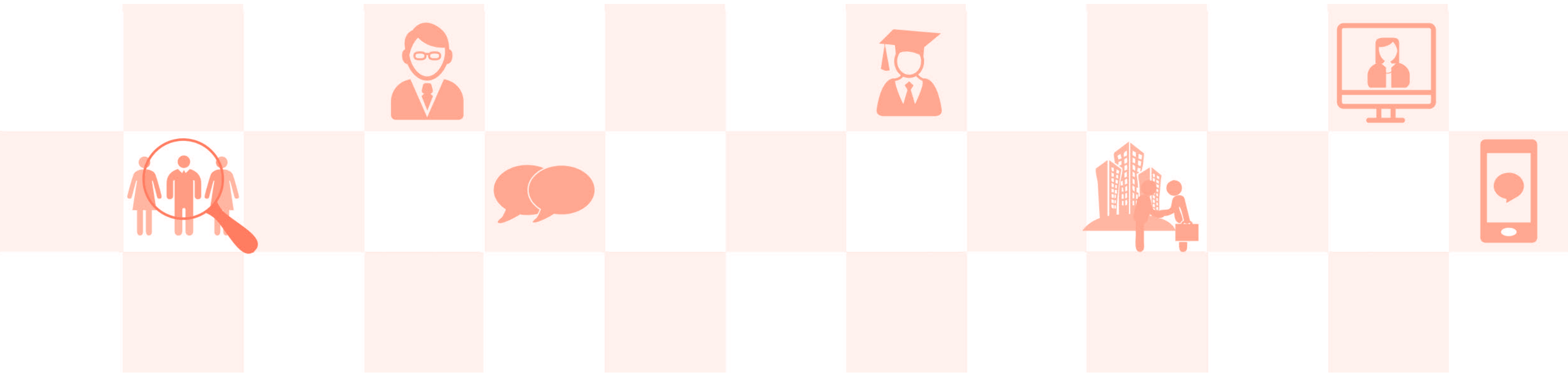
猎聘

Tongdao Liepin Group
同道獵聘集團

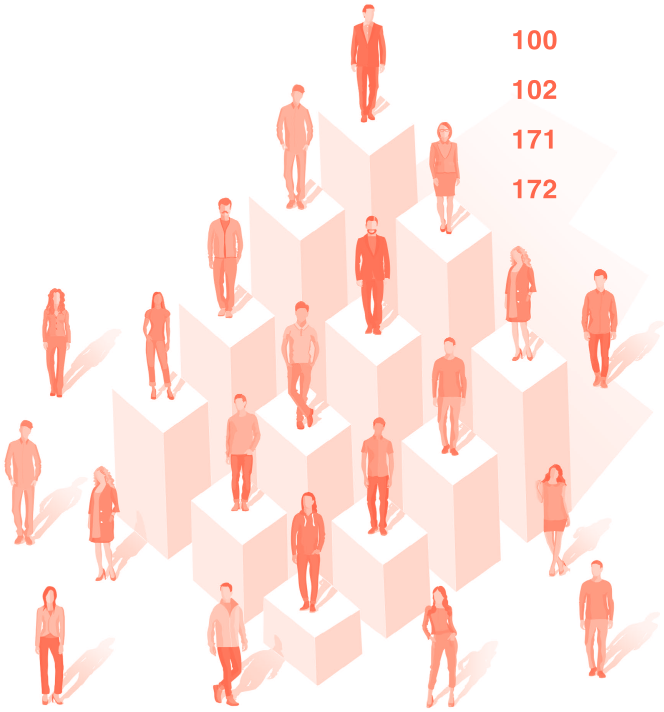
(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6100)

ANNUAL REPORT 2024



CONTENTS



DEFINITIONS

In this annual report, unless the context otherwise requires, the following terms have the following meanings. These terms and their definitions may not correspond to any industry standard definition and may not be directly comparable to similarly titled terms adopted by other companies operating in the same industries as our Company.

"AGM"	annual general meeting
"AI"	artificial intelligence
"Articles of Association"	the articles of association of the Company
"Audit Committee"	the audit committee of our Company
"Board"	the board of directors of our Company
"Business customers"	verified business users that have existing contracts with us as of a given date, excluding business customers with trial subscription
"CG Code"	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
"Company", "our Company", or "the Company"	Tongdao Liepin Group (formerly known as Wise Talent Information Technology Co., Ltd) (Stock Code: 6100), an exempted company with limited liability incorporated under the laws of the Cayman Islands on 30 January 2018, the shares of which are listed on the Main Board of the Hong Kong Stock Exchange
"Consolidated Affiliated Entities"	Wisest, TD Elite and Liedao and their respective subsidiaries and branches, the financial accounts of which have been consolidated and accounted for as if they were wholly-owned subsidiaries of our Company by virtue of the Contractual Arrangements
"Contractual Arrangements"	the series of contractual arrangements entered into by Tongdao Liepin (Tianjin) with Wisest, TD Elite and Liedao and their respective relevant shareholders
"Director(s)"	the director(s) of our Company
"GAAP"	Generally Accepted Accounting Principles
"HKD"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited

"HR"	Human Resource
"IAS"	International Accounting Standards
"IASB"	International Accounting Standards Board
"ICP License"	Value-added Telecommunications Services Operating Permit for Internet Information Services
"IFRS"	International Financial Reporting Standards, amendments, and interpretations, as issued by IASB
"Individual paying users"	the individual users that have previously subscribed for the Company's premium membership services or CV advisory services at least once as of a given date
"Individual users"	the individual users that have completed all required registration and verification procedures for our talent development services to the Group's satisfaction
"IT"	information technology
"Job postings"	active and open positions posted by our verified business users and verified headhunters on our online platform, excluding those that have been removed upon the completion of the hiring process or due for more than 90 days
"Latest Practicable Date"	18 April 2025, being the latest practicable date prior to the publication of this report for the purpose of ascertaining certain information contained in this report
"Liedao"	Liedao Information Technology Co., Ltd. (獵道信息技術有限公司), a LLC established in Tianjin, the PRC on 25 April 2014, one of our Consolidated Affiliated Entities by virtue of the Contractual Arrangements
"Liepin Group", "Group", "our Group", "the Group", "we", "us", or "our"	the Company and its subsidiaries from time to time
"Liepin (HK)"	Liepin (HK) Information Technology Co., Limited, a wholly-owned subsidiary of the Company
"Listing Date"	29 June 2018, being the date on which the shares of the Company were listed on the Hong Kong Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"LLC"	limited liability company

"Model Code"	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules
"Nomination Committee"	the nomination committee of our Company
"PRC"	the People's Republic of China
"Prospectus"	the prospectus of the Company, dated 19 June 2018, in relation to its global offering
"R&D"	research and development
"Registered individual users"	the individual users that have completed all required registration and verification procedures to the Company's satisfaction, which include both individual paying users and individual non-paying users as of a given date
"Remuneration Committee"	the remuneration committee of our Company
"Reorganization"	the reorganization arrangements undertaken by the Group in preparation for the listing of the shares of the Company on the Main Board of the Hong Kong Stock Exchange
"Reporting Period"	the year ended 31 December 2024
"RMB"	Renminbi, the lawful currency of PRC
"Saiyou" or "Beijing Saiyou"	Beijing Saiyou Education Technology Co., Ltd. (北京賽優職教育科技有限公司), a LLC established in the PRC on 30 May 2014
"SaaS"	software-as-a-solution, which refers to the Company's talent services delivery model where the Company hosts a range of proprietary software solutions and provides them to the Company's registered individual users, verified business users and verified headhunters over the internet
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

"Talent services"	talent acquisition services, other HR services, and talent development services provided to business users and individual users, as the case may be
"TD Elite"	TD Elite (Tianjin) Information Technology Co., Limited (同道精英(天津)信息技術有限公司), a LLC established in Tianjin, Entities by virtue of the Contractual Arrangements
"Tongdao Liepin (Tianjin)"	Tongdao Liepin (Tianjin) Technology Group Limited (同道獵聘(天津)科技集團有限公司) (formerly known as Tiancai Youdao (Tianjin) Information Technology Co., Limited (天才有道(天津)信息技術有限公司)), a LLC established in the PRC on 26 April 2018
"USD"	United States dollars, the lawful currency of the United States of America
"Verified business users"	all business users that have completed all required registration and verification procedures to the Company's satisfaction, which include both business customers and non-paying business users who do not have effective contracts with the Company as of a given date
"Verified headhunters"	the headhunters that have completed all required registration and verification procedures to our satisfaction
"Wisest"	Wisest (Beijing) Management Consulting Co., Ltd. (萬仕道(北京)管理諮詢有限責任公司), a LLC established in the Zhongguancun Science Park (中關村國家自主創新示範區), Beijing, the PRC on 7 September 2006, one of our Consolidated Affiliated Entities by virtue of the Contractual Arrangements

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Dai Kebin
(Chairman and Chief Executive Officer)
Mr. Chen Xingmao
(Chief Technology Officer)
(resigned as executive Director on 3 April 2024)
Mr. Tian Ge
(Chief Financial Officer)
(appointed as executive Director on 3 April 2024)

Non-executive Director

Mr. Shao Yibo *(resigned on 3 April 2024)*

Independent Non-executive Directors

Mr. Ye Yaming
Mr. Zhang Ximeng
Ms. Fan Xinpeng

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Room 415-3, Building No. 5
Courtyard No. 59, Gaoliangqiaoxie Road
Haidian District
Beijing, PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 417, 4th Floor, Lippo Centre
Tower Two, No. 89 Queensway, Admiralty
Hong Kong

REGISTERED OFFICE

89 Nexus Way, Camana Bay
Grand Cayman, KY1-9009
Cayman Islands

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ogier Global (Cayman) Limited (OGCL)
89 Nexus Way, Camana Bay
Grand Cayman, KY1-9009
Cayman Islands

LEGAL ADVISER TO HONG KONG LAW

Davis Polk & Wardwell
10th Floor, The Hong Kong Club Building
3A Chater Road, Hong Kong

PRINCIPAL BANK

Industrial and Commercial Bank of China
No. 110, Jianguo Road
Chaoyang District, Beijing, PRC

COMPANY SECRETARY

Ms. Fung Wai Sum *(ACG, HKACG)*

AUTHORIZED REPRESENTATIVES

Mr. Dai Kebin
Ms. Fung Wai Sum

AUDIT COMMITTEE

Ms. Fan Xinpeng *(Chairperson)*
Mr. Ye Yaming
Mr. Zhang Ximeng

REMUNERATION COMMITTEE

Mr. Zhang Ximeng *(Chairman)*
Mr. Ye Yaming
Ms. Fan Xinpeng

NOMINATION COMMITTEE

Mr. Dai Kebin *(Chairman)*
Mr. Ye Yaming
Mr. Zhang Ximeng

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

6100

AUDITOR

KPMG

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

COMPANY WEBSITE

www.liepin.com

FINANCIAL HIGHLIGHTS

- Revenue primarily generated from providing talent acquisition and other Human Resource ("**HR**") services to our business customers and providing talent development services to individual users was RMB2,080.9 million in 2024, an 8.8% decrease from RMB2,282.2 million in 2023.

- Gross profit was RMB1,582.7 million in 2024, a 6.7% decrease from RMB1,695.7 million in 2023.

- Net profit was RMB175.4 million in 2024, an increase of approximately 9.6 times from RMB16.6 million in 2023. Net profit attributable to equity shareholders of the Company was RMB133.5 million in 2024, an increase of approximately 176.9 times from RMB0.8 million in 2023.

- Non-GAAP operating profit of the Company (excluding share-based compensation expenses, amortisation of intangible assets resulting from acquisition and impairment of goodwill) was RMB228.9 million in 2024, a 64.9% increase from RMB138.8 million in 2023. Non-GAAP profit attributable to equity shareholders of the Company (excluding share-based compensation expenses, amortization of intangible assets resulting from acquisition and impairment of goodwill) was RMB170.4 million in 2024, a 61.1% increase from RMB105.8 million in 2023.

- The Board has resolved the declaration and payment of the special dividend (the "**Special Dividend**") of HK42 cents per share of the Company, to be payable to the shareholders whose names appear on the Company's register of members at the close of business on Thursday, 17 April 2025. It is expected that the Special Dividend will be paid in cash on Thursday, 8 May 2025. For further details, please refer to the announcement of the Company dated 28 March 2025.

Dear Shareholders,

Thank you for your long-term attention and support to the Group. 2024 witnessed a profound change of China's macroeconomic environment. In this year, the scientific and technological innovation promoted the upgrading of traditional industries and the development of new quality productivity, and the trend of dynamic transformation from the old economy towards the new economy became more and more obvious. In terms of the overall recruitment demand, the mid-to high-end recruitment market has not yet fully recovered. Nevertheless, in the fourth quarter, under the catalysis of policies, the number of new positions posted on our platform in industries such as logistics and warehousing, home appliances, and new energy vehicles recorded a year-on-year increase. In 2024, Tongdao Liepin Group has been firmly promoting the AI-driven strategy and cost-reduction and efficiency-improvement strategies, and has achieved a significant improvement in the quality of operation, recording a total revenue of RMB2.08 billion for the whole year. Through the in-depth application of AI technology and the optimization and adjustment of the organizational structure, the Group continued to deepen technology empowerment and operational efficiency improvement, resulting a significant improvement in profit, with the adjusted operating profit increasing by 64.9% year-on-year to RMB229 million, and the adjusted net profit attributable to the parent company increasing by 61.1% year-on-year to RMB170 million. Meanwhile, in terms of cash flow management, the Group's net operating cash inflow improved significantly throughout the year, and the cash assets on hand increased steadily, providing a solid foundation for the Group's long-term strategic layout.

With the advancement of industrial change, the new quality productivity represented by artificial intelligence, big data, cloud computing, etc. is emerging and giving rise to more high-quality employment opportunities. As a core element driving industrial upgrading, artificial intelligence is reshaping the value chain of talent services. During the critical period of dynamic transformation from the old industry towards the new industry, we deeply realize that only by deeply integrating AI technology into the core link of recruitment service and solving the efficiency bottleneck and cost dilemma that has long been faced in the recruitment process, can we create greater value for enterprises and job seekers. In the past year, we successfully accessed DeepSeek and other well-known large language models. Leveraging on the "dynamic model selection" combined with our self-developed "Tongdao Huicai (同道匯才)" vertical model, optimal deployment of models in different application scenarios has been achieved. Meanwhile, relying on more than ten years of our industry cultivation of matching framework and behavioral data resources, we made up for the knowledge blind spot of the general model for the recruitment industry, and built a full-process intelligent recruitment solution covering demand collection, resume analysis, intelligent screening, willingness confirmation and accurate recommendation. This technological integration based on in-depth industry understanding has not only reconstructed the underlying logic of talent supply and demand matching, but also promoted the Group's in-depth exploration in the new mode of intelligent recruitment services.

AI interview and AI recruitment are currently the Group's two core AI products. Among them, AI interviewer Doris has been iteratively upgraded to version 5.0, which can not only offer personalized interview, but also realize the breakthrough from intelligent questioning to intelligent dialogue through multi-modal technical support. Leveraging on its multiple abilities such as observation, memory, thinking and feedback, the consistency between AI interview scores and senior experts' scores is stable at more than 95% at present. In addition, the Group's innovative product named "Intended Candidate Searching ", has shorten the traditional time-consuming manual process from job matching and preliminary intention obtaining from days to as fast as 4 minutes through the "AI + Professional Consultant", our dual-engine model, greatly improving the efficiency of job matching and intention feedback. Liepin officially upgraded its Liepin Pro to an AI version in March 2025, launching a new AI account product for enterprises. Leveraging on its "AI Job Posting", "AI Resume Quick Read", "AI Smart Invitation" and other functional modules, this AI account product enables a single batch invitation of up to 1,500 people, and the resume screening efficiency is improved to 40 seconds for a hundred resumes, which also marks the transformation of our platform from an Internet online tool to an AI Agent intelligent agent tool.

In terms of BHC tripartite ecosystem construction, by the end of 2024, the number of verified business users of the Group reached 1.43 million, individual users exceeded 106 million, and headhunters stabilized at 215 thousand. On the premise of cost control, the platform ecosystem has maintained a stable and healthy development trend. In particular, the Group's online professional certification training services showed strong resilience, driving a 23.1% year-on-year increase in individual users revenue. In terms of innovative business, in 2024, the number of job openings on the Duolie RCN, the Duolie Recruiting Cooperation Network, approached 100,000, with a focus on covering in industries such as the internet, energy, chemicals and high-end manufacturing. The proportion of headhunting companies in Duolie RCN network participating in the cooperative delivery has continued to reach 91%. In addition, the Company has focused on exploring the integration of innovative business with the resources of headhunting companies on the main platform, deepening its close relation with headhunting companies through continuous innovation of the cooperative delivery models, and enhancing the search and delivery efficiency of headhunting consultants with the help of AI assistants.

In 2024, the Group has always adhered to the concept of "Technology for Good" and actively participated in various public welfare activities and social projects. Throughout the year, the Group has hosted a number of government-specific recruitment activities to help "stabilizing employment", and has constructed a diversified and integrated talent employment service system covering mid- to high-end white-collar talents, college graduates and overseas talents. For the fifth consecutive year, the Group participated in the campaign "Hundred Days, Ten Million Opportunities" organized by the Ministry of Human Resources and Social Security of the People's Republic of China, actively promoting high-quality employment through various means such as live-streamed job fairs and cloud classes on career guidance. Meanwhile, as the co-organizer of "Innovate Hong Kong — International Talent Carnival", the largest talent recruitment event in the Greater Bay Area, Tongdao Liepin Group will set up an innovative online global talent recruitment zone to build a platform for efficient communication and cooperation between enterprises and job seekers worldwide.

The technology development should be in sync with business value realization. In 2024, our Group found a critical balance between product innovation, user experience and cost reduction and efficiency. Through the optimization of the organizational structure and the in-depth use of AI technology internally, the Group's human resources efficiency in both production, research and sales were significantly improved. In 2025, the continued strength of macro policies and the rebound of talent demand in emerging industries are expected to inject more certainty into the recovery of the recruitment industry. Facing the opportunities brought about by cyclical recovery of the industry, Tongdao Liepin Group will be more agile in promoting product innovation, deepening the technical barriers of "AI+recruitment services", and creating long-term stable value returns for shareholders through continuous technical investment and ecological co-construction. On the other hand, the Group will continue to reduce costs and increase efficiency, optimize operations and management, focus on the continuous improvement of the profitability and cash flow, and simultaneously advance research on diversified shareholders' return schemes and the planning of long-term shareholders' return plans, so as to share development achievements with shareholders and jointly embrace a new chapter of high-quality development.

Dai Kebin
Chairman of the Board and Chief Executive Officer

MARKET REVIEW

In 2024, China's economy has operated smoothly. The central government launched a package of incremental policies in July and September, promoting the gradual economic recovery in the second half of 2024 through initiatives such as lowering the reserve requirement ratio and interest rates, prioritizing support for the construction of "Two New and One Major" projects through the issuance of special treasury bonds, and optimizing supply and demand policies in the real estate sector. According to data from the National Bureau of Statistics, the annual average urban surveyed unemployment rate stood at 5.1%, a decrease of 0.1 percentage points compared to 2023. The overall employment situation remained stable, but the structural contradictions of employment were still relatively prominent, with persistent pressure on certain groups, particularly the youth. From an industry perspective, talent supply and demand showed significant divergence, showing that the demand for talents in the internet, real estate, and finance sectors continued to shrink, while the absorption capacity of employment in new energy vehicle, intelligent logistics, service consumption and other areas gradually strengthened.

Overall, the recruitment demand for mid-to high-end talent is closely related to economic trends, as evidenced by the U-shaped quarterly fluctuations in new job postings data on the Liepin platform. The GDP growth rate rebounded in the fourth quarter, and the recovery in consumption and the service sector was particularly strong thanks to the "trade-in" policy, with the wholesale and retail, transportation, warehousing and postal industry performing notably well. This also contributed to year-on-year growth in new job postings on the Liepin platform in freight/logistics/warehousing, new energy automobile, home appliances and other industries. Meanwhile, with the advancement of industrial transformation, new productive forces represented by artificial intelligence ("**AI**"), big data, and cloud computing were continuously emerging. These developments has not only promoted the optimization and upgrading of the economic structure but also created more high-quality employment opportunities. Looking ahead, under the continuous policy support and the development of emerging industries, the structure of the employment market is expected to further optimize, providing more employment options for different groups. As a leading platform for mid-to high-end talent recruitment, Liepin will focus on emerging industries, providing talent support for the development of emerging industries through precise and high-quality job matching.

Generative AI has experienced breakthrough developments in the past two years, with technological evolution and application implementation driving each other. In early 2025, Deepseek, a domestically developed open-source large model, achieved performance comparable to the international cutting-edge levels through architectural innovation under limited computational resources. The lightweight models it developed are adaptable to multiple scenarios, significantly reducing the barriers and costs of technology deployment, and promoting the popularization and application of AI technology across various industry fields. Nowadays, the importance of AI, as a more advanced factor of production, is not only reflected in the accelerated construction of a talent matrix with AI application capabilities on the enterprise side, but also further expands the structural transformation of the "AI+recruitment" industry, which further creates new opportunities for efficiency improvement and cost reduction in the recruitment industry. By organically integrating deep learning algorithms with industry knowledge bases, AI technology will be applied to core recruitment processes such as demand analysis, talent screening, and competency assessment, systematically optimizing the precision and efficiency of the recruitment process. In the past year, Liepin has actively explored the application and implementation of AI technology in the recruitment field, achieving a full-chain digital upgrade in talent demand insights, candidate reach, and decision-making support. Its intelligent recommendation system, based on multi-dimensional data modelling, has effectively improved the granularity and timeliness of job-candidate matching. AI technology is driving the recruitment service to evolve from being experience-driven to being data intelligence-driven.

On the job-seeking side, employment diversification has been the main trend in the past two years. With the upgrading of industrial structure and the rapid development of emerging technologies such as AI, the expectations of job seekers for career development are also changing. More and more job seekers are looking forward to entering emerging fields with potential and showing higher interest in AI-related positions. At the same time, they are also embracing generative AI technologies with a more positive attitude to enhance work efficiency and personal competitiveness. This is in line with the adjustment of the talent portrait by enterprises in the AI era, where proficiency in AI applications, a composite knowledge structure and innovation ability has become important considerations for enterprises recruitment. Meanwhile, the development of AI has given rise to new jobs such as AI trainers and data annotators and has also promoted the emergence of cross-field composite positions in finance, healthcare, education and other fields. These changes reflect the higher requirements and more comprehensive expectations of enterprises for talents to meet the challenges and opportunities of future development in the rapidly changing market environment and technological changes.

BUSINESS OVERVIEW

	As of 31 December		
	2024	2023	% Year-on-year change
Individual Users			
Number of accumulative registered individual users *(in millions)*	**105.5**	95.0	11.1%
Number of individual paying users for the year	**123,390**	102,673	20.2%
Average of annual salary of registered individual users for the year *(in RMB)*	**191,001**	191,363	-0.2%
Business Users and Customers			
Number of accumulative verified business users	**1,428,188**	1,293,796	10.4%
Number of business customers	**67,913**	72,037	-5.7%
Number of accumulative job postings *(in millions)*	**7.8**	8.3	-6.7%
Headhunters			
Number of verified headhunters	**214,698**	211,050	1.7%
Number of contacts with registered individual users by our verified headhunters *(in millions)*	**1,066**	1,086	-1.8%

Talent Acquisition Services and Other HR Services

Due to the combined effect of a decline in cash billings in 2023 and the limited recovery of enterprise confidence in the mid-to high-end recruitment market in 2024, the Company's revenue on the enterprise side decreased to RMB1,761.3 million in the current year, representing a year-on-year decrease of 12.9%. As of 31 December 2024, the total number of Liepin's paying business customers amounted to 68,000, representing a year-on-year decrease of 5.7%. Faced with the ongoing pressure in the mid-to high-end recruitment market, the Company actively took measures to increase revenue and reduce costs. On one hand, it continued to launch innovative AI products to improve user experience and increase user retention. On the other hand, it firmly executed a cost-reduction and efficiency-improvement strategy, leveraging technology to empower business operations and optimize organizational structures, thereby comprehensively enhancing overall operational efficiency and driving a steady recovery in profit levels. In 2024, the Company emphasized organizational efficiency improvements, focusing on talent assessment and management system upgrades for its product development team and sales team. Through organizational restructuring and technological empowerment, the efficiency of the R&D team and the ability to innovate in product development have been significantly enhanced. The sales team eliminated regional restrictions and adopted a unified management approach based on customer classification, with each team strengthening its efforts to identify sales leads of target customers and enhance professional service capabilities. Simultaneously, the Company continued to explore the efficiency-enhancing role of AI technology in key areas such as customer demand insights and commercial leads filtering. As the market gradually recovers, the sales team's productivity is expected to be further released.

Leveraging over a decade of expertise in the human resources industry, our deeply entrenched brand image, and constantly iterative product performance, we have consistently attracted a large number of enterprises, talents and headhunters to our platform. As of 31 December 2024, the number of verified business users on Liepin reached approximately 1.43 million, representing a year-on-year increase of 10.4%. In the process of business expansion, the Company has closely followed the development trends of new productive forces, focusing on emerging and leading industries. By providing professional mid-to high-end talent recruitment services, we have continuously expanded user coverage and improved customer conversion rates through diversified recruitment products. Simultaneously, we have closely monitored changes in enterprises recruitment habits and needs, flexibly adjusting our sales strategies. Currently, the budget decision-making cycle for talent recruitment of enterprises remains relatively long, but there has been a slight recovery in hiring scale. Additionally, most enterprises have shown strong interest in products embedded with AI technology. Based on our ongoing exploration of "AI+recruitment services", the comprehensive promotion of our AI-powered recruitment products has provided robust support for consumer acquisition and retention. By helping recruiters efficiently and cost-effectively identify and recruit talent across multiple industries and positions, we have brought substantial optimization to our consumers' recruitment processes, further solidifying long-term partnerships with them.

Technology-driven product innovation has always been a core strategy for Liepin. In 2024, the Company focused on the deep integration of AI technology with recruitment scenarios and systematically promoted the construction of an intelligent product matrix. Leveraging multiple open-source large language models and our self-developed vertical large language model technology, we have launched several AI-powered recruitment applications: (1) AI Intelligent Invitation: achieving precise job-candidate matching by intelligently searching the platform's talent pool, automatically carrying out personalized invitations and multi-dimensional competency assessments of resumes; (2) AI Intelligent Fast Reading: supporting natural language command interaction, dynamically analyzing recruitment needs, intelligently summarizing the reasons for matching and sorting the resumes according to the degree of match, enabling rapid identification of highly suitable candidates; and (3) Preferred Candidates: innovatively combining the dual-engine model of "AI+Consultant", with senior consultants conducting position interviews after recruiters set job requirements, and an AI Agent (intelligent agent technology) automatically completing processes such as in-depth position analysis, talent search, candidate matching, candidate communication, and intent confirmation, thereby accurately selecting high-quality candidates with communication intent. This product has significantly enhanced the efficiency of the interaction between the supply and demand sides, achieving client coverage of over one-third within just one quarter of its launch. Additionally, the involvement of AI Agent has significantly increased both user activity and interactive effects on the platform. In the future, Liepin will continue to deepen the penetration of AI across the entire recruitment chain, building a more agile and efficient job-candidate matching system.

Doris, our AI intelligent interview product, has completed the development of version 5.0 through continuous iterative upgrades since its launch in the first quarter of 2024, and the new version has made significant progress in terms of interaction experience and assessment accuracy. By extracting data from different modalities for joint processing, Doris can observe the interviewer's reactions and emotions, memorize key information, conduct in-depth thinking, and provide timely feedback. Meanwhile, it has significantly boosted speech generation speed and response time, further enhancing the smoothness of the interview process and improving the interactivity and experience of the interview. At the technical level, Doris leverages multiple advanced large language models at its foundation, combined with our self-developed vertical models and industry knowledge graphs for output calibration. This ensures that the system assessment results are consistent with the judgments of professional interviewers at a rate of over 95%, further improving the accuracy and reliability of AI-powered interview assessments. On the other hand, the Company has actively expanded the application scenarios of this product. By generating corresponding job competency models based on enterprise hiring profiles, Doris has been able to better meet the recruitment assessment needs of various groups, including campus recruitment, white-collar, and blue-collar. In future, the job competency models embedded in Doris will not only be applicable to interview scenarios but will also be widely used in internal talent assessments and talent review processes within enterprises. This will help enterprises scientifically enhance their human resource management efficiency and further expand Liepin's ability to serve customers' diverse needs.

Another innovative business of the Company, the online cooperation network for headhunters (Duolie RCN) has continued to grow since its launch. Against the backdrop of overall pressure in the headhunting market, Duolie RCN has provided stable business opportunities for headhunting companies by improving digital management efficiency, adopting innovative delivery cooperation models, and empowering with AI assistants, which has effectively addressed industry cyclical pressures and significantly improved the productivity of headhunting companies within the RCN network. In 2024, the number of job openings on the Duolie RCN platform approached 100,000, with a focus on covering in industries such as the internet, energy/chemicals/environmental protection, and machinery/manufacturing, which are representative of new productive forces. By the end of 2024, the proportion of headhunting companies in Duolie RCN network participating in the cooperative delivery reached 91%. Over the past year, the Company has focused on exploring the integration of innovative business with the resources of headhunting companies on the main platform, deepening its close relation with headhunting companies through cooperative delivery models, and enhancing the search and delivery efficiency of headhunting consultants with the help of AI assistants. In future, the Company will implement more precise hierarchical operational strategies for all cooperation businesses with headhunting companies. Meanwhile, it will continue to innovate cooperation models to further enhance the willingness of headhunting companies to collaborate. As the macroeconomic environment gradually recovers, headhunting cooperation businesses are also expected to demonstrate stronger growth momentum.

In terms of sub-businesses, the Group's online survey business continues to face pressure on revenue growth due to the ongoing weakness in the advertising sector. However, thanks to the Group's active promotion efforts of the transformation of this sub-business from an advertising model to a SaaS business model, the SaaS business still maintained modest growth. Meanwhile, the operational performance of the core brand of this sub-business, Wenjuanxing, remained strong with a total of 300 million questionnaires distributed and a total of 21.7 billion responses collected as of 31 December 2024. As a leading online survey business brand in China, we will in the future, continue to improve our SaaS products and accelerate the pace of business expansion in light of the market demand. Meanwhile, in terms of internal sales management, the Company will optimize the incentive mechanism to further enhance the efficiency of the team, so as to maintain and strengthen the leading position of this sub-business in the market segment. In addition, the Group's flexible staffing business performed outstandingly in 2024, with continued growth in business scale and improved profitability, which was mainly attributable to cost control and operational efficiency enhancement of this sub-business. Moving forward, this sub-business will continue to explore innovations in informatization and systematic product development while internally reinforcing cost reduction and efficiency improvement strategies to ensure sustainable profitability.

Talent Development

In terms of our individual users, as of 31 December 2024, the number of registered individual users reached 105.5 million, representing a year-on-year increase of 11.1%. Additionally, user activity has continued to grow, with the average number of monthly active users in 2024 increasing by 5.6% year-on-year. In terms of user operation, the Company has not only enhanced customer acquisition efficiency by precisely controlling advertising budgets, optimizing budget allocation rules and refining acquisition channel strategies, but also revitalized its high-quality existing talent pool through product function innovation and recall strategy upgrade, laying a solid foundation for the platform's sustained growth and improved user satisfaction.

In the fourth quarter and the full year of 2024, the revenue generated from providing talent development services to individual users was RMB80.6 million and RMB317.8 million, respectively, representing largely flat performance year-on-year and a year-on-year increase of 23.1%, respectively. Our online professional certification training services demonstrated positive growth momentum during this year, primarily driven by continuous optimization of products and significant improvement in sales efficiency. On the products side, the Company has continued to focus on the parapsychological field, refining course content to deliver higher-quality services to users, and effectively improving the conversion efficiency of high-value courses through the deep integration of online and offline courses. On the sales side, the Company has increased its efforts to expand its community-based model, significantly boosting productivity and strengthening team stability. Looking ahead, the Company will concentrate on its target customer base, further improving product quality and service levels to provide more tailored products and services that meet the personalized needs of different customers. Additionally, the Company will further optimize business processes and enhance profitability through efficient operational models, laying a solid foundation for its long-term development.

FUTURE OUTLOOK AND STRATEGIES

In 2024, the mid-to high-end recruitment market was still affected by the macroeconomic environment and had not fully recovered, and the Company's revenue remained under pressure. However, the core operating data of the platform still maintained healthy growth as the business structure continued to be optimized through product innovations and operational efficiency enhancements. At the same time, the Company achieved substantial improvements in profitability by deeply implementing a cost-reduction and efficiency-improvement strategy. Looking ahead, the direction of macroeconomic policies has injected certainty into the market. At the central level, the coordinated advancement of social security optimization and consumption incentive policies is gradually forming a long-term mechanism that translates consumption upgrades into talent demand. Meanwhile, as talent configuration needs in certain emerging industries gradually recover, the Company will continue to focus on building a talent service ecosystem for strategic emerging industries. Through a diverse product matrix and professional service capabilities, the Company will expand opportunities for cross-selling and upselling, deepen its competitive advantage in the mid-to high-end recruitment market, and actively seize opportunities from the cyclical recovery of the industry, laying a foundation for future growth.

Adhering to the comprehensive strategy of "product delivery upgrade, business strategy upgrade, and service upgrade", Liepin officially upgraded its Liepin Pro to an AI version in March 2025, launching a new AI account product for enterprises. This marks Liepin's gradual transition from an internet-based online tool to an AI Agent-powered intelligent tool. Moving forward, we will continue to explore the potential of generative AI in the recruitment field, leveraging over a decade of industry insights and data accumulation to innovate AI-powered products across multiple stages, including job posting, talent acquisition, candidate screening, intent confirmation, interview, onboarding and talent development. For users' needs, we aim to create a matching framework covering end-to-end links that covers skills, work experience, personality traits, and other dimensions, thereby improving the interaction process, matching efficiency, and user experience for both recruiters and job seekers on the platform, enhancing the health of the platform ecosystem, and creating greater value for users.

In terms of innovative business, both the AI intelligent interviewer Doris and the Duolie RCN collaboration network have gained market recognition over the past year. In future, we will continue to explore diverse applications of "AI+assessment" through Doris, providing recruiters with more multi-dimensional and comprehensive talent profiles to empower enterprise talent pipeline development. On the headhunting side, we will enhance the operational efficiency of headhunting companies within the RCN collaboration network and strengthen their talent search and delivery capabilities through ongoing ecosystem development and AI digital assistant empowerment, promoting headhunting companies in RCN network to cross the industry cycle. Combined with the product upgrades of the Liepin Pro, we are gradually forming a strategic layout of AI-powered products for the enterprise recruitment side, interviewing side, and headhunting ecosystem side.

Currently, the mid-to high-end recruitment market is still in the process of bottoming out and recovering, which makes us even more grateful of the trust and support from our employees, customers and investors. We will continue to strive forward, optimizing our business layout and capabilities to meet market opportunities and challenges with a more stable posture, and working towards the long-term development of our business.

FINANCIAL REVIEW

Year Ended 31 December 2024 Compared to Year Ended 31 December 2023

	2024 *RMB'000*	2023 *RMB'000*
Revenue	**2,080,865**	2,282,157
Cost of revenue	**(498,154)**	(586,431)
Gross profit	**1,582,711**	1,695,726
Other income	**137,338**	160,181
Sales and marketing expenses	**(908,848)**	(1,081,768)
General and administrative expenses	**(315,412)**	(379,995)
Research and development expenses	**(303,835)**	(360,385)
Profit from operations	**191,954**	33,759
Net finance cost	**(2,844)**	(5,470)
Share of results of associates	**726**	1,214
Profit before taxation	**189,836**	29,503
Income tax	**(14,387)**	(12,873)
Profit for the year	**175,449**	16,630
Attributable to:		
— Equity shareholders of the Company	**133,450**	750
— Non-controlling interests	**41,999**	15,880
Non-GAAP Profit from Operations	**228,906**	138,789
Non-GAAP Profit attributable to equity shareholders of the Company	**170,402**	105,780

Revenue

Our revenue was RMB2,080.9 million in 2024, representing a 8.8% decrease from RMB2,282.2 million in 2023. Revenue from talent acquisition and other HR services to our business customers, accounting for 84.6% of our revenue, was RMB1,761.3 million in 2024, a 12.9% decrease from RMB2,022.3 million in 2023, primarily due to the drag from decreasing cash billings during the previous year and enterprises' hesitation in reopening job positions in 2024. Revenue from talent acquisition and other HR services to our business customers mainly comprised (i) customized subscription packages that include various talent services charging various fixed rates and (ii) transaction-based talent acquisition services that charge a fixed rate based on the offered annual salary of a particular job upon completion of certain hiring milestones.

Revenue from talent development services to individual users, accounting for 15.3% of our revenue, was RMB317.8 million in 2024, a 23.1% increase from RMB258.1 million in 2023, primarily driven by the deep commitment to our certification training course. Revenue from talent development services to individual users primarily consisted of providing premium membership services, career coaching, CV advisory and certification training services.

Revenue from rental income from investment properties was RMB1.8 million in 2024 and RMB1.7 million in 2023.

The table below sets forth a breakdown of sources of our revenue for the periods indicated:

	For the year ended 31 December			
	2024		2023	
	RMB'000	%	*RMB'000*	%
Talent acquisition and other HR services to business users	**1,761,270**	**84.6**	2,022,306	88.6
Talent development services to individual users	**317,815**	**15.3**	258,122	11.3
Rental income from investment properties	**1,780**	**0.1**	1,729	0.1
Total	**2,080,865**	**100.0**	2,282,157	100.0

Cost of Revenue

Our cost of revenue primarily comprised service and project expenses, salaries and benefits for our talent service personnel, and IT infrastructure and maintenance costs. Our cost of revenue was RMB498.2 million in 2024, a 15.1% decrease from RMB586.4 million in 2023. The share-based compensation expenses were RMB(0.6) million in 2024 (2023: RMB0.5 million). The amortization of intangible assets resulting from acquisition was RMB17.2 million in 2024 (2023: RMB17.3 million).

Gross Profit and Gross Profit Margin

As a result of the foregoing, the Company's gross profit was RMB1,582.7 million in 2024, representing a 6.7% decrease from RMB1,695.7 million in 2023. Our gross profit margin was 76.1% in 2024 and 74.3% in 2023 due to our strict controls on the gross margins of project-based products and cost-saving and efficiency improvement measures on the personnel side.

Sales and Marketing Expenses

Our sales and marketing expenses mainly consisted of salaries and benefits (including share-based compensation expenses) for sales and sales support, advertising and promotion expenses, marketing personnel expenses and other expenses associated with our sales and marketing activities filled the rest. Our sales and marketing expenses were RMB908.8 million in 2024, a 16.0% decrease from RMB1,081.8 million in 2023, which was primarily due to the decrease in marketing spending and sales personnel incentive expenses. The share-based compensation expenses in 2024 were RMB2.9 million (2023: RMB9.1 million), and the amortization of intangible assets resulting from acquisition was RMB0.9 million (2023: RMB1.2 million). Our sales and marketing expenses as a percentage of revenue decreased from 47.4% in 2023 to 43.7% in 2024.

General and Administrative Expenses

Our general and administrative expenses primarily comprised salaries and benefits (including share-based compensation expenses) for our general and administrative personnel, office expenses (including rental expenses) and other operating expenses which include expected credit losses of trade receivables. Our general and administrative expenses were RMB315.4 million in 2024, a 17.0% decrease from RMB380.0 million in 2023, which was primarily due to (i) the one-off decrease in the share-based compensation expenses from RMB48.6 million in 2023 to RMB13.0 million in 2024, as a portion of one-time RSU was granted in 2023; and (ii) the decrease in general and administrative personnel costs. Our general and administrative expenses as a percentage of revenue decreased from 16.7% in 2023 to 15.2% in 2024.

Research and Development ("R&D") Expenses

Our R&D expenses primarily comprised salaries and benefits (including share-based compensation expenses) for R&D personnel and other R&D related expenses, such as office rental and depreciation of equipment associated with R&D activities. Our R&D expenses were RMB303.8 million in 2024, a 15.7% decrease from RMB360.4 million in 2023, primarily due to the saving of the R&D personnel cost. Among which, the share-based compensation expenses decreased from RMB12.8 million in 2023 to RMB3.6 million in 2024. Our R&D expenses as a percentage of revenue decreased from 15.8% in 2023 to 14.6% in 2024.

Other Income

Other income primarily comprised interest income from bank deposits, investment income from wealth management products and fixed rate notes, government grant, and fair value changes of financial assets at fair value through profit or loss. Our other income decreased by 14.3% from RMB160.2 million in 2023 to RMB137.3 million in 2024, primarily as a result of the fair value changes of financial assets at fair value through profit or loss.

Profit from Operations

As a result of the foregoing, our profit from operations was RMB192.0 million in 2024, compared to RMB33.8 million in 2023, primarily attributable to the improving operation leverage driven by the increase in efficiency of our management, R&D and sales team.

Net Finance Cost

Net finance cost primarily comprised foreign currency exchange gain due to the fluctuation of USD against RMB, interest expenses on bank loans, interest on lease liabilities rising from the adoption of IFRS 16, and bank charges. Our net finance cost was RMB2.8 million in 2024, compared to RMB5.5 million in 2023, primarily due to the decrease of interest on lease liabilities.

Profit before Taxation

As a result of the foregoing, profit before taxation was RMB189.8 million in 2024, compared to RMB29.5 million in 2023.

Income Tax

Income tax credit was RMB14.4 million in 2024, compared to RMB12.9 million in 2023.

Profit for the Year

As a result of the aforementioned factors, profit for the year was RMB175.4 million in 2024, an increase of approximately 9.6 times from RMB16.6 million in 2023, primarily attributable to the improving operation leverage driven by the increase in efficiency of our management, R&D and sales team.

Three Months Ended 31 December 2024 Compared to Three Months Ended 31 December 2023

	For the three months ended 31 December	
	2024	2023
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Revenue	**563,552**	630,282
Cost of revenue	**(157,792)**	(181,109)
Gross profit	**405,760**	449,173
Other income	**24,853**	41,931
Sales and marketing expenses	**(232,780)**	(278,864)
General and administrative expenses	**(80,176)**	(138,289)
Research and development expenses	**(73,133)**	(101,742)
Profit/(Loss) from operations	**44,524**	(27,791)
Net finance income/(cost)	**7,822**	(6,841)
Share of results of associates	**799**	825
Profit/(Loss) before taxation	**53,145**	(33,807)
Income tax	**(3,713)**	(2,823)
Profit/(Loss) for the period	**49,432**	(36,630)
Attributable to:		
— Equity shareholders of the Company	**42,162**	(39,543)
— Non-controlling interests	**7,270**	2,913
Non-GAAP Profit from Operations	**49,953**	25,635
Non-GAAP Profit attributable to equity shareholders of the Company	**47,591**	13,883

Revenue

Our revenue was RMB563.6 million in the three months ended 31 December 2024, a 10.6% decrease from RMB630.3 million in the three months ended 31 December 2023. Revenue from talent acquisition and other HR services to our business customers, accounting for 85.6% of our revenue, was RMB482.5 million in the three months ended 31 December 2024, a 11.9% decrease from RMB547.9 million in the three months ended 31 December 2023, primarily due to the drag from decreasing cash billings during the previous year and enterprises' hesitation in reopening job positions in 2024.

Revenue from talent development services to individual users, accounting for 14.3% of our revenue, was RMB80.6 million in the three months ended 31 December 2024, remaining largely flat compared with RMB81.9 million in the three months ended 31 December 2023.

Revenue from rental income from investment properties was RMB0.4 million in the three months ended 31 December 2024 and RMB0.4 million in the three months ended 31 December 2023.

The table below sets forth a breakdown of sources of our revenue for the periods indicated:

	For the three months ended 31 December			
	2024		2023	
	RMB'000 (unaudited)	*%*	*RMB'000* (unaudited)	*%*
Talent acquisition and other HR services to business users	482,535	85.6	547,906	86.9
Talent development services to individual users	80,571	14.3	81,944	13.0
Rental income from investment properties	446	0.1	432	0.1
Total	563,552	100.0	630,282	100.0

Cost of Revenue

Our cost of revenue primarily comprised service and project expenses, salaries and benefits for our talent service personnel, and IT infrastructure and maintenance costs. Our cost of revenue was RMB157.8 million in the three months ended 31 December 2024, a 12.9% decrease from RMB181.1 million in the three months ended 31 December 2023. The amortization of intangible assets resulting from acquisition was RMB4.2 million in the three months ended 31 December 2024, as compared to RMB4.3 million in the three months ended 31 December 2023. The share-based compensation expenses were RMB14 thousand in the three months ended 31 December 2024, as compared to RMB0.2 million in the three months ended 31 December 2023.

Gross Profit and Gross Profit Margin

As a result of the foregoing, the Company's gross profit was RMB405.8 million in the three months ended 31 December 2024, a 9.7% decrease from RMB449.2 million in the three months ended 31 December 2023. Gross profit margin increased to 72.0% in the three months ended 31 December 2024 from 71.3% in the three months ended 31 December 2023, marking a 0.7 percentage point improvement year-on-year, even with disruptions in the delivery cycle of closed-loop product lines.

Sales and Marketing Expenses

Our sales and marketing expenses primarily consisted of salaries and benefits (including share-based compensation expenses) for sales and sales support, advertising and promotion expenses, marketing personnel expenses and other expenses associated with our sales and marketing activities filled the rest. Our sales and marketing expenses were RMB232.8 million in the three months ended 31 December 2024, a 16.5% decrease from RMB278.9 million in the three months ended 31 December 2023, which was primarily due to the decrease in marketing spending and sales personnel incentive expenses. The share-based compensation expenses were RMB0.3 million in the three months ended 31 December 2024 as compared to RMB0 million in the three months ended 31 December 2023. The amortisation of intangible assets resulting from acquisition was RMB0.2 million in the three months ended 31 December 2024 as compared to RMB0.3 million in the three months ended 31 December 2023. Our sales and marketing expenses as a percentage of revenue decreased from 44.2% in the three months ended 31 December 2023 to 41.3% in the three months ended 31 December 2024.

General and Administrative Expenses

Our general and administrative expenses primarily comprised salaries and benefits (including share-based compensation expenses) for our general and administrative personnel, office expenses (including rental expenses) and other operating expenses which include expected credit losses of trade receivables. Our general and administrative expenses were RMB80.2 million in the three months ended 31 December 2024, a 42.0% decrease from RMB138.3 million in the three months ended 31 December 2023, which was primarily due to (i) the one-off decrease in the share-based compensation expenses from RMB31.0 million in the three months ended 31 December 2023 to RMB1.3 million in the three months ended 31 December 2024, as a portion of one-time RSU was granted in the fourth quarter of 2023; and (ii) the decrease in general and administrative personnel costs. Our general and administrative expenses as a percentage of revenue decreased from 21.9% in the three months ended 31 December 2023 to 14.2% in the three months ended 31 December 2024.

Research and Development Expenses

Our R&D expenses primarily comprised salaries and benefits (including share-based compensation expenses) for R&D personnel and other R&D related expenses, such as office rental and depreciation of equipment associated with R&D activities. Our R&D expenses were RMB73.1 million in the three months ended 31 December 2024, a 28.1% decrease from RMB101.7 million in the three months ended 31 December 2023, primarily due to the saving of the R&D personnel cost. The share-based compensation expenses decreased from RMB2.0 million in the three months ended 31 December 2023 to RMB(0.6) million in the three months ended 31 December 2024. Our R&D expenses as a percentage of revenue decreased from 16.1% in the three months ended 31 December 2023 to 13.0% in the three months ended 31 December 2024.

Other Income

Our other income was RMB24.9 million in the three months ended 31 December 2024, compared to other net losses of RMB41.9 million in the three months ended 31 December 2023, primarily due to the fair value changes of financial assets at fair value through profit or loss.

Profit/(Loss) from Operations

As a result of the foregoing, our profit from operations was RMB44.5 million in the three months ended 31 December 2024, compared to a loss of RMB27.8 million in the three months ended 31 December 2023, primarily attributable to the improving operation leverage driven by the increase in efficiency of our management, R&D and sales team.

Net Finance Income/(Cost)

Our finance income was RMB7.8 million in the three months ended 31 December 2024, compared to a finance cost of RMB6.8 million in the three months ended 31 December 2023, primarily as a result of the increase in foreign currency exchange gain due to the appreciation of USD against RMB in the fourth quarter of 2024.

Profit/(Loss) before Taxation

As a result of the foregoing, profit before taxation was RMB53.1 million in the three months ended 31 December 2024, compared to a loss of RMB33.8 million in the three months ended 31 December 2023.

Income Tax

Income tax credit were RMB3.7 million in the three months ended 31 December 2024, compared to RMB2.8 million in the three months ended 31 December 2023.

Profit/(Loss) for the Period

As a result of the aforementioned factors, profit for the period was RMB49.4 million in the three months ended 31 December 2024, compared to a loss of RMB36.6 million in the three months ended 31 December 2023, primarily attributable to the improving operation leverage driven by the increase in efficiency of our management, R&D and sales team.

Non-GAAP Financial Measures

To supplement the consolidated results of the Group prepared in accordance with the IFRS and to enable the shareholders of the Company and potential investors to make an informed assessment of the Group's performance, non-GAAP profit attributable to equity shareholders of the Company (excluding share-based compensation expenses, amortization of intangible assets resulting from acquisition and impairment of goodwill) has been presented in this report.

These unaudited non-GAAP financial measures should be considered in addition to, not as a substitute for, measures of the Group's financial performance prepared in accordance with the IFRS. In addition, these non-GAAP financial measures may be defined differently from similar terms used by other companies and therefore may not be comparable to similar measures presented by other companies. The Company's management believes that these non-GAAP financial measures provide investors with useful supplementary information to assess the performance of the Group's core operations by excluding certain non-cash and one-off items.

	For the three months ended 31 December		For the year ended 31 December	
	2024	2023	**2024**	2023
	(in RMB'000)		***(in RMB'000)***	
	(unaudited)	(unaudited)		
A. NON-GAAP PROFIT FROM OPERATIONS				
Profit/(Loss) from Operations	**44,524**	(27,791)	**191,954**	33,759
Share-based compensation expenses	**992**	33,322	**18,854**	71,036
Amortization of intangible assets resulting from acquisition	**4,437**	4,630	**18,098**	18,520
Impairment of goodwill	**—**	15,474	**—**	15,474
Non-GAAP Profit from Operations	**49,953**	25,635	**228,906**	138,789
B. NON-GAAP PROFIT ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY				
Net profit/(loss) attributable to equity shareholders of the Company	**42,162**	(39,543)	**133,450**	750
Share-based compensation expenses	**992**	33,322	**18,854**	71,036
Amortization of intangible assets resulting from acquisition	**4,437**	4,630	**18,098**	18,520
Impairment of goodwill	**—**	15,474	**—**	15,474
Non-GAAP profit attributable to equity shareholders of the Company	**47,591**	13,883	**170,402**	105,780

Total Comprehensive Income

As a result of the foregoing, total comprehensive income attributable to the owners of the Company and non-controlling interests was RMB195.1 million in 2024, compared to RMB36.9 million in 2023.

LIQUIDITY AND FINANCIAL RESOURCES

We expect our liquidity requirements will be satisfied by a combination of cash generated from operating activities and the net proceeds from the initial public offering. We currently do not have any plan for material additional external debt or equity financing. We will continue to evaluate potential financing opportunities based on our need for capital resources and market conditions.

We had cash and cash equivalents of RMB666.7 million and RMB810.2 million at 31 December 2023 and 2024 respectively. Our cash and cash equivalents are held in RMB, HKD and USD. The following table sets forth our cash flows for the periods indicated:

	For the year ended 31 December	
	2024	2023
	(RMB'000)	*(RMB'000)*
Net cash generated from operating activities	**92,540**	18,326
Net cash generated from investing activities	**179,110**	514,891
Net cash used in financing activities	**(129,134)**	(343,332)
Net increase in cash and cash equivalents	**142,516**	189,885
Effect of foreign exchange rate changes	**985**	368
Cash and cash equivalents at 1 January	**666,734**	476,481
Cash and cash equivalents at 31 December	**810,235**	666,734

Net Cash Generated from Operating Activities

In 2024, net cash generated from operating activities was RMB92.5 million, compared to RMB18.3 million in 2023, primarily driven by implementing cost-saving and efficiency improvement strategies.

Net Cash Generated from Investing Activities

In 2024, net cash generated from investing activities was RMB179.1 million, compared to RMB514.9 million in 2023, primarily due to the placement of wealth management products.

Net Cash Used in Financing Activities

In 2024, net cash used in financing activities was RMB129.1 million, compared to RMB343.3 million in 2023, primarily due to the decrease in payment for shares held for the Company's restricted share unit scheme and the purchase of own shares.

CAPITAL EXPENDITURES AND LONG-TERM INVESTMENTS

The following table sets forth our capital expenditures and long-term investments for the periods indicated:

	For the year ended 31 December 2024 (RMB'000)	2023 (RMB'000)
Payment for property, plant and equipment and intangible assets	**20,920**	12,539
Payment for the purchase of equity securities (including investment in associate)	**1,617**	9,500
Total capital expenditures and long-term investments	**22,537**	22,039

Our capital expenditures and long-term investments primarily included payment for property, plant and equipment and intangible assets, payment for the purchase of equity securities and payment for business acquisition net of cash acquired. Our capital expenditures and long-term investments were RMB22.5 million in 2024, remaining largely flat from RMB22.0 million in 2023.

GEARING RATIO

The gearing ratio (calculated as total bank and other borrowings divided by total assets/capital) of the Company as at 31 December 2024 was 1.27% (31 December 2023: 0.45%).

The Board and the Audit Committee constantly monitor current and expected liquidity requirements to ensure that the Company maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term.

INVENTORIES

Due to the nature of our business being an online platform for talent services, we have no inventories to be disclosed.

INDEBTEDNESS AND BORROWINGS

As at 31 December 2024, the Company had twelve short-term bank loans with total principal amount of RMB58.0 million, all secured, with fixed interest rate from 2.90% to 3.85% p.a. which will be due within a year.

Save as disclosed above, the Company had no bank loans, convertible loans and borrowings nor did the Company issue any bonds as at 31 December 2024.

PLEDGE OF ASSETS/CHARGE ON ASSETS

There was no pledge of and charge on the Group's assets as at 31 December 2024.

TREASURY POLICY

The Group has adopted a prudent financial management approach towards its treasury policy and thus maintained a healthy liquidity position for the year ended 31 December 2024. To manage the liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

EMPLOYEES AND REMUNERATION

As at 31 December 2024, the Company had a total of 4,122 employees. We provide regular in-house and external education and training to our employees to improve their skills, industry knowledge and understanding of our products and services. Our Group's remuneration policies are formulated based on the performance of individual employees and are reviewed regularly. Remuneration of the Group's employees includes salaries, wages and other benefits, contribution retirement plan and long-term incentives such as share options and restricted share units within approved schemes.

CONTINGENT LIABILITIES

As of 31 December 2024, we did not have any material contingent liabilities.

FOREIGN EXCHANGE RISK

Our transactions are denominated and settled in its functional currency, RMB. Our subsidiaries and PRC operating entities primarily operate in China and are exposed to foreign exchange risk primarily through deposits at banks which give rise to cash balances that are denominated in foreign currency, i.e. a currency other than the functional currency in which our transactions denominated. The currencies giving rise to this risk are primarily USD. We have not hedged against any fluctuation in foreign currency. Our PRC subsidiaries and PRC operating entities all have RMB as their functional currency.

We had foreign currency exchange gain (both realized and unrealized) of RMB4.7 million and RMB5.6 million in 2023 and 2024, recognized as net finance cost in the consolidated statement of profit or loss and other comprehensive income. The foreign currency exchange gain was mainly attributable to the appreciation of USD against RMB.

CREDIT RISK

Our credit risk is mainly attributable to bank deposits, prepayments, trade and other receivables. Management has a credit policy in place and the exposures to these risks are monitored on an ongoing basis.

Bank deposits are placed with reputable banks and financial institutions.

In respect of trade receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and to take into account information specific to the customers as well as pertaining to the economic environment in which the customer operates. The Group does not normally obtain collateral from customers.

Our exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and hence significant concentrations of credit risk primarily arise when we have significant exposure to individual customers. We did not have significant concentration of debtors as of 31 December 2024.

LIQUIDITY RISK

Individual operating entities within the Group are responsible for their own management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. Our policy is to regularly monitor liquidity requirements and compliance with lending covenants, to ensure that the operating entities maintain sufficient reserves of cash and realizable marketable securities and adequate committed lines of funding from major financial institutions to meet their liquidity requirements in the short and long terms.

SIGNIFICANT INVESTMENTS HELD

Except for investments in its subsidiaries, there was no significant investment held by the Group as at 31 December 2024.

MATERIAL ACQUISITIONS AND DISPOSALS

The Group did not have any material acquisitions or disposal of subsidiaries or associated companies as at 31 December 2024.

USE OF PROCEEDS FROM INITIAL PUBLIC OFFERING

The net proceeds from the initial public offering of the Company were approximately HKD2,804.6 million. HKD2,554.3 million out of the net proceeds have been utilized as at 31 December 2024 in the manner consistent with that disclosed in the prospectus of the Company dated 19 June 2018 under the section headed "Future Plans and Use of Proceeds". As at 31 December 2024, the unutilized net proceeds were in the amount of approximately HKD250.3 million.

During the year ended 31 December 2024, the Group applied the net proceeds for the following purposes:

	Use of proceeds as stated in the Prospectus *(in HKD'000)* *(approximate)*	Net proceeds utilized as at 31 December 2023 *(in HKD'000)* *(approximate)*	Actual use of proceeds in 2024 *(in HKD'000)* *(approximate)*	Net proceeds unutilized as at 31 December 2024 *(in HKD'000)* *(approximate)*	Expected time of use
40% for enhancement of R&D capabilities and product offerings	1,121,840	1,121,840	—	—	
25% for pursue of acquisitions of or investments in assets and business and support our growth strategies	701,150	449,085	1,779	250,286	To be gradually used in 2025 and 2026
25% for improvement and implementation our sales and marketing initiative to (i) expand our user and customer base and increase spending by our existing customers; and (ii) continued optimization of our online advertising and promotion activities marketing	701,150	701,150	—	—	
10% for working capital and general corporate purpose	280,460	280,460	—	—	
	2,804,600	2,552,535	1,779	250,286	

For the unutilized net proceeds in the amount of approximately HKD250.3 million as at 31 December 2024, the Company intends to apply them in the same manner and proportion as stated in the Prospectus. The unutilized amount of net proceeds is expected to be fully utilized for the intended use by 2026, which is later than originally planned, due to funds optimization management, market conditions changes, and no suitable acquisition or investment opportunities.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in this report, the Group has no other plans for material investments and capital assets.

DIRECTORS

Executive Directors

Mr. Dai Kebin (戴科彬), aged 44, is our executive Director, appointed on 30 January 2018. He is also the Chairman of the Board and the Chief Executive Officer of our Company. He is primarily responsible for the overall strategic planning and business direction of our Group and management of our Company. He is also the Chairman of the Nomination Committee of our Company. Prior to joining our Group, Mr. Dai worked as a brand manager in the marketing department in the Great China region of Procter & Gamble Company, the shares of which are listed on the New York Stock Exchange (stock symbol: PG), from July 2003 to February 2008. Mr. Dai received a bachelor's degree in finance from Sun Yat-sen University in June 2003. Mr. Dai currently holds directorships in the following principal subsidiaries of our Group: Wisest, TD Elite and Liedao.

Mr. Tian Ge (田歌), aged 38, joined our Group in November 2019 and now serves as chief financial officer of our Company. He is responsible for overseeing the corporate finance, investments and acquisitions, investor relations, procurements and other middle and back office work of our Group. Mr. Tian also serves as the supervisor and the director at certain of our subsidiaries. Prior to joining our Group, Mr. Tian held various positions in China, France, the United States, the United Kingdom and Singapore at General Electric Company (stock symbol: GE), including as the Head of Finance of GE Power Global Repair Solutions APAC, from December 2009 to October 2019. Mr. Tian received a bachelor's degree in international accounting from Sichuan University in June 2008. Mr. Tian is a member of the Association of Chartered Certified Accountants (ACCA).

Independent Non-executive Directors

Mr. Ye Yaming (葉亞明), aged 61, is our independent non-executive Director, appointed on 9 June 2018. He is also a member of the Audit Committee, Remuneration Committee and Nomination Committee of our Company. Mr. Ye served as the former chief scientist, the chief technology officer and senior vice president of Ctrip, a company currently listed on the NASDAQ (stock symbol: CTRP) from August 2011 to February 2017. From October 2001 to July 2011, he held various positions at eBay and he served as the director of software development before leaving. Mr. Ye received a bachelor's degree in mathematics from Jilin University in July 1984, a master of engineering degree from Institute of Computing Technology Chinese Academy of Sciences in September 1990 and a master of arts degree from Wayne State University in December 1993.

Mr. Zhang Ximeng (張溪夢), aged 48, is our independent non-executive Director, appointed on 9 June 2018. He is also the Chairman of the Remuneration Committee, a member of the Nomination Committee and a member of the Audit Committee of our Company. Prior to joining our Group, since May 2015, Mr. Zhang has been the chief executive officer and one of the cofounders of GrowingIO, a data analytics company which provides closed loop data operations across various industries. From April 2010 to February 2015, Mr. Zhang worked at LinkedIn Corporation, and he was senior director of business analytics before leaving. Mr. Zhang received a master of business administration degree from Baldwin Wallace University in May 2004.

Ms. Fan Xinpeng (范新鵬), aged 46, is our independent non-executive Director, appointed on 12 September 2023. She is also the Chairman of the Audit Committee and a member of the Remuneration Committee of our Company. Ms. Fan was the chief financial officer of Dali Foods Group Company Limited (達利食品集團有限公司) from March 2023 to February 2024, the chief financial officer and group vice president of EastGarden International Group Limited (宜格國際集團有限公司) from 2022 to 2023, an executive director and the head of China financial services and fintech industry under the investment banking division of Morgan Stanley Asia Limited (摩根士丹利亞洲有限公司) from 2010 to 2022. Prior to that, she worked in other leading global investment banks and accounting firms from 2004 to 2010, including PricewaterhouseCoopers (Hong Kong) (普華永道會計師事務所(香港)), Merrill Lynch (Asia) Limited (美林(亞洲)有限公司), and Deloitte Touche Tohmatsu (New York) (德勤會計師事務所(紐約)). Ms. Fan has been serving as an independent non-executive director of PegBio Co., Ltd (派格生物醫藥(蘇州)股份有限公司) since February 2024. Ms. Fan has also been the managing director of HSBC Holdings plc, a company listed on the Hong Kong Stock Exchange (stock code: HK00005) and London Stock Exchange (stock code: HSBA) since June 2024. Ms. Fan has professional experiences in global investment banking, capital market financing, mergers and acquisitions, as well as corporate finance management in the Chinese consumer industry.

Ms. Fan graduated from the University of Texas at Austin in 2004 with a master's degree in accounting and from Beijing Technology and Business University (北京工商大學) with a bachelor's degree in economics in 1999. Ms. Fan is also a member of the American Institute of Certified Public Accountants.

SENIOR MANAGEMENT

Our senior management team, in addition to our Directors listed above, is as follows:

Mr. Dai Kebin (戴科彬), aged 44, is our executive Director, the Chairman of the Board and the Chief Executive Officer. Mr. Dai is primarily responsible for the overall strategic planning and business direction of our Group and management of our Company, and is acting as the Chairman of the Nomination Committee of our Company. Please see his biography in the part headed "Directors — Executive Directors" in this section.

Mr. Chen Xingmao (陳興茂), aged 48, is the Chief Technology Officer. Mr. Chen is primarily responsible for overseeing product research and development and developing strategies for technological advancement of our Group. Mr. Chen served as our executive Director from March 2018 to April 2024.

Mr. Tian Ge (田歌), aged 38, is our executive Director and Chief Financial Officer. Mr. Tian is primarily responsible for overseeing the corporate finance, investments and acquisitions, investor relations, procurements and other middle and back office work of our Group. Please see his biography in the part headed "Directors — Executive Directors" in this section.

COMPANY SECRETARY

Ms. Fung Wai Sum (馮慧森), aged 42, is our company secretary. Ms. Fung is a senior manager of Company Secretarial Services of Tricor Services Limited (a member of Vistra Group), a global professional services provider specializing in integrated business, corporate and investor services. Ms. Fung has over 20 years of experience in the corporate secretarial field. She has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. Ms. Fung is a Chartered Secretary, a Chartered Governance Professional and an Associate of both The Hong Kong Chartered Governance Institute (formerly known as "The Hong Kong Institute of Chartered Secretaries") and The Chartered Governance Institute in the United Kingdom.

PRINCIPAL ACTIVITIES

We operate the leading online talent services platform in China focused on mid-to high-end talent acquisition services, where we host a range of proprietary online platform and SaaS solutions and provide them to our registered individual users, verified business users and verified headhunters over the internet. Through the application of AI technology and Big Data analytics, our mobile app, website, branded WeChat official account and mini program, we offer a comprehensive set of talent services to help business users to acquire talents and serve talents in an effective and efficient manner and provided talent development services to individual users. As we recognize the centrality of our service providing platforms to connecting different players of our ecosystem, we have continually revamped and improved the platforms' interfaces to enhance users' experience and strengthen the platform's security. Further details of such new products are set out in the section headed "Management Discussion and Analysis — Talent Acquisition Services and Other HR Services" at page 14 of this annual report.

There were no significant changes in the nature of the Group's principal activities during the year. Please refer to note 1 to the Consolidated Financial Statements on page 102 for details of the principal activities of the principal subsidiaries of the Group.

RESULTS

The results of the Group for the year ended 31 December 2024 are set out in the Consolidated Financial Statements of the Group on pages 94 to 101 of this annual report.

DIVIDEND

The Board has resolved the declaration and payment of the Special Dividend of HK42 cents per share of the Company, to be payable to the shareholders whose names appear on the Company's register of members at the close of business on Thursday, 17 April 2025. It is expected that the Special Dividend will be paid in cash on Thursday, 8 May 2025. For further details, please refer to the announcement of the Company dated 28 March 2025.

SHARE CAPITAL

Details of the issued shares of the Company during the year are set out in note 28(e) to the Consolidated Financial Statements.

RESERVES

Details of the movements in reserves of the Group during the year are set out in the Consolidated Statement of Changes in Equity on pages 98 to 99 of this annual report.

DISTRIBUTABLE RESERVES

As at 31 December 2024, the Company's reserves available for distribution, calculated in accordance with the provisions of Companies Act of the Cayman Islands, amounted to approximately RMB2,340.1 million (2023: approximately RMB2,328.5 million).

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

Save as disclosed in this annual report, the Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

FINANCIAL SUMMARY

A summary of the published results and of the assets, liabilities and equity of the Group for the last five financial years, as extracted from the published audited financial information and financial statements, is set out on page 172 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 12 to the Consolidated Financial Statements.

SUFFICIENCY OF PUBLIC FLOAT

The Hong Kong Stock Exchange has granted a waiver (the "**Waiver**") to the Company from strict compliance with the minimum public float of 25% upon completion of the global offering of the Company and the exercise of the over-allotment options. Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the Latest Practicable Date, the percentage of shares of the Company in public hands satisfies the minimum percentage prescribed in the conditions imposed in the Waiver granted by the Hong Kong Stock Exchange from strict compliance with Rule 8.08(1) of the Listing Rules.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association of the Company or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

TAX RELIEF AND EXEMPTION

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

ANNUAL GENERAL MEETING

The forthcoming AGM of the Company will be held on Thursday, 12 June 2025. The notice of the AGM will be published and des-patched in due course in the manner as required by the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 9 June 2025 to Thursday, 12 June 2025, both days inclusive, during which no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all duly completed share transfer forms accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Share Registrar and Transfer Office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 6 June 2025.

BUSINESS REVIEW

Overview and Performance of the Year

A review of the business of the Group and analysis of the Group's performance using financial key performance indicators is provided in the Management Discussion and Analysis section on pages 12 to 31 of this annual report.

Environmental Policies and Performance

The Group does not operate any production facility. Individual users, business users and headhunters can access our paperless platform via personal computers or mobile app, therefore, it is not subject to significant environmental risks, laws or regulations. Nevertheless, the Group is committed to environmental protection, energy conservation and emission reduction, and the rational use of resources and energy. Adhering to the concept of environmental protection, the Group has also promoted green operations and advocated the concept of green office. Environmental protection, energy conservation and emission reduction, and reasonable and effective utilization of resources have been consistently implemented during daily operation of the Group. The Group has also thrived to take action to reduce its footprint and raise environmental awareness of its employees. For example, the Group has been working on reducing its energy use, consumption and wastage by actively promoting recycling concept, using less paper, saving electricity and water and reducing the use of plastic supplies and containers.

The environmental and social matters that have a significant impact on the Group will be disclosed in the Environmental, Social and Governance Report to be issued separately under Environmental, Social and Governance Reporting Guide as specified in Appendix C2 of the Listing Rules.

Compliance with Relevant Laws and Regulations

Saved as disclosed in this report, during the Reporting Period and up to the Latest Practicable Date, the Group has complied with the requirements under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the Listing Rules, the SFO, the CG Code for, among other things, the disclosure of information and corporate governance. The Group has adopted the Model Code. For further details, please refer to the section headed “Compliance with the CG Code” in this section. The Group has also complied with other relevant laws and regulations that have a significant impact on the operations of the Group. Please refer to the section headed “Regulations” in the Prospectus for details.

Key Relationships with Stakeholders

With the goal of developing into a trustworthy public company and a green enterprise, the Company actively fulfills its social responsibility. The Group, with high-quality products and services, is committed to creating good internal and external corporate relationships and believes that good corporate governance helps the Company safeguard the interests of its shareholders and enhance the performance of the Group. We regard our employees as the most valuable assets of the Company and we provide regular trainings to them in order to broaden their knowledge and improve their skills. We also have efficient human resources management in place to maximise the potential of our employees.

As for headhunters, we regard them as not only players in our ecosystem but also valued business partners. Through giving weight to headhunters and individual users in the ecosystem of Liepin, we have strengthened the interaction between headhunters and individual users, increased the number of repeated users and inspired users’ loyalty, thus popularised our brand and enhanced the degree of activeness of our platform users. Details are set out in the Management Discussion and Analysis section from page 12 of this annual report.

The Group is committed to improving our services and products to our customers. Through our mobile app, website, branded WeChat official account and mini program, we offer a comprehensive set of talent services to help business users to acquire and serve talents in an effective and efficient manner. We are constantly in the process of exploring and refining enhancements to our systems, including intelligence matching algorithm, headhunter rating system, instant messaging and online video interview, etc.

The Group recognizes the importance of protecting shareholders’ interests and understands that effective communication with shareholders is essential for enhancing investor relations and investors’ understanding of the Group’s business performance and strategies. The Group believes that communication with its shareholders is a two-way process and has been proactive on ensuring the quality and effectiveness of information disclosure, maintaining an on-going dialogue with the shareholders and listening carefully to the views and feedback it receives from the shareholders. This has been achieved through AGMs, extraordinary general meetings, corporate communications, quarterly results, interim and annual reports and results announcements.

Key Risks and Uncertainties

There are certain key risks and uncertainties involved in our operations, some of which are beyond our control. Set out below is the material risks and uncertainties that we face:

Risks Relating to Our Business and Our Industry

The Group being a leading talent services platform in China focused on mid-to high-end talent acquisition services who rely heavily on our business as well as individual customers' experience and usage as they are the primary source of our revenues. Major risks relating to our business and our industry include, but not limited to, (1) failure to improve our users' experience or respond to changes in user preferences such that we may not be able to attract and retain individual and business users, which may have adverse effect on our business and results of operations; (2) failure to respond in a timely and cost effective manner to rapid product and service innovations demand, which may have impact on our business and operating results; (3) failure to keep up with technological advancements or adopt new technologies timely in response to users demands, which may adversely affect our business and operating results; (4) significant competition from online and offline service providers, particularly professional social network platforms, which may lead us to suffer from a loss of individual and business users; and (5) seasonality in the hiring market and downturns in the macro-economic conditions in China may cause our results of operations to fluctuate. In order to manage the Group's exposure to the aforementioned risks, the Group has been focusing on increasing the number of business users that offer job opportunities, the quantity and quality of job postings on our platform, and the service quality of headhunters and other talent service providers, so as to broaden our base of individual users. We are also committed to exploring and advancing our technologies in order to improve users' experience.

Other major risks relating to our business and our industry include (1) failure to attract or retain business customers or increase purchase from our existing customers; and (2) failure to continue to attract or incentivize headhunters and other talent service providers to participate in our ecosystems, which may harm our operating results. In order to manage the Group's exposure to the risk of failure to attract or retain business customers, the Group has strived and will strive to continually attract new business customers and retain existing business customers by providing additional high-quality services or solutions valued by the business customers. The Group has been working hard to demonstrate that its talent acquisition services are an important recruiting tool for its business customers. In order to continue to attract or incentivize headhunters and other talent service providers to participate in our ecosystem, we will continue to grow our talent base and attract more business customers to use our platform and services. Further, we will continue improving and introducing services and tools to the headhunters and other service providers to enable them to better serve the individual and business users on our platform.

Risks Relating to Potential Claims or Proceedings Brought against Us

Major risks relating to potential claims or proceedings brought against us include, but not limited to, (1) failure to comply with laws and regulations on collection, disclosure, security and use of personal data and other privacy-related matters could damage our reputation and deter our users from using our services and may result in proceedings or actions against us by government entities or private individuals; (2) we may be vulnerable to intellectual property infringement claims brought against us by others in the ordinary course of our business. The Group has obtained necessary licenses and permits to operate its business. The Group has internal policies and measures that require employees to protect the personal data of our users and customers, and employees who violate such policies are subject to disciplinary actions, including dismissal. The Group has also adopted and implemented a series of technology-based protective measures to prevent unauthorized collection, use or disclosure of personal data. We have strived and will strive to comply with all applicable personal data protection laws and regulations as well as our own privacy policies, and we believe that we are in compliance with the applicable PRC laws and regulations on personal data protection.

We also require our employees not to infringe others' intellectual property and have worked hard to ensure that our products, services, content and brand names do not and will not infringe on valid patents, trademarks, copyrights or other intellectual property rights held by third parties.

Risks Relating to Damage of Our Brand

We have developed a strong brand that we believe has contributed significantly to the success of our business. Failure to maintain, protect and enhance our Liepin brand would hurt our ability to retain or expand our user and customer base. Many factors, some of which are beyond our control, may negatively impact our brand and reputation, such as any failure to maintain a pleasant and reliable experience for users as their preferences evolve and as we expand into new services; any negative publicity relating to our products and services or online talent services industry in general; complaints by our users and customers about our products and services, etc. In order to maintain and ensure that there is adequate protection for the Group's brand, we will work hard in providing high-quality services or solutions to our users and customers.

Other Risks

The Group is exposed to various types of other risks, including credit risk, liquidity risk and currency risk. Details of such risks are set out in note 29 to the Consolidated Financial Statements in this annual report.

PROSPECTS

A description of the future development in the Company's future business is provided in the Chairman's Statement and the Management Discussion and Analysis on page 9 and page 12 respectively of this annual report.

EVENTS AFTER THE END OF THE REPORTING PERIOD

On 7 January 2025, 15 January 2025, 23 January 2025, 5 February 2025 and 31 March 2025, the Company through its certain subsidiaries subscribed the structured deposit products of Xiamen International Bank Co., Ltd (廈門國際銀行股份有限公司) and The Bank of Montreal constituting discloseable transactions of the Company under Chapter 14 of the Listing Rules. For details, please refer the announcements of the Company dated 7 January 2025, 15 January 2025, 23 January 2025, 5 February 2025 and 31 March 2025.

On 10 January 2025, a total of 700,000 options were granted to two employees of the Group pursuant to the share option scheme approved and adopted by the Company on 9 June 2018 to subscribe for a total of 700,000 Shares. For details of the grant, please refer the announcement of the Company dated 10 January 2025.

Saved as disclosed in this report, from 1 January 2025 up to the date of this report, there are no other significant events occurred after the Reporting Period that may affect the Group.

DIRECTORS

The Directors during the year ended 31 December 2024 and up to the Latest Practicable Date are:

Executive Directors

Mr. Dai Kebin *(Chairman and Chief Executive Officer)*
Mr. Chen Xingmao *(Chief Technology Officer) (resigned as executive Director on 3 April 2024)*
Mr. Tian Ge *(Chief Financial Officer) (appointed as executive Director on 3 April 2024)*

Non-executive Director

Mr. Shao Yibo *(resigned as non-executive Director on 3 April 2024)*

Independent Non-executive Directors

Mr. Ye Yaming
Mr. Zhang Ximeng
Ms. Fan Xinpeng

In accordance with article 16.18 of the Articles of Association, one-third of the Directors for the time being will retire from office by rotation at every annual general meeting and, being eligible, offer themselves for re-election.

In accordance with article 16.2 of the Articles of Association, any Director appointed by the Board from time to time and at any time to fill a casual vacancy or as an addition to the existing Board of Directors will hold office until the next following annual general meeting of the Company and be eligible for re-election at that meeting. In accordance with article 16.3 of the Articles of Association, subject to the provisions of the Articles of Association and the Companies Act (2023 Revision) (as consolidated and revised) of the Cayman Islands, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.

Details of the Directors to be re-elected at the AGM are set out in the circular to shareholders dated 29 April 2025.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 32 to 34 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Mr. Dai Kebin, the executive Director, has entered into a renewed service contract with the Company under which he agreed to act as an executive Director for a term of three years commencing from the effective date of his renewed appointment, i.e. 29 June 2024. Mr. Tian Ge, the executive Director, has signed a service contract with the Company with a term of three years commencing from 3 April 2024. Such service contracts could be subsequently renewed with a further term of three years each mutually agreed by and between the executive Director and the Company in writing within one month before the date of expiration; and may be terminated by not less than three months' notice in writing served by either the executive Director or the Company.

Each of Mr. Ye Yaming and Mr. Zhang Ximeng, the independent non-executive Directors, has signed a renewed appointment letter with the Company for a term of one year commencing from the effective date of their renewed appointment, i.e. 29 June 2024. Such appointment letters could be subsequently renewed with a further term of one year each mutually agreed by and between the independent non-executive Director and the Company in writing within one month before the date of expiration; and may be terminated by not less than one month's notice in writing served by either the independent non-executive Director or the Company.

Ms. Fan Xinpeng, the independent non-executive Director, has signed an appointment letter with a term of three years with effect from 12 September 2023.

The appointments of Directors are subject to the provisions of retirement and rotation of Directors under the Articles of Association.

None of the Directors proposed for re-election at the AGM has an unexpired service contract 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 INDEPENDENT NON-EXECUTIVE DIRECTORS

We have received from each of the independent non-executive Directors, namely Mr. Ye Yaming, Mr. Zhang Ximeng and Ms. Fan Xinpeng, the confirmation of their respective independence pursuant to Rule 3.13 of the Listing Rules. The Company has duly reviewed the confirmation of independence of each of these Directors. We consider that our independent non-executive Directors have been independent from the date of their appointments to 31 December 2024 and remain so as of the Latest Practicable Date.

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

As far as the Company is aware, as at 31 December 2024, the interests and short positions of our Directors and chief executives in the shares, underlying shares or debentures of the Company or any of our associated corporations (within the meaning of Part XV of the SFO), which were required (a) to be notified to the Company and the Hong Kong 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 Hong Kong Stock Exchange pursuant to the Model Code, were as follows:

Long Positions in the Company's Shares

Name of Director	Capacity/Nature of Interest	Number of shares	Approximate Percentage of Shareholding Interest (%)
Mr. Dai Kebin	Interest in a controlled corporation[1]	134,731,566	26.19
	Interest of a party to an agreement regarding interest in our Company[1]	29,596,486	5.75
	Founder of a discretionary trust[1]	164,328,052	31.94
	Interest of spouse[2]	1,910,145	0.37
Mr. Tian Ge	Beneficial owner	1,122,505	0.22

Notes:

(1) Mr. Dai Kebin is the settlor of a discretionary trust, The Dai Family Trust, of which SMP Trustees (Hong Kong) Limited acts as its trustee and the beneficiaries of which are Mr. Dai Kebin and certain of his family members. May Flower Information Technology Co., Limited ("**May Flower**") is wholly-owned by Pioneer Choice Global Limited, which is in turn wholly-owned by SMP Trustees (Hong Kong) Limited as the trustee of The Dai Family Trust. Mr. Dai Kebin (as settlor of The Dai Family Trust), SMP Trustees (Hong Kong) Limited and Pioneer Choice Global Limited are deemed to be interested in 164,328,052 shares in the Company (equivalent to approximately 31.94% of the total issued share capital of the Company as at 31 December 2024) which May Flower is interested. May Flower holds 134,731,566 shares in the Company beneficially (equivalent to approximately 26.19% of the total issued share capital of the Company as at 31 December 2024) and it was granted the following voting proxies over the ordinary shares of the Company, which in aggregate amount to 29,596,486 shares (equivalent to approximately 5.75% of the total issued share capital of the Company as at 31 December 2024) in the Company:

(i) 14,119,538 shares of the Company held by Tenzing Holdings 2011 Ltd;

(ii) 11,245,748 shares of the Company held by Wisest Holding Co., Limited; and

(iii) 4,231,200 shares of the Company held by Yiheng Capital, LLC and/or its affiliates.

All of the above voting proxies granted to May Flower had expired or had been terminated subsequent to the Reporting Period.

(2) Ms. Song Yueting is the spouse of Mr. Dai Kebin. Ms. Song Yueting is interested in 1,910,145 shares in the Company in a capacity of a founder of a discretionary trust.

Long Positions in Shares of Associated Corporations of the Company

Name of Director	Nature of Interest	Name of associated corporation	Number of securities held	Approximate percentage of shareholding interest of the associated corporation (%)
Mr. Dai Kebin	Beneficial owner	Wisest (Beijing) Management Consulting Co., Ltd.	7,073,760	17.80
	Other[1]	Wisest (Beijing) Management Consulting Co., Ltd.	3,902,580	9.82
	Beneficial owner	May Flower Information Technology Co., Limited	1	100.00

Note:

(1) Mr. Dai Kebin together with the general partner/limited partner were granted control of all management and executive functions of several entities, which in turn together own 3,902,580 shares in Wisest. Mr. Dai Kebin is deemed to be interested in such 3,902,580 shares in Wisest held by such entities.

Save as disclosed above, as at 31 December 2024, none of the Directors or chief executives of the Company had or was deemed to have any interest 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 to notify to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of the 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 which were required to be recorded in the register to be kept by the Company pursuant to Section 352 of the SFO; or which were required, pursuant to the Model Code as contained in Appendix C3 to the Listing Rules, to notify to the Company and the Hong Kong Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSON'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2024, to the best of the knowledge of the Company and the Directors, the followings are the persons, other than the Directors or chief executives of the Company, who had interests or short positions in the shares and underlying shares of the Company which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required to be entered in the register of interests required to be kept by the Company pursuant to Section 336 of Part XV of the SFO.

Interests in the Shares and Underlying Shares of the Company

Name of Shareholder	Capacity/Nature of Interest	Total number of shares	Approximate Percentage of Shareholding Interest (%)
Ms. Song Yueting	Founder of a discretionary trust[(1)]	1,910,145 (long position)	0.37
	Interest of spouse[(2)]	164,328,052 (long position)	31.94
May Flower Information Technology Co., Limited[(3)]	Beneficial owner	164,328,052 (long position)	31.94
Yiheng Capital Partners, L.P.[(4)]	Beneficial owner	32,784,299 (long position)	6.37
Yiheng Capital Management, L.P.[(4)]	Investment manager	32,784,299 (long position)	6.37
Yiheng Capital, LLC[(4)]	Interest of controlled corporation	32,784,299 (long position)	6.37
Mr. Guo Yuanshan[(4)]	Interest of controlled corporation	50,963,699 (long position)	9.91
FIL Limited[(5)]	Interest of controlled corporation	57,355,407 (long position)	11.15
Pandanus Associates Inc.[(5)]	Interest of controlled corporation	57,355,407 (long position)	11.15
Pandanus Partners L.P.[(5)]	Interest of controlled corporation	57,355,407 (long position)	11.15
Tricor Trust (Hong Kong) Limited[(6)]	Trustee	37,189,164 (long position)	7.23
Futureshare Limited[(6)]	Beneficial owner	37,189,164 (long position)	7.23
FIDELITY FUNDS	Beneficial owner	30,945,200 (long position)	6.01
FMR LLC	Interest of controlled corporation	28,018,243 (long position)	5.45

Name of Shareholder	Capacity/Nature of Interest	Total number of shares	Approximate Percentage of Shareholding Interest (%)
Brown Brothers Harriman & Co.	Approved lending agent	25,738,080 (long position)	5.00
		25,738,080 (lending pool)	5.00

Notes:

(1) Ms. Song Yueting is the settlor of a discretionary trust, The Song Family Trust, of which SMP Trustees (Hong Kong) Limited acts as its trustee and the beneficiaries of which are Ms. Song Yueting and certain of her family members. All Connected Information Technology Co., Limited ("**All Connected**") is wholly-owned by Hero Dreams Group Limited, which is in turn wholly-owned by SMP Trustees (Hong Kong) Limited, as the trustee of The Song Family Trust. Ms. Song Yueting (as settlor of The Song Family Trust), SMP Trustees (Hong Kong) Limited and Hero Dreams Group Limited are deemed to be interested in 1,910,145 shares in the Company held by All Connected.

(2) Mr. Dai Kebin is the spouse of Ms. Song Yueting. Mr. Dai Kebin is interested in 164,328,052 shares in the Company in capacity of a founder of a discretionary trust and through interests in controlled corporation. For details of Mr. Dai Kebin's interest in the shares of the Company, please refer to notes (1) and (2) on page 43 of this annual report.

(3) May Flower is wholly-owned by Pioneer Choice Global Limited, which is in turn wholly-owned by SMP Trustees (Hong Kong) Limited, as the trustee of The Dai Family Trust. Mr. Dai Kebin (as settlor of The Dai Family Trust), SMP Trustees (Hong Kong) Limited and Pioneer Choice Global Limited are deemed to be interested in 164,328,052 shares in the Company which May Flower is interested. May Flower beneficially holds 134,731,566 shares in the Company (equivalent to approximately 26.19% of the total issued share capital of the Company as at 31 December 2024) and it was granted the following voting proxies over the ordinary shares of the Company, which in aggregate amount to 29,596,486 shares (equivalent to approximately 5.75% of the total issued share capital of the Company as at 31 December 2024) in the Company:

(i) 14,119,538 shares of the Company held by Tenzing Holdings 2011 Ltd;

(ii) 11,245,748 shares of the Company held by Wisest Holding Co., Limited; and

(iii) 4,231,200 shares of the Company held by Yiheng Capital, LLC and/or its affiliates.

All of the above voting proxies granted to May Flower had expired or had been terminated subsequent to 31 December 2024.

(4) Yiheng Capital Partners, L.P. is controlled by Yiheng Capital, LLC as general partner and by Yiheng Capital Management, L.P. as investment manager. Yiheng Capital Management, L.P. is in turn controlled by Yiheng Capital Management, LLC as general partner, which is wholly owned by Mr. Guo Yuanshan. Both Yiheng Capital, LLC and Yiheng Capital Management, L.P. are owned as to 68.25% by Mr. Guo Yuanshan. Accordingly, under Part XV of SFO, each of Mr. Guo Yuanshan, Yiheng Capital Management, LLC, Yiheng Capital, LLC and Yiheng Capital Management, L.P. is deemed to be interested in all of the shares held by Yiheng Capital Partners, L.P..

(5) Pandanus Associates Inc. is a general partner of Pandanus Partners L.P., who owns or controls one-third or more of voting rights in FIL Limited.

(6) Futureshare Limited is wholly-owned by Tricor Trust (Hong Kong) Limited, as the trustee of Futureshare Partner Trust.

Save as disclosed above, as at 31 December 2024, the Directors and the chief executives of the Company were not aware of any other person (other than the Directors or chief executives of the Company) who had an interest or short position in the shares or underlying shares of the Company which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required to be entered in the register required to be kept by the Company pursuant to Section 336 of Part XV of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this annual report, at no time during the year ended 31 December 2024 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 shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouse or children under the age of 18 had any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2024 and up to the date of this annual report, none of the Directors or their associates had any interest in a business that competes or may compete, either directly or indirectly, with the business of the Group.

CONNECTED AND CONTINUING CONNECTED TRANSACTIONS

The transactions contemplated under the Contractual Arrangements are continuing connected transactions of our Company and are subject to reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. For the purposes of Chapter 14A of the Listing Rules, and in particular the definition of "connected person", the Consolidated Affiliated Entities were treated as the Company's wholly-owned subsidiaries, and their directors, chief executives or substantial shareholders (as defined in the Listing Rules) and their respective associates were treated as the Company's "connected persons".

We have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with (where applicable) (i) the announcement and independent shareholders' approval requirements; (ii) the annual cap requirement; and (iii) the requirement of limiting the term of the continuing connected transactions set out in Chapter 14A of the Listing Rules for such continuing connected transactions. The Company has complied with the waiver conditions set out by the Hong Kong Stock Exchange and all necessary Listing Rules requirements as required by the Hong Kong Stock Exchange.

Connected Persons

The following parties, which have entered into certain written agreements with our Group, are connected persons of our Group:

Name	Connected Relationship
Mr. Dai Kebin	an executive Director, substantial shareholder and controlling shareholder of our Company
Associates of Mr. Dai Kebin	associates of Mr. Dai Kebin as defined under Rule 14A.07(4) of the Listing Rules
Mr. Chen Xingmao	a former executive Director of our Company in the past 12 months

Reasons for the Contractual Arrangements

Our primary businesses involve the provision of talent services and the offering of online information services through our online platform are subject to foreign investment restrictions under the PRC laws and which are currently conducted by our Consolidated Affiliated Entities, i.e. Wisest, TD Elite and Liedao, through the Contractual Arrangements (the "**Relevant Businesses**").

Due to the foreign investment restrictions under PRC law, and after consultation with our PRC legal advisor, we determined that it was not viable for our Group to directly hold more than 70% equity ownership in Wisest, or any equity ownership in either of TD Elite or Liedao. Instead, we decided that, in line with common practices in industries in the PRC subject to foreign investment restrictions, we would gain effective control over, and receive all the economic benefits generated by the businesses currently operated by each of Wisest, TD Elite and Liedao through the Contractual Arrangements between Tongdao Liepin (Tianjin), an indirect wholly-owned subsidiary of our Company established in the PRC, on the one hand, and each of Wisest, TD Elite and Liedao and their respective relevant shareholders (the "**Relevant Shareholders**"), on the other hand.

Wisest is a LLC established in the Zhongguancun Science Park (中關村國家自主創新示範區), Beijing, the PRC on 7 September 2006, owned as to 70% by TD Elite (HK) Information Technology Co., Limited, 27.62% by Mr. Dai Kebin and 2.38% by Mr. Chen Xingmao upon completion of the reorganization arrangements undertaken by the Group in preparation for the initial public offering of the Company. Its primary business is the provision of offline talent services to business customers and headhunters (the "**Talent Intermediary Services**"). Wisest currently holds a license for human resources service (人力資源服務許可證) (the "**HR Service License**") which is required for the operation of the Talent Intermediary Services.

TD Elite is a LLC established in Tianjin, the PRC on 27 July 2015, owned as to 50.1% by Liedao, 21.88% by Matrix Partners China I Hong Kong Limited, 21.345% by Giant Lilly Investment Ltd and 6.675% by Tenzing Holdings Hong Kong Limited. Its primary business is the provision of talent services to individual users, business customers and headhunters through our online platform "Liepin.com". TD Elite is a Sino-foreign joint venture which currently holds an ICP License and a HR Service License, which are required for the provision of the Talent Intermediary Services through our online platform "Liepin.com".

Liedao is a LLC established in Tianjin, the PRC on 25 April 2014, owned as to 99% by Mr. Dai Kebin and 1% by Mr. Chen Xingmao. Its primary business is investment holding. Liedao currently holds a HR Service License which is required for the operation of the Talent Intermediary Services.

The principal business activities of the Consolidated Affiliated Entities fall within the scope of Talent Intermediary Services and value-added telecommunication services (增值電信業務) ("**VATS**"), and foreign investments in such services in the PRC are subject to restrictions under the PRC laws and regulations. In order to comply with the PRC laws and regulations, Tongdao Liepin (Tianjin), an indirect wholly-owned subsidiary of the Company which is a LLC established in the PRC, entered into a series of Contractual Arrangements in April 2018 with each of Wisest, TD Elite and Liedao and the Relevant Shareholders, through which the Company exercises effective control over and receive all the economic benefits generated by the businesses currently operated by each of Wisest, TD Elite and Liedao. As a result, the Company has control of 30% equity interests in Wisest, and 100% equity interests in each of TD Elite and Liedao.

Our Directors believe that the Contractual Arrangements are fair and reasonable because: (i) the Contractual Arrangements were freely negotiated between Tongdao Liepin (Tianjin) and each of Wisest, TD Elite and Liedao and the respective Relevant Shareholders; (ii) by entering into the Exclusive Business Cooperation Agreements with Tongdao Liepin (Tianjin), each of Wisest, TD Elite and Liedao and their respective subsidiaries enjoys better economic and technical support from us, as well as a better market reputation after listing; and (iii) a number of other companies use similar arrangements to accomplish the same purpose.

The transactions contemplated under the Contractual Arrangements are continuing connected transactions of our Company and are subject to reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

RISKS RELATING TO THE CONTRACTUAL ARRANGEMENTS

We believe the following risks are associated with the Contractual Arrangements. Further details of these risks are set out on pages 52 to 58 of the Prospectus.

- If the PRC government finds that the agreements that establish the structure for operating our businesses in China do not comply with applicable PRC laws and regulations, or if these regulations or their interpretations change in the future, we could be subject to severe consequences, including the nullification of the Contractual Arrangements and the relinquishment of our interest in the Consolidated Affiliated Entities.

- Our Contractual Arrangements may not be as effective in providing operational control as direct ownership. The Consolidated Affiliated Entities or the Relevant Shareholders may fail to perform their obligations under our Contractual Arrangements.

- The ultimate shareholders of our Consolidated Affiliated Entities may have conflicts of interest with us, which may materially and adversely affect our business.

- If we exercise the option to acquire equity ownership and assets of our Consolidated Affiliated Entities, the ownership or asset transfer may subject us to certain limitations and substantial costs.

- We may lose the ability to use and enjoy assets held by our Consolidated Affiliated Entities that are material to our business operations if our Consolidated Affiliated Entities declare bankruptcy or become subject to a dissolution or liquidation proceeding.

- We may not be able to meet the qualification requirements for VATS and our plan to unwind the Contractual Arrangements may be subject to certain limitations.

- Substantial uncertainties exist with respect to the enactment timetable, interpretation and implementation of the Draft Foreign Investment Law and how it may impact the viability of our current corporate structure, corporate governance and business operations.

- Our Contractual Arrangements may be subject to scrutiny by the PRC tax authorities, and a finding that we owe additional taxes could substantially reduce our consolidated profit.

Contractual Arrangements in Place

The Contractual Arrangements which were in place during the year ended 31 December 2024 and a brief description of the major terms of the structured contracts under the Contractual Arrangements are as follows:

Exclusive Option Agreements

On 26 April 2018, each of Wisest, TD Elite and Liedao and the Relevant Shareholders entered into an exclusive option agreement with Tongdao Liepin (Tianjin) (collectively, the "**Exclusive Option Agreements**"), pursuant to which Tongdao Liepin (Tianjin) (or our Company or any subsidiary of our Company, the "**designee**") is granted an irrevocable and exclusive right to purchase: (1) 30% of the equity interest in and/or assets of Wisest, and (2) all of the equity interest in and/or assets of each of TD Elite and Liedao which are not owned by our Group and/or assets of each of Wisest, TD Elite and Liedao for a nominal price, unless the relevant government authorities or the PRC laws request that another amount be used as the purchase price, in which case the purchase price shall be the lowest amount under such request. Subject to relevant PRC laws and regulations, the Relevant Shareholders and/or each of Wisest, TD Elite and Liedao shall return any amount of purchase price they have received to Tongdao Liepin (Tianjin). At Tongdao Liepin (Tianjin)'s request, the Relevant Shareholders and/or each of Wisest, TD Elite and Liedao will promptly and unconditionally transfer their respective equity interests in and/or the relevant assets of each of Wisest, TD Elite and Liedao to Tongdao Liepin (Tianjin) (or its designee) after Tongdao Liepin (Tianjin) exercises its purchase right. The Exclusive Option Agreements are for an initial term of 10 years and is automatically renewable upon expiry unless Tongdao Liepin (Tianjin) confirms a new renewal term in writing.

Exclusive Business Cooperation Agreements

On 26 April 2018, each of Wisest, TD Elite and Liedao entered into an exclusive business cooperation agreement with Tongdao Liepin (Tianjin) (collectively, the "**Exclusive Business Cooperation Agreements**"), pursuant to which each of Wisest, TD Elite and Liedao agrees to engage Tongdao Liepin (Tianjin) as its exclusive provider of business support, technical and consulting services, including technical services, network support, business consultation, intellectual property licensing, equipment leasing, market consultancy, system integration, product research and development and system maintenance, in exchange for service fees. Under these arrangements, the service fees, subject to Tongdao Liepin (Tianjin)'s adjustment, are equal to (i) 30% of the net profit of Wisest and its subsidiaries and (ii) all of the net profit of each of TD Elite and Liedao and their respective subsidiaries. Tongdao Liepin (Tianjin) enjoys (i) 30% of the economic benefits derived from the businesses of Wisest and its subsidiaries and (ii) all the economic benefits derived from the businesses of TD Elite and Liedao and their respective subsidiaries and bears the relevant portion of the business risks of Wisest, TD Elite and Liedao, respectively. If Wisest, TD Elite and Liedao runs into financial deficit or suffers severe operation difficulties, Tongdao Liepin (Tianjin) will provide financial support to Wisest, TD Elite and Liedao proportionately. Notwithstanding the above, no service fee has been charged by Tongdao Liepin (Tianjin) in 2023. It is also agreed between Tongdao Liepin (Tianjin) and each of Wisest, TD Elite and Liedao that Tongdao Liepin (Tianjin) will not charge any service fee for 2023 retrospectively in the future.

Share Pledge Agreements

On 26 April 2018, each of Wisest, TD Elite and Liedao, the Relevant Shareholders and Tongdao Liepin (Tianjin) entered into a share pledge agreement (collectively, the "**Share Pledge Agreements**"). Under the Share Pledge Agreements, the Relevant Shareholders will pledge as first charge all of their respective equity interests in Wisest, TD Elite and Liedao to Tongdao Liepin (Tianjin) as collateral security for any or all of their payments due to Tongdao Liepin (Tianjin) and to secure performance of their obligations under the Exclusive Business Cooperation Agreements, the Exclusive Option Agreements and the Powers of Attorney (as defined below).

Powers of Attorney

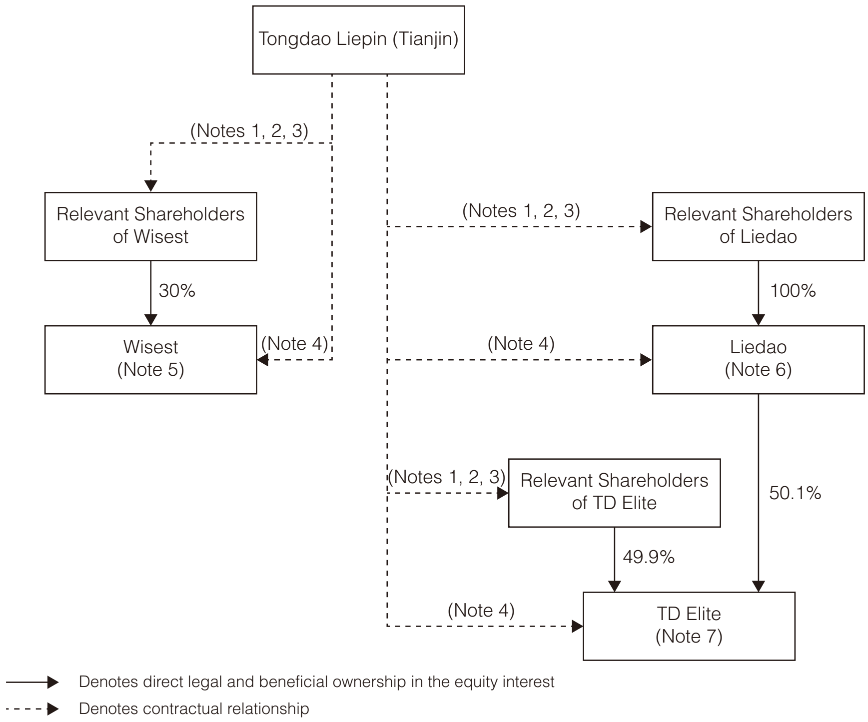
On 26 April 2018, each of Wisest, TD Elite and Liedao, the Relevant Shareholders and Tongdao Liepin (Tianjin) entered into an irrevocable power of attorney (collectively, the "**Powers of Attorney**"), whereby the Relevant Shareholders will appoint Tongdao Liepin (Tianjin) or a director of its offshore holding company or its/his/her successor (including a liquidator replacing Tongdao Liepin (Tianjin)'s director) as their exclusive agent and attorney to act on their behalf on all matters concerning each of Wisest, TD Elite and Liedao and to exercise all of its rights as a registered shareholder of each of Wisest, TD Elite and Liedao.

Shareholder Undertakings

On 26 April 2018, the corporate registered shareholders of Wisest and TD Elite irrevocably undertook to Tongdao Liepin (Tianjin) that they will not enter into any pledge, disposal, creating any encumbrance or any other third party right in respect of their respective interests in Wisest and TD Elite which would jeopardize the priority of the pledges under the relevant Share Pledge Agreement in relation to Wisest and TD Elite or affect the stable performance of the Contractual Arrangements in respect of Wisest and TD Elite.

For details of the Contractual Arrangements, please refer to the section headed "Contractual Arrangements" in the Prospectus.

The following simplified diagram illustrates the flow of economic benefits from each of Wisest, TD Elite and Liedao and their respective subsidiaries to our Group stipulated under the Contractual Arrangements:



Notes:

(1) Powers of attorney to exercise 30% shareholders' rights in Wisest and all shareholders' rights in TD Elite and Liedao, respectively.

(2) Exclusive option to acquire (i) 30% of the equity interest in and/or assets of Wisest and (ii) all of the equity interest in and/or assets of each of TD Elite and Liedao, respectively.

(3) First priority security interest over (i) 30% equity interest in Wisest and (ii) the entire equity interest in TD Elite and Liedao, respectively.

(4) Business support, technical and consulting service fees.

(5) The Relevant Shareholders of Wisest are Mr. Dai Kebin holding as to 17.80%, Mr. Chen Xingmao holding as to 2.38% and the following holding entities (the "**Holding Entities**"): Tianjin Liejin Asset Management Partnership (Limited Partnership) (天津獵津資產管理合夥企業(有限合夥)) which holds approximately 3.05% of the equity interest in Wisest, Tianjin Liexin Enterprise Management Partnership (Limited Partnership) (天津獵鑫企業管理合夥企業(有限合夥)) which holds approximately 2.66% of the equity interest in Wisest, Tianjin Kuailie Enterprise Management Partnership (Limited Partnership) (天津快獵企業管理合夥企業(有限合夥)) which holds approximately 2.68% of the equity interest in Wisest, and Tianjin Qilie Enterprise Management Partnership (Limited Partnership) (天津奇獵企業管理合夥企業(有限合夥)) which holds approximately 1.43% of the equity interest in Wisest. Pursuant to a control agreement dated 15 October 2015 entered into between Mr. Dai Kebin and the employees of each of the Holding Entities, Mr. Dai Kebin has control of the managerial and executive functions of the Holding Entities, and is therefore deemed to be interested in a total number of shares held by the Holding Entities in Wisest.

(6) The Relevant Shareholders of Liedao are Mr. Dai Kebin and Mr. Chen Xingmao, holding as to 99% and 1% of the shares in Liedao, respectively.

(7) The Relevant Shareholders of TD Elite are Liedao holding as to 50.1%, Tenzing Holdings Hong Kong Limited, a LLC incorporated in Hong Kong, holding as to 6.68%, Matrix Partners China I Hong Kong Limited, a LLC incorporated in Hong Kong, holding as to 21.88%, and Giant Lilly, a LLC incorporated in the Republic of Mauritius, holding as to 21.35% of the shares in TD Elite, respectively.

Apart from the above, there are no other new contractual arrangements entered into, renewed or reproduced between the Group and the Consolidated Affiliated Entities during the financial year ended 31 December 2024. There was no material change in the Contractual Arrangements and/or the circumstances under which they were adopted for the year ended 31 December 2024.

For the year ended 31 December 2024, none of the Contractual Arrangements has been unwound as none of the restrictions that led to the adoption of structured contracts under the Contractual Arrangements has been removed.

Save as disclosed above, during the year ended 31 December 2024, we have not entered into any non-exempt connected transaction or continuing connected transaction which should be disclosed pursuant to the Rules 14A.49 and 14A.71 of the Listing Rules.

During the year ended 31 December 2024 no related party transactions disclosed in note 30 to the Consolidated Financial Statements constitutes a connected transaction or continuing connected transaction which should be disclosed pursuant to the Listing Rules for the continuing connected transactions set out in this section, the Company has complied with the disclosure requirements prescribed in Chapter 14A of the Listing Rules with respect to the connected transactions and continuing connected transactions entered into by the Group during the year under review.

We have been advised by our PRC legal advisor that the Contractual Arrangements do not violate the relevant PRC laws and regulations.

The revenue of Wisest, TD Elite and Liedao for the year ended 31 December 2024 were RMB42.4 million, RMB1,173.0 million, and nil, respectively (2023: RMB45.5 million, RMB1,348.2 million, and nil, respectively).

The profits/(losses) of Wisest, TD Elite and Liedao for the year ended 31 December 2024 were, RMB8.7 million, RMB8.7 million, and RMB195.5 million, respectively (2023: RMB9.4 million, RMB(63.7) million, and RMB(1.9) million, respectively).

The total assets of Wisest, TD Elite and Liedao for the year ended 31 December 2024 were RMB607.3 million, RMB885.7 million, and RMB406.5 million, respectively (2023: RMB625.3 million, RMB1,013.9 million, and RMB390.8 million, respectively).

For the year ended 31 December 2024, the revenue of Wisest, TD Elite and Liedao amounted to approximately 2.0%, 56.4% and nil, respectively (2023: 2.0%, 59.1% and nil, respectively) of the revenue for the year of the Group.

Mitigation Actions Taken by the Company

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

The Extent to which the Contractual Arrangements Relate to Requirements Other than the Foreign Ownership Restriction

All of the Contractual Arrangements are subject to the restrictions as set out on pages 157 to 162 of the Prospectus.

Listing Rule Implications

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

Waiver from the Hong Kong Stock Exchange and Annual Review

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

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

b) no change without independent shareholders' approval;

c) the Contractual Arrangements shall continue to enable our Group to receive the economic benefits derived by the Consolidated Affiliated Entities;

d) the Contractual Arrangements may be renewed and/or reproduced upon expiry or when justified by business expediency, without obtaining the approval of the shareholders, on substantially the same terms and conditions as the Contractual Arrangements; and

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

Qualification Requirements

On 11 December 2001, the State Council promulgated the Regulations for the Administration of Foreign-Invested Telecommunications Enterprises (the "**FITE Regulations**"), which were amended on 10 September 2008 and 6 February 2016, respectively. According to the FITE Regulations, foreign investor who invests in VATS business in the PRC must possess the Qualification Requirement of VATS (as defined below). On March 29, 2022, the State Council promulgated the Decision on Revising and Repealing Some Administrative Regulations, according to which, the FITE Regulations has been amended so that, among others, starting from May 1, 2022, the Qualification Requirement of VATS will no longer exist. As such, upon approval, foreign investors without a good track-record and operational experience may be allowed to hold the equity interests of a company operating VATS Business. However, our PRC legal adviser has advised that, no applicable PRC laws and regulations have provided clear guidance, and it remains uncertain as to the interpretation and enforcement of the amendment.

Based on the Interim Administrative Provisions for Sino-Foreign Equity Joint Venture Talent Intermediary Service Agencies (《中外合資人才中介機構管理暫行規定》) (the "**Old HR Interim Provisions**"), (i) the foreign investor who intends to engage in the talent intermediary services in the PRC, shall have engaged in talent intermediary services for three years or more and have a good reputation (the "**Qualification Requirement of HR License**"), (ii) such foreign investor shall set up a joint venture with the Chinese talent intermediary service agencies, and the Chinese talent intermediary service agencies shall hold a majority of the equity interests in the relevant joint venture.

On 31 December 2019, the Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部) promulgated the Interim Administrative Provisions for Foreign-invested Talent Intermediary Service Agencies (《外商投資人才中介機構管理暫行規定》) (the "**New HR Interim Provisions**"), which replaced the Old HR Interim Provisions. According to the New HR Interim Provisions, the Qualification Requirement of HR License has been cancelled, and the foreign shareholding percentage of companies that engage in the talent intermediary services in the PRC can be up to 100%.

With the assistance of our PRC legal advisor, the Company is in the process of consulting the Beijing Municipal Human Resources and Social Security Bureau (北京市人力資源和社會保障局), being the competent authority as advised by our PRC legal advisor to confirm matters relating to the New HR Interim Provisions that are relevant to us. The Company will keep its shareholders informed of such matters and their impact (if any) on the Contractual Arrangements upon completion of the consultations as and when appropriate.

Efforts and Actions Undertaken to Comply with the Qualification Requirements

Despite the lack of clear guidance or interpretation on the Qualification Requirements, we have been gradually building up our track record of overseas VATS operations for the purposes of being qualified, as early as possible, to acquire the entire equity interests in Wisest, TD Elite and Liedao when the relevant PRC laws and authorities allow foreign investors to invest and hold (or to increase, as applicable) equity interests in enterprises which engage in VATS. We have taken the following measures to meet the Qualification Requirements:

- Liepin (HK) and TD Elite (HK) Management Consulting Co., Limited ("**TD Management HK**"), wholly-owned subsidiaries of our Company, have been incorporated in Hong Kong in June 2016 for the purposes of establishing and expanding our operations overseas;
- we have applied for, and are in the process of registering trademarks outside the PRC for the promotion of our Relevant Businesses overseas;
- we have obtained a domain name, careerplus.com, in April 2018 outside the PRC, and are in the process of constructing our overseas website, primarily for introducing our Relevant Businesses to overseas users;
- we have commenced feasibility studies on the further development of marketing to overseas markets and expanding our current businesses to overseas market;

- Liepin (HK) and TD Management HK have been incorporated in Hong Kong in June 2016, and we have set up a subsidiary in the United States of America in July 2016, for the purposes of establishing and expanding our talent intermediary service overseas; and

- we have established an executive team for overseas talent intermediary service and carried out certain marketing activities outside the PRC.

Subject to the discretion of the competent authority on whether the Group has fulfilled the Qualification Requirements, our PRC legal advisor is of the view that the above steps taken by us may be deemed by the relevant PRC government authorities to satisfy the Qualification Requirements as we have experience in providing VATS in overseas markets, which is in accordance with the applicable PRC laws and regulations.

Confirmations from the Independent Non-executive Directors

Our independent non-executive Directors have confirmed that the Contractual Arrangements for the year ended 31 December 2024 to which any member of the Group was a party were entered into by the Group:

a) the transactions carried out during such year have been entered into in accordance with the relevant provisions of the Contractual Arrangements and have been operated so that the revenue generated by the Consolidated Affiliated Entities has been substantially retained by Tongdao Liepin (Tianjin);

b) no dividends or other distributions have been made by the Consolidated Affiliated Entities to the holders of its equity interests which are not otherwise subsequently assigned or transferred to our Group;

c) no new contracts were entered into, renewed or reproduced between our Group and each of the Consolidated Affiliated Entities during the Reporting Period; and

d) the Contractual Arrangements are entered into in the ordinary and usual course of business of the Group on normal commercial terms and are fair and reasonable, or advantageous, so far as our Group is concerned and in the interests of our Company and the shareholders of the Company as a whole.

Confirmations from the Auditor

Pursuant to Rule 14A.56 of the Listing Rules, the Company has engaged the Auditor to conduct certain procedures in respect of the transactions carried out pursuant to the Contractual Arrangements of the Group for the year ended 31 December 2024, in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The Auditor has confirmed in a letter to the Board that, with respect to the transactions carried out pursuant to the Contractual Arrangements during the year ended 31 December 2024:

a) nothing has come to their attention that causes the Auditor to believe that the Contractual Arrangements have not been approved by the Board;

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

c) with respect of the disclosed continuing connected transactions with Tongdao Liepin (Tianjin) Technology Group Co., Limited, Wisest (Beijing) Management Consulting Co., Ltd., Liedao Information Technology Co., Ltd. and TD Elite (Tianjin) Information Technology Co., Limited under the contractual arrangements, nothing has come to their attention that causes the Auditor to believe that dividends or other distributions have been made by each of the Consolidated Affiliated Entity to the holders of its equity interests which are not otherwise subsequently assigned or transferred to our Group.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENT AND CONTRACT OF SIGNIFICANCE

Save as disclosed in this annual report, no transactions, arrangements or contracts that is significant in relation to the Group's business to which the Company or any of its subsidiaries or fellow subsidiaries was a party and in which a Director or an entity connected with a Director had, directly or indirectly, a material interest subsisted at during the year ended 31 December 2024 and up to the date of this annual report.

CONTRACT OF SIGNIFICANCE

Save as disclosed in this annual report, no contract of significance was entered into between the Company or any of its subsidiary companies, and a controlling shareholder or any of its subsidiaries during the year ended 31 December 2024.

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 year ended 31 December 2024 and up to the date of this annual report between the Company and a person other than a Director or any person engaged in the full-time employment of the Company.

DIRECTORS' PERMITTED INDEMNITY PROVISION

A permitted indemnity provision (as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) in relation to the directors' and officers' liability insurance is currently in force and was in force during the Reporting Period and up to the Latest Practicable Date. The Company has arranged appropriate directors' liability insurance coverage for the Directors of the Group during the Reporting Period and up to the Latest Practicable Date.

STAFF, REMUNERATION POLICY AND DIRECTORS' REMUNERATION

As at 31 December 2024, we had 4,122 employees (as at 31 December 2023: 5,165 employees). We adopt a merit-based compensation system for our sales team, which incentivizes our sales team to deliver superior performances. The compensation for our sales personnel includes salaries and merit-based incentives that are based on a set of performance indicators, such as total revenue generated and number of unique customer accounts acquired and retained, to provide incentives for our sales team to deliver excellent performance. We provide regular in-house and external education and training to our sales team to improve their sales skills, industry knowledge and understanding of our products and services. Our Group's remuneration policies are formulated based on the performance of individual employees and are reviewed regularly.

As stipulated by the regulations of the PRC, the Group participates in a defined contribution retirement plan organized by municipal and provincial governments for its employees. No forfeited contribution under this scheme is available to reduce the contribution payable in future years. Further details of the Company's defined contribution retirement plan are set out in note 6 to the Consolidated Financial Statements.

Our Directors receive compensation in the form of Directors' fees, salaries, housing allowances and other allowances, benefits in kind, the employer's contribution to the pension schemes and discretionary bonuses. The basis of determining the emolument payable to our Directors include time commitment, responsibilities and employment conditions in comparable companies. The emolument of executive Directors and senior management of the Group is determined by the Remuneration Committee and the emolument of non-executive Directors is recommended by the Remuneration Committee. Details of the Directors' emoluments during the year are set out in note 9 to the Consolidated Financial Statements. No amount was paid to any Director or any of the five highest paid individual disclosed in note 9 to the Consolidated Financial Statements as an inducement to join or upon joining the Company or as a compensation for loss of office. In addition, there was no arrangement under which a Director waived or agreed to waive any remuneration.

Save as disclosed in this annual report, there were no loans, quasi-loans and other dealings in favor of Directors, their controlled bodies corporate and connected entities; and no consideration provided to or receivable by third parties for making available Directors' services.

SHARE OPTION SCHEMES

Pre-IPO Share Option Scheme

The pre-IPO share option scheme (the "**Pre-IPO Share Option Scheme**") was approved and adopted by the Board on 30 March 2018 to replace the former share option plan as a result of the reorganization arrangements undertaken by the Group in preparation of the listing of the shares of the Company on the Hong Kong Stock Exchange. The options granted under the former share option plan were substituted by options under the Pre-IPO Share Option Scheme with effect from their original dates of grant. The terms of the Pre-IPO Share Option Scheme are not subject to the provisions of Chapter 17 of the Listing Rules as the Pre-IPO Share Option Scheme will not involve the grant of options by the Company to subscribe for shares after listing.

The purpose of the Pre-IPO Share Option Scheme is to enable our Group to grant options to selected participants as incentives or rewards for their contribution to our Group, in particular, (i) to motivate them to optimize their performance and efficiency for the benefit of our Group; (ii) to attract and retain them whose contributions are or will be beneficial to our Group; and (iii) to encourage them to enhance cooperation and communication amongst team members for the growth of our Group. Eligible persons include (a) any full-time executive, officers, managers or employees of our Group (including entities that the Group controls through a series of Contractual Arrangements which comprise of Wisest, TD Elite, and Liedao), or any entity designated by them, who had attained the requisite seniority and performance grade and/or targets as may be determined by the Board from time to time; (b) any Director, directors of members of our Group, or any entity designated by them; and (c) any advisor, consultant, distributor, contractor, customer, supplier, agent, business partner, joint venture business partner, service provider or other third parties who the Board considers, in its sole discretion, has contributed or will contribute to the Group. The participant may be required to achieve any performance target as the Board may then specify in the grant before any option granted under the Pre-IPO Share Option Scheme can be exercised.

The overall limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Pre-IPO Share Option Scheme at any time shall not exceed 42,865,895 shares, which represents approximately 8.33% of the total issued share capital of the Company as at 31 December 2024. The exercise price in respect of any option shall be such amount as may be determined by the Board from time to time and set out in the notice of offer. The options which have been granted shall be vested in accordance with the periods as may be determined by the Board and as set out in the notice of offer.

As at the date of 31 December 2024, options to subscribe for 2,431,035 shares of the Company, representing approximately 0.47% of the total issued share capital of the Company, were outstanding and 29,551,310 options granted under the Pre-IPO Share Option Scheme have been exercised. No further options will be granted under the Pre-IPO Share Option Scheme after the Listing Date.

An option may be exercised in accordance with the terms of the Pre-IPO Share Option Scheme at any time during a period as determined by the Board by delivering to our Company an executed stock option exercise notice in such form as may be approved by the Board, setting out, among others, the number of shares being purchased and the selling price of the shares. Before the options may be exercised, the Company shall have a right of first refusal to buyback the options by giving written notice to the grantee to buyback the options at a price to be determined by the Board with reference to the market value of the shares of the Company at the time when such options are exercised. The Company may exercise the right of first refusal at any time within two business days after the receipt of the executed stock option exercise notice.

Details of movements in the options granted under the Pre-IPO Share Option Scheme during the year ended 31 December 2024 are as follows:

Category of Participant	Date of grant	outstanding as of 1 January 2024	granted during the Reporting Period	exercised during the Reporting Period	lapsed during the Reporting Period	cancelled during the Reporting Period	outstanding as of 31 December 2024	Exercise period of share options	Exercise price of share options	Weighted average closing price of the Company's shares immediately before the dates on which the share options were exercised
Employees of the Group										
In Aggregate	January 2012 to June 2018	2,654,485	–	–	223,450	–	2,431,035	June 2018 to June 2028	USD0.0268 to USD2.50	N/A
Total		2,654,485	–	–	223,450	–	2,431,035			

Post-IPO Share Option Scheme

The post-IPO share option scheme (the "**Post-IPO Share Option Scheme**") was adopted by the resolutions of our shareholders passed at an extraordinary general meeting held on 9 June 2018. The purpose of the Post-IPO Share Option Scheme is to provide selected participants with the opportunity to acquire proprietary interests in our Company and to encourage selected participants to work towards enhancing the value of our Company and its shares for the benefit of the Company and the shareholders as a whole.

Any individual, being an employee, Director, officer, consultant, advisor, distributor, contractor, customer, supplier, agent, business partner, joint venture business partner or service provider of any member of our Group or any affiliate who the Board or its delegate(s) consider(s), in their sole discretion, to have contributed or will contribute to our Group is entitled to be offered and granted options. However, no individual who is resident in a place where the grant, acceptance or exercise of options pursuant to the Post-IPO Share Option Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or its delegate(s), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, is eligible to be offered or granted options.

The Post-IPO Share Option Scheme shall be valid and effective for the period of ten years commencing on the Listing Date (after which no further options shall be offered or granted under the Post-IPO Share Option Scheme), but in all other respects the provisions of the Post-IPO Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any share option(s) granted prior thereto or otherwise as may be required in accordance with the provisions of the rules of the Post-IPO Share Option Scheme. As at 31 December 2024, the remaining life of the Post-IPO Share Option Scheme is around 6 years.

The maximum number of shares which may be issued upon exercise of all options to be granted under the Post-IPO Share Option Scheme is 49,555,946 (being no more than 10% of the shares in issue on the Listing Date (the "**Option Scheme Mandate Limit**")), which represented approximately 9.63% of the issued shares of the Company as at the Latest Practicable Date, (excluding any share which may be issued pursuant to the exercise of the options granted under the Pre-IPO Share Option Scheme). Options which have been lapsed in accordance with the terms of the rules of the Post-IPO Share Option Scheme (or any other share option scheme of the Company) shall not be counted for the purpose of calculating the Option Scheme Mandate Limit. The Post-IPO Share Option Scheme has no service provider sublimit under Chapter 17 of the Listing Rules.

The total number of shares that remain available for issue under the Post-IPO Share Option Scheme was 39,205,946 shares as at the Latest Practicable Date, which represented approximately 7.62% of the issued shares of the Company. As at 1 January 2024 and 31 December 2024, the number of options available for grant under the Option Scheme Mandate Limit is 37,805,946 and 29,165,946 shares respectively, which represented approximately 7.25% and 5.67% of the total issued share capital of the Company as at 1 January 2024 and 31 December 2024. As at 31 December 2024, options to subscribe for 10,040,000 shares of the Company, representing 1.95% of the total issued share capital of the Company, were outstanding and no option granted under the Post-IPO Share Option Scheme has been exercised in 2024.

Unless approved by our shareholders, the total number of shares issued and to be issued upon exercise of the options granted and to be granted under the Post-IPO Share Option Scheme and any other share option scheme(s) of our Company to each selected participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue (the "**Individual Limit**"). Any further grant of options to a selected participant which would result in the aggregate number of shares issued and to be issued upon exercise of all options granted and to be granted to such selected participant (including exercised, canceled and outstanding options) in the 12-month period up to and including the date of such further grant exceeding the Individual Limit shall be subject to separate approval of our shareholders (with such selected participant and his/her associates abstaining from voting).

The subscription price in the event of the share options being exercised shall be determined by the Board and shall be not less than the greater of: (i) the closing price of the Company's shares as stated in the daily quotations sheet of the Hong Kong Stock Exchange on the date of grant of the share options; (ii) the average closing price of the Company's shares as stated in the daily quotations sheets of the Hong Kong Stock Exchange for the five business days immediately preceding the date of grant of the share options; and (iii) the nominal value of a share on the date of grant of the share options.

An option may, subject to the terms and conditions upon which such option is granted, be exercised in whole or in part by the grantee giving notice in writing to the Company in such form as the Board may from time to time determine, and in any event, must not be more than 10 years from the date of a grant of the share options. The grant offer letter pursuant to which the option is to be granted may include terms such as any minimum period(s) for which an option must be held and/or any minimum performance target(s) that must be achieved, before the option can be exercised in whole or in part, and may include at the discretion of the Board or its delegate(s) such other terms either on a case basis or generally.

An offer shall be deemed to have been accepted and the option to which the offer relates shall be deemed to have been granted and to have taken effect when the duplicate of the grant offer letter comprising acceptance of the offer duly signed by the grantee with the number of shares in respect of which the offer is accepted clearly stated therein, together with a remittance in favour of the Company of HKD1.00 by way of consideration for the grant thereof delivered to the Company. To the extent that the offer is not accepted within 20 business days from the date on which the letter containing the offer is delivered to that selected participant, it shall be deemed to have been irrevocably declined.

For vesting period of options granted under the Post-IPO Share Option Scheme, please refer to the movement table on page 62.

Details of movements in the options granted under Post-IPO Share Option Scheme during the year ended 31 December 2024 are as follows:

Name of Participant or Category of Participant	Date of grant	Closing price of shares immediately before the date on which the share options were granted	outstanding as of 1 January 2024	granted during the Reporting Period	exercised during the Reporting Period	lapsed during the Reporting Period	cancelled during the Reporting Period	outstanding as of 31 December 2024	Vesting Period	Exercise price	Exercise Period	Performance targets	Fair value of share options at the date of grant
Directors or chief executive and their associates													
Tian Ge	20 November 2019	HKD19.22	100,000	–	–	–	100,000	–	4 years	HKD18.22	20 November 2020 to 19 November 2029	*Notes 1 and 2*	HKD7.63
Tian Ge	17 July 2020	HKD16.10	400,000	–	–	–	400,000	–	4 years	HKD16.55	17 July 2021 to 16 July 2030	*Notes 1 and 2*	HKD7.97
Tian Ge	12 October 2021	HKD12.00	750,000	–	–	–	750,000	–	4 years	HKD11.46	12 October 2022 to 11 October 2031	*Notes 1 and 2*	HKD5.36
Tian Ge	27 May 2024	HKD2.90	–	1,250,000	–	–	–	1,250,000	4 years	HKD3.06	27 May 2025 to 26 May 2034	*Notes 1 and 2*	HKD0.97
Employees of the Group													
In Aggregate	6 September 2019	HKD18.52	750,000	–	–	–	750,000	–	4 years	HKD18.30	6 September 2020 to 5 September 2029	*Notes 1 and 2*	HKD7.69
	20 November 2019	HKD19.22	600,000	–	–	100,000	100,000	400,000	4 years	HKD18.22	20 November 2020 to 19 November 2029	*Notes 1 and 2*	HKD7.63
	31 March 2020	HKD15.34	200,000	–	–	100,000	–	100,000	4 years	HKD15.50	31 March 2021 to 30 March 2030	*Notes 1 and 2*	HKD7.45
	3 July 2020	HKD16.88	500,000	–	–	280,000	–	220,000	4 years	HKD18.10	3 July 2021 to 2 July 2030	*Notes 1 and 2*	HKD8.42
	17 July 2020	HKD16.10	900,000	–	–	–	700,000	200,000	4 years	HKD16.55	17 July 2021 to 16 July 2030	*Notes 1 and 2*	HKD7.97
	23 March 2021	HKD20.00	700,000	–	–	–	700,000	–	4 years	HKD19.94	23 March 2022 to 22 March 2031	*Notes 1 and 2*	HKD9.65
	12 October 2021	HKD12.00	5,270,000	–	–	–	5,270,000	–	4 years	HKD11.46	12 October 2022 to 11 October 2031	*Notes 1 and 2*	HKD5.36
	10 January 2022	HKD16.82	500,000	–	–	–	500,000	–	4 years	HKD17.78	10 January 2023 to 9 January 2032	*Note 3*	HKD8.23
	4 July 2022	HKD9.88	200,000	–	–	–	200,000	–	4 years	HKD9.97	4 July 2023 to 3 July 2032	*Note 3*	HKD4.64
	13 October 2022	HKD7.43	50,000	–	–	–	50,000	–	4 years	HKD7.50	13 October 2023 to 12 October 2032	*Note 3*	HKD3.36
	29 May 2023	HKD8.64	100,000	–	–	–	100,000	–	4 years	HKD8.78	29 May 2024 to 28 May 2033	*Note 3*	HKD3.96
	27 May 2024	HKD2.90	–	8,370,000	–	500,000	–	7,870,000	4 years	HKD3.06	27 May 2025 to 26 May 2034	*Notes 1 and 2*	HKD0.97
Total			11,020,000	9,620,000	–	980,000	9,620,000	10,040,000					

Notes:

1. The share options granted are subject to the individual performance review as set out in the respective grant documents.

2. The share options granted are subject to certain milestones or performance targets relating to the Group.

3. The share options granted are not subject to specific performance targets.

4. The fair value of share options at the respective date of grant was calculated in accordance with the accounting standards and policies adopted for preparing its financial statements determined based on the market price of the Company's shares at the respective grant date. Please refer to note 26 to the Consolidated Financial Statements on page 152 for details of basis of the fair value of share options at the date of grant.

5. Save as disclosed otherwise above, there is no option granted under the Post-IPO Share Option Scheme to (a) any director, chief executive or substantial shareholder of the Company, or their respective associates; or (b) related entity participant or service provider, before the Reporting Period and still being outstanding as at 1 January 2024.

6. No participant has been granted with options in excess of the 1% individual limit.

7. No option was exercised during the year ended 31 December 2024, therefore the weighted average closing price of the shares immediately before the date(s) on which the share option(s) were exercised during the Reporting Period is not applicable.

Restricted Share Unit Scheme

The post-IPO restricted share unit scheme (the "**RSU Scheme**") was approved and adopted by the Board on 25 January 2019. The purpose of the RSU Scheme is to reward employees for their past contribution to the success of the Company and to provide incentives to them to further contribute to the Company. Pursuant to the RSU Scheme, the Company may direct and procure the trustee to purchase existing Shares or subscribe for new shares to satisfy the restricted share units ("**RSUs**") upon vesting and to hold such Shares on trust for the eligible participants until such RSUs are vested with the Eligible Participants in accordance with the scheme rules and the conditions of the award of such RSUs (if any).

Eligible participants include any employee or officer of the Company or any subsidiary including (without limitation to) any executive or non-executive Director in the employment of or holding office in the Company or any subsidiary of the Company who the Board considers, in its sole discretion, has contributed or will contribute to the Group. The Board may in its absolute discretion specify such event, time limit or conditions (if any) as it thinks fit when making the offer of award to the eligible participant, including, without limitation, conditions as to performance criteria to be satisfied by the eligible participant and/or the Company and/or the Group which must be satisfied before an award can be vested.

The RSU Scheme shall be valid and effective for the period of ten years commencing on the date of adoption (after which no further options shall be offered or granted under the RSU Scheme), but in all other respects the provisions of the RSU Scheme shall remain in full force and effect to the extent necessary to give effect to the vesting of any RSUs granted prior thereto or otherwise as may be required in accordance with the provisions of the rules of the RSU Scheme. As at 31 December 2024, the remaining life of the RSU Scheme is around 6 years.

The maximum number of shares in respect of which RSUs may be granted under the RSU Scheme when aggregated with the maximum number of shares in respect of which options or awards may be granted under any other share-based incentive scheme shall not exceed 10% of the total issued share capital of the same class of the Company as of the date of adoption of the RSU Scheme (or of the refreshment of the 10% limit). Awards which have been lapsed in accordance with the terms of the RSU Scheme (or any other share option scheme of the Company) shall not be counted for the purpose of calculating the 10% limit.

The number of RSUs available for grant under the RSU Scheme as of 1 January 2024 and 31 December 2024 was 28,500,721 and 17,474,555, representing approximately 5.46% and approximately 3.40% of the total number of shares in issue as of 1 January 2024 and 31 December 2024, respectively. As at the Latest Practicable Date, 17,087,055 shares underlying the RSUs are available for issue under the RSU Scheme, representing approximately 3.32% of the total number of shares in issue as at the Latest Practicable Date. As no new Shares were issued for the grant of RSUs during the Reporting Period, the number of Shares that may be issued in respect of RSUs granted under the Restricted Share Unit Scheme divided by the weighted average number of Shares in issue for the Reporting Period is not applicable.

Save as prescribed in the RSU Scheme or as otherwise restricted by the Listing Rules, for any 12-month period, the aggregate number of Shares granted to any eligible person shall not exceed 1% of the total number of the issued shares at the relevant time, without shareholders' approval.

The RSU Scheme has no service provider sublimit under Chapter 17 of the Listing Rules.

An offer of the grant of an award shall be made to any eligible participant by the notice of grant in such form as the Board may from time to time determines, specifying the number of shares underlying the RSUs granted to them, the vesting schedule as determined by the Board in its discretion, the date by which the grant must be accepted being a date not more than 28 days after the offer date and further requiring the eligible participant to hold the award on the terms on which it is to be granted and to be bound by the provisions of the RSU Scheme. No consideration is payable on application or acceptance of the RSUs granted under the RSU Scheme. No purchase price is payable by grantees upon vesting of the RSUs.

Unless otherwise determined by the Board at its discretion, no RSU shall be vested in the event that the relevant grantee fails to satisfy the specific terms and conditions applicable to each RSU which may be determined at the sole and absolute discretion of the Board or breaches any term of the RSU Scheme. The trustee will hold the RSUs on trust for the grantees until they are vested. Upon the issuance of the vesting notice by the Board to a grantee, the trustee will transfer the relevant RSUs to that grantee (or its designee). The vesting notice will confirm the extent to which the vesting criteria and conditions have been fulfilled, satisfied or waived, and the number of shares or the amount of cash the grantee will receive, to each of the relevant grantee. For vesting period of RSUs granted under the RSU Scheme, please refer to the movement table on page 65.

Details of movements in the RSUs granted under the RSU Scheme during the year ended 31 December 2024 are as follows:

Name of Participant or Category of Participant	Date of grant	Closing price of shares immediately before the date on which the RSUs were granted	outstanding as of 1 January 2024	granted during the Reporting Period (Note 3)	vested during the Reporting Period	lapsed during the Reporting Period	cancelled during the Reporting Period (Note 4)	outstanding as of 31 December 2024	Vesting Period	Performance targets	Fair value of RSUs at the date of grant
Directors, chief executives and their respective associates											
Tian Ge	1 January 2020	HKD15.30	50,000	—	50,000	—	—	—	4 years	*Notes 1 and 2*	HKD15.34
Tian Ge	9 October 2020	HKD19.52	25,000	—	25,000	—	—	—	4 years	*Notes 1 and 2*	HKD19.50
Tian Ge	2 April 2024	HKD2.98	—	1,000,000	—	—	—	1,000,000	4 years	*Note 1*	HKD2.84
Song Yueting	2 April 2024	HKD2.98	—	520,000	520,000	—	—	—	less than 1 year	*Note 3*	HKD2.84
Five highest-paid individuals (other than Directors)											
In Aggregate	29 January 2021	HKD19.36	200,000	—	100,000	—	—	100,000	4 years	*Notes 1 and 2*	HKD18.98
	30 April 2021	HKD25.85	200,000	—	100,000	—	—	100,000	4 years	*Notes 1 and 2*	HKD26.05
Other employee participants											
In Aggregate	1 January 2020	HKD15.30	62,500	—	62,500	—	—	—	4 years	*Notes 1 and 2*	HKD15.34
	13 January 2020	HKD14.26	36,250	—	35,000	1,250	—	—	4 years	*Notes 1 and 2*	HKD15.36
	1 July 2020	HKD17.18	45,000	—	45,000	—	—	—	4 years	*Notes 1 and 2*	HKD16.88
	9 October 2020	HKD19.52	13,125	—	13,125	—	—	—	4 years	*Notes 1 and 2*	HKD19.50
	29 January 2021	HKD19.36	100,000	—	50,000	37,500	—	12,500	4 years	*Notes 1 and 2*	HKD18.98
	30 April 2021	HKD25.85	862,500	—	428,750	32,500	—	401,250	4 years	*Notes 1 and 2*	HKD26.05
	31 July 2021	HKD14.36	47,500	—	18,750	10,000	—	18,750	4 years	*Note 3*	HKD14.36
	31 October 2021	HKD11.24	25,000	—	—	25,000	—	—	4 years	*Note 3*	HKD11.24
	10 January 2022	HKD16.82	413,000	—	143,000	200,000	—	70,000	4 years or 2 years	*(i) Note 1, (ii) Notes 1 and 2, or (iii) Note 3*	HKD17.78
	30 April 2022	HKD14.54	495,000	—	140,000	235,000	—	120,000	4 years or 1 year	*(i) Notes 1 and 2, or (ii) Note 3*	HKD14.54
	15 July 2022	HKD9.75	105,000	—	35,000	—	—	70,000	4 years	*(i) Notes 1 and 2, or (ii) Note 3*	HKD9.64
	31 October 2022	HKD6.73	97,500	—	32,500	—	—	65,000	4 years	*Note 3*	HKD6.84
	29 January 2023	HKD11.02	200,000	—	50,000	—	—	150,000	4 years	*Note 3*	HKD11.02
	28 February 2023	HKD12.82	560,800	—	140,200	79,500	—	341,100	4 years	*Notes 1 and 2*	HKD12.98
	21 April 2023	HKD10.30	299,456	—	78,122	60,084	—	161,250	4 years or 2 years	*(i) Notes 1 and 2, or (ii) Note 3*	HKD10.16
	20 September 2023	HKD7.09	165,000	—	27,500	55,000	—	82,500	4 years	*Note 3*	HKD6.90
	31 October 2023	HKD6.00	63,000	—	—	63,000	—	—	4 years	*Note 3*	HKD5.74
	12 January 2024	HKD5.33	—	150,000	—	—	—	150,000	4 years	*Note 1*	HKD5.32
	30 April 2024	HKD3.03	—	295,000	—	—	—	295,000	4 years or 1 year	*(i) Note 1, or (ii) Note 3*	HKD3.04
	26 July 2024	HKD2.36	—	1,020,000	10,000	—	—	1,010,000	4 years or less than 1 year	*Note 3*	HKD2.34
	31 October 2024	HKD2.42	—	200,000	—	—	—	200,000	4 years	*Note 3*	HKD2.29
Total			4,065,631	3,185,000	2,104,447	798,834	—	4,347,350			

Notes:

1. The vesting of the RSUs granted are subject to the individual performance review as set out in the respective grant documents.

2. The vesting of the RSUs granted are subject to certain milestones or performance targets relating to the Group.

3. The RSUs granted are not subject to specific performance targets.

4. The RSUs granted during the Reporting Period had no purchase price. Each of the RSUs were granted for nil consideration.

5. The weighted average closing price of the shares immediately before the dates on which the RSUs were vested in 2024 was HKD3.44 per share.

6. Since the purchase price is nil, the fair value of RSUs as at the respective date of grant equals to the closing price per ordinary share of the Company on the respective date of grant. For more details of the accounting standard and policy adopted for determining the fair value of the RSUs granted, please refer to note 2(t)(ii) to the consolidated financial statements on page 117 of this annual report.

7. Mr. Dai Kebin is an executive Director. Ms. Song Yueting is the spouse of Mr. Dai Kebin and hence is an associate thereof.

8. Saved as disclosed otherwise above, there is no RSU granted under the RSU Scheme to (a) any director, chief executive or substantial shareholder of the Company, or their respective associates; or (b) related entity participant or service provider, before the Reporting Period and still being outstanding as at 1 January 2024.

9. No participant has been granted with RSUs in excess of the 1% individual limit.

10. Mr. Tian Ge has been appointed as an executive Director, with effect from 3 April 2024.

11. All grants made under the RSU Scheme were funded by existing shares purchased by the trustee, which did not involve issue of new shares by the Company.

Other than the grant to Mr. Tian Ge and Ms. Song Yueting as disclosed above, no other grantees under the RSU Scheme is a Director, chief executive or substantial shareholder (as defined under the Listing Rules) of the Company, or an associate (as defined under the Listing Rules) of any of them. No grant was made under the RSU Scheme which requires review by the Remuneration Committee for the year ended 31 December 2024.

RESTRICTED SHARE SCHEME (2023)

The Restricted Share Scheme (2023) was approved and adopted by the Board on 21 April 2023. The Restricted Share Scheme (2023) will purchase the existing Shares through Teeroy Limited (the "**Trustee**") on the secondary market at the market trading price. The Restricted Share Scheme (2023) was contemplated and adopted to be funded solely by the existing shares. The Restricted Share Scheme (2023) constitutes a share scheme under Chapter 17 of the Listing Rules and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. However, it does not constitute a scheme involving the issue of new shares as referred to in Chapter 17 of the Listing Rules. Therefore, the adoption of such scheme did not require shareholders' approval.

A summary of the principal terms of the Restricted Share Scheme (2023) is set out below. The Board of the Company may from time to time instruct the Trustee to purchase a certain number of existing shares on the secondary market at the market trading price as and when appropriate as the restricted shares for the Restricted Share Scheme (2023).

Purposes

The purposes and objectives of the Restricted Share Scheme (2023) are: (i) to provide incentives for the contribution of certain eligible participants to the growth and development of the Group thereto in order to retain them for the continual operation and development of the Group; and (ii) to attract suitable personnel for further development of the Group.

Scheme limit

The maximum number of Shares in respect of all restricted shares to be granted under the Restricted Share Scheme (2023) shall not in aggregate exceed 10% of the number of shares in issue (i.e. 52,569,677 shares) as at the date on which the Restricted Share Scheme (2023) is adopted by the Company. The Restricted Share Scheme (2023) has no service provider sublimit under Chapter 17 of the Listing Rules.

The number of RSUs available for grant under the Restricted Share Scheme (2023) as of 1 January 2024 and 31 December 2024 was 47,312,710 and 47,312,710, representing approximately 9.07% and approximately 9.20% of the total number of shares in issue as of 1 January 2024 and 31 December 2024, respectively. As at the Latest Practicable Date, the number of shares available for issue under the Restricted Share Scheme (2023) is nil, since awards of restricted shares under the Restricted Share Scheme (2023) are solely funded by existing shares and therefore no new share is to be issued. As no new Shares were issued for the grant of RSUs during the Reporting Period, the number of Shares that may be issued in respect of RSUs granted under the Restricted Share Scheme (2023) divided by the weighted average number of Shares in issue for the Reporting Period is not applicable.

Save as prescribed in the Restricted Share Scheme (2023) or as otherwise restricted by the Listing Rules, for any 12-month period, the aggregate number of Shares granted to any eligible person shall not exceed 1% of the total number of the issued shares at the relevant time, without shareholders' approval.

Eligible participants

Eligible participants under the Restricted Share Scheme (2023) include any employee participant, related entity participant and service provider of the Group.

Duration and termination

Unless terminated earlier by the Board pursuant to the rules of the Restricted Share Scheme (2023), the Restricted Share Scheme (2023) shall be valid and effective for a term of 10 years commencing on the date on which the Restricted Share Scheme (2023) is adopted by the Company. As at 31 December 2024, the remaining life of the Restricted Share Scheme (2023) is around 8.5 years.

The termination of such scheme shall not affect any subsisting rights of any selected participants. Upon termination, (i) no further may be made under the Restricted Share Scheme (2023); (ii) all restricted shares and the related income shall become vested in the relevant selected participants on such date of termination; and (iii) net sale proceeds (after making appropriate deductions) of the returned shares and such non-cash income together with the residual cash and such other funds remaining in the trust constituted by the trust deed entered by the Company and the Trustee (the "**Trust**") shall be remitted to the Company forthwith after the sale.

Operation

Grant

The Board or the person(s) from time to time delegated by the Board with the power and authority to administer the Restricted Share Scheme (2023) (the "**Committee**") may, from time to time, subject to the provisions of the Restricted Share Scheme (2023), select any eligible participants (other than any excluded participant) for participation in the Restricted Share Scheme (2023) as a selected participant, and grant such number of restricted shares to any selected participants at nil consideration and in such number and on and subject to such terms and conditions as it may in its absolute discretion determine. No consideration is payable on application or acceptance of the restricted shares under the Restricted Share Scheme (2023). No purchase price is payable by grantees upon vesting of the RSUs.

Subject to the provisions of the Restricted Share Scheme (2023), the Board or the Committee may from time to time instruct the Trustee in writing to purchase shares on the Stock Exchange.

The eligibility of any of the eligible participants shall be determined by the Board or the Committee from time to time on the basis of the Board's or the Committee's opinion as to his contribution and/or future contribution to the development and growth of the Group.

Vesting

Subject to the terms and conditions of the Restricted Share Scheme (2023) and the fulfillment of all vesting conditions to the vesting of the restricted shares on such selected participant as specified in the Restricted Share Scheme (2023) and the relevant grant instrument, the respective restricted shares held by the Trustee on behalf of the selected participants shall vest in such selected participant in accordance with the applicable vesting schedule, and the Trustee shall cause the restricted shares to be transferred to such selected participants in accordance with the terms of the Restricted Share Scheme (2023).

Lapse

In the event that prior to or on the vesting date, a selected participants is found to be an excluded participants or is deemed to cease to be an eligible participants pursuant to the Restricted Share Scheme (2023), the relevant grant made to such Selected Participant shall automatically lapse forthwith and the relevant restricted shares shall not vest on the relevant vesting date but shall become returned shares for the purposes of the Restricted Share Scheme (2023) if the Board or the Committee so determines in its absolute discretion. Such eligible participants shall have no right or claim against the Company, any other member of the Group, the Board, the Trust or the Trustee with respect to those or any other shares or any right thereto or interest therein in any way.

Furthermore, unless otherwise waived by the Board or the Committee, in the event that the vesting conditions specified in the relevant grant instrument are not fully satisfied prior to or on the relevant vesting date, the grant of the restricted shares in respect of the relevant vesting date shall lapse, and such restricted shares shall not vest on the relevant vesting date and the selected participant shall have no claims against the Company, the Board, the Trust or the Trustee.

Alteration of the Restricted Share Scheme (2023)

Subject to the provisions of the Restricted Share Scheme (2023), the Restricted Share Scheme (2023) may be altered by the prior sanction of a resolution passed by the Board or the Committee provided that no such alteration shall operate to affect adversely any rights of any selected participant in respect of his restricted shares which remain unvested except with the consent in writing of the majority of the selected participant whose restricted shares remained unvested on that date (but, for the avoidance of doubt, excluding for this purpose any such shares in respect of which that date is a vesting date) as would be required of the holders of Shares under the Articles of Association for a variation of the rights attached to such shares. The amended terms of the Restricted Share Scheme (2023) must comply with all applicable laws, rules and regulations (including without limitation the Listing Rules).

There has been no outstanding RSU granted under the Restricted Share Scheme as at 1 January 2024 and 31 December 2024. No RSU has been granted under the Restricted Share Scheme (2023) for the year ended 31 December 2024.

The total number of shares that may be issued in respect of options and RSUs granted under all schemes of the Company during the year ended 31 December 2024 divided by the weighted average number of shares of the Company for the year ended 31 December 2024 is 2.02%.

EQUITY-LINKED AGREEMENT

Save as disclosed in this annual report, there was no equity-linked agreement entered into by the Company during the year ended 31 December 2024.

MAJOR CUSTOMERS AND SUPPLIERS

Our customers are predominantly business users, from whom we derive substantially all our revenue. Our suppliers primarily include (i) advertising service providers, (ii) headhunters and other talent service providers, and (iii) server hosting and bandwidth providers. We have a broad base of suppliers and business customers, and we do not have any supplier or customer concentration risks.

For the year ended 31 December 2024, the respective percentage of purchases attributable to the Group's five largest suppliers in aggregate and the respective percentage of the total sales attributable to the Group's five largest customers in aggregate were less than 30% respectively.

None of our Directors or any of their close associates or any shareholder (who or which, to the best knowledge of our Directors, owned more than 5% of the Company's issued share capital) had any interest in any of our five largest suppliers or customers.

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

For the year ended 31 December 2024 and up to the date of this annual report, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities (or sale of treasury shares, if any).

As at 31 December 2024, the Company did not hold any treasury shares as defined under the Listing Rules.

COMPLIANCE WITH THE CG CODE

The Company has adopted the principles and code provisions as set out in the CG Code as the basis of the Company's corporate governance practices and has complied with the code provisions as set out in the CG Code during the year ended 31 December 2024, save for the deviation from code provision C.2.1 as disclosed below.

We do not have a separate chairman and chief executive officer and Mr. Dai Kebin currently performs these two roles. While this constitutes a deviation from code provision C.2.1 of the CG Code, our Board believes that this structure will not impair the balance of power and authority between our Board and the management of our Company, given that: (i) decision to be made by our Board requires approval by at least a majority of our Directors and that our Board comprises three independent non-executive directors out of six directors, and we believe there is sufficient check and balance in our Board; (ii) Mr. Dai Kebin and the other Directors are aware of and undertake to fulfill their fiduciary duties as Directors, which require, among other things, that they act for the benefit and in the best interests of our Company and will make decisions for our Group accordingly; and (iii) the balance of power and authority is ensured by the operations of our Board which comprises experienced and high caliber individuals who meet regularly to discuss issues affecting the operations of our Company. Moreover, the overall strategic and other key business, financial and operational policies of our Group are made collectively after thorough discussion at both our Board and senior management levels. Finally, as Mr. Dai Kebin is our principal founder, our Board believes that vesting the roles of both chairman and chief executive officer in the same person has the benefit of ensuring consistent leadership within our Group and enables more effective and efficient overall strategic planning for and communication within our Group. Our Board will continue to review the effectiveness of the corporate governance structure of our Group in order to assess whether separation of the roles of chairman and chief executive officer is necessary.

Changing To Bi-Annual Financial Results Reporting

On 28 March 2025, the Board has approved that it would cease to voluntarily announce and publish quarterly unaudited consolidated financial results of the Company for the first three-month and nine-month periods of each financial year going forward. It is considered that changing to bi-annual financial results reporting will enable the management to concentrate more on operations and development of the Company's principal business, reducing time, efforts, costs and administrative burden of the Company associated with the publication of quarterly financial results. A bi-annual financial results reporting would facilitate investors to consider a more appropriate timeline on performance, strategic deployment and development trend of the Company and that the interests of the Shareholders of the Company will not be compromised.

The Company will continue to announce and publish its half-yearly and annual financial results in accordance with the requirements of the Listing Rules.

AUDITOR

The Consolidated Financial Statements of the Group for the year ended 31 December 2024 have been audited by KPMG. There were no change in the auditors of the Company in the preceding three years.

KPMG shall retire and being eligible, offer itself for re-appointment, and a resolution to this effect shall be proposed at the AGM.

By Order of the Board of Directors
Tongdao Liepin Group
Dai Kebin
Chairman

PRC, 28 March 2025

CORPORATE GOVERNANCE REPORT

The Board is pleased to present this Corporate Governance Report in the Company's annual report for the year ended 31 December 2024.

CORPORATE PURPOSE, CULTURE AND STRATEGY

We always adhere to achieving our purpose by focusing on our strategy. The management team has put our corporate culture into practice by incorporating our core values into our daily work. The Board carries out consistently ensuring that all members of the Group are guided by our purpose and strategy, align the core values and the corporate culture in their daily work, and work together as one to promote quality development led by an advanced culture. The Group's operating practices, internal policies and stakeholder relationships give us the opportunity to actively practices our corporate culture and values in a multi-dimensional and holistic manner, which may create stable and sustainable business development and growth and bring long-term value to shareholders and benefit our users around the world.

CORPORATE GOVERNANCE PRACTICES

The Board is committed to achieving good corporate governance standards.

The Board believes that good corporate governance standards are essential in providing a framework for the Company to safeguard the interests of shareholders, potential investors and business partners, and to enhance corporate value, formulate our business strategies and policies, and enhance its transparency and accountability.

The Company has adopted the principles and code provisions of the CG Code contained in Appendix C1 to the Listing Rules as the basis of the Company's corporate governance practices.

In the opinion of the Directors, throughout the year ended 31 December 2024, the Company has complied with all the code provisions as set out in the CG Code, except for code provision C.2.1 of the CG Code which provides that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual, details of which are set out on page 73 under the section headed "Board of Directors" of this Corporate Governance Report.

The Board will continuously review and adjust, if necessary, its business strategies and keep track of the changing market development and conditions and ensuring the prompt and proactive measures will be taken to respond to the changes and meet the market needs to facilitate the sustainability of the Group.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as 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 throughout the year ended 31 December 2024.

The Company's employees, who are likely to be in possession of unpublished inside information of the Company, are also subject to the Model Code.

BOARD OF DIRECTORS

The Company is headed by an effective Board which oversees the Group's businesses, strategic decisions and performance and makes decisions objectively in the best interests of the Company.

The Board should regularly review the contribution required from each Director to perform his/her responsibilities to the Company, and whether the Director is spending sufficient time performing such responsibilities.

Board Composition

During the year ended 31 December 2024 and up to the Latest Practicable Date, the Board composition is as follows:

Executive Directors

Mr. Dai Kebin *(Chairman and Chief Executive Officer)*
Mr. Chen Xingmao *(Chief Technology Officer) (resigned as executive Director on 3 April 2024)*
Mr. Tian Ge *(Chief Financial Officer) (appointed as executive Director on 3 April 2024)*

Non-executive Director

Mr. Shao Yibo *(resigned as non-executive Director on 3 April 2024)*

Independent Non-executive Directors

Mr. Ye Yaming
Mr. Zhang Ximeng
Ms. Fan Xinpeng

The biographical information of the Directors are set out in the section headed "Biographies of Directors and Senior Management — Directors" on pages 32 to 33 of this annual report.

Save as disclosed in this annual report, to the best knowledge of the Company, there has been no financial, business, family, or other material/relevant relationships among members of the Board.

Chairman and Chief Executive Officer

The roles of Chairman and Chief Executive Officer of the Company are held by Mr. Dai Kebin who is the principal founder of the Company.

The Board believes that this structure will not impair the balance of power and authority between our Board and the management of our Company, given that: (i) decision to be made by the Board requires approval by at least a majority of Directors and that the Board comprises three independent non-executive Directors out of five Directors, and the Board believes there is sufficient check and balance in the Board; (ii) Mr. Dai Kebin and the other Directors are aware of and undertake to fulfil their fiduciary duties as Directors, which require, among other things, that they act for the benefit and in the best interests of the Company and will make decisions for our Group accordingly; and (iii) the balance of power and authority is ensured by the operations of the Board which comprises experienced and high calibre individuals who meet regularly to discuss issues affecting the operations of the Company. Moreover, the overall strategic and other key business, financial and operational policies of the Group are made collectively after thorough discussion at both the Board and senior management levels. Finally, as Mr. Dai Kebin is the principal founder of the Group, the Board believes that vesting the roles of both Chairman and Chief Executive Officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for and communication within the Group. The Board will continue to review the effectiveness of the corporate governance structure of the Group in order to assess whether separation of the roles of Chairman and Chief Executive Officer is necessary.

Independent Non-executive Directors

During the year ended 31 December 2024, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors representing at least one-third of the board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of their independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. According to such confirmations, the Company considers that all the independent non-executive Directors are independent.

Board Independence Evaluation

The Company has established mechanism to ensure independent views and input are available to the Board, channels are in place through formal and informal means whereby independent non-executive Directors can express their independent views in an open and candid manner and exercise judgement to better safeguard shareholders' interests as well as in a confidential manner, should circumstances required; these include dedicated meeting sessions with the Chairman and interaction with management and other Board members including the Chairman outside the boardroom. The mechanism to ensure independent views and input are available to the Board is reviewed annually.

Appointment and Re-election of Directors

Mr. Dai Kebin, the executive Director, has entered into a renewed service contract with the Company under which he agreed to act as an executive Director for a term of three years commencing from the effective date of his renewed appointment, i.e. 29 June 2024. Mr. Tian Ge, the executive Director, has signed a service contract with the Company with a term of three years commencing from 3 April 2024. Such service contracts could be subsequently renewed with a further term of three years each mutually agreed by and between the executive Director and the Company in writing within one month before the date of expiration; and may be terminated by not less than three months' notice in writing served by either the executive Director or the Company.

Each of Mr. Ye Yaming and Mr. Zhang Ximeng, the independent non-executive Directors, has signed a renewed appointment letter with the Company for a term of one year commencing from the effective date of their renewed appointment, i.e. 29 June 2024. Such appointment letters could be subsequently renewed with a further term of one year each mutually agreed by and between the independent non-executive Director and the Company in writing within one month before the date of expiration; and may be terminated by not less than one month's notice in writing served by either the independent non-executive Director or the Company.

Ms. Fan Xinpeng, an independent non-executive Director, has signed an appointment letter with a term of three years with effect from 12 September 2023.

The appointments of Directors are subject to the provisions of retirement and rotation of Directors under the Articles of Association.

Under the Articles of Association, at every AGM of the Company, one-third of the Directors for the time being (or if their number is not three or a multiple of three, then the number nearest to, but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. The Articles of Association also provide that all Directors appointed to fill a casual vacancy or as an addition to the existing Directors shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board should assume responsibility for leadership and control of the Company and is collectively responsible for promoting its success by directing and supervising the Company's affairs. All Directors should make decisions objectively in the best interests of the Company.

The Board directly, and indirectly through its committees, leads and provides direction to the management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors should disclose to the Company details of other offices held by them in public companies or organisations and other significant commitments. The Board should regularly review the contribution required from each Director to perform his/her responsibilities to the Company, and whether he/she is spending sufficient time performing such responsibilities.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the management.

The Company has arranged appropriate insurance coverage on Directors' and officers' liabilities in respect of any legal actions taken against them arising out of corporate activities. The insurance coverage would be reviewed on an annual basis.

Continuous Professional Development of Directors

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

Pursuant to code provision C.1.1 of the CG Code, newly appointed directors of an issuer should receive a comprehensive, formal and tailored induction on appointment. Subsequently, they should receive any briefing and professional development necessary to ensure that they have a proper understanding of the Company's operations and business and are fully aware of their responsibilities under statute and common law, the Listing Rules, legal and other regulatory requirements and the Company's business and governance policies.

Mr. Tian Ge, the executive Director appointed on 3 April 2024, has obtained the legal advice referred to under Rule 3.09D of the Listing Rules on 2 April 2024. He has confirmed that he has understood his obligations as a Director of the Company.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and reading material on relevant topics would be provided to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

During the year ended 31 December 2024, the Company organized training sessions conducted by the qualified professionals for all Directors. The training sessions covered a wide range of relevant topics including directors' duties and responsibilities, continuing connected transactions, disclosure of interests and regulatory updates. In addition, relevant reading materials including compliance manual/legal and regulatory updates/seminar handouts have been provided to the Directors for their reference and studying.

The training records of the Directors for the year ended 31 December 2024 are summarized as follows:

Directors	Type of Training (Note)
Executive Directors	
Mr. Dai Kebin	A & B
Mr. Tian Ge	A & B
Independent Non-executive Directors	
Mr. Ye Yaming	A
Mr. Zhang Ximeng	A
Ms. Fan Xinpeng	A & B

Note:

(1) Types of Training

A: Attending training sessions, including but not limited to, briefings, seminars, conferences and workshops

B: Reading relevant news alerts, newspapers, journals, magazines and publications

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 Board committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of the Audit Committee, the Remuneration Committee and the Nomination Committee are posted on the Company's website and the Hong Kong Stock Exchange's website and are available to shareholders upon request.

The list of the chairman and members of each Board committee is set out under the section headed "Corporate Information" on pages 6 to 7 of this annual report.

Audit Committee

The Audit Committee currently has three members (all are independent non-executive Directors), being Mr. Zhang Ximeng, Mr. Ye Yaming and Ms. Fan Xinpeng, with terms of reference in compliance with the Listing Rules. Ms. Fan Xinpeng is the chairman of the Audit Committee.

The terms of reference of the Audit Committee are of no less exacting terms than those set out in the CG Code. The main duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, risk management and internal control systems, effectiveness of the internal audit function, scope of audit and appointment of external auditors, and arrangements to enable employees of the Company to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The Audit Committee has considered and reviewed the consolidated results for the year ended 31 December 2024 of the Group and the accounting principles and practices adopted by the Group and discussed matters in relation to risk management, internal control and financial reporting with the management. The Audit Committee considers that the annual financial results for the year ended 31 December 2024 are in compliance with the relevant accounting standards, rules and regulations and appropriate disclosures have been duly made.

During the year ended 31 December 2024, the Audit Committee held four meetings to review the quarterly financial data, and the interim and annual financial results and reports and significant issues on the financial reporting, operational and compliance controls, the effectiveness of the risk management and internal control systems and internal audit function, appointment of external auditors, engagement of non-audit services and relevant scope of works, connected transactions and arrangements for employees to raise concerns about possible improprieties.

The Audit Committee also met the external auditors once without the presence of the executive Directors.

Remuneration Committee

The Remuneration Committee consists of three members, including three independent non-executive Directors, namely Mr. Zhang Ximeng, Mr. Ye Yaming and Ms. Fan Xinpeng. Mr. Zhang Ximeng is the chairman of the Remuneration Committee.

The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the CG Code. The primary functions of the Remuneration Committee include making recommendations to the Board on the remuneration packages of individual executive Directors and senior management; reviewing and approving management's remuneration proposals with reference to the goals and objectives of the Board; making recommendations to the Board on the Company's policy and structure for all Directors and senior management remuneration; establishing a formal and transparent procedure for developing remuneration policy to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration and reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules.

During the year ended 31 December 2024, the Remuneration Committee held one meeting to review the remuneration policy and the remuneration packages of the executive Directors and senior management. The Company believes that such remuneration policy and the remuneration packages of the executive Director and senior management are appropriate for 2024. The Remuneration Committee also reviewed and approved the grant of 9,620,000 Options to Mr. Tian Ge and other 23 employee participants on 27 May 2024, with a performance target attached and considered that the grant of Options can align the interests of them with the interests of the Company and its shareholders, motivate the them to commit to the Company's future sustainable competitiveness, operating results and growth, and strengthen their commitment to long-term service to the Company, and is therefore consistent with the purpose of the Post-IPO Share Option Scheme.

Further details of the emoluments payable to the Directors, the senior management and the five highest paid individuals for the year ended 31 December 2024 are set out in note 9 to the Consolidated Financial Statements in this annual report.

Pursuant to Code Provision E.1.5 of the CG Code, the remuneration of the members of the senior management of our Company by band during the Reporting Period is set out below:

Remuneration bands (HK$)	Number of persons
2,000,000–2,500,000	1
3,000,000–3,500,000	1
6,000,000–6,500,000	1
Total	3

Nomination Committee

The Nomination Committee consists of three members, including one executive Director namely Mr. Dai Kebin, and two independent non-executive Directors, namely Mr. Ye Yaming and Mr. Zhang Ximeng. Mr. Dai Kebin is the chairman of the Nomination Committee.

The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the CG Code. The principal duties of the Nomination Committee include reviewing the structure, size and composition (including the skills, knowledge and experience) required of the Board annually and making recommendations on any proposed change to the Board to complement the Company's corporate strategy; making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular, the Chairman and the Chief Executive, and assessing the independence of independent non-executive Directors.

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Company's board diversity policy (the "**Board Diversity Policy**"). The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's relevant criteria as set out in the Company's director nomination policy (the "**Director Nomination Policy**") that are necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

During the year ended 31 December 2024, the Nomination Committee held one meeting to review the structure, size and composition of the Board and the independence of the independent non-executive Director, and to consider and recommend to the Board on the appointment of Directors. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained.

Board Diversity Policy

The Company has adopted a Board Diversity Policy which sets out the approach to achieve diversity of the Board. The Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage.

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

As of 31 December 2024, we had one female Director and four male Directors. The Board targeted to achieve and has achieved to have at least one female Director, and considers that the above current gender diversity in the Board is satisfactory. In particular, the Company will continue to put effort into developing a pipeline of potential successors of the Board to maintain or achieve gender diversity via different channels, such as by engaging human resources agencies to identify potential successors for the Board. We will strive to enhance our female representation and achieve appropriate balance of gender diversity with reference to the stakeholders' expectation and international and local recommended best practices. Furthermore, we will implement comprehensive programs aimed at identifying and training our female staff who display leadership and potential, with the goal of promoting them to the senior management or the Board.

As of 31 December 2024, we had 4,122 full-time employees, of which 1,708 were male and 2,414 were female. The gender ratio in the workforce (including senior management) was approximately 1 males to 1.41 females. The Company will continue to monitor and evaluate the diversity policy from time to time to ensure its continued effectiveness. The Company is not aware of any mitigating factor or circumstances which make achieving gender diversity across the workforce (including senior management) more challenging or less relevant.

The Company aims to maintain an appropriate balance of diversity perspectives that are relevant to the Company's business growth and is also committed to ensuring that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered.

The Board will consider setting measurable objectives to implement the Board Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives.

The Nomination Committee will review the Board Diversity Policy, from time to time and as appropriate, to ensure its effectiveness.

Director Nomination Policy

The Board has delegated its responsibilities and authority for selection and appointment of Directors to the Nomination Committee.

The Company has adopted a Director Nomination Policy which sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of Directors of the Company and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The Director Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- Reputation for integrity

- Commitment in respect of available time and relevant interest

- Diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service

The Director Nomination Policy also sets out the procedures for the selection and appointment of new Directors and re-election of Directors at general meetings.

The Nomination Committee will review the Director Nomination Policy, from time to time and as appropriate, to ensure its effectiveness.

Corporate Governance Functions

The Board is responsible for performing the corporate governance functions set out in the code provision A.2.1 of the CG Code.

During the year ended 31 December 2024, the Board had reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code, and the Company's compliance with the CG Code and the disclosure in this Corporate Governance Report.

BOARD MEETINGS AND DIRECTORS' ATTENDANCE RECORDS

Code provision C.5.1 of the CG Code stipulates that the board should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals involving active participation, either in person or through electronic means of communication, of a majority of Directors entitled to be present.

Code provision C.2.7 of the CG Code has been revised to require that the chairman should at least annually hold meetings with independent non-executive Directors without the presence of other directors.

A summary of the attendance record of each Director at the Board meetings, Board Committee meetings and general meeting of the Company held during the year ended 31 December 2024 is set out in the table below:

	Attendance/Number of Meetings during Tenure of Office					
Name of Director	**Board**	**Audit Committee**	**Remuneration Committee**	**Nomination Committee**	**Annual General Meeting** *(Note 1)*	**Meeting between Chairman and independent non-executive Directors**
Executive Directors						
Mr. Dai Kebin	5/5	—	—	1/1	1/1	1/1
Mr. Tian Ge *(appointed on 3 April 2024)*	4/4	—	—	—	1/1	—
Mr. Chen Xingmao *(resigned on 3 April 2024)*	1/1	—	—	—	—	—
Non-executive Director						
Mr. Shao Yibo *(resigned on 3 April 2024)*	1/1	—	—	—	—	—
Independent Non-executive Directors						
Mr. Ye Yaming	5/5	4/4	1/1	1/1	1/1	1/1
Mr. Zhang Ximeng	5/5	4/4	1/1	1/1	1/1	1/1
Ms. Fan Xinpeng	5/5	4/4	1/1	—	1/1	1/1

The Directors have attended the meetings via video or telephone conference, or in person.

Note:

(1) The annual general meeting of the Company was held on 6 June 2024.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems. Risk management and internal control systems are reviewed annually.

The Audit Committee assists the Board in leading the management and overseeing the design, implementation and monitoring of the risk management and internal control systems.

The Company has adopted and implemented comprehensive risk management policies in various aspects of its business operations such as information system, data security, privacy, investment and counterpart, with the following principles, features and processes:

Information System Risk Management

Sufficient maintenance, storage and protection of user data and other related information is critical to the Company's success. The Company has implemented relevant internal procedures and controls to ensure that user data is protected and that leakage and loss of such data is avoided.

The Company's IT operation and maintenance department is responsible for ensuring that the usage, maintenance and protection of user data are in compliance with the internal rules and the applicable laws and regulations. The Company also provides regular trainings to the information technology team.

Data Security Risk Management

The Company believes data security is critical to the business operation because data are the foundation of the Company's competitive edge. The Company protects user and internal data in accordance with technical measures and internal data protection policies. Moreover, all of the Company's data are backed up on a daily basis by different servers located in our Beijing and Tianjin data centers, and the Company has a sophisticated set of security and remediation protocols to follow in the case of a data security emergency.

From an internal policy perspective, the Company strictly limits the number of personnel who can access the servers that store user and internal data, and only grant such access on a "need-to-know" basis. The Company has also adopted internal policies on data theft prevention, mitigation measures against data loss and data security crisis management, and have regularly organized training sessions to get employees familiar with these policies and related best practices. In addition, the Company conducts reviews on compliance by members of the staff with data security and risk management policies on a regular basis as well. Lastly, to cope with any possible data leakage incident, the Company deploys a data security crisis management team that is well trained to spot, isolate and dissolve the situation or to mitigate any damage resulting from such incident.

Privacy Risk Management

The Company values users' privacy and adopts strict policy and strong product features to ensure with privacy protection in accordance with applicable laws. When every individual user, business user and headhunter registers with the Company's platform, they are required to review and agree to the terms and conditions. Following regulatory requirements of legal, proper and necessary use, the Company clearly lists out in the user agreement the situations that the Company will use personal information from individual users, business users and headhunters. The Company undertakes to obtain users' consents prior to any use that is not specifically provided for in the terms and conditions.

The Company develops products with user-friendly options for individual users to manage the scope of publicity of certain information. The guiding principle in privacy protection is to ensure that the users give explicit consent to any access to, or use or disclosure of, their personal data by any third party. The Company's data security team will also handle any data privacy breach incident in the same way that it handles any other type of data security incidents.

Investment Risk Management

The Company's investment strategy is to invest in or acquire businesses that are complementary to its business, such as businesses that can expand the content creation, sourcing, distribution and adaptation capabilities and strengthen our technological capabilities. The Company sets up an annual investment plan in line with the business strategies with inputs from various business departments. An investment budget is set up based on the overall financial conditions every year.

The Company generally intends to hold investments for the long term. The investments are generally made in the form of preferred shares (in the case of companies incorporated outside China) or ordinary shares with preference rights (in the case of companies established in China). In order to manage the potential risks associated with investments, the Company generally requests its investee companies to grant customary investor rights, including governance rights and transfer rights.

The Company's senior management including the founder and chief executive officer, Mr. Dai Kebin, is responsible for investment project sourcing and execution. Once target companies are identified, the Company will conduct legal, business, financial and operational due diligence on the target companies, and draft investment agreements based on the agreed term sheets. Any proposed investment will be submitted to the Board for approval if the investment amount involved exceeds the threshold determined by the Board.

Counterparty Risk Management

To reduce counterparty risk from the Company's business customers, the Company intentionally avoids concentration of big customers and has a robust onboarding procedures involving business license verifications, phone call and selective on-site visit with register business users and headhunters. In addition, the Company only extends credit to selected business customers with strong financial capabilities to minimize the risk of contractual default.

All divisions conducted internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects including key operational and financial processes, regulatory compliance and information security. Self-evaluation has been conducted annually to confirm that control policies are properly complied with by each division.

The management, in co-ordination with division heads, assessed the likelihood of risk occurrence, provided treatment plans, and monitored the risk management progress, and reported to the Audit Committee and the Board on all findings and the effectiveness of the systems.

The management has reported to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems for the year ended 31 December 2024.

The Company has engaged external professional firm for providing the internal audit function and performing independent review of the adequacy and effectiveness of the risk management and internal control systems. The internal audit function examined key issues in relation to the accounting practices and all material controls with no material issues identified.

The Board, as supported by the Audit Committee as well as the management report and the internal audit findings, reviewed the risk management and internal control systems, including the financial, operational and compliance controls, for the year ended 31 December 2024, and considered that such systems are effective and adequate. The annual review also covered the financial reporting, internal audit function, adequacy of resources, staff qualifications and experiences, training programmes and budget of the Company's accounting, internal audit and financial reporting functions.

Arrangements are in place to facilitate employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The Company has developed its disclosure policy which provides a general guide to the Company's Directors, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries. Control procedures have been implemented to ensure that unauthorized access and use of inside information are strictly prohibited.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2024.

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

The statement of the independent auditor of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditors' Report on pages 89 to 93 in this annual report.

AUDITOR'S REMUNERATION

The Company appointed Messrs. KPMG as the external auditor for the year ended 31 December 2024. During the year ended 31 December 2024, the remuneration paid to Messrs. KPMG in respect of audit services and non-audit services is set out below:

Service Category	Fees Paid *RMB'000*
Audit Services	3,200
Non-audit Services	14
	3,214

During the year ended 31 December 2024, Messrs. KPMG also provided non-audit services to the Company. The scope of work of such non-audit services was tax advisory. The remuneration paid to Messrs. KPMG for the non-audit services amounted to approximately 0.44% of the total remuneration paid to Messrs. KPMG and was not significant as part of the auditor's remuneration.

COMPANY SECRETARY

Ms. Fung Wai Sum of Tricor Services Limited (a member of Vistra Group), an external service provider, has been appointed as the company secretary of the Company. Ms. Fung is a senior manager of Company Secretarial Services of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services. Mr. Tian Ge, the executive Director and Chief Financial Officer of the Company, is the primary corporate contact person of the company secretary of the Company, Ms. Fung.

For the year ended 31 December 2024, Ms. Fung has undertaken not less than 15 hours of relevant professional training to update her knowledge and skills in compliance with Rule 3.29 of the Listing Rules.

SHAREHOLDERS' RIGHTS

The Company engages with shareholders through various communication channels.

To safeguard shareholders' interests and rights, separate resolution should be proposed for each substantially separate issue at general meetings, including the election of individual Director. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Hong Kong Stock Exchange after each general meeting.

Convening an Extraordinary General Meeting

Pursuant to Article 12.3 of the Articles of Association, the Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the voting rights, on a one vote per share basis, of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member which is a recognized clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Putting Forward Proposals at General Meetings

There are no provisions under the Articles of Association or the Companies Act of the Cayman Islands regarding procedures for shareholders to put forward proposals at general meetings other than a proposal of a person for election as a Director. Shareholders may follow the procedures set out above to convene an extraordinary general meeting for any business specified in such written requisition.

For proposal of a person for election as Director, pursuant to Article 16.4 of the Articles of Association, no person shall, unless proposed by the Board pursuant to the recommendation of the Nomination Committee, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the company secretary of the Company notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected, and such person has been approved by the Nomination Committee and the Board.

Putting Forward Enquiries to the Board

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

Contact Details

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

Address: Unit 417, 4th Floor, Lippo Centre, Tower 2, No. 89 Queensway, Admiralty, Hong Kong (For the attention of the Board of Directors)

Email: ir@liepin.com

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

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investors' understanding of the Group's business, performance and strategies. The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through AGMs and other general meetings. At the AGMs, Directors (or their delegates as appropriate) are available to meet shareholders and answer their enquiries.

Policies relating to Shareholders

Communication Policy

The Company has in place a shareholders' communication policy (the "**Communication Policy**") to ensure that shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness. For example, shareholders and the investors may at any time contact either the Company's investor relations department or the company secretary to enquire about the information published by the Company. Information uploaded by the Company to the HKEx News Website is also posted on the Company's website thereafter in a timely manner as required by the Listing Rules. Such information includes announcements, circulars and notices of general meetings and other documents. Shareholders are encouraged to participate in general meetings (including annual general meetings) and to attend shareholders' activities organized by the Company, where information about the Company, including its latest strategic plan, products and services, etc. will be communicated. The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through annual general meetings and other general meetings. At the forthcoming AGM, Directors (or their delegates as appropriate) will be available to meet shareholders and answer their enquiries. These channels allow us to receive feedback from our shareholders and the investors.

The implementation and effectiveness of the Communication Policy would be reviewed annually, and has been reviewed by the Board during the year ended 31 December 2024 and considered that it is adequate and effective, having considered the communication channels in place provided shareholders and investment community with information about the latest development of the Group in a timely manner, and the Company has established a range of communication channels between itself and its shareholders, investors and other stakeholders to allow the Company to receive feedback effectively.

Dividend Policy

The Company has adopted a dividend policy (the "**Dividend Policy**") on payment of dividends. The Company do not have any pre-determined dividend payout ratio. Depending on the financial conditions of the Company and the Group and the conditions and factors, among others, financial results, cash flow situation, business conditions and strategies and future operations and earnings, as set out in the dividend policy, dividends may be proposed and/or declared by the Board during a financial year and any final dividend for a financial year will be subject to the shareholders' approval.

As at 31 December 2024, no arrangement was reached pursuant to which the shareholders of the Company waived or agreed to waive their dividends.

CHANGES IN CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2024, the amendment of the Company's Memorandum and Articles of Association has been approved by shareholders of the Company by way of special resolution on the AGM on 6 June 2024. Saved as disclosed herein, there is no amendment of Company's Memorandum and Articles of Association during the year ended 31 December 2024. The amended Memorandum and Articles of Association is available on the Company's website and the Hong Kong Stock Exchange's website.

Independent auditor's report to the shareholders of
Tongdao Liepin Group
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Tongdao Liepin Group ("**the Company**") and its subsidiaries ("**the Group**") set out on pages 94 to 170, which comprise the consolidated statement of financial position as at 31 December 2024, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes, comprising material accounting policy information and other explanatory 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 IFRS Accounting Standards ("**IFRSs**") issued by the International Accounting Standards Board ("**IASB**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("**HKSAs**") issued by the Hong Kong Institute of Certified Public Accountants (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**") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

Recognition of subscription-based model service revenue

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

The Key Audit Matter

The Group generates approximately half of its revenue from providing a variety of talent acquisition services to its business customers under the subscription-based model.

Under subscription-based model, the Group provides to the business customers a customised package of service, mainly including online job posting, candidates recommendation, contacting candidates, intent communications with job candidates, invitations to apply for jobs, top display of job postings, etc. The Group normally receives all of the subscription fee upfront. The subscription fee is non-refundable.

Each service is a performance obligation. At contract inception, the transaction price is allocated to each performance obligation on the basis of relative stand-alone selling price. The stand-alone selling prices are determined by observable price of a service when the Group sells that service separately in similar circumstances and to similar customers.

Transaction price allocation involves management judgement. The Group maintains information technology ("**IT**") systems to track the allocation and recognition of service revenue.

We identified the recognition of subscription-based model service revenue as a key audit matter because each contract may have different service components and terms and conditions which increases the risk of error and because revenue is one of the key performance indicators of the Group and could be subject to manipulation to meet targets or expectation.

How the matter was addressed in our audit

Our audit procedures to assess the recognition of subscription-based model service revenue included the following:

- inspecting the key terms and conditions of contracts with customers, on a sample basis, to assess if there were any terms and conditions that may affect the revenue recognition;
- obtaining an understanding of and assessing, with the assistance of our internal IT specialists, the design, implementation and operating effectiveness of the Group's general IT controls and key application controls over the Group's IT system which govern revenue recognition, including the interfaces between different systems, and key manual internal controls over revenue recognition;
- comparing, on a sample basis, the transaction prices of the contracts with customers, stand-alone selling prices for each performance obligation and services provided captured in the IT system with the underlying signed contracts, the observable prices of the service when the Group sells that service in similar circumstances and to similar customers and service consumption records; and
- Inspecting underlying documentation for journal entries which met specified risk-based criteria.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

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

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

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

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

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

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

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

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

- 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.

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

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

The engagement partner on the audit resulting in this independent auditor's report is Cheung Tsz Chung.

KPMG
Certified Public Accountants

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

28 March 2025

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2024
(Expressed in RMB)

	Note	2024 RMB'000	2023 RMB'000
Revenue	4	**2,080,865**	2,282,157
Cost of revenue		**(498,154)**	(586,431)
Gross profit		**1,582,711**	1,695,726
Other income	5	**137,338**	160,181
Sales and marketing expenses		**(908,848)**	(1,081,768)
General and administrative expenses		**(315,412)**	(379,995)
Research and development expenses		**(303,835)**	(360,385)
Profit from operations		**191,954**	33,759
Net finance cost	7	**(2,844)**	(5,470)
Share of results of associates	16	**726**	1,214
Profit before taxation	6	**189,836**	29,503
Income tax	8	**(14,387)**	(12,873)
Profit for the year		**175,449**	16,630
Attributable to:			
— Equity shareholders of the Company		**133,450**	750
— Non-controlling interests		**41,999**	15,880
Profit for the year		**175,449**	16,630
Earnings per share	11		
Basic (RMB Cent)		**28.02**	0.16
Diluted (RMB Cent)		**27.89**	0.16

The notes on pages 102 to 170 form part of these financial statements.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2024
(Expressed in RMB)

	Note	2024 RMB'000	2023 RMB'000
Profit for the year		175,449	16,630
Other comprehensive income for the year (after tax and reclassification adjustments)	10		
Item that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of financial statements of overseas group entities		19,610	20,273
Other comprehensive income for the year		19,610	20,273
Total comprehensive income for the year		195,059	36,903
Attributable to:			
Equity shareholders of the Company		153,060	21,023
Non-controlling interests		41,999	15,880
Total comprehensive income for the year		195,059	36,903

The notes on pages 102 to 170 form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Expressed in RMB)

	Note	31 December 2024 RMB'000	31 December 2023 RMB'000
Non-current assets			
Property, plant and equipment	12	128,943	154,627
Investment properties	12	21,885	22,915
Intangible assets	13	84,913	104,280
Goodwill	14	840,177	840,177
Interests in associate	16	14,549	12,923
Other equity investments	17	191,608	201,493
Deferred tax assets	27(b)	15,619	15,633
Other non-current assets		16,800	13,641
Time deposits with banks	22	21,921	201,672
		1,336,415	1,567,361
Current assets			
Trade receivables	19	205,652	146,290
Prepayments and other receivables	20	119,837	132,244
Receivables from related parties	30(b)	2,106	2,309
Other current assets	21	920,287	726,182
Time deposits with banks	22	1,189,398	1,287,604
Cash and cash equivalents	23	810,235	666,734
		3,247,515	2,961,363
Current liabilities			
Trade and other payables	24	352,833	414,099
Contract liabilities	18	786,477	796,443
Interest-bearing borrowings	23	58,023	20,224
Lease liabilities	25	56,580	59,879
Current taxation	27(a)	7,214	3,335
		1,261,127	1,293,980

(Expressed in RMB)

	Note	31 December 2024 RMB'000	31 December 2023 RMB'000
Net current assets		**1,986,388**	1,667,383
Total assets less current liabilities		**3,322,803**	3,234,744
Non-current liabilities			
Lease liabilities	25	**33,035**	53,880
Deferred tax liabilities	27(b)	**8,034**	11,343
		41,069	65,223
NET ASSETS		**3,281,734**	3,169,521
CAPITAL AND RESERVES			
Share capital	28(e)	**334**	339
Reserves		**3,063,732**	2,892,448
Total equity attributable to equity shareholders of the Company		**3,064,066**	2,892,787
Non-controlling interests		**217,668**	276,734
TOTAL EQUITY		**3,281,734**	3,169,521

Approved and authorised for issue by the board of directors on 28 March 2025 and signed on it behalf by:

Dai Kebin
Director

Tian Ge
Chief Financial Officer

The notes on pages 102 to 170 form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2024
(Expressed in RMB)

		Attributable to equity shareholders of the Company									
	Note	Share capital RMB'000	Share premium RMB'000	Shares held for RSU scheme RMB'000	Capital redemption reserve RMB'000	Capital reserve RMB'000	Exchange reserve RMB'000	Retained profits RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total Equity RMB'000
Balance at 1 January 2024		339	2,830,661	(446,901)	(55,741)	55,772	141,801	366,856	2,892,787	276,734	3,169,521
Changes in equity for 2024:											
Profit for the year		–	–	–	–	–	–	133,450	133,450	41,999	175,449
Other comprehensive income	10(a)	–	–	–	–	–	19,711	–	19,711	–	19,711
Total comprehensive income		–	–	–	–	–	19,711	133,450	153,161	41,999	195,160
Cancellation of own shares	28(c)	(5)	–	–	55,741	(55,736)	–	–	–	–	–
Vesting of shares under RSU scheme	26(b)	–	(715)	26,757	–	(26,042)	–	–	–	–	–
Dividend paid to non-controlling owners		–	–	–	–	–	–	–	–	(100,200)	(100,200)
Disposal of unlisted equity investments designated at FVOCI	17	–	–	–	–	–	–	(1,500)	(1,500)	–	(1,500)
Share-based compensation expenses	6(a)/26	–	–	–	–	19,719	–	–	19,719	(865)	18,854
Balance at 31 December 2024		334	2,829,946	(420,144)	–	(6,287)	161,512	498,806	3,064,066	217,668	3,281,734

		Attributable to equity shareholders of the Company									
	Note	Share capital RMB'000	Share premium RMB'000	Shares held for RSU scheme RMB'000	Capital redemption reserve RMB'000	Capital reserve RMB'000	Exchange reserve RMB'000	Retained profits RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total Equity RMB'000
Balance at 1 January 2023		342	2,836,709	(352,471)	–	102,226	121,528	366,106	3,074,440	271,722	3,346,162
Changes in equity for 2023:											
Profit for the year		–	–	–	–	–	–	750	750	15,880	16,630
Other comprehensive income	10(a)	–	–	–	–	–	20,273	–	20,273	–	20,273
Total comprehensive income		–	–	–	–	–	20,273	750	21,023	15,880	36,903
Purchase and cancellation of own shares	28(c)	(4)	–	–	(55,741)	(39,154)	–	–	(94,899)	–	(94,899)
Shares held for the RSU scheme of the Company	28(d)	–	–	(188,500)	–	–	–	–	(188,500)	–	(188,500)
Vesting of shares under RSU scheme	26(b)	–	(24,764)	94,070	–	(69,306)	–	–	–	–	–
Shares issued under share option scheme	26/28(e)(i)	1	18,716	–	–	(9,182)	–	–	9,535	–	9,535
Dividend paid to non-controlling owners		–	–	–	–	–	–	–	–	(10,716)	(10,716)
Share-based compensation expenses	6(a)/26	–	–	–	–	71,188	–	–	71,188	(152)	71,036
Balance at 31 December 2023		339	2,830,661	(446,901)	(55,741)	55,772	141,801	366,856	2,892,787	276,734	3,169,521

The notes on pages 102 to 170 form part of these financial statements.

CONSOLIDATED CASH FLOW STATEMENT

For the year ended 31 December 2024
(Expressed in RMB)

	Note	2024 RMB'000	2023 RMB'000
Operating activities			
Profit before taxation		**189,836**	29,503
Adjustments for:			
Expected credit losses on trade receivables and other receivables	6(b)	**8,748**	14,817
Impairment loss on goodwill	6(b)	**—**	15,474
Depreciation of property, plant and equipment and investment property	12	**23,425**	29,752
Depreciation of right-of-use assets	12	**60,834**	67,914
Amortisation of intangible assets	13	**19,441**	21,196
Gains on disposal of property, plant and equipment		**(566)**	(664)
Finance cost excluding bank charges	7	**1,165**	3,607
Investment income from wealth management products	5	**(16,417)**	(25,540)
Investment income from fixed rate notes	5	**(19,922)**	(3,863)
Dividend income	5	**(13,402)**	(12,840)
Share of results of associates	16	**(726)**	(1,214)
Change of financial assets at fair value through profit or loss	5	**8,748**	(5,605)
Share-based compensation expenses	6(a)/26	**18,854**	71,036
Changes in working capital:			
Increase in trade receivables		**(70,284)**	(2,049)
(Increase)/decrease in prepayments and other receivables and other current assets		**(32,730)**	1,271
Decrease in contract liabilities		**(9,966)**	(32,761)
Decrease in trade and other payables		**(60,695)**	(127,436)
Cash generated from operations		**106,343**	42,598
Income tax paid	27(a)	**(13,803)**	(24,272)
Net cash generated from operating activities		**92,540**	18,326

For the year ended 31 December 2024
(Expressed in RMB)

	Note	2024 RMB'000	2023 RMB'000
Investing activities			
Proceeds from sale of property, plant and equipment		184	67
Investment income from wealth management products and fixed rate notes received		41,249	25,683
Proceeds from maturity of wealth management products		326,000	754,938
Proceeds from maturity of fixed rate notes		356,430	—
Proceeds from maturity of time deposits with banks		1,526,094	4,839,743
Dividend received		14,002	13,117
Proceeds from sale of equity investments		—	5,000
Payment for the purchase of property, plant and equipment and intangible assets		(20,920)	(12,539)
Payment for the purchase of wealth management products		(470,000)	(326,000)
Payment for the purchase of fixed rate notes		(393,198)	(358,930)
Payment for the equity investments (including investment in associate)		(1,617)	(9,500)
Placement of time deposits with banks		(1,199,114)	(4,416,688)
Net cash generated from investing activities		179,110	514,891
Financing activities			
Proceeds from share issued under share option scheme	28(e)(i)	—	9,535
Proceeds from interest-bearing borrowings	23(b)	103,186	107,372
Shares held for RSU scheme	28(d)	—	(188,500)
Payment for the purchase of own shares	28(c)	—	(94,899)
Repayment from interest-bearing borrowings	23(b)	(65,387)	(95,858)
Interest paid	23(b)	(1,791)	(915)
Interest element of lease rentals paid	23(b)	(4,958)	(7,346)
Capital element of lease rentals paid	23(b)	(59,984)	(62,005)
Dividend paid to non-controlling owners		(100,200)	(10,716)
Net cash used in financing activities		(129,134)	(343,332)
Net increase in cash and cash equivalents		142,516	189,885
Cash and cash equivalents at the beginning of the year	23(a)	666,734	476,481
Effect of foreign exchange rate changes		985	368
Cash and cash equivalents at the end of the year	23(a)	810,235	666,734

The notes on pages 102 to 170 form part of these financial statements.

(Expressed in RMB unless otherwise indicated)

1 PRINCIPAL ACTIVITIES AND ORGANISATION

Tongdao Liepin Group (the "**Company**") was established in the Cayman Islands on 30 January 2018 as an exempted company with limited liability under the Companies Law (2013 Revision) (as consolidated and revised) of the Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries (together, the "**Group**") are principally engaged in the provision of talent acquisition services.

On 29 June 2018, the Company was listed on the Main Board of The Stock Exchange of Hong Kong Limited ("**HKSE**").

2 MATERIAL ACCOUNTING POLICIES

(a) Statement of compliance

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

The IASB has issued certain amendments to IFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2024 comprise the Company and its subsidiaries and the Group's interest in associates.

The measurement basis used in the preparation of the financial statements is the historical cost basis except financial assets measured at fair value which are stated at their fair value as explained in the accounting policies set out below:

— investments in debt and equity securities (see note 2(h));

2 MATERIAL ACCOUNTING POLICIES (Continued)

(b) Basis of preparation of the financial statements (Continued)

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

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

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

(c) Changes in accounting policies

(i) New and amended IFRSs

The Group has applied the following new and amended IFRSs issued by the IASB to these financial statements for the current accounting period:

- Amendments to IAS 1, *Presentation of financial statements — Classification of liabilities as current or non-current* ("**2020 amendments**") and amendments to IAS 1, *Presentation of financial statements — Non-current liabilities with covenants* ("**2022 amendments**")

- Amendments to IFRS 16, *Leases — Lease liability in a sale and leaseback*

- Amendments to IAS 7, *Statement of cash flows and IFRS 7, Financial instruments: Disclosures — Supplier finance arrangements*

The above amendments to IFRSs effective for the financial year beginning on 1 January 2024 do not have a material impact on the Group.

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

2 MATERIAL ACCOUNTING POLICIES (Continued)

(d) Functional and presentation currency

Items included in the financial statements of each of the Company and its subsidiaries are measured using the currency of the primary economic environment in which the entity operates (the "**functional currency**"). The functional currency of the Company is United States Dollars ("**USD**"). The Company's subsidiaries were incorporated in the PRC and these subsidiaries considered Renminbi ("**RMB**") as their functional currency. As the major operations of the Group are within the PRC, the Group determined to present its consolidated financial statements in RMB (unless otherwise stated).

(e) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

2 MATERIAL ACCOUNTING POLICIES (Continued)

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

Business combinations (Continued)

The excess of the consideration transferred, the amount of any non-controlling interest ("**NCI**") in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, NCI recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated statement of profit/loss.

For each business combination, the Group can elect to measure any NCI either at fair value or at the NCI's proportionate share of the subsidiary's net identifiable assets. NCI are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. NCI in the results of the Group are presented on the face of the consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between NCI and the equity shareholders of the Group. Loans from holders of NCI and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

When the Group loses control of a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in that former subsidiary is measured at fair value when control is lost.

In the Company's statements of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2(m)(ii)), unless it is classified as held for sale (or included in a disposal group classified as held for sale).

(f) Associates and joint ventures

An associate is an entity in which the Group or the Company has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group or the Company has joint control, whereby the Group or the Company has the rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

An interest in an associate or a joint venture is accounted for using the equity method, unless it is classified as held for sale (or included in a disposal group classified as held for sale). They are initially recognised at cost, which includes transaction costs. Subsequently, the consolidated financial statements include the Group's share of the profit or loss, and other comprehensive income ("**OCI**") of those investees, until the date on which significant influence or joint control ceases.

2 MATERIAL ACCOUNTING POLICIES (Continued)

(f) Associates and joint ventures (Continued)

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

Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee, Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent there is no evidence of impairment.

In the Group's statement of financial position, an investment in an associate or a joint venture is stated at cost less impairment losses (see note 2(m)(ii)), unless it is classified as held for sale (or included in a disposal group classified as held for sale).

(g) Goodwill

Goodwill arising on acquisition of businesses is measured at cost less accumulated impairment losses and is tested annually for impairment (see note 2(m)(ii)).

(h) Other investments in securities

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

Investments in securities are recognised/derecognised on the date the Group commits to purchase/sell the investments or they expire. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at FVPL for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see note 29(d). These investments are subsequently accounted for as follows, depending on their classification.

2 MATERIAL ACCOUNTING POLICIES (Continued)

(h) Other investments in securities (Continued)

(i) Non-equity investments

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

— amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Expected credit losses, interest income calculated using the effective interest method (see note 2(v)(iii)), foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

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

(ii) Equity investments

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

(i) Investment properties

(i) Recognition and measurement

Investment properties are measured at cost less accumulated depreciation and any accumulated impairment losses (see note 2(m)(ii)).

(ii) Depreciation

Depreciation is based on the cost of an investment property less its residual value.

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of investment property of 27 years.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

2 MATERIAL ACCOUNTING POLICIES (Continued)

(j) Property, plant and equipment

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

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components).

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values, if any, using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss.

The estimated useful lives for the current and comparative periods are as follows:

— Right-of-use assets	over the lease term
— Buildings and structure	30 years
— Motor vehicles	4 years
— Office equipment and others	2–5 years
— Leasehold improvements	the shorter of the unexpired term of lease and estimated useful lives

Depreciation methods, useful lives and residual values are reviewed annually and adjusted if appropriate.

2 MATERIAL ACCOUNTING POLICIES (Continued)

(k) Intangible assets

Expenditure on research activities is recognised in profit or loss as incurred. Development expenditure is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the resulting asset. Otherwise, it is recognised in profit or loss as incurred. Capitalised development expenditure is subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

Intangible assets mainly include software, databases, customer relationship, brand, and online questionnaire platform. They are initially recognised and measured at cost or estimated fair value of intangible assets acquired through business combinations. The intangible assets are amortised over their estimated useful lives (generally three to ten years) using the straight-line method which reflects the pattern in which the intangible asset's future economic benefits are expected to be consumed.

Intangible assets are measured at cost less accumulated amortisation and any accumulated impairment losses (see note 2(m)(ii)).

Expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

Amortisation methods, useful lives and residual values are reviewed annually and adjusted if appropriate.

The Group has no intangible assets with indefinite useful life.

(l) Leased assets

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

(i) As a lessee

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

2 MATERIAL ACCOUNTING POLICIES (Continued)

(l) Leased assets (Continued)

(i) As a lessee (Continued)

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for leases that have a short lease term of 12 months or less, and leases of low-value items such as laptops. When the Group enters into a lease in respect of a low-value item, the Group decides whether to capitalise the lease on a lease-by-lease basis. If not capitalised, the associated lease payments are recognised in profit or loss on a systematic basis over the lease term.

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

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 2(j) and 2(m)(ii)).

Refundable rental deposits are accounted for separately from the right-of-use assets in accordance with the accounting policy applicable to investments in non-equity securities carried at amortised cost.

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

2 MATERIAL ACCOUNTING POLICIES (Continued)

(l) Leased assets (Continued)

(i) As a lessee (Continued)

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

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

(ii) As a lessor

The Group determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. Otherwise, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with note 2(v)(ii).

(m) Credit losses and impairment of assets

(i) Credit losses from financial instruments and lease receivables

The Group recognises a loss allowance for expected credit losses ("**ECL**"s) on:

— financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables and receivables from related parties that are held for the collection of contractual cash flows which represent solely payments of principal and interest); and

— lease receivables;

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Generally, credit losses are measured as the present value of all expected cash shortfalls between the contractual and expected amounts.

2 MATERIAL ACCOUNTING POLICIES (Continued)

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

(i) Credit losses from financial instruments and lease receivables (Continued)

Measurement of ECLs (Continued)

The expected cash shortfalls are discounted using the following rates if the effect is material:

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

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

— lease receivables: discount rate used in the measurement of the lease receivable.

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

ECLs are measured on either of the following bases:

— 12-month ECLs: these are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months); and

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

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-months ECLs:

— financial instruments that are determined to have low credit risk at the reporting date; and

— other financial instruments for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

2 MATERIAL ACCOUNTING POLICIES (Continued)

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

(i) Credit losses from financial instruments and lease receivables (Continued)

Significant increases in credit risk

When determining whether the credit risk of a financial instrument has increased significantly since initial recognition, and when measuring ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, base on the Group's historical experience and informed credit assessment, that includes forward-looking information.

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

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

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

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

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

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

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

2 MATERIAL ACCOUNTING POLICIES (Continued)

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

(i) Credit losses from financial instruments and lease receivables (Continued)

Credit-impaired financial assets

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

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

— significant financial difficulties of the debtor;

— a breach of contract, such as a default or delinquency in interest or principal payments;

— the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;

— it probable that the debtor will enter bankruptcy or other financial reorganisation; or

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

Write-off policy

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

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

2 MATERIAL ACCOUNTING POLICIES (Continued)

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

(ii) Impairment of other non-current assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than investment property, other contract costs and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units ("**CGU**"s). Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit of loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the resulting 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.

(iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with IAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see note 2(m)(ii)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which interim period relates.

2 MATERIAL ACCOUNTING POLICIES (Continued)

(n) Other contract cost

Other contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer.

Incremental costs of obtaining a contract, e.g. sales commissions. The Group takes advantage of practical expedient in paragraph 94 of IFRS 15 and expensed the incremental costs of obtaining a contract as incurred as almost all the incremental costs of the Group are expected to be amortised within one year. Other costs of obtaining a contract are expensed when incurred.

Costs of fulfilling a contract are expensed using a method which is consistent with the pattern of recognition of the respective revenue.

(o) Contract liabilities

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

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

(p) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration and only the passage of time is required before payment of that consideration is due.

Trade receivables that do not contain a significant financing component are initially measured at their transaction price. Trade receivables that contain a significant financing component and other receivables are initially measured at fair value plus transaction costs. All receivables are subsequently stated at amortised cost (see note 2(m)(i)).

(q) Cash and cash equivalents

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

2 MATERIAL ACCOUNTING POLICIES (Continued)

(r) Trade and other payables

Trade and other payables are initially recognised at fair value. Subsequent to initial recognition, trade and other payables are stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

(s) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequently, these borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with note 2(x).

(t) Employee benefits

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

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Obligations for contributions to defined contribution retirement plans are expensed as the related service is provided.

(ii) Share-based payment

The grant-date fair value of equity-settled share-based payment (including share options and Restricted Share Units (the "**RSUs**")) granted to employees is measured using the binomial lattice model. The amount is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service conditions at the vesting date. The equity amount is recognised in the capital reserve until either the option is exercised (when it is included in the amount recognised in share capital for the shares issued) or the option expires (when it is released directly to retained profits).

2 MATERIAL ACCOUNTING POLICIES (Continued)

(u) Income tax

Income tax expense comprises current tax and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity in OCI.

Current tax comprises the estimated tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income taxes. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

— temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;

— temporary differences related to investment in subsidiary, associates and joint venture to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;

— taxable temporary differences arising on the initial recognition of goodwill; and

— those related to the income taxes arising from tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development.

The Group recognised deferred tax assets and deferred tax liabilities separately in relation to its lease liabilities and right-of-use assets.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

2 MATERIAL ACCOUNTING POLICIES (Continued)

(u) Income tax (Continued)

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if certain criteria are met.

(v) Revenue and other income

The Group generates revenue from providing a variety of talent acquisition, other HR services, advertising services to business customers and talent development services to individual paying users.

Revenue is recognised when the customer obtains control of the promised service in the contract.

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

(i) Revenue from services

Talent acquisition services provided to business customers

— Subscription-based model:

The Group generates approximately half of its revenue from providing a variety of talent acquisition services to its business customers under the subscription-based model. Under subscription-based model, the Group provides to the customers a customised package of services, such services including online job posting, candidates recommendation, contacting candidates, intent communications with job candidates, invitations to apply for jobs, top display of job postings, etc.

The subscription fee varies based on the type and quantity of services agreed with the business customers. The Group normally receives all of the subscription fee upfront, such amount is non-refundable and recognised as contract liabilities as a current liability.

Under the subscription-based model, the service can be divided into two categories: 1) consumption based such as candidates recommendation, intent communications with job candidates, invitations to apply for jobs, etc. and 2) time-based services such as top display of job posting and access to the platform, etc.

2 MATERIAL ACCOUNTING POLICIES (Continued)

(v) Revenue and other income (Continued)

(i) Revenue from services (Continued)

Talent acquisition services provided to business customers (Continued)

— Subscription-based model: (Continued)

Each service is a performance obligation. At contract inception, the transaction price is allocated to each performance obligation on the basis of relative stand-alone selling price. The stand-alone selling prices are determined by observable price of a service when the Group sells that service separately in similar circumstances and to similar customers. The revenue from the consumption-based service is recognised upon the consumption of the individual service. The revenue from the time-based service is recognised on a straight-line basis over the contract period.

Breakage on consumption-based revenue refer to the service under consumption-base contract that will expire unused. The Group estimated the expected breakage based on historical experience and recognised the expected breakage as revenue in proportion to the pattern of services utilised by the customers. Any residual contract liabilities at the end of the service period, after the effect of previously recognised expected breakage amount, is fully recognised in profit or loss.

— Transaction-based models

The Group provides to the business customers' transaction-based services such as closed-loop services leading up to candidate interview (Interview Express) or closed-loop services related to onboarding (Onboarding Express) and other project-based services.

The revenue from transaction-based services is recognised when the service performance is accepted by the customer.

Online survey subscription services

The Group provides online survey subscription services to customers on the Group's platform named "Wenjuanxing" within the subscription period. The revenue is recognised on a straight-line basis over the subscription period.

Online advertising services provided to business customers

The Group's survey service platform enables customers to bid for priority placement of marketing links and reach users who complete questionnaires. Customers pay for the specific actions taken by users after clicking the link. Revenue is recognised when all of the revenue recognition criteria are met, which is generally when the users take an action.

2 MATERIAL ACCOUNTING POLICIES (Continued)

(v) Revenue and other income (Continued)

(i) ***Revenue from services*** (Continued)

Career services provided to individual paying users

Career services are provided to individual paying users for premium membership services or career advisory services. The revenue is recognised on a straight-line basis over the contract period for the time-based membership service or upon the performance of the service of transaction-based service such as career advisory services.

Online professional certification training services to individual paying users

The Group provides online professional certification training services to its customers, which is an integrated service, including audio-video course content, online study groups and online chat rooms during the subscription period. Video course content, online study groups and online chat rooms are highly interdependent and interrelated in the context of the contract with the online education services. Therefore, the Group has determined that the online professional certification training services represent a single performance obligation. The revenues for the online professional certification training services are recognised on a straight-line basis over the subscription period from the month in which the customers enrol in the courses to the month in which the subscriptions expire. The subscriptions will expire upon the earlier when customers pass the examination or two examinations are finished.

(ii) Rental income from operating leases

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

(iii) Government grants

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

2 MATERIAL ACCOUNTING POLICIES (Continued)

(v) Revenue and other income (Continued)

(iv) Interest income

Interest income is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired, subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

(w) Translation of foreign currencies

Transactions in foreign currencies are translated into the respective functional currencies of group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

However, foreign currency differences arising from the translation of the following items are recognised in OCI:

— an investment in equity securities designated as at FVOCI.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into RMB at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into RMB at the exchange rates at the dates of the transactions.

Foreign currency differences are recognised in OCI and accumulated in the exchange reserve, except to the extent that the translation difference is allocated to NCI.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the exchange reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. On disposal of a subsidiary that includes a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation that have been attributed to the NCI shall be derecognised, but shall not be reclassified to profit or loss. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to NCI. When the Group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

2 MATERIAL ACCOUNTING POLICIES (Continued)

(x) Borrowing costs

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

(y) Related parties

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

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

(ii) has significant influence over the Group; or

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

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

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

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

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

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

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

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

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

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

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

2 MATERIAL ACCOUNTING POLICIES (Continued)

(z) Segment reporting

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

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

In a manner with the way in which information is reported internally to the Group's most senior executive management for the purposes of resources allocation and performance assessment, the Group has determined and presented a single reportable segment to disclose information as a whole about its services and geographical areas.

3 SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

The selection of critical accounting policies, the judgments and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in conditions and assumptions are factors to be considered when reviewing the financial information. The material accounting policies are set out in note 2.

Estimates and judgments 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.

Fair value of share-based compensation payments

As mentioned in note 26, the Group has granted shares options to its employees. The Group has used binomial option-pricing model to determine the total fair value of the options granted to employees, which is to be expensed over the vesting period. Significant estimate on assumptions, such as the underlying equity value, risk-free interest rate, expected volatility and dividend yield, is required to be made by the Group in applying the binomial option-pricing model.

4 REVENUE

The principal activities of the Group are providing a variety of talent acquisition, human resource outsourcing, online questionnaire subscription and online advertising services to business customers and career coaching, professional skill training and CV advisory services to individual paying users.

(a) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major service lines is as follows:

	2024 RMB'000	2023 RMB'000
Revenue from contracts with customers within the scope of IFRS 15		
Services to business customers	**1,761,270**	2,022,306
Services to individual paying users	**317,815**	258,122
	2,079,085	2,280,428
Revenue from other sources		
Rental income from investment property	**1,780**	1,729
	2,080,865	2,282,157

The Group's customer base is diversified. There was no customer with whom transactions have exceeded 10% of the Group's revenue in 2024.

4 REVENUE (Continued)

(b) The Group takes advantage of practical expedient in paragraph 121(a) of IFRS 15, and the information of revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date is not disclosed.

(c) Total future minimum lease payments receivable by the Group

Total future minimum lease payments under non-cancellable operating leases in place at the reporting date will be receivable by the Group in future periods as follows:

	2024 *RMB'000*	2023 *RMB'000*
Within 1 year	785	1,779

5 OTHER INCOME

	2024 *RMB'000*	2023 *RMB'000*
Interest income from bank deposits	80,756	78,199
Investment income from wealth management products	16,417	25,540
Investment income from fixed rate notes	19,922	3,863
Government grant	15,028	26,737
Additional deduction for value added tax	—	6,992
Fair value changes of financial assets at fair value through profit or loss	(8,748)	5,605
Dividend income	13,402	12,840
Others	561	405
	137,338	160,181

6 PROFIT BEFORE TAXATION IS ARRIVED AT AFTER CHARGING

	2024 RMB'000	2023 RMB'000
(a) Staff costs		
Salaries, wages and other benefits	**1,137,769**	1,297,876
Contributions to defined contribution retirement plan *(note)*	**108,589**	119,162
Share-based compensation expenses *(note 26)*	**18,854**	71,036
	1,265,212	1,488,074

Note: As stipulated by the regulations of the PRC, the Group participates in defined contribution retirement plans organised by municipal and provincial governments for its employees. The Group is required to make contributions to the retirement plans at rates ranging from 13% to 16% of the salaries, bonuses and certain allowances of the employees during the years of 2024 and 2023. Contributions to the plan vest immediately, there is no forfeited contributions that may be used by the Group to reduce existing level of contribution.

A member of the plan is entitled to a pension equal to a fixed proportion of the salary prevailing at the member's retirement date. The Group has no other material obligation for the payment of pension benefits associated with these plans beyond the annual contributions described above.

	2024 RMB'000	2023 RMB'000
(b) Other items		
Depreciation charge *(note 12)*		
— owned property, plant and equipment	**23,425**	29,752
— right-of-use assets	**60,834**	67,914
	84,259	97,666
Amortisation of intangible assets *(note 13)*	**19,441**	21,196
Expected credit losses of trade and other receivables *(note 29(a))*	**8,748**	14,817
Impairment loss on goodwill *(note 14)*	**—**	15,474
Operating lease and property management charge	**13,110**	13,500
Auditors' remuneration-Audit service	**3,200**	4,050

7 NET FINANCE COST

	2024	2023
	RMB'000	*RMB'000*
Interest on bank loans and other borrowings *(note 23(b))*	**(1,791)**	(915)
Interest on lease liabilities *(note 23(b))*	**(4,958)**	(7,346)
Foreign currency exchange gain	**5,584**	4,654
Bank charges and others	**(1,679)**	(1,863)
	(2,844)	(5,470)

8 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

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

		2024	2023
	Note	***RMB'000***	*RMB'000*
Current tax			
Provision for the year		**17,697**	18,103
(Over)/under provision in respect of prior years		**(15)**	331
		17,682	18,434
Deferred tax			
Origination and reversal of temporary differences	27(b)	**(3,295)**	(5,561)
		14,387	12,873

8 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (Continued)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

	Note	**2024** ***RMB'000***	2023 *RMB'000*
Profit before taxation		**189,836**	29,503
Tax calculated at a tax rate of 25% (2023: 25%)	(i)	**47,459**	7,376
Effect of different tax rates	(i)/(ii)	**(15,561)**	(8,066)
Tax effect of non-deductible expenses		**5,316**	1,562
Tax effect of non-taxable income		**(13,457)**	(10,519)
Tax effect of unused tax losses and other temporary differences not recognised		**13,252**	66,556
Utilisation of tax losses previously not recognised		**(14,669)**	(3,911)
Research and development expenses additional deduction	(iii)	**(7,938)**	(40,454)
(Over)/under-provision in respect of prior years		**(15)**	331
Actual tax expense		**14,387**	12,873

8 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (Continued)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates: (Continued)

Note: (i) The Group's PRC subsidiaries are subject to the PRC Corporate Income Tax Law ("**CIT Law**") and are taxed at the statutory income tax rate of 25%. The Group's subsidiaries in Hong Kong are subject to Hong Kong profits tax at the rate of 16.5% of the assessable profits. The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands and accordingly, is exempted from Cayman Islands income tax. Since the Group did not fall within the scope of the Pillar Two model rules, the amendments did not have any impact to the Group.

(ii) The PRC Corporate Income Tax Law allows enterprises to apply for certificate of "High and New Technology Enterprise" ("**HNTE**"), which entitles the qualified companies to a preferential income tax rate of 15%, subject to fulfilment of the recognition criteria.

TD Elite (Tianjin) Information Technology Co., Ltd, which is the subsidiary of the Group, was qualified as a HNTE on 30 November 2018. Since then, it has been eligible for preferential rate of 15%. The most recent renewal of the HNTE was on 3 December 2024, and the qualification is valid for a period of three years thereafter. Accordingly, the applicable tax rate for this subsidiary is 15% for the years ended 31 December 2023 and 2024.

Changsha Ranxing Information Technology Co., Ltd, which is the subsidiary of the Group, was qualified as a HNTE on 3 December 2018. Since then, it has been eligible for preferential rate of 15%. The most recent renewal of the HNTE was on 1 November 2024, and the qualification is valid for a period of three years thereafter. Accordingly, the applicable tax rate for this subsidiary is 15% for the years ended 31 December 2023 and 2024.

INS Network (Beijing) Information Technology Co., Ltd., which is the subsidiary of the Group, was qualified as a HNTE on 12 December 2016 and renewed on 2 December 2020 and 30 December 2023 and was entitled to enjoy an income tax concession at preferential rate of 15% effective from 1 January 2016 and from 1 January 2020 and from 1 January 2023 after the renewal for three years. Accordingly, the applicable tax rate for this subsidiary is 15% for the years ended 31 December 2023 and 2024.

Beijing Saiyou Education Technology Co., Ltd., which is the subsidiary of the Group, was qualified as a HNTE on 2 December 2020 and renewed on 30 December 2023 and was entitled to enjoy an income tax concession at preferential rate of 15% effective from 1 January 2020 and from 1 January 2023 after the renewal for three years. Accordingly, the applicable tax rate for this subsidiary is 15% for the years ended 31 December 2023 and 2024.

(iii) According to the relevant tax rules in the PRC, qualified research and development expenses are allowed for additional tax deduction based on 100% of such expenses for the years ended 31 December 2024 (2023: 100%).

9 DIRECTORS' EMOLUMENTS AND INDIVIDUALS WITH HIGHEST EMOLUMENTS

(a) Directors' emoluments

Details of directors' emoluments are as follows:

Year ended 31 December 2024

	Directors' fees *RMB'000*	Salaries, allowances and benefits in kind *RMB'000*	Discretionary bonuses *RMB'000*	Retirement scheme contributions *RMB'000*	Share-based compensation expenses *RMB'000*	Total *RMB'000*
Executive directors:						
Mr. Dai Kebin	–	2,801	–	66	–	2,867
Mr. Chen Xingmao *(note)*	–	545	–	17	–	562
Mr. Tian Ge *(appointed on 3 April 2024)*	–	1,961	–	50	2,617	4,628
Non-executive director						
Mr. Shao Yibo *(resigned on 3 April 2024)*	–	–	–	–	–	–
Independent non-executive directors						
Mr. Ye Yaming	456	–	–	–	–	456
Mr. Zhang Ximeng	456	–	–	–	–	456
Ms. Fan Xinpeng	456	–	–	–	–	456
Total	1,368	5,307	–	133	2,617	9,425

(Expressed in RMB unless otherwise indicated)

9 DIRECTORS' EMOLUMENTS AND INDIVIDUALS WITH HIGHEST EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

Year ended 31 December 2023

	Directors' fees *RMB'000*	Salaries, allowances and benefits in kind *RMB'000*	Discretionary bonuses *RMB'000*	Retirement scheme contributions *RMB'000*	Share-based compensation expenses *RMB'000*	Total *RMB'000*
Executive directors:						
Mr. Dai Kebin	—	3,096	—	63	31,845	35,004
Mr. Chen Xingmao *(note)*	—	2,098	—	63	2,858	5,019
Non-executive director						
Mr. Shao Yibo	—	—	—	—	—	—
Independent non-executive directors						
Mr. Ye Yaming	450	—	—	—	—	450
Mr. Zhang Ximeng	450	—	—	—	—	450
Ms. Fan Xinpeng *(appointed on 12 September 2023)*	136	—	—	—	—	136
Mr. Choi Onward *(passed away on 12 June 2023)*	225	—	—	—	—	225
Total	1,261	5,194	—	126	34,703	41,284

Note: All the executive directors are key management personnel of the Group and their remuneration disclosed above represents those for services rendered by them as key management personnel.

(i) Mr. Chen Xingmao was granted a loan during 2020 (Note 30(b)(i)) and has tendered his resignation as an executive Director on 3 April 2024.

9 DIRECTORS' EMOLUMENTS AND INDIVIDUALS WITH HIGHEST EMOLUMENTS (Continued)

(b) Individuals with highest emoluments

Of the five individuals with the highest emoluments, two of them are directors of the Group (2023: two). The aggregate of the emoluments in respect of the 3 (2023: 3) individuals are as follows:

	2024 **RMB'000**	2023 RMB'000
Salaries, and other emoluments	**5,952**	6,533
Discretionary bonuses	**—**	—
Share-based compensation expenses	**3,933**	8,168
Retirement scheme contributions	**203**	194
	10,088	14,895

The emoluments of the above individuals with the highest emoluments are within the following bands:

	2024 **Number of Individuals**	2023 Number of Individuals
HKD2,000,001–HKD2,500,000	**1**	—
HKD4,000,001–HKD4,500,000	**1**	—
HKD4,500,001–HKD5,000,000	**1**	—
HKD5,000,001–HKD5,500,000	**—**	1
HKD5,500,001–HKD6,000,000	**—**	2

10 OTHER COMPREHENSIVE INCOME

(a) Tax effects relating to each component of other comprehensive income

	2024			2023		
	Before-tax amount RMB'000	Tax (expense)/ benefit RMB'000	Net-of-tax amount RMB'000	Before-tax amount RMB'000	Tax (expense)/ benefit RMB'000	Net-of-tax amount RMB'000
Exchange differences on translation of the financial statements of overseas group entities	19,610	—	19,610	20,273	—	20,273
Other comprehensive income	19,610	—	19,610	20,273	—	20,273

11 EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB133,450 thousand (2023: the profit of RMB750 thousand) and the weighted average number of 476,343 thousand ordinary shares in issue during the year (2023: 479,391 thousand ordinary shares in issue during the year), calculated as follows:

Weighted average number of ordinary shares

	2024 '000	2023 '000
Issued ordinary shares at 1 January	521,549	524,779
Effect of shares held for the RSU Scheme	(40,309)	(44,101)
Effect of cancellation of own shares	(4,897)	(2,199)
Effect of share options exercised	—	912
Weighted average number of ordinary shares at 31 December	476,343	479,391

11 EARNINGS PER SHARE (Continued)

(b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB133,450 thousand (2023: the profit of RMB750 thousand) and the weighted average number of ordinary shares of 478,452 thousand shares (2023: 481,848 thousand shares), calculated as follows:

(i) Profit attributable to ordinary equity shareholders of the Company (diluted)

	2024 RMB'000	2023 RMB'000
Profit attributable to ordinary equity shareholders (basic and diluted)	**133,450**	750

(ii) Weighted average number of ordinary shares (diluted)

	2024 '000	2023 '000
Weighted average number of ordinary shares at 31 December	**476,343**	479,391
Effect of deemed issue of shares under the Company's share option and RSU scheme for consideration	**2,109**	2,457
Weighted average number of ordinary shares (diluted) at 31 December	**478,452**	481,848

12 PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

(a) Reconciliation of carrying amount

	Office premises leased for own use RMB'000	Buildings and structure RMB'000	Motor vehicles RMB'000	Office equipment, and others RMB'000	Leasehold improvements RMB'000	Sub-total RMB'000	Investment properties RMB'000	Total RMB'000
Cost:								
At 1 January 2023	300,611	18,739	6,478	70,811	61,623	458,262	32,529	490,791
Additions	32,933	—	453	6,822	4,093	44,301	—	44,301
Disposals	(81,654)	—	(652)	(911)	—	(83,217)	—	(83,217)
At 31 December 2023 and 1 January 2024	251,890	18,739	6,279	76,722	65,716	419,346	32,529	451,875
Additions	56,040	76	1,051	8,515	10,633	76,315	—	76,315
Disposals	(64,745)	—	(560)	(701)	—	(66,006)	—	(66,006)
At 31 December 2024	**243,185**	**18,815**	**6,770**	**84,536**	**76,349**	**429,654**	**32,529**	**462,183**
Accumulated depreciation:								
At 1 January 2023	(131,252)	(2,940)	(2,325)	(41,057)	(47,572)	(225,146)	(8,584)	(233,730)
Charge for the year	(67,914)	(1,081)	(644)	(13,886)	(13,111)	(96,636)	(1,030)	(97,666)
Written back on disposal	55,777	—	621	665	—	57,063	—	57,063
At 31 December 2023 and 1 January 2024	(143,389)	(4,021)	(2,348)	(54,278)	(60,683)	(264,719)	(9,614)	(274,333)
Charge for the year	(60,834)	(1,084)	(712)	(12,814)	(7,785)	(83,229)	(1,030)	(84,259)
Written back on disposal	46,081	—	490	666	—	47,237	—	47,237
At 31 December 2024	**(158,142)**	**(5,105)**	**(2,570)**	**(66,426)**	**(68,468)**	**(300,711)**	**(10,644)**	**(311,355)**
Net book value:								
At 31 December 2024	**85,043**	**13,710**	**4,199**	**18,110**	**7,881**	**128,943**	**21,885**	**150,828**
At 31 December 2023	108,501	14,718	3,931	22,444	5,033	154,627	22,915	177,542

12 PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (Continued)

(b) Right-of-use assets

Right-of-use assets represent office premises leased for own use and were carried at cost less accumulated depreciation and impairment.

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

	2024	2023
	RMB'000	*RMB'000*
Depreciation charge of right-of-use assets	**60,834**	67,914
Interest on lease liabilities *(note 7)*	**4,958**	7,346
Expense relating to short-term leases *(note 23(c))*	**11,146**	11,343

During the year, additions to right-of-use assets were RMB56,040 thousand. This amount primarily related to the capitalised lease payments payable under new tenancy agreements.

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in note 23(c) and note 25 respectively.

The Group has obtained the right to use properties as its offices through tenancy agreements. The leases typically run for an initial period of 1 to 5 years.

Some leases include an option to renew the lease for an additional period after the end of the contract term. Where practicable, the Group seeks to include such extension options exercisable by the Group to provide operational flexibility. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. If the Group is not reasonably certain to exercise the extension options, the future lease payments during the extension periods are not included in the measurement of lease liabilities. The potential exposure to those future lease payments is summarised below:

12 PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (Continued)

(b) Right-of-use assets (Continued)

	Lease liabilities recognised (discounted)		Potential future lease payments under extension options not include in lease liabilities (undiscounted)	
	31 December 2024	31 December 2023	**31 December 2024**	31 December 2023
Office premises — in PRC	**1,916**	5,658	**1,948**	5,869

The amount of lease payments for the year is summarised below:

	2024 Total payments *RMB'000*	2023 Total payments *RMB'000*
Office premises — in PRC *(note 23(b))*	**64,942**	69,351

(c) Investment properties

The Group leases out investment properties under operating leases to earn rental income. The leases typically run for an initial period of 1 to 3 years, with an option to renew the lease after that date at which time all terms are renegotiated. None of the leases includes contingent rentals.

Please see note 4(c) for the undiscounted lease payments under non-cancellable operating leases in place at the end of the reporting period that will be receivable by the Group in future periods.

The fair value as at 31 December 2024 of the Group's investment properties was RMB22.2 million (2023: RMB24.7 million).

The fair value investment properties are categorised into Level 3 in the fair value hierarchy. The fair value amount is valued under market approach.

13 INTANGIBLE ASSETS

	Customer relationships *RMB'000*	Trademarks *RMB'000*	Software and others *RMB'000*	Total *RMB'000*
Cost:				
At 1 January 2023	94,400	153,800	45,628	293,828
Additions	—	—	49	49
At 31 December 2023 and 1 January 2024	94,400	153,800	45,677	293,877
Additions	—	—	74	74
At 31 December 2024	**94,400**	**153,800**	**45,751**	**293,951**
Accumulated amortisation:				
At 1 January 2023	(94,120)	(36,963)	(37,318)	(168,401)
Charge for the year	(280)	(15,213)	(5,703)	(21,196)
At 31 December 2023 and 1 January 2024	(94,400)	(52,176)	(43,021)	(189,597)
Charge for the year	—	(16,784)	(2,657)	(19,441)
At 31 December 2024	**(94,400)**	**(68,960)**	**(45,678)**	**(209,038)**
Net book value:				
At 31 December 2024	**—**	**84,840**	**73**	**84,913**
At 31 December 2023	—	101,624	2,656	104,280

The amortisation charge for the year is included in "cost of revenue", "sales and marketing expenses", "general and administrative expenses" and "research and development expenses" in the consolidated statement of profit or loss.

14 GOODWILL

	RMB'000
Cost:	
At 1 January 2023, 31 December 2023 and 31 December 2024	**855,651**
Accumulated impairment losses:	
At 1 January 2023	—
Impairment loss	15,474
At 31 December 2023 and 1 January 2024	15,474
Impairment loss	—
At 31 December 2024	**15,474**
Carrying amount:	
At 31 December 2024	**840,177**
At 31 December 2023	840,177

Goodwill is allocated to the Group's cash-generating units (CGU) identified according to businesses acquired as follows:

	2024 RMB'000	2023 RMB'000
Shanghai Xunhou Human Resources Co. Ltd. — Human resource outsourcing business	**49,160**	49,160
Liepin Kaipusi (Tianjin) Information Technology Co., Ltd. — Campus recruitment business	**14,426**	14,426
Changsha Ranxing Information Technology Co., Ltd. — Advertising business	**647,598**	647,598
Beijing Saiyou Education Technology Co., Ltd. — Online education service business ("Beijing Saiyou")	**128,993**	128,993
	840,177	840,177

(Expressed in RMB unless otherwise indicated)

14 GOODWILL (Continued)

For each of the abovementioned CGU, value in use was determined using discounted cash flow calculations which derived from the five-year financial projections plus a terminal value related to cash flows beyond the projection period extrapolated using an estimated terminal growth rate of not more than 2% (2023: 2%). Management leveraged their experiences in the industries and provided forecast based on past performance and their anticipation of future business and market developments. Pre-tax discount rates ranging from 15% to 24% (2023: 16% to 19%) were applied in the discounted cash flows calculations, which reflected assessments of time value and the specific risks relating to the respective industries.

15 INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

				Proportion of ownership interest				
Company name	*Note*	**Place of incorporation/ establishment and business**	**Paid up capital/ registered capital**	**Group's effective interest**	**Held by the Company**	**Held by the subsidiary**	**Type of business**	**Principal activities**
TD Elite (HK) Information Technology Co., Ltd. 同道精英(香港)信息技術有限公司		Hong Kong	1 ordinary share	100%	100%	—	—	Investing holding company
Wisest (Beijing) Management Consulting Co., Ltd. 萬仕道(北京)管理諮詢有限責任公司	(i)	PRC	RMB39,746,000	100%	—	100%	Limited liability company ("**LLC**")	Talent services
Liedao Information Technology Co., Ltd. 獵道信息技術有限公司*	(i)	PRC	RMB2,000,000/ RMB50,000,000	100%	—	100%	LLC	Talent services
Tongdao Liepin (Tianjin) Technology Group Co., Ltd. 同道獵聘(天津)科技集團有限公司	(i)	PRC	USD69,420,000 USD100,000,000	100%	—	100%	Wholly foreign-owned enterprise	Talent services
INS Network (Beijing) Information Technology Co., Ltd. 英仕互聯(北京)信息技術有限公司*		PRC	RMB323,154,922	100%	—	100%	LLC	Talent services
TD Information Technology Co., Ltd. 同道匯才(天津)信息技術有限公司*		PRC	RMB25,000,000/ RMB50,000,000	100%	—	100%	LLC	Talent services

(Expressed in RMB unless otherwise indicated)

15 INVESTMENTS IN SUBSIDIARIES (Continued)

Company name	*Note*	Place of incorporation/ establishment and business	Paid up capital/ registered capital	Proportion of ownership interest: Group's effective interest	Held by the Company	Held by the subsidiary	Type of business	Principal activities
TD Elite (Tianjin) Information Technology Co., Ltd. (TD Elite (Tianjin)) 同道精英 (天津) 信息技術有限公司*	(i)	PRC	RMB2,002,000/ RMB12,000,000	100%	—	100%	LLC	Talent services
CGL Consulting Co., Ltd 上海德築企業管理有限公司*		PRC	RMB4,081,633	51%	—	51%	LLC	Talent services
Tongdaoyouxin (Tianjin) Information Technology Co., Ltd. 同道有薪 (天津) 信息技術有限公司*		PRC	RMB2,000,000/ RMB10,000,000	100%	—	100%	LLC	Talent services
Lieweilai (Tianjin) Investment Co., Ltd. 獵未來 (天津) 投資有限公司*		PRC	USD13,599,984 USD30,000,000	100%	—	100%	LLC	Talent services
Shanghai Xunhou Human Resources Co., Ltd. ("**Xunhou**") 上海勛厚人力資源有限公司*		PRC	RMB10,000,000	65%	—	65%	LLC	Talent services
Liepin Kaipusi (Tianjin) Information Technology Co., Ltd. ("**Liepin Kaipusi**") 獵聘凱普斯 (天津) 信息技術有限公司*		PRC	RMB1,111,111	71%	—	71%	LLC	Talent services
Changsha Ranxing Information Technology Co., Ltd. ("**Changsha Ranxing**") 長沙冉星信息科技有限公司*		PRC	RMB36,255,901	67%	—	67%	LLC	Online survey services
Beijing Saiyou Education Technology Co., Ltd. ("**Beijing Saiyou**") 北京賽優職教育科技有限公司*		PRC	RMB1,454,229	52%	—	52%	LLC	Online education services

* The official name of this entity is in Chinese. The English name is for identification purpose only.

(Expressed in RMB unless otherwise indicated)

15 INVESTMENTS IN SUBSIDIARIES (Continued)

Note:

(i) The Group does not legally have 100% ownership in equity of these structured entities. Nevertheless, under certain contractual agreements (the "**Contractual Agreements**") entered into with the registered owners of these structured entities, the Company and its other legally owned subsidiaries control these companies by way of controlling the voting rights, governing their financial and operating policies, appointing or removing the majority of the members of their controlling authorities, and casting the majority of votes at meetings of such authorities. In addition, such contractual agreements also transfer the risks and rewards of these companies to the Company and/or its other legally owned subsidiaries. As a result, they are presented as controlled structured entities of the Company.

All companies comprising the Group have adopted 31 December as their financial year end date.

16 INTERESTS IN ASSOCIATE

The following table sets out the particular of the associates of the Group as at 31 December 2024, which are unlisted corporate entities whose quoted market price is not available:

Name of associate	Form of business structure	Place of incorporation and business	Registered capital	Held by the subsidiary	Principal activity
Liusheng Information Technology (Hangzhou) Co., Ltd ("**Liusheng**") 六晟信息科技 (杭州) 有限公司	Incorporated	The PRC	RMB4,061,700	14.03%	Human Resources
Beijing Qingsi Information Technology Co., Ltd. ("**Beijing Qingsi**") 北京青絲科技有限公司	Incorporated	The PRC	RMB1,000,000	30.00%	Human Resources
Guangxi Qixun Human Resource Service Co. ("**Guangxi Qixun**") 廣西啓勛人力資源服務有限公司	Incorporated	The PRC	RMB10,000,000	30.00%	Human Resources
Anhui Zhixun Human Resource Co. ("**Anhui Zhixun**")* 安徽志勛人力資源有限公司*	Incorporated	The PRC	RMB5,000,000	49.00%	Human Resources
Jining Talent Human Resource Co. ("**Jining Talent**")* 濟寧人才發展集團管理服務有限公司*	Incorporated	The PRC	RMB2,000,000	50.00%	Human Resources

* Anhui Zhixun is classified as an associate by virtue of the Group's significant influence over Anhui Zhixun's operational and financial policies through holding 49% shares of Anhui Zhixun.

Jining Talent is classified as an associate by virtue of the Group's significant influence over Jining Talent 's operational and financial policies through controlling two out of the total five board seats on Jining Talent.

16 INTERESTS IN ASSOCIATE (Continued)

Aggregate information of associate that is not individually material:

	31 December 2024 RMB'000	31 December 2023 RMB'000
Aggregate carrying amount of associate in the consolidated financial statements		
— Liusheng	7,025	6,626
— Beijing Qingsi	2,370	2,359
— Guangxi Qixun	3,211	3,938
— Jining Talent	1,085	—
— Anhui Zhixun	858	—
	14,549	12,923

	2024 RMB'000	2023 RMB'000
Aggregate amounts of the Group's share of associates' result for the year	726	1,214
Total comprehensive income	726	1,214
Dividend declared	600	300

17 OTHER EQUITY INVESTMENTS

	31 December 2024 RMB'000	31 December 2023 RMB'000
Unlisted equity investments designated at FVOCI (non-recycling)	7,200	8,700
Unlisted equity investments at FVPL	184,408	192,793
	191,608	201,493

18 CONTRACT LIABILITIES

	31 December 2024 RMB'000	31 December 2023 RMB'000
Contract liabilities		
— Billings in advance of service	**786,477**	796,443

Under subscription-based model services, the Group normally receives all of the subscription service fee upfront, this will give rise to the contract liabilities at the start of each contract. Contract liabilities will be recognised as revenue upon the providing of services or on a straight-line basis over the contract period.

The contract liabilities balance as at 1 January 2024 and 2023 was all recognised as revenue in those years respectively. All the billings in advance of service at the end of the reporting period are expected to be recognised as revenue within one year.

19 TRADE RECEIVABLES

	31 December 2024 RMB'000	31 December 2023 RMB'000
Trade receivables — measured at amortised cost	**205,652**	146,290

19 TRADE RECEIVABLES (Continued)

Ageing analysis

As of the end of the reporting period, the ageing analysis of trade receivables, based on the invoice date and net of allowance for credit loss, is as follows:

	2024	2023
	RMB'000	*RMB'000*
Within 60 days	**205,652**	146,251
60 days to 1 year	**—**	39
	205,652	146,290

Details on the Group's credit policy and credit risk arising from trade receivable are set out in note 29(a).

20 PREPAYMENTS AND OTHER RECEIVABLES

	31 December 2024	31 December 2023
	RMB'000	*RMB'000*
Prepayments to suppliers	**50,128**	49,249
Other receivables	**69,709**	82,995
	119,837	132,244

All of prepayments and other receivables are expected to be recovered or recognised as expenses within one year.

21 OTHER CURRENT ASSETS

	31 December 2024	31 December 2023
	RMB'000	*RMB'000*
Rental deposits	**22,868**	22,182
VAT recoverable	**18,890**	18,951
Wealth management products	**480,093**	327,482
Fixed rate notes	**398,436**	357,567
	920,287	726,182

21 OTHER CURRENT ASSETS (Continued)

The wealth management products are issued by banks in the PRC with variable interest rate due within one year and are measured at fair value.

Fixed rate notes are principal-guaranteed wealth management products with fixed rate from 4.99% to 5.8% and in the amount of US$55,000,000, which separately issued at 31 October 2024 and 27 November 2024 and will expire in 31 October 2025 and 27 November 2025. The Group holds the fixed rate notes for the collection of contractual cash flows which represent solely payments of principal and interest and are measured at amortized cost basis.

22 TIME DEPOSITS WITH BANKS

	31 December 2024 *RMB'000*	31 December 2023 *RMB'000*
Within 1 year	**1,189,398**	1,287,604
Over 1 year	**21,921**	201,672
Time deposits with banks with initial maturity of over three months	**1,211,319**	1,489,276

Time deposits with banks generally have a maturity of 3 months and above, but are able to withdraw in advance as needed. Early withdrawal will cause the Group to lose the majority of interest. As of the date of this report, the Group did not intend to withdraw in advance.

23 CASH AND CASH EQUIVALENTS

(a) Cash and cash equivalents comprise:

	31 December 2024 *RMB'000*	31 December 2023 *RMB'000*
Deposits with banks and other financial institutions	**555,112**	666,734
Time deposits with maturities within three months	**255,123**	—
Cash and cash equivalents	**810,235**	666,734

23 CASH AND CASH EQUIVALENTS (Continued)

(b) Reconciliation of liabilities arising from financing activities

	Bank loans *RMB'000*	Lease liabilities *RMB'000*
At 1 January 2023	8,710	169,455
Changes from financing cash flows:		
Proceeds from interest-bearing borrowings	107,372	—
Repayment from interest-bearing borrowings	(95,858)	—
Interest paid	(915)	—
Capital element of lease rentals paid	—	(62,005)
Interest element of lease rentals paid	—	(7,346)
Total changes from financing cash flow	10,599	(69,351)
Other changes:		
Interest expenses *(note 7)*	915	7,346
Increase in lease liabilities from entering into new leases during the year	—	32,933
Decrease in lease liabilities from termination of leases during the year	—	(29,641)
At 31 December 2023 and 1 January 2024	20,224	110,742
Changes from financing cash flows:		
Proceeds from interest-bearing borrowings	103,186	—
Repayment from interest-bearing borrowings	(65,387)	—
Interest paid	(1,791)	—
Capital element of lease rentals paid	—	(59,984)
Interest element of lease rentals paid	—	(4,958)
Total changes from financing cash flow	36,008	(64,942)
Other changes:		
Interest expenses *(note 7)*	1,791	4,958
Increase in lease liabilities from entering into new leases during the year	—	54,991
Decrease in lease liabilities from termination of leases during the year	—	(16,134)
At 31 December 2024	**58,023**	**89,615**

23 CASH AND CASH EQUIVALENTS (Continued)

(c) Total cash outflow for leases

Amounts included in the cash flow statement for leases comprise the following:

	2024 ***RMB'000***	2023 *RMB'000*
Within operating cash flows	**(11,146)**	(11,343)
Within financing cash flows	**(64,942)**	(69,351)
	(76,088)	(80,694)

These amounts relate to the following:

	2024 ***RMB'000***	2023 *RMB'000*
Lease rentals paid	**(76,088)**	(80,694)

24 TRADE AND OTHER PAYABLES

	31 December **2024** ***RMB'000***	31 December 2023 *RMB'000*
Trade payables to third parties	**90,466**	82,748
Salary and welfare payable	**204,544**	243,284
Other tax payables	**29,863**	23,205
Other payables	**27,960**	64,862
	352,833	414,099

24 TRADE AND OTHER PAYABLES (Continued)

Ageing analysis

As of the end of the reporting period, the ageing analysis of trade payables to third parties, based on the invoice date is as follows:

	31 December 2024 *RMB'000*	31 December 2023 *RMB'000*
Within 30 days	**65,786**	61,204
30 days to 1 year	**24,680**	21,544
	90,466	82,748

25 LEASE LIABILITIES

At 31 December 2024, the lease liabilities were repayable are follows:

	As at 31 December, 2024		As at 31 December, 2023	
	Present value of the minimum lease payments *RMB'000*	**Total minimum lease payments** *RMB'000*	Present value of the minimum lease payments *RMB'000*	Total minimum lease payments *RMB'000*
Within 1 year	**56,580**	**57,579**	59,879	61,247
After 1 year but within 2 years	**19,480**	**20,905**	37,751	40,557
After 2 years but within 5 years	**13,555**	**15,885**	16,129	18,502
	33,035	**36,791**	53,880	59,059
	89,615	**94,370**	113,759	120,306
Less: total future interest expenses		**(4,755)**		(6,547)
Present value of lease obligations		**89,615**		113,759

(Expressed in RMB unless otherwise indicated)

26 EQUITY SETTLED SHARE-BASED TRANSACTIONS

(a) Share option scheme

The Group has a share option scheme which was adopted on 1 January 2012 whereby the directors of the Group are authorised, at their discretion, to invite employees of the Group, to take up options to subscribe for shares of the Group. The options vest after one to four years from the date of grant and are then exercisable within a period of ten years. Each option gives the holder the right to subscribe for one ordinary share in the Company and is settled gross in shares.

On 20 August 2021, with the approval of the board of directors, the Group modified the vesting schedule from 50% vested in the second year to 25% vested in each of the first two years. The modification does not result in a martial change in the fair value of the share option at the date of modification.

(i) The number and weighted average exercise prices of share options are as follows:

	2024		2023	
	Weighted average exercise price ***RMB***	**Number of options**	Weighted average exercise price *RMB*	Number of options
Outstanding at the beginning of the year	**13.269**	**13,674,485**	12.484	17,192,085
Exercised during the year	**—**	**—**	9.295	(1,061,600)
Forfeited during the year	**10.409**	**(1,203,450)**	13.462	(2,556,000)
Cancelled during the year	**12.396**	**(9,620,000)**	—	—
Granted during the year	**2.795**	**9,620,000**	7.902	100,000
Outstanding at the end of the year	**6.330**	**12,471,035**	13.269	13,674,485
Exercisable at the end of the year	**15.952**	**3,351,035**	14.123	8,861,985

There is no shares option exercised during the year. (In 2023, the weighted average share price for shares options exercised was RMB10.64.)

On 27 May 2024 (the modification date), a total of 9,620,000 granted share options were cancelled and replaced by a total of 9,620,000 new granted share options. The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The incremental fair value of RMB7,915 thousand will be expensed over the remaining vesting periods of one to four years after the modification.

(Expressed in RMB unless otherwise indicated)

26 EQUITY SETTLED SHARE-BASED TRANSACTIONS (Continued)

(a) Share option scheme (Continued)

(i) (Continued)

Terms of unexpired and unexercised share options at the end of the reporting period are as follows:

	2024		2023	
Exercise price	**Number of options**	**Weighted average remaining contractual life**	Number of options	Weighted average remaining contractual life
USD0.0268	**25,465**	**3.2 years**	25,665	4.2 years
USD1.00	**383,770**	**3.4 years**	435,020	4.4 years
USD2.50	**2,021,800**	**3.4 years**	2,193,800	4.4 years
HKD18.22	**400,000**	**4.9 years**	700,000	5.9 years
HKD18.30	**—**	**—**	750,000	5.7 years
HKD15.50	**100,000**	**5.3 years**	200,000	6.3 years
HKD16.55	**200,000**	**5.6 years**	1,300,000	6.6 years
HKD18.10	**220,000**	**5.5 years**	500,000	6.5 years
HKD19.94	**—**	**—**	700,000	7.3 years
HKD11.46	**—**	**—**	6,020,000	7.8 years
HKD17.78	**—**	**—**	500,000	8 years
HKD9.97	**—**	**—**	200,000	8.5 years
HKD7.50	**—**	**—**	50,000	8.8 years
HKD8.78	**—**	**—**	100,000	9.4 years
HKD3.06	**9,120,000**	**9.4 years**	—	—

(ii) Fair value of share options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted in 2024 is measured based on a binomial option-pricing model.

	2024	2023
	RMB	*RMB*
Fair value at measurement date	**0.89**	3.56
Share price	**2.55**	7.77
Exercise price	**2.79**	7.91
Expected volatility	**35.04%**	52.04%
Expected dividend yield	**0%**	0%
Risk-free interest rate	**3.84%**	2.73%

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information.

26 EQUITY SETTLED SHARE-BASED TRANSACTIONS (Continued)

(b) Restricted Share Unit Scheme

The post-IPO Restricted Share Unit Scheme (the "**RSU Scheme**") was approved and adopted by the Board on 25 January 2019. The purpose of the RSU Scheme is to reward employees for their service to the Group and to provide incentives to them to further contribute to the Group.

On 20 August 2021, with the approval of the board of directors, the Group modified the vesting schedule from 50% vested in the second year to 25% vested in each of the first two years. The modification has no effect on the fair value of RSUs granted.

During the year ended 31 December 2024, 3,185,000 RSUs were granted and will vest after one to four years from the date of grant. The fair value of the granted RSUs was determined based on the market price of the Company's shares at the respective grant date. The Group will transfer the relevant RSU to the eligible employees when they are vested. The weighted average fair value of awarded shares granted during the year ended 31 December 2024 was RMB2.53 per share. During 2024, 2,104,447 RSUs were vested.

27 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) Current taxation in the consolidated statement of financial position represents:

	2024	2023
	RMB'000	*RMB'000*
At 1 January	**3,335**	9,173
Provision for PRC Income Tax the year *(note 8(a))*	**17,697**	18,103
(Over)/under-provision in respect of prior years *(note 8(a))*	**(15)**	331
PRC Income Tax paid	**(13,803)**	(24,272)
At 31 December	**7,214**	3,335

27 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

(b) Deferred tax assets and liabilities recognised:

(i) Movement of each component of deferred tax assets and liabilities.

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

	Provision for impairment of assets *RMB'000*	Effect of lease liabilities *RMB'000*	Depreciation charge of right-of-use assets *RMB'000*	Deemed disposal of associate *RMB'000*	Accumulated losses *RMB'000*	Fair value changes of FVPL *RMB'000*	Fair value changes of FVOCI *RMB'000*	Intangible assets separately identified in business combination *RMB'000*	Fair value changes of property recognised in business combination *RMB'000*	Total *RMB'000*
Deferred tax arising from:										
At 1 January 2023	15,555	27,579	(27,469)	(1,660)	2,184	2,473	(1,239)	(18,245)	(449)	(1,271)
Charged/(credited) to profit or loss	289	(10,534)	10,664	—	2,344	(117)	—	2,903	12	5,561
At 31 December 2023 and 1 January 2024	15,844	17,045	(16,805)	(1,660)	4,528	2,356	(1,239)	(15,342)	(437)	4,290
Charged/(credited) to profit or loss	239	(850)	1,047	—	544	(507)	—	2,810	12	3,295
At 31 December 2024	**16,083**	**16,195**	**(15,758)**	**(1,660)**	**5,072**	**1,849**	**(1,239)**	**(12,532)**	**(425)**	**7,585**

(ii) Reconciliation to the consolidated statement of financial position

	31 December 2024 ***RMB'000***	31 December 2023 *RMB'000*
Net deferred tax asset recognised in the consolidated statement of financial position	**15,619**	15,633
Net deferred tax liability recognised in the consolidated statement of financial position	**(8,034)**	(11,343)
	7,585	4,290

27 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

(c) Deferred tax assets not recognised

In accordance with the accounting policy set out in note 2(u), the Group has not recognised deferred tax assets in respect of cumulative tax losses of RMB1,188 million (2023: RMB1,231 million). The tax losses will expire from 2025 to 2034.

(d) Deferred tax liabilities not recognised

As at 31 December 2024, temporary differences relating to the undistributed profits of subsidiaries amounted to RMB539,455 thousand (2023: RMB641,922 thousand). Deferred tax liabilities of RMB53,946 thousand (2023: RMB64,192 thousand) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

28 CAPITAL AND RESERVES

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

	Note	Share capital RMB'000	Share premium RMB'000	Shares held for RSU scheme RMB'000	Capital redemption reserve RMB'000	Capital reserve RMB'000	Exchange reserve RMB'000	Accumulated losses RMB'000	Total RMB'000
Balance at 1 January 2023		342	2,836,709	(352,471)	—	182,508	186,409	(60,869)	2,792,628
Changes in equity for the period ended at 31 December 2023:									
Loss for the year		—	—	—	—	—	—	(4,784)	(4,784)
Other comprehensive income		—	—	—	—	—	46,874	—	46,874
Total comprehensive income		—	—	—	—	—	46,874	(4,784)	42,090
Purchase and cancellation of own shares	28(c)	(4)	—	—	(55,741)	(39,154)	—	—	(94,899)
Shares held for the RSU scheme of the Company	28(d)	—	—	(188,500)	—	—	—	—	(188,500)
Vesting of shares under RSU scheme	26(b)	—	(24,764)	94,070	—	(69,306)	—	—	—
Shares issued under share option scheme		1	18,716	—	—	(9,182)	—	—	9,535
Share-based compensation expenses	6(a)/26/28(e)	—	—	—	—	69,975	—	—	69,975
Balance at 31 December 2023 and 1 January 2024		339	2,830,661	(446,901)	(55,741)	134,841	233,283	(65,653)	2,630,829
Changes in equity for the period ended at 31 December 2024:									
Loss for the year		—	—	—	—	—	—	(9,175)	(9,175)
Other comprehensive income		—	—	—	—	—	43,884	—	43,884
Total comprehensive income		—	—	—	—	—	43,884	(9,175)	34,709
Cancellation of own shares	28(c)	(5)	—	—	55,741	(55,736)	—	—	—
Vesting of shares under RSU scheme	26(b)	—	(715)	26,757	—	(26,042)	—	—	—
Share-based compensation expenses	6(a)/26/28(e)	—	—	—	—	20,787	—	—	20,787
Balance at 31 December 2024		334	2,829,946	(420,144)	—	73,850	277,167	(74,828)	2,686,325

28 CAPITAL AND RESERVES (Continued)

(b) Dividends

The Board has not declared or recommended the payment of any dividend for the year ended 31 December 2024 and the year ended 31 December 2023.

On 28 March 2025, the Board has approved and declared a special dividend (the "**Special Dividend**") of HK42 cents per share to the shareholders. The Special Dividend will be paid on 8 May 2025 to the shareholders whose names appear on the register of members of the Company at the close of business on 17 April 2025.

(c) Purchase and cancellation of own shares

During the reporting period, the Company did not repurchase its own shares on The Stock Exchange of Hong Kong Limited (2023: 11,357,000 shares). 7,064,600 shares of these shares were cancelled in 22 April 2024. The total consideration amount for these shares was RMB55,736 thousand.

(d) Shares held for RSU Scheme

In 2024, the Company did not purchase the shares of the Company for the benefit of the eligible participants pursuant to the terms and conditions of the RSU Scheme. As at 31 December 2024, the RSU Trustee hold 37,670,958 (2023: 39,532,851) shares of the Company.

(e) Share capital

As at 31 December 2024 and 2023, the authorised share capital of the Company comprises 1,000,000,000 ordinary shares with par value of USD0.0001 per share.

Issued share capital

		2024		2023	
	Note	*No. of shares '000*	*RMB'000*	*No. of shares '000*	*RMB'000*
Ordinary shares, issued and fully paid:					
At 1 January		521,549	339	524,779	342
Purchase and cancellation of own shares		(7,065)	(5)	(4,292)	(4)
Shares issued under share option scheme	(i)	—	—	1,062	1
At 31 December		514,484	334	521,549	339

28 CAPITAL AND RESERVES (Continued)

(e) Share capital (Continued)

Issued share capital (Continued)

(i) Equity settled share-based transactions

The Group has a share option scheme which was adopted on 1 January 2012 whereby the directors of the Group are authorised, at their discretion, to invite employees of the Group, to take up options to subscribe for shares of the Group. The options vest after one to four years from the date of grant and are then exercisable within a period of ten years. The options granted to certain employees are only exercisable upon the completion of Company's IPO, which was completed on 29 June 2018. In 2024, there is no certain options were exercised.

(f) Nature and purpose of reserves

(i) Capital reserve

The capital reserve comprises the following:

— The portion of the grant date fair value of share options and RSU granted to employees of the Group that has been recognised in accordance with the accounting policy adopted for share-based payments in note 2(t)(ii);

(ii) Exchange reserve

Exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations that have functional currency other than the RMB which are dealt with in accordance with the accounting policies as set out in note 2(w).

(iii) Share premium

The share premium represents the difference between the par value and the proceeds from the issuance of the shares of the Company. When the share options and RSUs in the share-base payment are vested, all the related capital reserve recognised before transferred to the share premium.

(g) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of liability-to-asset ratio, which is calculated as total liabilities divided by total assets. The liability-to-asset ratio of the Group as at 31 December 2024 was 28.41% (2023: 30.01%).

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity and currency risks arises in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables. The Group's exposure to credit risk arising from cash and cash equivalents and bank deposits are limited because the counterparties are reputable banks, for which the Group considers to have low credit risk. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

The Group does not provide any other guarantees which would expose the Group to credit risk.

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. The Group does not have significant concentration of debtors as of 31 December 2024 and 2023.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are generally due within 30–60 days from the date of invoice. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(a) Credit risk (Continued)

Trade receivables (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables at 31 December 2024:

	2024		
	Expected loss rate %	Gross carrying amount *RMB'000*	Loss allowance *RMB'000*
Current (not past due)	2.27%	210,434	(4,782)
1–305 days past due	100.00%	5,722	(5,722)
More than 305 days past due	100.00%	109,082	(109,082)
		325,238	(119,586)

	2023		
	Expected loss rate %	Gross carrying amount *RMB'000*	Loss allowance *RMB'000*
Current (not past due)	2.98%	150,737	(4,487)
1–305 days past due	99.24%	5,290	(5,250)
More than 305 days past due	100.00%	99,008	(99,008)
		255,035	(108,745)

The Group determined the expected loss rates of trade receivables based on actual loss experience over past years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

The Group assesses the credit loss of other receivable based on the expectation of future economic conditions, historical collection experience and the possibility of default on an individual basis.

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(a) Credit risk (Continued)

Trade receivables (Continued)

Movement in the loss allowance account in respect of trade receivables and other receivables during the year is as follows:

	2024	2023
	RMB'000	*RMB'000*
Balance at 1 January	**140,804**	126,028
Credit losses recognised during the year	**10,841**	16,489
Credit losses reversed during the year	**(2,093)**	(1,672)
Amounts written off	**(81)**	(41)
Balance at 31 December	**149,471**	140,804

Increase in aging of trade receivables resulted in an increase in loss allowance during 2024.

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(b) Liquidity risk (Continued)

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual) and the earliest date the Group can be required to pay:

	2024 Contractual undiscounted cash outflows				
	With 1 year or on demand	More than one year but less than 2 years	More than 2 years but less than 5 years	Total	Carrying amount at 31 Dec
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Trade and other payables	352,833	—	—	352,833	352,833
Interest-bearing borrowing	58,813	—	—	58,813	58,023
Lease liabilities	57,579	20,905	15,885	94,370	89,615
	469,225	20,905	15,885	506,016	500,471

	2023 Contractual undiscounted cash outflows				
	With 1 year or on demand	More than one year but less than 2 years	More than 2 years but less than 5 years	Total	Carrying amount at 31 Dec
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Trade and other payables	414,099	—	—	414,099	414,099
Interest-bearing borrowing	20,665	—	—	20,665	20,224
Lease liabilities	61,247	40,557	18,502	120,306	113,759
	496,011	40,557	18,502	555,070	548,082

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(c) Currency risk

The Group is exposed to currency risk primarily through deposit on bank which gives rise to cash balances that are denominated in a foreign currency, i.e., a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily USD. The Group manages this risk as follows:

(i) *Recognised assets and liabilities*

In respect of deposits denominated in foreign currencies, the Group ensures that the exposure is kept to an acceptable level, by buying and selling foreign currencies at spot rates where necessary to address short-term imbalances.

(ii) *Exposure to currency risk*

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in RMB, translated using the spot rates at the year end date. Differences resulting from the translation of the financial statements of foreign operations into the Group's presentation currency are excluded.

	2024 United States Dollars RMB'000	2023 United States Dollars RMB'000
Cash and cash equivalents	**103,447**	2,392
Time deposits with banks	**279,565**	355,056
Gross exposure arising from recognised assets and liabilities	**383,012**	357,448

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(c) Currency risk (Continued)

(iii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's results after tax and retained profits that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant.

	2024		2023	
	Increase/ (decrease) in foreign exchange rates	**Increase/ (decrease) in profit after tax and retained profits** *RMB'000*	Increase/ (decrease) in foreign exchange rates	Increase/ (decrease) in profit after tax and retained profits *RMB'000*
USD	**10%**	**28,726**	10%	26,809
	(10%)	**(28,726)**	(10%)	(26,809)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' results after tax and retained profits measured in the respective functional currencies, translated into RMB at the exchange rates ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency.

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(d) Fair value measurement

Financial assets measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

— level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date

— level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available

— level 3 valuations: Fair value measured using significant unobservable inputs

The fair value measurements of the Group's investments in wealth management products are categorised into Level 2, unlisted equity investments are categorised into Level 3 in the fair value hierarchy. Valuation reports with analysis of changes in fair value measurement is prepared for material equity security investments and is reviewed and approved by the chief financial officer.

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(d) Fair value measurement (Continued)

Financial assets measured at fair value (Continued)

Fair value hierarchy (Continued)

	Fair value measurements as at 31 December 2024 categorised into				Fair value measurements as at 31 December 2023 categorised into			
	Fair value at 31 December 2024	Level 1	Level 2	Level 3	Fair value at 31 December 2023	Level 1	Level 2	Level 3
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Recurring fair value measurements								
Assets:								
— Investment in wealth management products *(note 21)*	480,093	–	480,093	–	327,482	–	327,482	–
— Unlisted equity investments *(note 17)*	191,608	–	–	191,608	201,493	–	–	201,493

During the years of 2023 and 2024, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

Investments in wealth management products are measured at fair values in the consolidated statement of financial position. The Group categorised all fair value measures of bank financial products as Level 2 of the fair value hierarchy because they are valued using directly or indirectly observable inputs in the market place.

29 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(d) Fair value measurement (Continued)

Financial assets measured at fair value (Continued)

Fair value hierarchy (Continued)

Information about Level 3 fair value measurements:

	Valuation techniques	Significant unobservable inputs	Range	Weighted average
Unlisted equity investments	Market approach/ Income approach	Discount for lack of marketability	31% to 34%	32%

The fair value of unlisted equity investments is determined using the total equity value of unlisted equity investments adjusted for lack of marketability discount. The fair value measurement is negatively correlated to the discount for lack of marketability. As at 31 December 2024, it is estimated that with all other variables held constant, a discount for lack of marketability by 1% would have decreased the total equity value by RMB1,852 thousand.

The movements during the period in the balance of these Level 3 fair value measurements are as follows:

	2024 ***RMB'000***	2023 *RMB'000*
Unlisted equity investments:		
At 1 January	**201,493**	195,479
Purchase consideration	**117**	6,500
Redemption	**(1,500)**	(5,000)
Exchange differences	**246**	433
(Loss)/gain on fair value changes	**(8,748)**	4,081
At 31 December	**191,608**	201,493

30 MATERIAL RELATED PARTY TRANSACTIONS

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Group's directors as disclosed in note 9(a) and certain of the highest five paid employees as disclosed in note 9(b) is as follows:

	2024 *RMB'000*	2023 *RMB'000*
Salaries, wages and other benefits	**12,737**	13,189
Contributions to defined contribution retirement	**336**	320
Share-based compensation expenses	**6,775**	42,871
	19,848	56,380

Total remuneration is included in "staff costs" (see note 6(a)).

(b) Financing arrangements

		Amounts due from related parties As at 31 December	
	Note	**2024** *RMB'000*	2023 *RMB'000*
Loan to a member of key management personnel	(i)	**2,106**	2,309

(i) The Group made the loan to Mr. Chen Xingmao in accordance with the Executive Loan Benefits Program, amounting to HKD2.3 million with an annual interest rate of 2%, mortgaged by his real estate. The term of loan was from 31 May 2020 to 30 May 2021 and has been extended to May 2029.

31 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

	31 December 2024 RMB'000	31 December 2023 RMB'000
Non-current assets		
Investments in subsidiaries	2,667,185	2,624,321
Other equity investments	14,377	20,540
	2,681,562	2,644,861
Current assets		
Prepayments and other receivables	34,362	15,347
Cash and cash equivalents	2,780	2,875
	37,142	18,222
Current liabilities		
Trade and other payables	32,379	32,254
	32,379	32,254
Net current assets/(liabilities)	4,763	(14,032)
Total assets less current liabilities	2,686,325	2,630,829
NET ASSETS	2,686,325	2,630,829
Share capital	334	339
Reserves	2,685,991	2,630,490
TOTAL EQUITY	2,686,325	2,630,829

32 COMMITMENTS

The Group has no material capital commitment outstanding at 31 December 2024 and 2023 not provided for in the financial statements.

(Expressed in RMB unless otherwise indicated)

33 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

On 28 March 2025, the directors proposed a special dividend of HK42 cents per ordinary share. Further details are disclosed in note 28(b).

As of the date of this Report, except for the above events, the Group had no other material subsequent events after the reporting period that are required to be disclosed.

34 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2024

Up to the date of issue of these financial statements, the IASB has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 December 2024 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
Amendments to IAS 21, *The effects of changes in foreign exchange rates — Lack of exchangeability*	1 January 2025
Amendments to IFRS 9, *Financial instruments* and IFRS 7, *Financial instruments: disclosures — Amendments to the classification and measurement of financial instruments*	1 January 2026
Annual improvements to IFRS Accounting Standards — Volume 11	1 January 2026
IFRS 18, *Presentation and disclosure in financial statements*	1 January 2027
IFRS 19, *Subsidiaries without public accountability: disclosures*	1 January 2027
Amendments to IFRS 10 and IAS 28, *Sale or contribution of assets between an investor and its associate or joint venture*	To be determined

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial information of the Group.

Location	Exiting Use	Lease term	Attributable interest of the Group
8/F, Block 2, Zhubang 2000 Business Building, No. 99 Balizhuangxili Road Sub-District Office (Township), Chaoyang District (County), Beijing	Commercial	Medium lease	100%

FINANCIAL SUMMARY

A summary of the results and of the assets, liabilities and equity of the Group for the last five financial years, as extracted from the published audited financial information and financial statements is set out below.

	Year ended 31 December				
	2024	2023	2022	2021	2020
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
REVENUE	**2,080,865**	2,282,157	2,637,921	2,651,468	1,869,668
Profit from operations	**191,954**	33,759	85,336	230,706	145,800
Net finance (cost)/income	**(2,844)**	(5,470)	21,998	(17,297)	(38,252)
Profit before tax	**189,836**	29,503	107,677	214,563	108,000
Income tax expense	**(14,387)**	(12,873)	(18,090)	(23,134)	(15,177)
Profit for the year	**175,449**	16,630	89,587	191,429	92,823
Profit for the year attributable to:					
Equity shareholders of the Company	**133,450**	750	44,367	134,425	53,627
Non-controlling interests	**41,999**	15,880	45,220	57,004	39,196
	175,449	16,630	89,587	191,429	92,823
ASSETS, LIABILITIES AND EQUITY					
Total assets	**4,583,930**	4,528,724	4,924,210	4,885,924	4,450,061
Total liabilities	**1,302,196**	1,359,203	1,578,048	1,690,493	1,407,477
Net assets	**3,281,734**	3,169,521	3,346,162	3,195,431	3,042,584
Total equity attributable to equity shareholders of the Company	**3,064,066**	2,892,787	3,074,440	2,982,564	2,874,560
Non-controlling interests	**217,668**	276,734	271,722	212,867	168,024
Total equity	**3,281,734**	3,169,521	3,346,162	3,195,431	3,042,584