutions (IDS) toolsets. We charge premium commission fees according to the successful premium volume that we generate. We are optimistic on the long-term performance of our insurance distribution services.

Key metrics of insurance distribution services

	Year ended December 31,		
	2022	2021	Change (%)
	(RMB in thousands, except percentages)		
Revenue from insurance distribution	**548,519**	464,462	18
Revenue from the first year premiums	**453,434**	386,080	17
First year premiums	**1,133,099**	847,010	34
Revenue from the renewal premiums	**95,085**	78,382	21
Renewal premiums	**1,000,118**	672,523	49

Business Outlook

In 2023, We will adhere to our "client-centric" belief, expand our client base, improve our client trust, enhance our client loyalty, and maintain our high key client retention rate. We will also follow our "land and expand" business model, extend application scenarios, develop customized products and solutions, explore more growth curves and enhance our business penetration amongst individual clients to further raise average revenue per client.

We will continue to enrich our product matrix and explore more growth opportunities, including but not limited to:

- Wealth management: According to the "Bank of China Personal Finance Asset Global Allocation White Paper 2022", the share of real estate in residents' asset portfolios has dropped from previously nearly 80% to around 62%, and the share of wealth management products has been increasing year by year. We will leverage our strengths in AI Chatbot, data analytics, and precising matching, to assist Chinese wealth management products providers with their user insight and operation, user asset planning, and user investment strategy education.

- Inclusive finance: The "14th Five-Year Plan" calls on financial institutions to leverage data technology to support the development of smart finance services, inclusive financial services, green financial services and rural financial services. We will expand our investments in small and micro enterprise financing, to shoulder our social responsibility in the economy recovery and social stability.

- Technology innovations: We will continuously invest in Blockchain, big data, cloud computing, AI underlying algorithms such as transformer, model performance tuning and complex neural networks, and technology tools such as Chatbot, NLP, AutoML, deep learning and privacy computing. The emerging technology brings tremendous opportunities for finance technology applications, and the trend is sweeping Hong Kong, Singapore and many other global finance centres. We will capture the industry opportunities, advocate our ability of technology and service advantages, expand our global presences and build relationships with local partners.

	Year ended December 31,	
	2022	2021
	(RMB in thousands)	
Revenues		
Smart analytics and operation services	**1,038,560**	736,580
Precision marketing services	**467,099**	422,422
Insurance distribution services	**548,519**	464,462
Total revenues	**2,054,178**	1,623,464
Cost of sales	**(573,057)**	(428,836)
Gross profit	**1,481,121**	1,194,628
Other income/(loss), net	**177,981**	(2,361)
Research and development expenses	**(369,646)**	(252,006)
General and administrative expenses	**(269,977)**	(262,763)
Sales and marketing expenses	**(784,644)**	(575,988)
Impairment loss	**(83)**	(276)
Profit from operations	**234,752**	101,234
Finance income	**6,812**	8,022
Finance costs	**(12,977)**	(8,607)
Changes in fair value of redeemable convertible preferred shares	**–**	(3,697,294)
Profit/(loss) before taxation	**228,587**	(3,596,645)
Income tax benefit/(expense)	**718**	(7,388)
Profit/(loss) for the year	**229,305**	(3,604,033)
Attributable to:		
Equity shareholders of the Company	**239,661**	(3,603,016)
Non-controlling interests	**(10,356)**	(1,017)
Total comprehensive income for the year	**229,305**	(3,604,033)

Comparison of Year Ended December 31, 2022 and 2021

Revenue

Our total revenue increased by 27% from RMB1,623.46 million for the year ended December 31, 2021 to RMB2,054.18 million for the year ended December 31, 2022, primarily attributable to industry growth and our enhanced capabilities of providing products and services.

Our revenue from smart analytics and operation services increased by 41% from RMB736.58 million for the year ended December 31, 2021 to RMB1,038.56 million for the year ended December 31, 2022, primarily attributable to the steady-stage growth of the revenue from our smart data analytics business and 144% year-on-year growth of that from our smart operation business.

Our revenue from precision marketing services increased by 11% from RMB422.42 million for the year ended December 31, 2021 to RMB467.10 million for the year ended December 31, 2022, primarily attributable to the increase in loan facilitation volume partially offset by the decrease in service fee rate.

Our revenue from insurance distribution services increased by 18% from RMB464.46 million for the year ended December 31, 2021 to RMB548.52 million for the year ended December 31, 2022. The increase was primarily due to the 40% increase in total insurance premiums we generated, as we invested in technology and professionalized training to support our brokers' productivity.

Cost of sales

The cost of sales increased by 34% from RMB428.84 million for the year ended December 31, 2021 to RMB573.06 million for the year ended December 31, 2022, primarily attributable to an increase of RMB106.12 million in data service costs, an increase of RMB20.86 million in staff costs and an increase of RMB19.69 million in insurance brokerage commission costs, in line with the growth of our business scale.

Gross profit and gross margin

As a result of the foregoing, the Group's gross profit increased by 24% from RMB1,194.63 million for the year ended December 31, 2021 to RMB1,481.12 million for the year ended December 31, 2022. The Group's gross margin was approximately 72% for the year ended December 31, 2022 and approximately 74% for the year ended December 31, 2021.

Research and development expenses

The Group's research and development expenses increased by 47% from RMB252.01 million for the year ended December 31, 2021 to RMB369.65 million for the year ended December 31, 2022, primarily attributable to increases in the staff costs of our research and development personnel to support product offerings and technology development about various AI application technology, algorithm-driven machine learning platform and underlying database performance.

General and administrative expenses

The Group's general and administrative expenses increased by 3% from RMB262.76 million for the year ended December 31, 2021 to RMB269.98 million for the year ended December 31, 2022, primarily attributable to an increase of daily office expense.

Sales and marketing expenses

Our sales and marketing expenses increased by 36% from RMB575.99 million for the year ended December 31, 2021 to RMB784.64 million for the year ended December 31, 2022, primarily due to an increase of RMB94.24 million of advertising and information technology services expenses, an increase of RMB41.93 million in staff costs and share-based compensation, and an increase of RMB64.75 million in outsourced sales service fees to grow our customer base and to establish a professional sales force. The increase in advertising and information technology services expenses were mainly due to our continuous promotional efforts to obtain high-quality traffic and improve conversion efficiency. The increase of staff costs and share-based compensation was due to expansion of the selling and marketing teams to support our business development.

Other income/(loss), net

Our net other income was RMB177.98 million for the year ended December 31, 2022, compared with net other loss of RMB2.36 million for the year ended December 31, 2021. This is primarily due to an increase of RMB89.26 million in favourable foreign exchange variance and net gains from derivatives as well as an increase of RMB79.73 million in the interest income from time deposits and fair value change and gains from our investments. The increase of foreign exchange was due to the variance from the appreciation of USD against RMB affected by macro environment. We have entered into several foreign exchange forwards and options to manage our foreign exchange exposure risks, realized gains of RMB22.13 million for the year ended December 31, 2022. The financial products that we invested mainly include certain low-risk wealth management products.

Changes in fair value of redeemable convertible preferred shares

Upon the completion of the Listing, our redeemable convertible preferred shares were converted into our ordinary shares. Therefore, no change in fair value of the redeemable convertible preferred shares was recorded for the year ended December 31, 2022.

Profit/(loss) for the year

As a result of the foregoing, the Group's profit for the year ended December 31, 2022 was RMB229.31 million, compared with a loss of RMB3,604.03 million for the year ended December 31, 2021.

Financial assets at fair value through profit or loss

Our current financial assets at fair value through profit or loss represent the financial products in which we invested. These investments mainly include certain low-risk wealth management products issued by financial institutions in the PRC. Our current financial assets at fair value through profit or loss were RMB848.74 million and RMB300.33 million as of December 31, 2022 and 2021, respectively. The increase of our investment in financial products was mainly due to the increase in our purchase of wealth management products. As of March 22, 2023, the majority of the outstanding balance of our investments as of December 31, 2022 has been recovered and expected investment income realised.

Key Financial Ratios

The following table sets forth our key financial ratios for the years indicated:

	For the Year Ended December 31,	
	2022	2021
Total revenue growth	**26.5%**	42.8%
Smart analytics and operation services	**41.0%**	38.1%
Precision marketing services	**10.6%**	59.7%
Insurance distribution services	**18.1%**	37.2%
Gross margin(1)	**72.1%**	73.6%
Net margin(2)	**11.2%**	(222.0%)
Gearing ratio(3)	**0.18**	0.15

Notes:

(1) Gross margin equals gross profit divided by revenues for the year and multiplied by 100%.

(2) Net margin equals profit/(loss) divided by revenues for the year and multiplied by 100%.

(3) Gearing ratio equals total liabilities divided by total assets as of the end of the year.

Non-IFRS Measures

To supplement our consolidated financial statements, which are presented in accordance with IFRSs, we also use non-IFRS profit and non-IFRS EBITDA as additional financial measures, which are not required by, or presented in accordance with, IFRS. We believe these non-IFRS measures facilitate comparisons of operating performance from period to period and company to company by eliminating potential impacts of items which our management considers non-indicative of our operating performance.

We believe these measures provide useful information to investors and others in understanding and evaluating our consolidated statement of profit or loss in the same manner as they help our management. However, our presentation of non-IFRS profit and non-IFRS EBITDA may not be comparable to similarly titled measures presented by other companies. The use of these non-IFRS measures has limitations as an analytical tool, and you should not consider them in isolation from, or as substitutes for an analysis of, our results of operations or financial condition as reported under IFRSs.

We define non-IFRS profit as profit/(loss) for the year, excluding share-based compensation, fair value changes of redeemable convertible preferred shares and listing expenses. We define non-IFRS EBITDA as EBITDA excluding share-based compensation, fair value changes of redeemable convertible preferred shares, and listing expenses. We exclude these items because they are not expected to result in future cash payments that are recurring in nature and they are not indicative of our core operating results and business outlook.

The following table reconciles our non-IFRS profit for the year ended December 31, 2021 and 2022 and non-IFRS EBITDA presented to the most directly comparable financial measure calculated and presented in accordance with IFRSs, which is profit/(loss) for the year:

Reconciliation of profit/(loss) to non-IFRS profit for the year:

	Year ended December 31,	
	2022	2021
	(RMB in thousands)	
Profit/(loss) for the year	**229,305**	(3,604,033)
Add		
Share-based compensation[1]	**64,687**	22,787
Changes in fair value of redeemable convertible preferred shares[2]	**–**	3,697,294
Listing expenses[3]	**–**	25,112
Non-IFRS profit for the year	**293,992**	141,160

Reconciliation of profit/(loss) to EBITDA and non-IFRS EBITDA for the year:

	Year ended December 31,	
	2022	2021
	(RMB in thousands)	
Profit/(loss) for the year	**229,305**	(3,604,033)
Add		
Finance income	**(6,812)**	(8,022)
Finance costs	**12,977**	8,607
Income tax (benefit)/expense	**(718)**	7,388
Depreciation	**76,260**	82,121
Amortization	**9,549**	2,201
EBITDA	**320,561**	(3,511,738)
Add		
Share-based compensation(1)	**64,687**	22,787
Changes in fair value of redeemable convertible preferred shares(2)	**–**	3,697,294
Listing expenses(3)	**–**	25,112
Non-IFRS EBITDA	**385,248**	233,455

Notes:

(1) Share-based compensation relates to the share options that we granted under our share incentive plan, which is a non-cash expense that is commonly excluded from similar non-IFRS measures adopted by other companies in our industry.

(2) Fair value changes of redeemable convertible preferred shares represent the losses arising from change in fair value of our issued redeemable convertible preferred shares, which were recognised as financial liability at fair value through profit or loss. Such changes no longer existed as our redeemable convertible preferred shares converted into equity upon completion of our listing and are non-cash in nature and are not directly related to our operating activities.

(3) Listing expenses relates to the Global Offering, which is one-off in nature and is not directly related to our operating activities.

Liquidity and source of funding and borrowing

Other than the proceeds from the Listing, we have historically funded our cash requirements principally from cash generated from our operations and shareholder equity contributions.

To manage the liquidity risk, we monitor and maintain a level of cash and cash equivalents as deemed adequate by our senior management to finance our operations.

As at December 31, 2022, the Group had bank loans of approximately RMB45.00 million, which are all repayable within one year.

Cash and cash equivalents and time deposits

The Group had cash and cash equivalents and time deposits of approximately RMB3,010.86 million and approximately RMB3,546.49 million as at December 31, 2022 and December 31, 2021, respectively.

Significant Investments

The Group did not make or hold any significant investments during the year ended December 31, 2022.

The Board confirmed that the transactions in these financial assets for the Reporting Period, on a standalone basis and aggregate basis, did not constitute notifiable transactions under Chapter 14 of the Listing Rules.

Material acquisitions and disposals

The Group did not have any material acquisitions or disposals of subsidiaries, consolidated affiliated entities or associated companies during the year ended December 31, 2022.

Pledge of assets

The Group had not pledged any of our assets as at December 31, 2022.

Future plans for material investments or capital asset

Save for the expansion plan as disclosed in the section headed "Future Plans and Use of Proceeds" in the prospectus of the Company dated March 19, 2021 (the "**Prospectus**"), the Group did not have detailed future plans for material investments or capital assets.

Gearing ratio

As at December 31, 2022, the Group's gearing ratio (i.e. total liabilities divided by total assets) was 0.18 (as at December 31, 2021: 0.15).

Foreign exchange exposure

During the year ended December 31, 2022, the Group mainly operated in China and the majority of the transactions were settled in RMB, the Consolidated Affiliated Entities' functional currency. As at December 31, 2022, except for the bank deposits and investments denominated in foreign currencies, the Group did not have significant foreign currency exposure from its operations. The Group had entered into several foreign exchange forwards and options to manage its foreign exchange exposure risks.

Contingent liabilities

The Group had no material contingent liabilities as at December 31, 2022.

Capital commitment

The Group had no material capital commitment as at December 31, 2022.

Employees and remuneration

As at December 31, 2022, the Group had a total of 1,378 employees. The following table sets forth the total number of employees by function as at December 31, 2022:

Function	As at December 31, 2022
Sales and marketing	**299**
Research and development	**658**
Operation support	**185**
General administration	**236**
Total	**1,378**

Our success depends on our ability to attract, retain and motivate qualified personnel. As part of our human resources strategy, we offer employees competitive compensation packages, including competitive salaries, performance-based cash bonuses, and other incentives. The total remuneration cost incurred by the Group for the year ended December 31, 2022 was RMB682.19 million, as compared to RMB494.99 million for the year ended December 31, 2021.

The Company has also adopted the 2021 ESOP and the Share Award Scheme to incentivize its employees.

To maintain the quality, knowledge and skill levels of our employees, we regularly organize training activities for our employees.

The Board is pleased to present this Directors' report together with the consolidated financial statements of the Group for the year ended December 31, 2022.

General information

The Company was incorporated under the laws of the Cayman Islands on June 21, 2018 as an exempted limited liability company. The Company's Class B Shares were listed on the Main Board of the Stock Exchange on March 31, 2021.

Principal activities

The principal activity of the Company is investment holding. The principal business of the Company's subsidiaries is AI-powered technology services. Analysis of the principal activities of the Group during the year ended December 31, 2022 is set out in Note 1 to the consolidated financial statements.

All of the Group's operating assets are located in the PRC and all of the Company's revenue and operating profits are derived from the PRC during the Reporting Period. Accordingly, no segment analysis based on geographical locations is provided.

Business review

A business review of the Group, as required by Schedule 5 to the Companies Ordinance, including a fair review of the Company's business, a description of the principal risks and uncertainties facing the Company, particulars of important events affecting the Company that have occurred since the end of the financial year, an indication of likely future developments in the Group's business, an analysis of the Group's financial performance and the Group's key relationships with its stakeholders who have a significant impact on the Group and on which the Group's success depends, is set out in the "Business review" and "Management discussion and analysis" on pages 5 to 18 of this annual report. These discussions form part of this Directors' report.

Principal risks and uncertainties

Our business involves certain risks as set out in the section headed "Risk factors" in the Prospectus. The following list is a summary of certain principal risks and uncertainties facing the Group, some of which are beyond its control.

- We operate in a rapidly evolving market, which makes it difficult to evaluate our future prospects.

- We face challenges from the evolving regulatory environment and user attitudes towards data privacy and protection.

- Actual or alleged failure to comply with data privacy and protection laws and regulations could materially and adversely affect our business and results of operations.

- Our historical growth is not indicative of our future performance, and if we fail to manage our operations and expenses during our rapid expansion, our business, results of operations and financial condition could be harmed.

- We have incurred net losses and negative operating cash flow in the past, which we may continue to experience in the future.

- If we fail to develop and innovate our products and services, our business, financial performance and prospects may be materially and adversely affected.

- Our business could be materially and adversely harmed by the tightening of laws, regulations or standards that affect financial institutions or non-financial institutions.

- If we are not able to continue to broaden data access in the future, our business, results of operations and financial condition could be materially and adversely affected.

- If we are deemed to engage in a personal credit reporting business and violate any PRC laws or regulations governing personal credit reporting businesses, our business, financial condition, results of operations and prospects could be materially and adversely affected. In particular, we are subject to uncertainties surrounding the 2021 Draft Measures for Credit Reporting Business, the implementation of which may have an adverse impact on our business, financial condition and results of operations.

- If our data labels are out of date, inaccurate or lack credible information, we may not be able to provide quality services for our clients, which could adversely impact our business.

- Our arrangements with FSP clients are typically not exclusive. Failure to maintain relationships with existing FSP clients, especially our major clients, or develop new ones may materially and adversely affect our business and results of operations.

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 will be set out in the Environmental, Social and Governance Report to be published on the same day of publication as this annual report.

Compliance with relevant laws and regulations

Save as disclosed in the Prospectus and as disclosed in the Environmental, Social and Governance Report, the Group has complied with the relevant laws and regulations that have a significant impact on the operations of the Group.

Connected transactions

During the year ended December 31, 2022, save as disclosed in this annual report, no related party transaction disclosed in Note 33 to the consolidated financial statements falls under the definition of "connected transaction" or "continuing connected transaction" in Chapter 14A of the Listing Rules for which disclosure is required.

Contractual Arrangements

Background to the Contractual Arrangements

We currently conduct our smart analytics and operation services, precision marketing services and insurance distribution services (the "**Relevant Businesses**") through our Consolidated Affiliated Entities in the PRC as PRC Laws, or their implementation by relevant government authorities, generally prohibit or restrict foreign ownership in the Relevant Businesses. Currently, PRC Laws restrict foreign ownership of value-added telecommunications service providers (in addition to imposing a qualification requirement on the foreign owners).

As a result of the restrictions imposed by PRC Laws, we are unable to own or hold any direct equity interest in our Consolidated Affiliated Entities. Accordingly, the term 'ownership' or the relevant concept, as applied to our Company in this document, refers to an economic interest in the assets or businesses through the Contractual Arrangements without holding any equity interest in our Consolidated Affiliated Entities. The Contractual Arrangements, through which we are able to exercise control over and derive the economic benefits from our Consolidated Affiliated Entities, are narrowly tailored to achieve our business purpose and minimise the potential for conflict with relevant PRC Laws.

All of the Contractual Arrangements are subject to the foreign ownership restrictions described herein and as set out in the Prospectus.

Risks relating to the Contractual Arrangements and actions taken to mitigate the risks

We believe the following risks are associated with the Contractual Arrangements. Further details of these risks are set out on pages 79 to 84 of the Prospectus.

- If the PRC government deems that our contractual arrangements with our variable interest entity do not comply with PRC regulatory restrictions on foreign investment in the relevant industries, or if these regulations or the interpretation of existing regulations change in the future, we could be subject to severe penalties or be forced to relinquish our interests in those operations.

- Our current corporate structure and business operations may be affected by the newly enacted Foreign Investment Law.

- We rely on contractual arrangements with our variable interest entity and its shareholders to exercise control over our business, which may not be as effective as direct ownership in providing operational control.

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

- The shareholders of our variable interest entity may have potential conflicts of interest with us, which may materially and adversely affect our business and financial condition.

- Our contractual arrangements with our variable interest entity may be subject to scrutiny by the PRC tax authorities and they may determine that we or our variable interest entity owe additional taxes, which could negatively affect our financial condition and the value of your investment.

- We may lose the ability to use and benefit from assets held by our variable interest entity and its subsidiaries that are material to the operation of our business if the entity goes bankrupt or become subject to a dissolution or liquidation proceeding.

The structuring and implementation of the Contractual Arrangements, including the detailed terms of the Contractual Arrangements, as discussed herein, is designed to mitigate these risks.

PRC laws and regulations

Smart analytics and operation services and precision marketing services

Pursuant to the Special Administrative Measures (Negative List) for Foreign Investment Access (2020 Edition) (外商投資准入特別管理措施(負面清單)(2020)) (the "**Negative List**"), provision of value-added telecommunications services falls within the 'restricted' category. As such, the shareholding percentage of a foreign investor in companies engaged in value-added telecommunications services shall not exceed 50%. Moreover, pursuant to the Administrative Measures on Internet Information Services (互聯網信息服務管理辦法), a provider of 'operational internet information services' (namely services involving the provision of information or website-design services through the internet to internet-users for a fee) is required to obtain an ICP licence. See "Regulations-Regulation on Foreign Investment" in the Prospectus for details of limitations on foreign ownership in PRC companies conducting value-added telecommunications services.

Since our smart analytics and operation and precision marketing businesses involve the operation of commercial internet information services, which is a sub-category of valued-added telecommunications business, for which an ICP licence is required, our smart analytics and operation and precision marketing businesses are subject to foreign ownership restrictions. Therefore, our smart analytics and operation and precision marketing services are conducted by, and ICP licences are held by, Beijing Bairong and Guangzhou Shurong Internet Micro-lending Co., Ltd..

Insurance distribution services

We offer insurance distribution services through Liming and its brokers. Although insurance distribution services are not strictly subject to foreign investment restrictions, our insurance distribution services are fully integrated with our underlying data analytics and customer relationship management systems and cannot be separated from such systems as explained below. Given that the operations of our insurance distribution services are integrated with the data analytics infrastructure, which requires an ICP licence, and they are highly interconnected, correlated and inseparable from each other, it is necessary for the Company to operate our insurance distribution business under the Contractual Arrangements and we are of the view that the Contractual Arrangements remain narrowly tailored for the reasons set out in detail on pages 215 to 217 in the Prospectus.

Qualification requirements

Article 10 of the Regulations for the Administration of Foreign-Invested Telecommunications Enterprises (the "**FITE Regulations**") further provides that a major foreign investor which invests in a value-added telecommunications business in the PRC must possess prior experience in, and a proven track record of good performance of, operating value-added telecommunications businesses overseas (the "**Qualification Requirements**"). Foreign investors that meet these requirements must obtain approvals from the MIIT which retain discretion in granting such approvals.

The MIIT issued a Guidance Memorandum on the Application Requirements for Establishing Foreign-invested Value-added Telecommunications Enterprises in the PRC ("**Guidance Memorandum**"). According to this Guidance Memorandum, a foreign investor applicant is required to provide, as proof of the satisfaction of the Qualification Requirements, a description of the value-added telecommunications services previously provided by itself or its direct shareholder, supported by, among other things, screenshots of licence and filings previously obtained and websites and apps previously operated, as well as previous telecommunication business licences issued by the relevant local authorities (unless where no licence is required in the relevant jurisdiction). The Guidance Memorandum, however, does not provide any further guidance on the proof, records or documents required to support the proof satisfying the Qualification Requirements.

Notwithstanding the above, we have adopted a specific plan and will continue to expend genuine efforts and financial resources towards meeting the Qualification Requirements. We will remain abreast of any regulatory developments and continuously assess whether we meet the Qualification Requirements, with a view to unwinding the Contractual Arrangements wholly or partially as and when practicable and permissible under the prevailing PRC Laws.

We are implementing a business plan with a view to building up a track record of overseas telecommunication business operations. We believe that such business plan represents our commitment and a meaningful endeavour to demonstrate compliance with the Qualification Requirements. The Company is in the process of expanding its overseas value-added telecommunications business through its offshore subsidiaries. In particular, we have taken the following concrete steps to ensure compliance with the Qualification Requirements:

- We have registered a number of global top-level domain names (including "brgroup.com") outside of the PRC, and have constructed an English website that will help potential overseas users to better understand the Company's services and businesses;

- We have registered a trademark outside of the PRC (namely "百融雲創") and are in the process of registering a number of overseas trademarks for the promotion of the Company's services and businesses overseas;

- We have established a subsidiary in Hong Kong (namely Bairong HK Limited) for the purpose of registering and holding overseas intellectual properties, promoting the Company's services and businesses, and entering into business contracts with offshore counterparties; and

- Through our aforementioned offshore subsidiaries, we have been exploring business opportunities for the Relevant Businesses in overseas markets.

The officer from the MIIT also confirmed that the above steps are generally deemed helpful to prove that the Qualification Requirements have been fulfilled. Based on the above, and subject to the discretion of competent authority, our PRC Legal Adviser is of the view that the above steps are generally regarded as relevant and reasonable factors to prove that the Qualification Requirements have been fulfilled.

Summary of the Contractual Arrangements

The Contractual Arrangements in place for the Reporting Period were:

- **Exclusive Consulting Services Agreement.** Pursuant to the exclusive consulting services agreement dated June 27, 2019, Onshore Holdco agreed to engage WFOE as the exclusive provider to Onshore Holdco and its subsidiaries of management, consultancy, technical support, business support, and equipment services. In consideration of the services provided by WFOE, Onshore Holdco shall pay services fees to WFOE, which, subject to WFOE's adjustment at its sole discretion, shall consist of all of the profit before taxes of Onshore Holdco. The service fees shall be paid annually by Onshore Holdco upon receipt of invoice issued by WFOE. WFOE has the exclusive and proprietary rights to all intellectual properties developed by Onshore Holdco and enjoys all the economic benefits generated from such intellectual properties.

- **Exclusive Purchase Option Agreement.** Pursuant to the exclusive purchase option agreement dated June 27, 2019, WFOE or its designee was granted an irrevocable and exclusive right to purchase (i) from each of the registered shareholders all or any part of their equity interests in Onshore Holdco and/or (ii) from Onshore Holdco all or any part of its assets or interests in any of its assets. The purchase price payable by WFOE or its designee in respect of the transfer of shares or assets shall be the lowest price permitted under PRC Laws, and the Registered Shareholders shall return the purchase price in full to WFOE or its designee.

- **Equity Pledge Agreement.** Pursuant to the equity pledge agreement on June 27, 2019, the then registered shareholders pledged all of their respective equity interests in Onshore Holdco to WFOE as collateral security to guarantee performance of their contractual obligations under the Contractual Arrangements and all liabilities, monetary debts or other payment obligations arising out of or in relation with the Contractual Arrangements. Upon the occurrence of an event of default, unless it is successfully resolved to WFOE's satisfaction within 10 days upon being notified by WFOE, WFOE may exercise its right of pledge immediately or any time thereafter or otherwise dispose of the pledged equity interest in accordance with applicable Laws and have priority in the entitlement to the sale proceeds. The Registered Shareholders have agreed to irrevocably waive their pre-emptive right as existing shareholders when WFOE exercises such right of pledge.

- **Voting Proxy Agreement.** Pursuant to the shareholder voting rights proxy agreement on June 27, 2019, each of the then registered shareholders appointed WFOE and/or its designee as their exclusive agent and attorney to act on their behalf on all matters concerning Onshore Holdco and to exercise all of their rights as shareholder of Onshore Holdco. As a result of the Voting Proxy Agreement, the Company, through WFOE, is able to exercise management control over the activities that most significantly impact the economic performance of Onshore Holdco.

- **Loan Agreement.** Pursuant to the loan agreement between WFOE and Tianjin Saiji, WFOE agreed to provide a loan to Tianjin Saiji to finance its holding of equity interests in Onshore Holdco. All the equity interests in Onshore Holdco held and to be acquired by the borrower (the "**Acquired Interests**") will be pledged to WFOE. As long as the Acquired Interests are pledged to WFOE, the borrower will not need to repay the loan. The consideration for the Acquired Interests payable by WFOE shall equal the principal of the loan, and the transfer of Acquired Interests under the Loan Agreement shall constitute repayment of the Loan Agreement by the borrower.

Please refer to the section headed "Contractual Arrangements" in the Prospectus for details of the material terms of the Contractual Arrangements.

Apart from the above, there were no other new Contractual Arrangements entered into, renewed or reproduced during the financial year ended December 31, 2022. Save as disclosed above or in the Prospectus, there was no material change in the Contractual Arrangements and/or the circumstances under which they were adopted for the year ended December 31, 2022.

For the year ended December 31, 2022, none of the Contractual Arrangements had been terminated as none of the restrictions that led to the adoption of the contracts under the Contractual Arrangements have been removed.

Substantially all of the Group's total revenue and net assets are derived from the Consolidated Affiliated Entities that are subject to the Contractual Arrangements. The total revenue and net assets derived from the Consolidated Affiliated Entities that are subject to the Contractual Arrangements is approximately RMB2,054.18 million for the year ended December 31, 2022 and approximately RMB1,274.63 million as at December 31, 2022, respectively.

Listing Rules implications and waivers

For the purpose of Chapter 14A of the Listing Rules, and in particular the definition of 'connected person', our Consolidated Affiliated Entities are treated as the Company's subsidiaries, but at the same time, the directors, chief executives or substantial shareholders of the Consolidated Affiliated Entities and its associates are treated as connected persons of our Company as applicable under the Listing Rules (excluding for this purpose, the Consolidated Affiliated Entities themselves). Therefore, the transactions contemplated under the Contractual Arrangements constitute continuing connected transactions of our Company under the Listing Rules.

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.

However, in respect of the Contractual Arrangements and related new intergroup agreements, we have applied for, and the Stock Exchange has granted us, waivers from strict compliance with (i) the announcement, circular and independent shareholders' approval requirements pursuant to Rule 14A.105 of the Listing Rules, (ii) the requirement to set a term of three years or less under Rule 14A.52 of the Listing Rules, and (iii) the requirement set annual caps under Rule 14A.53 of the Listing Rules, for so long as our Class B Shares are listed on the Stock Exchange subject to conditions.

Confirmation from independent non-executive Directors

The Company's independent non-executive Directors have reviewed the Contractual Arrangements and confirmed that:

(i) the transactions carried out during the year 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 Consolidated Affiliated Entities to the holders of its equity interests which are not otherwise subsequently assigned or transferred to the Group during the year;

(iii) no new contracts were entered into, renewed or reproduced between the Group and the Consolidated Affiliated Entities during the year other than the ones disclosed above;

(iv) the Contractual Arrangements have been entered into in the ordinary and usual course of business of the Group;

(v) the Contractual Arrangements have been entered into on normal commercial terms or better; and

(vi) the Contractual Arrangements have been entered into in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

Reporting from the Company's independent auditor

The auditor of the Company has confirmed in a letter to the Board, with respect to the Contractual Arrangements and the transactions contemplated therein, that:

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

(ii) nothing has come to their attention that causes them to believe that the transactions have not been entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and

(iii) nothing has come to their attention that causes them to believe that dividends or other distributions have been made by our Consolidated Affiliated Entities to the holders of its equity interests which are not otherwise subsequently assigned or transferred to our Group.

Weighted voting rights

The Company is controlled through weighted voting rights. Under this structure, the Shares comprise Class A Shares and Class B Shares. Each Class A Share entitles the holder to exercise 10 votes, and each Class B Share entitles the holder to exercise one vote, on any resolution tabled at the Company's general meetings, except for resolutions with respect to the Reserved Matters, in relation to which each Share is entitled to one vote.

The WVR structure enables the WVR Beneficiary to exercise voting control over the Company notwithstanding that the WVR Beneficiary does not hold a majority economic interest in the share capital of the Company. This will enable the Company to benefit from the continued vision and leadership of the WVR Beneficiary who will control the Company with a view to its long-term prospects and strategy.

Investors are advised to be aware of the potential risks of investing in companies with a WVR structure, in particular that the interests of the WVR Beneficiary may not necessarily always be aligned with those of our Shareholders as a whole, and that the WVR Beneficiary will be in a position to exert significant influence over the affairs of our Company and the outcome of Shareholders' resolutions, irrespective of how other Shareholders vote. Investors should make the decision to invest in the Company only after due and careful consideration.

As at December 31, 2022, Mr. Zhang, the WVR Beneficiary, is interested in 82,806,129 Class A Shares, representing approximately 65.51% of the voting rights in the Company, and entitled to control 16,493,486 Class B Shares representing approximately 1.30% of the voting rights in the Company with respect to shareholder resolutions relating to matters other than the Reserved Matters. The Class A Shares are held by Genisage Tech Inc., which is wholly owned by Genisage Holdings Limited. The entire interest in Genisage Holdings Limited is held through a trust which was established by Mr. Zhang (as settlor) for the benefit of himself and his family.

Class A Shares may be converted into Class B Shares on a one to one ratio. As at the date of this annual report, should all the issued and outstanding Class A Shares be converted into Class B Shares, the Company will issue 79,914,181 Class B Shares, representing approximately 18.93% of the total number of issued and outstanding Class B Shares or 15.92% of the issued Shares.

The weighted voting rights attached to the Class A Shares will cease when the WVR Beneficiary has no beneficial ownership of any of the Class A Shares, in accordance with 8A.22 of the Listing Rules. This may occur:

(i) upon the occurrence of any of the circumstances set out in Rule 8A.17 of the Listing Rules, in particular where the WVR Beneficiary is: (1) deceased; (2) no longer a member of the Board; (3) deemed by the Stock Exchange to be incapacitated for the purpose of performing his duties as a director; or (4) deemed by the Stock Exchange to no longer meet the requirements of a director set out in the Listing Rules;

(ii) when Class A Shareholders have transferred to another person the beneficial ownership of, or economic interest in, all of the Class A Shares or the voting rights attached to them, other than in the circumstances permitted by Rule 8A.18 of the Listing Rules;

(iii) where a vehicle holding Class A Shares on behalf of a WVR Beneficiary no longer complies with Rule 8A.18(2) of the Listing Rules; or

(iv) when all of the Class A Shares have been converted into Class B Shares.

Major customers

We have attracted a large and diversified group of FSP clients. As at December 31, 2022, we had cumulatively served more than 7,000 financial institutions in China, including all of the six state-owned banks, 12 joint-equity banks, more than 1,000 regional banks, as well as major consumer finance companies, insurance companies and a variety of other licensed FSPs.

During the year ended December 31, 2022, less than 30% of our total revenue was generated from our five largest customers combined.

None of the Directors, their respective close associates, or any Shareholder (which to the knowledge of the Directors own more than 5% of the number of issued shares of the Company) had any interest in any of our five largest customers during the year ended December 31, 2022.

Major suppliers

Our suppliers primarily include internet or insurance marketing service providers.

During the year ended December 31, 2022, less than 30% of our total purchases was made from the five largest suppliers combined.

None of the Directors, their respective close associates, or any Shareholder (which to the knowledge of the Directors own more than 5% of the number of issued shares of the Company) had any interest in any of our five largest suppliers during the year ended December 31, 2022.

Pre-emptive rights

There are no provisions for pre-emptive rights under 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 of holders of listed securities

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.

Subsidiaries

Particulars of the Company's subsidiaries are set out in Note 16 to the consolidated financial statements.

Property, plant and equipment

Details of movements in the property, plant and equipment of the Group during the year ended December 31, 2022 are set out in Note 11 to the consolidated financial statements.

None of the Company's properties are held for development and/or sale or for investment purposes.

Share capital and shares issued

Details of movements in the share capital of the Company for the year ended December 31, 2022 are set out in Note 31(a) to the consolidated financial statements.

Sufficiency of public float

Based on 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.

Donation

During the year ended December 31, 2022, the Group made charitable donations of RMB0.56 million.

Debenture issued

The Group has not issued any debentures during the year ended December 31, 2022.

Equity-linked agreements

Save as disclosed in the section headed "Share Schemes" in this annual report, no equity-linked agreements were entered into by the Group, or existed during the year ended December 31, 2022.

Dividend

There is no arrangement under which a Shareholder has waived or agreed to waive any dividends.

Permitted indemnity

Pursuant to the Existing Articles of Association and subject to the applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets of the Company from and 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. A permitted indemnity provision (as defined in section 469 of the Companies Ordinance) for the benefit of the Directors is currently and was in force for the year ended December 31, 2022.

The Company has not taken out liability insurance to provide additional coverage for the Directors.

Reserves

Details of movements in the reserves of the Group and the Company during the year ended December 31, 2022 are set out in the consolidated statement of changes in equity on page 95 and in Note 31(b) to the consolidated financial statements, respectively. The Company did not have any distributable reserve as at December 31, 2022.

Bank Loans

Particulars of the bank loans of the Group as of December 31, 2022 are set out in Note 23 to the consolidated financial statements.

Directors' service contracts

Each of our executive Directors has entered into a service contract with our Company. The term of appointment shall be for an initial term of three years from the Listing Date or until the third annual general meeting of our Company after the Listing Date, whichever is sooner (subject to retirement as and when required under the Existing Articles of Association).

Each of our non-executive Directors has entered into an appointment letter with our Company. The term of appointment for Mr. Bai Linsen shall be for an initial term of three years from the Listing Date or until the third annual general meeting of our Company after the Listing Date, whichever is sooner (subject to retirement as and when required under the Existing Articles of Association). The term of appointment for Mr. Ou Wenzhi shall be for an initial term of three years from January 13, 2023 (subject to retirement as and when required under the Existing Articles of Association and the code provision as set out in Appendix 14 of the Listing Rules).

Each of Professor Chen Zhiwu, Mr. Zhou Hao and Professor Guo Yike, an independent non-executive Director, has entered into an appointment letter with our Company. The term of appointment shall be for an initial term of three years from the Listing Date or until the third annual general meeting of our Company after the Listing Date, whichever is sooner (subject to retirement as and when required under the Existing Articles of Association).

Dr. Li Yao, an independent non-executive Director, has entered into an appointment letter with our Company. The term of appointment shall be for an initial term of three years from June 17, 2021 or until the third annual general meeting of the Company since June 17, 2021, whichever is sooner (subject to retirement by rotation and re-election at least once every three years in accordance with the Existing Articles of Association).

None of the Directors proposed for re-election at the forthcoming annual general meeting of the Company has or is proposed to have a service contract with any member of our Group other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation).

Directors' interests in transactions, arrangements or contracts of significance

Save as disclosed in the section "Connected Transactions" of this Directors' report, none of the Directors or 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, 2022.

Emoluments of directors and the five highest paid individuals

In compliance with the Corporate Governance Code, the Company has established the remuneration committee of the Company 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 2019 ESOP and 2021 ESOP, details of which are set out in the Prospectus, and Share Award Scheme, details of which are set out in the Company's announcement dated May 31, 2021 and Note 30 to the consolidated financial statements.

Details of the remuneration of the Directors, senior management and the five highest paid individuals are set out in Note 8 and Note 9 to the consolidated financial statements.

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.

Contracts with controlling shareholders

Save as set out in "Connected Transactions" above and the Underwriting Agreements (as defined in the Prospectus), no contract of significance or contract of significance for the provision of services has been entered into among the Company or any of its subsidiaries and the Controlling Shareholders or any of their subsidiaries during the year ended December 31, 2022.

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, 2022.

Auditor

The consolidated financial statements of the Group have been audited by KPMG, who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting. There was no change in the auditor of the Company in any of the preceding three years.

Continuing disclosure obligations pursuant to the Listing Rules

The Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

Purchase, sale or redemption of the Company's listed securities

During the Reporting Period, the Company repurchased a total of 14,433,000 Class B Shares (the "**Shares Repurchased**") of the Company on the Stock Exchange at an aggregate consideration (including transaction cost) of approximately HK$129.75 million including expenses. As at December 31, 2022, the outstanding Shares Repurchased of a total of 14,433,000 Class B Shares not yet cancelled. Subsequently, the Company has repurchased a total of 3,733,000 Class B Shares on the Stock Exchange at an aggregate consideration of approximately HK$43.63 million including expenses in January and February 2023. Having considered the present share price and the available financial resources of the Company, the Directors are of the view that the share buy-back and the subsequent cancellation of the bought-back shares should enhance the value of the shares and are in the interests of the Company and the shareholders as a whole. Particulars of the Shares Repurchased are as follows:

Month of Repurchase	No. of Class B Shares Repurchased	Highest price paid per Class B Share (HK$)	Lowest price paid per Class B Share (HK$)	Aggregate Consideration (HK$)
June	4,761,500	10.02	9.00	47,269,600
July	1,436,500	9.65	8.79	13,222,545
November	6,059,500	8.34	7.19	47,516,510
December	2,175,500	10.74	9.50	21,740,160
Total	14,433,000			129,748,815

The number of Class B Shares in issue was reduced by 18,166,000 shares as a result of the cancellation accordingly. Upon cancellation of the Shares Repurchased, the WVR beneficiary of the Company, simultaneously reduced their WVR in the Company proportionately by way of converting their Class A Shares into Class B Shares on a one-to-one ratio pursuant to Rule 8A.21 of the Listing Rules, such that the proportion of shares carrying WVR of the Company shall not be increased, pursuant to the requirements under Rules 8A.13 and 8A.15 of the Listing Rules.

The Shares Repurchased from June 2022 to February 2023 of a total of 18,166,000 Class B Shares were cancelled on March 10, 2023. A total of 2,891,948 Class A Shares were converted into Class B Shares on a one-to-one ratio on March 10, 2023.

In addition, 3,638,000 Class B Shares were purchased by trustees of the Company's share awards scheme on market during the year ended December 31, 2022 to satisfy share awards to be vested in subsequent periods.

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's securities listed on the Stock Exchange during the year ended December 31, 2022 and up to the date of this annual report.

Directors' rights to acquire shares or debentures

Save as disclosed in this annual report, at no time during the year ended December 31, 2022 was the Company or any of its subsidiaries, fellow subsidiaries or its holdings companies 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 in Competing Business

Save as disclosed in this annual report and except for the interests of the Controlling Shareholders in the Group, during the Reporting Period, neither the Controlling Shareholders nor any of the Directors had any interest in a business, apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with the Group's business, which would require disclosure under Rule 8.10 of the Listing Rules.

By order of the Board
Zhang Shaofeng
Chairperson

Beijing, China
March 22, 2023

Directors

The Directors who held office during the year ended December 31, 2022 and up to the date of this annual report are:

Executive Directors

Mr. Zhang Shaofeng (張韶峰)
Mr. Zhao Hongqiang (趙宏強)
Ms. Zhao Jing (趙靜)

Non-executive Directors

Mr. Bai Linsen (柏林森)
Mr. Ren Xuefeng (任雪峰) *(resigned with effect from January 13, 2023)*
Mr. Ou Wenzhi (歐文志) *(appointed with effect from January 13, 2023)*

Independent non-executive Directors

Professor Chen Zhiwu (陳志武)
Mr. Zhou Hao (周浩)
Professor Guo Yike (郭毅可)
Dr. Li Yao (李耀)

Executive Directors

Mr. Zhang Shaofeng (張韶峰), aged 45, is the founder, executive Director, chairperson and chief executive officer of our Company. He is also a director of Beijing Bairong and serves as director or executive director in a number of our subsidiaries and the Consolidated Affiliated Entities.

Mr. Zhang has over 17 years of experience in operating and managing data analytics businesses and internet technology companies in China. Prior to founding our Company, Mr. Zhang served as a director, partner and chief data officer of Percent Corporation, an enterprise involved in data intelligence technology in China, from August 2010 to March 2014, responsible for the development and operations of their big data products. Before joining Percent Corporation, Mr. Zhang worked at Tianya Community Network, an information and e-commerce platform in China from February to August 2010. From May 2009 to January 2010, he worked at IBM (China) Investment Limited.

Mr. Zhang received both his bachelor's degree and master's degree in electrical engineering from Tsinghua University in China, in July 2000 and June 2003 respectively.

During the past three years, Mr. Zhang has not been a director of any other listed companies.

Mr. Zhao Hongqiang (趙宏強), aged 46, is our executive Director and chief financial officer. He is also a director of Beijing Bairong and joined our Group in 2015.

Mr. Zhao currently serves as an independent non-executive director of HUYA Inc. (NYSE: HUYA), a leading China-based game live streaming company, Li Auto, Inc. (NASDAQ: LI), an innovator in China's new energy vehicle market, and GOGOX HOLDINGS LIMITED (HKEX: 2246), a major online intra-city logistics platform since May 2018, July 2020 and June 2022, respectively. Previously, Mr. Zhao served as chief financial officer of NetEase Lede Technology Co., Ltd Beijing Branch from October 2014 to October 2015, and vice president of finance at SouFun Holdings Limited (now known as Fang Holdings Limited) (NYSE: SFUN) from May 2013 to August 2014. Mr. Zhao previously held the position of assistant chief auditor at the Public Company Accounting Oversight Board, a regulatory oversight agency under the SEC. He was also employed with KPMG LLP in the United States from August 2001 to February 2009, with the most recent position being Manager Audit.

Mr. Zhao received a bachelor's degree in accounting from Tsinghua University in China, in July 1999 and a master's degree in accountancy from George Washington University, in Washington D.C. in the United States, in July 2001.

Ms. Zhao Jing (趙靜), aged 44, is our executive Director. She joined our Group in August 2018 and now serves as vice president of finance.

Ms. Zhao served as the finance centre director of CITIC Press Corporation (SZSE: 300788) from March 2013 to October 2016. Prior to that, Ms. Zhao served as audit manager at KPMG Huazhen LLP in China, from August 2004 to February 2013.

Ms. Zhao received a bachelor's degree in accounting from Beijing Jiaotong University in China, in July 2001 and a master's degree in accounting and finance from the University of Southampton in the United Kingdom, in July 2004.

During the past three years, Ms. Zhao has not been a director of any other listed companies.

Non-executive Directors

Mr. Bai Linsen (柏林森), aged 50, has served as our non-executive Director since June 2018. He is also a director of Beijing Bairong.

Mr. Bai currently serves as the general manager of the digital technology sector of Zhejiang Geely Holding Group Co., Ltd., since March 2021. Mr. Bai served as vice president and chief technology officer of Saxo Fintech Co., Ltd., from August 2020 to March 2021. He served as vice president and chief technology officer of Shanghai Bingsheng Technology Co., Limited, from October 2018 to March 2020. Mr. Bai served as a director at Percent Corporation from April 2011 to January 2016.

Mr. Bai, a Chartered Financial Analyst holder, received a bachelor's degree in physics from University of Science and Technology of China in July 1991. He received a master's degree in Science from the University of Illinois in the United States in August 2000.

During the past three years, Mr. Bai has not been a director of any other listed companies.

Mr. Ou Wenzhi (歐文志), aged 53, has served as our non-executive Director since January 2023.

Mr. Ou has over 34 years of experience in the financial industry. Since September 2020 and November 2018, Mr. Ou has been the chief operating officer of Guoxin Science and Technology (Hangzhou) Equity Investment Company Limited (國新科創(杭州)股權投資有限公司) and the chief executive officer of Guoxin Science and Technology Fund Management Company Limited (國新科創基金管理有限公司) respectively. During the period from September 2017 to November 2018, he served as the managing director of the operation and management department of China Guoxin Fund Management Company Limited (中國國新基金管理有限公司). During the period from July 2015 to September 2017, he served as the executive deputy general manager of BOC Yue Cai Equity Investment Fund Management Company (中銀粵財股權投資基金管理公司). From December 2009 to July 2015, he was the general manager of the fund investment management department of BOC Group Investment Company Limited. From June 2005 to December 2009, he was the head of Bank of China Guangdong Haizhu branch.

Mr. Ou received a bachelor's degree in international finance from Jinan University, China in July 1999.

During the past three years, Mr. Ou has not been a director of any other listed companies.

Independent non-executive Directors

Professor Chen Zhiwu (陳志武), aged 60, has been our independent non-executive Director since March 2021.

Professor Chen is a director of the Asia Global Institute and Chair Professor of Finance and the Victor and William Fung Professor in Economics at the University of Hong Kong since July 2016. Previously, Professor Chen was a professor of finance at Yale University for 18 years until 2017. He was also a special-term visiting professor at Peking University (School of Economics) and Tsinghua University (School of Social Sciences). Professor Chen was a PACAP Research Fellow at the University of Wisconsin-Madison in the United States from 1994 to 1995. Professor Chen received the Graham and Dodd Award for his research in 2013.

Professor Chen has served as an independent director and chairman of the corporate governance and nominating committee of Noah Holdings (NYSE: NOAH), since December 2013. Previously, Professor Chen was an independent non-executive director of IDG Energy Investment Limited (formerly known as Shun Cheong Holdings Limited) (HKEX: 650) from July 2015 to October 2018, Bank of Communications Co., Ltd. (HKEX: 3328) from August 2010 to August 2018 and PetroChina Company Limited (HKEX: 857) from May 2011 to June 2017.

Professor Chen received his Ph.D. from Yale University in the United States, in December 1990.

Mr. Zhou Hao (周浩), aged 46, has been our independent non-executive Director since March 2021.

From June 2011 to September 2019, Mr. Zhou was 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 head of international business in September 2019 and its chief strategic officer in April 2020. In November 2020, he was further redesignated as chief strategy officer of Anjuke Group Inc., the housing subsidiary of 58.com Inc., and has served such role until March 2023. In September 2010, Mr. Zhou joined CITIC Pharmaceutical Co Ltd., a pharmaceutical service provider that supplies medicine and related consumables to hospitals as chief financial officer. Mr. Zhou was the vice president of finance and the chief financial officer at Wuxi PharmaTech (Cayman) Inc. (NYSE: WX, delisted) from May 2009 to September 2010. Mr. Zhou joined General Electric (China) Co., Ltd. in January 2007 as a financial manager.

Mr. Zhou has served as an independent non-executive director, chairman of the Audit Committee and member of the Nomination Committee and the Remuneration Committee of Angelalign Technology Inc. since April 2023.

Mr. Zhou has served as an independent non-executive director, chairman of the Audit Committee and member of the nomination committee of Meitu, Inc. (HKEX: 1357) since December 2016.

Mr. Zhou received his bachelor's degree from Shanghai International Studies University in China, in July 1998.

Professor Guo Yike (郭毅可), aged 60, has been our independent non-executive Director since March 2021.

Professor Guo is Provost of the Hong Kong University of Science and Technology (HKUST) and concurrent as Chair Professor in the Department of Computer Science and Engineering since December 1, 2022. Prior to joining HKUST, Professor Guo served as the Vice-President (Research and Development) at Hong Kong Baptist University since 2020. He was the Founding Director of the Data Science Institute at Imperial College London since 2014.

Professor Guo has served as an independent non-executive director of Tatwah Smartech Co. Ltd. (SZSE: 002512) and China Carbon Neutral Development Group Limited (HKEX: 1372). He has also been an independent director of Lizi Inc. (NASDAQ: LIZ1), Zhongguancun Development Group Co. Ltd. and China Life Insurance (Overseas) Co. Ltd. Professor Guo is Fellow of Royal Academy of Engineering (FREng), a Member of Academia Europaea (MAE), Fellow of Hong Kong Academy of Engineering Sciences (FHKEng), Fellow of the Institute of Electrical and Electronics Engineers (FIEEE), Fellow of British Computer Society (FBCS) and Fellow of Chinese Association for Artificial Intelligence (FCAAI).

Professor Guo received his first-class honors degree in Computer Science from Tsinghua University in China, in July 1985 and obtained his PhD degree from Imperial College London in the United Kingdom, in August 1994.

Dr. Li Yao (李耀), aged 54, has been our independent non-executive Director since June 2021.

Dr. Li has roughly 30 years of professional experience in financial market. He built up his reputable leadership by holding senior positions with some high-profile financial institutions, including the CEO of a Chinese Government sponsored Sovereign Fund and the Chairman of its Investment Committee; the Co-CEO of a fully owned Capital Management Subsidiary by one of top Chinese Insurance Groups. In his early professional career, Dr. LI participated in building and growing the pioneering investment advisory business and investment banking business for Bank of China. Dr. LI also worked for DRC of China State Council as its Associate Researcher focusing on China's open economic policy making;

Dr. Li holds a Ph.D of Economics degree from China Renmin University, a master degree in Finance from Nanjing University and a bachelor degree in Finance from NanKai University. Dr. Li joined various advanced executive financial programs during his professional career.

Senior management

Our senior management team comprises of Mr. Zhang Shaofeng, Mr. Zhao Hongqiang and Ms. Zhao Jing, who are each an executive Director of our Company. See "– Executive directors" for their biographies.

Joint company secretary(ies)

Mr. Chen Chunyang (陳春陽), is our joint company secretary. Mr. Chen joined our Group in May 2017, and has served in various capacities including as chief investment officer. He joined Shanghai Fangchuang Financial Information Service Co., Ltd., a venture capitalist investor, from April 2014 to May 2017. Mr. Chen received his bachelor's degree in electronic information engineering from the Tianjin University of Technology in China in June 2014.

Ms. Leung Shui Bing (梁瑞冰), is our joint company secretary. Ms. Leung currently serves as a manager of the listing services department at TMF Hong Kong Limited.

Ms. Leung obtained her bachelor's degree in business and management studies (accounting and finance) from the University of Bradford in the United Kingdom in July 2008, and a master's degree in corporate governance from Hong Kong Metropolitan University (formerly known as The Open University of Hong Kong) in August 2017. Ms. Leung is a Chartered Secretary, a Chartered Governance Professional and an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

Changes to directors' information

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of Directors of the Company since the last published interim report are set out below:

– Dr. Li Yao ceased to be an independent non-executive director of 21Vianet Group, Inc. (NASDAQ: VNET) since August 2022;

– Mr. Ou Wenzhi (歐文志) was appointed as a non-executive Director with effect from January 13, 2023;

– Mr. Ren Xuefeng (任雪峰) resigned as a non-executive Director with effect from January 13, 2023; and

– Mr. Zhou Hao (周浩) was appointed as an independent non-executive director of Angelalign Technology Inc. with effect from April 11, 2023. (HKEX: 6699)

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

Disclosure under Rule 8.10 of the Listing Rules

Save and except for the interests of our Controlling Shareholders in our Company and its subsidiaries, during the year ended December 31, 2022, neither our Controlling Shareholders nor any of our Directors had any interest in a business, apart from the business of our Group, which competes or is likely to compete, either directly or indirectly, with our business, which would require disclosure under Rule 8.10 of the Listing Rules.

The Board is pleased to present the corporate governance report of the Company for the year ended December 31, 2022.

Corporate Governance Practices

The Board is committed to achieving high corporate governance standards. The Board believes that high corporate governance standards are essential in providing a reference benchmark for the Group to safeguard the interests of shareholders and to enhance corporate value and accountability.

Compliance with the Corporate Governance Code

Save as disclosed below, the Company had adopted and complied with the applicable code provisions set out in the Corporate Governance Code during the year ended December 31, 2022.

Pursuant to code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The Company deviates from this provision because Mr. Zhang Shaofeng ("**Mr. Zhang**") performs both the roles of chairperson of the Board and the chief executive officer of the Company. Mr. Zhang is the founder of the Group and has extensive experience in the business operations and management of the Group. The Board believes that vesting the roles of both chairperson and chief executive officer to Mr. Zhang has the benefit of ensuring consistent leadership within our Group and enables more effective and efficient overall strategic planning. This structure will enable our Company to make and implement decisions promptly and effectively.

Our Board considers that the balance of power and authority will not be impaired due to this arrangement. In addition, all major decisions are made in consultation with members of the Board, including the relevant Board committees, and with our four independent non-executive Directors. The Board will reassess the division of the roles of chairperson and chief executive officer from time to time, and may recommend dividing the two roles between different people in the future, taking into account the circumstances of the Group as a whole.

The Company will continue to regularly review and monitor its corporate governance practices to ensure compliance with the latest version of the CG Code, and maintain a high standard of corporate governance benchmark of the Company.

Compliance with the Model Code for Securities Transactions by Directors

The Company has adopted the Management Trading of Securities Policy (the "**Code**"), with terms no less exacting that the Model Code, as its own securities dealing code to regulate all dealings by Directors and relevant employees of securities in the Company and other matters covered by the Code.

Specific enquiry has been made of all the Directors and the relevant employees and they have confirmed that they have complied with the Code during the Reporting Period and up to the date of this annual report.

Board composition

The Board currently comprises nine members consisting of three executive Directors, two non-executive Directors and four independent non-executive Directors.

During the Reporting Period and up to the date of this corporate governance report, the composition of the Board comprises the following Directors:

Executive Directors

Mr. Zhang Shaofeng *(Chairperson and chief executive officer, member of nomination committee)*
Mr. Zhao Hongqiang
Ms. Zhao Jing

Non-executive Directors

Mr. Bai Linsen *(member of audit committee and remuneration committee)*
Mr. Ren Xuefeng *(resigned with effect from January 13, 2023)*
Mr. Ou Wenzhi *(appointed with effect from January 13, 2023)*

Independent non-executive Directors

Professor Chen Zhiwu *(chairperson of remuneration committee and corporate governance committee, member of audit committee)*
Mr. Zhou Hao *(chairperson of audit committee and nomination committee, member of remuneration committee and corporate governance committee)*
Professor Guo Yike *(member of nomination committee and corporate governance committee)*
Dr. Li Yao

The biographical information of the Directors is disclosed under "Directors and Senior Management" on pages 36 to 41 of this annual report.

There are no material/relevant relationships (including financial, business, family) between members of the Board.

Board meetings and committee meetings

Code provision C.5.1 of the CG Code stipulates that the board should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals. During the Reporting Period, the Board held 2 Board meetings. The significant matters concerning the business activities and operation of the Group had been either duly reported, discussed and resolved at the 2 Board meetings or dealt with by the Board by way of written resolutions for expeditious commercial decisions making purposes.

During the Reporting Period, the Board held 2 Board meetings, 2 Audit Committee meetings, 2 Corporate Governance Committee meetings, 1 Remuneration Committee meeting, 1 Nomination Committee meeting and an annual general meeting.

A summary of the attendance record of the Directors at Board meetings and committee meetings is set out in the following table below:

	Number of meeting(s) attended/Number of meeting(s) held					
Director	**Annual general meeting**	**Board meeting**	**Audit committee**	**Remuneration committee**	**Nomination committee**	**Corporate governance committee**
Zhang Shaofeng	1/1	2/2	–	–	1/1	–
Zhao Hongqiang	1/1	2/2	–	–	–	–
Zhao Jing	1/1	2/2	–	–	–	–
Bai Linsen	1/1	2/2	2/2	1/1	–	–
Ren Xuefeng[(1)]	1/1	2/2	–	–	–	–
Chen Zhiwu	1/1	2/2	2/2	1/1	–	2/2
Zhou Hao	1/1	2/2	2/2	1/1	1/1	2/2
Guo Yike	1/1	2/2	–	–	1/1	2/2
Li Yao	1/1	2/2	–	–	–	–

Note:

(1) Mr. Ren resigned as a non-executive Director with effect from January 13, 2023.

In accordance with code provision C.2.7 of the CG Code, apart from the regular Board meeting above, the chairperson of the Board has held meetings with the independent non-executive directors without the presence of other directors during the Reporting Period to discuss the Company's strategy, director's contributions, and their independent view.

Independent non-executive directors

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.

Following the Listing, 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 one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

Appointment and re-election of Directors

Code provision B.2.2 of the CG Code stipulates that every Directors, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

At each annual general meeting, one third of the Directors for the time being shall retire from office by rotation. However, if the number of Directors is not a multiple of three, then the number nearest to but not less than one third shall be the number of retiring Directors. The Directors to retire in each year shall be those who have been in office longest since their last re-election or appointment but, as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Each of our executive Directors has entered into a service contract with our Company. The term of office of our executive Directors is three years or until the third annual general meeting of our Company since the Listing Date (whichever is sooner).

Each of our non-executive Directors entered into an appointment letter with our Company. The term of office of Mr. Bai Linsen is three years or until the third annual general meeting of our Company since the Listing Date (whichever is sooner). The term of office of Mr. Ou Wenzhi is three years commencing from January 13, 2023 (subject to retirement as and when require under the Existing Articles of Association).

Each of Profess Chen Zhiwu, Mr. Zhou Hao and Professor Guo Yike, an independent non-executive Director, has entered into an appointment letter with our Company. The term of office of our independent non-executive Directors is three years or until the third annual general meeting of our Company since the Listing Date (whichever is sooner).

Dr. Li Yao, an independent non-executive Director, has entered into an appointment letter with our Company. The term of appointment shall be for an initial term of three years from June 17, 2021 or until the third annual general meeting of the Company since June 17, 2021, whichever is sooner (subject to retirement by rotation and re-election at least once every three years in accordance with the Existing Articles of Association).

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

Responsibilities, accountabilities and contributions of the Board and management

The Board is the primary decision-making body of the Company and is responsible for overseeing the Group's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Board makes decisions objectively in the interests of the Company. All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations. The Group's senior management is responsible for the day-to-day management of the Group's business and is responsible for overseeing the general operation, business development, finance, marketing, and operations.

The Board reserves for its decision all major matters relating to policy, strategy and budgeting, internal control and risk management, material transactions (in particular those that may involve conflicts of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of the Company are delegated to the management. Each Director is able to seek independent professional advice in appropriate circumstances at the Company's expense, upon reasonable request made to the Board.

The Company has not purchased insurance coverage on Directors' and officers' liabilities in respect of any legal actions taken against Directors and senior management arising out of corporate activities.

Board committees

The Board has established four committees, namely the Audit Committee, the Remuneration Committee, the Nomination Committee and the Corporate Governance Committee, for overseeing particular aspects of the Company's affairs. Each of these committees is provided with sufficient resources to perform its duties. Each of these committees is established with defined written terms of reference. The terms of reference of the Board committees are available on the websites of the Company and the Stock Exchange.

Audit Committee

The Company has established an Audit Committee in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code.

The primary duties of the Audit Committee are to review and supervise the financial reporting process and the risk management and internal control systems of the Group, review and approve connected transactions and provide advice and comments to the Board.

The Audit Committee comprises one non-executive Director, being Mr. Bai Linsen, and two independent non-executive Directors, being Mr. Zhou Hao and Professor Chen Zhiwu, with Mr. Zhou Hao (being our independent non-executive Director with the appropriate professional qualifications) as the chairperson of the Audit Committee.

The Audit Committee has reviewed the audited consolidated financial statements of the Group for the year ended December 31, 2022 and has met with the independent auditor, KPMG. The Audit Committee has also discussed matters with respect to the accounting policies and practices adopted by the Company and internal control and financial reporting matters with senior management members of the Company.

Remuneration Committee

The Company established the Remuneration Committee in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code. The Remuneration Committee should consult the chairman and/or chief executive about their remuneration proposals for other executive directors. The Remuneration Committee should have access to independent professional advice if necessary.

The purpose of the Remuneration Committee is to make recommendations to the Board on the policy and structure for the remuneration of directors and senior management, to establish a formal and transparent procedure for developing policy, to evaluate the performance of directors and senior management, to review and approve the terms of and/or matters relating to incentive schemes (including share schemes under Chapter 17 of the Listing Rules (as amended from time to time)) and directors' service contracts, and to recommend the remuneration packages for all directors and senior management. Ensure that no director or any of their associates is involved in deciding that director's own remuneration.

The Remuneration Committee comprises one non-executive Director and two independent non-executive Directors, being Professor Chen Zhiwu, Mr. Zhou Hao and Mr. Bai Linsen, with Professor Chen Zhiwu as the chairperson of the remuneration committee.

The Remuneration Committee has adopted the second model described in paragraph E.1.2(c) under Appendix 14 to the Listing Rules (i.e. make recommendation to the Board on the remuneration packages of individual executive Directors and senior management members).

During the Reporting Period, the Remuneration Committee has performed the following major tasks:

- Reviewed the remuneration policy and the remuneration packages of the Directors and senior management of the Company including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment.

- Reviewed and recommended to the Board the grant of share awards to certain senior management of the Company.

Details of the remuneration paid or payable to each Director of the Company (member of the senior management), on an individual and named basis for the year ended December 31, 2022 are set out in Note 8 to the consolidated financial statements.

All the members of senior management were also a Director or chief executive of the Company, whose remunerations are already disclosed on an individual basis in Note 8 to the consolidated financial statements.

Nomination Committee

The Company has established the Nomination Committee in compliance with the Corporate Governance Code.

The primary duties of the Nomination Committee are to make recommendations to our Board on the appointment or re-appointment of Directors and management of Board succession. The Nomination Committee should have access to independent professional advice at the Company's expense, if necessary.

The Nomination Committee comprises one executive Director and two independent non-executive Directors, being Mr. Zhang Shaofeng, Professor Guo Yike and Mr. Zhou Hao, with Mr. Zhou Hao as the chairperson of the nomination committee.

During the Reporting Period, the Nomination Committee has performed the following major tasks:

- Reviewed the structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate to the requirements for the business of the Group.

- Assessed the independence of all the independent non-executive Directors.

- Recommended the re-election of the retiring Directors at the annual general meeting of the Company.

- Reviewed the implementation of the board diversity policy and director nomination policy and ensure such policies continued effectiveness from time to time.

Corporate Governance Committee

The Company has established the Corporate Governance Committee in compliance with Rule 8A.30 of the Listing Rules and the Corporate Governance Code.

The primary duties of the Corporate Governance Committee are to ensure that the Company is operated and managed for the benefit of all Shareholders and to ensure the Company's compliance with the Listing Rules and safeguards relating to the WVR structure of the Company.

The Corporate Governance Committee comprises of three independent non-executive Directors, namely Professor Chen Zhiwu, Professor Guo Yike and Mr. Zhou Hao. Professor Chen Zhiwu is the chairperson of the corporate governance committee.

The following is a summary of work performed by the Corporate Governance Committee during the Reporting Period:

- Reviewed the policies and practices of the Company on corporate governance and on compliance with legal and regulatory requirements. The policies reviewed include Code for Securities Transactions by Directors and Relevant Employees, board diversity policy, shareholders' communication policy, procedures for nomination of director by shareholders, disclosure of information policy, connected transactions policy and whistle-blowing policy, dividend policy and other corporate governance policies.

- Reviewed the Company's compliance with the CG Code and the deviation(s) from code provision C.2.1 of the CG Code and the Company's disclosure for compliance with Chapter 8A of the Listing Rules.

- Reviewed the remuneration, the terms of engagement and made a recommendation to the Board as to the re-appointment of the Compliance Advisor.

- Reviewed and monitored the management of conflicts of interests between the Group/the Shareholders on one hand and the WVR Beneficiary on the other.

- Reviewed and monitored all risks related to the Company's WVR structure, including connected transactions between the Group/the Shareholders on one hand and the WVR Beneficiary on the other.

- Reviewed the arrangements for the training and continuous professional development of Directors and senior management (in particular, Chapter 8A of the Listing Rules and knowledge in relation to risks relating to the weighted voting rights structure).

- Reviewed and confirmed that the WVR Beneficiary has been a member of the Board throughout the Reporting Period and no matters under Rule 8A.17 of the Listing Rules have occurred during the Reporting Period, and that he has complied with Rules 8A.14, 8A.15, 8A.18 and 8A.24 of the Listing Rules throughout the Reporting Period.

- Sought to ensure effective and on-going communication between the Company and its Shareholders, particularly with regards to the requirements of Rule 8A.35 of the Listing Rules.

- Reported on the work of the Corporate Governance Committee on a half-yearly and annual basis covering all areas of its terms of reference.

The Corporate Governance Committee has confirmed to the Board it is of the view that the Company has adopted sufficient corporate governance measures to manage potential conflicts of interest between the Group and the WVR Beneficiary in order to ensure that the operations and management of the Company are in the interests of the Shareholders as a whole indiscriminately. These measures include the Corporate Governance Committee (a) reviewing and monitoring each transaction contemplated to be entered into by the Group and making a recommendation to the Board on any matter should there be/where there is a potential conflict of interest between the Group and/or the Shareholders and the WVR Beneficiary, and (b) ensuring that (i) any connected transactions are disclosed and dealt with in accordance with the requirements of the Listing Rules, (ii) their terms are fair and reasonable and in the interest of the Company and its Shareholders as a whole, (iii) any directors who have a conflict of interest should abstain from voting on the relevant board resolution, and (iv) the Compliance Adviser is consulted on any matters relating to transactions involving the WVR Beneficiary or a potential conflict of interest between the Group and/or the Shareholders and the WVR Beneficiary. The Corporate Governance Committee recommended the Board to continue the implementation of these measures and to periodically review their efficacy towards these objectives.

The Corporate Governance Committee has confirmed that (i) the WVR beneficiaries have been members of the Board throughout the Reporting Period; (ii) no matter under Rule 8A.17 has occurred during the Reporting Period; and (iii) the WVR Beneficiaries have complied with Rules 8A.14, 8A.15, 8A.18 and 8A.24 of the Listing Rules during the Reporting Period.

The Corporate Governance Committee has reviewed the remuneration and terms of engagement of the Compliance Adviser, and confirmed to the Board that it is not aware of any factors that would require it to consider either the removal of the current Compliance Adviser or the appointment of a new compliance adviser. As a result, the Corporate Governance Committee recommended that the Board retain the services of the Compliance Adviser.

Policy on obtaining independent views and input

Our Company adopted a policy on obtaining independent views and input on December 26, 2022 which sets out the mechanisms to ensure independent views and input are available to the Board. In particular, the Board, Board committees or individual Directors may seek such independent professional advice, views and input as considered necessary to fulfil their responsibilities and in exercising independent judgement when making decisions in furtherance of their Directors' duties at the Company's expense. The Board will review the implementation and effectiveness of the mechanism annually.

Board diversity policy

Our Company adopted a board diversity policy on March 16, 2021 which sets out the approach to achieve diversity of the Board. Our Company recognises and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level, including gender diversity, as an essential element in maintaining the Company's competitive advantage and enhancing its ability to attract, retain and motivate employees from the widest possible pool of available talent. Pursuant to the board diversity policy, in reviewing and assessing suitable candidates to serve as a director of the Company, the nomination committee will consider a number of factors, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, and industry and regional experience. Pursuant to the board diversity policy, 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 formal adoption.

As of the date of this annual report, the Company had a total of nine Directors. There is a diverse mix of educational background and professional experience. There is also a diverse mix of gender including one female and eight male Board members, allowing the Company to achieve the gender diversity of the Board at 11.1%. The Board targets to maintain at least its current level of female representation. During the Reporting Period, the Board has reviewed the board diversity policy and considers that appropriate balance has been stricken among the Board members in terms of skills, experience and perspectives/the implementation of the board diversity policy to be effective. The Board will continue to diversify its Board structure going forward and consider to increase the proportion of female members as and when suitable candidates are identified.

Dividend policy

In accordance with code provision F.1.1 of the Corporate Governance Code, the Company adopted a dividend policy (the "**Dividend Policy**") on March 16, 2021, which outlines the principles and guidelines that the Company intends to apply in relation to the declaration, payment and distribution of dividends to the Shareholders.

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

Director nomination policy

In accordance with paragraph E(d)(iii) of the Corporate Governance Code, the Company adopted a nomination policy for nomination of directors (the "**Director Nomination Policy**") on March 16, 2021. Such policy ensures that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business.

According to the Director Nomination Policy:

(i) the ultimate responsibility for selection and appointment of Directors rests with the entire Board;

(ii) 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;

(iii) in assessing the suitability and the potential contribution to the Board of a proposed candidate, the nomination committee would reference, among others, the candidates' reputation for integrity, professional qualifications and skills, accomplishment and experience in the private education sector, commitment in respect of available time and relevant interest, independence of proposed independent non-executive Directors; and diversity in all aspects; and

(iv) the nomination committee shall make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors.

Directors' remuneration policy

The remuneration of the Directors comprises an annual directors' fee, of which they may also be entitled to options and/or awards under the rules of the share option scheme or share award scheme adopted by the Company from time to time. Such remuneration is determined and recommended by the Remuneration Committee with reference to the respective Directors' duties and responsibilities with the Company, the Company's remuneration policy (as disclosed in this annual report) and the prevailing market conditions.

The remuneration of the members of senior management by band for the year ended December 31, 2022 is set out below:

	Number of members of senior management
Nil to RMB5,000,000	2
RMB5,000,001 to RMB10,000,000	1
Total	3

Other governance policies

During the Reporting Period, the Board has reviewed the compliance status of the Group with respect to the CG Code as well as other corporate governance topics including the Group's policies and practices on compliance with legal and regulatory requirements, and ensured that any deviation from the CG Code was properly explained and disclosed in this annual report.

In accordance with code provisions D.2.7 and D.2.6 of the CG Code, the Company adopted its anti-corruption and whistleblowing policy (the "**Anti-corruption and Whistleblowing Policy**") on March 16, 2021, which outlines the principles and guidelines that the Company intends to apply to promote and support anti-corruption laws and regulations and establishes a whistleblowing policy and system for employees and those who deal with the Company to raise concerns, in confidence and anonymity with the integrity panel of the Company, which will then report to the Audit Committee about any material improprieties related to the Company. These policies are reviewed from time to time to ensure their relevance and appropriateness to the Group's business, corporate strategy and stakeholder expectations.

Workforce diversity

The total gender diversity of the Group is balanced, at 47%, representing 648 females out of 1,378 employees (including senior management), with a slightly higher female employee base driven by the sales and marketing division. The Group has a strong focus on promoting gender diversity in the workforce, having set an overall gender diversity target of 50% female representation across the organization, as well as individual gender diversity targets for operations support and general administrative teams. To support the achievement of these targets, specific initiatives have included a review of the recruitment process, with job descriptions and postings amended to motivate a broader applicant pool, as well as changes to applicant screening and interviews. In addition, to support diversity across all facets, the Group is enhancing diversity and inclusion efforts through employee networks, mentoring programmes, equitable hiring practices, policies and awareness raising events and training for all employees to support inclusive behaviours.

Continuous professional development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors should participate in continuous professional development to develop and refresh their knowledge and skills.

During the year ended December 31, 2022, the key methods of attaining continuous professional development by each of the Directors are recognised as follows:

Director	Attended training session	Reading materials
Zhang Shaofeng	✓	✓
Zhao Hongqiang	✓	✓
Zhao Jing	✓	✓
Bai Linsen	✓	✓
Ren Xuefeng *(resigned with effect from January 13, 2023)*	✓	✓
Chen Zhiwu	✓	✓
Zhou Hao	✓	✓
Guo Yike	✓	✓
Li Yao	✓	✓

Directors' responsibility in respect of the financial statements

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended December 31, 2022. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

Auditor's responsibilities and scope of work

The statement by the auditor of the Company, KPMG, about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 81 to 90 of this annual report.

Corporate governance function

The Board is responsible for performing the functions set out in code provision A.2.1 of the Corporate Governance Code.

The Board has reviewed and monitored the Company's policies and practices on corporate governance, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, and the Company's compliance with the Corporate Governance Code and disclosure in this corporate governance report.

Risk management and internal control

The Board acknowledges that it is responsible for the risk management and internal control systems of the Company and for reviewing their effectiveness. Such systems 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 Board is responsible for evaluating and determining the nature and extent of the Company's environmental, social and governance ("**ESG**") risks it is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems. The Board oversees risk management functions directly and also through the Audit Committee and the senior management.

The senior management is responsible for the overall implementation of ESG risk management and internal control plans and policies determined by the Board and managing the risks in connection with all of the Company's business operations. The senior management identifies, assess and take measures against any significant risks that the Company is facing, and reviews the risk assessment report on a regular basis and reports to the Board on a regular basis.

The Audit Committee assists the Board in leading the management and monitoring and overseeing the ESG risk management and internal control systems through the internal audit department, and reporting and making recommendations to the Board where appropriate.

The management confirms to the Board and the audit committee on the effectiveness of the risk management and internal control systems for each financial year.

The Board, as supported by the Audit Committee as well as the management report and the internal audit findings by the internal audit department, will review the effectiveness of the Company's and its subsidiaries' ESG risk management and internal control systems, including the financial, operational and compliance controls, for each financial year, and will consider whether such systems are effective and adequate.

The annual review will also cover the financial reporting and internal audit function and staff qualifications, experiences and relevant resources. The Board, supported by the Audit Committee and management, reviewed the management reports and the internal audit reports. For the Reporting Period, the Board considered the risk management and internal control systems of the Company effective and adequate.

The Board is responsible for the handling and dissemination of inside information. In order to ensure the market and stakeholders are timely and fully informed about material developments in the Company's business, the Board has adopted the inside information disclosure policy regarding the procedures of proper information disclosure. As such, the inside information will not be passed on to any external party.

Joint company secretaries

Mr. Chen Chunyang and Ms. Leung Shui Bing are the Company's joint company secretaries. Ms. Leung Shui Bing is an external secretarial service provider.

All Directors have access to the advice and services of the joint company secretaries on corporate governance and board practices and matters. Mr. Chen Chunyang, a joint company secretary of the Company, has been designated as the primary contact person of Ms. Leung Shui Bing at the Company, who would work and communicate on the Company's corporate governance and secretarial and administrative matters.

During the year ended December 31, 2022, Mr. Chen Chunyang and Ms. Leung Shui Bing have complied with Rule 3.29 of the Listing Rules and taken no less than 15 hours of relevant professional training.

Auditor's remuneration

A breakdown of the remuneration in respect of audit and non-audit services provided by the auditor to the Company for the year ended December 31, 2022 is set out below:

Service category	Fees paid (RMB'000)
Audit services	4,000
Non-audit services (tax consulting)	670

Shareholders' rights

To safeguard Shareholders' interests and rights, 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 the poll results will be posted on the websites of the Company and the Stock Exchange after each general meeting.

Convening an extraordinary general meeting by Shareholders

Pursuant to Article 13.3 of the Existing Articles of Association, extraordinary general meetings shall be convened on the written requisition of any one or more members holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the paid up capital of the Company on a one vote per share basis, which carry the right of voting at general meetings of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company, specifying the objects of the meeting and the resolutions to be added to the meeting agenda and signed by the requisitionist(s). If the Directors do not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Directors provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to them 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 Existing Articles of Association and the Companies Act of the Cayman Islands. 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.

Procedures for Shareholders to propose a person for election as a director

Shareholders may propose a person for election as a director, the procedures for which are available 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: 1-3/F, Tower A, No.10 Furong Street, Chaoyang District, Beijing, China
Telephone: (+86) 010-64718828
Email: ir@brgroup.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 – Shareholders' communication policy

The Company considers effective communication with Shareholders as 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 respective delegates, as appropriate) are available to meet Shareholders and answer their enquiries. The Shareholders may make a request for information about the Company by sending an email to ir@brgroup.com.

The Board adopted a shareholders' communication policy on March 16, 2021, with reference to the Corporate Governance Code. In addition to our existing investor relations website, email and app, the Company also conducts quarterly communications with major shareholders to obtain suggestions on strategic development and various matters.

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 timely, fair, accurate, truthful and complete disclosure of information, thereby enabling Shareholders, investors and the public to make rational and informed decisions. For the Reporting Period, the Board has reviewed and considered the shareholders' communication policy of the Company to be effective and adequate.

Changes to constitutional documents

During the Reporting Period, there was no significant change in the Company's constitutional documents.

As disclosed in the announcement of the Company dated March 22, 2023, the Company has proposed to amend the Existing Articles of Association for the purposes of, among others, (i) bringing the Existing Articles of Association in line with amendments made to Appendix 3 to the Listing Rules and applicable laws of the Cayman Islands; (ii) providing flexibility to the Company in relation to the conduct of general meetings; and (iii) making other consequential and housekeeping changes in conjunction with the proposed adoption of the fourth amended and restated memorandum and articles of association of the Company (the "**New Articles of Association**"). The Board has proposed to amend the Existing Articles of Association by way of adoption of the New Articles of Association in substitution for, and to the exclusion of, the Existing Articles of Association.

The proposed adoption of the New Articles of Association shall be subject to the passing of a special resolution by the Shareholders at the forthcoming annual general meeting of the Company (the "**AGM**"). A circular containing, among others, details of the proposed amendments to the Existing Articles of Association and a notice convening the AGM will be despatched to the Shareholders as soon as practicable.

Significant subsequent events

Save as disclosed in this annual report, there were no significant subsequent events after the Reporting Period up to the date of publication of this Annual Report.

Directors' and chief executives' interests and short positions in shares and underlying shares and debentures of the Company or any of its associated corporations

As at December 31, 2022, the interests or short positions of the Directors and chief executives of the Company in the Shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the Model Code, to be notified to our Company and the Stock Exchange are set out below:

Name	Nature of interest	Number of Shares	Approximate % of interest in each class of share[1]
Mr. Zhang[2]	Interest in a controlled corporation	82,806,129 Class A Shares	100.00%
	Interest in a controlled corporation	15,000,000 Class B Shares	3.44%
	Founder of a Trust	1,493,486 Class B Shares	0.34%
	Beneficial owner	1,746,000 Class B Shares	0.40%
Mr. Zhao Hongqiang[3]	Beneficial owner	4,100,000 Class B Shares	0.94%
Ms. Zhao Jing[4]	Beneficial owner	1,670,880 Class B Shares	0.38%
Mr. Bai Linsen	Interest in a controlled corporation	5,907,745 Class B Shares	1.36%

Notes:

(1) The calculation is based on the total number of 82,806,129 Class A Shares and 435,910,513 Class B Shares in issue as of December 31, 2022.

(2) This includes 82,806,129 Class A Shares held by Genisage Tech Inc. and 15,000,000 Class B Shares held by GeniAI Tech Ltd., 1,493,486 Class B Shares held by Genisage Tech Inc. and 1,746,000 underlying shares. Genisage Tech Inc. is wholly owned by Genisage Holdings Limited. The entire interest in Genisage Holdings Limited is held through a trust which was established by Mr. Zhang (as settlor) for the benefit of himself and his family. GeniAI Tech Ltd. is wholly owned by RongXing Trust, which is managed by Mr. Zhang and two employees. Mr. Zhang is deemed to be interested in the Class B Shares held by GeniAI Tech Ltd.. Such underlying shares are the relevant shares that may be allotted and issued Class B Shares to him upon fully exercise of all the options granted to him under the 2021 ESOP.

(3) This includes 800,000 Class B Shares and 3,300,000 underlying shares. Such underlying shares including (i) 2,000,000 options which are the relevant shares that may be allotted and issued Class B Shares to him upon fully exercise of all the options granted to him under the 2021 ESOP, and (ii) 1,300,000 award shares which are the relevant shares that may be allotted and issued Class B Shares to him upon fully exercise of all the right granted to him under the Share Award Scheme.

(4) This includes 341,880 Class B Shares and 1,329,000 underlying shares. Such underlying shares including (i) 678,000 options which are the relevant shares that may be allotted and issued Class B Shares to her upon fully exercise of all the options granted to her under the 2021 ESOP, and (ii) 651,000 award shares which are the relevant shares that may be allotted and issued Class B Shares to her upon fully exercise of all the right granted to her under the Share Award Scheme.

Substantial shareholders' interests and short positions in shares and underlying shares

As at December 31, 2022, the following persons (other than the Directors and chief executives whose interests have been disclosed in this annual report) had an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company, pursuant to section 336 of the SFO:

Name	Capacity/Nature of interest	Number of Shares	Approximate % of interest in each class of share[1]
Class A Shares			
Genisage Tech Inc.[2]	Beneficial owner	82,806,129 (L)	100.00%
Genisage Holdings Limited[2]	Interest in controlled corporations	82,806,129 (L)	100.00%
TMF (Cayman) Ltd.[2]	Trustee	82,806,129 (L)	100.00%
Mr. Zhang[2]	Founder of a trust	82,806,129 (L)	100.00%
Class B Shares			
HH BR-I Holdings Limited[3]	Beneficial owner	38,333,860 (L)	8.79%
Tianjin GLTC Enterprise Management Consultation, L.P.[3]	Interest in controlled corporations	38,333,860 (L)	8.79%
Zhuhai Gaoling Tiancheng Investment Management Co., Ltd.[3]	Interest in controlled corporations	38,333,860 (L)	8.79%
CRF Summit Investment Limited[4]	Interest in controlled corporations	28,170,780 (L)	6.46%
Tianjin Shenghuatianxi Enterprise Management Partnership L.P.[4]	Interest in controlled corporations	28,170,780 (L)	6.46%
Xinjiang Guoxin Equity Investment Management Co., Ltd.[4]	Interest in controlled corporations	44,571,580 (L)	10.22%
China Reform Fund Management (Group) Co., Ltd [4]	Interest in controlled corporations	44,571,580 (L)	10.22%

Name	Capacity/Nature of interest	Number of Shares	Approximate % of interest in each class of share[1]
China Reform Fund Management Co., Ltd.[4]	Interest in controlled corporations	44,571,580 (L)	10.22%
China Reform Holdings Corporation Ltd.[4]	Interest in controlled corporations	44,571,580 (L)	10.22%
Max Elegant Limited[5]	Beneficial owner	30,937,545 (L)	7.10%
Tianjin Sequoia Huanrong Enterprise Management Consulting Center L.P.[5]	Interest in controlled corporations	30,937,545 (L)	7.10%
Sequoia XinYuan Equity Investment Partnership (L.P.)[5]	Interest in controlled corporations	30,937,545 (L)	7.10%
Hangzhou Sequoia Heyuan Equity Investment Partnership (L.P.)[5]	Interest in controlled corporations	30,937,545 (L)	7.10%
Shanghai Zheyou Investment Partnership (L.P.)[5]	Interest in controlled corporations	30,937,545 (L)	7.10%
Qianhai Golden Bridge IV LP[6]	Beneficial owner	25,704,335 (L)	5.90%
Qianhai Golden Bridge Management Ltd[6]	Interest in controlled corporations	25,704,335 (L)	5.90%

Name	Capacity/Nature of interest	Number of Shares	Approximate % of interest in each class of share[1]
Qianhai Golden Bridge Co., Ltd.[6]	Interest in controlled corporations	25,704,335 (L)	5.90%
Mr. Wang Haipeng[6]	Interest in controlled corporations	25,704,335 (L)	5.90%
深圳中金前海樂四號基金中心[6]	Interest in controlled corporations	25,704,335 (L)	5.90%
CICC Qianhai Development (Shenzhen) Fund Management Co., Ltd[6]	Interest in controlled corporations	25,704,335 (L)	5.90%
CICC Capital Operation Co., Ltd.[6]	Interest in controlled corporations	25,704,335 (L)	5.90%
China International Capital Corporation (International) Limited[6]	Interest in controlled corporations	29,934,835 (L) 4,230,500 (S)	6.87% 0.97%
Wu Capital Limited[7]	Beneficial owner	24,314,910 (L)	5.58%
Zodiac Elements Limited[7]	Interest in controlled corporations	24,314,910 (L)	5.58%
Aureate Kirin Limited[7]	Interest in controlled corporations	24,314,910 (L)	5.58%
TMF (Cayman) Ltd.[7]	Interest in controlled corporations	27,622,635 (L)	6.34%
Ms. Xinyi Cai[7]	Founder of a trust	24,314,910 (L)	5.58%

Notes:

(1) The calculation is based on the total number of 82,806,129 Class A Shares and 435,910,513 Class B Shares in issue as at December 31, 2022. The letter "L" stands for long position, while the letter "S" for short position.

(2) Genisage Tech Inc. is wholly-owned by Genisage Holdings Limited. The entire interest in Genisage Holdings Limited is indirectly held through TMF (Cayman) Ltd., which is the trustee of a trust which was established by Mr. Zhang (as settlor) for the benefit of himself and his family. Therefore Mr. Zhang is deemed to hold interests in Genisage Tech Inc..

(3) HH BR-I Holdings Limited is wholly-owned by Tianjin GLTC Enterprise Management Consultation, L.P. The general partner of Tianjin GLTC Enterprise Management Consultation, L.P. is Zhuhai Gaoling Tiancheng Investment Management Co., Ltd.

(4) CRF Summit Investment Limited is wholly-owned by Tianjin Shenghuatianxi Enterprise Management Partnership L.P. and Waterdrop Investment Limited is indirectly wholly-owned by Tianjin Zhonghetianxi Enterprise Management Partnership L.P., with Xinjiang Guoxin Equity Investment Management Co., Ltd. being their sole management company. Xinjiang Guoxin Equity Investment Management Co., Ltd. is wholly-owned by China Reform Fund Management Co., Ltd., with China Reform Fund Management (Group) Co., Ltd. being its largest single shareholder. China Reform Fund Management (Group) Co., Ltd. is wholly-owned by China Reform Holdings Co., Ltd.

(5) Max Elegant Limited is controlled by Tianjin Sequoia Huanrong Enterprise Management Consulting Center L.P., whose limited partner Sequoia XinYuan Equity Investment Partnership (L.P.) which is indirectly owned by Hangzhou Sequoia Heyuan Equity Investment Partnership (L.P.) as to 33.61% and indirectly wholly-owned by Shanghai Zheyou Investment Partnership (L.P.) as a general partner. Hangzhou Sequoia Heyuan Equity Investment Partnership (L.P.) is indirectly wholly-owned by Shanghai Zheyou Investment Partnership (L.P.) as a general partner.

(6) Qianhai Golden Bridge IV LP is a limited partnership established in the Cayman Islands controlled by Qianhai Golden Bridge Management Ltd., which is indirectly wholly-owned by Qianhai Golden Bridge Co., Ltd.. Qianhai Golden Bridge Co., Ltd. is indirectly wholly-owned by CICC Qianhai Development (Shenzhen) Fund Management Co., Ltd.. CICC Qianhai Development (Shenzhen) Fund Management Co., Ltd. is indirectly owned by CICC Capital Operation Co., Ltd. as to 55%, which is indirectly wholly-owned by China International Capital Corporation (International) Limited. Mr. Wang Haipeng is the limited partner of Qianhai Golden Bridge IV LP contributing more than one third of the capital to Qianhai Golden Bridge IV LP. Mr. Wang Haipeng holds the above interest on behalf of 深圳中金前海伯樂四號基金中心(有限合夥).

(7) Wu Capital Limited is wholly-owned by Zodiac Elements Limited, which is indirectly wholly-owned by Aureate Kirin Limited. Aureate Kirin Limited is indirectly wholly-owned by TMF (Cayman) Ltd., which is the trustee of a family trust set up by Ms. Cai Xinyi. Kai Hong Holdings Limited which is wholly-owned by TMF (Cayman) Ltd.,holds 3,307,725 Class B Shares.

Share Schemes

The Company has three existing share schemes, namely the 2019 ESOP, the 2021 ESOP and the Share Award Scheme. From January 1, 2023, the Company will rely on the transitional arrangements provided for the existing share schemes and will comply with the new Chapter 17 accordingly (effective from January 1, 2023).

As all awards granted during the Reporting Period will be satisfied by existing Shares, no new Shares may be issued in respect of all options and awards granted during the Reporting Period to eligible participants pursuant to the 2021 ESOP and the Share Award Scheme.

Further, details and relevant breakdowns of each of the share schemes of the Company are set out below:

1. 2019 ESOP

The following is a summary of the principal terms of the 2019 ESOP. The 2019 ESOP does not involve the grant of any share options after Listing and is not subject to Chapter 17 of the Listing Rules.

Purpose. The purpose of the 2019 ESOP is to promote the success and enhance the value of our Company by linking the personal interests of the participants to those of Shareholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to Shareholders. The 2019 ESOP is further intended to provide flexibility to the Company in its ability to motivate, attract, and retain the services of the participants upon whose judgement, interest, and special effort the successful conduct of the Company's operation is largely dependent.

Eligible participants. Any person, including an officer, a director or a consultant of any member of a Group Entity (as defined therein), who is in the employment of or other contractual relationship with any member of the Group Entity. The Committee may, from time to time, select from among all eligible individuals, those to whom Awards shall be granted and shall determine the nature and amount of each Award (the "**Participant**"). No individual shall have any right to be granted an award pursuant to the 2019 ESOP.

Maximum number of Class B Shares. The maximum aggregate number of Class B Shares which may be issued pursuant to all awards under the 2019 ESOP shall be 49,817,780 Class B Shares. Class B Shares subject to any awards that terminate, expire or lapse for any reason shall again be available for the grant of an award pursuant to the 2019 ESOP. Class B Shares subject to any awards that are forfeited by the participant or repurchased by the Company may again be optioned, granted or awarded under the 2019 ESOP.

Given that no further awards would be granted under the 2019 ESOP, the outstanding number of options would be equivalent to the maximum number of new Shares available for issue under the 2019 ESOP. As of the date of this annual report, outstanding awards representing 12,302,687 underlying Shares, being approximately 2.45% of the issued share capital of the Company, were granted to eligible participants pursuant to the 2019 ESOP. Details of the 2019 ESOP are set out in Note 30 to the consolidated financial statements.

Maximum entitlement of a grantee. Under the 2019 ESOP, there is no specific limit on the maximum number of shares which may be granted to a single eligible participant under the 2019 ESOP.

Exercise Period. The Committee shall determine the time or times for exercise, including exercise prior to vesting; provided that the term shall not exceed ten years. The Committee shall also determine any conditions, if any, that must be satisfied before exercise.

Vesting Period. The vesting criteria and conditions, and the vesting date are specified in the award agreement. Details of the vesting period of individual grants are stated in the table below.

Exercise Price. The exercise price shall be set forth in the Award Agreement which may be a fixed price or a variable price related to the fair market value of the Class B Shares.

Duration. The 2019 ESOP shall become effective on the date of its adoption and shall expire on, and no award may be granted pursuant to the 2019 ESOP after the tenth anniversary of the effective date. Any awards that are outstanding on the tenth anniversary of the effective date shall remain in force according to the terms of the 2019 ESOP and the applicable memorialized in an agreement. The remaining life of the 2019 ESOP is approximately six years.

Outstanding options granted. As of March 12, 2021, the Company had conditionally granted options to 205 Participants under the 2019 ESOP. All the options under the 2019 ESOP were granted between May 20, 2016 and March 9, 2021 (both days inclusive) and our Company will not grant further options under the 2019 ESOP after the Listing.

Further details of the 2019 ESOP are set out in the Prospectus.

Details of the outstanding options granted under the 2019 ESOP are as follows:

Name	Role	Date of Grant	Vesting Period[1]	Exercise Price (per Share)	Outstanding as of January 1, 2022	Exercised during the period	Lapsed during the period	Cancelled during the period	Outstanding as of December 31, 2022	Weighted average closing price of Shares immediately before the date of exercise during the Reporting Period
Directors, chief executive or substantial shareholder										
Zhao Hongqiang	Executive Director; Chief Financial Officer	April 1, 2018; August 1, 2019	4 years	RMB0.2	800,000	700,000	–	–	100,000	HK$8.09
Zhao Jing	Executive Director; Finance Vice President	November 21, 2018; November 1, 2019	4 years	RMB0.2	341,880	256,410	–	–	85,470	HK$8.93

Name	Role	Date of Grant	Vesting Period[1]	Exercise Price (per Share)	Outstanding as of January 1, 2022	Exercised during the period	Lapsed during the period	Cancelled during the period	Outstanding as of December 31, 2022	Weighted average closing price of Shares immediately before the date of exercise during the Reporting Period
Other grantees in category										
106 Employee Participants in aggregate		January 1, 2016 - March 9, 2021	4 years	RMB0.2	30,741,175	20,416,317	714,236	–	9,610,622	HK$9.58
18 Service Providers in aggregate		January 1, 2016 - March 9, 2021	4 years	RMB0.2	13,476,930	10,939,085	–	–	2,537,845	HK$9.58
Total					45,359,985	32,311,812	714,236	–	12,333,937	

Note:

1. The Committee shall determine the time or times for exercise, including exercise prior to vesting; provided that the term shall not exceed ten years, subject to the terms of the 2019 ESOP and the award agreement signed by the grantee.

2. 2021 ESOP

The following is a summary of the principal terms of the 2021 ESOP conditionally adopted by our Shareholders' resolutions dated March 16, 2021 with effect from Listing.

Purpose. The purpose of the 2021 ESOP is to provide Eligible Persons (defined below) with the opportunity to acquire proprietary interests in our Company and to encourage the Eligible Person to work towards enhancing the value of our Company and our Shares for the benefit of our Company and Shareholders as a whole. The 2021 ESOP will provide our Company with a flexible means of retaining, incentivizing, rewarding, remunerating, compensating and/or providing benefits to Eligible Persons.

Eligible Persons. Any individual, being an employee or director of any member of the Group or any Affiliate (including nominees, and/or trustees of any employee benefit trust established for them), officer, consultant, advisor, distributor, contractor, customer, supplier, agent, business partner, joint venture business partner or service provider of any member of our Group or any of our Group's affiliates who the Board or its delegate(s) considers, in their sole discretion, to have contributed or will contribute to our Group is entitled to be offered and granted options ("**Eligible Person(s)**").

Maximum number of Shares. The overall limit on the number of Class B Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2021 ESOP and any other share option schemes of our Company at any time (and to which the provisions of Chapter 17 of the Listing Rules are applicable) must not exceed 30% of the Shares in issue from time to time (the "**Option Scheme Limit**").

As of January 1, 2022, 27,576,471 options were available for grant under the 2021 ESOP. During the Reporting Period, nil options were granted to eligible participants pursuant to the 2021 ESOP. It follows that, as of December 31, 2022 and the date of this annual report, 28,403,471 and 28,443,471 options were available for grant under the 2021 ESOP (taking into account options which have lapsed in accordance with the terms of the rules of the 2021 ESOP), respectively.

The total number of Class B Shares which may be issued upon exercise of all options to be granted under the 2021 ESOP and any other share option scheme of our Company is 41,098,971, being no more than 10% of the Shares in issue on the date the Class B Shares commence trading on the Stock Exchange (the "**Option Scheme Mandate**").

As of January 1, 2022, 41,098,971 new Shares were available for issue under the Option Scheme Mandate Limit. During the Reporting Period, nil new Shares were issued pursuant to the 2021 ESOP. It follows that, as of December 31, 2022 and the date of this annual report, 41,098,971 new Shares and 41,098,971 new Shares (representing approximately 8.19% of the issued share capital of the Company as of the date of this annual report) were available for issue under the Option Scheme Mandate, respectively.

Maximum entitlement of a grantee. Unless approved by our Shareholders, the total number of Class B Shares issued and to be issued upon exercise of the options granted and to be granted under the 2021 ESOP and any other share option scheme(s) of our Company to each Eligible Person (including both exercised and outstanding options) in any 12 month period shall not exceed 1% of the total number of Shares in issue (the "**Individual Limit**"). Any further grant of options to an Eligible Person which would result in the aggregate number of Class B Shares issued and to be issued upon exercise of all options granted and to be granted to such Eligible Person (including exercised, cancelled and outstanding options) in the 12 month period up to and including the date of such further grant exceeding the Individual Limit shall be subject to separate approval of our Shareholders in general meeting (with such Eligible Persons and his associates abstaining from voting).

Exercise period. The period within which an option may be exercised is to be determined and notified by the Board to each grantee at the time of making an offer, and shall not expire later than ten years from the date of grant.

Vesting period and consideration. An offer shall be made to Eligible Persons by a letter in duplicate which specifies the terms on which the option is to be granted. Such terms may include any minimum period(s) for which an option must be held and/or any minimum performance target(s) that must be achieved, before the option can be exercised in whole or in part, and may include at the discretion of the Board or its delegate(s) such other terms either on a case basis or generally.

An offer shall be deemed to have been accepted and the option to which the offer relates shall be deemed to have been granted and to have taken effect when the duplicate of the offer letter comprising acceptance of the offer duly signed by the grantee with the number of Class B Shares in respect of which the offer is accepted clearly stated therein, together with a remittance in favour of our Company of HK$1.00 by way of consideration for the grant thereof, is received by our Company within 20 business days from the date on which the letter containing the offer is delivered to the Eligible Person.

Any offer may be accepted in respect of less than the number of Class B Shares for which it is offered provided that it is accepted in respect of a board lot for dealing in Class B Shares or a multiple thereof. To the extent that the offer is not accepted within 20 business days from the date on which the letter containing the offer is delivered to that Eligible Person, it shall be deemed to have been irrevocably declined.

Exercise price. The price per Class B Share at which a grantee may subscribe for Class B Shares on the exercise of an option (the "**Exercise Price**") shall be such price determined by the Board in its absolute discretion and shall be no less than the higher of:

(i) the closing price of a Class B Share as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant;

(ii) the average closing price of the Class B Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and

(iii) the nominal value of a Class B Share on the date of grant.

Duration. The 2021 ESOP shall be valid and effective for the period of ten years commencing on the Listing Date (after which, no further options shall be offered or granted), but in all other respects the provisions of the 2021 ESOP shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the rules of the 2021 ESOP. The remaining life of the 2021 ESOP is approximately eight years.

Outstanding options granted. As at December 31, 2022, our company had granted 12,695,500 to grantees (including Directors and chief executive of our company) under the 2021 ESOP. The total number of Class B Shares available for grant under the 2021 ESOP is 28,403,471 Class B Shares, representing approximately 5.66% of the issued share capital of the Company as at the date of this annual report.

Details of movements of options granted under the 2021 ESOP during the Reporting Period are as follows:

Name or category of grantees	Date of Grant	Vesting Period[1]	Exercise price	Closing price immediately before the date on which the options were granted	Fair value of options at the date of grant[2]	Number of our shares underlying options outstanding as at January 1, 2022	Number of options granted during the Reporting Period	Number of options exercised during the Reporting Period	Weighted average closing price of the Shares immediately before the date of exercise during the Reporting Period	Number of options lapsed during the Reporting Period	Number of options cancelled during the Reporting Period	Number of our shares underlying option outstanding as at December 31, 2022
Directors, chief executive or substantial shareholder												
Mr. Zhang Shaofeng	December 29, 2021	4 years	HK$9.602	HK$9.70	HK$3.53	1,746,000	–	–	–	–	–	1,746,000
Mr. Zhao Hongqiang	December 29, 2021	4 years	HK$9.602	HK$9.70	HK$3.53	2,000,000	–	–	–	–	–	2,000,000
Ms. Zhao Jing	December 29, 2021	4 years	HK$9.602	HK$9.70	HK$3.53	678,000	–	–	–	–	–	678,000
Other grantees in category												
77 Employee Participants in aggregate	December 29, 2021	4 years	HK$9.602	HK$9.70	HK$3.26, HK$3.53	9,098,500	–	–	–	827,000	–	8,271,500
Total						13,522,500	–	–		827,000	–	12,695,500

Notes:

1. The period within which an option may be exercised is to be determined and notified by the Board to each grantee at the time of making an offer, and shall not expire later than ten years from the date of grant.

2. The fair value of options are calculated in accordance with the accounting standards and policies adopted for preparing the Company's financial statements. The methodology and assumptions used was the fair value is measured at grant date using the binomial model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

The options granted shall be valid for a period of ten years from the date of grant. The options shall be vested in accordance with the timetable below:

Vesting Date	Percentage of options to vest
December 29, 2023	50% of the total number of options granted
December 29, 2024	25% of the total number of options granted
December 29, 2025	25% of the total number of options granted

For further details of the share options granted under the 2021 ESOP, please refer to the announcements and circular published by the Company on December 29, 2021, January 7, 2022 and May 6, 2022.

Further details of the 2021 ESOP are set out in Note 30 to the consolidated financial statements.

3. Share Award Scheme

The following is a summary of the principal terms of the Share Award Scheme adopted by the Board on May 28, 2021.

Purpose. The purposes of the Share Award Scheme are (a) to align the interests of Eligible Persons with those of the Group through ownership of Class B Shares, dividends and other distributions paid on Shares and/or the increase in value of the Class B Shares, and (b) to encourage and retain Eligible Persons to make contributions to the long-term growth and profits of the Group.

Eligible participant. Any individual, being an employee or director (including executive Directors, non-executive Directors and independent non-executive Directors of any member of the Group or any Affiliate of the Group (including nominees and/or trustees of any employee benefit trust established for them), and any) 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 who the Board or its delegate(s) considers, in its sole discretion, to have contributed or will contribute to the Group ("**Selected Participant**") is eligible to receive an Award. The Board or the committee of the Board or person(s) to which the Board has delegated its authority may, from time to time, at their absolute discretion, grant an Award to a Selected Participant.

Maximum number of award shares (either to be satisfied by new Shares or existing Shares) available for grant. The maximum aggregate number of Class B Shares underlying all grants made pursuant to the Share Award Scheme shall be 24,764,500 Class B Shares subject to an annual limit of 3% of the total number of issued Shares at the relevant time (the "**Share Award Scheme Limit**").

As of January 1, 2022, 10,537,000 award shares were available for grant under the Share Award Scheme. During the Reporting Period, 2,776,500 award shares were granted to eligible participants pursuant to the Share Award Scheme and 932,500 award shares were lapsed in accordance with the rules of the Share Award Scheme. It follows that, as of December 31, 2022, 8,693,000 award shares were available for grant under the Share Award Scheme.

Maximum number of new Class B Shares available for issue. The total number of new Shares issued and may be issued pursuant to the Share Award Scheme will not exceed 24,764,500 Shares (the "**Share Award Scheme Mandate**"), representing 5% of the total issued Shares of the Company and approximately 6% of Class B Shares on May 28, 2021, being the date on which the Share Award Scheme was adopted.

As of January 1, 2022, 24,764,500 new Shares were available for issue under the Share Award Scheme Mandate. During the Reporting Period, nil new Shares were issued pursuant to the Share Award Scheme. It follows that, as of December 31, 2022 and the date of this annual report, 24,764,500 new Shares and 24,764,500 new Shares (representing approximately 4.93% of the issued share capital of the Company as of the date of this annual report) were available for issue under the Share Award Scheme Mandate, respectively.

Maximum entitlement of a grantee. Under the Share Award Scheme, there is no specific limit on the maximum number of Awards which may be granted to a single eligible participant under the Share Award Scheme.

Vesting period. The Board or its delegate(s) may from time to time while the Share Award Scheme is in force and subject to all applicable laws, determine such vesting criteria and conditions or periods for the Award to be vested.

Consideration. Pursuant to the Share Award Scheme, there is no amount payable on application or acceptance of the Award and no purchase price of Shares awarded.

Duration. The Share Award Scheme is effective from May 28, 2021 and shall terminate on the earlier of: (1) the end of the period of ten years commencing on the Adoption Date, except in respect of any non-vested Award Shares granted hereunder prior to the expiration of the Share Award Scheme, for the purpose of giving effect to the vesting of such Award Shares or otherwise as may be required in accordance with the provisions of the Share Award Scheme; and (2) 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 Share Award Scheme. The remaining life of the Share Award Scheme is approximately eight years.

Outstanding awards granted. As of December 31, 2022, the Company had awarded a total of 16,071,500 award shares to 133 Selected Participants under the Share Award Scheme.

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

Name or category of grantees	Date of grant	Vesting period[1]	Purchase price	Closing price immediately before the date on which the award shares were granted	Fair value of award shares at the date of grant[2]	Number of unvested award shares held as at January 1, 2022	Number of award shares granted during the Reporting Period	Number of award shares vested during the Reporting Period	Weighted average closing price of the Shares immediately before the vesting date during the Reporting Period	Number of award shares lapsed during the Reporting Period	Number of award shares cancelled during the Reporting Period	Number of unvested award shares held as at December 31, 2022
Directors, chief executive or substantial shareholder												
Mr. Zhao Hongqiang	December 29, 2021	1.5-4 years	–	HK$9.70	HK$9.48	1,300,000[3]	–	–	–	–	–	1,300,000[3]
Ms. Zhao Jing	December 29, 2021	1.5-4 years	–	HK$9.70	HK$9.48	651,000[3]	–	–	–	–	–	651,000[3]
Other grantees in category												
Top 5 paid individuals in aggregate[3]	December 29, 2021 – October 8, 2022	1.5-4 years	–	HK$8.58 – HK$10.40	HK$8.58 – HK$10.42	150,000[3]	–	–	–	–	–	150,000[3]
123 Employee Participants in aggregate	December 29, 2021 – October 8, 2022	1.5-4 years	–	HK$8.58 – HK$10.40	HK$8.58 – HK$10.42	12,126,500	2,598,500[3]	–	–	932,500	–	13,792,500[3]
5 Service Providers in aggregate	December 29, 2021 – October 8, 2022	1.5-4 years	–	HK$8.58 – HK$9.82	HK$8.58 – HK$10.42	–	178,000[3]	–	–	–	–	178,000[3]
Total						14,227,500	2,776,500	–		932,500	–	16,071,500

Notes:

1. Exercise period is not applicable for award shares. The award shares granted shall be valid for a period of ten years from the date of grant.

2. The fair value of award shares are calculated in accordance with the accounting standards and policies adopted for preparing the Company's financial statements. The methodology and assumptions used was the fair value of each RSU at the grant date were determined by reference to the fair value of the ordinary shares of the Group that issued to its shareholders.

3. Except for the 9,889,000 award shares granted on December 29, 2021, the remaining award shares will be satisfied by existing shares acquired by trustee(s) of the Company. For further details, please refer to the announcement publish by the Company on December 29, 2021.

Further details of the Share Award Scheme are set out in Note 30 to the consolidated financial statements.

Material litigation

The Company was not involved in any material litigation or arbitration during the year ended December 31, 2022. The Directors are also not aware of any material litigation or claims that are pending or threatened against the Group during the Reporting Period and up to the date of this annual report.

Use of proceeds from the Global Offering

On March 31, 2021, the shares of the Company were listed on the Main Board of the Stock Exchange. The net proceeds from the Global Offering were approximately RMB3,170.39 million (the "**IPO Proceeds**"), after deducting of underwriting commissions and total expenses paid by the Company in connection with the Global Offering.

Since the Listing Date and up to December 31, 2022, the Group has gradually utilised the IPO Proceeds in accordance with the intended purposes stated in the Prospectus. The balance of the IPO Proceeds will continue to be utilised according to the manner and proportions as disclosed in the Prospectus. For details, please refer to the following table:

	Net proceeds from the Global Offering (RMB million)	Proportion	Unutilized amount as at January 1, 2022 (RMB million)	Utilized during the Reporting Period (RMB million)	Unutilized amount as at December 31, 2022 (RMB million)
Fund business expansion, expand FSP client base and penetrate into existing FSP client base	1,426.68	45%	1,210.01	395.07	814.94
Enhance efforts in research and development	951.12	30%	871.58	173.79	697.79
Pursue strategic investments and acquisitions to expand existing products and services offerings, improve technology capabilities, and enhance value proposition to FSP clients	475.56	15%	303.53	118.68	184.85
Working capital and general corporate purposes	317.03	10%	317.03	–	317.03
Total	3,170.39	100%	2,702.15	687.54	2,014.61

The Group expects to fully utilise the unutilised net amount by end of 2024, which is based on the Company' best estimation of the future market conditions and thus subject to change.

Dividends/Declaration of final dividend

The Board does not recommend the distribution of a final dividend for the year ended December 31, 2022.

Events after the Reporting Period

Save as disclosed in this annual report, there were no other significant events that might affect the Group after the Reporting Period.

Independent auditor's report to the shareholders of Bairong Inc.
(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Bairong Inc. (the "Company") and its subsidiaries (together the "Group") set out on pages 91 to 184, which comprise the consolidated statement of financial position as at December 31, 2022, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for opinion

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

Key audit matters

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

Key audit matters (Continued)

Revenue recognition

Refer to note 4 to the consolidated financial statements and the accounting policies in note 2(x).

The Key Audit Matter	How the matter was addressed in our audit
The Group generates revenue from the provision of smart analytics and operation services, precision marketing services and insurance distribution services. The revenue from smart analytics and operation services, precision marketing services and insurance distribution services were RMB1,039 million, RMB467 million and RMB549 million, respectively, for the year ended December 31, 2022. Revenue from smart analytics and operation services is primarily generated from usage-based subscriptions contracts, and a small portion of revenue is generated from annual subscription contracts. Revenue on usage-based subscription contracts is recognised over time utilising the right to invoice expedient when the service is provided and billed. Revenue from precision marketing services is generally recognised at a point in time when a user applies for a financial product through the Group's platform or when the user's application is approved by the Group's customer. Insurance distribution services revenue is recognised at a point in time when the signed insurance policy is in place and the Group has a present right to payment from the insurance companies.	Our audit procedures to assess the recognition of revenue included the following: • assessing the design, implementation and operating effectiveness of key internal controls over revenue recognition; • confirming with customers, on a sample basis, the billing amounts for the year; • for unreturned confirmations, performing alternative procedures by checking the result of periodic reconciliations of the billing amounts between the Group and its customers against the accounting ledgers, and checking the customer payment amounts appearing on bank statements against the accounting ledgers; • inspecting manual adjustments to revenue raised during the reporting period or subsequent to the period end as a result of reconciliations with the customers, and comparing the amount of the adjustments with relevant underlying documentation on reconciliation;

Key audit matters (Continued)
Revenue recognition (Continued)

Refer to note 4 to the consolidated financial statements and the accounting policies in note 2(x).

The Key Audit Matter	How the matter was addressed in our audit
The Group uses its information technology system ('billing system') to record the number of transactions with a customer and the billing amounts within a specified period for smart analytics and operation services. The Group performs periodic reconciliations and confirms the billing amounts within a specified period with its customers across all the service lines. We identified revenue recognition as a key audit matter because revenue is one of the key performance indicators of the Group which gives rise to an inherent risk that revenue could be subject to manipulation to meet targets or expectations.	Our audit procedures to assess the recognition of revenue included the following: (continued) In addition to the above, the following procedures were performed on the revenue generated from smart analytics and operation services, in particular: • assessing, with the assistance of KPMG IT specialists, the accuracy of the number of transactions generated from the billing system, and performing re-calculations of the billing amounts for smart analytics and operation services within a specified period, on a sample basis; and • comparing, on a sample basis, the key billing information exported from the billing system, such as unit price, with the underlying customer contracts, and reconciling the amount of revenue billed in the billing system to the accounting system.

Key audit matters (Continued)

Assessing potential impairment of goodwill

Refer to note 14 to the consolidated financial statements and the accounting policies in note 2(l)(ii).

The Key Audit Matter	How the matter was addressed in our audit
As disclosed in note 14 to the consolidated financial statements, the Group recorded goodwill which arose from business combinations in 2017 and 2021 amounting to RMB 180.01 million as at December 31, 2022. No impairment loss was recognized for the year ended December 31, 2022. Management performs annual impairment assessments of the goodwill which arose from business combinations. In performing such impairment assessments, management compares the carrying value of each of the separately identifiable cash-generating units ("CGUs") to which goodwill had been allocated with their respective recoverable amounts, being the higher of fair value less costs of disposal and value in use, to determine if any impairment loss should be recognized. Value in use is assessed based on discounted cash flow forecasts.	Our audit procedures to assess potential impairment of goodwill included the following: • obtaining an understanding and evaluating the design, implementation and operating effectiveness of the internal controls over assessment process of goodwill impairment; • comparing the cashflow forecasts prepared at the end of last year with the actual performance of the businesses for the current year and make enquiries of management as to the reasons for any significant variations identified, to assess whether the judgement made by management in the preparation of the cash flow forecasts in the prior year indicated possible management bias; • assessing the appropriateness of management's identification of CGUs, and allocation of assets to each CGU adopted by management in its impairment assessments of goodwill, and the appropriateness of the methodology used by management in the preparation of the discounted cash flow forecasts with reference to the requirements of the prevailing accounting standards;

Key audit matters (Continued)

Assessing potential impairment of goodwill (Continued)

Refer to note 14 to the consolidated financial statements and the accounting policies in note 2(l)(ii).

The Key Audit Matter	How the matter was addressed in our audit
The preparation of discounted cash flow forecasts for the purpose of assessing value in use involves estimating future cash flows, growth rates for income and expenses and discount rates which can be inherently uncertain. We identified assessing potential impairment of goodwill as a key audit matter because the goodwill impairment assessments performed by management contain certain judgmental assumptions which could be subject to management bias.	Our audit procedures to assess potential impairment of goodwill included the following: (continued) • evaluating the reasonableness of the assumptions adopted in the preparation of the cash flow forecasts, including projected future growth rates for income and expenses, with reference to our understanding of the business, historical trends and available industry information and available market data; • assessing whether the discount rates applied in the discounted cash flow forecasts were within a reasonable range by comparison with data for companies operating in the same industries; • assessing the impact of changes in the key assumptions, including projected future growth rates for income and expenses and the discount rates, adopted in the discounted cash flow forecasts on the conclusions reached in the impairment assessments and assessing whether there were any indicators of management bias in the selection of these assumptions;

Key audit matters (Continued)

Assessing potential impairment of goodwill (Continued)

Refer to note 14 to the consolidated financial statements and the accounting policies in note 2(l)(ii).

The Key Audit Matter	How the matter was addressed in our audit
	Our audit procedures to assess potential impairment of goodwill included the following: (continued) • testing the mathematical accuracy of the calculations of the recoverable amounts of the CGUs; and • evaluating the reasonableness of the disclosures in the consolidated financial statements in respect of impairment testing of goodwill with reference to the requirements of the prevailing accounting standards.

Key audit matters (Continued)
Assessment of the fair value of level 2 and 3 financial instruments

Refer to note 32(e) to the consolidated financial statements and the accounting policies in note 2(g).

The Key Audit Matter	How the matter was addressed in our audit
As at December 31, 2022, the fair value of the Group's financial assets carried at fair value represented 20.72%of its total assets, of which RMB199.79 million and RMB891.41 million were classified under the fair value hierarchy as level 2 and 3 financial instruments respectively. The valuation of the Group's financial instruments is based on a combination of market data and valuation models which often require judgement. Some of the inputs used in the valuation models are obtained from readily available data for liquid markets. Where such observable data is not available, as in the case of level 3 financial instruments which are generally illiquid in nature, estimates need to be developed which can involve significant management judgement. We identified assessing the fair value of level 2 and 3 financial instruments as a key audit matter because of the degree of complexity involved in valuing certain financial instruments in terms of the methodology and the assumptions applied and because of the significant degree of judgement exercised by management in determining the inputs used in the valuation models.	Our audit procedures to assess the fair value of level 2 and 3 financial instruments included the following: • assessing the design, implementation and operating effectiveness of key internal controls over the valuation of level 2 and 3 financial instruments; • reading investment agreements for level 2 and level 3 financial instruments to understand the relevant investment terms and identify any conditions that were relevant to the valuation of financial instruments; • assessing the appropriateness of the methodology with reference to the requirements of the prevailing accounting standards and the reasonableness of the assumptions adopted by management against market data; • in cases of fair value estimation using valuation models, evaluating the fair value of level 2 and level 3 financial instruments on a sample basis, by involving KPMG valuation specialists to evaluate the Group's valuation models, conduct independent valuation, obtain inputs independently and verify inputs, and compare our valuation results with the Group's results; and • evaluating the reasonableness of the disclosures in the consolidated financial statements with reference to the requirements of the prevailing accounting standards.

Information other than the consolidated financial statements and auditor's report thereon

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

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

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

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

Responsibilities of the directors for the consolidated financial statements

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

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

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

Auditor's responsibilities for the audit of the consolidated financial statements

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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

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

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

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

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

Auditor's responsibilities for the audit of the consolidated financial statements (Continued)

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

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

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

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 Leung Tat Ming.

Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

March 22, 2023

Consolidated Statement of Profit or Loss

for the year ended December 31, 2022
Expressed in Renminbi ("RMB")

	Note	**2022**	2021
		RMB'000	RMB'000
Revenue	4	**2,054,178**	1,623,464
Cost of sales		**(573,057)**	(428,836)
Gross profit		**1,481,121**	1,194,628
Other income/(loss), net	5	**177,981**	(2,361)
Research and development expenses		**(369,646)**	(252,006)
General and administrative expenses		**(269,977)**	(262,763)
Sales and marketing expenses		**(784,644)**	(575,988)
Impairment loss	6(c)	**(83)**	(276)
Profit from operations		**234,752**	101,234
Finance income	6(a)	**6,812**	8,022
Finance costs	6(a)	**(12,977)**	(8,607)
Changes in fair value of redeemable convertible preferred shares	28	**–**	(3,697,294)
Profit/(loss) before taxation	6	**228,587**	(3,596,645)
Income tax benefit/(expense)	7	**718**	(7,388)
Profit/(loss) for the year		**229,305**	(3,604,033)
Attributable to:			
Equity shareholders of the Company		**239,661**	(3,603,016)
Non-controlling interests		**(10,356)**	(1,017)
Profit/(loss) for the year		**229,305**	(3,604,033)
Earnings/(loss) per share			
Basic (RMB)	10	**0.50**	(9.16)
Diluted (RMB)	10	**0.47**	(9.16)

The notes on pages 98 to 184 form part of these financial statements.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

for the year ended December 31, 2022

Expressed in RMB

	Note	**2022**	2021
		RMB'000	RMB'000
Profit/(loss) for the year		**229,305**	(3,604,033)
Other comprehensive income for the year		**–**	–
Total comprehensive income for the year		**229,305**	(3,604,033)
Attributable to:			
Equity shareholders of the Company		**239,661**	(3,603,016)
Non-controlling interests		**(10,356)**	(1,017)
Total comprehensive income for the year		**229,305**	(3,604,033)

The notes on pages 98 to 184 form part of these financial statements.

	Note	**December 31, 2022 RMB'000**	December 31, 2021 RMB'000
Non-current assets			
Property, plant and equipment	11	**45,287**	39,727
Intangible assets	12	**54,209**	62,925
Right-of-use assets	13	**69,447**	92,586
Goodwill	14	**180,013**	180,013
Financial assets at fair value through profit or loss	15	**242,461**	46,268
Interests in associates	17	**9,764**	9,863
Deferred tax assets	29	**4,559**	5,386
Time deposits	22(b)	**2,122,350**	200,000
Restricted cash	22(c)	**7,740**	5,722
		2,735,830	642,490
Current assets			
Prepaid expenses and other current assets	21	**413,594**	229,610
Financial assets at fair value through profit or loss	15	**848,738**	300,334
Loans receivable	20	**1,954**	–
Trade receivables	19	**361,663**	250,558
Restricted cash	22(c)	**16,986**	82,884
Cash and cash equivalents	22(a)	**888,508**	3,346,487
Derivative financial assets	18	**–**	20,727
		2,531,443	4,230,600
Current liabilities			
Bank loans	23	**45,000**	51,000
Trade payables	24	**165,338**	94,624
Contract liabilities	26	**60,731**	48,347
Lease liabilities	27	**50,646**	35,302
Accrued expenses and other current liabilities	25	**589,668**	406,216
		911,383	635,489
Net current assets		**1,620,060**	3,595,111
Total assets less current liabilities		**4,355,890**	4,237,601

The notes on pages 98 to 184 form part of these financial statements.

Consolidated Statement of Financial Position (Continued)

as at December 31, 2022

Expressed in RMB

	Note	December 31, 2022 RMB'000	December 31, 2021 RMB'000
Non-current liabilities			
Lease liabilities	27	**35,873**	71,862
Deferred tax liabilities	29	**9,613**	11,205
		45,486	83,067
NET ASSETS		**4,310,404**	4,154,534
Equity			
Share capital	31(a)	**66**	64
Treasury shares	31(a)	**(148,843)**	(60,739)
Reserves	31(b)	**4,444,257**	4,189,672
Total equity attributable to equity shareholders of the Company		**4,295,480**	4,128,997
Non-controlling interests		**14,924**	25,537
TOTAL EQUITY		**4,310,404**	4,154,534

Approved and authorized for issue by the Board of Directors on March 22, 2023.

Zhang Shaofeng
Director

Zhao Hongqiang
Director

The notes on pages 98 to 184 form part of these financial statements.

		Total equity attributable to equity shareholders of the Company								
		Ordinary shares		Treasury shares		Reserves				
	Note	Shares	Amount RMB'000	Shares	Amount RMB'000	Capital reserve RMB'000	Accumulated deficit RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
Balance as of January 1, 2022		**500,351,411**	**64**	**(29,687,081)**	**(60,739)**	**9,250,583**	**(5,060,911)**	**4,128,997**	**25,537**	**4,154,534**
Profit for the year		**–**	**–**	**–**	**–**	**–**	**239,661**	**239,661**	**(10,356)**	**229,305**
Non-controlling interests from acquisition of subsidiaries		**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(257)**	**(257)**
Exercise of share options	30	**23,474,731**	**3**	**8,837,081**	**–**	**5,001**	**–**	**5,004**	**–**	**5,004**
Share-based compensation	30	**–**	**–**	**–**	**–**	**64,687**	**–**	**64,687**	**–**	**64,687**
Cancellation of ordinary shares	31	**(5,109,500)**	**(1)**	**5,109,500**	**54,765**	**(54,764)**	**–**	**–**	**–**	**–**
Repurchase of ordinary shares	31	**–**	**–**	**(14,433,000)**	**(114,483)**	**–**	**–**	**(114,483)**	**–**	**(114,483)**
Shares held for share award schemes	31	**–**	**–**	**(3,638,000)**	**(28,386)**	**–**	**–**	**(28,386)**	**–**	**(28,386)**
Balance as of December 31, 2022		**518,716,642**	**66**	**(33,811,500)**	**(148,843)**	**9,265,507**	**(4,821,250)**	**4,295,480**	**14,924**	**4,310,404**
Balance as of January 1, 2021		30,315,353	19	(3,000,000)	–	183,058	(1,457,895)	(1,274,818)	17,746	(1,257,072)
Loss for the year		–	–	–	–	–	(3,603,016)	(3,603,016)	(1,017)	(3,604,033)
Non-controlling interests from acquisition of subsidiaries		–	–	–	–	–	–	–	8,808	8,808
Issuance of ordinary shares, net of share issuance costs	31	123,822,500	16	–	–	3,198,349	–	3,198,365	–	3,198,365
Conversion of redeemable convertible preferred shares to ordinary shares	28	219,890,065	29	–	–	5,909,896	–	5,909,925	–	5,909,925
Effect of Share Subdivision	31	121,261,412	–	(12,000,000)	–	–	–	–	–	–
Share-based compensation	30	–	–	–	–	22,787	–	22,787	–	22,787
Cancellation of ordinary shares	31	(3,785,000)	–	3,785,000	63,507	(63,507)	–	–	–	–
Repurchase of ordinary shares	31	–	–	(8,894,500)	(118,272)	–	–	(118,272)	–	(118,272)
Shares held for share award schemes	31	8,847,081	–	(9,577,581)	(5,974)	–	–	(5,974)	–	(5,974)
Balance as of December 31, 2021		500,351,411	64	(29,687,081)	(60,739)	9,250,583	(5,060,911)	4,128,997	25,537	4,154,534

The notes on pages 98 to 184 form part of these financial statements.

Consolidated Statement of Cash Flows

for the year ended December 31, 2022

Expressed in RMB

	Note	**2022** **RMB'000**	2021 RMB'000
Operating activities			
Cash generated from operations	22(d)	**302,450**	265,139
Income tax paid		**–**	–
Net cash generated from operating activities		**302,450**	265,139
Investing activities			
Purchase of property, plant and equipment	11	**(23,633)**	(20,486)
Placement of long-term bank deposits	22(b)	**(2,503,659)**	(200,000)
Proceeds from maturity of bank deposits		**579,631**	–
Purchase of intangible assets	12	**(832)**	(635)
Purchase of investments		**(4,521,309)**	(6,530,428)
Proceeds from sale of investments		**3,859,861**	7,052,564
Payments to acquire a subsidiary, net of cash acquired		**(29,992)**	(79,136)
Interest received from time deposits and coupon notes		**10,423**	2,101
Decrease/(increase) in restricted cash	22(c)	**66,169**	(82,884)
Net cash (used in)/generated from investing activities		**(2,563,341)**	141,096

The notes on pages 98 to 184 form part of these financial statements.

	Note	**2022** **RMB'000**	2021 RMB'000
Financing activities			
Proceeds from issuance of ordinary shares relating to the initial public offering, net of issuance cost		**–**	3,198,357
Listing expenses paid as financing activities		**(9,255)**	(27,971)
Payments for repurchase of shares		**(114,700)**	(118,999)
Shares withheld for share award schemes		**(28,448)**	(5,986)
Proceeds from bank loans		**45,000**	10,000
Repayment of bank loans		**(51,000)**	–
Proceeds from exercise of share options		**5,004**	–
Interest paid	22(e)	**(8,768)**	(705)
Payment of lease liabilities	22(e)	**(59,420)**	(58,684)
Net cash (used in)/generated from financing activities		**(221,587)**	2,996,012
Net (decrease)/increase in cash and cash equivalents		**(2,482,478)**	3,402,247
Cash and cash equivalents at the beginning of the year		**3,346,487**	41,949
Effect of foreign exchange rate changes	5	**24,499**	(97,709)
Cash and cash equivalents at the end of the year		**888,508**	3,346,487

The notes on pages 98 to 184 form part of these financial statements.

1 Principal Activities and Organisation

Bairong Inc. (the "Company"), was incorporated on June 21, 2018 in the Cayman Islands as an exempted company with limited liability under the Companies Act, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Island.

The Company is an investment holding company. The Company and its subsidiaries, Bairong Yunchuang Technology Co., Ltd. ("Beijing Bairong") and Beijing Bairong's subsidiaries (collectively referred to as the "Group"), operates a leading independent AI-powered technology platform in China serving the financial services industry and is principally engaged in smart analytics and operation services, precision marketing services and insurance distribution services (the "Business"). The Group's operations and geographic markets are in the People's Republic of China (the "PRC").

The Company's shares have been listed on the Main Board of the Stock Exchange of Hong Kong Limited ("the Stock Exchange") since March 31, 2021 by way of its initial public offering.

Mr. Zhang Shaofeng is the ultimate controlling shareholder of the Company as of the date of approval of these consolidated financial statements.

These consolidated financial statements have been approved for issuance by the Board of Directors on March 22, 2023.

2 Significant Accounting Policies

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable International Financial Reporting Standards ("IFRSs") which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards ("IASs") and Interpretations issued by the International Accounting Standards Board ("IASB") and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange. Significant accounting policies adopted by the Group are disclosed below.

Certain amendments to IFRSs have been issued that are first effective for the current accounting period of the Group. Note 2(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in these financial statements.

2 Significant Accounting Policies (Continued)

(b) Basis of preparation and presentation of the financial statements

These consolidated financial statements have been prepared on a going concern basis. The financial statements are presented in RMB, rounded to the nearest thousands, except for earnings per share information.

The consolidated financial statements for the year ended December 31, 2022 comprises the Company and its subsidiaries (together referred to as "the Group") and the Group's interest in associates.

The measurement basis used in the preparation of the financial statements is the historical cost basis, except for certain financial assets and liabilities measured at fair value as explained in notes 2(g), (h) and (t).

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

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

Judgements made by management in the application of IFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 3.

2 Significant Accounting Policies (Continued)

(c) Changes in accounting policies

The Group has initially adopted the following accounting policies for annual financial statements covering periods beginning on or after January 1, 2022. Adopting these accounting policies does not have a material effect on the Group's financial statements.

- Onerous Contracts – Cost of Fulfilling a Contract (Amendments to IAS 37)
- Annual Improvements to IFRS Standards 2018-2020
- Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16)
- Reference to the Conceptual Framework (Amendments to IFRS 3)

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

(d) Basis of consolidation

(i) Business combinations

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group (see note 2(d)(ii)). In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment (see note 2(l)(ii)). Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

2 Significant Accounting Policies (Continued)

(d) Basis of consolidation (Continued)

(i) Business combinations (Continued)

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

If share-based payment awards (replacement awards) are required to be exchanged for awards held by the acquiree's employees (acquiree's awards), then all or a portion of the amount of the acquirer's replacement awards is included in measuring the consideration transferred in the business combination. This determination is based on the market-based measure of the replacement awards compared with the market-based measure of the acquiree's awards and the extent to which the replacement awards relate to pre-combination service.

(ii) Subsidiaries and non-controlling interests

Subsidiaries are entities (including structured entities) controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only and the relevant activities are directed by means of contractual arrangements.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

2 Significant Accounting Policies (Continued)

(d) Basis of consolidation (Continued)

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

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity holders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity holders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 2 (r), (s) or (t) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 2(g)) or, when appropriate, the cost on initial recognition of an investment in an associate.

In the Company's statement of financial position, investments in subsidiaries and consolidated structured entities is stated at cost less impairment losses (see note 2(l)(ii)), unless the investment is classified as held for sale.

2 Significant Accounting Policies (Continued)

(d) Basis of consolidation (Continued)

(iii) Subsidiaries controlled through Contractual Arrangements

As the Business conducted by Beijing Bairong is subject to foreign investment restrictions under the relevant PRC laws and regulations, Tianjin Bairong Technology Co., Ltd. ("WFOE"), an indirectly wholly-owned subsidiary of the Company, entered into a series of contractual arrangements (the "Contractual Arrangements") with Beijing Bairong and its registered shareholders to operate the Business.

The equity interests of Beijing Bairong are legally held by individuals and companies who act as registered shareholders of Beijing Bairong on behalf of the WFOE. The contractual agreements include a Shareholder Voting Rights Proxy Agreement, an Exclusive Purchase Option Agreement, an Exclusive Consulting and Services Agreement, an Equity Pledge Agreement and Spousal Consents (collectively, the "VIE Agreements"). Pursuant to the Contractual Agreements, the WFOE has the power to direct activities that most significantly impact the Beijing Bairong and its subsidiaries, including appointing key management, setting financial and operating policies, exerting financial controls and transferring profits or assets out of Beijing Bairong and its subsidiaries at its discretion. The WFOE considers that it also has the right to substantially all of the economic benefits of Beijing Bairong and has an exclusive option to purchase all or part of the equity interests in Beijing Bairong when and to the extent permitted by the PRC laws and regulations at the minimum price possible.

(e) Associates

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see note 2(l)(ii)). At each reporting date, the Group assesses whether there is any objective evidence that the investment is impaired. Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

2 Significant Accounting Policies (Continued)

(e) Associates (Continued)

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

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 2(g)).

In the Company's statement of financial position, investments in associates are stated at cost less impairment losses (see note 2(l)(ii)), unless classified as held for sale (or included in a disposal group that is classified as held for sale).

(f) Goodwill

Goodwill represents the excess of

(i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over

(ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

2 Significant Accounting Policies (Continued)

(f) Goodwill (Continued)

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 2(l)(ii)).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

(g) Other investments in debt and equity securities

The Group's policies for investments in debt and equity securities, other than investments in subsidiaries and associates, are set out below:

Investments in debt and equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments in debt and equity securities are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss (FVPL) for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see note 32. These investments are subsequently accounted for as follows, depending on their classification:

(i) Investments other than equity investments

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

– amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.

– fair value through other comprehensive income (FVOCI) — recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.

– fair value through profit or loss (FVPL) if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

2 Significant Accounting Policies (Continued)

(g) Other investments in debt and equity securities (Continued)

(ii) Equity investments

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income in accordance with the policy set out in note 2(x)(v).

(h) Derivative financial instruments

Derivative financial instruments are recognised at fair value. At the end of each reporting period the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss, except where the derivatives qualify for cash flow hedge accounting or hedges of net investment in a foreign operation, in which case recognition of any resultant gain or loss depends on the nature of the item being hedged.

(i) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 2(l)(ii)).

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

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

– Right-of-use assets	Over the lease term
– Office and other equipment	3 – 5 years
– Electronic equipment	3 – 5 years
– Leasehold improvements	the shorter of the unexpired term of lease and estimated useful lives

2 Significant Accounting Policies (Continued)

(i) Property, plant and equipment (Continued)

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

(j) Intangible assets

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 2(l)(ii)). Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date it is available for use and its estimated useful life is as follows:

– Software	5 – 10 years
– Insurance brokerage licence	Indefinite useful life
– Customer base	5 years
– Backlog	2 years

The estimates and associated assumptions of useful life determined by the Group are based on technical and commercial obsolescence, legal or contractual limits on the use of the asset and other relevant factors. Based on the current functionalities equipped by the software and the daily operation needs, the Group considers a useful life of 5-10 years to be their best estimation.

Customer base and backlog acquired in a business combination is recognized at fair value at the acquisition date. The contractual customer base and backlog have a finite useful life and are carried out at cost less accumulated amortization. Amortisation is calculated using the straight-line method over the expected life of 5 years for the customer base, and 2 years for the backlog.

Both the period and method of amortisation are reviewed annually.

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

2 Significant Accounting Policies (Continued)

(k) Lease

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

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

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

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 2(i) and 2(l)(ii)), except for the following types of right-of-use asset:

– right-of-use assets that meet the definition of investment property are carried at fair value; and

– right-of-use assets related to leasehold land and buildings where the Group is the registered owner of the leasehold interest are carried at fair value; and

– right-of-use assets related to interests in leasehold land where the interest in the land is held as inventory are carried at the lower of cost and net realisable.

2 Significant Accounting Policies (Continued)

(k) Lease (Continued)

The initial fair value of refundable rental deposits is accounted for separately from the right-of-use assets in accordance with the accounting policy applicable to investments in debt securities carried at amortised cost. Any difference between the initial fair value and the nominal value of the deposits is accounted for as additional lease payments made and is included in the cost of right-of-use assets.

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

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

The Group presents right-of-use assets that do not meet the definition of investment property and lease liabilities separately in the consolidated statement of financial position.

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

(l) Credit losses and impairment of assets

(i) Credit losses from financial instruments

The Group recognises a loss allowance for expected credit losses (ECLs) on financial assets measured at amortised cost (including cash and cash equivalents, trade receivables and other receivables).

Other financial assets measured at fair value are not subject to the ECL assessment.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

2 Significant Accounting Policies (Continued)

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

(i) Credit losses from financial instruments (Continued)

Measurement of ECLs (Continued)

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

– fixed-rate financial assets and trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;

– variable-rate financial assets: current effective interest rate;

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

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

– 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and

– lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

2 Significant Accounting Policies (Continued)

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

(i) Credit losses from financial instruments (Continued)

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

– failure to make payments of principal or interest on their contractually due dates;

– an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);

– an actual or expected significant deterioration in the operating results of the debtor; and

– existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

2 Significant Accounting Policies (Continued)

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

(i) Credit losses from financial instruments (Continued)

Basis of calculation of interest income

Interest income recognised in accordance with note 2(x)(iv) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

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

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

– significant financial difficulties of the debtor;

– a breach of contract, such as a default or past due event;

– it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;

– significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or

– the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

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

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

2 Significant Accounting Policies (Continued)

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

(ii) Impairment of other non-current assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

– property, plant and equipment;

– intangible assets;

– right-of-use assets;

– goodwill;

– other non-current assets; and

– investments in subsidiaries and associates in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

– **Calculation of recoverable amount**

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit). A portion of the carrying amount of a corporate asset (for example, head office building) is allocated to an individual cash-generating unit if the allocation can be done on a reasonable and consistent basis, or to the smallest group of cash-generating units if otherwise.

2 Significant Accounting Policies (Continued)

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

(ii) Impairment of other non-current assets (Continued)

– **Recognition of impairment losses**

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

– **Reversals of impairment losses**

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(m) Other contract costs

Other contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer, which are not capitalised as inventory, property, plant and equipment (see note 2(i)) or intangible assets (see note 2(j)).

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained e.g. an incremental sales commission. Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered. Costs that relate directly to an existing contract or to a specifically identifiable anticipated contract may include direct labour, allocations of costs, costs that are explicitly chargeable to the customer and other costs that are incurred only because the Group entered into the contract (for example, payments to sub-contractors). Other costs of fulfilling a contract, which are not capitalised as inventory, property, plant and equipment or intangible assets, are expensed as incurred.

2 Significant Accounting Policies (Continued)

(m) Other contract costs (Continued)

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

Amortisation of capitalised contract costs is charged to profit or loss when the revenue to which the asset relates is recognised. The accounting policy for revenue recognition is set out in note 2(x).

(n) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see note 2(x)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for expected credit losses (ECL) in accordance with the policy set out in note 2(l)(i) and are reclassified to receivables when the right to the consideration has become unconditional (see note 2(o)).

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 2(x)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 2(o)).

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note 2(x)).

(o) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset (see note 2(n)).

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note 2(l)(i)).

2 Significant Accounting Policies (Continued)

(p) Software-as-a-service (SaaS) arrangement costs

A SaaS arrangement is a service arrangement where the Group has a right to access to the supplier's application software running on the supplier's cloud infrastructure during the term of the arrangement, but not control over the underlying software asset.

Costs to implement a SaaS arrangement, including those incurred in configuring or customising the access to the supplier's application software, are evaluated to determine if they give rise to a separate asset that the Group controls. Any resulting asset is recognised and accounted for in accordance with the policy for intangible assets as set out in note 2(j). Implementation costs that do not give rise to an asset are recognised in profit or loss as incurred, which may be over the period the configuration or customisation services are received to the extent that such services are distinct from the SaaS, or over the term of the SaaS arrangement to the extent the configuration or customisation services are not distinct from the SaaS.

Payment made in advance of receiving the related services is recognised as prepayment.

(q) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for expected credit losses (ECL) in accordance with the policy set out in note 2(l)(i).

(r) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities, trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

(s) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 2(z)).

2 Significant Accounting Policies (Continued)

(t) Redeemable convertible preferred shares

The Company issued certain series of instruments to investors. The instrument holders have the right to require the Group to redeem all of the instruments held by the instrument holders at guaranteed predetermined fixed amount at certain redemption events, which are out of the control of the Group. Upon the completion of the IPO, all the redeemable convertible preferred shares have been automatically converted into our fully paid and non-assessable ordinary shares.

Pursuant to IFRS 9, the instrument issued to investors are accounted for in their entirety as financial liabilities at fair value through profit or loss, with fair value changes reflected in change in fair value of redeemable convertible preferred shares within the consolidated statement of profit or loss and other comprehensive income, except for the portion attributable to credit risk change that should be charged to other comprehensive income. Accordingly, the embedded conversion features do not require future evaluation, bifurcation, and separate accounting as embedded derivatives as the change in fair value of embedded features are reflected in the change in fair value in the compound instrument under such whole instrument approach. Issue costs that are directly attributable to the issue of the instruments, designated as financial liabilities at fair value through profit or loss, are recognised immediately in the consolidated statement of profit or loss and other comprehensive income. The instrument are classified as non-current liabilities unless the Group has an obligation to settle the liability within 12 months after the end of the reporting period.

(u) Employee benefits

(i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Share-based payment

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the binomial model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

2 Significant Accounting Policies (Continued)

(u) Employee benefits (Continued)

(ii) Share-based payment (Continued)

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is included in the amount recognised in share capital and share premium for the shares issued) or the option expires (when it is released directly to retained profits).

(iii) Termination benefits

Termination benefits are recognised as an expense when the Group is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognised as an expense if the Group has made an offer of voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably. If benefits are payable more than 12 months after the end of the years, then they are discounted to their present value.

(v) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

2 Significant Accounting Policies (Continued)

(v) Income tax (Continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax assets can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax asset arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

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

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

2 Significant Accounting Policies (Continued)

(v) Income tax (Continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company and the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company and the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(w) Provisions and contingent liabilities

Provisions are recognised when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

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

2 Significant Accounting Policies (Continued)

(w) Provisions and contingent liabilities (Continued)

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, a separate asset is recognised for any expected reimbursement that would be virtually certain. The amount recognised for the reimbursement is limited to the carrying amount of the provision.

(x) Revenue recognition

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

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

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

2 Significant Accounting Policies (Continued)

(x) Revenue recognition (Continued)

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Smart analytics and operation services

Information services:

Our revenue for smart analytics and operation services are derived from the provision of information services to our customers on a transactional basis, in which distinct services are delivered over time as the customer simultaneously receives and consumes the benefits of the services delivered. To measure our performance over time, the output method is utilised to measure the value to the customer based on the transfer to date of the services promised, with no rights of return once consumed. In these cases, revenue on usage-based subscription contracts with a defined price but an undefined quantity is recognised utilising the right to invoice expedient resulting in revenue being recognised when the service is provided and billed. Additionally, contracts with a defined price but an undefined quantity that utilise tier pricing would be defined as a series of distinct performance obligations satisfied over time utilising the same method of measurement, the output method, with no rights of return once consumed. This measurement method is applied on a monthly basis resulting in revenue being recognised when the service is provided and billed.

A small portion of our revenue is generated from annual subscription contracts under which a customer pays a preset fee for a predetermined or unlimited number of transactions or services provided during the subscription period, which is generally one year. Revenue from the subscription packages having a preset number of transactions is recognised as the services are provided, using an effective transaction rate as the actual transactions are delivered. Any remaining revenue related to unfulfilled units is not recognised until the end of the related contracts' subscription period. Revenue from the subscription packages having an unlimited volume is recognized ratably during the contract term.

Localised solutions and projects:

Localised solutions and projects provide customised enhancement or upgrades to our customers' risk management and underwriting systems. Revenue from these services is satisfied overtime as the Group provides services on customers' sites which creates an asset that the customers control as the Group performs their service. The Group currently measures the stage of completion using the output method by reference to the completion status reports acknowledged by the customers. Under the output method, the Group recognises revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract that best depict the Group's performance in transferring control of goods or services.

2 Significant Accounting Policies (Continued)

(x) Revenue recognition (Continued)

(ii) Precision marketing services

Loans:

The Group provides recommendation services in respect of loan products offered by financial service providers on its platform, and assists the financial service providers or their loan sales representatives to identify qualified individual users or borrowers. The Group considers the financial service providers, including banks, micro-loan companies, consumer finance companies and other financial service providers to be their customers, and receives service fees from the customers primarily based on the number of applications of qualified borrowers. The price for each recommendation charged to the financial service providers is a fixed price or a percentage of loans approved as pre-agreed in the service contract, or pre-set in the bidding systems by the customers. Therefore, while loan size impacts our fees when the price for the recommendation charged to the financial service providers is a percentage of the amount of loans approved by our customers, the loan duration does not impact our fees. Revenue is recognised when all of the revenue recognition criteria are met, which is generally when the identified borrowers submit a loan application to the customers or when the loan application is approved by our customers.

Credit card:

The Group provides recommendation services in respect of credit card products offered by credit card issuers on its platform. The individual users can select and apply for the credit cards, and submit applications to credit card issuers. The Group is not involved in the credit card approval or issuance process. Service fee is charged to the customers, i.e., the credit card issuers, upon one of the following circumstances: (i) completion of an application; (ii) issuance of a credit card to the users; or (iii) first usage of a credit card by the users, depending on the terms of the specific contracts with the customers. Revenue is recognised when all of the revenue recognition criteria are met, which is generally upon the completion of an application (or the issuance or first usage, depending on the terms of the specific contracts with the customers).

(iii) Insurance distribution services

The primary source of revenue is commissions from insurance distribution services, determined based on a percentage of premiums paid by the policy holder. The brokerage fee rate is based on the terms specified in the service contract with the insurance company for each product sold through the Group. The Group determined that the insurance company, or the insurer, is its customer in this agreement. Insurance distribution services revenue is recognised when the signed insurance policy is in place and the Group has a present right to payment from the insurer since the Group has fulfilled its performance obligation to sell an insurance policy on behalf of the insurance company.

2 Significant Accounting Policies (Continued)

(x) Revenue recognition (Continued)

(iv) Interest income

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For financial assets measured at amortised cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 2(l)(i)).

(v) Dividends

Dividends income from equity investments is recognised when the investor's right to receive payment is established.

(vi) Government grants

Government grants are recognised in the consolidated statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

(y) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss except those arising from foreign currency borrowings used to hedge a net investment in a foreign operation which are recognised in other comprehensive income.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Company initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

2 Significant Accounting Policies (Continued)

(y) Translation of foreign currencies (Continued)

The results of foreign operations are translated into RMB at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into RMB at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

(z) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

2 Significant Accounting Policies (Continued)

(aa) Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or the Group's parent.

(b) An entity is related to the Group if any of the following conditions applies:

(i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);

(iii) Both entities are joint ventures of the same third party;

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

(vi) The entity is controlled or jointly controlled by a person identified in (a);

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

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

2 Significant Accounting Policies (Continued)

(ab) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

The Group's chief operating decision maker has been identified as the Chief Executive Officer, who reviews consolidated results when making decisions about allocating resources and assessing performance of the Group.

For the purpose of internal reporting and management's operation review, the Group's Chief Executive Officer and management personnel do not segregate the Group's business by service lines. All service categories are viewed as one and the only operating segment.

3 Accounting Judgement and Estimates

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

(a) Fair value of share-based compensation payments

As mentioned in note 30, the Group has granted shares options to its employees. The Group has used binomial option-pricing model to determine the total fair value of the options granted to employees, which is to be expensed over the vesting period. Significant estimate on assumptions, such as the underlying equity value, risk-free interest rate, expected volatility and dividend yield, is required to be made by the Group in applying the binomial option-pricing model.

3 Accounting Judgement and Estimates (Continued)

(b) Assessment of the fair value of level 2 and 3 financial instruments

The Group uses valuation techniques to estimate the fair value of financial instruments which are not quoted in an active market. These valuation techniques include discounted cash flow analysis and other generally accepted pricing models. To the extent practical, market observable inputs and data, such as interest rate yield curves, foreign currency rates and implied option volatilities, are used when estimating fair value through a valuation technique. Where market observable inputs are not available, they are estimated using assumptions that are calibrated as closely as possible to market observable data. However, areas such as the credit risk of the counterparty, liquidity, volatilities and correlations require management to make estimates. Changes in assumptions about these factors could affect the estimated fair value of financial instruments.

(c) Recognition of income taxes and deferred tax assets

Determining income tax provision involves judgement on the future tax treatment of certain transactions. Management evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatments of such transactions are reconsidered periodically to take into account all changes in tax legislation. Deferred tax assets are recognised in respect of deductible temporary differences. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised, management's judgement is required to assess the probability of future taxable profits. Management's assessment is revised as necessary and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

(d) Impairment of trade receivables

The Group estimates the amount of loss allowance for ECLs on trade and other receivables that are measured at amortised cost on the credit risk of the respective financial instruments. The loss allowance amount is measured as the assets carrying amount and the present value of estimated future cash flows with the consideration of expected future credit loss of the respective financial instrument. The assessment of the credit risk of the respective financial instrument involves high degree of estimation and uncertainty. When the actual future cash flows are less than expected or more than expected, a material impairment loss or a material reversal of impairment loss may arise, accordingly.

(e) Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Further details are given in note 14.

4 Revenue

The principal activities of the Group are providing smart analytics and operation services, precision marketing services and insurance distribution services in the PRC.

The amount of each significant category of revenue is as follows:

	2022	2021
	RMB'000	RMB'000
Smart analytics and operation services	**1,038,560**	736,580
Precision marketing services	**467,099**	422,422
Insurance distribution services	**548,519**	464,462
	2,054,178	1,623,464

During the year, no customer individually accounted for more than 10% of the Group's total revenue.

Disaggregation of the Group's revenue from contracts with customers by the timing of revenue recognition is set out below:

	2022	2021
	RMB'000	RMB'000
Point-in-time	**1,015,618**	886,884
Over-time	**1,038,560**	736,580
	2,054,178	1,623,464

Remaining Performance Obligation

The Group has elected the practical expedient not to disclose the information about remaining performance obligations which are part of contracts that have an original expected duration of one year or less and do not disclose the value of remaining performance obligations for contracts in which the Group recognises revenue at the amount to which the Group has the right to invoice.

All of the Group's operating assets are located in the PRC and all of the Company's revenue and operating profits are derived from the PRC during the years. Accordingly, no segment analysis based on geographical locations is provided.

5 Other income/(loss), net

	2022 RMB'000	2021 RMB'000
Net gains on financial investments measured at fair value through profit or loss[(i)]	**41,332**	24,740
Net gains on derivatives[(i)]	**22,131**	55,082
Gains from fixed coupon note	**7,706**	2,101
Interest income from time deposits	**57,534**	–
Government grants and others	**8,604**	6,472
Extra deduction of input VAT	**16,175**	6,953
Foreign currency exchange gains/(loss), net[(i)]	**24,499**	(97,709)
	177,981	(2,361)

Note:

(i) To help investors better understand the Group's financial performance, "foreign currency exchange gains/(loss), net" is grouped into "other income/(loss), net" rather than in "finance income and costs". "Changes in fair value of derivatives" is grouped into "net gains on derivatives" and "changes in fair value of financial assets measured at fair value through profit or loss" is grouped into "net gains on financial investments measured at fair value through profit or loss" within "other income/(loss), net" rather than presented as separate financial statement line items. The comparative figures have been restated to conform with the new presentation.

6 Profit/(loss) before taxation

Profit/(loss) before taxation is arrived at after charging/(crediting):

(a) Finance income and costs

	2022 RMB'000	2021 RMB'000
Finance income		
Interest income from bank deposits	**6,812**	8,022
Total	**6,812**	8,022

6 Profit/(loss) before taxation (Continued)

(a) Finance income and costs (Continued)

	2022 RMB'000	2021 RMB'000
Finance costs		
Interest expense on bank loans	**8,120**	1,428
Interest expense on lease liabilities	**4,857**	7,179
Total	**12,977**	8,607

(b) Staff costs

	Note	2022 RMB'000	2021 RMB'000
Salaries, wages and other benefits		**566,499**	432,783
Contributions to defined contribution retirement plan[(i)]		**46,879**	36,600
Equity-settled share-based compensation expenses	30	**64,687**	22,787
Termination benefits		**4,123**	2,817
Total		**682,188**	494,987

Note:

(i) Employees of the Group's subsidiaries in the PRC are required to participate in a defined contribution retirement scheme administered and operated by the local municipal government. The Group's subsidiaries in the PRC contribute funds which are calculated on certain percentages of the average employee salary as agreed by the local municipal government to the scheme to fund the retirement benefits of the employees.

6 Profit/(loss) before taxation (Continued)

(c) Other items

	2022 RMB'000	2021 RMB'000
Data service costs	**227,942**	121,823
Distribution and marketing expenditures	**399,782**	315,897
Insurance brokerage commission costs	**256,961**	237,272
Depreciation of property, plant and equipment	**19,203**	18,009
Amortisation of intangible assets	**9,549**	2,201
Depreciation of right-of-use assets	**57,057**	64,112
Impairment losses		
– Trade receivables and others	**9**	264
– Loans	**74**	12
Listing expenses	**–**	25,112
Auditors' remuneration	**4,000**	3,960

7 Income tax in the consolidated statement of profit or loss

(a) Taxation in the consolidated statement of profit or loss:

	Note	2022 RMB'000	2021 RMB'000
Current tax			
– PRC Enterprise Income Tax ("EIT") Provision for the year		**47**	–
Deferred tax			
– Changes in deferred tax assets/liabilities	29	**(765)**	7,388
		(718)	7,388

7 Income tax in the consolidated statement of profit or loss (Continued)

(b) Reconciliation between tax benefit and accounting loss at applicable tax rates:

	2022 RMB'000	2021 RMB'000
Profit/(loss) before taxation	**228,587**	(3,596,645)
Notional tax on loss before taxation, calculated at the rates applicable in the jurisdictions concerned	**57,147**	(899,161)
Tax effect of preferential tax rate	**(43,553)**	1,332
Super-deduction of research and development expense	**(22,240)**	(15,082)
Tax effect of non-deductible expenses	**21,136**	5,065
Fair value changes in redeemable convertible preferred shares and convertible loans not deductible for tax purpose	**–**	924,323
Tax effect of tax losses and temporary differences not recognised	**(13,208)**	(9,089)
Actual income tax (benefit)/expense	**(718)**	7,388

Notes:

Cayman Islands

Under the current laws of the Cayman Islands, the Company is not subject to tax on either income or capital gain, the Cayman Islands does not impose a withholding tax on payments of dividends to shareholders.

PRC

Mainland

Except for Beijing Bairong, Bairong Zhixin (Beijing) Credit Information Co., Ltd. ("Bairong Zhixin") and Beijing All Union Technology Corp.("All Union") who enjoy a preferential income tax rate, all the other subsidiaries established in the PRC are subject to an income tax rate of 25%, according to the PRC Enterprise Income Tax Law (the "EIT Law") in the years ended December 31, 2022 and 2021.

A "high and new technology enterprise" ("HNTE") is entitled to a favorable statutory tax rate of 15% and such qualification is reassessed by relevant governmental authorities every three years. In December 2016, Beijing Bairong was qualified as a HNTE and therefore enjoyed the preferential statutory tax rate of 15% for the period ended November 30, 2019. In December 2019, Beijing Bairong received approval from the tax authority on the renewal of its HNTE status which entitled it to the preferential income tax rate of 15% from December 2, 2019 to December 2, 2022. In December 2022, Beijing Bairong received approval from the tax authority on the renewal of its HNTE status which entitled it to the preferential income tax rate of 15% from December 1, 2022 to December 1, 2025. In December 2020, Bairong Zhixin was qualified as a HNTE, which entitled it to the preferential income tax rate of 15% from December 2, 2020 to December 2, 2023. In December 2020, All Union was qualified as an HNTE, which entitled to the preferential income tax rate of 15% from December 2, 2020 to December 2, 2023.

Hong Kong

The Company's Hong Kong subsidiaries, incorporated in July 2018, are subject to a profits tax rate of 8.25% for the first HK$2,000,000 of assessable profit and 16.5% for profit exceeding HK$2,000,000. No provision for Hong Kong profits tax was made as the Group had no estimated assessable profit that was subject to Hong Kong profits tax for the years ended December 31, 2022 and 2021.

8 Directors' emoluments

Directors' emoluments during the years is as follows:

	Year ended December 31, 2022						
	Directors' fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Discretionary bonuses RMB'000	Retirement scheme contributions RMB'000	Sub-Total RMB'000	Share-based payments[i] RMB'000	Total RMB'000
Executive directors							
Zhang Shaofeng	–	1,534	935	58	2,527	1,768	4,295
Zhao Hongqiang	–	1,884	841	–	2,725	5,801	8,526
Zhao Jing	–	1,088	577	41	1,706	2,633	4,339
Non-executive directors							
Bai Linsen	–	–	–	–	–	–	–
Ren Xuefeng	–	–	–	–	–	–	–
Independent non-executive directors							
Chen Zhiwu	–	344	–	–	344	–	344
Zhou Hao	–	344	–	–	344	–	344
Guo Yike	–	344	–	–	344	–	344
Li Yao	–	344	–	–	344	–	344
	–	5,882	2,353	99	8,334	10,202	18,536

8 Directors' emoluments (Continued)

	Year ended December 31, 2021						
	Directors' fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Discretionary bonuses RMB'000	Retirement scheme contributions RMB'000	Sub-Total RMB'000	Share-based payments[i] RMB'000	Total RMB'000
Executive directors							
Zhang Shaofeng	–	1,350	835	53	2,238	10	2,248
Zhao Hongqiang	–	1,020	765	–	1,785	795	2,580
Zhao Jing	–	808	540	37	1,385	523	1,908
Non-executive directors							
Bai Linsen	–	–	–	–	–	–	–
Ren Xuefeng	–	–	–	–	–	–	–
Li Qiang	–	–	–	–	–	–	–
Independent non-executive directors							
Chen Zhiwu	–	241	–	–	241	–	241
Zhou Hao	–	241	–	–	241	–	241
Guo Yike	–	241	–	–	241	–	241
Li Yao	–	173	–	–	173	–	173
	–	4,074	2,140	90	6,304	1,328	7,632

8 Directors' emoluments (Continued)

Notes:

(i) These represent the estimated value of share options granted to the directors under the Group's share option scheme. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in note 2(u) (ii) and, in accordance with that policy, includes adjustments to reverse amounts accrued in previous years where grants of equity instruments are forfeited prior to vesting.

(ii) The details of these benefits in kind, including the principal terms and number of options granted, are disclosed under the paragraph Share option scheme in note 30.

(iii) During the year, no emoluments were paid by the Group to the director as an inducement to join or upon joining the Group or as compensation for loss of office. No director of the Group waived or agreed to waive any emoluments during the years.

(iv) Mr. Zhang Shaofeng and Mr. Zhao Hongqiang were appointed as executive directors of the Company in June 2018 and Mr. Bai Linsen was appointed as non-executive director of the Company at the same time. Ms. Zhao Jing was appointed as an executive director of the Company in November 2020. Mr. Ren Xuefeng was appointed as a non-executive director of the Company in August 2019. Mr Li Qiang was appointed as a non-executive director of the Company in July 2020, and has resigned as a non-executive Director, with effect from June 17, 2021. Ms. Zhao Jing, an executive Director, has been re-designated from the senior finance director to finance vice president of the Group with effect from February 2021; and Dr. Li Yao has been appointed as an independent non-executive Director, with effect from June 17, 2021. Besides, Professor Chen Zhiwu, Mr. Zhou Hao and Professor Guo Yike, were appointed as independent non-executive directors with effect from Listing.

The amounts presented above represent the salaries, allowances and benefits in kind, discretionary bonus and retirement scheme contributions paid during the years.

(v) As disclosed in note 30, under the 2021 ESOP, the Group was entitled to grant 1,746,000 share options to Mr. Zhang Shaofeng, the Group's executive director.

9 Individuals with highest emoluments

The number of directors and non-directors included in the five highest paid individuals for the years ended December 31, 2022 and 2021 are set forth below:

	2022 **RMB'000**	2021 RMB'000
Directors	**2**	–
Non-directors	**3**	5
	5	5

9 Individuals with highest emoluments (Continued)

The emoluments of the directors are disclosed in note 8. The aggregate of the emoluments in respect of the remaining highest paid individuals are as follows:

	2022	2021
	RMB'000	RMB'000
Salaries, allowances and benefits in kind	**4,346**	7,744
Retirement scheme contributions	**122**	199
Discretionary bonuses	**1,700**	2,525
Share-based payment	**8,773**	4,336
Total	**14,941**	14,804

The emoluments of the other individuals with the highest emoluments are all within the following band:

	2022	2021
	Number of individuals	Number of individuals
Nil – HKD1,000,000	**–**	–
HKD1,000,001 – HKD2,000,000	**–**	–
HKD2,000,001 – HKD3,000,000	**–**	–
HKD3,000,001 – HKD4,000,000	**–**	4
HKD4,000,001 – HKD5,000,000	**–**	1
HKD5,000,001 – HKD6,000,000	**2**	–
HKD6,000,001 – HKD7,000,000	**1**	–

10 Basic and diluted earnings/(loss) per share

On March 16, 2021, pursuant to the shareholders' resolution, each existing issued and unissued share of US$0.0001 each in the share capital of the Company were subdivided into 5 shares of US$0.00002 each ("Share Subdivision"). Following the Share Subdivision, the weighted average number of ordinary shares for the purpose of basic and diluted earnings per share for the year ended 2021 has been retrospectively adjusted.

Basic earnings/(loss) per share is calculated by dividing the net profit/(loss) attributable to equity shareholders of the Company by the weighted average number of ordinary shares in issue during the year 2022 and 2021.

The following table sets forth the basic earnings/(loss) per share computation and the numerator and denominator for the years presented:

	2022	2021
Net profit/(loss) attributable to equity shareholders of the Company (RMB'000)	**239,661**	(3,603,016)
Weighted average number of ordinary shares	**481,573,848**	393,297,173
Basic earnings/(loss) per share attributable to equity shareholders of the Company (in RMB)	**0.50**	(9.16)

Diluted earnings/(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 years ended 2022 and 2021, the Company has share options and share award scheme as potential ordinary shares. As the Group incurred losses for the year ended 2021, the potential ordinary shares were not included in the calculation of diluted loss per share as their inclusion would result in anti-dilution. Accordingly, diluted loss per share for the year ended 2021 was the same as basic loss per share of the respective period.

	2022	2021
Net profit/(loss) attributable to equity shareholders of the Company (RMB'000)	**239,661**	(3,603,016)
Weighted average number of ordinary shares	**481,573,848**	393,297,173
Adjustments for share options and share award scheme	**32,538,984**	–
Weighted average number of ordinary shares used as the denominator in calculating diluted earnings/(loss) per share	**514,112,832**	393,297,173
Diluted earnings/(loss) per share attributable to equity shareholders of the Company (in RMB)	**0.47**	(9.16)

11 Property, plant and equipment

	Electronic equipment RMB'000	Office and other equipment RMB'000	Leasehold improvements RMB'000	Total RMB'000
Cost:				
As at January 1, 2021	53,528	5,016	25,278	83,822
Additions	13,155	2,105	5,649	20,909
Disposals	(531)	(205)	–	(736)
As at December 31, 2021/January 1, 2022	**66,152**	**6,916**	**30,927**	**103,995**
Additions	**19,736**	**1,399**	**3,761**	**24,896**
Disposals	**(766)**	**(182)**	**–**	**(948)**
As at December 31, 2022	**85,122**	**8,133**	**34,688**	**127,943**
Accumulated depreciation:				
As at January 1, 2021	(31,602)	(2,890)	(12,383)	(46,875)
Charge for the year	(10,862)	(1,136)	(6,011)	(18,009)
Disposals	411	205	–	616
As at December 31, 2021/January 1, 2022	**(42,053)**	**(3,821)**	**(18,394)**	**(64,268)**
Charge for the year	**(10,871)**	**(1,157)**	**(7,175)**	**(19,203)**
Disposals	**695**	**120**	**–**	**815**
As at December 31, 2022	**(52,229)**	**(4,858)**	**(25,569)**	**(82,656)**
Net book value:				
As at December 31, 2021	24,099	3,095	12,533	39,727
As at December 31, 2022	**32,893**	**3,275**	**9,119**	**45,287**

12 Intangible assets

	Software	Insurance brokerage licence	Customer Base	Backlog	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Cost:					
As at January 1, 2021	8,327	23,280	–	–	31,607
Additions	3,135	–	27,200	4,700	35,035
As at December 31, 2021/ January 1, 2022	**11,462**	**23,280**	**27,200**	**4,700**	**66,642**
Additions	**833**	**–**	**–**	**–**	**833**
As at December 31, 2022	**12,295**	**23,280**	**27,200**	**4,700**	**67,475**
Accumulated amortisation:					
As at January 1, 2021	(1,516)	–	–	–	(1,516)
Charge for the year	(902)	–	(907)	(392)	(2,201)
As at December 31, 2021/ January 1, 2022	**(2,418)**	**–**	**(907)**	**(392)**	**(3,717)**
Charge for the year	**(1,759)**	**–**	**(5,440)**	**(2,350)**	**(9,549)**
As at December 31, 2022	**(4,177)**	**–**	**(6,347)**	**(2,742)**	**(13,266)**
Net book value:					
As at December 31, 2021	9,044	23,280	26,293	4,308	62,925
As at December 31, 2022	**8,118**	**23,280**	**20,853**	**1,958**	**54,209**

Intangible assets mainly comprise of software, insurance brokerage licence, customer base and backlog.

The insurance brokerage licence was acquired in the business combination of Liming Insurance Brokerage Co., Ltd. ("Liming") and has an indefinite useful life. The legal term of the licence is 3 years but can be easily renewed upon expiry at an insignificant cost. Therefore, management concluded that the licence has indefinite useful life.

12 Intangible assets (Continued)

The software acquired in the business combination of All Union has a useful life of 10 years. The customer base acquired in the business combination of All Union has a useful life of 5 years. The backlog acquired in the business combination of All Union has a useful life of 2 years.

The Group evaluates indefinite-lived intangible asset each reporting period to determine whether events and circumstances continue to support an indefinite useful life. If an intangible asset that is not being amortised is subsequently determined to have a finite useful life, the asset is tested for impairment.

The Group performed impairment testing at the end of each reporting period. For details, please refer to note 14.

13 Right-of-use assets

	2022 **RMB'000**	2021 RMB'000
Cost:		
At January 1,	**214,893**	218,082
Inception of leases	**33,918**	27,331
Termination of leases	**(40,638)**	(30,520)
At December 31,	**208,173**	214,893
Accumulated depreciation:		
At January 1,	**(122,307)**	(88,715)
Charge for the year	**(57,057)**	(64,112)
Termination of leases	**40,638**	30,520
At December 31,	**(138,726)**	(122,307)
Net book value:		
At December 31,	**69,447**	92,586

14 Goodwill

	RMB'000
Balance as of January 1, 2021	34,054
Acquired during the year	145,959
Balance as of December 31, 2021	180,013
Balance as of December 31, 2022	180,013

As at December 31, 2022, the goodwill of the Group was generated from the acquisition of All Union in 2021 and acquisition of Liming in 2017. The goodwill is not expected to be deductible for tax purposes.

	Note	**As at December 31, 2022 RMB'000**	As at December 31, 2021 RMB'000
Liming	(i)	**34,054**	34,054
All Union	(ii)	**145,959**	145,959
Total		**180,013**	180,013

Notes:

Impairment review on the goodwill and intangible assets of the Group has been conducted by the management as of December 31, 2022 and 2021.

(i) For the purpose of impairment testing, goodwill and insurance brokerage licence are fully allocated to Liming, which is considered a separate cash generating unit ("CGU"), representing the lowest level within the Group for which the goodwill and insurance brokerage licence are monitored for internal management purpose.

The recoverable amount of goodwill and insurance brokerage licence is determined based on the value-in-use calculations using the discounted cash flow method. Management forecasted an average annual revenue growth rate of 18.00% for the next five-year period, and the cash flows beyond the five-year period were extrapolated using an estimated annual growth rates of 3.00%. Pre-tax discount rate of 19.50% was used to reflect market assessment of time value and the specific risks relating to the CGU.

(ii) For the purpose of impairment testing, goodwill and intangible assets from acquisition of All Union are fully allocated to All Union, which is considered a separate CGU, representing the lowest level within the Group for which the goodwill and intangible assets are monitored for internal management purpose.

The recoverable amount of goodwill and intangible assets is determined on the value-in-use calculations using the discounted cash flow method. The Group forecasted an average annual revenue growth rate of 17.77% for the next six-year period, and the cash flows beyond the six-year period were extrapolated using an estimated annual growth rate of 3.00%. Pre-tax discount rate of 18.30% was used to reflect market assessment of time value and the specific risks relating to the CGU. The Group believes that it is appropriate to cover six years in its cash flow projection, because it captures the development stage of the Group's business during which the Group expects to experience a high growth rate.

Based on the result of the above impairment review, no impairment was identified as of December 31, 2022 and 2021, respectively. Management has not identified reasonably possible changes in key assumptions that could cause carrying amounts of the CGUs to exceed the recoverable amount.

15 Financial assets at fair value through profit or loss

	Note	**As at December 31, 2022 RMB'000**	As at December 31, 2021 RMB'000
Non-current			
– Unlisted equity securities	(i)	**140,931**	46,268
– Wealth management products	(ii)	**101,530**	–
Current			
– Wealth management products	(ii)	**544,108**	300,334
– Fund investments	(iii)	**304,630**	–
Total		**1,091,199**	346,602

Notes:

(i) The Group's investments in unlisted equity securities included in financial assets measured at fair value through profit or loss represent the investments in certain privately owned companies.

(ii) Wealth management products were mainly issued by commercial banks in the PRC.

(iii) Fund investments were administered by licensed financial institutions in Hong Kong.

16 Investment in subsidiaries

	Note	**As at December 31, 2022 RMB'000**	As at December 31, 2021 RMB'000
Investment in subsidiaries	(i)	**1,013,292**	946,900
Deemed investment arising from share-based compensation	(ii)	**175,515**	169,497
Investment in subsidiaries		**1,188,807**	1,116,397

(Expressed in RMB unless otherwise indicated)

16 Investment in subsidiaries (Continued)

Notes:

(i) The following list contains only the particulars of subsidiaries as at December 31, 2022 which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

Company names	Place and date of incorporation	Nature of legal entity	Registered capital	Held by the Company	Held by the subsidiary	Principal activities and place of operation
Directly held						
Bairong HK Limited (百融香港科技有限公司)	Hong Kong July 18, 2018	limited liability company	HKD 10,000	100%	–	Investment holding in Hong Kong
Indirectly held						
Tianjin Bairong Technology Co., Ltd. (天津百融科技有限公司)*	Tianjin, PRC August 14, 2018	limited liability company	RMB 100,000,000	–	100%	Development, consulting and transfer services of software and hardware products and network technology in PRC
Shanghai Bairong Huayu Technology Co., Ltd. (上海百融華昱科技有限公司)*	Shanghai, PRC August 11, 2021	limited liability company	RMB 50,000,000	–	100%	Software development services; data processing services in PRC
Beijing Bairong Ruibo Technology Co., Ltd. (北京百融睿博科技有限公司)*	Beijing, PRC June 18, 2021	limited liability company	RMB 10,000,000	–	100%	Software development services; data processing services in PRC
Shanghai Yaowei Technology Co., Ltd. (上海垚威科技有限公司)*	Shanghai, PRC July 08, 2021	limited liability company	USD 10,000,000	–	100%	Software development services; data processing services in PRC
Beijing Shunzhixin Technology Co., Ltd. (北京順智信科技有限公司)*	Beijing, PRC January 08, 2015	limited liability company	RMB 1,333,333	–	72%	Software development services; data processing services in PRC

(Expressed in RMB unless otherwise indicated)

16 Investment in subsidiaries (Continued)

Notes: (Continued)

(i) (Continued)

Company names	Place and date of incorporation	Nature of legal entity	Registered capital	Held by the Company	Held by the subsidiary	Principal activities and place of operation
Held through Contractual Arrangements						
Bairong Yunchuang Technology Co., Ltd. (百融雲創科技股份有限公司)*	Beijing, PRC March 19, 2014	limited liability company	RMB 82,814,387	–	100%	Data processing services; big data services in PRC
Bairong Zhixin (Beijing) Credit Information Co., Ltd. (百融至信(北京)徵信有限公司)*	Beijing, PRC February 3, 2015	limited liability company	RMB 50,000,000	–	100%	Enterprise credit services in PRC
Beijing Rongda Tianxia Information Technology Co., Ltd. (北京榮達天下信息科技有限公司)*	Beijing, PRC October 15, 2014	limited liability company	RMB 1,000,000	–	100%	Technology development services in PRC
Guangzhou Shurong Internet Micro-lending Co., Ltd. ("Guangzhou Shurong") (廣州數融互聯網小額貸款有限公司)*	Guangzhou, PRC February 14, 2017	limited liability company	RMB 100,000,000	–	100%	Micro-loan business in PRC
Liming Insurance Brokerage Co., Ltd. (黎明保險經紀有限公司)*	Beijing, PRC April 21, 2014	limited liability company	RMB 55,555,500	–	63%	Insurance and reinsurance brokerage business in PRC
Shanghai Baozhu Information Technology Co., Ltd. (上海保築信息科技有限公司)*	Shanghai, PRC July 22, 2016	limited liability company	RMB 5,000,000	–	100%	Development, consulting and transfer services of technology in PRC
Shenzhen Bairong Borui Information Technology Co., Ltd. (深圳百融博瑞信息科技有限公司)*	Guangdong, PRC November 12, 2020	limited liability company	RMB 5,000,000	–	100%	Development, consulting and transfer services of technology in PRC
Beijing Riyue Insurance Box Information Technology Co., Ltd. (日月保盒(北京)信息科技有限公司)*	Beijing, PRC July 8, 2022	limited liability company	RMB 5,000,000	–	100%	Software development services; data processing services in PRC

(Expressed in RMB unless otherwise indicated)

16 Investment in subsidiaries (Continued)

Notes: (Continued)

(i) (Continued)

Company names	Place and date of incorporation	Nature of legal entity	Registered capital	Held by the Company	Held by the subsidiary	Principal activities and place of operation
Held through Contractual Arrangements						
Hebei Xiong'an Bairong Information Technology Co., Ltd. (河北雄安百融科技有限公司)*	Hebei, PRC December 21, 2020	limited liability company	RMB 10,000,000	–	100%	Development of computer system and software technology in PRC
Tianjin Saiji Technology Co., Ltd. (天津賽吉科技有限責任公司)* (Note 1)	Tianjin, PRC January 21, 2019	limited liability company	RMB 100,000,000	–	100%	Development, consulting and transfer services of technology in PRC
Bairong Ruicheng Information Technology Co., Ltd. ("Bairong Ruicheng") (百融睿誠信息科技有限公司)*	Chongqing, PRC January 13, 2021	limited liability company	RMB 200,000,000	–	100%	Software development services; data processing services in PRC
Beijing All Union Technology Corp. (北京眾聯享付科技股份有限公司)*	Beijing, PRC August 29, 2012	corporation limited	RMB 10,000,000	–	52%	Software development services; data processing services in PRC
Beijing All Union Yunzhihui Technology Co., Ltd. (北京眾聯雲智慧科技有限公司)*	Beijing, PRC May 13, 2016	limited liability company	RMB 50,000,000	–	70%	Software development services; data processing services in PRC

* The English translation of the names is for reference only. The official names of these entities are in Chinese.

Note 1: Tianjin Saiji Technology Co., Ltd. was incorporated for reorganisation purpose and designed to repurchase ordinary shares and preferred shares from shareholders of Beijing Bairong. As the Group or Beijing Bairong has power to govern the relevant activities of Tianjin Saiji Technology Co., Ltd. and can derive benefits from the operating of the entity, the directors of the Company consider that it is appropriate to consolidate these entities.

(Expressed in RMB unless otherwise indicated)

16 Investment in subsidiaries (Continued)

Notes: (Continued)

(ii) The amount represents share-based compensation expenses arising from the grant of share options and share award scheme of the Company to employees of the subsidiaries (note 30) in exchange for their services provided to these subsidiaries, which were deemed to be investments made by the Company into these subsidiaries.

The structured entities were established to implement the share-based compensation, and its particulars are as follows:

Company names	Place and date of incorporation	Nature of legal entity	Registered capital	Held by the Company	Held by the subsidiary	Principal activities and place of operation
Structured Entities						
GeniAI Tech Ltd. ("ESOP entity") (Note 1)	British Virgin Islands October 19, 2018	limited liability company	USD1	100%	–	Investment holding in British Virgin Islands
GeniAI Tech II Ltd. ("ESOP entity") (Note 1)	British Virgin Islands September 14, 2021	limited liability company	USD1	100%	–	Investment holding in British Virgin Islands
GeniAI Tech III Ltd. ("ESOP entity") (Note 1)	British Virgin Islands December 2, 2021	limited liability company	USD1	100%	–	Investment holding in British Virgin Islands
Rongtuo Holdings Limited	Cayman Islands September 28, 2018	limited liability company	USD1	100%	–	Investment holding in Cayman Islands
Tianjin Bairong Tongchuang Enterprise Management Consulting Center (L.P.) (天津百榮同創企業管理諮詢中心(有限合夥))* (Note 1)	Tianjin, PRC August 5, 2014	limited partnership	RMB 300,000	–	100%	Enterprise management consulting in PRC

Note 1: GeniAI Tech Ltd., GeniAI Tech II Ltd., GeniAI Tech III Ltd., Rongtuo Holdings Limited and Tianjin Bairong Tongchuang Enterprise Management Consulting Center (L.P.) were incorporated as vehicles to hold the ordinary shares of the Company or Beijing Bairong, separately, under the share-based compensation plan. As the Group or Beijing Bairong has power to govern the relevant activities of GeniAI Tech Ltd., GeniAI Tech II Ltd., GeniAI Tech III Ltd., Rongtuo Holdings Limited and Tianjin Bairong Tongchuang Enterprise Management Consulting Center (L.P.), and can derive benefits from the operating of these entities, the directors of the Company consider that it is appropriate to consolidate these entities.

17 Interests in associates

	As at December 31, 2022 RMB'000	As at December 31, 2021 RMB'000
Unlisted entities	**9,764**	9,863

The Group has interests in a number of immaterial associates that are invested through All Union and are accounted for using the equity method.

There were no material contingent liabilities relating to the Group's interests in the associates.

	2022 RMB'000	2021 RMB'000
At the beginning of the year	**9,863**	–
Additions	**–**	9,645
The Group's share of profit	**(99)**	218
Investment in associates	**9,764**	9,863

18 Derivative financial assets

	As at December 31, 2022 RMB'000	As at December 31, 2021 RMB'000
Derivative financial assets	**–**	20,727

The Company entered into several foreign exchange forwards and options to manage the Company's foreign exchange exposure in relation to USD against RMB. These derivative instruments are not designated for hedge purposes and are measured at fair value through profit or loss. The derivative financial assets have been settled as of December 31, 2022.

19 Trade receivables

	As at December 31, 2022 RMB'000	As at December 31, 2021 RMB'000
Trade receivables	**364,529**	253,415
Less: loss allowance	**(2,866)**	(2,857)
Trade receivables, net	**361,663**	250,558

Ageing analysis

As of the end of each of the year, the ageing analysis of trade receivables, based on the transaction date and net of loss allowance, is as follows:

	As at December 31, 2022 RMB'000	As at December 31, 2021 RMB'000
Within 3 months (inclusive)	**290,804**	197,548
3 months to 6 months (inclusive)	**51,891**	29,715
6 months to 1 year (inclusive)	**17,896**	21,733
Over 1 year	**3,938**	4,419
Less: loss allowance	**(2,866)**	(2,857)
Trade receivables, net	**361,663**	250,558

Further details on the Group's credit policy and credit risk arising from trade receivables are set out in note 32(a).

20 Loans receivable

	As at December 31, 2022 RMB'000	As at December 31, 2021 RMB'000
Loans facilitated through Guangzhou Shurong		
– Consumer loans	**2,314**	286
Loans receivable	**2,314**	286
Less: allowance for loan losses	**(360)**	(286)
Loans receivable, net	**1,954**	–

The following table presents the ageing of past-due loan principles as of December 31, 2021 and 2022, respectively:

	Total current RMB'000	**1 – 90 days past due** RMB'000	**Over 90 days past due** RMB'000	**Total loans** RMB'000
As of December 31, 2021	–	–	286	286
As of December 31, 2022	**1,989**	**39**	**286**	**2,314**

The following table presents the movements in the allowance for loan losses are as follows:

	2022 RMB'000	2021 RMB'000
Balance at the beginning of the year	**286**	274
Additions	**74**	12
Balance at the end of the year	**360**	286

20 Loans receivable (Continued)

The following table presents an analysis of the relevant maturity based on the remaining periods to repayment at December 31, 2022 and 2021, respectively:

	As at December 31, 2022 RMB'000	As at December 31, 2021 RMB'000
Within 3 months (inclusive)	**455**	–
Between 3 months and 1 year (inclusive)	**1,499**	–
Loans receivable, net	**1,954**	–

21 Prepaid expenses and other current assets

	Note	**As at December 31, 2022 RMB'000**	As at December 31, 2021 RMB'000
Prepayments to digital goods providers	(i)	**247,936**	135,732
Interest receivable		**54,763**	–
Advances to suppliers		**33,504**	38,049
Deposits		**24,443**	25,833
Prepaid expenses		**7,641**	7,419
Others		**45,307**	22,577
Total		**413,594**	229,610

Note:

(i) Prepayments to digital goods providers mainly represent prepayments and deposits to online platform operators and digital goods providers under the smart analytics and operation services.

22 Cash and cash equivalents, time deposit and restricted cash

(a) Cash and cash equivalents comprise:

	As at December 31, 2022 RMB'000	As at December 31, 2021 RMB'000
Cash at bank	**815,516**	3,341,125
Cash equivalents[i]	**72,950**	5,297
Cash on hand	**42**	65
Cash and cash equivalents	**888,508**	3,346,487

(i) Cash equivalents represents cash balances kept in third party payment platform, which can be withdrawn by the Group at any time.

(b) Time deposit

	As at December 31, 2022 RMB'000	As at December 31, 2021 RMB'000
Time deposit	**2,122,350**	200,000

As at December 31, 2022, time deposits with initial terms of over three months were neither past due nor impaired, the carrying amounts of the term deposits with initial terms of over three months approximated their fair values.

22 Cash and cash equivalents, time deposit and restricted cash (Continued)

(c) Restricted cash

	As at December 31, 2022 RMB'000	As at December 31, 2021 RMB'000
Non-current assets		
Restricted cash[(i)]	**7,740**	5,722
Current assets		
Restricted cash[(ii)]	**16,986**	82,884
Total	**24,726**	88,606

Restricted cash consists of funds that are contractually restricted as to usage or withdrawal due to regulatory requirements. The Group's restricted cash are all denominated in RMB and are all placed at financial institutions in the mainland of the PRC. The Group has presented restricted cash separately from cash and cash equivalents on the consolidated statement of financial position. The balances of the Group's restricted cash primarily comprise the following:

(i) In accordance with the rules issued by China Banking and Insurance Regulatory Commission (CBIRC), the Group's insurance brokerage subsidiary, Liming, sets aside cash funds as a liquidity reserve.

(ii) The bank deposits were set aside to secure the Company's foreign exchange contracts. As the derivative financial assets have been settled as of December 31, 2022, such deposits were released on January 09, 2023 and January 18, 2023.

22 Cash and cash equivalents, time deposit and restricted cash (Continued)

(d) Reconciliation of profit before taxation to cash generated from operation

	Note	**2022**	2021
		RMB'000	RMB'000
Profit/(loss) for the year		**229,305**	(3,604,033)
Adjustments for:			
Depreciation of property, plant and equipment	6(c)	**19,203**	18,009
Amortisation of intangible assets	6(c)	**9,549**	2,201
Depreciation of right-of-use assets	6(c)	**57,057**	64,112
Impairment loss	6(c)	**83**	276
Finance costs	6(a)	**12,977**	8,607
Changes in fair value of redeemable convertible preferred shares	28	**–**	3,697,294
Share-based compensation	30	**64,687**	22,787
Deferred tax (benefit)/expense	7	**(765)**	7,388
Gains from financial investments measured at fair value through profit or loss	5	**(41,332)**	(24,740)
Gains from derivative financial instruments	5	**(22,131)**	(55,082)
Gains from fixed coupon note	5	**(7,706)**	(2,101)
Foreign exchange (gains)/loss	5	**(24,499)**	97,709
Share of loss/(profit) of associates	17	**99**	(218)
Listing expenses	6(c)	**–**	25,112
Operating profit before changes in working capital		**296,527**	257,321
Changes in working capital			
Increase in restricted cash	22(c)	**(2,289)**	–
Increase in trade receivables	19	**(111,114)**	(277)
(Increase)/decrease in loans receivable	20	**(2,028)**	6,339
Increase in prepaid expenses and other current assets	21	**(176,311)**	(161,856)
Increase in trade payables	24	**70,714**	39,941
Increase/(decrease) in contract liabilities	26	**12,384**	(23,134)
Increase in accrued expenses and other liabilities	25	**214,567**	146,805
Net cash generated from operating activities		**302,450**	265,139

22 Cash and cash equivalents, time deposit and restricted cash (Continued)

(e) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Bank loans RMB'000	Interests payable RMB'000	Lease liabilities RMB'000	Redeemable convertible preferred shares RMB'000	Total RMB'000
At January 1, 2021	–	–	131,335	2,212,631	2,343,966
Changes from financing cash flows:					
Payment of lease liabilities	–	–	(58,684)	–	(58,684)
Proceeds from bank loans	10,000	–	–	–	10,000
Interest paid	–	(705)	–	–	(705)
Change in fair value	–	–	–	3,697,294	3,697,294
Other changes:					
Increase in lease liabilities	–	–	25,273	–	25,273
Interest expenses	–	1,428	7,179	–	8,607
Conversion of preference shares	–	–	–	(5,909,925)	(5,909,925)
Acquisition of subsidiaries	41,000	–	2,061	–	43,061
As at December 31, 2021	51,000	723	107,164	–	158,887

22 Cash and cash equivalents, time deposit and restricted cash (Continued)

(e) Reconciliation of liabilities arising from financing activities (Continued)

	Bank loans RMB'000	Interests payable RMB'000	Lease liabilities RMB'000	Redeemable convertible preferred shares RMB'000	Total RMB'000
At January 1, 2022	**51,000**	**723**	**107,164**	**–**	**158,887**
Changes from financing cash flows:					
Repayment of bank loans	**(51,000)**	**–**	**–**	**–**	**(51,000)**
Payment of lease liabilities	**–**	**–**	**(59,420)**	**–**	**(59,420)**
Proceeds from short-term bank loans	**45,000**	**–**	**–**	**–**	**45,000**
Interest paid	**–**	**(8,768)**	**–**	**–**	**(8,768)**
Other changes:					
Increase in lease liabilities	**–**	**–**	**33,918**	**–**	**33,918**
Interest expenses	**–**	**8,120**	**4,857**	**–**	**12,977**
As at December 31, 2022	**45,000**	**75**	**86,519**	**–**	**131,594**

23 Bank loans

	As at December 31, 2022 RMB'000	As at December 31, 2021 RMB'000
Short-term bank loans, guaranteed	**45,000**	32,000
Short-term bank loans, secured	**–**	19,000
	45,000	51,000

As at December 31, 2022, all of the Group's bank loans are repayable within 1 year and denominated in RMB, and bear average interest rate of 4.62% per annum (2021: 5.66%).

24 Trade payables

	As at December 31, 2022 RMB'000	As at December 31, 2021 RMB'000
Amounts due to third parties	**165,338**	94,624

As of the end of each of the year, the ageing analysis of trade payables, based on the invoice date, is as follows:

	As at December 31, 2022 RMB'000	As at December 31, 2021 RMB'000
Within 6 months	**153,671**	88,365
6 months to 1 year	**2,791**	5,778
1 to 2 years	**8,876**	481
	165,338	94,624

Trade payables are primarily expected to be settled within one year or are repayable on demand.

25 Accrued expenses and other current liabilities

	Note	**As at December 31, 2022 RMB'000**	As at December 31, 2021 RMB'000
Receipts in advance	(i)	**226,041**	112,780
Accrued payroll and welfare		**150,728**	111,945
Accrued expenses		**51,634**	43,034
Value Added Tax, withholding tax and surcharges payable		**63,661**	56,659
Deposit received		**2,040**	2,090
Others		**95,564**	79,708
Total		**589,668**	406,216

All of the accrued expenses and other current liabilities are expected to be settled and expensed within one year or are repayable on demand.

Note:

(i) Receipts in advance mainly represent advances from customers for purchasing digital goods under the smart analytics and operation services.

26 Contract liabilities

Movements in contract liabilities are as below:

	2022 RMB'000	2021 RMB'000
Balance at January 1	**48,347**	39,868
Additions	**280,063**	259,224
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	**(48,347)**	(39,868)
Decrease in contract liabilities as a result of recognising revenue during the same year	**(219,332)**	(210,877)
Balance at December 31	**60,731**	48,347

27 Lease liabilities

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the reporting periods:

	As at December 31, 2022 RMB'000	As at December 31, 2021 RMB'000
Maturity analysis-contractual undiscounted cash flows		
Within 1 year or on demand	**54,321**	52,217
More than 1 year but less than 2 years	**28,308**	39,193
More than 2 years	**5,042**	19,821
Total undiscounted lease liabilities	**87,671**	111,231
Less: total future interest expenses	**(1,152)**	(4,067)
Present value of lease liabilities	**86,519**	107,164
Lease liabilities included in the consolidated statement of financial position		
Current	**50,646**	35,302
Non-current	**35,873**	71,862
Present value of lease liabilities	**86,519**	107,164

	2022 RMB'000	2021 RMB'000
Amounts recognised in profit or loss		
Interest on lease liabilities	**4,857**	7,179
Amounts recognised in the consolidated statement of cash flows		
Total cash flow for leases	**59,420**	58,684

28 Redeemable convertible preferred shares

On March 31, 2021, the Company was successfully listed in the Main Board of the Stock Exchange and made an offering of 123,822,500 ordinary shares at a price of HK$31.80 per share. All redeemable convertible preferred shares were converted into ordinary shares upon completion of the IPO on March 31, 2021.

Fair value changes of redeemable convertible preferred shares were recorded in "changes in fair value of redeemable convertible preferred shares", and the loss in fair value changes for the year ended 2021 resulted from the increase in the valuation of the Company, which was determined by the offering price of the Company's shares in the Global Offering on March 31, 2021.

29 Income tax in the consolidated statement of financial position

Deferred tax assets and liabilities recognised

(i) Movement of each component of deferred tax assets and liabilities

The components of deferred tax assets recognised in the consolidated statement of financial position and the movements during the year are as follows:

Deferred tax arising from:	Deductible accumulative losses	Impairment losses	Others deductible temporary difference	Changes in the fair value	Identified intangible assets from acquisition	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At January 1, 2021	7,593	2,249	2,882	(176)	(5,820)	6,728
(Charged)/credited to profit or loss (note 7(a))	(7,178)	(720)	560	(215)	165	(7,388)
Charged to reserves	–	–	–	–	(5,159)	(5,159)
At December 31, 2021 and January 1, 2022	**415**	**1,529**	**3,442**	**(391)**	**(10,814)**	**(5,819)**
(Charged)/credited to profit or loss (note 7(a))	**(415)**	**(48)**	**(364)**	**350**	**1,242**	**765**
At December 31, 2022	**–**	**1,481**	**3,078**	**(41)**	**(9,572)**	**(5,054)**

29 Income tax in the consolidated statement of financial position (Continued)

Deferred tax assets and liabilities recognised (Continued)

(ii) Reconciliation to the consolidated statement of financial position

	2022 RMB'000	2021 RMB'000
Net deferred tax asset recognised in the consolidated statement of financial position	**4,559**	5,386
Net deferred tax liability recognised in the consolidated statement of financial position	**(9,613)**	(11,205)
At the end of year	**(5,054)**	(5,819)

Deferred tax assets not recognised

The Group has not recognised deferred tax assets in respect of cumulative tax losses of RMB152.74 million and RMB143.68 million as at December 31, 2022 and 2021, as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction before they expire.

30 Share-based compensation

2019 ESOP

As part of the Group's re-organization prior to its IPO, the Group adopted a share incentive plan (the "2019 ESOP") in August 2019. Under the 2019 ESOP, the Group was entitled to grant a total of 12,963,556 share options to its employees, officers, directors and individuals.

Share options granted to an employee under the 2019 ESOP will be exercisable upon the employee renders service to the Group in accordance with a stipulated service schedule starting from the employee's date of employment. Employees are generally subject to a four-year service schedule commencing from the employees' date of employment, under which an employee is entitled to vest in 50% of his option grants for the first two years of completed service and entitled to vest in 25% of his option grants annually thereafter of completed service.

Upon the Share Subdivision becoming effective, pro-rata adjustments have been made to the number of outstanding awarded shares, so as to give the participants the same proportion of the equity capital that were before the offer of the Share Subdivision to which they were entitled to. The exercise price of all the options granted under the 2019 ESOP is RMB1.0 which was adjusted to RMB0.2 per share after the subdivision on March 16, 2021.

(Expressed in RMB unless otherwise indicated)

30 Share-based compensation (Continued)

2019 ESOP (Continued)

The Group granted nil and nil share options to employees for the years ended 2022 and 2021, respectively. The following table sets forth the share option shares activities under the 2019 Plan for the years ended 2022 and 2021. The Group will not grant further options under the 2019 Plan after the initial public offering.

	Note	Options outstanding	Weighted average exercise price
			RMB
Outstanding at January 1, 2021	(i)	9,280,247	1
Granted	(i)	–	Not applicable
Exercised	(i)	–	Not applicable
Forfeited	(i)	(613,250)	0.2-1
Effect of Share Subdivision	(ii)	36,692,988	0.2
Outstanding at December 31, 2021		45,359,985	0.2
Exercisable as of December 31, 2021		37,336,474	0.2
Granted		–	Not applicable
Exercised		(32,311,812)	0.2
Forfeited		(714,236)	0.2
Outstanding at December 31, 2022		**12,333,937**	**0.2**
Exercisable as of December 31, 2022		**9,615,325**	**0.2**

Notes:

(i) The numbers of shares were presented as before the effect of the Share Subdivision.

(ii) It represented the effects of adjustments made to the numbers of shares as a result of the Share Subdivision.

(Expressed in RMB unless otherwise indicated)

30 Share-based compensation (Continued)

2019 ESOP (Continued)

The weighted-average remaining contract life for outstanding share options was 4.64 years as of December 31, 2022 (2021: 5.74 years).

Options granted to employees were measured at fair value on the dates of grant based on the Binomial Option Pricing Model with the following assumptions:

	2020
Expected volatility	33% – 36%
Risk-free interest rate	2.85% – 3.28%
Exercise multiple	2
Expected dividend yield	–
Expected term (in years)	10
Fair value of the underlying shares on the date of option grants (per share)	RMB27.00 – RMB27.13

2021 ESOP

The Company adopted the post-IPO share option scheme (the "2021 ESOP") on March 16, 2021 with effect from the initial public offering. Under the 2021 ESOP, the Group was entitled to grant a total of 41,098,971 share options to employees, officers, directors and individuals of the Group.

Share options granted to an employee under the 2021 ESOP will be exercisable upon the employee renders service to the Group in accordance with a stipulated service schedule starting from the relevant performance period. Employees are generally subject to a four-year service schedule, under which an employee is entitled to vest in 50% of his option grants for the first two years of completed service and entitled to vest in 25% of his option grants annually thereafter of completed service.

(Expressed in RMB unless otherwise indicated)

30 Share-based compensation (Continued)

2021 ESOP (Continued)

Movements in the number of share options granted to employees and their related weighted average exercise prices are as follow:

	Options outstanding	Weighted average exercise price
		RMB
Outstanding at January 1, 2021	–	Not applicable
Granted	13,522,500	7.75
Exercised	–	Not applicable
Forfeited	–	Not applicable
Outstanding at December 31, 2021	13,522,500	7.75
Granted	–	Not applicable
Exercised	–	Not applicable
Forfeited	(827,000)	7.75
Outstanding at December 31, 2022	12,695,500	7.75

The weighted-average remaining contract life for outstanding share options was 9.00 years as of December 31, 2022 (2021: 10.00 years).

Options granted to employees were measured at fair value on the dates of grant based on the Binomial Option Pricing Model with the following assumptions:

	2021
Expected volatility	33.00%
Risk-free interest rate	1.58%
Exercise multiple	2 – 2.8
Expected dividend yield	–
Expected term (in years)	10
Fair value of the underlying shares on the date of option grants (per share)	RMB7.75

The weighted average fair value of options granted during the year ended December 31, 2021 was RMB2.80 per share.

(Expressed in RMB unless otherwise indicated)

30 Share-based compensation (Continued)

Share Award Scheme

The Group adopted a share award scheme (the "Share Award Scheme") on May 28, 2021. Under the Share Award Scheme, the Group granted 14,257,500 and 2,776,500 of restricted share units (the "RSUs") to its employees, consultants, and directors during the year 2021 and 2022 respectively. The RSUs awarded vest in tranches from the grant date over a certain service period, on condition that employees remain in service without any performance requirements. Once the vesting conditions underlying the respective RSUs are met, the RSUs are considered duly and validly issued to the holder, and free of restrictions on transfer.

The fair value of each RSU at the grant date were determined by reference to the fair value of the ordinary shares of the Group that issued to its shareholders. Movements in the number of RSUs and the respective weighted average grant date fair value are as below:

	Number of RSUs	**Weighted average grant date fair value per RSU RMB**
Outstanding at January 1, 2021	–	Not applicable
Granted	14,257,500	7.75
Exercised	–	Not applicable
Forfeited	(30,000)	7.75
Outstanding at December 31, 2021	14,227,500	7.75
Granted	**2,776,500**	**7.65-8.52**
Exercised	**–**	**Not applicable**
Forfeited	**(932,500)**	**7.75**
Outstanding at December 31, 2022	**16,071,500**	**7.65-8.52**

30 Share-based compensation (Continued)

Share Award Scheme (Continued)

The total share-based compensation expenses recognised in the consolidated statement of profit or loss are RMB64.69 million and RMB22.79 million for the years ended December 31, 2022 and 2021, respectively. The following table sets forth a breakdown of share-based compensation by nature:

	2022	2021
	RMB'000	RMB'000
2019 ESOP	**11,790**	22,504
2021 ESOP	**12,236**	72
Share Award Scheme	**40,661**	211
Total	**64,687**	22,787

31 Capital and reserves

(a) Share capital

(i) Authorized and issued share capital by the Company

The Company was incorporated in the Cayman Islands in June 2018 with an authorised share capital of US$50,000 divided into 500,000,000 shares with a par value of US$0.0001 each. Upon incorporation, the Company issued 18,776,522 ordinary shares to the co-founders with a consideration of RMB13,000.

Pursuant to share subscription agreements with the investors on June 27, 2019, the Company issued 22,237,437 ordinary shares to third party investors. In addition, the Company approved surrender of 735,050 ordinary shares by one of the co-founders.

On August 26, 2019, the Company repurchased 9,963,556 shares with a par value of US$0.0001 each from GeniAI Tech Ltd. for nil consideration and then promptly cancelled such shares.

On March 16, 2021, pursuant to the shareholders' resolution, each existing issued and unissued share of US$0.0001 each in the share capital of the Company were subdivided into 5 shares of US$0.00002 each.

Upon completion of the IPO, the Company issued 123,822,500 new ordinary shares at par value of US$0.00002 each for cash consideration of HK$31.80 each, and raised gross proceeds of approximately HK$3,937,555,500. The respective share capital amount was approximately RMB16,000 and share premium arising from the issuance was approximately RMB3,198,349,000, net of the share issuance costs.

31 Capital and reserves (Continued)

(a) Share capital (Continued)

(i) Authorized and issued share capital by the Company (Continued)

Upon completion of the IPO, all the redeemable convertible preferred shares were redesignated and reclassified as ordinary shares on a five for one basis. As a result, the redeemable convertible preferred shares were derecognized and recorded as share capital and capital reserve.

As at December 31, 2022, the Company had 2,500,000,000 shares authorised, which consisted of 500,000,000 Class A shares and 2,000,000,000 Class B shares, and the Company had 518,716,642 shares issued, which consisted of 82,806,129 Class A shares and 435,910,513 Class B shares.

(ii) Repurchase and cancellation of ordinary shares by the Company

During the year ended December 31, 2021, the Company repurchased a total of 8,894,500 ordinary shares that had been listed on the Stock Exchange. The total amount to repurchase these ordinary shares was approximately equivalent to RMB118,272,000. As at December 31, 2021, a total of 3,785,000 repurchased ordinary shares have been cancelled. The remaining repurchased shares were recorded as "treasury shares" as at December 31, 2021 at the amount of RMB54,765,000.

During the year ended December 31, 2022, all the ordinary shares repurchased during the year 2021 were cancelled and deducted from the share capital and share premium within shareholders' equity. The share capital amount of these cancelled shares was approximately RMB1,000 and the corresponding share premium was approximately RMB54,764,000. The Company further repurchased a total of 14,433,000 ordinary shares that had been listed on the Stock Exchange. The total amount to repurchase these ordinary shares was approximately equivalent to RMB114,483,000. The repurchased shares were recorded as "treasury shares" as at December 31, 2022.

(iii) Shares issued and held for share award schemes

As at September 29, 2021, the Company issued a total of 8,847,081 ordinary shares on the Stock Exchange to Rongtuo Holdings Limited for the settlement of 2019 ESOP share options. As at December 30, 2021 and December 31, 2021, GeniAI Tech II Ltd. purchased a total of 730,500 ordinary shares of the Company on the Stock Exchange for the settlement of 2019 ESOP share options.

During the year ended December 31, 2022, GeniAI Tech II Ltd. and GeniAI Tech III Ltd. purchased a total of 3,638,000 ordinary shares of the Company on the Stock Exchange for the settlement of 2019 ESOP share options.

31 Capital and reserves (Continued)

(a) Share capital (Continued)

(iii) Shares issued and held for share award schemes (Continued)

During the year ended December 31, 2022, the Company issued a total of 23,474,731 ordinary shares on the Stock Exchange to employees for the exercise of 2019 ESOP share options. In addition, 8,837,081 shares were transferred from Rongtuo Holdings Limited to employees for the exercise of 2019 ESOP share options.

As Rongtuo Holdings Limited, GeniAI Tech II Ltd. and GeniAI Tech III Ltd. are consolidated entities of the Group as disclosed in note 16, these shares were therefore recorded as "treasury shares" as at December 31, 2022.

(b) Reserves

	Note	**Share premium**	**Share-based compensation reserve**	**Others**	**Total**
		RMB'000	RMB'000	RMB'000	RMB'000
Balance at December 31, 2020 and January 1, 2021		–	146,711	36,347	183,058
Share-based compensation expenses	(i)	–	22,787	–	22,787
Issuance of new shares	(ii)	3,198,349	–	–	3,198,349
Conversion of preferred shares	(iii)	5,909,896	–	–	5,909,896
Cancellation of shares		(63,507)	–	–	(63,507)
Balance at December 31, 2021		**9,044,738**	**169,498**	**36,347**	**9,250,583**
Exercise of share options		**5,001**	**–**	**–**	**5,001**
Share-based compensation expenses	(i)	**–**	**64,687**	**–**	**64,687**
Cancellation of shares		**(54,764)**	**–**	**–**	**(54,764)**
Balance at December 31, 2022		**8,994,975**	**234,185**	**36,347**	**9,265,507**

Notes

(i) Share-based compensation reserve arises from share-based payments granted to employees of the Company, see note 30 for detail.

(ii) Issuance of new ordinary shares arises from net proceeds from the IPO, see note 31 (a) for detail.

(iii) Conversion of preferred shares arises from the conversion of redeemable convertible preferred shares, see note 28 for detail.

31 Capital and reserves (Continued)

(c) Dividends

During the years of 2022 and 2021, no dividends were declared by the entities comprising the Group to its owners.

(d) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Except for Liming and Guangzhou Shurong, neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

In accordance with the rules issued by China Banking and Insurance Regulatory Commission (CBIRC), the Group's insurance brokerage subsidiary, Liming, sets aside cash funds as a liquidity reserve.

Guangzhou Shurong, the Group's micro-loan subsidiary, regularly monitors the balance of the loans in relation to its paid-in capital, so as to comply with regulatory requirements.

31 Capital and reserves (Continued)

(e) Movements in components of equity

The changes of each component of the Group's consolidated equity during the years is set out in the consolidated statement of changes in equity. Details of changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

	Share capital RMB'000	Treasury shares RMB'000	Capital reserve RMB'000	Accumulated deficit RMB'000	Total RMB'000
Balance at December 31, 2020	19	–	175,108	(2,176,761)	(2,001,634)
Changes in equity for 2021:					
Loss for the year	–	–	–	(3,756,911)	(3,756,911)
Repayment of the promissory notes issued to the Company by the shareholders	–	–	415,221	524,661	939,882
Issuance of new shares	16	–	3,198,349	–	3,198,365
Conversion of preference shares	29	–	5,910,196	–	5,910,225
Cancellation of shares	–	63,507	(63,507)	–	–
Repurchase of ordinary shares	–	(118,272)	–	–	(118,272)
Share-based compensation	–	–	22,787	–	22,787
Balance at December 31, 2021	**64**	**(54,765)**	**9,658,154**	**(5,409,011)**	**4,194,442**
Changes in equity for 2022:					
Profit for the year	**–**	**–**	**–**	**131,322**	**131,322**
Exercise of share options	**3**	**–**	**5,001**	**–**	**5,004**
Cancellation of shares	**(1)**	**54,765**	**(54,764)**	**–**	**–**
Repurchase of ordinary shares	**–**	**(114,483)**	**–**	**–**	**(114,483)**
Share-based compensation	**–**	**–**	**64,687**	**–**	**64,687**
Balance at December 31, 2022	**66**	**(114,483)**	**9,673,078**	**(5,277,689)**	**4,280,972**

32 Financial risk management and fair values of financial instruments

Exposure to credit risk, liquidity risk, interest rate risk, foreign exchange risk and fair value measurement arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practice used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with a minimum credit rating, for which the Group considers to have low credit risk.

The Group does not provide any guarantees which would expose the Group to credit risk.

Trade receivables

In respect of trade receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivable are non-interest bearing and are generally on terms between 1 to 90 days. In some cases, these terms are extended for certain qualified long-term customers who have met specific credit requirements. The Group does not have any off-balance-sheet credit exposure related to its customers.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. As at December 31, 2021 and 2022, 1.31% and 4.60% of the total trade receivables was due from the Group's five largest customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at December 31, 2022 and 2021:

32 Financial risk management and fair values of financial instruments (Continued)

(a) Credit risk (Continued)

Trade receivables (Continued)

	December 31, 2022		
	Expected loss rate	**Gross carrying amount RMB'000**	**Loss allowance RMB'000**
Current	**0.16%**	**344,243**	**551**
Overdue within 3 months	**1.90%**	**17,378**	**330**
Overdue after 3 months but within 6 months	**51.0%**	**1,432**	**730**
Overdue more than 6 months	**85.0%**	**1,476**	**1,255**
		364,529	**2,866**

	December 31, 2021		
	Expected loss rate	Gross carrying amount RMB'000	Loss allowance RMB'000
Current	0.16%	239,474	387
Overdue within 3 months	1.90%	9,942	189
Overdue after 3 months but within 6 months	51.0%	3,288	1,677
Overdue more than 6 months	85.0%	711	604
		253,415	2,857

Expected loss rates are based on actual loss experience over the past recent years. These rates are adjusted to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

32 Financial risk management and fair values of financial instruments (Continued)

(a) Credit risk (Continued)

Trade receivables (Continued)

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

	2022	2021
	RMB'000	RMB'000
Balance at January 1,	**(2,857)**	(2,833)
Loss allowance recognised during the year	**(9)**	(369)
Written off	**–**	345
Balance at December 31,	**(2,866)**	(2,857)

Loans receivable

The Group classifies loans receivable into three stages and makes provisions for expected credit losses accordingly, depending on whether credit risk on that loans receivable has increased significantly since initial recognition.

The three stages are defined as follows:

Stage 1: A financial asset of which the credit risk has not significantly increase since initial recognition. The amount equal to 12-month expected credit losses is recognised as loss allowance.

Stage 2: A financial asset with a significant increase in credit risk since initial recognition but is not considered to be credit-impaired. The amount equal to lifetime expected credit losses is recognised as loss allowance.

Stage 3: A financial asset is considered to be credit-impaired as at statement of financial position date. The amount equal to lifetime expected credit losses is recognised as loss allowance. Refer to note 2(l)(i) for the definition of credit-impaired financial assets.

32 Financial risk management and fair values of financial instruments (Continued)

(a) Credit risk (Continued)

Loans receivable (Continued)

The assessment of significant increase since initial recognition in the credit risk is performed at least on a quarterly basis for financial assets held by the Group. The Group takes into consideration all reasonable and supportable information (including forward-looking information) that reflects significantly change in credit risk for the purposes of classifying financial assets. In determining whether credit risk of a financial asset has increased significantly since initial recognition, the Group considers factors indicating whether the probability of default has risen sharply, whether the financial asset has been past due.

Impairment assessment

Generally, a financial asset is considered to be credit-impaired if:

- It has been overdue for more than 30 days;
- In light of economic, legal or other factors, the Group has made concessions to a customer in financial difficulties, which would otherwise have been impossible under normal circumstances;
- The customer is probable to be insolvent or carry out other financial restructurings;
- Due to serious financial difficulties, the financial asset cannot continue to be traded in an active market;
- There are other objective evidences that the financial asset is impaired.

The Group recognises ECLs of the underlying loan using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

32 Financial risk management and fair values of financial instruments (Continued)

(a) Credit risk (Continued)

Impairment assessment (Continued)

Movement in the loss allowance account in respect of loans receivable during the year is as follows:

	December 31, 2022			
	12-months ECL RMB'000	Lifetime ECL not credit-impaired RMB'000	Lifetime ECL credit-impaired RMB'000	Total RMB'000
As at January 1, 2022	–	–	286	286
Transferred:				
– to 12-months ECL	–	–	–	–
– to lifetime ECL not credit-impaired	–	–	–	–
– to lifetime ECL credit-impaired	–	–	–	–
Charge for the year	62	10	2	74
Write-offs	–	–	–	–
Recoveries	–	–	–	–
As at December 31, 2022	62	10	288	360

	December 31, 2021			
	12-months ECL RMB'000	Lifetime ECL not credit-impaired RMB'000	Lifetime ECL credit-impaired RMB'000	Total RMB'000
As at January 1, 2021	274	–	–	274
Transferred:				
– to 12-months ECL	–	–	–	–
– to lifetime ECL not credit-impaired	–	–	–	–
– to lifetime ECL credit-impaired	(274)	–	274	–
Charge for the year	–	–	12	12
Write-offs	–	–	–	–
Recoveries	–	–	–	–
As at December 31, 2021	–	–	286	286

32 Financial risk management and fair values of financial instruments (Continued)

(b) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient cash to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group's policy is to regularly monitor current and expected liquidity requirements, and to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

	As at December 31, 2022					
	contractual undiscounted cash outflow					Carrying amounts in the consolidated statement of financial position
	Within 1 year or on demand RMB'000	More than 1 year but less than 2 years RMB'000	More than 2 years but less than 5 years RMB'000	More than 5 years RMB'000	Total RMB'000	RMB'000
Trade payables	156,462	8,876	–	–	165,338	165,338
Bank loans	46,302	–	–	–	46,302	45,000
Lease liabilities	54,321	28,308	5,042	–	87,671	86,519
Accrued expenses and other current liabilities	589,668	–	–	–	589,668	589,668
	846,753	37,184	5,042	–	888,979	886,525

32 Financial risk management and fair values of financial instruments (Continued)

(b) Liquidity risk (Continued)

	As at December 31, 2021					
	contractual undiscounted cash outflow					Carrying amounts in the consolidated statement of financial position
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables	94,143	481	–	–	94,624	94,624
Bank loans	52,009	–	–	–	52,009	51,000
Lease liabilities	52,217	39,193	19,821	–	111,231	107,164
Accrued expenses and other current liabilities	406,216	–	–	–	406,216	406,216
	604,585	39,674	19,821	–	664,080	659,004

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from borrowings. The interest risk arising from financial assets at fair value through profit or loss and loans receivable is not significant due to the short-term maturity of these financial instruments. Borrowings issued at variable rates and fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively.

The Group's interest-bearing liabilities at December 31, 2022 and 2021 are all fixed rate borrowings. Thus, the Group is not exposed to significant cash flow interest rate risk during the year.

(d) Foreign exchange risk

Foreign exchange risk arises when future commercial transactions or recognised assets and liabilities are denominated in a currency that is not the Group entities functional currency. The functional currency of the Company and the subsidiaries operated in the PRC are RMB. The Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures and tries to minimise these exposures through natural hedges, wherever possible, and may enter into forward foreign exchange contracts, when necessary.

32 Financial risk management and fair values of financial instruments (Continued)

(d) Foreign exchange risk (Continued)

The Group operates mainly in the PRC with most of the transactions settled in RMB. Management considers that the business is not exposed to any significant foreign exchange risk as there are no significant financial assets or liabilities of the Group denominated in the currencies other than the respective functional currencies of the Group's entities.

(e) Fair value measurement

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of each reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.

Level 3 valuations: Fair value measured using significant unobservable inputs.

32 Financial risk management and fair values of financial instruments (Continued)

(e) Fair value measurement (Continued)

Fair value hierarchy (Continued)

	As at December 31,	
	2022	2021
	RMB'000	RMB'000
Level 2		
Assets		
– Funds	**199,790**	–
– Derivative financial assets	**–**	20,727
	199,790	20,727
Level 3		
Assets		
– Wealth management products(i)	**645,638**	300,334
– Unlisted equity securities(ii)	**140,931**	46,268
– Funds(i)	**104,840**	–
	891,409	346,602

During the year, there were no transfers between Level 1, Level 2 and Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

Valuation techniques and inputs used in Level 2 fair value measurement:

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required for evaluating the fair value of a financial instrument are observable, the instrument is included in Level 2.

32 Financial risk management and fair values of financial instruments (Continued)

(e) Fair value measurement (Continued)

Valuation techniques and inputs used in Level 3 fair value measurement:

(i) Funds and wealth management products

The carrying amount of funds and wealth management products are measured at fair values in the consolidated statement of financial position as of December 31, 2022 and December 31, 2021. The Group determines the fair value of funds and wealth management products by using discounted cash flow models. The unobservable inputs are expected annual return rate fixed in the investment contracts. These expected annual return rates ranged from 2.38% to 5.8% and 2.25% to 4.05% as of December 31, 2021 and 2022, respectively.

It is estimated that with all other variables held constant, if the expected annual return rate increased/decreased by 1%, the aggregate profit before taxation as of December 31, 2022 would have increased/decreased by RMB7.50 million, and the aggregate loss before taxation as of December 31, 2021 would have decreased/ increased by RMB3.00 million, respectively.

The movements of funds and wealth management products during the year in the balance of these Level 3 fair value measurements are as follows:

	2022	2021
	RMB'000	RMB'000
At the beginning of the year	**300,334**	806,101
Addition	**3,834,364**	5,848,595
Disposal	**(3,400,851)**	(6,379,102)
Change in fair value	**16,631**	24,740
At the end of the year	**750,478**	300,334

32 Financial risk management and fair values of financial instruments (Continued)

(e) Fair value measurement (Continued)

Valuation techniques and inputs used in Level 3 fair value measurement: (Continued)

(ii) Equity securities

The carrying amount of equity securities are measured at fair values in the consolidated statement of financial position as of December 31, 2022 and 2021. The Group's equity securities are investments in unlisted companies. The Group determines the fair value by reference to the recent transaction pricing for the entities or similar transactions in similar entities in same industry.

It is estimated that with all other variables held constant, if the fair values of equity securities increased/decreased by 1%, the aggregate profit before taxation as of December 31, 2022 would have increased/decreased by RMB1.41 million, and the aggregate loss before taxation as of December 31, 2021 would have decreased/increased by RMB0.46 million, respectively.

The movements of unlisted equity securities during the year in the balance of these Level 3 fair value measurements are as follows:

	2022	2021
	RMB'000	RMB'000
At the beginning of the year	**46,268**	3,542
Addition	**88,520**	42,726
Change in fair value	**6,143**	–
At the end of the year	**140,931**	46,268
Net unrealised gains for the year	**6,143**	–

The carrying amounts of the Group's financial assets and financial liabilities measured at amortised cost are approximate their fair values.

33 Material related party transactions

Key management personnel remuneration

Remuneration for key management personnel of the Group during the year is as follows:

	2022 **RMB'000**	2021 RMB'000
Salaries, allowances and benefits in kind	**5,882**	4,074
Discretionary bonuses	**2,353**	2,140
Retirement scheme contributions	**99**	90
Share-based payments	**10,202**	1,328
Key management personnel remuneration	**18,536**	7,632

34 Contingencies

The Group did not have any material contingent liabilities as of December 31, 2022.

35 Company-level statement of financial position

	Note	**December 31, 2022 RMB'000**	December 31, 2021 RMB'000
Non-current assets			
Investment in subsidiaries	16	**1,188,807**	1,116,397
Financial assets at fair value through profit or loss		**102,390**	42,726
		1,291,197	1,159,123
Current assets			
Cash and cash equivalents		**400,954**	2,210,620
Prepaid expenses and other current assets		**2,295,105**	732,686
Restricted cash		**16,715**	82,884
Financial assets at fair value through profit or loss		**305,330**	–
Derivative financial assets		**–**	20,727
		3,018,104	3,046,917
Current liabilities			
Accrued expenses and other current liabilities		**28,329**	11,598
		28,329	11,598
Net current assets		**2,989,775**	3,035,319
Total assets less current liabilities		**4,280,972**	4,194,442
NET ASSETS		**4,280,972**	4,194,442
Equity			
Share capital		**66**	64
Treasury shares		**(114,483)**	(54,765)
Reserves		**4,395,389**	4,249,143
TOTAL EQUITY		**4,280,972**	4,194,442

Approved and authorized for issue by the Board of Directors on March 22, 2023.

Zhang Shaofeng	**Zhao Hongqiang**
Director	*Director*

(Expressed in RMB unless otherwise indicated)

36 Events after the reporting period

On March 22, 2023, the Board approved the transfer of capital reserve of RMB4,848 million to offset the same amount included in the accumulated loss which was arising from the accumulated changes of the fair value of redeemable convertible preferred shares before conversion.

37 Possible impact of amendments, new standards and interpretations issued but not yet effective for the period beginning January 1, 2023

Up to the date of issue of these financial statements, the IASB has issued a number of amendments, new standards and interpretations which are not yet effective for the accounting period beginning on January 1, 2023 and which have not been adopted in the financial statements. These include the following which may be relevant to the Group:

The revised and new accounting standards and interpretations but not yet effective for the period from January 1, 2023 are set out below:

	Effective for accounting periods beginning on or after
Amendments to IAS 1, *Classification of Liabilities as Current or Non-current*	January 1, 2023
Amendments to IAS 1 and IFRS Practice Statement 2, *Disclosure of Accounting Policies*	January 1, 2023
Amendments to IAS 8, *Definition of Accounting Estimates*	January 1, 2023
IFRS 17 *Insurance contracts*	January 1, 2023
Amendments to IAS 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*	January 1, 2023

The Group is in the process of making an assessment of what the impact of these amendments is expected to be in the period of initial application. So far the Group has concluded that the adoption of them is unlikely to have a significant impact on the Group's results of operations and financial position.

38 Comparatives

Certain comparative amounts have been reclassified to conform with the current year's presentation.

Condensed consolidated statement of profit or loss

	For the year ended December 31, (RMB in thousands)				
	2022	2021	2020	2019	2018
Revenue	**2,054,178**	1,623,464	1,136,532	1,261,942	858,491
Gross profit	**1,481,121**	1,194,628	838,137	971,792	625,657
Profit/(loss) from operations	**234,752**	101,234	31,050	(19,867)	(36,399)
Profit/(loss) before taxation	**228,587**	(3,596,645)	(110,597)	(97,807)	(184,877)
Profit/(loss) for the year	**229,305**	(3,604,033)	(109,061)	(94,140)	(181,933)
Profit/(loss) for the year attributable to equity shareholders of the Company	**239,661**	(3,603,016)	(110,555)	(93,165)	(179,105)
Non-IFRS profit/(loss)	**293,992**	141,160	80,044	13,071	(1,617)
Non-IFRS EBITDA	**385,248**	233,455	166,511	87,380	36,859

Condensed consolidated statement of financial position

	For the year ended December 31, (RMB in thousands)				
	2022	2021	2020	2019	2018
Non-current assets	**2,735,830**	642,490	252,298	292,090	133,467
Current assets	**2,531,443**	4,230,600	1,075,480	973,670	970,316
Current liabilities	**911,383**	635,489	279,933	2,328,450	305,322
Non-current liabilities	**45,486**	83,067	2,304,917	122,039	1,928,794
Net assets/(liabilities)	**4,310,404**	4,154,534	(1,257,072)	(1,184,729)	(1,130,333)
Equity attributable to equity shareholders of the Company	**4,295,480**	4,128,997	(1,274,818)	(1,200,981)	(1,147,257)
Non-controlling interests	**14,924**	25,537	17,746	16,252	16,924
Total equity/(deficit)	**4,310,404**	4,154,534	(1,257,072)	(1,184,729)	(1,130,333)

"2019 ESOP"	the share incentive plan approved and adopted in August 2019, the principal terms of which are set out in "Statutory and general information-Share Schemes" in Appendix V in the Prospectus
"2021 ESOP"	the post-IPO share option scheme conditionally approved and adopted by our Company on March 16, 2021, the principal terms of which are set out in "Statutory and general information-Share Schemes" in Appendix V in the Prospectus
"AI"	artificial intelligence
"All Union"	Beijing All Union Technology Corp. (北京眾聯享付科技股份有限公司), a joint stock company incorporated in the PRC with limited liability
"Existing Articles of Association"	the third amended and restated articles of association of the Company, as amended from time to time
"Audit Committee"	the audit committee of the Company
"Beijing Bairong", "Onshore Holdco" or "variable interest entity"	Bairong Yunchuang Technology Co., Ltd. (百融雲創科技股份有限公司), a company established in China with limited liability on March 19, 2014 and a Consolidated Affiliated Entity of our Company
"Board"	the board of Directors
"China" or "PRC"	the People's Republic of China and for the purposes of this document only, except where the context requires otherwise, references to China or the PRC exclude Hong Kong, the Macao Special Administrative Region of the People's Republic of China and Taiwan

"Class A Share(s)"	class A ordinary share(s) in the share capital of our Company with a par value of US$0.00002 each, conferring weighted voting rights in our Company such that a holder of a Class A Share is entitled to ten votes per share on any resolution tabled at the Company's general meetings, save for resolutions with respect to any Reserved Matters, in which case they shall be entitled to one vote per share
"Class B Share(s)"	class B ordinary share(s) in the share capital of our Company with a par value of US$0.00002 each, conferring a holder of a Class B Share one vote per share on any resolution tabled at the Company's general meetings
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Company", "our Company", or "the Company"	Bairong Inc., a company with limited liability incorporated in the Cayman Islands on June 21, 2018
"Consolidated Affiliated Entity(ies)"	Onshore Holdco and its subsidiaries and affiliated entities, the financial accounts of which have been consolidated and accounted for as if they were subsidiaries of our Company by virtue of the Contractual Arrangements
"Contractual Arrangement(s)"	the series of contractual arrangements entered into between, among others, the WFOE, the Onshore Holdco and the then Registered Shareholders, as detailed in "Contractual Arrangements" in the Prospectus and as amended, restated, renewed, reproduced or joined from time to time
"Controlling Shareholder(s)"	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Zhang and the direct and indirect companies through which Mr. Zhang has an interest in the Company, namely Genisage Tech Inc., Genisage Holdings Limited, GeniAI Tech Ltd. and RongXing Trust

"Corporate Governance Code" or "CG Code"	the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 of the Listing Rules
"Corporate Governance Committee"	the corporate governance committee of the Company
"Director(s)"	the director(s) of our Company
"FSP"	financial services provider
"FSP clients"	FSPs to which we provide our products and services, including paying FSPs whom we charge fees and non-paying FSPs who use our basic services free of charge as part of our promotional efforts
"Global Offering"	the public offering of the Company's Class B Shares as defined and described in the Prospectus
"Group", "we" or "us"	the Company, its subsidiaries, and the Consolidated Affiliated Entities (the financial results of which have been consolidated and accounted for as subsidiaries of our Company by virtue of the Contractual Arrangements) from time to time, and in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the People's Republic of China
"HKFRS"	Hong Kong Financial Reporting Standards

"ICP licence"	the value-added telecommunications business operating licence for internet information service
"IFRS"	International Financial Reporting Standards, as issued by the International Accounting Standards Board
"Key FSP clients"	licenced financial institutions that each contributes more than RMB300,000 total revenue in a given year
"Key FSP client retention rate"	the percentage of the Key FSP clients we have in a given year that we continue to retain during the next twelve months
"Latest Practicable Date"	April 12, 2023
"Liming"	Liming Insurance Brokers Co., Ltd. (黎明保險經紀有限公司), a company established in China with limited liability on April 21, 2014 and a Consolidated Affiliated Entity of our Company
"Listing"	the listing of the Class B Shares on the Main Board
"Listing Date"	March 31, 2021, 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
"Main Board"	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange

"Model Code"	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules
"Mr. Zhang" or "WVR Beneficiary"	Mr. Zhang Shaofeng, our founder, executive Director, chairperson, chief executive officer and Controlling Shareholder, as well as the holder of the Class A Shares entitling him to weighted voting rights
"net dollar expansion rate"	a fraction, the denominator of which is the revenue contribution from Key FSP clients in one given year and the numerator of which is the contribution from the same group of Key FSP clients in the following year, expressed as a percentage
"Nomination Committee"	the nomination committee of the Company
"paid subscription"	In the context of our business, paid subscription by an FSP client in the context of our business means (i) a subscription based on usage, without an initial or recurring fee or (ii) an annual subscription that offers a standardised package with a pre-determined number or unlimited number of requests such FSP client may use during the term of the related service agreement
"paying FSP clients"	FSP clients that had a paid subscription of our products and services and contributed to our revenue since our founding
"PRC Legal Adviser"	Commerce & Finance Law Offices
"Prospectus"	the prospectus of the Company dated March 19, 2021
"Registered Shareholders"	the registered shareholders of the Onshore Holdco from time to time

"Remuneration Committee"	the remuneration committee of the Company
"Reporting Period"	the year ended December 31, 2022
"Reserved Matters"	those matters resolutions with respect to which each Share is entitled to one vote at general meetings of the Company pursuant to the Existing Articles of Association, being: (i) any amendments to the Company's constitutional documents, however framed; (ii) the variation of rights attached to any class of Shares; (iii) the appointment or removal of an independent non-executive Director; (iv) the appointment or removal of the Company's auditors; and (v) the voluntary winding-up of the Company
"RMB"	Renminbi yuan, the lawful currency of China
"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)"	the Class A Shares and Class B Shares in the share capital of our Company
"Scheme Rules"	the rules of the share award scheme adopted by the Board on May 28, 2021
"Share Award Scheme"	the share award scheme constituted by the Scheme Rules as amended from time to time
"Share Schemes"	the 2019 ESOP, the 2021 ESOP and the Share Award Scheme
"Shareholder(s)"	holder(s) of the Share(s)

"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary" or "subsidiaries"	has the meaning ascribed thereto in section 15 of the Companies Ordinance
"United States" or "U.S."	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
"weighted voting rights" or "WVR"	has the meaning ascribed thereto under the Listing Rules
"WFOE"	Tianjin Bairong Technology Co., Ltd. (天津百融科技有限公司), a company established in China on August 14, 2018 and a wholly owned subsidiary of our Company
"%"	per cent

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