



驴迹科技
LVJI TECHNOLOGY

Lvji Technology Holdings Inc.

驢跡科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 1745

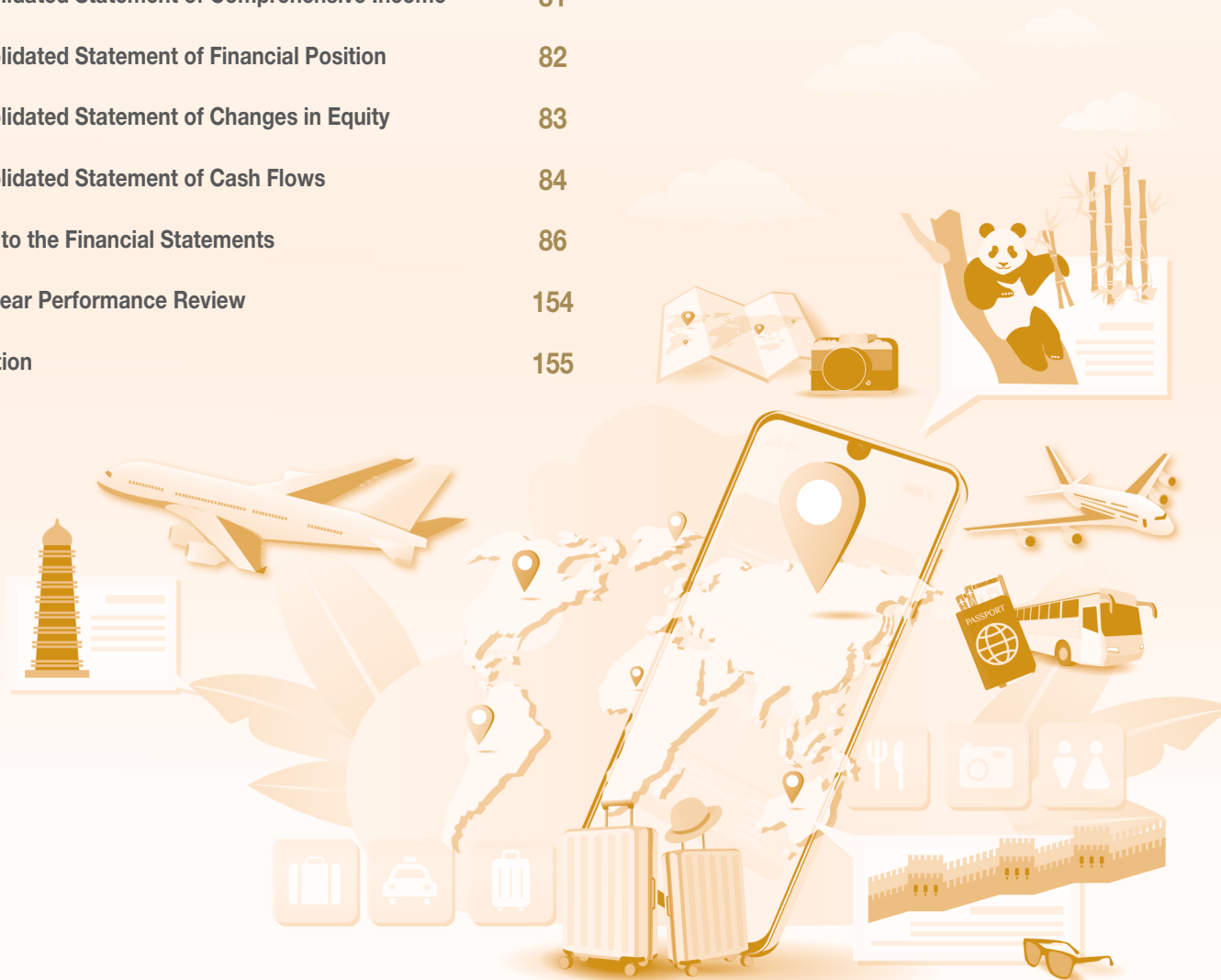


2024

ANNUAL REPORT

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Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Zang Weizhong (*Chairman*)

Mr. Wang Lei (*Vice Chairman*)

Mr. Liu Hui

Independent Non-executive Directors

Ms. Gu Jianlu

Ms. Gao Yuanyuan

Ms. Gu Ruizhen

AUDIT COMMITTEE

Ms. Gu Jianlu (*Chairlady*)

Ms. Gao Yuanyuan

Ms. Gu Ruizhen

REMUNERATION COMMITTEE

Ms. Gu Jianlu (*Chairlady*)

Mr. Zang Weizhong

Ms. Gu Ruizhen

NOMINATION COMMITTEE

Ms. Gao Yuanyuan (*Chairlady*)

Ms. Gu Ruizhen

Ms. Gu Jianlu

JOINT COMPANY SECRETARIES

Mr. Chu Wing Tim Benedict, *ACG, HKACG*

Ms. Lam Yin Ling, *ACG, HKACG*

AUTHORIZED REPRESENTATIVES

Mr. Zang Weizhong

Ms. Lam Yin Ling

REGISTERED OFFICE IN THE CAYMAN ISLANDS

Cricket Square, Hutchins Drive

P.O. Box 2681

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Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

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Tianhe District

Guangzhou City

The PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

31/F., 148 Electric Road

North Point

Hong Kong



Corporate Information

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR

Boardroom Share Registrars (HK) Limited
2103B, 21/F., 148 Electric Road
North Point
Hong Kong

INDEPENDENT AUDITOR

Grant Thornton Hong Kong Limited
Registered Public Interest Entity Auditor
11th Floor, Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong

PRINCIPAL BANKS

China Construction Bank Corporation
(Guangzhou Gaoxin District Tianhe Science and
Technology Park Sub-branch)
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Tianhe District, Guangzhou
The PRC

Bank of China
(Guangzhou Zhihuicheng Sub-branch)
No.1933 Huaguan Road
Tianhe District, Guangzhou
The PRC

China Merchants Bank
(Science and Technology Park Sub-branch)
1/F, Block A, Guangzhou Information Port
No.33-49 Keyun Road
Tianhe District, Guangzhou
The PRC

China Construction Bank Corporation
(Huoerguosi Ya Ou Bei Lu Sub-branch)
No.1 Ya Ou Bei Lu
Huoerguosi Port
Ili, Xinjiang
The PRC

STOCK CODE

1745

COMPANY'S WEBSITE

www.lvji.cn



Key Highlights

For the Reporting Period:

- Revenue decreased by approximately 10.3% year-to-year to approximately RMB525.2 million in 2024 from approximately RMB585.4 million in 2023. The decrease in revenue was mainly due to the sluggish consumer market performance in 2024 and the deflation of China's domestic and outbound travel activities.
- Profit for 2024 amounted to approximately RMB81.9 million compared to the profit of approximately RMB145.2 million for 2023.
- Number of coverage for online tour guides increased from 60,147 for the Corresponding Period to 75,943 for the Reporting Period, among which the number of tourist attractions covered in China increased from 41,435 for the Corresponding Period to 49,734 for the Reporting Period.



Key Highlights

1. FINANCIAL SUMMARY

	For the year ended December 31,		Year-to-year change
	2024 (RMB'000)	2023 (RMB'000)	
Revenue	525,187	585,395	(10.3)%
Gross profit	164,927	223,312	(26.1)%
Profit before tax	122,972	181,387	(32.2)%
Profit for the year	81,851	145,167	(43.6)%
Net profit margin	15.6%	24.8%	(9.2)%

2. OPERATING METRICS

	For the year ended December 31,		Change (number)
	2024	2023	
Tourist attractions covered in China	49,734	41,435	8,299
Online tour guides developed	75,943	60,147	15,796



Chairman's Statement

BUSINESS REVIEW AND OUTLOOK

We are a market leader in China's and the world's online tour guide industry. We deploy software on the cloud system to provide online tour guides with proprietary contents, which include illustrated maps, editorial content and voice-over commentaries of the tourist attractions, with are implemented to include functions such as real-time navigation included. In addition, taking advantage of AR, MR and AI technologies, and relying on our more than 70,000 electronic tour maps for tourist attractions around the world, we are committed to bringing a new sensory experience in the real world and the virtual world by introducing nationally known IP virtual characters with emotional appeal, so as to provide a wonderful dream journey for users. We believe that such business strategies will generate long-term value for the Shareholders.

During the Reporting Period, the combined impact of the weak performance of the consumer market, with consumers generally tending to spend cautiously or purposefully, and the increased competition in the travel industry had adversely affected the Group's revenue and operating margins from online tour guides. Attributed to our leading market position in online tour guides, outstanding product and service experience and flexible operation strategies, etc., the Group has taken the initiative to adjust its operating strategy. During the Reporting Period, the selling and distribution expenses decreased by approximately 10.2% as compared to the Corresponding Period, while a year-on-year increase of approximately 4.1% was recorded for administrative expenses excluding share-based compensation expenses. We recorded a profit of approximately RMB81.9 million for the Reporting Period, representing a decrease of approximately 43.6% as compared to the Corresponding Period. The Company adheres to the development strategy of continuously improving user experience for online tour guides. As of December 31, 2024, we had developed 75,943 online tour guides covering tourist attractions in China and overseas, which domestically covered 921 AAAAA tourist attractions, 5,321 AAAA tourist attractions, and 5,867 AAA tourist attractions.

In relation to our SaaS business for the smart and digital marketing of tourist attractions, we continuously iterated on the product named "Digital View Pass (數景通)" with smart management, smart marketing and smart service as our core, offered digital marketing solutions for tourist attractions. By constructing smart mini-programs, digital marketing system, smart tourist attractions system and private internet traffic system, the digital marketing system and detailed operation system were constructed in tourist attractions and information-based resources were integrated to meet the digital upgrading demand of various tourist attractions and the culture and tourism bureaus, so as to achieve new business growth in tourist attractions and enhance the operational and management efficiency of tourist attractions. We have made vigorous efforts to promote the "Digital View Pass (數景通)" to various culture and tourism bureaus and successfully launched it in several tourist attractions. In order to better adapt to the national modernisation requirements for all-rounded tourism, we had independently updated several e-commerce operation functions to optimize the user experience, making "Digital View Pass (數景通)" more competitive among similar products.

Meanwhile, with extensive cooperation with content creators (such as uploaders who provided travel content, bloggers, and internet celebrities) on mobile internet platforms, we comprehensively enhanced the popularity and user conversion rates of Lvji online tour guide products through precise interactions with quality content creators. We also launched tailor-made and featured Lvji online tour guide suit products for such content creators. With the help of this program, we will be able to create a private internet traffic model for the long-term cultivation of the user market, thereby helping the Company move towards a good trend with simultaneous growth in two areas: OTAs and mobile internet platforms.



Chairman's Statement

Results Highlights

During the Reporting Period, as the revenue from online tour guides recorded a year-on-year decrease compared to 2023 due to the sluggish consumer market performance in 2024 and the deflation of China's domestic and outbound travel activities, our total revenue decreased by approximately 10.3% from approximately RMB585.4 million for the Corresponding Period to approximately RMB525.2 million for the Reporting Period; gross profit margin decreased from approximately 38.1% as of December 31, 2023 to approximately 31.4% as at December 31, 2024. A net profit during the Reporting Period amounted to approximately RMB81.9 million, while a net profit of approximately RMB145.2 million was recorded for the Corresponding Period.

During the Reporting Period, we further consolidated our market-leading position of online tour guides by continuously investing in research and development resources and increasing the coverage of tourist attractions. The number of online tour guides developed by us and the number of tourist attractions in China covered by our online tour guides increased. The number of online tour guides increased from 60,147 as at December 31, 2023 to 75,943 as at December 31, 2024, while the number of tourist attractions in China covered by our online tour guides increased from 41,435 as at December 31, 2023 to 49,734 as at December 31, 2024.

Business Review

During the Reporting Period, we maintained and strengthened our leadership position in China's online tour guides market amidst the sluggish consumer market performance and deflationary domestic and outbound travel activities in China in 2024. We continued to increase the number of tourist attractions covered by tour guides, upgraded the contents of our maps and voice-over commentaries, and increased in-depth cooperation with local travel agencies and tourist attractions by focusing on online and offline digital twin schemes of all-rounded tourism and the digital marketing schemes of smart tourist attractions to help the recovery and development of the tourism market. At the same time, we have been using new technologies and investing in research and development resources to enhance the production capacity of online tour guides and customized content, and expand marketing channels, so as to continue to maintain our market leadership.



Chairman's Statement

The Number of Tourist Attractions Covered Continued to Increase and the Content of Tour Guides was Multi-dimensionally Optimized

During the Reporting Period, we increased the number of tourist attractions covered in China. The types of tourist attractions for which we provide online tour guides include landscapes, historical sites, cities, theme parks, zoos and botanical gardens, etc. In particular, as of December 31, 2024, our online tour guides covered 921 AAAAA tourist attractions, 5,321 AAAA tourist attractions, and 5,867 AAA tourist attractions in China.

In addition to the wide coverage of tourist attractions, we have been continuously optimizing the original content of tour guides. Specifically, we carried out multi-dimensional innovation on online tour guides, displaying various topics such as literary classics, local scenery, science fiction, children's education, patriotism education, etc., including creative radio drama, interesting audio production for tour guides, video editing, animation, 3D scene and sticker design; we upgraded the content of articles, strengthened the content of cultural tourism, explored and enhanced the cultural connotation of tourist attractions to display the cultural essence from multiple angles and strengthened the construction of the content of tourist attractions; we expanded the sharing of practical and personalized content from single tourist attraction explanation mode to sharing and recommendation of multiple contents to realize the transformation of creative characters and perspectives; we upgraded the audio-visual module and integrated video animation with the cultural knowledge of tourist attractions to enrich the display form of tourist attractions; we enriched the drawing style and created 3D hand-painted maps to intuitively display the panorama of tourist attractions and provide more interesting content for users to enhance the tourism experience.

With the introduction of nationally known IP virtual characters to tourist attractions, users can realize real-time interaction with the virtual IP characters on smartphones by virtue of the AR technology, which will greatly increase user conversion rates and frequency of utilization of our tour guides. Therefore, we can establish emotional links with users, and comprehensively upgrade and iterate on the electronic tour map products for tourist attractions. The online electronic tour map business is projected to experience market volume growth under the deflationary business environment through the upgrading and iteration of innovative interactive tour guide and explanation content.



Chairman's Statement

Continuous Development of SaaS Business for the Smart and Digital Marketing of Tourist Attractions

We established in-depth cooperation with the culture and tourism bureaus, travel agencies and tourist attractions across China, aiming to change the service mode of the tourism industry and consumers' way of travelling. The all-rounded tour guide system we built contains high- definition exquisite hand-painted maps, which combined with LBS with precise positioning and local characteristics, comprehensively presents information on tourist attractions, food recommendations, tourist centers, parking lots and accommodations to provide consumers with all- rounded travel assurance and makes it easy for consumers to realize smart and convenient travel. We are also working with an internet platform to create the "Future Tourist Attractions" project, aiming to satisfy the personalized service needs of consumers through digital transformation and upgrading. Consumers only need a mobile phone to enjoy the whole process of smart travel service "before, during and after the tour". We have developed a smart tourist attractions management service system to assist management departments of the government in efficient management and reasonable deployment of local tourism resources in the form of big data centers, command centers, internet portals, etc. For example, in the tourist attractions operation service, the system can perform passenger flow monitoring, heat map analysis, intelligent terminal management and AI learning, which could analyze tourists' consumption habits and provide data reference for the management of tourist attractions resulting in the digital upgrading of tourist attractions. During the Reporting Period, we successfully delivered several key projects of smart tourist attractions digital management service system.

In addition, in order to improve the digital marketing and detailed operation service of tourist attractions, we also developed the SaaS system "Lvji Travel Tool" to help tourist attractions enhance their digital operation ability, diversify the options for consumers' returning purchases, construct private internet traffic pool system in tourist attractions, provide solutions for smart tourist attractions and facilitate the digitized upgrading of tourist attractions, creating a more extensive application prospect for China's action plan on "Internet + Tourism".



Chairman's Statement

Applying AI and MR Innovative Technologies to Create Long-term Value

As a technology-driven company, we always insist on the application of innovative technologies to cooperative tourist attractions, using innovative technologies such as AI large model technology and MR technology combined with online tour guides to provide consumers experience of not only the sensory effect of visual impact but also seamless switching of tour guide contents perfectly. “Lvji MR” has functions such as MR, MR panoramic live broadcast, MR comic live broadcast and MR video documentary filming. We have core technology for autonomous data collection, panoramic pictures, panoramic video synthesis, MR playback and live broadcast and post-processing synthesis technology capabilities to provide static, dynamic, online comprehensive MR solution capabilities to enable us to provide higher quality services for the tourism market at the stage of strong recovery and growth in China's tourism industry. During the Reporting Period, relying on the Company's rich resources of global tourist attractions, we jointly created the “offline large-space immersive cultural tourism MR product under the Void Realm (虚空之境) series” with leading enterprises in China's MR technology industry, enabling users to walk freely in the space of Lvji Void Realm to visit historic sites around the world in the same way as in real life. The product also supports multi-player teams to move forward in the same scene where they can communicate and interact with each other. The immersive exploration experience supports a large number of users to experience simultaneously and can quickly complete the rotation of entire audience in the shortest rest time. Based on the revolutionary breakthroughs in AI large model technology and our long-term research and development and application in the fields of big data, AI and XR technologies, the commercial operation of “Lvji MR” will become the second growth curve of the Company. We believe that such business strategies will generate long-term value for the Shareholders.

Business Outlook and Strategies

Since the re-opening up of the customs, there have been significant changes in the industrial structure of the domestic and outbound tourism markets in China, and the tourism industry is being developed towards smart and digital tourism. “Virtual Reality”, “smart tour guide” and “data monitoring” have become the basic requirements for tourist attractions to promote the construction of smart tourism. In 2024, the Chinese government launched several measures to stimulate domestic consumption, expecting to drive the growth in tourism-related spending. At the same time, the increasing demand of consumers for contactless tourism, reserved tours and peripheral tours in central cities has been promoting the continuous improvement of digital facilities in tourist attractions and thus improving the tourism experience of consumers. We believe that we are well-positioned to capture the recovery of the tourism industry and the opportunity of popularization of smart tourism to resume growth within a short period with our core competitive advantages on continuous technological innovations and strategic cooperation with OTAs.

We will continue to focus on our core strategy in combination with the enterprise positioning of “China's leading culture and tourism industry chain service platform”, maintain our market-leading position in the online tour guide market, reduce costs and increase efficiency. We are confident to capture the business opportunity of recovery, continue to lead the development of the online tour guide industry, and strive to build a service platform for the whole industry chain of culture and tourism.



Chairman's Statement

In the long run, we believe that tourism will continue to develop benefiting from the tremendous base number of Chinese middle class and government bond policies support for public consumption. With the further increase in the support for “Internet + Tourism” in China and the advocacy of the government to promote high-quality development of tourism with the help of technological innovation, it is expected that the online penetration of online tourism products will increase continuously, and the digital development of China's tourism will accelerate for another time and generate a considerable growth potential. Local governments are expected to make continuous efforts in subsidising consumption and other incentives to accelerate the return of the tourism economy to the track of sustainable development.

We strived to build an industry chain of culture and tourism service platforms to continue to strengthen our leading market position. Specifically, we continuously optimized tour guide products, enriched the content of tour guides and upgraded 3D hand-painted maps combined with MR and AI technologies to make the interactive experience of consumers more interesting; paid close attention to the latest development of outbound tourism, and adjusted our overseas online tour guide business strategy accordingly; and applied the latest AIGC technology to produce MR digital visual contents of tourist attractions, and constructed a set of modern industrialized production processes and management methods for the digital contents of tourist attractions. The Company's team has independently developed a platform for the modern industrialized creation processes and management of digital images of tourist attractions, namely the visual data production and management platform + CG production tool integration system (BPL), which accumulated a lot of high-quality digital assets, forming a mature team for creativity, production, technical research and development, and management. Building our strengths in digital and creative cultural tourism, and against the backdrop of the rapid growth of demand for technology-enabled cultural tourism projects across China, the Company is deeply engaged in expressing Chinese stories in international languages, deeply exploring new ways of integrating online games and offline experience in cultural tourism.

We have optimized the “Lvji Mobile Tour” and built three systems of comprehensive management, comprehensive operation and comprehensive service according to the demand of digital upgrading of the tourist attractions to empower the marketing of tourist attractions and enhance the operations' innovation ability and second sale revenue ability, and thus promote the long-term development of the tourist attractions. We will focus on the establishment of all-rounded tourism demonstration districts and counties and optimize the demonstrative all-rounded labelling system and tourist transport center system with the goal of building a national all-rounded tourism demonstration area to construct a trinity of “provinces and cities, regions and tourist attractions” all-rounded tourism big data comprehensive service platform. We will also continue to upgrade our SaaS business and build a multi-terminal and multi-channel one-stop smart tourism ecological platform, connecting consumers' “dining, accommodation, transportation, entertainment, and shopping” and other supporting consumer service facilities. Our goal is to facilitate the tourist attractions to realize their smart management, smart marketing and smart services.



Management Discussion and Analysis

Year ended December 31, 2024 compared to year ended December 31, 2023

	2024 (RMB'000)	2023 (RMB'000)
REVENUE	525,187	585,395
Cost of sales	(360,260)	(362,083)
Gross profit	164,927	223,312
Other income and gains	3,310	8,610
Selling and distribution expenses	(13,734)	(15,296)
Administrative expenses	(25,575)	(24,594)
Provision for ECL allowance of trade receivables, deposits and other receivables	(3,323)	(10,293)
Other expenses	(333)	(34)
Finance costs	(2,300)	(318)
PROFIT BEFORE TAX	122,972	181,387
Income tax expense	(41,121)	(36,220)
PROFIT FOR THE YEAR	81,851	145,167
OTHER COMPREHENSIVE INCOME/(EXPENSE)		
<i>Item that will be reclassified subsequently to profit or loss</i>		
Exchange differences on translation of financial statements	539	(1,371)
OTHER COMPREHENSIVE INCOME/(EXPENSE) FOR THE YEAR	539	(1,371)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	82,390	143,796
TOTAL COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO:		
Owners of the Company	82,390	143,796



Management Discussion and Analysis

REVENUE

We generate our revenue from sales of (i) online tour guides through OTAs and Lvji APP, and to travel agencies; and (ii) customized content to administrators of tourist attractions and cultural sites. The following table sets forth a breakdown of our revenue for the years indicated:

	For the year ended December 31,	
	2024 (RMB'000)	2023 (RMB'000)
Sale of online tour guides through OTAs	485,922	579,235
Sale of online tour guides to travel agencies	38,325	—
Sale of online tour guides through Lvji APP	260	379
Sale of customized content	680	5,781
Total revenue	525,187	585,395

Sale of Online Tour Guides

We provide comprehensive online tour guides to end users with respect to the tourist attractions that we cover. Our online tour guides can be purchased by the end users from OTAs, travel agencies and through our Lvji APP.

Sale of online tour guides through OTAs

We generated a substantial portion of our revenue from sale of online tour guides through OTAs in 2024. We provide our API to embedded portals or mini programs or APPs on the platform of OTAs in order for the end users to purchase our standard online tour guides for different tourist attractions. End users can access to our cloud system through our H5 pages embedded into OTA's stand-alone APPs and mini programs by our open API. Our strategic alliance with major OTAs enables us to broaden our reach by leveraging the vast end user base of these OTAs.

We generated majority of our revenue from the sale of our online tour guides through OTAs, which accounted for approximately 92.5% of our total revenue in 2024. Revenue from the sale of online tour guides through OTAs decreased by approximately 16.1% from approximately RMB579.2 million in 2023 to approximately RMB485.9 million in 2024.



Management Discussion and Analysis

Sale of online tour guides to travel agencies

We sell online tour guides in a form of activation codes, which may be embedded in a physical card, to travel agencies, which in turn sell to the end users. The end user may input the activation code to access and use our online tour guides through our H5 pages, which can be accessed by official accounts of the travel agencies, the tourist attractions or our mini programs.

The number of travel agencies to which we sold online tour guides to in 2019 and 2020 was 78 and 85, respectively. Due to the COVID-19, we suspended the sale of online tour guides through travel agencies from 2021 to 2023. During the Reporting Period, the sale of online tour guides to travel agencies has resumed and revenue of approximately RMB38.3 million was recorded.

Sale of online tour guides through our Lvji APP

Tourists may access almost all of our online tour guides directly through our Lvji APP. It is available for download and mobile users can purchase online tour guides directly from us through the APP. The Lvji APP is built to enable access to our full online tour guides offerings with clear and functional interfaces. We offer certain location-based features that are only available on our Lvji APP, such as weather information, push notifications of nearby attractions, businesses or places of interest when the mobile APP detects that the user is arriving at such destinations or places, real time Chinese-to-English and English-to-Chinese translation functions and sharing on social media platforms.

Sale of Customized Content

We also sell customized online tour guide products and services to administrators of tourist attractions and to a lesser degree, cultural sites. We typically create bespoke, proprietary online tour guide contents for tourist attractions in a form of an independent APP or mini program or H5 pages commissioned by the administrators of the tourist attractions or cultural sites and charge one-time service fees.

Our comprehensive coverage of tourist attractions, quality online tour guides and advanced technology allow us to have a better understanding of the demand from the tourists. We mainly customize online tour guides for tourist attractions administrators and such guides may include, among other things, AI commentaries, automatic positioning, and additional functions including big-data analysis. The customized content services that we sell to cultural sites mainly focused on smart tourism and all-rounded tourism products based on the online tour guides for the tourist attractions in the region, including list of all tourist attractions in local cities and rural areas, navigation in the illustrated maps of tourist attractions, surrounding urban commercial services, among others.

During the Reporting Period, most of the orders received were completed. The revenue from sale of customized content recorded a decrease from approximately RMB5.8 million in 2023 to approximately RMB0.7 million in 2024, representing a year-on-year decrease of approximately 88.2%.



Management Discussion and Analysis

COST OF SALES

Our cost of sales consists of concession fees retained by OTAs, amortization of intangible assets, tax and expenses and costs of content customization.

The following table sets forth a breakdown of our cost of sales in absolute amount and as a percentage of total revenue for the years indicated:

	Year ended December 31,			
	2024	% of	2023	% of
	(RMB'000)	revenue	(RMB'000)	revenue
Online Tour Guide				
OTA concession fees	242,961	46.3	289,447	49.4
Amortization of intangible assets	113,925	21.7	68,596	11.7
Tax and expenses	3,020	0.6	181	0.0
Content Customization	354	0.1	3,859	0.7
Total	360,260	68.7	362,083	61.8

Cost of sales decreased approximately 0.5% from approximately RMB362.1 million in 2023 to approximately RMB360.3 million in 2024. The decrease was mainly attributable to the decreases in the OTA concession fees and content customization.

GROSS PROFIT

As a result of the foregoing, our gross profit decreased by approximately 26.1% from approximately RMB223.3 million in 2023 to approximately RMB164.9 million in 2024 on a year-on-year basis. Our gross profit margin decreased from approximately 38.1% in 2023 to approximately 31.4% in 2024, which was mainly attributable to the increase in the amortization cost of intangible assets.

OTHER INCOME AND GAINS

Other income and gains decreased by approximately 61.6% from approximately RMB8.6 million in 2023 to approximately RMB3.3 million in 2024. The decrease was mainly due to the foreign exchange losses and the decrease in interest income.



Management Discussion and Analysis

SELLING AND DISTRIBUTION EXPENSES

Selling and distribution expenses decreased by approximately 10.5% from approximately RMB15.3 million in 2023 to approximately RMB13.7 million in 2024. The decrease was mainly due to the decrease in offline promotion services of tourist attractions and online marketing expenses.

ADMINISTRATIVE EXPENSES

Administrative expenses increased by approximately 4.0% from approximately RMB24.6 million in 2023 to approximately RMB25.6 million in 2024. The increase was mainly due to the increase in the research and development cost.

OTHER EXPENSES

Other expenses mainly include other miscellaneous expenses. Other expenses increased from approximately RMB0.03 million in 2023 to approximately RMB0.33 million in 2024.

INTANGIBLE ASSETS IMPAIRMENT ASSESSMENT

During the Reporting Period, China's domestic and outbound tourism activities continued to recover. Therefore, in accordance with the Group's accounting policies on assets impairment, the Company's management, in view of the volume and revenue of online tour guides sold to domestic and overseas end-users for the tourist attractions in China and no indications of impairment being noted as at balance sheet date, performed impairment testing on certain copyrights (the "Copyrights"), representing 75,558 online tour guides, which comprise illustrated maps, text and audio contents that the Group procured from suppliers and were further developed and integrated into the Group's online tour guides. As of December 31, 2024, there was no impairment during the Reporting Period.

The valuation was carried out on a value in use basis in accordance with HKAS 36, pursuant to which value in use is defined as "the present value of the future cash flows expected to be derived from an asset or Cash-generating Unit". The independent professional valuer has conducted valuation in accordance with the IAS issued by the International Valuation Standards Council. The value in use basis was developed through the application of the income approach technique known as the discounted cash flow method. This method eliminates the discrepancy in the time value of money by using a discount rate to reflect all business risks including intrinsic and extrinsic uncertainties in relation to the operation of these overseas online tour guides.



Management Discussion and Analysis

In the valuation, it is assumed that the forecasted performances of the subject assets and the Company's projected business can be achieved with the effort of management. The key assumptions are listed as follows:

No.	Item	Key Factors	Value	Reference
1	Cost	Sales Cost		Amortisation expenses of corresponding Copyrights
		Operation Cost	17.69%	Average ratio of last 3 years as at the Valuation Date
2	Depreciation and Amortisation	Fixed Asset Depreciation Expense	0.56%	Average ratio of last 3 years as at the Valuation Date
		Right of Use Assets Amortisation Expense	1.05%	Average ratio of last 3 years as at the Valuation Date
3	Tax	Tax Rate	15%/25%	
4	Remaining Life	Remaining Life	0.1-10 years	The remaining amortization useful life of Copyrights
5	Capital expenditure ("CAPEX")	CAPEX		Assumed the maintenance expenditure, equal to current depreciation and amortization
6	Growth rate	Growth rates over the next 5 to 10 years	2.5-8.0%	Reference forecast of expected economic growth rate

The after-tax discount rate was 17% (pre-tax rate: 22.77%) for the Copyrights, considering the current market situation, business risk and the expected return from the intangible asset related businesses.

The Copyrights were initially recognised and measured at cost incurred and there were no inputs and assumptions adopted then. The above-mentioned inputs and assumptions were adopted for the first time in the valuation model with reference to the Group's operations and performance.

INCOME TAX EXPENSE

We recorded an income tax expense of approximately RMB41.1 million in 2024 compared to approximately RMB36.2 million in 2023, which was mainly due to the decrease in overprovision in the Corresponding Period.



Management Discussion and Analysis

PROFIT FOR THE YEAR

Profit for the year decreased year-to-year to profit of approximately RMB81.9 million in 2024 from profit of approximately RMB145.2 million in 2023.

OTHER FINANCIAL INFORMATION

Liquidity and Capital Resources

We fund our liquidity needs mainly from net cash generated from our operation and the net proceeds received from the Global Offering and Placings. We have adopted a prudent financial management approach towards our treasury management policies and thus maintained a healthy liquidity position throughout 2024. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors our liquidity position to ensure that the liquidity structure of our assets, liabilities and other commitments can meet our funding requirements from time to time.

As of December 31, 2024, we had cash and cash equivalents of approximately RMB219.5 million (December 31, 2023: approximately RMB125.1 million), net current liabilities of approximately RMB2.1 million (December 31, 2023: net current assets of approximately RMB86.9 million) and total equity of approximately RMB1,009.2 million (December 31, 2023: approximately RMB915.2 million). Our current ratio determined by current assets divided by current liabilities was approximately 1.0 times as of December 31, 2024 (December 31, 2023: approximately 1.7 times). The increase in our cash and cash equivalents was mainly due to the increase in finance inflows. The decrease in our net current assets and current ratio was mainly due to the increase in bank borrowings. As of December 31, 2024, we had borrowings of approximately RMB92.2 million (December 31, 2023: Nil), all of which were with a fixed interest rate ranging from 3.45%-4.00%, and gearing ratio, which was determined by dividing borrowings by total equity, was approximately 9.1% (December 31, 2023: not applicable). Our cash and cash equivalents are denominated in RMB, HKD and USD.



Management Discussion and Analysis

The following table sets forth our cash flows for the periods indicated:

	2024 (RMB'000)	2023 (RMB'000)
Net cash flows from operating activities	292,241	255,228
Net cash flows used in investing activities	(304,947)	(517,968)
Net cash flows generated from financing activities	107,118	67,227
Net increase/(decrease) in cash and cash equivalents	94,412	(195,513)
Cash and cash equivalents at the beginning of the year	125,117	320,404
Effect of foreign exchange rate changes, net	8	226
Cash and cash equivalents at the end of the year	219,537	125,117

Net Cash from Operating Activities

Our net cash from operating activities in 2024 was approximately RMB292.2 million. The cash inflow was a result of profit before tax of approximately RMB123.0 million mainly adjusted by:

- (i) a positive effect of amortization of intangible assets; and
- (ii) a positive effect of movement in working capital, which mainly includes a decrease in trade receivables, prepayments, deposits and other receivables, and a increase in trade payables, other payables and accruals.

Net Cash used in Investing Activities

Our net cash used in investing activities in 2024 was approximately RMB304.9 million. The cash outflow was primarily attributable to additions of approximately RMB409.3 million to intangible assets.

Net Cash generated from Financing Activities

Our net cash generated from financing activities in 2024 was approximately RMB107.1 million. The cash inflow was mainly due to the proceeds from issue of shares under general mandate and proceeds from new borrowings.



Management Discussion and Analysis

Capital Expenditure

Our capital expenditures consist of acquisition of property, plant and equipment and acquisition of intangible assets.

Property, plant and equipment comprise mainly our furniture and fixtures and leasehold improvements. The decrease of approximately RMB0.1 million or 86.0% from December 31, 2023 to December 31, 2024 was mainly due to the depreciation of property, plant and equipment of approximately RMB0.1 million.

Intangible assets comprise copyrights and computer software and are amortized over their expected useful life. The increase of approximately RMB295.4 million or 43.6% from December 31, 2023 to December 31, 2024 was mainly due to the increase in number of online tour guides developed by the Company, partially offset by the amortization of intangible assets of approximately RMB113.9 million.

Trade Receivables, Prepayment, Deposits and Other Receivables

As at December 31, 2024, trade and other receivables amounted to approximately RMB99.6 million, representing a decrease of approximately 56.2% as compared with approximately RMB227.4 million as at December 31, 2023, primarily as a result of the decrease of a refundable investment deposit paid to Guangzhou Asset Management Company Limited (“Guangzhou Asset Management”) for the acquisition of the Huangtengxia series loan claims. Trade receivable turnover days for the Reporting Period amounted to 36 days (2023: 27 days). This was mainly due to the slower collection of credit sales.

Trade and Other Payables

As at December 31, 2024, trade and other payables amounted to approximately RMB62.1 million, representing an increase of approximately 90.5% as compared with approximately RMB32.6 million as at December 31, 2023. This was mainly due to the increase in trade payables and other tax payable.

Treasury Management Policy

We have adopted a prudent financial management approach towards our treasury management policies and thus maintained a healthy liquidity position throughout 2024. We strive to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of our customers. To manage liquidity risk, the Board closely monitors our liquidity position to ensure that the liquidity structure of our assets, liabilities and other commitments can meet our funding requirements from time to time.



Management Discussion and Analysis

Material Acquisitions and Disposals

Acquisition of Huangtengxia Series Loan Claims

Reference is made to the Company's announcement dated December 27, 2023 in relation to its entering into an agreement with Guangzhou Asset Management for the acquisition of the Huangtengxia series loan claims (the "Acquisition"). The Company made a progress announcement on July 9, 2024, announcing that considering the possible cease of proceeding with the Acquisition, the Company would not convene and hold the extraordinary general meeting (the "EGM") seeking for the approval of the Shareholders of the Acquisition and hence, would not publish and despatch the circular of the EGM to the Shareholders for the time being. For details, please refer to the announcements of the Company dated December 27, 2023 and July 9, 2024, respectively.

Acquisition of Non-performing Debts

On December 19, 2024, Lvji Technology received a notification of bidding results from the Anhui Assets and Equity Exchange and was aware that it successfully won the bid for the non-performing debts of three enterprises in Ningxia Shuidonggou and others, held by Anhui Zhong'an Financial Assets Management Co., Ltd.* (安徽省中安金融資產管理股份有限公司), which and its ultimate beneficial owners were independent third parties to the Company and its connected persons, at a consideration of approximately RMB44.80 million on December 17, 2024. For details, please refer to the announcements of the Company dated December 20, 2024 and January 7, 2025.

Save as mentioned above, the Company did not have any material acquisitions and disposals in 2024.

Significant Investment, Material Acquisition and Disposal of Subsidiaries, Associates and Joint Ventures

We did not have any significant investment, material acquisition or disposal of subsidiaries, associates and joint ventures in 2024.

Future Plans for Material Investments and Capital Assets

We did not have any plans related to material investments and capital assets during the Reporting Period and up to the date of this annual report.

Contingent Liabilities

Except for the borrowings as described under Liquidity and Capital Resources on page 18 of this annual report, the Group did not have any material contingent liabilities as at December 31, 2024 (December 31, 2023: Nil).

Charge on Assets

As at December 31, 2024, the Group had pledged bank deposits of RMB0.2 million (December 31, 2023: RMB0.2 million), which was mainly pledged to the government authorities for conducting tourist related business in the PRC.



Management Discussion and Analysis

Employee and Remuneration Policies

As of December 31, 2024, we had a total of 52 full-time employees (December 31, 2023: 54). The remuneration of the employees is determined based on their performance, experience, competence and market comparable. The Company has adopted the Share Option Scheme as an incentive to the employees, Directors and other eligible participants. Further details of which are described in the subsection headed “Statutory and General Information — D. Other Information — 1. Share Option Scheme” in Appendix IV to the Prospectus. As of December 31, 2024, no share options had been granted or agreed to be granted by us pursuant to the Share Option Scheme. In addition, the Company has adopted the Share Award Scheme to recognize the contributions by certain employees and to provide them with incentives so as to retain them for the continual operation and development of the Group. Further details of the Share Award Scheme are disclosed in the sub-section headed “Share Award Scheme” on pages 25 to 27 of this annual report.

At its meeting held on March 31, 2025, the Remuneration Committee has reviewed the Share Option Scheme and Share Award Scheme.

During the Reporting Period, the remuneration of Group’s employees amounted to approximately RMB10.4 million (2023: approximately RMB 15.4 million), which comprises of wages and salaries and pension scheme contributions.

As required by the PRC laws, we participate in various statutory employee benefit plans, including social insurance funds, namely a pension contribution plan, a medical insurance plan, a work- related injury insurance plan, maternity insurance, unemployment insurance and a housing provident fund. We are required under the PRC laws to contribute to employee benefit plans at specified percentages of salaries, bonuses and certain allowances of our employees up to a maximum amount specified by the local governments from time to time.



Management Discussion and Analysis

We primarily recruit our employees through recruitment agencies and online channels, including our corporate websites and social networking platforms. We have adopted robust internal training policies, pursuant to which management, technology and other training are regularly provided to our employees by in-house trainers or third-party consultants.

We have founded a labor union to provide employees with a wealth of recreational and collective welfare activities. We believe that the foundation of the labor union helps us to maintain a good working relationship with our employees and we did not experience any significant labor disputes or any material difficulties in recruiting employees for our operations in 2024.

SHARE SCHEMES

Share Option Scheme

We have adopted the Share Option Scheme on December 20, 2019. The principal terms of the Share Option Scheme are set out as follows:

(i) Purpose

The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), Directors, consultants, advisors, substantial Shareholders, distributors, contractors, suppliers, agents, customers, business partners or service providers of our Group and to promote the success of the business of our Group.

(ii) Eligible participants

The Board may, at its absolute discretion and on such terms as it may think fit, grant any Employee (full-time or part-time), Director, consultant, advisor, substantial Shareholder, distributor, contractor, supplier, agent, customer, business partner or service provider of any member of our Group and any company wholly-owned by one or more persons belonging to any of the aforesaid clauses, options to subscribe at a price calculated in accordance with paragraph (vi) below for such number of Shares as it may determine in accordance with the terms of the Share Option Scheme.

The basis of eligibility of any participant to the grant of any option shall be determined by the Board (or as the case may be, the INEDs) from time to time on the basis of his contribution or potential contribution to the development and growth of our Group.

(iii) Acceptance and payment on acceptance of option offer

An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to our Company on acceptance of the offer for the grant of an option is HK\$1.00.



Management Discussion and Analysis

(iv) Maximum number of Shares to be issued

The total number of Shares in respect of which options may be granted under the Share Option Scheme shall not in aggregate exceed 141,030,000 Shares, being 8.36% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of this annual report.

As at January 1, 2024 and December 31, 2024, the maximum number of shares may be granted pursuant to the Share Option Scheme were 141,030,000 shares and 141,030,000 shares, respectively.

(v) Maximum entitlement of each participant

The total number of Shares issued and to be issued upon exercise of options granted to any participant (including both exercised and outstanding options) under the Share Option Scheme or any other share option schemes of our Company in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue.

(vi) Basis of determining the exercise price

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be a price solely determined by the Board and notified to a participant and shall be at least the higher of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day; (ii) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (iii) the nominal value of a Share on the date of grant of the option.

(vii) Period within which the option must be exercised

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

(viii) Life of the Share Option Scheme

The Share Option Scheme will remain in force for a period of ten years commencing on the date on December 20, 2019 and shall expire at the close of business on the business day immediately preceding the tenth anniversary thereof unless terminated earlier by the Shareholders in general meeting. For details, please refer to the sub-section headed "Appendix IV — Statutory and General Information — D. Other Information — 1. Share Option Scheme" of the Prospectus. The vesting date of the option will be set by the Board at the date of grant, which shall be no less than 12 months from the date of acceptance of the option.

As of December 31, 2024, no share options had been granted/exercised/cancelled/lapsed pursuant to the Share Option Scheme. There were no outstanding share options granted under the Share Option Scheme as at January 1, 2024 and December 31, 2024, respectively. As at the date of this annual report, the remaining life of the Share Option Scheme is approximately four years and eight months.



Management Discussion and Analysis

Share Award Scheme

We have adopted the Share Award Scheme on January 21, 2022. The principal terms of the Share Award Scheme are set out as follows:

(i) Objectives

The specific objectives of the Share Award Scheme are: (i) to recognise the contributions by certain Employees and to provide them with incentives in order to retain them for the continual operation and development of the Company; and (ii) to attract suitable personnel for further development of the Company.

(ii) Award of Awarded Shares

Subject to the rules of the Share Award Scheme, the Board may, from time to time, at its absolute discretion select any Employee (other than any Excluded Employee) for participation in the Share Award Scheme as a Selected Employee, and grant such number of Awarded Shares to any Selected Employee at no consideration and in such number and on and subject to such terms and conditions as it may in its absolute discretion determine.

(iii) Vesting of Awarded Shares

Subject to the terms and condition of the Share Award Scheme and the fulfillment of all relevant vesting conditions, the respective Awarded Shares held by a trustee on behalf of the Selected Employee pursuant to the provision of the rules of the Share Award Scheme shall vest in such Selected Employee in accordance with the relevant vesting schedule (if any), and the trustee shall cause the Awarded Shares to be transferred to such Selected Employee on the Vesting Date. A Selected Employee shall not have any interest or rights, including the right to receive dividends, in the Awarded Shares prior to the Vesting Date.

(iv) Maximum number of Shares to be issued

The Board shall not make any further award of Awarded Shares which will result in the aggregate number of the Shares awarded by the Board under the Share Award Scheme exceeding 5% of the total number of the issued Shares (excluding treasury shares, if any) from time to time, representing 5% of the issued Shares (excluding treasury shares, if any) as at the date of this annual report.

(v) Maximum entitlement of each participant

The maximum number of shares which may be awarded to a Selected Employee under the Share Award Scheme shall not exceed 1% of the total number of the issued Shares in any 12-month period.



Management Discussion and Analysis

(vi) *Alteration and Termination*

The Share Award Scheme may be amended in any respect by a resolution of the Board provided that no such amendment shall operate to affect materially and adversely any subsisting rights of any Selected Employee under the Share Award Scheme.

The Share Award Scheme shall terminate on the earlier of:

- (a) the 10th anniversary date of the Adoption Date; and
- (b) such date of early termination as determined by the Board by a resolution of the Board,

provided that such termination shall not affect any subsisting rights of any Selected Employee under the Share Award Scheme.

Details of the Awarded Shares granted pursuant to the Share Award Scheme to the grantees are set out below:

Category of Participant	Date of Grant	Number of Awarded Shares	Purchase Price (HKD)	Vesting Date	Number of Awarded Shares					Unvested as at December 31, 2024
					Unvested as at January 1, 2024	Granted during 2024	Vested during 2024	Lapsed during 2024	Canceled during 2024	
Employees	December 19, 2022	72,450,675	Nil	December 19, 2022	Nil	Nil	Nil	Nil	Nil	Nil

As of December 31, 2024 and up to the date of this annual report, no Awarded Shares have been granted to (i) any Directors, chief executive, substantial Shareholders, or their respective associates, (ii) any participant with awards granted and to be granted in excess of the 1% individual limit (as defined under Chapter 17 of the Listing Rules), and (iii) any related entity participant or service provider with awards granted and to be granted in excess of 0.1% of the Company's issued Shares over any 12-month period.

As at January 1, 2024 and December 31, 2024, the number of share awards available for grant under the Share Award Scheme was 8,154,359 and 11,909,359 Shares, respectively. The total number of shares of the Company available for issue under the Share Award Scheme is 11,909,359 Shares, representing approximately 0.7% of the number of issued Shares of the Company as at the date of this annual report. There were no unvested Awarded Shares granted under the Share Award Scheme as at January 1, 2024 and December 31, 2024, respectively. Rule 17.07(3) of the Listing Rules is not applicable to the Share Award Scheme for the year as the Company did not grant any awards in 2024 that require the Company to issue new Shares for the payment of Shares.



Management Discussion and Analysis

There is no amount payable on acceptance of the grant of share awards, the payment term or the purchase price for the grant of share awards under the Share Award Scheme.

The remaining life of the Share Award Scheme is approximately 6 years and 9 months as at the date of this annual report.

Please refer to the Company's announcement dated January 21, 2022 for details of the Share Award Scheme.

As of December 31, 2024, 72,450,675 shares had been awarded to six selected employees pursuant to the Share Award Scheme. Further details of the grant of Awarded Shares are disclosed in the Company's announcement dated December 19, 2022. The Board has resolved on June 26, 2024 that only the existing Shares of the Company will be involved for the Company to grant Awarded Shares under the Share Award Scheme commencing on that date while the issuing of any new Shares will not be involved.

Review of Share Schemes

At its meeting held on March 31, 2025, the Remuneration Committee has reviewed the Share Schemes.



Profiles of Directors and Senior Management

EXECUTIVE DIRECTORS

Mr. Zang Weizhong (臧偉仲), aged 44, is the chairman of the Board and an executive Director of the Company. He is also currently the director of Zhonghexin Technology Holdings Limited, Zitop Technology Holdings Limited, the executive director and general manager of Huoer Guosi Lvji, Guangzhou Lvji, Huoer Guosi Yuntai Technology Company Limited* (霍爾果斯元泰科技有限公司) and Guangzhou Lvji Digital Technology Company Limited* (廣州驢迹數字化科技有限公司). He was appointed as a Director on November 7, 2018 upon the incorporation of our Company, and was re-designated as an executive Director on August 2, 2019. Mr. Zang established our Group in December 2013. He is the founder of our Group. He is primarily responsible for formulating the overall business plan and overseeing the business development and corporate culture of our Group. Mr. Zang is a director of Lu Jia Technology, a substantial shareholder of the Company within the meaning of Part XV of the SFO.

Mr. Zang graduated from Wuhan Textile University (武漢紡織大學) in the PRC in June 2011 and specialized his studies in international finance. Mr. Zang was recognized as the “Outstanding and faithful entrepreneur in China (中國優秀誠信企業家)” by Chinese Enterprise Guozhixin (Beijing) Credit Evaluation Center* (中企國質信(北京)信用評估中心) in June 2017.

Mr. Wang Lei (王磊), aged 41, is the vice chairman of the Board appointed on August 15, 2022 and an executive Director appointed on July 7, 2021, and is the head of the Group’s operation and management department for tourist attractions. From June 2018 to May 2019, he served as the senior investment director of Shanghai Joyu Tourism and Investment Co., Ltd. (上海景域旅遊投資有限公司). From May 2015 to May 2018, he served as the general manager of the investment department and the airlines and travel business department of Air Guilin Airlines & Tourism Group (桂林航空旅遊集團). From July 2008 to May 2015, he worked for Guilin Tourism Development Corporation (桂林旅遊發展總公司), successively served as archive secretary, deputy director of the general office and director of the office of the board of directors; he also held positions in various subsidiaries, such as deputy general manager of the project company for Guilin Seven Star Park (桂林七星景區), general manager of the project company for Guilin Reed Flute Cave Attractions (桂林蘆笛景區), chairman of the board of directors and general manager of Guilin Tourism Development and Investment Co., Ltd. (桂林旅遊發展投資有限公司).

Mr. Wang obtained a bachelor’s degree in management from Guilin University of Technology and a master’s degree in hotel and tourism management from the Hong Kong Polytechnic University.

Mr. Wang joined our Group as the senior investment director of the Group’s investment and acquisition department in June 2019. Further detail, please refer to the announcement of the Company dated July 7, 2021.



Profiles of Directors and Senior Management

Mr. Liu Hui (劉暉), aged 46, is an executive Director appointed on July 7, 2021 and is the Group's general manager for the smart tourist attractions business. From October 2011 to November 2018, he served successively as the senior operation director and deputy general manager at Global Business Intelligence Consulting Co., Ltd. (吉貝克信息技術有限公司). From July 2007 to June 2011, he served successively as the operation manager and senior operation manager at Huawei Technologies Co., Ltd. (華為技術有限公司). From July 2000 to August 2004, he served successively as the operation staff and the operation manager at China United Network Communications Co., Ltd., Anhui Branch (中國聯合網絡通信股份有限公司安徽省分公司).

Mr. Liu obtained a bachelor's degree in landscaping from Anhui Agricultural University in 2000 and a master's degree in business administration from South China University of Technology in 2007.

Mr. Liu joined our Group as the senior operation director in November 2018. Further detail, please refer to the announcement of the Company dated July 7, 2021.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Gu Jianlu (顧劍璐), aged 33, was appointed as an INED on November 19, 2019. She is primarily responsible for supervising and providing independent judgment to our Board.

Ms. Gu has over nine years of experience in investment management. Ms. Gu has been a managing director of Shanghai Qingzhitong Investment Management Co., Ltd.* (上海青之桐投資管理有限公司) since July 2016.

Ms. Gu obtained a bachelor's degree in Human Resources Management (人力資源管理) from University of International Business and Economics (對外經濟貿易大學) in the PRC in June 2013. She subsequently obtained a master's degree in Engineering from Peking University (北京大學) in the PRC in January 2016.



Profiles of Directors and Senior Management

Ms. Gao Yuanyuan (高媛媛), aged 40, was appointed as an INED on November 25, 2022. She is primarily responsible for supervising and providing independent judgment to our Board.

Ms. Gao has over 14 years of extensive working experience in accounting and finance. From August 2011 to January 2012, Ms. Gao worked as an audit assistant in the Guangdong branch of Asia Pacific (Group) CPAs (Special General Partnership). In addition, Ms. Gao worked as a project manager in BDO China Shu Lun Pan CPAs (Special General Partnership) Guangdong Branch from February 2013 to January 2018. She worked as a salaried partner of the Guangdong branch of Asia Pacific (Group) CPAs (Special General Partnership) from February 2018 to February 2021. Ms. Gao has held the position of business director of Yue Kai Securities Company Limited since March 2021.

Ms. Gao is a certified public accountant in the PRC and holds the title of intermediate accountant. Ms. Gao obtained a bachelor's degree in information and computing science from Xiangtan University in 2007 and a master's degree in accounting from Changsha University of Science and Technology in 2011.

Ms. Gu Ruizhen (顧瑞珍), aged 47, was appointed as an INED on November 4, 2020. She is primarily responsible for supervising and providing independent judgment to the Board.

Ms. Gu has 21 years of experience in government management, news communication and the development of state-owned enterprises. From July 2002 to October 2015, Ms. Gu served as a member of the Standing Committee of the Xinhua News Agency. From October 2015 to September 2019, she served as Deputy Director of the Law Enforcement Department of the Central Network Information Office's Integrated Coordination, Management and Law Enforcement Supervision Bureau (presided over the work) and as spokesman and head of the Office of the Communications Bureau of the Central Network Information Office. In addition, Ms. Gu served as Deputy General Manager of China International Capital Corporation Limited from September 2019 to August 2020. Ms. Gu is now vice president of Inner Mongolia Mengniu Dairy (Group) Co., Ltd, a subsidiary of China Mengniu Dairy Company Limited (stock code: 2319).

Ms. Gu obtained a master's degree in teaching programme from Shanghai Normal University in 2002.



Profiles of Directors and Senior Management

SENIOR MANAGEMENT

Mr. Yuan Ting (袁珽), aged 40, our chief executive officer and sales director. Mr. Yuan joined the Company in April 2018, serving as a vice president of the Company. From June 2014 to January 2018, Mr. Yuan served as a senior project manager at Huawei Technologies Co., Ltd. From April 2009 to April 2014, Mr. Yuan successively served as an account manager and a marketing director at HyalRoute Communication Group.

Mr. Yuan obtained a bachelor's degree in Business English from Nanchang Hangkong University in 2008.

Mr. Wang Lei (王磊), our executive Director and head of the Group's operation and management department for tourist attractions. See "Executive Directors" in this section for his profile.

Mr. Liu Hui (劉暉), our executive Director and general manager for the smart tourist attractions business. See "Executive Directors" in this section for his profile.

JOINT COMPANY SECRETARIES

Mr. Chu Wing Tim Benedict (朱永添) and Ms. Lam Yin Ling (林燕玲) were appointed as the Joint Company Secretaries. Each of Mr. Chu and Ms. Lam is an associate member of both The Chartered Governance Institute and The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries), and awarded with the dual designations of Chartered Secretary and Chartered Governance Professional.

Mr. Chu has over 10 years' experience in the fields of compliance, securities and corporate secretarial. Ms. Lam has over 10 years' experience in the corporate secretarial field and has been providing professional corporate services to Hong Kong listed companies, private companies and offshore companies.

* The English names of these companies represent the best effort made by the management of the Company to directly translate the Chinese names as they do not register any official English names.



Directors' Report

The Board presents this Directors' report in the Group's annual report for the Reporting Period.

GLOBAL OFFERING

The Company was incorporated in the Cayman Islands on November 7, 2018 as an exempted company with limited liability under the laws of the Cayman Islands. The Shares were listed on the Main Board of the Stock Exchange on the Listing Date. 352,700,000 Shares were issued under the Global Offering at the price of HK\$2.12 per Share, raising net proceeds of approximately HK\$580.0 million (after deducting the underwriting commissions and related listing expenses payable by the Company in the Global Offering). As at the Listing Date, the share capital of the Company was US\$14,103,000 divided into 1,410,300,000 ordinary shares of US\$0.01 each.

PRINCIPAL BUSINESS

The Group is a market leader in China's online tour guide industry. The Group deploys software on its cloud system to provide online tour guide with proprietary contents, which include illustrated maps of tourist attractions, editorial contents and voice-over commentaries of points of interest in the tourist attractions, and are implemented to include functions such as real-time navigation. In addition, the Group also provides smart tourist attractions management service system and all-rounded tourism solutions for tourist attractions and cultural sites. As a technology-driven company, the Group prioritizes the development of its software and information technology, including R&D in big data and AI capabilities.

There were no significant changes in the nature of the Group's principal business during the Reporting Period. Please refer to Note 1 to the Financial Statements for details of the principal business of the Group.

RESULTS

The results of the Group for the Reporting Period are set out in the Consolidated Statement of Comprehensive Income of this annual report.

DIVIDEND AND DIVIDEND POLICY

No dividend was declared and paid by the Company for the Reporting Period. The Directors do not recommend any payment of a final dividend for the Reporting Period. As at December 31, 2024, there was no arrangement under which a shareholder has waived or agreed to waive any dividend. The Group does not have any pre-determined dividend pay-out ratio. The declaration of dividends is subject to the discretion of the Board. Any declaration of final dividend by the Company shall also be subject to the approval of the Shareholders in a general meeting. The Directors may recommend a payment of dividends in the future after taking into account the operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions, capital expenditure and future development requirements, Shareholders' interests and other factors which they may deem relevant at such time. Any declaration and payment as well as the amount of the dividends will be subject to constitutional documents, any applicable laws and regulations, including the laws of the Cayman Islands.

SHARE CAPITAL

Details of the issued shares of the Group during the Reporting Period are set out in Note 27 to the Financial Statements.



Directors' Report

DISTRIBUTABLE RESERVES

As at December 31, 2024, the Company had no distributable reserves.

FINANCIAL SUMMARY

The Group's financial summary for the last five financial years is set out in the section headed "Five-Year Performance Review" on page 154 of this annual report.

BANK LOANS AND OTHER BORROWINGS

Save for the bank borrowings as set out in Note 25 to the Financial Statements on pages 136 to 137 of this annual report, the Group had no outstanding bank loans or other borrowings as of December 31, 2024.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Reporting Period are set out in Note 15 to the Financial Statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association and there is no restriction against such rights which would oblige the Company to offer new shares on a pro-rata basis to the existing Shareholders.

TAX RELIEF

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

USE OF PROCEEDS FROM THE GLOBAL OFFERING

The Shares were successfully listed on the Stock Exchange on the Listing Date. The net proceeds from the Listing were approximately HK\$580.0 million (after deducting the underwriting commissions and other related listing expense payable by the Company in the Global Offering) (the "Global Offering Proceeds"). As at December 31, 2024, the Group had used approximately HK\$578.2 million (equivalent to approximately RMB527.7 million).

In order to improve the utilization efficiency of the net proceeds and reduce financing cost, and based on the actual situation and operational development needs of the Company, on December 16, 2022, the Board considered and approved the resolution in relation to the proposed change in the use of the unutilized net Global Offering Proceeds. As such, portions of the net proceeds originally allocated for the use of (i) upgrade of existing products' contents; (ii) expansion of content production team; (iii) upgrade of existing hardware and software; (iv) procurement of servers; and (v) strategic investment will be reallocated for (i) data collection and content production of the tourist attractions for online tour guide development; and (ii) working capital and general corporate purposes. Further details are disclosed in the Company's announcement dated December 16, 2022. Save as disclosed above, as of December 31, 2024, there was no material change in the use of the net Global Offering Proceeds.



Directors' Report

The table below set out the planned application and usage of the net Global Offering Proceeds:

	Intended use of Global Offering Proceeds (HK\$ million)	Proposed change in use of Global Offering Proceeds (HK\$ million)	Revised allocation of Global Offering Proceeds (HK\$ million)	Proportion after revised allocation (%)	Remaining balance as at December 31, 2023 (HK\$ million)	Amount utilized for the Reporting Period (HK\$ million)	Remaining balance as at December 31, 2024 (HK\$ million)	Expected timeline to use the remaining net Global Offering Proceeds
Upgrade of existing products' contents	58.0	(30.0)	28.0	4.8	5.3	3.5	1.8	31/12/2025
Data collection and content production of the tourist attractions for online tour Guide development	174.0	104.4	278.4	48	-	-	-	N/A
Expansion of content production team	58.0	(47.0)	11.0	1.9	-	-	-	N/A
Upgrade of existing hardware and software	20.3	(10.0)	10.3	1.8	-	-	-	N/A
Recruitment of more R&D talents	20.3	-	20.3	3.5	-	-	-	N/A
Procurement of servers	17.4	(17.4)	-	-	-	-	-	N/A
Industry exhibitions and conferences, on-site promotion at tourist attractions and marketing activities	34.8	-	34.8	6	-	-	-	N/A
New products launches and marketing	23.2	-	23.2	4	-	-	-	N/A
Strategic investment	116.0	(20.0)	96.0	16.6	-	-	-	N/A
Working capital and general corporate purposes	58.0	20.0	78.0	13.4	-	-	-	N/A
Total	580.0	0.0	580.0	100	5.3	3.5	1.8	

N/A: Not applicable

As some of the Group's projects have yet to complete acceptance inspection, approximately HK\$1.8 million of the Global Offering Proceeds, which were originally expected to be fully utilized by December 31, 2024, for upgrading existing products' contents, remains unutilized. The Company expects that the remaining Global Offering Proceeds will be fully utilized by December 31, 2025. The unutilized net Global Offering Proceeds are placed in licensed banks in Hong Kong and the PRC.

PROCEEDS FROM THE PLACINGS OF NEW SHARES UNDER GENERAL MANDATE

Placing in 2023

On June 15, 2023, the Company issued and allotted 76,000,000 ordinary Shares, representing approximately 4.71% of the issued share capital of the Company as enlarged by the allotment and issue of the placing Shares, at the subscription price of HK\$1.00 per Share to two subscribers, namely Ms. Zhang Huan (張歡) and Mr. Qi Shaobin (齊韶斌) (the “2023 Placing”). The aggregate nominal value of the placing Shares was US\$760,000. The closing market price was HK\$0.72 per Share on the date on which the terms of the issue were fixed (i.e. June 2, 2023). The gross proceeds from the 2023 Placing were approximately HK\$76 million, and the net proceeds after deducting all relevant expenses were approximately HK\$75.50 million (the “Net Proceeds from the 2023 Placing”), with the net proceeds per placing Share of approximately HK\$0.993. The Net Proceeds from the 2023 Placing are intended to be used for operating expenses, such as the production of domestic and overseas tour guides. Details of the 2023 Placing were disclosed in the Company's announcements dated June 2 and 15, 2023. As at December 31, 2024, 76,000,000 ordinary Shares were fully paid.

The table below set out the intended application and usage of the Net Proceeds from the 2023 Placing under general mandate:

	Intended use of Proceeds from the 2023 Placing (HK\$ million)	Proportion (%)	Remaining balance as at December 31, 2023 (HK\$ million)	Amount utilized for the Reporting Period (HK\$ million)	Remaining balance as at December 31, 2024 (HK\$ million)	Expected timeline to use the remaining Net Proceeds from the 2023 Placing
Operating expenses, such as the production of domestic and overseas tour guides	75.5	100	75.5	75.5	–	N/A
Total	75.5	100	75.5	75.5	–	

N/A: Not applicable

Accordingly, all Net Proceeds from the 2023 Placing have been utilized as planned.



Directors' Report

Placing in 2024

On February 6, 2024, the Company entered into the subscription agreements with eleven individual subscribers (the "Subscribers"), pursuant to which the Subscribers have conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue an aggregate of 75,100,000 subscription Shares, representing approximately 4.45% of the issued Shares as enlarged by the allotment and issue of the subscription Shares (the "2024 Placing"). The subscription price was HK\$0.45 per subscription Share. The aggregate nominal value of the subscription Shares was US\$751,000. The closing market price was HK\$0.50 per Share on the date on which the terms of the issue were fixed (i.e. February 6, 2024). The net subscription price is approximately HK\$0.443 per Share, and the net proceeds after deducting all relevant expenses will be approximately HK\$27.04 million (the "Net Proceeds from the 2024 Placing"). The Net Proceeds from the 2024 Placing are intended to be used for operating expenses, such as the production of domestic and overseas tour guides, as well as AR tour guides, AI tour guide robots, livestreaming e-commerce and short video production. The subscription has been completed on February 29, 2024. For details, please refer to the Company's announcements dated February 6, 2024 and February 29, 2024. As at December 31, 2024, 35,100,000 ordinary Shares were fully paid.

The table below sets out the intended application and usage of the Net Proceeds from the 2024 Placing:

	Intended use of the Net Proceeds from the 2024 Placing	Proportion	Remaining balance as at February 29, 2024 ⁽¹⁾	Amount utilized for the Reporting Period	Remaining balance as at December 31, 2024 ⁽²⁾	Expected timeline to use the remaining Net Proceeds from the 2024 Placing
	(HK\$ million)	(%)	(HK\$ million)	(HK\$ million)	(HK\$ million)	
Operating expenses, such as the production of domestic and overseas tour guides, as well as AR tour guides, AI tour guide robots, livestreaming e-commerce and short video production	27.0	100	27.0	-	27.0	December 31, 2025
Total	27.0	100	27.0	-	27.0	

Note:

- (1) The remaining balance as of February 29, 2024, includes the net proceeds expected from the 40,000,000 Shares that had not yet been fully paid.
- (2) The remaining balance as of December 31, 2024, includes the net proceeds expected from the 40,000,000 Shares that had not yet been fully paid.

The unutilized Net Proceeds from the 2024 Placing are placed in licensed banks in the PRC.



Directors' Report

BUSINESS REVIEW

Overview and performance of the Reporting Period

Business review and financial review are set out in the section headed “Management Discussion and Analysis” of this annual report.

Environmental Policies and Performance

The Group's business model generally involves online sales of online tour guide to its end users. Therefore, the Group is not subject to significant health, safety or environmental risks. The Group does not expect to incur any material liabilities or expenditures in these respects. To ensure compliance with applicable laws and regulations, its human resources team under its administration department would, if necessary, adjust its human resources policies from time to time to accommodate material changes to relevant labor and safety laws and regulations.

Compliance with Relevant Laws and Regulations

The Group has complied in all material respects with the requirements under the Companies Ordinance, the Listing Rules, the SFO and the Corporate Governance Code for, among other things, the disclosure of information and corporate governance. The Group has also complied in all material respects with other relevant laws and regulations that have a significant impact on the operations of the Group.

Key Relationships with Stakeholders

Relationship with Customers

The Group provides services to end users but collect related sales proceeds from OTAs. Based on the flow of revenue collection stream, OTAs are deemed as customers. The other customers include travel agencies, users of Lvji APP, tourist attraction administrators and government offices.

The Group develops and maintains long-term strategic relationships with our OTAs. A number of functional groups for our OTA business are established, namely:

- sales and marketing department: expand and maintain the corresponding OTA channel, facilitate communication between OTA headquarters and regional business leaders, and continuously deepen cooperation and promote our products on the OTA platform;
- operations department: responsible for providing OTA with products to and from the production line, price adjustment, handling related end-user and OTA feedback and complaints, coordinating system daily docking, daily order check and statistics;
- product team under our content production department: provide product service and technical support for OTA, and connect with OTA system to realize transmission and check between content data and order data;



Directors' Report

- project team under our operations department: coordinate with product technical team to produce contents, development functions and systems; and
- management team under our operations department: be responsible for developing business policies and strategies, monitoring and advancing the implementation of policies and strategies.

The Group's trading terms with OTAs are mainly on credit. The credit period for OTAs is generally 45 days. Each OTA has a maximum credit limit. The credit period for other customers is generally 30 days. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimize credit risk. Please refer to Note 19 to the Financial Statements for details of trade receivables.

The Group's top five OTAs accounted for approximately 93.5% of its total revenue for the Reporting Period (2023: 99.8%) whereas its largest customer accounted for approximately 45% of its total revenue for the Reporting Period (2023: 33.8%). For details of the risks associated with reliance on major customers, and measures undertaken by the Group to mitigate such risks, please refer to the paragraph headed "Risk of Major Customers" on page 39 of this annual report.

For the Reporting Period, none of the Directors, any of their close associates or any Shareholders (which to the knowledge of the Directors owns more than 5% of the number of the issued Shares of the Company) was interested in the top five customers of the Group.

Relationship with Suppliers

From financial perspective, OTAs are categorized as suppliers as their pre-deducted concession fees are recognized as our cost of sales. The OTA concession fees attributable to the five largest OTAs (in terms of OTA concession fees contribution) accounted for approximately 67.4% of its cost of sales for the Reporting Period (2023: 79.9%) whereas the largest OTA (in terms of OTA concession fees contribution) accounted for approximately 32.1% of our cost of sales for the Reporting Period (2023: 27.4%).

The suppliers of operation, to whom the Group directly make payments for the purchases, primarily consist of (i) data collection and content providers, (ii) data storage, server hosting and bandwidth providers, and (iii) human resource outsourcing agents who provide experienced staff for us. The Group's top five suppliers in terms of purchase amount, which excluded OTA concession fees, consulting expenses and listing fees, accounted for approximately 96.6% of its total purchase amount for the Reporting Period (2023: 90.0%).

For the Reporting Period, none of the Directors, any of their close associates or any Shareholders (which to the knowledge of the Directors owns more than 5% of the number of the issued Shares of the Company) was interested in the top five suppliers of the Group.



Directors' Report

Relationship with Our Employees

The Group embraces its employees as the most valuable assets of the Group. The objective of the Group's human resources management is to reward and recognize outstanding employees by providing competitive remuneration packages and implementing a sound performance appraisal system with appropriate incentives, and to promote career development and progression within the Group by providing robust internal training and opportunities. In particular, to strengthen and sustain its technology innovation, the Group will continue to attract, train and retain more talent in technology, research and development. New talent will continue to support its technology and will be offered advancement on-the-job training programs and promotion opportunities.

Relationship with Our Shareholders

The Group recognizes the importance of protecting the interests of the Shareholders and of having effective communication with them. The Group believes communication with the Shareholders is a two-way process and have thrived to ensure the quality and effectiveness of information disclosure, maintain regular dialogue with the Shareholders and listen carefully to the views and feedback from the Shareholders. This has been done through general meetings, corporate communications, interim and annual reports and results announcements.

Principal Risk and Uncertainties

Risk of Major Customers

Since a limited number of customers, including OTAs, attributed to a substantial portion of the Company's revenue, there will be an adverse impact on the sales and profit of the Group if these major customers reduce the volume of, or no longer sell, their travel products and services sold through us.

Response measures: The Group will increase market sales of its products through a diversified source of customers, including (i) contracting with regional travel agents; (ii) end users of its Lvji APP; (iii) contracting with local tourist attraction administrators; and (iv) engaging in cooperation relationships with cultural sites. At the same time, the Group will actively look for mergers and acquisition opportunities to expand the market size.

Risk of Competition within the Industry

Competition in the online tour guide industry is competitive. The Group compete primarily with other online tour guide providers and, to a lesser extent, travel agencies and OTAs. As China's online travel market continues to evolve, the Group may face with increased competition from new online tour guide providers or travel agencies and OTAs that seek to expand into this industry. Increased competition could reduce our operating margins and profitability and result in its loss of market share.

Response measures: The Group will continue to strategically increase investments in its sales and marketing efforts, including broadening its user acquisition channels. At the same time, the Group will further improve its market competition analysis mechanism, focus on market dynamics and collect market information. In addition, the Group will continue to increase its competitiveness through expanding the range of our product and service offerings, growing its user base, enhancing its user engagement, and pursuing strategic alliances, acquisitions and investments.



Directors' Report

Risk of Retaining and Growing our User Base

The size of the Group's user base and the level of user engagement are critical to our success. The Group's business will continue to significantly depend on our users and their level of engagement with its products and services. If users no longer view its products and services as useful and attractive, the Group may not be able to increase or maintain its user base and the level of user engagement. Thus, its operating results and long-term monetization potential could be adversely impacted.

Response measures: the Group will continue to seek the most effective and cost-efficient ways to expand our user base through a diverse range of traffic acquisition channels. The Group's major strategies are (i) increasing user awareness through OTAs, (ii) enhancing its brand equity through marketing and promotional activities, (iii) acquiring traffic efficiently for its Lvji APP; and (iv) providing a more personalized user experience with smart tourism solutions to meet its users' evolving needs.

Risk of Regulatory or Governmental Policy Changes

The Group is required to obtain, maintain and renew various licenses, permits and accreditations from time to time for its business operations. Although as confirmed by a written confirmation dated November 29, 2019 issued from Guangdong Communications Administration, being the competent authority to confirm matters relating to the operation of ICP services and application for ICP License in Guangdong province, that currently there is no relevant policy or regulation that requires the Group to obtain an ICP License, the Group may be required to obtain the ICP License or other additional licenses or permits in the future if there is a change in interpretation of the PRC laws and regulations. Should the Group fail to obtain or renew the certificates, licenses or accreditations required to operate its businesses in a timely manner or at all, the Group may be subject to fines or penalties and our business may be materially disrupted which could have a material and adverse effect on our financial performance and results of operations.

Response measures: The Group will continue to comply with all the applicable PRC laws, regulatory requirements and guidelines in relation to our business and operations in all material respects. Should there be a change of regulation or governmental policies, the Group will obtain or renew the certificates, licenses or accreditations required to operate its businesses in a timely manner.

Exchange Rate Fluctuation Risk

The Group mainly conducts business in mainland China, and most transactions are settled in RMB, so there is no significant exchange rate risk. The Group currently does not engage in hedging activities designed or intended to manage foreign exchange rate risk. The Group will continue to monitor changes in foreign exchange to protect the Group's cash value as much as possible.

PROSPECTS

A description of the future development in the Group's business is set out in the "Chairman's Statement" and the "Management Discussion and Analysis" section of this annual report.



Directors' Report

EVENTS AFTER DECEMBER 31, 2024

With effect from March 7, 2025, the Company's headquarters and principal place of business in the PRC has been relocated to Room 602, 11 Ruanjian Road, Tianhe District, Guangzhou City, the PRC.

Save for the above, the Directors are not aware of any significant event requiring disclosure that has taken place subsequent to December 31, 2024 and up to the date of this annual report.

DIRECTORS

The Directors during the Reporting Period and up to the date of this annual report were:

Executive Directors:

Mr. Zang Weizhong (*Chairman*)

Mr. Wang Lei (*Vice Chairman*)

Mr. Liu Hui

Independent Non-executive Directors:

Ms. Gu Jianlu

Ms. Gao Yuanyuan

Ms. Gu Ruizhen

Article 84(1) of the Articles of Association provides that at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Article 84(2) of the Articles of Association provides that a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires, and Director appointed by the Board pursuant to article 83(3) of the Articles of Association shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Also, Article 84(2) of the Articles of Association provides that any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment. Accordingly, Mr. Liu Hui and Ms. Gao Yuanyuan, will retire from office by rotation and, being eligible, have offered themselves for re-election at the AGM. No Director proposed for re-election at the AGM has an unexpired service contract or letter of appointment which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.



Directors' Report

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out in the section headed "Profiles of Directors and Senior Management" of this annual report.

DIRECTORS' SERVICE CONTRACTS

Mr. Zang entered into a service contract with the Company on December 20, 2019 commencing from the Listing Date and has been renewed on December 20, 2022. Each of Mr. Wang Lei and Mr. Liu Hui entered into service contracts with the Company on July 7, 2021 commencing on the same day and has been renewed on July 7, 2024. The service contract of each of the executive Directors are for an initial term of three years and until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than three months' prior notice in writing.

Ms. Gu Jianlu signed a letter of appointment with the Company on November 19, 2022, Ms. Gu Ruizhen signed a letter of appointment with the Company on November 4, 2020, which has been renewed on November 4, 2023, and Ms. Gao Yuanyuan signed a letter of appointment with the Company on November 25, 2022. The letter of appointment of Ms. Gu Jianlu, Ms. Gu Ruizhen and Ms. Gao Yuanyuan are for a term of three years. The appointment may be terminated by either party giving to the other not less than one month's prior notice in writing.

None of the Directors have an unexpired letter of appointment which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

CONFIRMATION OF INDEPENDENCE FROM THE INEDs

The Company has received from each of the INEDs a confirmation of their respective independence. Based on the confirmations, the Company considers that the INEDs are in compliance with the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines during the Reporting Period.

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

As at December 31, 2024, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares or debentures of the Company or any of the associated corporations (within the meaning of Part XV of the SFO), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Interests in Shares of the Company

Name of Director	Capacity/Nature of interest	Number of Shares held	Long/ Short position	Approximate percentage of shareholding in the Company ⁽³⁾
Mr. Zang	Beneficial owner	5,312,000	Long position	0.31%
	Interest in controlled corporation ⁽¹⁾ /Interest of a party to an agreement regarding interest in the Company ⁽²⁾	554,808,500	Long position	32.88%

Notes:

- (1) As of December 31, 2024, Lu Jia Technology directly held 407,055,400 Shares. As Lu Jia Technology is wholly and beneficially owned by Mr. Zang, Mr. Zang is deemed to be interested in the Shares held by Lu Jia Technology under the SFO.
- (2) Mr. Zang is a party to the acting in concert deed dated July 25, 2019 entered into by the Controlling Shareholders, pursuant to which, each of Mr. Zang, Lu Jia Technology, Mr. Fan, Invest Profit, Jieming Sanhao LLP, Jieming Sanhao BVI, Qifu Honglian LLP and Qifu Honglian BVI agree to act and vote in concert with each other based on consensus reached among themselves (or the instructions of Mr. Zang when no consensus can be reached) for all operational and other matters at board meetings or shareholders' meetings of each of the Group companies. Mr. Zang is therefore deemed to be interested in the 147,753,100 Shares held by Mr. Fan, Invest Profit, Qifu Honglian LLP, Qifu Honglian BVI, Jieming Sanhao LLP and Jieming Sanhao BVI under the SFO.
- (3) The percentages are calculated on the basis of 1,687,200,675 Shares in issue as of December 31, 2024.



Directors' Report

Interests in Shares of an Associated Corporation

Name of Director	Name of associated corporation	Nature of interest/ capacity	Number of shares held in the associated corporation	Percentage of shareholding
Mr. Zang	Lu Jia Technology ⁽¹⁾	Beneficial owner	50,000	100%

Note:

- (1) As of December 31, 2024, Lu Jia Technology was interested in approximately 33.20% of the total issued share capital of the Company. Therefore, Lu Jia Technology is an associated corporation of the Company for the purpose of the SFO.

Save as disclosed above, as at December 31, 2024, none of the Directors nor the chief executives of the Company has any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code.

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

As at December 31, 2024, the following persons and entities (other than the Directors or chief executives of the Company) have interests or short positions in the shares and underlying shares which are required to be notified to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO; or as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of Part XV of the SFO:

Name of Shareholders	Capacity/Nature of interest	Number of Shares held	Long/ Short position	Approximate percentage of shareholding in the Company ⁽⁸⁾
Lu Jia Technology	Beneficial owner	407,055,400	Long position	24.13%
	Interest of a party to an agreement regarding interest in the Company ⁽¹⁾	153,065,100	Long position	9.07%
Invest Profit	Beneficial owner	61,444,900	Long position	3.64%
	Interest of a party to an agreement regarding interest in the Company ⁽¹⁾	498,675,600	Long position	29.56%



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Name of Shareholders	Capacity/Nature of interest	Number of Shares held	Long/ Short position	Approximate percentage of shareholding in the Company ⁽⁸⁾
Mr. Fan ⁽²⁾	Interest in controlled corporation/Interest of a party to an agreement regarding interest in the Company ⁽¹⁾	560,120,500	Long position	33.20%
Qifu Honglian BVI	Beneficial owner	47,401,200	Long position	2.81%
	Interest of a party to an agreement regarding interest in the Company ⁽¹⁾	512,719,300	Long position	30.39%
Qifu Honglian LLP ⁽³⁾	Interest in controlled corporation/Interest of a party to an agreement regarding interest in the Company ⁽¹⁾	560,120,500	Long position	33.20%
Qifu Private Equity Funds Management Company Limited* (啓賦私募基金有限公司) ⁽³⁾	Interest in controlled corporation	560,120,500	Long position	33.20%
Shanghai Qianfu Investment Management Company Limited* (上海謙賦投資管理有限公司) ⁽³⁾	Interest in controlled corporation	560,120,500	Long position	33.20%
Fu Zhekuan* (傅哲寬) ⁽³⁾	Interest in controlled corporation	560,120,500	Long position	33.20%
Jieming Sanhao BVI	Beneficial owner	38,907,000	Long position	2.31%
	Interest of a party to an agreement regarding interest in the Company ⁽¹⁾	521,213,500	Long position	30.89%
Jieming Sanhao LLP ⁽⁴⁾	Interest in controlled corporation/Interest of a party to an agreement regarding interest in the Company ⁽¹⁾	560,120,500	Long position	33.20%
Guangzhou Shi Jieming Investment Management Limited* (廣州市捷銘投資管理有限公司) ⁽⁴⁾	Interest in controlled corporation	560,120,500	Long position	33.20%



Directors' Report

Name of Shareholders	Capacity/Nature of interest	Number of Shares held	Long/ Short position	Approximate percentage of shareholding in the Company ⁽⁸⁾
Wang Bing* (王冰) ⁽⁴⁾	Interest in controlled corporation	560,120,500	Long position	33.20%
Lin Fangli* (林芳荔) ⁽⁵⁾	Interest of spouse	560,120,500	Long position	33.20%
Ye Hua* (葉華) ⁽⁶⁾	Interest of spouse	560,120,500	Long position	33.20%
Mithaq Capital SPC ⁽⁷⁾	Beneficial owner	295,194,000	Long position	17.50%
Mithaq Capital ⁽⁷⁾	Interest in controlled corporation	295,194,000	Long position	17.50%
Mithaq Global ⁽⁷⁾	Interest in controlled corporation	295,194,000	Long position	17.50%

Notes:

- (1) It is a party to the acting in concert deed dated July 25, 2019 entered into by the Controlling Shareholders pursuant to which each of Mr. Zang, Lu Jia Technology, Mr. Fan, Invest Profit, Jieming Sanhao LLP, Jieming Sanhao BVI, Qifu Honglian LLP and Qifu Honglian BVI agree to act and vote in concert with each other based on consensus reached among themselves (or the instructions of Mr. Zang when no consensus can be reached) for all operational and other matters at board meetings or shareholders' meetings of each of the Group companies.
- (2) As of December 31, 2024, Invest Profit directly held 61,444,900 Shares. Being a party to the acting in concert deed dated July 25, 2019, Invest Profit is deemed to be interested in the Shares held by Mr. Zang, Lu Jia Technology, Qifu Honglian LLP, Qifu Honglian BVI, Jieming Sanhao LLP and Jieming Sanhao BVI. Invest Profit is wholly and beneficially owned by Mr. Fan and therefore Mr. Fan is deemed to be interested in the Shares held by Invest Profit under the SFO.
- (3) As of December 31, 2024, Qifu Honglian BVI directly held 47,401,200 Shares. Being a party to the acting in concert deed dated July 25, 2019, Qifu Honglian BVI is deemed to be interested in the Shares held by Mr. Zang, Lu Jia Technology, Mr. Fan, Invest Profit, Jieming Sanhao LLP and Jieming Sanhao BVI. Qifu Honglian BVI is wholly and beneficially owned by Qifu Honglian LLP. The general partner of Qifu Honglian LLP is Qifu Private Equity Funds Management Company Limited which in turn is owned as to approximately 32.75% by Shanghai Qianfu Investment Management Company Limited and as to approximately 18.28% by Fu Zhekuan, among others. Shanghai Qianfu Investment Management Company Limited is owned as to approximately 81.25% by Fu Zhekuan. Therefore, Qifu Honglian LLP, Qifu Private Equity Funds Management Company Limited, Shanghai Qianfu Investment Management Company Limited and Fu Zhekuan are deemed to be interested in the Shares held by Qifu Honglian BVI under the SFO.
- (4) As of December 31, 2024, Jieming Sanhao BVI directly held 38,907,000 Shares. Being a party to the acting in concert deed dated July 25, 2019, Jieming Sanhao BVI is deemed to be interested in the Shares held by Mr. Zang, Lu Jia Technology, Mr. Fan, Invest Profit, Qifu Honglian LLP and Qifu Honglian BVI. Jieming Sanhao BVI is wholly and beneficially owned by Jieming Sanhao LLP. The general partner of Jieming Sanhao LLP is Guangzhou Shi Jieming Investment Management Limited which in turn is owned as to approximately 74.5% by Wang Bing. Therefore, Jieming Sanhao LLP, Guangzhou Shi Jieming Investment Management Limited and Wang Bing are deemed to be interested in the Shares held by Jieming Sanhao BVI under the SFO.



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- (5) Lin Fangli is the spouse of Fu Zhekuan. Therefore, Lin Fangli is deemed to be interested in the Shares in which Fu Zhekuan is interested or is deemed to be interested under the SFO.
- (6) Ye Hua is the spouse of Wang Bin. Therefore, Ye Hua is deemed to be interested in the Shares in which Wang Bin is interested or is deemed to be interested under the SFO.
- (7) As of December 31, 2024, to the best knowledge of the Directors, Mithaq Capital SPC directly held 295,194,000 Shares. Mithaq Capital SPC was owned as to 46.92% by Mithaq Capital and Mithaq Capital was wholly owned by Mithaq Global. Therefore, Mithaq Capital and Mithaq Global are deemed to be interested in the Shares held by Mithaq Capital SPC under the SFO.
- (8) The percentages are calculated on the basis of 1,687,200,675 Shares in issue as of December 31, 2024.

Save as disclosed above, as of December 31, 2024, no other person or entity (other than the Directors or chief executives of the Company) had an interest or short position in the shares or underlying shares of the Company which are required to be notified to the Company and the Stock Exchange under the provisions of 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.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed "Directors and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or its Associated Corporations" above, at no time during the Reporting Period and up to the date of this annual report was the Company or any of its subsidiaries, a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of the shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.



Directors' Report

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Save for their irrespective interests in the Group, none of the Directors or their irrespective close associates was interested in any business which directly or indirectly competes or is likely to compete with the businesses of the Group from the Listing Date and up to December 31, 2024.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Other than disclosed in the section headed "Related Party Transactions" in Note 30 to the Financial Statements contained in this annual report, no transaction, arrangement or contract of significance to which the Company or any of its subsidiaries was a party and in which a Director or its connected entity (within the meaning of Section 486 of the Companies Ordinance) had a material interest, whether directly or indirectly, and subsisting during the Reporting Period or as of December 31, 2024.

CONTRACT OF SIGNIFICANCE WITH CONTROLLING SHAREHOLDERS

Other than disclosed in the section headed "Related Party Transactions" in Note 30 to the Financial Statements contained in this annual report, no contract of significance was entered into between the Company or any of its subsidiaries and the Controlling Shareholders or any of its subsidiaries during the Reporting Period or subsisted as of December 31, 2024. No contract of significance for the provision of services to the Company or any of its subsidiaries by a Controlling Shareholder or any of its subsidiaries was entered into during the Reporting Period or subsisted as of December 31, 2024.

CONNECTED TRANSACTIONS

The related party transactions disclosed in Note 30 to the Financial Statements contained in this annual report are connected transactions which are fully exempted from the requirements in Chapter 14A of the Listing Rules as they are below the de minimis threshold under Rule 14A.76(1) of the Listing Rules.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Reporting Period.



Directors' Report

DIRECTORS' PERMITTED INDEMNITY PROVISION

Pursuant to article 164 of the Articles of Association and subject to Cayman Islands Companies Law, each Director shall be indemnified and secured harmless, out of the assets and profits of the Company, from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty.

The Company has arranged appropriate directors' liability insurance coverage for the Directors. Such insurance was in force during the year ended December 31, 2024, and remained in force as at the reporting date.

EMOLUMENT POLICY

The Directors and senior management receive remuneration, including basic salaries, housing allowances, other allowances and benefits in kind, contributions to pension plans and discretionary bonus. The Group also reimburses them for expenses which are necessary and reasonably incurred in relation to all business and affairs carried out by the Group from time to time or for providing services to the Group or executing their functions in relation to the Group's business and operations. The Group regularly reviews and determines the remuneration and compensation package of the Directors and senior management, by reference to, among other things, market level of salaries paid by comparable companies, the respective responsibilities and performance of the Directors and senior management.

The Remuneration Committee is responsible for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the abovementioned factors.

After the Listing, the Directors, senior management and other staff may also receive share options to be granted under the Share Option Scheme and Shares to be granted under the Share Award Scheme, as and when the Directors deem appropriate and expedient to do so from time to time.

Details of the emoluments of the Directors, and the five highest paid individuals for the Reporting Period are set out in Note 14 to the Financial Statements.

WAIVE OF DIRECTOR'S EMOLUMENTS

Reference is made to the Company's announcement dated September 20, 2024, Mr. Zang, the chairman of the Board and an executive Director, has undertaken to voluntarily waive any remuneration and bonuses for the period from August 1, 2024 to December 31, 2035, unless the market capitalization of the Company reaches HK\$10 billion, with the undertaking remaining valid until December 31, 2035. During the Reporting Period, Mr. Zang's emoluments amounted to approximately RMB133,000. Details of Mr. Zang's emoluments during the Reporting Period is set out in Note 14 to the Financial Statements.



Directors' Report

RETIREMENT AND EMPLOYEE BENEFITS SCHEME

Details of the retirement and employee benefits scheme of the Company are set out in Note 2 to the Financial Statements.

EQUITY-LINKED AGREEMENT

Save as disclosed in the section headed "Share Schemes", there was no equity-linked agreement entered into by the Company during the Reporting Period.

DEED OF NON-COMPETITION

The Controlling Shareholders, namely Mr. Zang, Lu Jia Technology, Invest Profit, Mr. Fan, Qifu Honglian LLP, Qifu Honglian BVI, Jieming Sanhao LLP and Jieming Sanhao BVI, entered into the deed of non-competition (the "Deed of Non-competition") in favor of the Company (for itself and as trustee for each of its subsidiaries) on December 20, 2019 pursuant to which each of the Controlling Shareholders, irrevocably and unconditionally, has undertaken to and covenanted with the Group that, save and except as disclosed in the Prospectus, he/it will not, and would procure that his/its close associates (except any members of the Group) would not directly or indirectly, either on his/its own or in conjunction with or on behalf of any person, firm, company, partnership or organization among other things, carry on, participate or hold interests in or engage in or acquire or hold (in each case whether as a shareholder, partner, agent or otherwise), any business which is in competition with or likely to be in competition with the Group's business.

Please refer to the Prospectus for details of the Deed of Non-competition.

The Company has received an annual confirmation from the Controlling Shareholders in respect of their compliance with Deed of Non-competition from the Listing Date up to December 31, 2024.

Based on the information and confirmation provided by the Controlling Shareholders, the INEDs have reviewed the implementation of Deed of Non-competition from the Listing Date up to December 31, 2024, and are satisfied that the Controlling Shareholders have complied with the Deed of Non-competition.

MATERIAL LEGAL PROCEEDINGS

For the Reporting Period, to the best knowledge of the Directors, there was no actual or pending legal, arbitration or administrative proceedings that would have a material adverse effect on our business, results of operations, financial condition or reputation, and compliance with applicable laws and regulations.

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

None of the Company or any of its subsidiaries has purchased, sold (including sale of treasury shares, if any) or redeemed any of the Company's listed securities during the Reporting Period.

As at December 31, 2024, the Company did not hold any treasury shares.



Directors' Report

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS AND SIMILAR RIGHTS

No convertible securities, options, warrants and similar rights were issued or granted by the Group during the Reporting Period.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix C3 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Specific enquiries have been made to all the Directors and the Directors have confirmed that they have complied with the Model Code from the Listing Date to December 31, 2024.

The Company's employees, who are likely to be in possession of inside information of the Company, have also been subject to the Model Code for securities transactions. No incident of non-compliance of the Model Code by the Company's employees was noted by the Company from the Listing Date to December 31, 2024.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Group is committed to maintaining a high standard of corporate governance to safeguard the interests of its Shareholders and enhance its value and accountability. The Company has adopted the principles and code provisions as set out in the Corporate Governance Code. During the Reporting Period, the Company had complied with all the mandatory disclosure requirements and the applicable code provisions under the Corporate Governance Code.

The Group will continue to review and monitor its corporate governance practices in order to ensure the compliance with the Corporate Governance Code.

INDEPENDENT AUDITOR

The Consolidated Financial Statements have been audited by the Auditor, Grant Thornton Hong Kong Limited ("Grant Thornton"), certified public accountants.

Grant Thornton will retire at the AGM and, being eligible, offer themselves for re-appointment. A resolution to re-appoint Grant Thornton as the Auditor until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration will be proposed at the AGM.

CHANGE IN THE INDEPENDENT AUDITOR FOR THE PAST THREE YEARS

The Company has appointed Ernst & Young ("E&Y") as the Auditor since the Listing Date. On August 5, 2022, E&Y resigned as the Auditor. On the same date, Grant Thornton was appointed as the Auditor to fill the casual vacancy following the resignation of E&Y. Grant Thornton was re-appointed by the Shareholders at the annual general meeting of the Company held on June 26, 2024.



Directors' Report

CHANGES OF INFORMATION IN RELATION TO THE DIRECTORS AND THE CHIEF EXECUTIVE OFFICER

Save as otherwise disclosed in this annual report, there was no change to the details of the biography of the Directors and the chief executive officer of the Company required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules from the date of the 2024 Interim Report of the Company.

AUDIT COMMITTEE

The Audit Committee has, together with the senior management and the independent auditor of the Company, reviewed the accounting principles and practices adopted by the Company as well as the audited Consolidated Financial Statements.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules as at the date of this annual report.

CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE

The register of members of the Company will be closed from Friday, June 20, 2025 to Wednesday, June 25, 2025 (both days inclusive), during which period no transfer of Shares will be effected. In order to determine the identity of members who are entitled to attend and vote at the AGM to be held on Wednesday, June 25, 2025, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not later than 4:30 p.m., Thursday, June 19, 2025.

By Order of the Board

Zang Weizhong

Chairman of the Board and Executive Director

Guangzhou, the PRC, March 31, 2025



Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES OF THE COMPANY

The Group is committed to achieving high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability.

The Company has adopted and applied the principles as set out in the section headed “Part 2 – Principles of good corporate governance, code provisions and recommended best practices” of the Corporate Governance Code.

The Company was in compliance with all of the mandatory disclosure requirements and the code provisions of the Corporate Governance Code during the Reporting Period and up to the date of this annual report.

Corporate Culture, Value and Strategy

The Group embeds with a strong corporate culture of self-orientation as a solution specialist in the smart tourism industry.

Our core values are:

- Result-orientation
- Efficiency and earnestness
- Collaboration and creativity

Founded in 2013, we have been focusing on two core strategies, namely, (i) Tourists Attractions E-guide; and (ii) All-area-advancing Tourism E-guide.

We strive to the research and development of E-guide software, all-area-advancing tourism E-guide system and other pan-tourism business. Upon intelligent tourism industrial cloud brain established by the Group, the tourism ecosphere sustained by E-guide and Smart Management & Service system has been formed.

In response to the development policies of “Intelligent Tourism” and “All-area-advancing Tourism” launched by the National Tourism Administration, the Group, relying on the industrial ecological platform, proactively cooperate with Tencent and AutoNavi to implement “E-travel in Yunnan” and “Tourist Attractions of the Future” projects respectively. Furthermore, the Group has established profound collaboration with multiple domestic tourism administration, thus exerts substantial effect on service mode of tourism sector and travel styles of tens of millions of tourists. We have thereafter created a much promising application of “Tourism sector + Internet” model in China.

The Board is of the principal role to foster a corporate culture and to guide the conduct and behaviours of the employees, and the Board considers that the corporate culture and the purpose, values and strategy of the Group are aligned.

The Board continuously reviews and updates the Group’s strategies to provide better clarity on direction and business models. In addition, the Group takes active and prompt measures to meet market changes through adjustment of business strategies and control over costs for supporting continuous business development of the Group.



Corporate Governance Report

Compliance with the Model Code

The Company has adopted the Model Code as its own code of conduct regarding Directors' securities transactions. Specific enquiries have been made to all the Directors and the Directors have confirmed that they had complied with the Model Code during the Reporting Period.

The Company's employees, who are likely to be in possession of inside information of the Company, have also been subject to the Model Code for securities transactions. No incident of non-compliance of the Model Code by the Company's employees was noted by the Company during the Reporting Period.

The Board

Responsibilities

The Board is primarily responsible for overseeing and supervising the management of the business affairs and the overall performance of the Group. The Board sets the Group's values and standards and ensures that the requisite financial and human resources support is in place for the Group to achieve its objectives. The functions performed by the Board include but are not limited to formulating the Group's business and investment plans and strategies, deciding all significant financial (including major capital expenditure) and operational issues, developing, monitoring and reviewing the Group's corporate governance practices and all other functions reserved to the Board under the Articles of Association.

All of the Directors have carried out their duties in good faith and in compliance with the standards of applicable laws and regulations, and have acted in the best interests of the Company and its Shareholders at all times.

Delegation of Management Function

The Board may from time to time delegate certain functions to management of the Group if and when considered appropriate. The management is mainly responsible for the execution of the business plans, strategies and policies adopted by the Board and other duties assigned to it from time to time. The delegated functions are periodically reviewed.

The Directors have full access to information of the Group and the management has an obligation to supply the Directors with adequate information in a timely manner to enable the Directors to perform their responsibilities.

Each Director is entitled to seek independent professional advice in appropriate circumstances at the Company's expense.



Corporate Governance Report

Board Composition

The Board comprises the following Directors as at the date of this annual report:

Executive Directors:

Mr. Zang Weizhong (*Chairman*)

Mr. Wang Lei (*Vice Chairman*)

Mr. Liu Hui

INEDs:

Ms. Gu Jianlu

Ms. Gao Yuanyuan

Ms. Gu Ruizhen

During the Reporting Period, Mr. Zang is the chairman of the Board, and Mr. Yuan Ting is the chief executive officer of the Company. The Board had met the requirements of the Listing Rules that it must include at least three INEDs, representing at least one-third of the Board members, and that at least one of the INEDs has appropriate professional qualifications or accounting or related financial management expertise.

The Company has received a confirmation of independence in writing from each of the INEDs pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them to be independent in the Reporting Period.

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

Appointment, Re-election and Removal of Directors

The procedures and process of appointment, re-election and removal of the Directors are laid down in the Articles of Association. The primary duties of the Nomination Committee include, but are not limited to, reviewing the structure, size and composition of the Board, assessing the independence of the INEDs and making recommendations to the Board on matters relating to the appointment of the Directors.



Corporate Governance Report

Each of the executive Directors has entered into a service contract with the Company pursuant to which each of them has agreed to act as an executive Director for an initial term of three years (subject to re-election as and when required under the Articles of Association), until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than three months' prior notice in writing. Each of the INEDs has signed a letter of appointment with the Company and has been appointed for a term of three years (subject to re-election as and when required under the Articles of Association). The appointment may be terminated by either party giving to the other not less than one month's prior notice in writing.

In accordance with the Articles of Association, all of the Directors are subject to retirement by rotation at least once every three years and the Board has power from time to time and at any time to appoint any new Director to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting.

Induction and Continuous Professional Development for Directors

All newly appointed Directors would be provided with necessary induction and information to ensure that they have a proper understanding of the Company's operations and businesses as well as their responsibilities under relevant statutes, laws, rules and regulations. The Company also arranges regular seminars to provide Directors with updates on latest development and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

The Company encourages continuous professional development training for all the Directors to develop and refresh their knowledge and skills and the Directors have been requested to provide the Company with their training records.



Corporate Governance Report

Based on the information provided by the Directors, during the Reporting Period, a summary of training received by the Directors is as below:

Name of Directors	Nature of Continuous Professional Development
Executive Directors:	
Mr. Zang Weizhong (<i>Chairman</i>)	A, B
Mr. Wang Lei (<i>Vice Chairman</i>)	A, B
Mr. Liu Hui	A, B
INEDs:	
Ms. Gu Jianlu	A, B
Ms. Gao Yuanyuan	A, B
Ms. Gu Ruizhen	A, B

Notes:

A: participating in training provided by law firms and/or that are related to the business of the Company.

B: reading materials on various topics, including corporate governance matters, directors' duties and responsibilities, Listing Rules and other relevant laws.

Meeting and Attendance Record of Board Meetings

Number of Meetings and Directors' Attendance

Code provision C.5.1 of the Corporate Governance Code prescribes that at least four regular Board meetings should be held in each year at approximately quarterly intervals with active participation of majority of Directors, either in person or through electronic means of communication.



Corporate Governance Report

During the Reporting Period, 6 Board meetings were held and 1 annual general meeting was convened and the attendance of each Director at the Board meetings and annual general meeting are set out in the table below:

	Attended/ Eligible to attend the Board meetings	Attended/ Eligible to attend the annual general meeting
Name of Directors		
Mr. Zang	6/6	1/1
Mr. Wang Lei	6/6	1/1
Mr. Liu Hui	6/6	1/1
Ms. Gu Jianlu	6/6	1/1
Ms. Gao Yuanyuan	6/6	1/1
Ms. Gu Ruizhen	6/6	1/1

Practices and Conduct of Meetings

Annual meeting schedules and draft agenda of each meeting will be made available to the Directors in advance.

Notices of regular Board meetings will be served to all of the Directors at least 14 days before the meetings. For other Board and committee meetings, reasonable notices were generally given.

Board papers together with all appropriate, complete and reliable information will be sent to all of the Directors at least three days before each Board meeting or committee meeting to enable them to make informed decisions.

Each Director also has separate and independent access to the senior management of the Company whenever necessary.

The senior management of the Company attend all regular Board meetings and where necessary, other Board and committee meetings, to advise on business developments, financial and accounting matters, statutory and regulatory compliance, corporate governance and other major aspects of the Company.



Corporate Governance Report

The Joint Company Secretaries are responsible for keeping minutes of all Board meetings and committee meetings. Draft minutes are normally circulated to the Directors for comment within a reasonable time after each meeting and the final version is open for the Directors' inspection.

The Articles of Association contain provisions requiring the Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

Corporate Governance Function

The Board confirmed that corporate governance is a collective responsibility of the Directors, whose corporate governance functions includes:

- (a) review and monitor the Company's policies and practices in complying with legal and regulatory requirements;
- (b) review and monitor the training and continuous professional development of the Directors and senior management;
- (c) develop, review and monitor the code of conduct and compliance manual applicable to employees and the Directors;
- (d) develop and review the Company's corporate governance and practices, make recommendations and report on related issues to the Board;
- (e) review the Company's compliance with the corporate governance and disclosures in the Corporate Governance Report; and
- (f) review and monitor the Company's compliance with its whistleblowing policy.

The Board's annual review on the corporate governance practice of the Company for the year ended December 31, 2024 has included the above matters.



Corporate Governance Report

Board Committees

The Board has established three committees, namely, the Audit Committee, the Remuneration Committee, and the Nomination Committee, for overseeing particular aspects of the Company's affairs. All of these three committees are established with defined written terms of reference which are available at the website of the Stock Exchange and the Company.

The majority of the members of the Audit Committee, the Remuneration Committee, and the Nomination Committee are INEDs.

The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

Audit Committee

The Company has established the Audit Committee with terms of reference in compliance with Rule 3.21 of the Listing Rules as well as paragraphs C.4 and D.3 of the Corporate Governance Code. The Audit Committee consists of three INEDs, namely Ms. Gu Jianlu, Ms. Gao Yuanyuan and Ms. Gu Ruizhen. The chairlady of the Audit Committee is Ms. Gu Jianlu, who holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules.

The Audit Committee meets at least twice a year pursuant to the terms of reference for the Audit Committee. The primary duties of the Audit Committee include, but are not limited to, assisting the Board by (i) making recommendation to the Board on the appointment, re-appointment and removal of the external auditor; (ii) reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard; (iii) developing and implementing policy on engaging an external auditor to supply non-audit services; (iv) monitoring the integrity of the Company's financial statements, annual reports and accounts, interim reports, if prepared for publication, quarterly reports, and to review significant financial reporting judgements contained in such statements, reports and accounts; (v) reviewing the Company's financial controls, internal control and risk management systems; and (vi) reviewing the Group's financial and accounting policies and practices.

Major works performed by the Audit Committee during the Reporting Period were as follows:

- review the annual results of the Group for 2023;
- review the interim results of the Group for 2024;
- review the report of the auditor regarding audit plan and strategy of the Group;
- review the financial reporting system, compliance procedures, internal control (including internal control of fraudulence risk of the Company and the management and identification of business conflict of substantial shareholder in listed companies), risk management system and procedures and re-appointment of external auditors. The Board did not deviate from any recommendations made by the Audit Committee regarding the selection, appointment, retirement or removal of external auditors; and
- review the Group's anti-corruption policy and whistle-blowing policy.



Corporate Governance Report

During the Reporting Period, the Audit Committee held 2 meetings and the attendance record of the Audit Committee members is set out in the table below:

Name of Audit Committee Members	Attendance/ number of meetings held
Ms. Gu Jianlu (<i>Chairlady</i>)	2/2
Ms. Gao Yuanyuan	2/2
Ms. Gu Ruizhen	2/2

The Company's annual results for the Reporting Period have been reviewed by the Audit Committee on March 31, 2025. The Audit Committee considers that the annual financial results for the Reporting Period are in compliance with the relevant accounting standards, rules and regulations and appropriate disclosures have been duly made.

Remuneration Committee

The Company has established the Remuneration Committee with terms of reference in compliance with paragraphs C.4 and E.1 of the Corporate Governance Code. The Remuneration Committee consists of two INEDs, namely Ms. Gu Jianlu and Ms. Gu Ruizhen, as well as an executive Director, namely Mr. Zang. Ms. Gu Jianlu serves as the chairlady of the Remuneration Committee.

The Remuneration Committee meets at least once a year pursuant to the terms of reference for the Remuneration Committee. The primary duties of the Remuneration Committee include, but are not limited to, the following: (i) make recommendations to the Board on the Company's policy and structure for remuneration of all the Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy; (ii) make recommendations to the Board in relation to the remuneration of members of the Board who are non-executive Directors; (iii) consult with the chairman of the Remuneration Committee and/or the chief executive officer of the Company and, where deemed appropriate, senior management members about the Remuneration Committee's proposals relating to, and have the delegated responsibility to determine, the specific remuneration packages for the employment of all members of the Board who are executive directors and all senior management members; (iv) review and approve senior management's remuneration proposals with reference to the Board corporate goals and objectives; (v) review and approve compensation arrangements relating to dismissal or removal of members of the Board and senior management members; and (vi) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.



Corporate Governance Report

Major works performed by the Remuneration Committee during the Reporting Period were as follows:

- make recommendations to the Board on the Company's remuneration policy (including the policy for the remuneration of the executive Directors);
- approve the voluntary waiver of any remuneration and bonuses for the period from August 1, 2024 to December 31, 2025 by Mr. Zang;
- assess the performance of members of the Board (including the executive Directors);
- consider and approve the terms of Directors' service contracts/letters of appointment;
- review and approve senior management's remuneration proposals with reference to the Board's corporate goals and objectives; and
- review the Share Option Scheme and Share Award Scheme.

During the Reporting Period, the Remuneration Committee held 1 meeting and the attendance record of the Remuneration Committee members is set out in the table below:

Name of Remuneration Committee Members	Attendance/ number of meeting held
Ms. Gu Jianlu (<i>Chairlady</i>)	1/1
Mr. Zang	1/1
Ms. Gu Ruizhen	1/1

Details of the Directors' remuneration are set out in Note 14 to the Financial Statements. In addition, the remuneration payable to the senior management of the Company (who are not the Directors) by band for the Reporting Period are set out in the section headed "Corporate Governance Report – Remuneration of Senior Management" of this annual report.

Nomination Committee

The Company has established the Nomination Committee with terms of reference in compliance with paragraphs C.4 and B.3 of the Corporate Governance Code. The Nomination Committee consists of three INEDs, namely Ms. Gao Yuanyuan, Ms. Gu Jianlu and Ms. Gu Ruizhen. Ms. Gao Yuanyuan serves as the chairlady of the Nomination Committee.



Corporate Governance Report

The Nomination Committee meets at least once a year pursuant to the terms of reference for the Nomination Committee. The primary duties of the Nomination Committee include, but are not limited to, (i) review the structure, size and composition of the Board, (ii) identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships; (iii) assess the independence of the INEDs; (iv) make recommendations to the Board on the appointment or re-appointment of Directors; and (v) determine the policy, procedures and criteria for the nomination of Directors with due regard for the benefits of diversity on the Board.

Major works performed by the Nomination Committee during the Reporting Period were as follows:

- review the structure, size and composition (including skills, diversity, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- assess the independence of INEDs;
- make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the vice chairman and the chief executive officer; and
- considered the renewal of service contracts/letter of appointment of Directors.

During the Reporting Period, the Nomination Committee held 1 meeting and the attendance record of the Nomination Committee members is set out in the table below:

Name of Nomination Committee Members	Attendance/ number of meeting held
Ms. Gao Yuanyuan (<i>Chairlady</i>)	1/1
Ms. Gu Ruizhen	1/1
Ms. Gu Jianlu	1/1

Nomination Policy

Objectives

The key objective of the Group's nomination policy is to identify and evaluate a candidate for nomination to (i) the Board for appointment; and (ii) the Shareholders for election, as a Director.

Nomination Criteria

The Nomination Committee shall consider a number of factors in making nominations, including but not limited to the following:

- (a) **Skills and Experience:** The candidate should possess the skills, knowledge and experience which are relevant to the operations of the Company and its subsidiaries.



Corporate Governance Report

- (b) Diversity: Candidates should be considered on merit and against objective criteria, with due regard to the diversity perspectives set out in the Board diversity policy of the Company and the balance of skills and experience in Board composition.
- (c) Commitment: The candidate should be able to devote sufficient time to attend Board meetings and participate in induction, trainings and other board-associated activities. In particular, if the proposed candidate will be nominated as an INED and will be holding his/her seventh (or more) listed company directorship, the Nomination Committee should consider the reason given by the candidate for being able to devote sufficient time to the Board.
- (d) Standing: The candidate must satisfy the Board and the Stock Exchange of that he/she has the character, experience and integrity, and is able to demonstrate a standard of competence commensurate with the relevant position as a Director.
- (e) Independence: The candidate to be nominated as an INED must satisfy the independence criteria set out in Rule 3.13 of the Listing Rules.

Nomination Procedures

If the Nomination Committee determines that an additional or replacement director is required, the Nomination Committee may take such measures that it considers appropriate in connection with its identification and evaluation of a candidate. The Nomination Committee may propose to the Board a candidate recommended or offered for nomination by a Shareholder as a nominee for election to the Board. On making recommendation, the Nomination Committee may submit the candidate's personal profile to the Board for consideration. The Board may appoint the candidate(s) as Director(s) to fill a casual vacancy(ies) or as an addition to the Board and recommend such candidate to Shareholders for election or re-election (where appropriate) at a general meeting of Shareholders.

Board Diversity Policy

The Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. Therefore, the Company has adopted a Board diversity policy to ensure that the Company will, when determining the composition of the Board, consider Board diversity in terms of, among other things, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All appointments by the Board will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The selection of candidates will be based on a series of diversity scopes, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be made according to the merits of candidates and their contribution to the Board.



Corporate Governance Report

As at the date of this annual report, the Board comprises six Directors. Three of them are INEDs, thereby promoting critical review and control of the management process. The Board with a total of three female Directors is also characterised by significant diversity, whether considered in terms of gender, age, educational background, professional experience, skills, knowledge and length of service. The Company has achieved gender diversity in respect of the Board.

For the purpose of implementation of the Board diversity policy, the following measurable objectives were adopted:

1. Independence: The Board should consist of both executive and non-executive members, including INEDs, in order to maintain balance and independence. The INEDs should be of high caliber and have sufficient stature for their opinions to carry weight.
2. Skills and experience: The Board is composed of a group of Directors who possess a balance of skills that are appropriate for the requirements of the Company's business. The Directors have a range of backgrounds in finance, academia, and management, which, when taken together, provide the Company with considerable experience in a variety of activities.
3. Gender equality:

	Measurable objectives	Progress
1.	The Board has at least one Director of a different gender	As of December 31, 2024, the Board comprised three male Directors and three female Directors, the objective has been achieved.
2.	Consider the appointment of new Director(s) from a wide range of candidates (including backgrounds, skills, experience and perspectives that would complement the existing Board) and prioritize enhancement of gender diversity	The Company will continue to look for diverse and suitable candidates for recommendation and appointment as Director(s).
3.	Review annually on the composition and structure of the Board as well as Board diversity	Achieved in FY2024. The evaluation process includes an assessment of Board diversity and objective consideration of the Board's composition and performance.
4.	Establish a pipeline of potential Director successors to achieve gender diversity	Achieved in FY2024. The Board will seize the opportunity to increase the proportion of female members over time when selecting suitable Director candidates and making recommendations accordingly. The Company will also continue to promote gender diversity when recruiting mid-level and senior employees, and reserve a group of female executives and potential Director successors for the future.



Corporate Governance Report

Apart from the above objectives, the Board diversity policy has complied with the following objectives with the Listing Rules:

1. Rules 3.10(1): at least three of the members of the Board shall be INEDs;
2. Rules 3.10(2): at least one of the members of the Board shall have obtained appropriate professional qualifications or accounting or related financial management expertise; and
3. Rules 3.10A: at least one-third of the members of the Board shall be INEDs.

The Board has achieved the measurable objectives in the Board diversity policy and complied with Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules.

Workforce Diversity

There are no mitigating factors or circumstances which make achieving gender diversity across the workforce (including senior management) more challenging or less relevant. As at the end of the Reporting Period, there were three senior management positions having no female senior management. Female Employees accounted for 60% of the Company's workforce, while male Employees accounted for 40%. The Company strives to achieve Employee diversity, with gender diversity being considered in staff recruitment. The Company expects that the gender ratio of all Employees will be maintained at more or less the current level in the medium term. The Company is committed to promoting gender diversity at all levels, including the Board and senior management levels, and developing a pipeline of female senior management and potential successors to the Board. The Company will continue to promote gender diversity when recruiting mid-level and senior Employees and reserve a group of female executives and potential Director successors for the future.

Mechanisms to Ensure Independent Views

The Board currently has three INEDs who have years of experience in accounting and finance, investment management, and enterprise management and development. The INEDs are able to provide independent and appropriate opinions to the Board so as to ensure that the Board can obtain independent views and opinions that it requires when exercising its powers and making major decisions. The Company makes certain that the Board has access to independent views and input through the mechanisms listed below:

1. The Nomination Committee should review the Board composition and the independence of the INEDs annually, in particular the proportion of the INEDs and the independence of the INEDs who have served for more than nine years.
2. A written confirmation was received by the Company under Rule 3.13 of the Listing Rules from each of the INEDs in relation to his/her independence to the Company. The Company considers all its INEDs to be independent.



Corporate Governance Report

3. In view of good corporate governance practices and to avoid conflict of interests, the Directors who are also directors and/or senior management of the Controlling Shareholders and/or certain subsidiaries of the controlling shareholders, would abstain from voting in the relevant Board resolutions in relation to the transactions with the Controlling Shareholders and/or its associates.
4. The chairman of the Board shall meet with the INEDs at least once annually.
5. All members of the Board can seek independent professional advice when necessary to perform their responsibilities in accordance with the Company's policy.

The mechanisms to ensure independent views are reviewed by the Board for ensuring independent views and input are available to the Board on an annual basis, whether in terms of proportion, recruitment and independence of INEDs, and their contribution and access to external independent professional advice. During the Reporting Period, the three INEDs attended Board meetings regularly and actively participated in the decision-making process of the Board, and provided independent views and opinions to the Board when it performed its duties. In view of the above, and after review, the Board believes that its mechanism for obtaining independent opinions has been fully implemented and continues to be effective.

Remuneration of Senior Management

According to Code Provision E.1.5 of the Corporate Governance Code, details of the annual remuneration of the senior management of the Company for the Reporting Period are as follow:

Remuneration band	Number of individual
0 to HK\$1,000,000	3

Directors' Responsibilities for Financial Reporting

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the Reporting Period.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, inside information announcements and other financial disclosures required by the Listing Rules and other regulatory requirements.

The senior management of the Company has provided such explanation and information to the Board as necessary to enable the Board to carry out an informed assessment of the financial information and position of the Company in order to put forward such information to the Board for approval.



Corporate Governance Report

Independent Auditor and its Remuneration

The statement of the independent auditor of the Company about their reporting responsibilities for the financial statements is set out under the section headed “Independent Auditor’s Report” in this annual report.

The independent auditor of the Company will be invited to attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditor’s report and auditor’s independence.

During the Reporting Period, the remuneration paid/payable to the independent auditor of the Company for the provision of audit services and non-audit services are as below:

Type of services	2024 (RMB'000)	2023 (RMB'000)
Audit services	2,050	2,050
Non-audit services	–	–
Total	2,050	2,050

Risk Management and Internal Controls

The Board is responsible for the establishment and maintenance of sound and effective risk management and internal control systems (including those relating to Environmental, Social and Governance risk, performance and reporting) that are in line with the strategic objective of the Group. The Group established risk management and internal control systems to protect the interests of the Group and the Shareholders, ensure the Group is in compliance with relevant laws and regulations, effectively identify and manage significant risks in achieving its strategic objectives, protect the safety of the Group’s assets, and ensure the maintenance of proper compliance accounting records and financial reports.

The executive Directors, with the coordination of the management of the Group, strive to develop, implement and maintain an internal control and risk management system by conducting on-going business reviews; evaluating significant risks faced by the Group; formulating appropriate policies, programs and authorization criteria; conducting business variance analyses of actual result versus business plan; undertaking critical path analyses to identify the impediments in attaining the corporate goals and initiating corrective measures; following up on isolated cases; identifying inherent deficiencies in the internal control system; and making timely remedies and adjustments to avoid recurrence of problems.



Corporate Governance Report

The Board confirms that it is responsible for the Group's risk management and internal control systems and is responsible for reviewing the effectiveness of these systems. These systems are designed to manage rather than eliminate the risk of failure to achieve the Group's business objectives and the Board can only provide reasonable but not absolute assurance against material misstatement or loss. The Board has entrusted the Audit Committee with the responsibility to oversee the risk management and internal control systems of the Group on an on-going basis and to review the effectiveness of the systems annually. The review covered all material controls, including financial, operational and compliance controls.

Under the Company's risk management and internal control structure, the Board is responsible for the design, implementation and maintenance of risk management and internal control systems (including those relating to Environmental, Social and Governance risk, performance and reporting) to ensure, amongst others, (i) appropriate policies and control procedures have been designed and established to safeguard the Group's assets against improper use or disposal; (ii) relevant laws, rules and regulations are adhered to and complied with; and (iii) reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements.

The main features of risk management and internal control structure of the Company are as follows:

- heads of major operation units or departments manage risks through identification and mitigating risks identified in accordance with the internal guidelines approved by the Board and the Audit Committee; and
- the management ensures appropriate actions are taken on major risks affecting the Group's businesses and operations.

The internal audit function of the Company monitors the internal governance of the Company and provides independent assurances as to the adequacy and effectiveness of the Company's risk management and internal control systems. The senior executive in charge of the internal audit function reports directly to the Audit Committee. The internal audit reports on control effectiveness are to be submitted to the Audit Committee in line with agreed audit plan approved by the Board. The senior executives in charge of the internal audit function attend meetings of the Audit Committee to explain the internal audit findings and responded to queries from members of the Audit Committee.

The Company has maintained internal guidelines for ensuring that inside information is disseminated to the public in an equal and timely manner in accordance with the applicable laws and regulations. Senior executives of the investor relations, corporate affairs and financial control functions of the Group are delegated with responsibilities to control and monitor the proper procedures to be observed on the disclosure of inside information. Access to inside information is at all times confined to relevant senior executives and confined on "need-to-know" basis. Relevant personnel and other professional parties involved are reminded to preserve confidentiality of the inside information until it is publicly disclosed. Other procedures such as pre-clearance on dealing in the Company's securities by Directors and designated members of the management, notification of regular blackout period and securities dealing restrictions to Directors and Employees, and identification of project by code name have also been implemented by the Company to guard against possible mishandling of inside information within the Group.



Corporate Governance Report

The Company has adopted arrangement to facilitate Employees and other stakeholders to raise concerns, in confidence, about possible improprieties in financial reporting, internal control or other matters. The Audit Committee reviews such arrangement regularly and ensures that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action.

During the Reporting Period, the Company has adopted various measures to ensure the effective implementation of the internal control system, including through the half yearly review of the Group's internal control system and provision of guidance in respect of the internal control policies, responsibilities and duties of the Directors and management under the Listing Rules and other applicable laws and regulations for the Directors, senior management and Employees. The Board had reviewed the risk management and internal control systems (including those relating to Environmental, Social and Governance risk, performance and reporting) of the Group twice during the Reporting Period and considered them effective and adequate.

On the basis of the aforesaid, the Company is not aware of any significant issues that would have an adverse impact on the effectiveness and adequacy of the risk management and internal control of the Company.

The Board believes that, in the absence of any evidence to the contrary, the system of internal controls maintained by the Group provides reasonable assurance against material financial misstatements or loss, and includes the safeguarding of assets, the maintenance of proper accounting records, the reliability of financial information, compliance with appropriate legislation, regulation and best practice, and the identification and containment of business risks.

Policy on Communication with Shareholders and Investors

The Company considers that effective communication with the Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company also recognizes the importance of transparency and timely disclosure of corporate information, which will enable the Shareholders and investors to make the best investment decisions.

The Company's Shareholders communication policy aims to maintain continuous, timely and effective communication with Shareholders (including potential investors and analysts where appropriate) to ensure that these stakeholders can obtain timely, consistent and comprehensive information about the Company when appropriate. The applicable channels include (1) disclosure through the Company's financial reports (i.e. annual report and interim report); (2) announcements, circulars and other regulatory disclosure information submitted to the Stock Exchange in accordance with the continuous disclosure requirements under the Listing Rules, which will also be immediately published on the website of the Stock Exchange; (3) the general meetings of the Company; and (4) other communication activities with investment markets, including roadshows, industry forums, etc.

The general meetings of the Company are expected to provide a forum for communication between the Board and the Shareholders. The chairman of the Board as well as chairmen of the Audit Committee, the Remuneration Committee, and the Nomination Committee and, in their absence, other members of the respective committees will be available to answer questions at the general meetings. The chairman of a meeting will provide the detailed procedures for conducting a poll and answer any questions from the Shareholders on voting by poll.



Corporate Governance Report

To promote effective communication, the Company maintains a website at www.lvji.cn, where information and updates on the Company's business developments and operations, financial information, corporate governance practices and other information are available for public access.

The Board reviewed the Shareholder communication policy of the Company in 2024 and confirmed that it has included channels for the Shareholders to communicate their views on various matters affecting the Company and that the Company has taken appropriate and sufficient steps to solicit and understand the views of the Shareholders and stakeholders, and the Board considered that the policy was appropriately implemented and remained effective during the Reporting Period.

Investor Relations Contacts

The Company values feedback from Shareholders, investors and the public. Enquiries and proposals are welcome and can be put to the Company via the following means:

By phone: +86 18902467488

By post: Room 602, 11 Ruanjian Road, Tianhe District, Guangzhou City, the PRC

By email: zhaoyong@lvjitec.com

Shareholders' Rights

To safeguard the Shareholders' interests and rights, separate resolutions are proposed at general meetings on each substantial issue, including the re-election of individual Directors. Meanwhile, the procedures for the Shareholders to (i) convene an extraordinary general meeting; (ii) put forward proposals at general meetings; and (iii) direct their enquiries to the Board are available.

In accordance with Article 66(1) of the Articles of Association, all resolutions put forward at a general meeting will be taken by poll save that the chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.

In addition, the poll results will be posted on the websites of the Company and the Stock Exchange after the relevant general meeting.



Corporate Governance Report

Convening an Extraordinary General Meeting by Shareholders

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

According to Article 59 of the Articles of Association, any extraordinary general meeting shall be called by not less than fourteen (14) days in writing. Subject to the requirement under the Listing Rules, the notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business to be considered at the meeting. Notice of every general meeting shall be given to all Shareholders other than to such Shareholders as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Shareholder and to each of the Directors and the Auditors.

Putting Forward Proposals at General Meetings

There is no single provision in the Articles of Association or the Cayman Islands Companies Law for the Shareholders to put forward proposals at general meetings. The Shareholders who wish to propose a resolution may request the Company to convene a general meeting in accordance with the procedures set out in the preceding paragraph.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board, the Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries. Shareholders may send their enquiries, concerns or requests to the Company at 31/F., 148 Electric Road, North Point, Hong Kong.

For the avoidance of doubt, the Shareholders 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 Shareholders may be disclosed as required by law.



Corporate Governance Report

Joint Company Secretaries

Mr. Chu Wing Tim Benedict and Ms. Lam Yin Ling were nominated by Boardroom to act as the Joint Company Secretaries and Boardroom has been providing certain corporate secretarial services to the Company pursuant to an engagement letter entered into between the Company and Boardroom.

The primary person at the Company with whom Mr. Chu Wing Tim Benedict and Ms. Lam Yin Ling have been contacting in respect of company secretarial matters is Mr. Zhao Yong, the financial controller.

Mr. Chu Wing Tim Benedict and Ms. Lam Yin Ling had complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules during the Reporting Period.

Going Concern

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximizing the return to the Shareholders through the optimization of the debt and equity balance.

There are no material uncertainties relating to events or conditions that may cast significant doubt upon the Company's liability to continue as a going concern.

Constitutional Documents

There was no change in the memorandum and articles of association of the Company (the "M&A") during the Reporting Period. The latest version of the M&A is available on the websites of the Company and the Stock Exchange.



Independent auditor's report



Grant Thornton
致同

To the members of Lvji Technology Holdings Inc.
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Lvji Technology Holdings Inc. (the “Company”) and its subsidiaries (together, the “Group”) set out on pages 80 to 153, which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss, the consolidated statement of 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 material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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



Independent auditor's report (Cont'd)

KEY AUDIT MATTERS (Cont'd)

Revenue recognition

Refer to notes 2.11, 4.1 and 6 to the consolidated financial statements

The Key Audit Matter	How the matter was addressed in our audit
<p>Revenue mainly comprised income from the sale of online tour guides through online travel agencies (the "OTAs") and Lvji APP, sale of online tour guides to travel agencies, and sale of customised content.</p> <p>During the year, the Group generated revenue mainly from the sale of online tour guides through OTAs, which amounted to RMB485,922,000 and accounted for approximately 92.5% of the Group's total revenue.</p> <p>The Group sells the online tour guides to end users through OTAs. End users will fully pay the OTAs before the online tour guides are activated. OTAs are entitled to withhold and deduct prescribed fixed percentages of the gross proceeds collected from the end users as their service fees and remit the remaining amounts to the Group. Accordingly, the Group records the payments collected from end users as revenue on a gross basis and concession fees retained by OTAs are recognised in cost of sales.</p> <p>We have identified revenue recognition as a key audit matter because of the significant amount and volume of transactions, the involvement of intermediaries and the risk of overstatement of revenue.</p>	<p>Our audit procedures in relation to revenue recognition included:</p> <ul style="list-style-type: none"> – obtaining an understanding of the basis of revenue recognition and the overall transaction process adopted by management in relation to revenue recognition; – performing analytical procedures on the trend of revenue recognised to identify for any abnormalities; – performing test of control on a sampling basis to verify that the control policies are being properly applied; – performing substantive testing on a sampling basis and cut-off tests to verify that revenue recognition criteria are being properly applied, by reviewing and checking the relevant supporting documentation, including the contracts, monthly reconciliation records and invoices in relation to sale of online tour guides and customised content; – obtaining confirmations from key OTAs to verify the occurrence of revenue; and – checking the adequacy of disclosures related to revenue.



Independent auditor's report (Cont'd)

KEY AUDIT MATTERS (Cont'd)

<i>Impairment assessment of intangible assets</i>	
Refer to notes 2.5, 2.14, 4.2 and 16 to the consolidated financial statements	
The Key Audit Matter	How the matter was addressed in our audit
<p>As at 31 December 2024, the carrying value of intangible assets amounted to approximately RMB973,345,000. Intangible assets with finite useful lives are reviewed to determine whether there are any indications of impairment at the end of each reporting period. An impairment test for the intangible assets with finite useful lives is required if there are such indications. The impairment test is based on the value-in-use calculation of each of the cash-generating units.</p> <p>We identified the impairment assessment of intangible assets as a key audit matter due to management's assessment process was complex and significant judgement was involved, including the degree of subjectivity of expected future cash flow forecasts and the discount rate applied.</p>	<p>Our audit procedures to assess the impairment assessment of intangible assets included:</p> <ul style="list-style-type: none"> – evaluating the reasonableness of management judgments in determining the cash-generating units ("CGUs") of the business, which the Group has determined to be the individual copyrights for the purpose of impairment assessment; – obtaining and inspecting the valuation report prepared by the independent external valuer engaged by management, assessing the reasonableness of valuation methodology used by management in its preparation of the discounted cash flows with reference to the requirements of the prevailing accounting standard; assessing the reasonableness of the key assumptions used by management in the discounted cash flow projections of each CGU such as the expected growth rate by making reference to the market information about the future development of the tourism industry; – evaluating the objectivity, competitiveness and capability of the external valuer engaged by management; and – checking the adequacy of disclosures related to intangible assets.



Independent auditor's report (Cont'd)

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information in the 2024 annual report of the Company, but does not include 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 HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors are assisted by the Audit Committee are responsible for overseeing the Group's financial reporting process.

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

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

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



Independent auditor's report (Cont'd)

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

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional skepticism 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.
- plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes 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.

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

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

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

Grant Thornton Hong Kong Limited

Certified Public Accountants

11th Floor, Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong SAR

31 March 2025

Han Pui Yu

Practising Certificate No.: P07101



Consolidated Statement of Profit or Loss

For the year ended 31 December 2024

	Notes	2024 RMB'000	2023 RMB'000
Revenue	6	525,187	585,395
Cost of sales		(360,260)	(362,083)
Gross profit		164,927	223,312
Other income and gains, net	7	3,310	8,610
Selling and distribution expenses		(13,734)	(15,296)
Administrative expenses		(25,575)	(24,594)
Provision for expected credit loss ("ECL") allowance of trade receivables, deposits and other receivables		(3,323)	(10,293)
Other expenses		(333)	(34)
Finance costs	8	(2,300)	(318)
Profit before tax	9	122,972	181,387
Income tax expense	10	(41,121)	(36,220)
Profit for the year		81,851	145,167
Profit for the year attributable to:			
Owners of the Company		81,851	145,167
Earnings per share attributable to owners of the Company			
Basic and diluted (RMB cents)	12	4.99	9.20

The notes on pages 86 to 153 are an integral part of these consolidated financial statements. Details of dividends proposed for the year are set out in note 11.

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2024

	2024 RMB'000	2023 RMB'000
Profit for the year	81,851	145,167
Other comprehensive income/(expense)		
<i>Items that will be reclassified subsequently to profit or loss</i>		
Exchange differences on translation of financial statements	539	(1,371)
Other comprehensive income/(expense) for the year	539	(1,371)
Total comprehensive income for the year	82,390	143,796
Total comprehensive income attributable to:		
Owners of the Company	82,390	143,796

The notes on pages 86 to 153 are an integral part of these consolidated financial statements. Details of dividends proposed for the year are set out in note 11.



Consolidated Statement of Financial Position

As at 31 December 2024

	Notes	2024 RMB'000	2023 RMB'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	15	17	121
Intangible assets	16	973,345	677,961
Right-of-use assets	17(a)	3,797	5,076
Prepayments, deposits and other receivables	20	44,150	148,200
		1,021,309	831,358
Current assets			
Trade receivables	19	42,341	54,623
Prepayments, deposits and other receivables	20	13,153	24,625
Amounts due from related parties	30(b)	3,333	2,395
Pledged bank deposits	21	200	200
Cash and cash equivalents	21	219,537	125,117
		278,564	206,960
Current liabilities			
Trade payables	22	14,339	1,530
Other payables and accruals	23	47,760	31,114
Contract liabilities	24	796	1,368
Amounts due to related parties	30(b)	306	1,364
Lease liabilities	17(b)	1,784	2,288
Borrowings	25	92,172	–
Tax payable		123,531	82,410
		280,688	120,074
Net current (liabilities)/assets		(2,124)	86,886
Total assets less current liabilities		1,019,185	918,244
Non-current liabilities			
Lease liabilities	17(b)	2,013	3,029
Convertible bonds	26(a)	5,264	–
Derivative financial instruments	26(b)	2,666	–
		9,943	3,029
Net assets		1,009,242	915,215
EQUITY			
Share capital	27	113,675	111,145
Reserves	28	895,567	804,070
Total equity		1,009,242	915,215

Zang Wei Zhong
Director

Wang Lei
Director

The notes on pages 86 to 153 are an integral part of these consolidated financial statements.



Consolidated Statement of Changes in Equity

For the year ended 31 December 2024

	Attributable to owners of the parent						
	Share capital RMB'000 (Note 27)	Share Premium* RMB'000	Merger Reserve* RMB'000 (Note 28)	Statutory Reserve* RMB'000 (Note 28)	Accumulated losses* RMB'000	Exchange Reserve* RMB'000	Total equity RMB'000
Balance at 1 January 2023	105,699	545,485	374,376	36,523	(360,106)	(125)	701,852
Profit and total comprehensive income for the year	-	-	-	-	145,167	(1,371)	143,796
Issuance of shares under general mandate (Note 27 (iii))	5,446	64,121	-	-	-	-	69,567
Appropriation of statutory reserve	-	-	-	16,006	(16,006)	-	-
Balance at 31 December 2023 and 1 January 2024	111,145	609,606	374,376	52,529	(230,945)	(1,496)	915,215
Profit and total comprehensive income for the year	-	-	-	-	81,851	539	82,390
Issue of shares under general mandate (Note 27 (i))	2,530	12,016	-	-	-	-	14,546
Share issue expenses	-	(2,909)	-	-	-	-	(2,909)
Appropriation of statutory reserve	-	-	-	2,378	(2,378)	-	-
Balance at 31 December 2024	113,675	618,713	374,376	54,907	(151,472)	(957)	1,009,242

* These reserve accounts comprise the consolidated reserves of RMB895,567,000 (2023: RMB804,070,000) in the consolidated statement of financial position.

The notes on pages 86 to 153 are an integral part of these consolidated financial statements.



Consolidated Statement of Cash Flows

For the year ended 31 December 2024

	Notes	2024 RMB'000	2023 RMB'000
Cash flows from operating activities			
Profit before tax		122,972	181,387
Adjustments for:			
Finance costs	8	2,300	318
Interest income	7	(312)	(4,580)
Foreign exchange loss/(gains), net		531	(1,597)
Provision for ECL allowance of trade receivables	19	1,810	2,516
Provision for ECL allowance of deposits and other receivables	20	1,513	7,777
Depreciation of property, plant and equipment	15	104	478
Depreciation of right-of-use asset	17(a)	2,293	2,277
Amortisation of intangible assets	16	113,925	68,596
Amortisation of deferred day-one loss	26(a)	331	–
Gain on lease modification	7	(298)	–
Fair value gain on embedded derivative component of convertible bonds	7	(246)	–
Operating cash flows before working capital changes		244,923	257,172
Decrease/(Increase) in trade receivables		10,472	(28,229)
Decrease in prepayments, deposits and other receivables		9,959	19,306
Increase in amounts due from related parties		(938)	(21)
(Decrease)/Increase in amounts due to related parties		(1,058)	319
Increase/(Decrease) in trade payables		12,809	(3,776)
Increase in other payables and accruals		16,646	11,344
Decrease in contract liabilities		(572)	(1,282)
Decrease in pledged bank deposits		–	300
Cash generated from operations		292,241	255,133
Income tax refund		–	95
<i>Net cash from operating activities</i>		292,241	255,228



Consolidated Statement of Cash Flows (Cont'd)

For the year ended 31 December 2024

	Notes	2024 RMB'000	2023 RMB'000
Cash flows used in investing activities			
Refund/(Additions) to refundable investment deposits		148,200	(148,200)
Additions to investment prepayment		(44,150)	–
Additions to intangible assets		(409,309)	(374,348)
Interest received		312	4,580
<i>Net cash used in investing activities</i>		(304,947)	(517,968)
Cash flows from financing activities			
Proceeds from issue of shares under general mandate	27(i)	14,546	69,567
Share issue expenses		(2,909)	–
Proceeds from issuance of convertible bonds, net of cost		7,439	–
Proceeds from new borrowings		95,560	–
Repayment of borrowings		(5,082)	–
Payment of lease liabilities		(2,436)	(2,340)
<i>Net cash generated from financing activities</i>		107,118	67,227
Net increase/(decrease) in cash and cash equivalents			
Cash and cash equivalents at 1 January		125,117	320,404
Effect of foreign exchange rate changes, net		8	226
Cash and cash equivalents at 31 December	21	219,537	125,117

The notes on pages 86 to 153 are an integral part of these consolidated financial statements.



Notes to the Financial Statements

December 31, 2024

1. CORPORATE INFORMATION

Lvji Technology Holdings Inc. (the “Company”) is a limited liability company incorporated in the Cayman Islands on 7 November 2018. The address of registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 17 January 2020.

The Company is an investment holding company and its subsidiaries are principally engaged in the business of providing online tour guides in the People’s Republic of China (the “PRC”). In the opinion of the directors of the Company, the ultimate controlling shareholder and the Chairman of the Group is Mr. Zang Weizhong (“Mr. Zang”).

The consolidated financial statements for the year ended 31 December 2024 were approved for issue by the board of directors on 31 March 2025.

Information about subsidiaries

Particulars of the principal subsidiaries at 31 December 2024 and 2023 are as follows:

Name of the Company	Place/ Country of incorporation/ operation and business	Type of legal entity	Class of shares/ registered capital	Nominal value of issued ordinary/ registered share capital	Percentage of ownership interests held the Company		Principal activities
					2024	2023	
Zhonghexin Technology Holdings Limited	British Virgin Islands	Limited liability company	Ordinary	–	100%	100%	Investment holding
Zitop Technology Holdings Limited	Hong Kong	Limited liability company	Ordinary	HK\$10,000	100%**	100%**	Investment holding
Guangzhou Zhixin Information Consulting Co., Ltd.* 廣州智鑫信息諮詢有限公司 (i)	The PRC	Limited liability company	Registered	RMB300,000,000	100%**	100%**	Investment holding
Lvji Technology Group Co., Ltd. (“Lvji Technology Group”)* 驢跡科技集團有限公司 (ii)	The PRC	Limited liability company	Registered	RMB128,272,396	100%**	100%**	Sale of online tour guides
Guangzhou Lvji International Travel Agency Co., Ltd.* 廣州驢跡國際旅行社有限公司(ii)	The PRC	Limited liability company	Registered	RMB1,000,000	100%**	100%**	Sale of online tour guides

Notes to the Financial Statements (Cont'd)

December 31, 2024

1. CORPORATE INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Name of the Company	Place/ Country of incorporation/ operation and business	Type of legal entity	Class of shares/ registered capital	Nominal value of issued ordinary/ registered share capital	Percentage of ownership interests held the Company		Principal activities
					2024	2023	
Guangxi Lvji Software Technology Co., Ltd. ("Guangxi Lvji")* 廣西驢跡軟件科技有限公司 (ii)	The PRC	Limited liability company	Registered	RMB1,000,000	100%**	100%**	Sale of customised content
Horgos Yuntai Technology Co., Ltd. ("Huoer Guosi Yuntai")* 霍爾果斯元泰科技有限公司 (ii)	The PRC	Limited liability company	Registered	RMB1,000,000	100%**	100%**	Sale of online tour guides
Guangzhou Lvji Digital Technology Co., Ltd.* 廣州驢跡數字化科技有限公司(ii)	The PRC	Limited liability company	Registered	RMB1,000,000	100%**	100%**	Sale of online tour guides
Lvji (Longquan) Holding Co., Ltd.* 驢跡(龍泉)控股有限公司 (ii) (iii)	The PRC	Limited liability company	Registered	RMB200,000,000	N/A	100%**	Sale of online tour guides
Qingyuan Lvji Travel Service Co., Ltd.* 清遠驢跡旅遊服務有限公司 (ii)	The PRC	Limited liability company	Registered	RMB50,000,000	100%**	100%	Sale of online tour guides

Notes:

(i) This entity is a wholly-foreign-owned enterprise established under the PRC Law.

(ii) These entities are limited liability enterprises established under the PRC Law.

(iii) This entity was deregistered on 29 March 2024.

* The English names of these companies represent the best effort made by the management of the Company to directly translate the Chinese names as they do not register any official English names.

** Indirectly held by the Company.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation

These annual consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKAS”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the accounting principles generally accepted in Hong Kong.

The consolidated financial statements also comply with the applicable disclosures requirements of the Hong Kong Companies Ordinance and include the applicable disclosure requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”).

The material accounting policies that have been used in the preparation of these consolidated financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of the amended HKFRSs and the impacts on the Group’s consolidated financial statements, if any, are disclosed in note 3.

The consolidated financial statements have been prepared on the historical cost basis. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in preparation of the consolidated financial statements. Although these estimates are based on management’s best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.1 Basis of preparation (Cont'd)

Going concern assumption

In preparing the consolidated financial statements of the Group, the directors of the Company have given consideration to the future liquidity of the Group, as at 31 December 2024, the Group had net current liabilities of approximately RMB2,124,000.

The consolidated financial statements have been prepared on a going concern basis on the assumption that the Group is able to operate as a going concern for the foreseeable future. The directors of the Company prepared a cash flow forecast, covering a period of twelve months from the end of the reporting period. Taking into account the positive cash flows from operation and the ability of management in adjusting the pace of its operation expansion, the directors consider that the Group will have sufficient working capital to finance its operations. Therefore, there are no material uncertainties that may cast significant doubt over the going concern assumption and the directors have formed a judgement that there is a reasonable expectation that the Group has adequate resources to operate for the foreseeable future.

Should the going concern assumption be inappropriate, adjustments may have to be made to write down the values of assets to their recoverable amounts, to provide for any further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 December each year.

Subsidiaries are entities controlled by the Group. The Group controls an entity when the Group 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 over the entity, only substantive rights relating to the entity (held by the Group and others) are considered.

The Group includes the income and expenses of a subsidiary in the consolidated financial statements from the date it gains control until the date when the Group ceases to control the subsidiary.

Intra-group transactions, balances and unrealised gains and losses on transactions between group companies are eliminated in preparing the consolidated financial statements. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from the Group's perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary. Where certain assets of the subsidiary are measured at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Group had directly disposed of the related assets (i.e., reclassified to profit or loss or transferred directly to retained earnings).

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss unless the subsidiary is held for sale or included in a disposal group. Cost also includes direct attributable costs of investment.

The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the end of reporting period. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.3 Foreign currency translation

The consolidated financial statements are presented in Renminbi ("RMB") because the Group's principal operations are carried out in PRC and RMB is the currency of the primary economic environment in which those entities operate. The functional currency of the Company is United States Dollars ("US\$").

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the end of reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the retranslation of monetary assets and liabilities at the end of the reporting period are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated (i.e. only translated using the exchange rates at the transaction date).

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into RMB. Assets and liabilities have been translated into RMB at the closing rates at the end of the reporting period. Income and expenses have been converted into the RMB at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the exchange fluctuation reserve in equity.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.4 Property, plant and equipment and depreciation

Property, plant and equipment (other than construction in progress as described below and cost of right-of-use assets as described in note 2.9) are initially recognised at acquisition cost and/or manufacturing cost (including any cost directly attributable to bringing the assets to the location and condition necessary for them to be capable of operating in the manner intended by the Group's management. They are subsequently stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Furniture and fixtures	20% – 50%
Leasehold improvements	Over the lease terms

Accounting policies for depreciation of right-of-use assets are set out in note 2.9.

Estimates of residual value and useful life are reviewed, and adjusted if appropriate, at the end of each reporting period.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.5 Intangible assets

Acquired intangible assets are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on straight-line basis over their estimated useful lives. Amortisation commences when the intangible assets are available for use. The following useful lives are applied:

Copyrights	5 – 10 years
Computer software	10 years

The assets' amortisation methods and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Intangible assets, with finite useful lives, are tested for impairment as described below in note 2.14.

Research and development expenditure

Costs associated with research activities are expensed in profit or loss as they incur. Costs that are directly attributable to development activities are recognised as intangible assets provided they meet all of the following recognition requirements:

- (i) demonstration of technical feasibility of the prospective product for internal use or sale;
- (ii) there is intention to complete the intangible asset and use or sell it;
- (iii) the Group's ability to use or sell the intangible asset is demonstrated;
- (iv) the intangible asset will generate probable economic benefits through internal use or sale;
- (v) sufficient technical, financial and other resources are available for completion; and
- (vi) the expenditure attributable to the intangible asset can be reliably measured.

Direct costs include employee costs incurred on development activities along with an appropriate portion of relevant overheads. The costs of development of internally generated software, products or knowhow that meet the above recognition criteria are recognised as intangible assets. They are subject to the same subsequent measurement method as acquired intangible assets.

All other development costs are expensed as incurred.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.6 Financial instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all of its risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Financial assets

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with HKFRS 15 “Revenue from Contracts with Customers”, all financial assets are initially measured at fair value, in case of a financial asset not at fair value FVTPL, plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in the profit or loss.

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost; or
- FVTPL.

The classification is determined by both:

- the entity's business model for managing the financial asset; and
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within other income and gains or other expenses, except for expected credit losses (“ECL”) of financial assets which is presented as a separate item in the consolidated statement of profit or loss.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.6 Financial instruments (Cont'd)

Financial assets (Cont'd)

Subsequent measurement of financial assets

Debt investments

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Interest income from these financial assets is included in other income and gains in the consolidated statement of profit or loss. Discounting is omitted where the effect of discounting is immaterial. The Group's trade receivables, deposits and other receivables, amounts due from related parties, pledged bank deposits and cash and cash equivalents fall into this category of financial instruments.

Financial liabilities

Classification and measurement of financial liabilities

The Group's financial liabilities include trade payables, other payables and accruals, amounts due to related parties, lease liabilities, borrowings and convertible bonds.

Financial liabilities (other than lease liabilities) are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at FVTPL.

Subsequently, financial liabilities (other than lease liabilities) are measured at amortised cost using the effective interest method except for the financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs.

Accounting policies of lease liabilities are set out in note 2.9.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.6 Financial instruments (Cont'd)

Financial liabilities (Cont'd)

Trade payables, other payables and accruals and amounts due to related parties

They are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

Borrowings

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

Borrowings are classified as current liabilities unless as at the end of the reporting period, the Group has a right to defer settlement of the liability for at least twelve months after the end of the reporting period.

Covenants that the Group is required to comply with, on or before the end of the reporting period, are considered in classifying loan arrangement with covenants as current or non-current. Covenants that the Group is required to comply with after the reporting period do not affect the classification.

Convertible bonds

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is a conversion option derivative.

At the date of issue, both the debt and derivative components (derivative financial instruments) are recognised at fair value. In subsequent periods, the debt component of the convertible bonds is carried at amortised cost using the effective interest method. The derivative financial instruments are measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the convertible bonds are allocated to the debt and derivative components in proportion to their relative fair values. Transaction costs relating to the derivative component are charged to profit or loss immediately. Transaction costs relating to the debt component are included in the carrying amount of the debt portion and amortised over the period of the convertible bonds using the effective interest method.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.7 Impairment of financial assets

HKFRS 9's impairment requirements use more forward-looking information to recognise expected credit losses ("ECL") – the "ECL model". Instruments within the scope included loans and other debt-type financial assets measured at amortised cost and trade receivables recognised and measured under HKFRS 15.

The Group considers a broader range of information when assessing credit risk and measuring ECL, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ("Stage 1"); and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ("Stage 2").

"Stage 3" would cover financial assets that have objective evidence of impairment at the end of reporting period.

"12-month ECL" are recognised for the Stage 1 category while "lifetime ECL" are recognised for the Stage 2 category.

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

Measurement of the ECL is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Trade receivables

For trade receivables, the Group applies a simplified approach in calculating ECL and recognises a loss allowance based on lifetime ECL at the end of each reporting period. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial assets. In calculating the ECL, the Group has established a provision matrix that is based on its historical credit loss experience and external indicators, adjusted for forward-looking factors specific to the debtors and the economic environment.

To measure the ECL, trade receivables have been grouped based on shared credit risk characteristics and the days past due.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.7 Impairment of financial assets (Cont'd)

Other financial assets measured at amortised cost

The Group measures the loss allowance for other receivables equal to 12-month ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of default occurring since initial recognition.

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial assets at the end of reporting period with the risk of default occurring on the financial assets at the date of initial recognition. In making this assessment, 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:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in regulatory, business, financial, economic conditions, or technological environment that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations; and
- an actual or expected significant deterioration in the operating results of the debtor.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the end of each reporting period. A debt instrument is determined to have low credit risk if it has a low risk of default, the borrower has strong capacity to meet its contractual cash flow obligations in the near term and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfill its contractual cash flow obligations.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.7 Impairment of financial assets (Cont'd)

Other financial assets measured at amortised cost (Cont'd)

For internal credit risk management, the Group considers an event of default occurs when (i) information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group); or (ii) the financial asset is more than one year past due.

Detailed analysis of the ECL assessment of trade receivables and other financial assets measured at amortised cost are set out in note 31.4.

2.8 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired.

2.9 Leases

Definition of a lease and the Group as a lessee

At inception of a contract, the Group considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an identified asset (the underlying asset) for a period of time in exchange for consideration'. To apply this definition, the Group assesses whether the contract meets three key evaluations which are whether:

- the contracts contain an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group;
- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

For contracts that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices. However, for leases of properties in which the Group is a lessee, the Group elected not to separate non-lease components and will instead account for the lease and non-lease components as a single lease component.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.9 Leases (Cont'd)

Definition of a lease and the Group as a lessee (Cont'd)

Measurement and recognition of leases as a lessee

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the consolidated statement of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the underlying asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any lease incentives received).

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term unless the Group is reasonably certain to obtain ownership at the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicator exists.

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments.

Subsequent to initial measurement, the liability will be reduced for lease payments made and increased for interest cost on the lease liability. It is remeasured to reflect any reassessment or lease modification, or if there are changes in in-substance fixed payments.

The Group remeasures lease liabilities whenever:

- there are changes in lease term or in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments changes due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.9 Leases (Cont'd)

Definition of a lease and the Group as a lessee (Cont'd)

Measurement and recognition of leases as a lessee (Cont'd)

For lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of modification.

When the lease is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit or loss if the right-of-use asset is already reduced to zero.

The Group has elected to account for short-term leases. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these leases are recognised as an expense in profit or loss on a straight-line basis over the lease term. Short-term leases are leases with a lease term of 12 months or less.

Refundable rental deposits paid are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

2.10 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.11 Revenue recognition

Revenue from contracts with customers

Revenue arises mainly from the sales of online tour guides and customised content.

To determine whether to recognise revenue, the Group follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations; and
5. Recognising revenue when/as performance obligation(s) are satisfied

In all cases, the total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

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

Revenue is recognised either at a point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.11 Revenue recognition (Cont'd)

Revenue from contracts with customers (Cont'd)

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

Revenue from the sale of online tour guides through Online Travel Agencies (the "OTAs") and Lvji APP

Revenue from the sale of online tour guides through OTAs and Lvji APP is recognised at the point in time when the guides is activated by the end user, i.e., when the end user is able to use and benefit from the online tour guides. It is considered that the Group is the principal in this arrangement as the Group controls the goods or services before that is transferred to the end users. The indicators that the Group controls the specified goods or services including, but not limited to: (i) the Group is primarily responsible for fulfilling the promise to provide the online tour guides to end users; (ii) the Group has inventory risk before the online tour guides has been transferred to the end users; and (iii) the Group has discretion in establishing the price for the online tour guides.

The Group sells the online tour guides to end users through OTAs. End users will fully pay OTAs before the online tour guides is activated. OTAs are entitled to withhold and deduct prescribed fixed percentages of the gross proceeds collected from the end users as their service fee and remit the remaining amounts to the Group. Accordingly, the Group records the payments collected from end users as revenue on a gross basis and concession fees retained by OTAs are recognised in cost of sales. The Group will perform monthly or quarterly reconciliation with OTAs and the normal credit term is 45 days.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.11 Revenue recognition (Cont'd)

Revenue from contracts with customers (Cont'd)

Revenue from the sale of customised content

Revenue from the sale of customised content is recognised at the point in time when the content is checked and accepted by the customers, that is when control of the customised content is transferred to the customer.

Interest income

Interest income is recognised on a time proportion basis using the effective interest method.

Franchise income

Franchise income is recognised on a time proportion basis over the franchise terms.

Ticket agency service

Ticket agency service fee is recognised when the services are rendered.

Contract costs

Costs to fulfil a contract

If the costs incurred in fulfilling a contract with a customer which are not capitalised as inventories, property, plant and equipment and intangible assets, the Group capitalises the costs incurred to fulfil a contract with a customer as an asset (included in prepayments, deposits and other receivables in the consolidated statement of financial position) if all of the following criteria are met:

- (a) the costs relate directly to a contract or to an anticipated contract that the entity can specifically identify;
- (b) the costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- (c) the costs are expected to be recovered.

An asset is charged to the profit or loss at the point in time that is consistent with the transfer to the customer of the goods to which the asset relates. The asset is subject to impairment review. Other costs of fulfilling a contract, which are not capitalised, are expensed as incurred.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.12 Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

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.

2.13 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants are deferred and recognised in profit or loss over the period necessary to match them with the costs that the grants are intended to compensate.

Government grants relating to income is presented in gross under “Other income and gains” in the consolidated statement of profit or loss.

2.14 Impairment of non-financial assets

The following assets are subject to impairment testing:

- Intangible assets;
- Property, plant and equipment (including right-of-use assets); and
- The Company’s interests in subsidiaries

These assets are tested for impairment whenever there are indications that the asset’s carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset’s carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions 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 assessment of time value of money and the risk specific to the asset.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.14 Impairment of non-financial assets (Cont'd)

For the purposes of assessing impairment, 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 generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Corporate assets are allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Impairment loss is charged pro rata to the assets in the cash-generating units, except that the carrying value of an asset will not be reduced below its individual fair value less cost of disposal, or value in use, if determinable.

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

2.15 Employee benefits

Retirement benefit

Retirement benefits to employees are provided through defined contribution plans.

The group entities established in the PRC make monthly contributions to a state-sponsored defined contribution scheme for the local staff. The contributions are made at a specific percentage on the standard salary pursuant to laws of the PRC and relevant regulation issued by local social security authorities.

Contributions are recognised as an expense in profit or loss as employees rendered services during the year. The Group's obligations under these plans are limited to the fixed percentage contributions payable.

Short-term employee benefits

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

Short-term obligations

Liabilities for wages and salaries that are expected to be settled wholly within 12 months after the end of the reporting period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the consolidated statement of financial position.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.15 Employee benefits (Cont'd)

Share-based employee compensation

The Group grants shares of the Company to employees under its share award scheme. There are no vesting period for the share awards granted according to the share award scheme. The fair value of the share award granted is expensed immediately to the consolidated statement of profit or loss which are vested at the date of grant. The amount to be expensed is determined by reference to the market value of the share awards granted.

2.16 Borrowing costs

Borrowing costs are expensed when incurred.

2.17 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the end of reporting period. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

Deferred tax is calculated using the liability method on temporary differences at the end of reporting period between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss and does not give rise to equal taxable and deductible temporary differences.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.17 Accounting for income taxes (Cont'd)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies the requirements in HKAS 12 “Income Taxes” (“HKAS 12”) to the lease liabilities and the related assets separately. The Group recognises a deferred tax asset related to the lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised and a deferred tax liability for all taxable temporary differences.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the end of reporting period.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity.

When different tax rates apply to different levels of taxable income, deferred tax assets and liabilities are measured using the average tax rates that are expected to apply to the taxable income of the periods in which the temporary differences are expected to reverse.

The determination of the average tax rates requires an estimation of (i) when the existing temporary differences will reverse and (ii) the amount of future taxable profit in those years. The estimate of future taxable profit includes:

- income or loss excluding reversals of temporary differences; and
- reversals of existing temporary differences.

Current tax assets and current tax liabilities are presented in net if, and only if:

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.17 Accounting for income taxes (Cont'd)

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if:

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
 - (i) the same taxable entity; or
 - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2.18 Segment reporting

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



Notes to the Financial Statements (Cont'd)

December 31, 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Cont'd)

2.19 Related parties

For the purposes of these consolidated financial statements, a party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and 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 of a parent of the Group.
- (b) the party is an entity and if any of the following conditions applies:
 - (i) the entity and the Group are members of the same group.
 - (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) the entity and the Group 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 parent of the Group.

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



Notes to the Financial Statements (Cont'd)

December 31, 2024

3. ADOPTION OF NEW AND AMENDED HKFRSs

Amended HKFRSs that are effective for annual periods beginning on 1 January 2024

In the current year, the Group has applied for the first time the following amended HKFRSs issued by the HKICPA, which are relevant to the Group's operations and effective for the Group's consolidated financial statements for the annual period beginning on 1 January 2024:

Amendments to HKFRS 16	<i>Lease Liability in a Sale and Leaseback</i>
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)</i>
Amendments to HKAS 1	<i>Non-current Liabilities with Covenants</i>
Amendments to HKAS 7 and HKFRS 7	<i>Supplier Finance Arrangements</i>

The adoption of the amended HKFRSs had no material impact on how the results and financial position for the current and prior years have been prepared and presented.

Issued but not yet effective HKFRSs

At the date of authorisation of these consolidated financial statements, certain new and amended HKFRSs as set out below have been published but are not yet effective, and have not been adopted early by the Group.

HKFRS 18	<i>Presentation and Disclosure in Financial Statements³</i>
HKFRS 19	<i>Subsidiaries without Public Accountability: Disclosures³</i>
Amendments to HKFRS 9 and HKFRS 7	<i>Amendments to the Classification and Measurement of Financial Instruments²</i>
Amendments to HKFRS 10 and HKAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture⁴</i>
Amendments to HKAS 21	<i>Lack of Exchangeability¹</i>
Amendments to HKFRS Accounting Standards	<i>Annual Improvements to HKFRS Accounting Standards – Volume 11²</i>
Amendments to Hong Kong Interpretation 5	<i>Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause³</i>

¹ Effective for annual periods beginning on or after 1 January 2025

² Effective for annual periods beginning on or after 1 January 2026

³ Effective for annual periods beginning on or after 1 January 2027

⁴ Effective date not yet determined



Notes to the Financial Statements (Cont'd)

December 31, 2024

3. ADOPTION OF NEW AND AMENDED HKFRSs (Cont'd)

Issued but not yet effective HKFRSs (Cont'd)

The directors anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning on or after the effective date of the pronouncement. The new and amended HKFRSs are not expected to have a material impact on the Group's consolidated financial statements.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Critical accounting judgements

In the process of applying the Group's accounting policies, management has made the following judgement, apart from those involving estimations, which has the most significant effect on the amounts recognised in the financial statements:

Withholding tax arising from the distribution of dividends

The Group did not accrue deferred tax liabilities in respect of withholding taxes arising from the future distributions of dividends by certain subsidiaries according to the relevant tax rules enacted in the jurisdictions in which the subsidiaries are domiciled and operate during the year. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings to foreign entities in the foreseeable future while the Group is expanding its business in the PRC.

Revenue recognition

Revenue from sale of online tour guides and customised content are recognised at a point in time when control of the online tour guides and customised content are transferred. The management has made judgements in identifying the performance obligations and estimating the point of revenue recognition under different contractual agreements.

The details of revenue recognised during the years ended 31 December 2024 and 2023 are disclosed in note 6.



Notes to the Financial Statements (Cont'd)

December 31, 2024

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Cont'd)

4.2 Estimation uncertainties

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Impairment of non-financial assets

The Group assesses whether there is any indication of impairment for all non-financial assets, including property, plant and equipment, intangible assets and right-of-use assets at the end of the reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value-in-use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amounts of property, plant and equipment, intangible assets and right-of-use assets as at 31 December 2024 and 2023 are disclosed in notes 15, 16 and 17(a), respectively. No impairment losses were provided for property, plant and equipment, intangible assets and right-of-use assets during the years ended 31 December 2024 and 2023.

Useful lives and amortisation of intangible assets

The Group's management determines the estimated useful lives and related amortisation for the Group's intangible assets with reference to the estimated periods that the Group intends to derive future economic benefits from the use of these assets. Management will revise the amortisation where useful lives are different to those of previously estimated, or it will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in useful lives and, therefore, amortisation expense in future periods. The carrying value of intangible assets as at 31 December 2024 amounted to RMB973,345,000 (2023: RMB677,961,000). Further details are set out in note 16 to consolidated financial statements.



Notes to the Financial Statements (Cont'd)

December 31, 2024

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Cont'd)

4.2 Estimation uncertainties (Cont'd)

Provision for expected credit losses on trade and other receivables

The Group uses a provision matrix to calculate ECL allowance for trade and other receivables. The provision rates are based on days past due for groupings of various debtor segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the travel sector, the historical default rates are adjusted. At the end of each reporting period, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECL allowance is a significant estimate. The amount of ECL allowance is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of debtors' actual default in the future. The information about the ECL allowance on the Group's trade and other receivables is disclosed in note 19, 20 and 31.4 to the consolidated financial statements.

Current and deferred income tax

The Group is subject to taxation in the PRC. Judgement is required in determining the amount of the provision for taxation and the timing of payment of the related taxation. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred income tax provisions in the periods in which such determination is made.

Fair value of derivative financial instruments in relation to convertible bonds

At the end of the reporting period, the Group's derivative financial instruments in relation to convertible bonds are stated at fair value of RMB2,666,000 (2023:nil) based on the valuation performed by an independent qualified professional valuer. In determining the fair value, the valuer has applied binomial option pricing model which involves, inter-alia, estimates of certain unobservable inputs, e.g. option-adjusted spread, stock price volatility. The fair value of the derivative financial instruments in relation to convertible bonds is sensitive to these estimates. The information about the derivative financial instruments in relation to convertible bonds are disclosed in note 26 to the consolidated financial statements.



Notes to the Financial Statements (Cont'd)

December 31, 2024

5. OPERATING SEGMENT INFORMATION

The Group is principally an online tour guides provider in the PRC.

HKFRS 8 “Operating Segments” (“HKFRS 8”) requires operating segments to be identified on the basis of internal reporting about components of the Group that are regularly reviewed by the chief operating decision-makers in order to allocate resources to segments and to assess their performance. The information reported to the directors of the Company, who are the chief operating decision makers, for the purpose of resource allocation and assessment of performance, does not contain discrete operating segment financial information and the directors reviewed the financial results of the Group as a whole. Therefore, no further information about the operating segment is presented.

Geographical information

During the year, since the majority of the Group’s revenue and operating profit were generated from the sale of online tour guides and customised content in the PRC, all of the Group’s identifiable assets and liabilities were located in the PRC, and overseas income from any individual district did not exceed 10% of total revenue, no geographical segment information in accordance with HKFRS 8 is presented.

Information about major customers

No revenue from a single end user, travel agency, tourist attraction administrator or government office contributed to 10% or more of the total revenue of the Group during the year.



Notes to the Financial Statements (Cont'd)

December 31, 2024

6. REVENUE

The Group's principal activity is disclosed in note 1 to the consolidated financial statements.

Performance obligations

Information about the Group's performance obligations is summarised below:

Revenue from the sale of online tour guides through OTAs and Lvji APP

The performance obligation is satisfied when the online tour guides are activated by end users. The end users make the payments in advance. OTAs reconcile and settle the payments received from the end users with the Group on a monthly or quarterly basis and the credit term is usually 45 days.

Revenue from the sale of online tour guides to travel agencies

The performance obligation is satisfied when the online tour guides are transferred to travel agencies. The travel agencies make the payment in advance.

Revenue from the sale of customised content

The performance obligation is satisfied when the content is checked and accepted by the customers and payment is generally due within 30 days from acceptance.

An analysis of revenue is as follows:

	2024	2023
	RMB'000	RMB'000
Revenue from contracts with customers		
Sale of online tour guides through OTAs	485,922	579,235
Sale of online tour guides through Lvji APP	260	379
Sale of online tour guides to travel agencies	38,325	—
Sale of customised content	680	5,781
	525,187	585,395

Notes to the Financial Statements (Cont'd)

December 31, 2024

6. REVENUE (Cont'd)

Disaggregation of revenue from contracts with customers with the scope of HKFRS 15

The Group derives revenue from sales of online tour guides and customised content at a point in time in the following major products:

	2024 RMB'000	2023 RMB'000
Types of goods or services		
Sale of online tour guides	524,507	579,614
Sale of customised content	680	5,781
	525,187	585,395
Timing of revenue recognition		
Goods or services transferred at a point in time	525,187	585,395

7. OTHER INCOME AND GAINS, NET

	2024 RMB'000	2023 RMB'000
Interest income	312	4,580
Compensation from legal cases	–	2,700
Foreign exchange (loss)/gains, net	(1,173)	345
Government grants (Note)	645	421
Franchise income	–	87
Ticket income	1,786	–
Fair value gain on embedded derivative component of convertible bonds (Note 26(b))	246	–
Gain on lease modification	298	–
Others	1,196	477
	3,310	8,610

Note:

The amount represents subsidies received from local government authorities in connection with certain tax refunds and various industry-specific subsidies. There are no unfulfilled conditions relating to such government subsidies recognised.



Notes to the Financial Statements (Cont'd)

December 31, 2024

8. FINANCE COSTS

	2024 RMB'000	2023 RMB'000
Finance charges on lease liabilities (Note 29(b))	200	318
Finance charges on bank borrowings	1,694	–
Finance charges on convertible bonds (Note 26(a))	406	–
	2,300	318

9. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

	2024 RMB'000	2023 RMB'000
Concession fee	242,961	289,447
Depreciation of property, plant and equipment (Note 15)	104	478
Amortisation of intangible assets (Note 16)	113,925	68,596
Amortisation of deferred day-one loss (Note 26(a))	331	–
Depreciation of right-of-use asset (Note 17(a))	2,293	2,277
Research and development costs	2,594	1,914
Auditor's remuneration		
– Current year	2,050	2,050
Foreign exchange loss/(gains), net	1,173	(345)
Provision for ECL allowance of trade receivables (Note 19)	1,810	2,516
Provision for ECL allowance of deposits and other receivables (Note 20)	1,513	7,777
Bank interest income	(312)	(4,580)
Government grants	(645)	(421)



Notes to the Financial Statements (Cont'd)

December 31, 2024

10. INCOME TAX EXPENSE

The Group is subject to income tax on an entity basis on profits arising in or derived from the countries/ jurisdictions in which members of the Group are domiciled and operate.

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands and accordingly is not subject to income tax.

No provision for Hong Kong profits tax has been made as the Group had no assessable profits derived from or earned in Hong Kong during the year.

The provision for corporate income tax in the PRC is based on the statutory rate of 25% of the assessable profits of the subsidiaries of the Group operating in the PRC as determined in accordance with the PRC Corporate Income Tax Law, which was approved and became effective on 1 January 2008.

Lvji Technology Group was qualified as a “High-and-New Technology Enterprise” (“HNTE”) under the PRC Corporate Income Tax Law in December 2016. Lvji Technology Group was entitled to a preferential income tax rate of 15% for three years starting from December 2016, if the criteria for HNTE were met each year. After reapplication of HNTE in December 2019, Lvji Technology Group is entitled to a preferential income tax rate of 15% from December 2019 to December 2023, if the criteria for HNTE are met each year. After re-application of HNTE in December 2024, Lvji Technology Group is entitled to a preferential income tax rate of 15% from December 2024 to December 2026, if the criteria for HNTE are met each year.



Notes to the Financial Statements (Cont'd)

December 31, 2024

10. INCOME TAX EXPENSE (Cont'd)

Huor Guosi Yuntai was incorporated in Khorgos, Xinjiang, the PRC on 6 November 2020. According to the applicable regulations, Huor Guosi Yuntai is exempted from corporate income tax for five years from the first year of operation which was 2021.

	2024 RMB'000	2023 RMB'000
PRC Enterprise Income Tax		
Current income tax	49,990	56,307
Overprovision in prior years (Note)	(8,869)	(20,087)
Total income tax expense	41,121	36,220

Note:

Included in the overprovision in the current year is the tax expenses of RMB8,869,000 arising in prior years that were reversed during the year after obtaining tax clearance of a deregistered subsidiary.

Reconciliation between tax expense and accounting profit at applicable tax rates is as follow:

	2024 RMB'000	2023 RMB'000
Profit before tax	122,972	181,387
Tax on profit before income tax, calculated at the rates applicable to profits in the tax jurisdiction concerned	30,921	46,903
Tax effect of non-deductible expenses	1,857	112
Utilisation of deductible temporary differences previously not recognised	(12,502)	(12,426)
Tax losses not recognised	29,714	22,359
Tax losses utilised from previous periods	–	(641)
Overprovision in prior years	(8,869)	(20,087)
Income tax expense	41,121	36,220

Notes to the Financial Statements (Cont'd)

December 31, 2024

10. INCOME TAX EXPENSE (Cont'd)

Income tax provision of the Group in respect of operations in the PRC has been calculated at the applicable tax rate on the estimated taxable profits for the year, based on the existing legislation, interpretations and practices in respect thereof. The corporate income tax rate applicable to the group entities located in the PRC is 25% (2023: 25%) according to the Corporate Income Tax Law of the PRC.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from 1 January 2008 and applies to earnings generated after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in the PRC in respect of earnings generated from 1 January 2008. The applicable tax rate of the Group is 10%. In the opinion of the directors, it is not probable that these subsidiaries will distribute such remaining earnings in the foreseeable future. Therefore, deferred tax has not been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in the PRC.

11. DIVIDENDS

No dividend has been declared and paid by the Company during the year ended 31 December 2024 (2023: Nil).

12. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of the basic and diluted earnings per share is based on the profit for the year attributable to owners of the Company, and on the weighted average number of ordinary shares in issue during the year.

The calculation of basic earnings per share is based on:

	2024 RMB'000	2023 RMB'000
Earnings		
Profit attributable to the owners of the Company, used in the basic earnings per share calculation	81,851	145,167
Shares		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculations	1,641,542,480	1,577,744,511

The diluted earnings per share for the years ended 31 December 2024 and 2023 were the same as basic earnings per share as there were no dilutive potential ordinary in existence for both years.



Notes to the Financial Statements (Cont'd)

December 31, 2024

13. EMPLOYEE BENEFIT EXPENSE

	2024	2023
	RMB'000	RMB'000
Wages, salaries and bonuses	8,857	13,303
Pension costs – defined contribution plans (Note)	1,552	2,094
	10,409	15,397

Note:

Employees of the Group are required to participate in a defined contribution plan administrated and operated by the local municipal government. The Group's entities contribute funds which are calculated on certain percentages of the employee salary as agreed by the local municipal government to the plan to fund the retirement benefits of the employees.

At 31 December 2024, there was no forfeited contribution available to reduce the contributions payable in the future years (2023: Nil).

Notes to the Financial Statements (Cont'd)

December 31, 2024

14. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

14.1 Directors' emoluments

Directors' and chief executive's emoluments, disclosed pursuant to the Listing Rules, section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

		Year ended 31 December 2024				
		Fees	Salaries and	Discretionary	Retirement	Total
	Note	RMB'000	allowances	bonuses	scheme	
		RMB'000	RMB'000	RMB'000	contributions	RMB'000
Executive directors:						
Mr. Zang Weizhong		-	118	-	15	133
Mr. Liu Hui		-	463	-	69	532
Mr. Wang Lei		-	465	-	54	519
Non-executive director:						
Mr. Cheung King Him Edmund	i, ii	-	-	-	-	-
Independent non-executive directors:						
Ms. Gu Jianlu		-	73	-	-	73
Ms. Gu Ruizhen		-	73	-	-	73
Ms. Gao Yuanyuan		-	73	-	-	73
Chief executive officer:						
Mr. Yuan Ting		-	475	-	70	545
		-	1,740	-	208	1,948



Notes to the Financial Statements (Cont'd)

December 31, 2024

14. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (Cont'd)

14.1 Directors' emoluments (Cont'd)

Year ended 31 December 2023						
		Fees	Salaries and	Discretionary	Retirement	Total
	Note	RMB'000	allowances	bonuses	scheme	
			RMB'000	RMB'000	contributions	RMB'000
					RMB'000	
Executive directors:						
Mr. Zang Weizhong		-	136	-	16	152
Mr. Liu Hui		-	408	-	26	434
Mr. Wang Lei		-	294	-	28	322
Non-executive director:						
Mr. Cheung King Him Edmund	i, ii	-	-	-	-	-
Independent non-executive directors:						
Ms. Gu Jianlu		-	36	-	-	36
Ms. Gu Ruizhen		-	36	-	-	36
Ms. Gao Yuanyuan		-	36	-	-	36
Chief executive officer:						
Mr. Yuan Ting		-	299	-	86	385
		-	1,245	-	156	1,401

Notes:

- (i) The emoluments of these directors are paid by investors of the Company and its subsidiaries.
- (ii) Mr. Cheung King Him Edmund resigned from non-executive director with effect from 8 September 2023.

The emoluments shown above represents emoluments received from the Group by the director in their capacity as employees of the Group and/or in their capacity as directors of the companies comprising the Group for the years ended 31 December 2024 and 2023.



Notes to the Financial Statements (Cont'd)

December 31, 2024

14. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (Cont'd)

14.2 Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included two (2023: two) directors whose emoluments are reflected in the analysis presented above. The aggregate emoluments payable to the remaining three (2023: three) individuals during the year are as follows:

	2024	2023
	RMB'000	RMB'000
Salaries, allowances and benefits in kind	1,472	902
Pension scheme contributions	184	248
	1,656	1,150

The emoluments fell within the following bands:

	Number of employees	
	2024	2023
Emolument bands:		
Nil to HK\$1,000,000	3	3

No directors or the five highest paid individuals received any emoluments from the Group as an inducement to join or upon joining the Group or as compensation for loss of office for the years ended 31 December 2024 and 2023. Mr. Zang has undertaken to voluntarily waive any remuneration and bonuses for the period from 1 August 2024 to 31 December 2035. For further details, please refer to the announcement dated 20 September 2024. Except for Mr. Zang, no directors or the five highest paid individuals have waived or agreed to waive any emoluments for the years ended 31 December 2024 and 2023.



Notes to the Financial Statements (Cont'd)

December 31, 2024

15. PROPERTY, PLANT AND EQUIPMENT

31 December 2024

	Furniture and fixtures RMB'000	Leasehold improvements RMB'000	Total RMB'000
At 1 January 2024			
Cost	5,008	1,257	6,265
Accumulated depreciation	(4,887)	(1,257)	(6,144)
Net carrying amount	121	–	121
Opening net carrying amount	121	–	121
Depreciation	(104)	–	(104)
Net carrying amount	17	–	17
At 31 December 2024			
Cost	4,989	1,257	6,246
Accumulated depreciation	(4,972)	(1,257)	(6,229)
Net carrying amount	17	–	17

31 December 2023

	Furniture and fixtures RMB'000	Leasehold improvements RMB'000	Total RMB'000
At 1 January 2023			
Cost	6,599	1,257	7,856
Accumulated depreciation	(6,000)	(1,257)	(7,257)
Net carrying amount	599	–	599
Opening net carrying amount	599	–	599
Depreciation	(478)	–	(478)
Net carrying amount	121	–	121
At 31 December 2023			
Cost	5,008	1,257	6,265
Accumulated depreciation	(4,887)	(1,257)	(6,144)
Net carrying amount	121	–	121



Notes to the Financial Statements (Cont'd)

December 31, 2024

16. INTANGIBLE ASSETS

31 December 2024

	Copyrights RMB'000	Computer software RMB'000	Total RMB'000
At 1 January 2024			
Cost	1,639,844	138	1,639,982
Accumulated amortisation and impairment	(961,949)	(72)	(962,021)
Net book amount	677,895	66	677,961
Year ended 31 December 2024			
Opening net book amount	677,895	66	677,961
Additions	409,309	–	409,309
Amortisation charge	(113,910)	(15)	(113,925)
Closing net book amount	973,294	51	973,345
At 31 December 2024			
Cost	2,049,153	138	2,049,291
Accumulated amortisation and impairment	(1,075,859)	(87)	(1,075,946)
Net book amount	973,294	51	973,345

31 December 2023

	Copyrights RMB'000	Computer software RMB'000	Total RMB'000
At 1 January 2023			
Cost	1,265,496	138	1,265,634
Accumulated amortisation and impairment	(893,366)	(59)	(893,425)
Net book amount	372,130	79	372,209
Year ended 31 December 2023			
Opening net book amount	372,130	79	372,209
Additions	374,348	–	374,348
Amortisation charge	(68,583)	(13)	(68,596)
Closing net book amount	677,895	66	677,961
At 31 December 2023			
Cost	1,639,844	138	1,639,982
Accumulated amortisation and impairment	(961,949)	(72)	(962,021)
Net book amount	677,895	66	677,961



Notes to the Financial Statements (Cont'd)

December 31, 2024

16. INTANGIBLE ASSETS (Cont'd)

The amortisation charge of intangible assets for the year is included in “Cost of sales” in the consolidated statement of profit or loss.

Based on the assessment of the management with the assistance of an independent professional valuer, no impairment loss was recognised in respect of the Group’s intangible assets during the years ended 31 December 2024 and 2023. Please refer to “Management Discussion and Analysis” section for details of key assumptions of the assessment.

17. LEASES

The Group as a lessee

(a) *Right-of-use assets*

	Building held under operating lease RMB'000
Balance at 1 January 2023	7,446
Lease modification	(93)
Depreciation for the year	(2,277)
Balance at 31 December 2023 and 1 January 2024	5,076
Lease modification	1,014
Depreciation for the year	(2,293)
At 31 December 2024	3,797



Notes to the Financial Statements (Cont'd)

December 31, 2024

17. LEASES (Cont'd)

The Group as a lessee (Cont'd)

(b) Lease liabilities

The following table shows the remaining contractual maturities of the Group's lease liabilities:

	2024	2023
	RMB'000	RMB'000
Total minimum lease payments:		
Due within one year	1,895	2,488
Due in the second to fifth years	2,053	3,111
	3,948	5,599
Future finance charges on leases liabilities	(151)	(282)
Present value of leases liabilities	3,797	5,317

	2024	2023
	RMB'000	RMB'000
Present value of minimum lease payments:		
Due within one year	1,784	2,288
Due in the second to fifth years	2,013	3,029
	3,797	5,317
Less: Portion due within one year included under current liabilities	(1,784)	(2,288)
Portion due after one year included under non-current liabilities	2,013	3,029

As at 31 December 2024, lease liabilities amounted to RMB3,797,000 (2023: RMB5,317,000) are effectively secured by the related underlying assets as the rights to the leased asset would be reverted to the lessor in the event of default by repayment by the Group.

During the year ended 31 December 2024, the total cash outflows for the leases are RMB2,436,000 (2023: RMB2,340,000).



Notes to the Financial Statements (Cont'd)

December 31, 2024

17. LEASES (Cont'd)

The Group as a lessee (Cont'd)

(b) Lease liabilities (Cont'd)

Details of the lease activities

As at 31 December 2024 and 2023, the Group has entered into leases for office premises.

Types of right-of-use asset	Financial statements items of right-of-use asset included in	Number of leases	Range of remaining lease term	Particulars
Office premise	Right-of-use asset	1 (2023: 1)	3 years (2023: 3 years)	The contract contains an option to renew the lease for additional years after the end of the contract by giving notice to landlord before the end of the contract Lease subjects to monthly rental payment

During the year ended 31 December 2024, the Group renewed the lease of office premise before the end of the contract.

Notes to the Financial Statements (Cont'd)

December 31, 2024

18. DEFERRED TAX ASSETS

Deferred tax assets have not been recognised in respect of tax losses and deductible temporary differences arising in the PRC as they have arisen in subsidiaries that have been loss-making since the incorporation of these subsidiaries and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

	2024	2023
	RMB'000	RMB'000
Tax losses (Note)	423,549	229,953
Deductible temporary differences	399,348	503,206
	822,897	733,159

Note:

The tax losses will expire in four to five years for offsetting against future taxable profits.

19. TRADE RECEIVABLES

	2024	2023
	RMB'000	RMB'000
Trade receivables	47,226	57,698
Less: ECL allowance	(4,885)	(3,075)
	42,341	54,623

The Group's trading terms with OTAs are mainly on credit. The credit period for OTAs is generally 45 days. Each OTA has a maximum credit limit. The credit period for other customers is generally 30 days. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.



Notes to the Financial Statements (Cont'd)

December 31, 2024

19. TRADE RECEIVABLES (Cont'd)

An aging analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of ECL allowance, was as follows:

	2024	2023
	RMB'000	RMB'000
0 to 3 months	31,582	53,989
3 to 6 months	9,719	579
6 months to 1 year	1,040	55
	42,341	54,623

The movements in the ECL allowance of trade receivables are as follows:

	2024	2023
	RMB'000	RMB'000
At beginning of year	3,075	559
Impairment for the year	1,810	2,516
At end of year	4,885	3,075

The Group applies the simplified approach to providing for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. At the end of the reporting period, the probability of default is minimal for debtors other than defaulted receivables, with expected credit loss rates of 2.04% to 100% (2023: 1.64% to 100%). Trade receivables for which the balances are overdue for more than one year and trade receivables where counterparties failed to repay, which are fully provided.



Notes to the Financial Statements (Cont'd)

December 31, 2024

20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2024 RMB'000	2023 RMB'000
Prepayments to suppliers	5,994	14,080
Contract cost (note i)	95	1,208
Deposit	703	4,827
Prepaid taxes and other tax recoverable	10,858	10,978
Prepayment (note ii)	44,150	–
Refundable investment deposits (note iii)	–	148,200
Other receivables	793	1,309
	62,593	180,602
Less: ECL allowance	(5,290)	(7,777)
	57,303	172,825
Analysed into:		
Non-current	44,150	148,200
Current	13,153	24,625
	57,303	172,825

Notes:

- (i) Contract cost consists of the costs incurred in our sales of customised content business, for which we already signed contracts with the customers and incurred cost but not yet completed nor delivered to the customers.
- (ii) The balance represents a prepayment of investment paid to Anhui Zhong'an Financial Assets Management Co., Ltd. for the acquisition of the non-performing debts of three enterprises in Ningxia Shuidonggou and others through the public listing and bidding services of the Anhui Assets and Equity Exchange. For further details, please refer to the announcements dated 20 December 2024 of the Company.
- (iii) The balance represented an investment deposit paid to Guangzhou Asset Management for the acquisition of the Huangtengxia series loan claims through the public listing and bidding services of the Guangdong Financial Assets Exchange Center. For further details, please refer to the announcements dated 27 December 2023 of the Company.



Notes to the Financial Statements (Cont'd)

December 31, 2024

20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Cont'd)

The movements in the ECL allowance of deposit and other receivables are as follows:

	2024 RMB'000	2023 RMB'000
At beginning of year	7,777	–
Impairment for the year	1,513	7,777
Amounts written off during the year as uncollectible	(4,000)	–
At end of year	5,290	7,777

As at 31 December 2024, included in prepayments, deposits and other receivables represents receivables amounting to RMB5,290,000 mainly from debtors who have delayed their settlement for over 2 years. Having considered the economic environment in which the debtors operate (which is in PRC) and the liquidity condition of the debtors, the Group considered that there is significant increase in credit risk of the receivables since initial recognition and, therefore, an ECL allowance of RMB1,513,000 was recognised during the reporting period.

21. CASH AND CASH EQUIVALENTS AND PLEDGED BANK DEPOSITS

	2024 RMB'000	2023 RMB'000
Cash at bank and on hand	219,737	125,317
Less: Pledged bank deposits	(200)	(200)
Cash and cash equivalents	219,537	125,117

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to RMB219,201,000 (2023: RMB111,060,000). RMB is not freely convertible into other currencies, however, under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

The pledged bank deposits were mainly pledged to the government authorities for conducting tourist-related business in the PRC.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

Notes to the Financial Statements (Cont'd)

December 31, 2024

22. TRADE PAYABLES

	2024	2023
	RMB'000	RMB'000
Trade payables	14,339	1,530

The trade payables are non-interest-bearing and are normally settled on 30 day terms.

An aging analysis of the trade payables at the end of the reporting period, based on the invoice date, is as follows:

	2024	2023
	RMB'000	RMB'000
0 to 3 months	13,938	837
3 to 12 months	6	29
1 to 2 years	35	402
Over 2 years	360	262
	14,339	1,530

All amounts are short term and hence the carrying values of the Group's trade and other payables are considered to be a reasonable approximation of fair value.

23. OTHER PAYABLES AND ACCRUALS

	2024	2023
	RMB'000	RMB'000
Other payables	5,194	5,450
Payroll and welfare payables	1,500	1,878
Other tax payable	41,066	23,786
	47,760	31,114

The amounts due are unsecured, interest free and repayable on demand. The carrying amounts of the amounts due are considered reasonable approximation of their fair values.



Notes to the Financial Statements (Cont'd)

December 31, 2024

24. CONTRACT LIABILITIES

	2024 RMB'000	2023 RMB'000
Contract liabilities arising from receiving deposits from contracts of customised content	796	1,368

Contract liabilities include unsatisfied performance obligations resulting from contracts of customised content for which the Group has received consideration at the end of the reporting period. The Group typically receives a 50% deposit on signature of contracts. Contract liabilities are recognised as revenue upon the Group satisfying its performance obligations under the relevant contracts.

All deposits received are expected to be settled within one year.

The decrease in contract liabilities as at 31 December 2024 is mainly due to most of sales orders received were completed during the reporting period.

Contract liabilities outstanding at the beginning of the year amounted to RMB1,368,000 (2023: RMB2,650,000) have been recognised as revenue during the year.

25. BORROWINGS

At 31 December 2024 and 2023, the Group's bank loans were repayable as follows:

	2024 RMB'000	2023 RMB'000
Carrying amount repayable (Note)		
Within one year	53,076	—
In the second year	5,776	—
In the third to fifth year	33,320	—
Total carrying amount	92,172	—
Less:		
Amount due within one year	(53,076)	—
Amount of bank loans that are not repayable within one year from the end of the reporting period but contain a repayable on demand clause (shown under current liabilities)	(39,096)	—
Carrying amount shown under non-current liabilities	—	—

Note:

The amounts are based on the scheduled repayment dates set out in the loan agreements.

Notes to the Financial Statements (Cont'd)

December 31, 2024

25. BORROWINGS (Cont'd)

	2024	2023
	RMB'000	RMB'000
Bank loans		
Unsecured	92,172	—

Bank loans are guaranteed by group companies, Guangzhou Zhixin Information Consulting Co., Ltd., Guangzhou Lvji Digital Technology Co., Ltd., Lvji Technology Group, Guangzhou Lvji International Travel Agency Co., Ltd. and Lvji Technology Holdings Inc., the director, Mr. Zang and a related company.

26. CONVERTIBLE BONDS

The convertible bonds were issued in September and November 2024. The bonds are unsecured and convertible into ordinary shares of the Group at the discretion of the bondholders at their maturity dates. The bonds can be converted into shares at conversion values determined by the average closing prices from 8 to 10 April 2026.

The convertible bonds comprised convertible bonds (debt component) and derivative financial instruments (derivative component including conversion options).

At initial recognition, the fair value of the debt component was calculated using a interest rate of 4% per annum for instruments without a conversion option of comparable credit status which is referenced to a professional valuation assessed by an independent valuer, International Valuation Limited. The day-one loss, which represented the difference between the nominal value and the fair value of the convertible bonds at the issue date, is not recognised in the consolidated statement of profit or loss immediately but is deferred.

The fair value of the convertible bonds is determined using valuation model for which involved unobservable inputs. The derivative component was initially measured at fair value and subsequently measured at fair value with changes in fair value recognised in profit or loss.



Notes to the Financial Statements (Cont'd)

December 31, 2024

26. CONVERTIBLE BONDS (Cont'd)

The convertible bonds comprise two components:

(a) Debt component

Debt component was initially measured at fair value less transaction cost, amounting to HK\$8,683,000 (equivalent to RMB8,060,000). It is subsequently measured at amortised cost using the effective interest method after considering the effect of the transaction costs.

The carrying amount of the debt component recognised in the consolidated statement of financial position is calculated as follows:

	Debt components RMB'000	Deferred day-one loss RMB'000	Total RMB'000
Fair value of debt component at the inception date, net of transaction cost	8,060	–	8,060
Day-one loss of newly issued convertible bonds at inception not recognised in profit or loss	–	(3,421)	(3,421)
Interest charged for the year (Note 8)	406	–	406
Interest payables on convertible bonds included in other payables	(112)	–	(112)
Amortisation of deferred day-one loss (Note 9)	–	331	331
Carrying amount as at 31 December 2024	8,354	(3,090)	5,264

The convertible bonds are subsequently measured at amortised cost with effective interest rates ranging from 11.8% to 18.4% per annum.

Notes to the Financial Statements (Cont'd)

December 31, 2024

26. CONVERTIBLE BONDS (Cont'd)

(b) Embedded derivative component

Derivative component represents conversion options, which were initially measured at fair value amounting to HK\$3,137,000 (equivalent to RMB2,912,000) and subsequently measured at fair value with changes in fair value recognised in profit or loss.

The carrying amount of the embedded derivative component recognised in the consolidated statement of financial position is calculated as follows:

	Embedded derivative component RMB'000
Fair value of embedded derivative component at the inception date	2,912
Fair value change on embedded derivative component (Note 7)	(246)
Carrying amount as at 31 December 2024	2,666

27. SHARE CAPITAL

	2024		2023	
	Number of shares	RMB'000	Number of shares	RMB'000
Authorised:				
Ordinary shares of US\$0.01 each	10,000,000,000	1,451,842	10,000,000,000	1,451,842
Issued and fully paid:				
As at 1 January	1,612,100,675	111,145	1,536,100,675	105,699
Issue of shares under general mandate (note i)	35,100,000	2,530	76,000,000	5,446
As at 31 December	1,647,200,675	113,675	1,612,100,675	111,145

Notes:

- (i) On 29 February 2024, 11 subscribers subscribed 75,100,000 shares at a subscription price of HK\$0.45 per share. As of 31 December 2024, 35,100,000 shares had been fully paid. The net proceeds amounted to approximately HK\$15,795,000 (equivalent to RMB14,546,000) of which HK\$2,748,000 (equivalent to RMB2,530,000) was credited to the share capital account and approximately HK\$13,047,000 (equivalent to RMB12,016,000) was credited to share premium account.
- (ii) On 15 June 2023, Ms. Zhang Huan and Mr. Qi Shao Bin subscribed 38,000,000 ordinary shares and 38,000,000 ordinary shares of the Company at subscription price of HK\$1.00 per share, respectively. As at 31 December 2023, 76,000,000 ordinary shares were fully paid.



Notes to the Financial Statements (Cont'd)

December 31, 2024

28. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 83 of the financial statements.

Statutory reserve

In accordance with the PRC Company Law and the articles of association of the Group's PRC subsidiaries, a subsidiary registered in the PRC as a domestic company is required to appropriate 10% of its annual statutory net profit (after offsetting any prior years' losses) to the statutory surplus reserve. When the balance of this reserve fund reaches 50% of the entity's capital, any further appropriation is optional. The statutory surplus reserve can be utilised to offset prior years' losses or to increase capital. However, the balance of the statutory surplus reserve must be maintained at a minimum of 25% of the capital after these usages.

Merger reserve

The merger reserve of the Group represents the capital contribution from the then equity holders of the Group's subsidiaries.

29. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year ended 31 December 2024, the Group adjusted rental expenses of an existing lease contract in which modifications to right-of-use asset and lease liability amounted to RMB1,014,000 and RMB716,000 were recognised at the lease commencement date respectively (Note 17 and 29(b)).

During the year ended 31 December 2023, the Group adjusted rental expenses of an existing lease contract in which modifications to right-of-use asset and lease liability amounted to RMB93,000 was recognised at the lease commencement date (Note 17).

Notes to the Financial Statements (Cont'd)

December 31, 2024

29. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Cont'd)

(b) Changes in liabilities arising from financing activities

The changes in the Group's liabilities arising from financing activities can be classified as follows:

	Borrowings	Convertible bonds and derivative financial instruments	Lease liabilities	Total
	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2023	-	-	7,432	7,432
Non-cash:				
- Lease modification	-	-	(93)	(93)
- Finance costs (Note 8)	-	-	318	318
Cash flows:				
- Payment of lease liabilities	-	-	(2,340)	(2,340)
At 31 December 2023 and 1 January 2024	-	-	5,317	5,317
Non-cash:				
- Lease modification	-	-	716	716
- Finance costs (Note 8)	1,694	406	200	2,300
- Amortisation of deferred day-one loss (Note 26 (a))	-	331	-	331
- Fair value gain on embedded derivative component of convertible bonds (Note 26 (b))	-	(246)	-	(246)
Cash flows:				
- Proceeds from issuance of convertible bonds, net of cost	-	7,439	-	7,439
- Proceeds from new borrowings	95,560	-	-	95,560
- Repayment of borrowings	(5,082)	-	-	(5,082)
- Payment of lease liabilities	-	-	(2,436)	(2,436)
At 31 December 2024	92,172	7,930	3,797	103,899



Notes to the Financial Statements (Cont'd)

December 31, 2024

30. RELATED PARTY TRANSACTIONS AND BALANCES

The directors of the Company are of the view that the following parties are related parties that had transactions or balances with the Group during the year.

(a) Name and relationship

Name of related parties	Relationship with the Group and the Company
Mr. Zang	A substantial shareholder and director
Mr. Fan	A substantial shareholder
Lu Jia Technology Holdings Limited	A substantial shareholder
Mr. Wang	A director

(b) Outstanding balances with related parties

The Group had the following balances with related parties:

	2024 RMB'000	2023 RMB'000
Amounts due from related parties:		
Mr. Zang	3,251	2,314
Mr. Wang	82	81
	3,333	2,395

	2024 RMB'000	2023 RMB'000
Amounts due to related parties:		
Mr. Fan	—	1,062
Lu Jia Technology Holdings Limited	306	302
	306	1,364

Notes to the Financial Statements (Cont'd)

December 31, 2024

30. RELATED PARTY TRANSACTIONS AND BALANCES (Cont'd)

(b) Outstanding balances with related parties (Cont'd)

The maximum amounts due from related parties outstanding during the year are set out below:

	2024 RMB'000	2023 RMB'000
Maximum amounts due from related parties outstanding:		
Mr. Zang	3,251	2,314
Mr. Wang	82	81
	3,333	2,395

The related party balances are non-trade in nature, unsecured, interest-free and repayable on demand.

(c) Key management personnel remuneration

Key management personnel are those persons including directors having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly. The remuneration of key management personnel during the year is as follows:

	2024 RMB'000	2023 RMB'000
Short-term employee benefits	2,190	1,275
Contributions to the pension scheme	278	276
	2,468	1,551



Notes to the Financial Statements (Cont'd)

December 31, 2024

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk.

The board of directors reviews and agrees policies for managing each of these risks which are summarised below.

There has been no change to the types of the Group's exposure in respect of financial instruments or the manner in which it manages and measures the risks.

31.1 Categories of financial assets and liabilities

The carrying amounts of each of the categories of financial instruments at the end of the reporting period are as follows:

	2024 RMB'000	2023 RMB'000
Financial assets		
<i>Financial assets at amortised cost</i>		
Trade receivables	42,341	54,623
Deposits and other receivables	7,490	154,336
Amounts due from related parties	3,333	2,395
Pledged bank deposits	200	200
Cash and cash equivalents	219,537	125,117
	272,901	336,671
Financial liabilities		
<i>Financial liabilities at amortised cost</i>		
Trade payables	14,339	1,530
Other payables and accruals	6,694	7,328
Amounts due to related parties	306	1,364
Lease liabilities	3,797	5,317
Borrowings	92,172	—
Convertible bonds	5,264	—
<i>Financial liabilities through profit or loss</i>		
Derivative financial instruments	2,666	—
	125,238	15,539



Notes to the Financial Statements (Cont'd)

December 31, 2024

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

31.2 Foreign currency risk

The Group's businesses are principally conducted in RMB. The Group is exposed to foreign exchange risk with respect to primarily US\$. Foreign exchange risk arises from its cash and cash equivalents.

As at 31 December 2024, all of the Group's assets and liabilities were denominated in RMB except that cash and cash equivalents of approximately RMB464,000 (2023: RMB10,510,000) were denominated in US\$. As at 31 December 2024, if RMB had weakened/strengthened by 5% (2023: 9%) against the US\$ with all other variables held constant, post tax profit would have increased/decreased by RMB17,000 (2023: RMB709,000).

31.3 Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. Lease liabilities (note 17), bank borrowings (note 25) and convertible bonds (note 26) bearing fixed rates expose the Group to fair value interest rate risk. The interest rate risk for the Group's short-term bank deposits is considered immaterial.

The interest rate profile of the Group as at the end of the reporting period has been set out in the liquidity risk section of this note.

The assumed changes in interest rates are considered to be reasonably possible based on observation of current market conditions and represents management's assessment of a reasonably possible change in interest rate over the next twelve month period.

The calculations are based on a change in average market interest rates for each period, and the financial instruments held at the end of each reporting period that are sensitive to changes in interest rates. All other variables are held constant. The sensitivity analysis included in the financial statements of the year ended 31 December 2023 has been prepared on the same basis.



Notes to the Financial Statements (Cont'd)

December 31, 2024

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

31.4 Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all debtors who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise other receivables, amounts due from related parties, pledged bank deposits and cash and cash equivalents, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments. Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables and other receivables are disclosed in notes 19 and 20 to the consolidated financial statements, respectively.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by debtor. At the end of the reporting period, the Group had certain concentrations of credit risk with respect to trade receivables as follows:

	2024	2023
Due from the largest debtor	48%	33%
Due from the five largest debtors	96%	96%

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December 2024 and 2023.



Notes to the Financial Statements (Cont'd)

December 31, 2024

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

31.4 Credit risk (Cont'd)

Maximum exposure and year-end staging (Cont'd)

The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2024

	12-month ECL allowance	Lifetime ECL allowance			Total RMB'000
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	
Trade receivables*	–	–	–	47,226	47,226
Deposits and other receivables**	2,200	–	5,290	–	7,490
Amounts due from related parties**	3,333	–	–	–	3,333
Pledged bank deposits***	200	–	–	–	200
Cash and cash equivalents***	219,537	–	–	–	219,537
	225,270	–	5,290	47,226	277,786

As at 31 December 2023

	12-month ECL allowance	Lifetime ECL allowance			Total RMB'000
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	
Trade receivables*	–	–	–	57,698	57,698
Deposits and other receivables**	146,559	–	7,777	–	154,336
Amounts due from related parties**	2,395	–	–	–	2,395
Pledged bank deposits***	200	–	–	–	200
Cash and cash equivalents***	125,117	–	–	–	125,117
	274,271	–	7,777	57,698	339,746

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 19 to the consolidated financial statements, respectively.

** The credit quality of the financial assets included in other receivables and other assets is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

*** The credit risks on pledged bank deposits and cash and cash equivalents are considered to be insignificant because the counterparties are banks/financial institutions with high credit ratings assigned by international credit-rating agencies.



Notes to the Financial Statements (Cont'd)

December 31, 2024

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

31.5 Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial investments and financial assets (e.g., trade receivables and other financial assets) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of lease liabilities.

The tables below summarise the maturity profile of the Group's financial liabilities at the end of the reporting period based on contractual undiscounted payments.

	Within 1 year or on demand RMB'000	Between 1 and 5 years RMB'000	Over 5 years RMB'000	Total undiscounted amount RMB'000	Carrying amount RMB'000
2024					
Trade payables	14,339	-	-	14,339	14,339
Other payables and accruals	6,694	-	-	6,694	6,694
Amounts due to related parties	306	-	-	306	306
Lease liabilities	1,895	2,053	-	3,948	3,797
Borrowings (Note)	55,763	41,167	-	96,930	92,172
Convertible bonds	-	8,411	-	8,411	5,264
Derivative financial instruments	-	2,666	-	2,666	2,666
	78,997	54,297	-	133,294	125,238
2023					
Trade payables	1,530	-	-	1,530	1,530
Other payables and accruals	7,328	-	-	7,328	7,328
Amount due to a related party	1,364	-	-	1,364	1,364
Lease liabilities	2,488	3,111	-	5,599	5,317
	12,710	3,111	-	15,821	15,539

Note:

During the reporting period, the Group obtained three-year term loans from bank total amounting to RMB47,760,000. The loan agreements contain clauses that give the bank the right to demand immediate repayment at any time at its sole discretion, irrespective of whether the group has complied with the covenants stated in the agreements and met the scheduled repayment obligations. These loans have been classified as current liabilities and included in the "within 1 year or on demand" time band in the maturity analysis of contractual undiscounted payment. However, the Group does not consider probable that the bank will exercise its discretion to demand repayment, taking into account such consideration as the prevailing market conditions, its relationships with finance providers and the status of compliance with loan provisions to date. Accordingly, the analysis also includes the expected undiscounted cash outflows where the future outflows are adjusted based on the scheduled repayment dates.

Notes to the Financial Statements (Cont'd)

December 31, 2024

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

31.6 Fair value measurement of financial instruments

Financial liabilities measured at fair value in the consolidated statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability and significance of inputs to the measurements, as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and not using significant unobservable inputs
- Level 3: significant unobservable inputs for the asset or liability.

The level in the fair value hierarchy within which the financial liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

The financial liability measured at fair value in the consolidated statement of financial position on a recurring basis are grouped into the fair value hierarchy as follows:

As at 31 December 2024		
	Level 3 RMB'000	Total RMB'000
Financial liabilities		
Derivative financial instruments	2,666	2,666
As at 31 December 2023		
	Level 3 RMB'000	Total RMB'000
Financial liabilities		
Derivative financial instruments	–	–



Notes to the Financial Statements (Cont'd)

December 31, 2024

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

31.6 Fair value measurement of financial instruments (Cont'd)

The methods and valuation techniques used for the purpose of measuring fair value categorised in Level 3 are described below.

Derivative financial instruments (Level 3)

	Valuation techniques	Significant Unobservable input
Financial liabilities		
Derivative financial instruments	Binominal option pricing model	Expected volatility risk-free rate

No sensitivity analysis is performed as the directors of the Company consider that the exposure of fair values being determined based on unobservable inputs is insignificant.

The reconciliation of the carrying amounts of the Group's financial instruments classified within Level 3 of the fair value hierarchy is as follows:

	2024 RMB'000	2023 RMB'000
Derivative financial instruments		
Fair value at the inception date	2,912	–
Fair value gain recognised in profit or loss (Note 7)	(246)	–
Fair value at 31 December	2,666	–

Fair value gain on derivative financial instruments is recognised in profit or loss and included under "Other income and gains, net".

There have been no transfers into or out of Level 3 during the year ended 31 December 2024 (2023: Nil).



Notes to the Financial Statements (Cont'd)

December 31, 2024

32. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it maintains a strong credit profile and healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2024 and 2023.

The Group's capital includes total equity. The Group monitors capital using a debt-to-asset ratio. The debt-to-asset ratios as at the end of each of the reporting periods were as follows:

	As at 31 December	
	2024 RMB'000	2023 RMB'000
Total liabilities	290,631	123,103
Total assets	1,299,873	1,038,318
Debt-to-asset ratios	22%	12%



Notes to the Financial Statements (Cont'd)

December 31, 2024

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2024 RMB'000	2023 RMB'000
NON-CURRENT ASSETS		
Investments in subsidiaries (Note i)	51,838	51,838
	51,838	51,838
CURRENT ASSETS		
Amounts due from subsidiaries	826,139	790,661
Amount due from a director	1,372	740
Prepayments, deposits and other receivables	–	36
Cash and cash equivalents	2,888	14,006
	830,399	805,443
CURRENT LIABILITIES		
Amounts due to subsidiaries	129,022	128,620
Amounts due to related parties	306	1,364
Other payables and accruals	2,301	2,322
	131,629	132,306
Current net assets	698,770	673,137
Total assets less current liabilities	750,608	724,975
Non-current liabilities		
Convertible bonds	5,264	–
Derivative financial instruments	2,666	–
	7,930	–
Net assets	742,678	724,975
EQUITY		
Share capital	113,675	111,145
Reserves (Note ii)	629,003	613,830
Total equity	742,678	724,975

Approved and authorised for issue by the board of directors on 31 March 2025.

Zang Wei Zhong
Director

Wang Lei
Director

Notes to the Financial Statements (Cont'd)

December 31, 2024

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Cont'd)

Notes:

- (i) Zhonghexin Technology Holdings Limited ("Lvji BVI") was incorporated with limited liability in the British Virgin Islands (the "BVI") on November 13, 2018 and was authorised to issue up to a maximum of 50,000 ordinary shares of a single class without par value. On the same day, 50,000 shares, representing all the issued shares of Lvji BVI, were issued and allotted to the Company.
- (ii) A summary of the Company's reserves is as follows:

	Share premium RMB'000	Accumulated losses RMB'000	Exchange reserve RMB'000	Total equity RMB'000
As at 1 January 2023	545,485	(4,997)	4,118	544,606
Issue of shares under general mandate	64,121	—	—	64,121
Loss and total comprehensive expense for the year	—	(4,209)	9,312	5,103
As at 31 December 2023 and 1 January 2024	609,606	(9,206)	13,430	613,830
Issue of shares under general mandate	12,016	—	—	12,016
Share issue expenses	(2,909)	—	—	(2,909)
Loss and total comprehensive expense for the year	—	(3,919)	9,985	6,066
As at 31 December 2024	618,713	(13,125)	23,415	629,003



Five-Year Performance Review

RESULTS

	Year ended December 31,				
	2024 (RMB'000)	2023 (RMB'000)	2022 (RMB'000)	2021 (RMB'000)	2020 (RMB'000)
REVENUE	525,187	585,395	344,328	381,712	295,051
Gross profit	164,927	223,312	136,792	116,825	74,678
PROFIT/(LOSS) BEFORE TAX	122,972	181,387	47,102	(541,944)	(98,844)
PROFIT/(LOSS) FOR THE YEAR	81,851	145,167	37,537	(549,617)	(100,647)

ASSETS AND LIABILITIES

	As of December 31,				
	2024 (RMB'000)	2023 (RMB'000)	2022 (RMB'000)	2021 (RMB'000)	2020 (RMB'000)
ASSETS					
Non-current assets	1,021,309	831,358	380,254	173,078	612,137
Current assets	278,564	206,960	403,896	491,663	586,883
Total assets	1,299,873	1,038,318	784,150	665,071	1,199,020
EQUITY					
Equity attributable to owners of the parent	1,009,242	915,215	701,852	583,245	1,140,417
Total equity	1,009,242	915,215	701,852	583,245	1,140,417
LIABILITIES					
Non-current liabilities	9,943	3,029	5,351	1,590	4,028
Current liabilities	280,688	120,074	76,947	80,236	54,575
Total liabilities	290,631	123,103	82,298	81,826	58,603
Total equity and liabilities	1,299,873	1,038,318	784,150	665,071	1,199,020



Definition

In this annual report, unless the context otherwise require, the following expressions shall have the following meaning:

“2023” or “Corresponding Period”	the year ended December 31, 2023
“2024” or “Reporting Period”	the year ended December 31, 2024
“3D”	three dimensional
“Adoption Date”	January 21, 2022, being the date on which the Share Award Scheme is adopted by the Company
“AGM”	the 2025 annual general meeting of the Company to be held on Wednesday, June 25, 2025 or any adjournment thereof
“AI”	artificial intelligence
“AIGC”	artificial intelligence generated content
“API”	application programming interface, a set of clearly defined methods of communication between various software components
“APP”	application software designed to run on smartphones and other mobile devices
“AR”	augmented reality
“Articles of Association”	the second amended and restated articles of association of the Company adopted on June 21, 2023, as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Auditor”	the independent auditor of the Company
“Awarded Shares”	in respect of a Selected Employee, such number of Shares as awarded by the Board
“Board”	the board of directors of the Company
“Boardroom”	Boardroom Corporate Services (HK) Limited



Definition

“BVI”	the British Virgin Islands
“CG”	computer generated
“China” or “PRC”	the People’s Republic of China, except where the context requires otherwise and only for the purposes of this annual report, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “Lvji”	Lvji Technology Holdings Inc. (驢跡科技控股有限公司), an exempted company with limited liability incorporated on November 7, 2018 in the Cayman Islands
“Consolidated Financial Statements”	consolidated financial statements of the Group for the year ended December 31, 2024
“Controlling Shareholders”	has the meaning ascribed thereto in the Listing Rules and unless the context otherwise requires, refers to Mr. Zang, Lu Jia Technology, Mr. Fan, Invest Profit, Qifu Honglian LLP, Qifu Honglian BVI, Jieming Sanhao LLP and Jieming Sanhao BVI
“Corporate Governance Code”	the section headed “Part 2 – Principles of good corporate governance, code provisions and recommended best practices” of the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“COVID-19”	2019 novel coronavirus disease
“Director(s)”	the director(s) of the Company
“ECL”	expected credit loss
“Employee(s)”	any employee (including without limitation to any executive director) of any member of the Company and its subsidiaries from time to time



Definition

“Excluded Employee(s)”	any Employee who is resident in a place where the award of the Awarded Shares and/or the vesting and transfer of the Awarded Shares pursuant to the terms of the Share Award Scheme is not permitted under the laws or regulations of such place or where in the view of the Board or the trustee (as the case may be), compliance with applicable laws or regulations in such place makes it necessary or expedient to exclude such Employee
“Global Offering”	the offering of the Company’s Shares as described in the Prospectus
“Group”, “we”, “us”, or “our”	the Company and its subsidiaries from time to time
“Guangzhou Lvji”	廣州驢跡國際旅行社有限公司 (Guangzhou Lvji International Travel Agency Limited*), a company established in the PRC with limited liability on January 31, 2018 and an indirect wholly-owned subsidiary of our Company
“H5”	a mark-up language used for structuring and presenting content on the World Wide Web, the fifth and current major version of the HTML standard
“HKAS”	Hong Kong Accounting Standard
“HKD” or “HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standard(s) (including HKASs and Interpretation) issued by the Hong Kong Institute of Certified Public Accountants
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huoer Guosi Lvji”	霍爾果斯驢跡軟件科技有限公司 (Huoer Guosi Lvji Software Technology Limited*), a company established in the PRC with limited liability on May 31, 2017 and an indirect wholly-owned subsidiary of our Company
“ICP”	Internet Content Provider



Definition

“ICP License”	Value added Telecommunications Services Operating Permit for Internet information services
“INEDs”	the independent non-executive Directors
“Invest Profit”	Invest Profit Technology Holdings Limited, a company incorporated in the BVI with limited liability on November 6, 2018 which is wholly-owned by Mr. Fan and our Controlling Shareholder
“IP”	intellectual property
“Jieming Sanhao BVI”	捷銘文旅投資有限公司 (Jieming Culture & Travel Investment Ltd.*), a company incorporated in the BVI with limited liability on January 2, 2019 which is wholly-owned by Jieming Sanhao LLP, our Controlling Shareholder
“Jieming Sanhao LLP”	廣州市捷銘叁號投資企業(有限合夥) (Guangzhou Jieming No. 3 Investment Enterprise (Limited Partnership)*), a limited partnership established in the PRC on May 26, 2016, a Pre-IPO Investor and our Controlling Shareholder
“Joint Company Secretaries”	the joint company secretaries of the Company
“LBS”	location-based service
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange, which occurred on the Listing Date
“Listing Date”	January 17, 2020, the date on which the Shares were listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Lu Jia Technology”	Lu Jia Technology Holdings Limited, a company incorporated in the BVI with limited liability on November 6, 2018 which is wholly-owned by Mr. Zang, our Controlling Shareholder
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Stock Exchange



Definition

“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules
“MR”	mixed reality
“Mr. Fan”	樊保國 (Fan Baoguo*), a PRC resident, our Controlling Shareholder
“Mr. Zang”	臧偉仲 (Zang Weizhong*), a PRC resident and an executive Director, chairman of the Board and our Controlling Shareholder
“Nomination Committee”	nomination committee of the Board
“OTA”	online travel agency
“Prospectus”	the prospectus dated December 31, 2019 issued by the Company
“Qifu Honglian BVI”	QF HL LJ Limited, a company incorporated in the BVI with limited liability on November 13, 2018 which is wholly owned by Qifu Honglian LLP, our Controlling Shareholder
“Qifu Honglian LLP”	長興啓賦宏聯股權投資合夥企業(有限合夥) (Changxing Qifu Honglian Equity Investment (Limited Partnership)*) (formerly known as 長興啓賦宏聯投資管理合夥企業(有限合夥)), a limited partnership established in the PRC on June 29, 2016, a Pre-IPO Investor and our Controlling Shareholder
“R&D”	research and development
“Remuneration Committee”	the remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of China
“SaaS”	software as a service, a cloud-based software licensing and delivery model in which software and associated data are centrally hosted
“Selected Employee(s)”	Employee(s) selected by the Board for participation in the Share Award Scheme
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time



Definition

“Share(s)”	ordinary share(s) in the share capital of the Company, currently of nominal value US\$0.01 each
“Share Award Scheme”	a share award scheme adopted by the Company on January 21, 2022
“Share Option Scheme”	a share option scheme adopted by the then shareholders of the Company by way of written resolution on December 20, 2019
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“treasury shares”	has the meaning ascribed to it in the Listing Rules
“USD” or “US\$”	United States dollars, the lawful currency of the United States of America
“Vesting Date”	in respect of a Selected Employee, the date on which his/her entitlement to the Awarded Shares is vested in such Selected Employee in accordance with the Share Award Scheme
“XR”	extended reality, a combined term for augmented reality, virtual reality and mixed reality
“Yongtai BVI”	Sunrise Boulevard Investments Limited, a company incorporated in the BVI with limited liability on June 12, 2019 which is wholly-owned by Yongtai LLP
“Yongtai LLP”	深圳前海春華永泰企業管理諮詢合夥企業(有限合夥) (Shenzhen Qianhai Sunrise Boulevard Enterprise Management Consultancy Limited Partnership*), a limited partnership established in the PRC with limited liability on May 24, 2019

* The names of the PRC established companies or entities have been included in this annual report in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail. The English translation of company names in Chinese which are marked with “*” are for identification purposes only.