

# 同程旅行

Tongcheng Travel Holdings Limited  
同程旅行控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號：0780



2023  
INTERIM  
REPORT  
中期報告



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## CORPORATE INFORMATION 公司資料

### THE BOARD OF DIRECTORS

#### Executive Directors

Mr. Wu Zhixiang (*Co-Chairman*)

Mr. Ma Heping (*Chief Executive Officer*)

#### Non-Executive Directors

Mr. Liang Jianzhang (*Co-Chairman*)

Mr. Jiang Hao

Mr. Cheng Yun Ming Matthew (*resigned on April 18, 2023*)

Mr. Xie Qing Hua (*appointed on April 18, 2023*)

Mr. Brent Richard Irvin

#### Independent Non-Executive Directors

Mr. Yang Chia Hung

Mr. Dai Xiaojing

Ms. Han Yuling

### AUDIT COMMITTEE

Mr. Yang Chia Hung (*Chairman*)

Mr. Cheng Yun Ming Matthew (*resigned on April 18, 2023*)

Mr. Xie Qing Hua (*appointed on April 18, 2023*)

Ms. Han Yuling

### REMUNERATION COMMITTEE

Ms. Han Yuling (*Chairman*)

Mr. Brent Richard Irvin

Mr. Dai Xiaojing

### NOMINATION COMMITTEE

Mr. Wu Zhixiang (*Chairman*)

Mr. Dai Xiaojing

Ms. Han Yuling

### ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

Mr. Yang Chia Hung (*Chairman*)

Mr. Dai Xiaojing

Ms. Han Yuling

### 董事會

#### 執行董事

吳志祥先生 (*聯席董事長*)

馬和平先生 (*首席執行官*)

#### 非執行董事

梁建章先生 (*聯席董事長*)

江浩先生

鄭潤明先生 (*於二零二三年四月十八日辭任*)

謝晴華先生 (*於二零二三年四月十八日獲委任*)

Brent Richard Irvin先生

#### 獨立非執行董事

楊嘉宏先生

戴小京先生

韓玉靈女士

### 審核委員會

楊嘉宏先生 (*主席*)

鄭潤明先生 (*於二零二三年四月十八日辭任*)

謝晴華先生 (*於二零二三年四月十八日獲委任*)

韓玉靈女士

### 薪酬委員會

韓玉靈女士 (*主席*)

Brent Richard Irvin先生

戴小京先生

### 提名委員會

吳志祥先生 (*主席*)

戴小京先生

韓玉靈女士

### 環境、社會及管治委員會

楊嘉宏先生 (*主席*)

戴小京先生

韓玉靈女士



## COMPANY SECRETARY

Ms. Ma Li

## AUTHORIZED REPRESENTATIVES

Mr. Ma Heping

Ms. Ma Li

## REGISTERED OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

## HEADQUARTERS

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No. 188 Yuxin Road

Suzhou Industrial Park

Jiangsu, China

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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Times Square

1 Matheson Street

Causeway Bay

Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

## 公司秘書

馬莉女士

## 授權代表

馬和平先生

馬莉女士

## 開曼群島註冊辦事處

Conyers Trust Company (Cayman) Limited

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

## 總部

中國江蘇

蘇州工業園區

裕新路188號

同程大廈

## 香港主要營業地點

香港

銅鑼灣

勿地臣街1號

時代廣場

二座31樓

## 股份過戶登記總處

Conyers Trust Company (Cayman) Limited

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

## HONG KONG SHARE REGISTRAR

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

## LEGAL ADVISERS

### As to Hong Kong and U.S. laws:

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

### As to PRC law:

Zhong Lun Law Firm  
Level 10 & 11, Two IFC  
No. 8 Century Avenue  
Pudong New Area  
Shanghai, China

### As to Cayman Islands law:

Conyers Dill & Pearman  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

## 香港證券登記處

香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心  
17樓1712-1716號舖

## 法律顧問

### 有關香港及美國法律：

達維律師事務所  
香港  
遮打道3A號  
香港會所大廈10樓

### 有關中國法律：

中倫律師事務所  
中國上海市  
浦東新區  
世紀大道8號  
國金中心二期10及11層

### 有關開曼群島法律：

Conyers Dill & Pearman  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands



## AUDITOR

PricewaterhouseCoopers  
*Certified Public Accountant and Registered Public Interest Entity Auditor*  
22/F Prince's Building  
Central  
Hong Kong

## PRINCIPAL BANKS

China Merchants Bank Beijing DongSanHuan Sub-Branch  
1F, Huijia Building  
6 East 3rd Ring North Road  
Chaoyang District, Beijing  
China

Industrial and Commercial Bank of China Beijing Lumicang Branch  
Room 11, 1/F  
No. 12 Chaonei South Street  
Dongcheng District, Beijing  
China

## STOCK CODE

0780

## COMPANY WEBSITE

[www.tongchengir.com](http://www.tongchengir.com)

## 核數師

羅兵咸永道會計師事務所  
執業會計師及註冊公眾利益實體核數師  
香港  
中環  
太子大廈22樓

## 主要往來銀行

招商銀行北京東三環支行  
中國  
北京市朝陽區  
東三環北路6號  
匯佳大廈一層西門

中國工商銀行北京祿米倉支行  
中國  
北京東城區  
朝內南小街12號  
1樓11室

## 股份代號

0780

## 公司網址

[www.tongchengir.com](http://www.tongchengir.com)



## KEY HIGHLIGHTS 摘要重點

### FOR THE THREE MONTHS ENDED JUNE 30, 2023

- Revenue increased by 117.4% year-to-year to RMB2,866.3 million from RMB1,318.7 million in the same period of 2022.
- Adjusted EBITDA increased by 175.8% from RMB292.2 million in the second quarter of 2022 to RMB805.8 million in the second quarter of 2023. Adjusted EBITDA margin increased to 28.1% in the second quarter of 2023 from 22.2% in the second quarter of 2022.
- Adjusted net profit increased by 428.9% from RMB112.0 million in the second quarter of 2022 to RMB592.4 million in the second quarter of 2023. Adjusted net margin increased from 8.5% in the second quarter of 2022 to 20.7% in the second quarter of 2023.
- Average MAUs increased by 41.1% year-to-year from 197.6 million in the second quarter of 2022 to 278.8 million in the second quarter of 2023.
- Average MPUs increased by 61.7% year-to-year from 26.1 million in the second quarter of 2022 to 42.2 million in the second quarter of 2023.

### 截至二零二三年六月三十日止三個月

- 收入由二零二二年同期的人民幣1,318.7百萬元同比增長117.4%至人民幣2,866.3百萬元。
- 經調整EBITDA由二零二二年第二季度的人民幣292.2百萬元增加175.8%至二零二三年第二季度的人民幣805.8百萬元。經調整EBITDA利潤率由二零二二年第二季度的22.2%增加至二零二三年第二季度的28.1%。
- 經調整溢利淨額由二零二二年第二季度的人民幣112.0百萬元增加428.9%至二零二三年第二季度的人民幣592.4百萬元。經調整淨利潤率由二零二二年第二季度的8.5%增至二零二三年第二季度的20.7%。
- 平均月活躍用戶由二零二二年第二季度的197.6百萬人同比增加41.1%至二零二三年第二季度的278.8百萬人。
- 平均月付費用戶由二零二二年第二季度的26.1百萬人同比增加61.7%至二零二三年第二季度的42.2百萬人。



## KEY HIGHLIGHTS 摘要重點

### 1. KEY FINANCIAL METRICS FOR THE THREE MONTHS ENDED JUNE 30, 2023

### 1. 截至二零二三年六月三十日止三個月之關鍵財務指標

		Unaudited Three months ended June 30, 未經審核 截至六月三十日止三個月		Year-to-year change 同比變動
		2023 二零二三年 (in RMB'000) (人民幣千元)	2022 二零二二年 (in RMB'000) (人民幣千元)	
Revenue	收入	2,866,269	1,318,650	117.4%
Profit/(loss) before income tax	除所得稅前溢利／(虧損)	426,553	(161,968)	NA不適用
Profit/(loss) for the period	期內溢利／(虧損)	359,981	(135,204)	NA不適用
Adjusted EBITDA	經調整EBITDA	805,839	292,234	175.8%
Adjusted net profit for the period	期內經調整溢利淨額	592,395	112,003	428.9%
Revenue growth/(decrease) (year-to-year)	收入增長／(減少)(同比)	117.4%	(38.3)%	
Adjusted EBITDA margin	經調整EBITDA利潤率	28.1%	22.2%	
Adjusted net margin	經調整淨利潤率	20.7%	8.5%	

Note:

Please refer to "Other Financial Information" below for the meaning of "adjusted EBITDA" and "adjusted net profit for the period".

附註：

有關「經調整EBITDA」及「期內經調整溢利淨額」的涵義，請參閱下文「其他財務資料」。

### 2. OPERATING METRICS FOR THE THREE MONTHS ENDED JUNE 30, 2023

### 2. 截至二零二三年六月三十日止三個月之營運指標

		Three months ended June 30, 截至六月三十日止三個月		Year-to-year change 同比變動
		2023 二零二三年	2022 二零二二年	
GMV (in RMB billion)	交易額(人民幣十億元)	59.7	24.3	145.7%
Number of average MAUs (in million)	平均月活躍用戶數目(按百萬計)	278.8	197.6	41.1%
Number of average MPUs (in million)	平均月付費用戶數目(按百萬計)	42.2	26.1	61.7%
Paying ratio	付費比率	15.1%	13.2%	1.9pp百分點



## FOR THE SIX MONTHS ENDED JUNE 30, 2023

- Revenue increased by 79.6% year-to-year to RMB5,452.4 million from RMB3,036.6 million in the same period of 2022.
- Adjusted EBITDA increased by 110.5% year-to-year from RMB730.7 million in the same period of 2022 to RMB1,538.0 million. Adjusted EBITDA margin increased from 24.1% in the same period of 2022 to 28.2%.
- Adjusted net profit increased by 207.0% from RMB357.0 million in the same period of 2022 to RMB1,096.0 million. Adjusted net margin increased from 11.8% in the same period of 2022 to 20.1%.
- Average MAUs increased by 27.7% year-to-year from 221.2 million in the same period of 2022 to 282.5 million.
- Average MPUs increased by 44.6% year-to-year from 28.9 million in the same period of 2022 to 41.8 million.
- Paying users for the twelve-month period ended June 30, 2023 increased by 10.9% year-to-year from 196.5 million in the same period of 2022 to 217.9 million.

## 截至二零二三年六月三十日止六個月

- 收入由二零二二年同期的人民幣3,036.6百萬元同比增加79.6%至人民幣5,452.4百萬元。
- 經調整EBITDA由二零二二年同期的人民幣730.7百萬元同比增加110.5%至人民幣1,538.0百萬元。經調整EBITDA利潤率由二零二二年同期的24.1%增加至28.2%。
- 經調整溢利淨額由二零二二年同期的人民幣357.0百萬元增加207.0%至人民幣1,096.0百萬元。經調整淨利潤率由二零二二年同期的11.8%增加至20.1%。
- 平均月活躍用戶由二零二二年同期的221.2百萬人同比增加27.7%至282.5百萬人。
- 平均月付費用戶由二零二二年同期的28.9百萬人同比增加44.6%至41.8百萬人。
- 截至二零二三年六月三十日止十二個月期間的付費用戶由二零二二年同期的196.5百萬人同比增加10.9%至217.9百萬人。



KEY HIGHLIGHTS  
摘要重點

### 3. KEY FINANCIAL METRICS FOR THE SIX MONTHS ENDED JUNE 30, 2023

### 3. 截至二零二三年六月三十日止六個月的關鍵財務指標

		Unaudited		
		Six months ended June 30,		Year-to-year
		未經審核		change
		截至六月三十日止六個月		同比變動
		2023	2022	
		二零二三年	二零二二年	
		(in RMB'000)	(in RMB'000)	
		(人民幣千元)	(人民幣千元)	
Revenue	收入	5,452,412	3,036,649	79.6%
Profit/(loss) before income tax	除所得稅前溢利／(虧損)	870,650	(19,792)	NA不適用
Profit/(loss) for the period	期內溢利／(虧損)	738,949	(37,967)	NA不適用
Adjusted EBITDA	經調整EBITDA	1,538,044	730,671	110.5%
Adjusted net profit for the period	期內經調整溢利淨額	1,095,986	356,993	207.0%
Revenue growth/(decrease) (year-to-year)	收入增長／(減少)(同比)	79.6%	(19.1)%	
Adjusted EBITDA margin	經調整EBITDA利潤率	28.2%	24.1%	
Adjusted net margin	經調整淨利潤率	20.1%	11.8%	

Note:

Please refer to "Other Financial Information" below for the meaning of "adjusted EBITDA" and "adjusted profit for the period".

附註：

有關「經調整EBITDA」及「期內經調整溢利」的涵義，請參閱下文「其他財務資料」。

### 4. OPERATING METRICS FOR THE SIX MONTHS ENDED JUNE 30, 2023

### 4. 截至二零二三年六月三十日止六個月的營運指標

		Six months ended June 30,		Year-to-year
		截至六月三十日止六個月		change
		2023	2022	同比變動
		二零二三年	二零二二年	
GMV (in RMB billion)	交易額(人民幣十億元)	116.9	56.7	106.2%
Number of average MAUs (in million)	平均月活躍用戶數目(按百萬計)	282.5	221.2	27.7%
Number of average MPUs (in million)	平均月付費用戶數目(按百萬計)	41.8	28.9	44.6%
APUs (in million)	年付費用戶(按百萬計)	217.9	196.5	10.9%



## BUSINESS REVIEW AND OUTLOOK

### 業務回顧與展望

#### RESULTS HIGHLIGHTS

In the second quarter of 2023, the travel market in China demonstrated another remarkable surge in demand and exhibited accelerated growth quarter by quarter. The nationwide travel rush was further unlocked during holidays and thus brought additional vitalities to the travel industry.

As a veteran in the China OTA industry, we reacted nimbly to the full manifestation of travel enthusiasm and implemented our strategy effectively to capture more opportunities amid the accelerated industry recovery. We harnessed our competitive edges, including our strengthened market position, diversified traffic sources, exceptional innovation capabilities and flexible operation strategies, and delivered outstanding results which surpassed the industry average once again.

During the period under review, we recorded excellent growth in our traffic with both MPUs and APUs reaching unprecedented heights, mainly attributable to our diversified online traffic channels and effective user engagement. For the three and six months ended June 30, 2023, our average MAUs increased by 41.1% and 27.7% year-to-year to 278.8 million and 282.5 million, respectively. For the three months and six months ended June 30, 2023, our average MPUs increased by 61.7% and 44.6% year-to-year to 42.2 million and 41.8 million, respectively. Compared with the same period last year, our paying ratio increased to a three-year high of 15.1% for the second quarter of 2023. Our APUs for the twelve-months ended June 30, 2023, increased by 8.6% quarter over quarter to 217.9 million, signifying our outstanding operation capability in the market.

#### 業績摘要

於二零二三年第二季度，中國旅遊市場需求再次顯著增加，並呈現逐季加速增長的態勢。假期期間，全國旅遊熱潮進一步釋放，為旅遊業增添活力。

作為中國在線旅遊平台行業的資深參與者，面對行業加速復甦，我們靈活應對充分顯現的旅遊熱情，並有效實施策略以抓住更多機會。我們利用自身的競爭優勢，包括強大的市場地位、多元化的流量來源、出色的創新能力及靈活的運營策略，再次取得超越行業平均水平的優異業績。

在回顧期內，我們錄得流量顯著增長，月付費用戶及年付費用戶均創新高，主要歸因於我們多元化的線上流量渠道及高效的用戶互動。截至二零二三年六月三十日止三個月及六個月，我們的平均月活躍用戶分別同比增加41.1%及27.7%至278.8百萬人及282.5百萬人。截至二零二三年六月三十日止三個月及六個月，我們的平均月付費用戶分別同比增加61.7%及44.6%至42.2百萬人及41.8百萬人。與去年同期相比，我們的付費比率於二零二三年第二季度上升至15.1%，創三年來的新高。截至二零二三年六月三十日止十二個月，年付費用戶環比增長8.6%至217.9百萬人，展現了我們於市場上出色的運營能力。



## BUSINESS REVIEW AND OUTLOOK 業務回顧與展望

For the second quarter of 2023, we executed our plans effectively to access the untapped market and seize opportunities in our advantageous markets in the midst of the industry revival. As a result, we registered a robust growth which once again surpassed the industry average. Our total GMV increased by 145.7% and 106.2% year-to-year to RMB59.7 billion and RMB116.9 billion for the three and six months ended June 30, 2023, mainly owing to the significant surge in our business volume. Our total revenue increased by 117.4% to RMB2,866.3 million and 79.6% to RMB5,452.4 million, for the three and six months ended June 30, 2023, respectively, driven by the tremendous market demand and our outstanding capabilities to capitalize on opportunities. Our adjusted net profit was RMB592.4 million and RMB1,096.0 million for the three and six months ended June 30, 2023, respectively, representing adjusted net margins of 20.7% and 20.1%, respectively.

### BUSINESS REVIEW

Amid the soaring travel enthusiasm, we seized on the sentiment and further increased engagement with users at multiple fronts to diversify our traffic sources and expand user base. We continuously deepened cooperation with Tencent and effectively explored various scenarios within its ecosystem. During the period under review, consistent efforts were made to optimized our operations in Weixin Search (搜一搜) so as to enhance user experience and user engagement. We also joined hands with WeChat Pay Hong Kong and co-launched a marketing campaign in Hong Kong to establish interactions with users in the region. For the second quarter of 2023, around 80% of our average MAUs were contributed by the Weixin mini program.

於二零二三年第二季度，我們有效地執行計劃以進入未開發的市場，並在行業復甦中抓住我們優勢市場的機遇。因此，我們錄得強勁增長，再次超越行業平均水平。截至二零二三年六月三十日止三個月及六個月，我們的總交易額同比增加145.7%及106.2%至人民幣597億元及人民幣1,169億元，主要得益於我們業務量的大幅增長。截至二零二三年六月三十日止三個月及六個月，受龐大的市場需求及我們把握機遇的卓越能力所推動，我們的總收入分別增加117.4%及79.6%至人民幣2,866.3百萬元及人民幣5,452.4百萬元。截至二零二三年六月三十日止三個月及六個月，我們的經調整溢利淨額分別為人民幣592.4百萬元及人民幣1,096.0百萬元，經調整淨利潤率分別為20.7%及20.1%。

### 業務回顧

在旅遊熱情高漲的情況下，我們借力這一情緒，多方面進一步增加與用戶的互動，以豐富我們的流量來源並擴大用戶群。我們持續深化與騰訊的合作並在其生態體系內高效探索各種場景。在回顧期內，我們持續努力優化微信搜一搜的運營以提升用戶體驗及用戶參與度。我們亦與微信支付香港攜手合作，於香港聯合推出營銷活動，建立與該地區用戶的互動。於二零二三年第二季度，我們約80%的平均月活躍用戶來自微信小程序。

We continued to explore other online and offline traffic channels to diversify our traffic sources. We forged a strategic alliance with one of the leading handset vendors in China and integrated our products and services into its ecosystem, enabling its users to access our air and train ticketing services, as well as accommodation reservation services with greater ease. We also maintained our collaboration with location-based APPs to broaden our user reach. In addition, we further enhanced our APPs to attract users with higher value and user stickiness. We sustained our growth in our offline user acquisition channels by exploring various scenarios. We partnered with hotels and leveraged our QR code scanning function to acquire users. Given the huge traffic volume of metro and intra-city buses, we expanded our public transit initiatives to more cities. The aforementioned offline user acquisition initiatives continued to make meaningful contribution to our MPUs for the second quarter of 2023.

We endeavor to enhance user value and improve user retention on our platform through in-depth analysis and precise operations. Over the past quarter, we further advanced our Black Whale membership program by introducing more exclusive benefits and privileges to our members. We also unveiled new membership versions to accommodate diverse travel occasions. We collaborated with the Jiangsu Provincial Department of Culture and Tourism (江蘇省文化和旅遊廳) and co-launched a digital membership that grants free access to all tourist attractions and several entertainment facilities within Jiangsu Province. Over the past quarter, the accumulated number of Black Whale members continued to expand at a significant rate.

我們繼續探索其他線上及線下流量渠道，豐富我們的流量來源。我們與中國領先的手機供應商之一建立戰略合作，將我們的產品及服務整合至其生態體系內，使其用戶能夠更輕鬆使用我們的機票及火車票票務服務以及住宿預訂服務。我們亦與基於定位的應用程序保持合作，以擴大我們的用戶覆蓋範圍。此外，我們進一步加強我們的應用程序以吸引具有更高價值及黏性的用戶。我們通過探索各種場景來維持我們線下獲客渠道的增長。我們與酒店合作，利用二維碼掃描功能獲取用戶。鑒於地鐵及市內公交汽車的流量巨大，我們將我們的公共交通項目擴展至更多城市。於二零二三年第二季度，上述線下獲客舉措繼續對我們的月付費用戶作出重要貢獻。

我們致力於通過深入分析及精細運營提升用戶價值並於平台上提高用戶留存率。於上一季度，我們進一步推進黑鯨會員計劃，向會員推出更多專屬福利及特權。我們亦推出新會員版本以迎合不同的旅遊場景。我們與江蘇省文化和旅遊廳合作，聯合推出可免費進入江蘇省內所有旅遊景點及多個娛樂設施的數字聯名卡。於上一季度，黑鯨會員的累計人數持續大幅增長。



## BUSINESS REVIEW AND OUTLOOK 業務回顧與展望

We strive to build a fun and entertaining brand identity among younger generations. In the past quarter, we launched several innovative marketing campaigns to promote our brand image. We sustained collaboration with Tencent Games and incorporated e-sports and games into our user engagement program by organizing several exciting and interactive events. We cooperated with Tencent Music and sponsored two grand music festivals in Macau to have our brand highly exposed among younger users. We also joined hands with a tourist destination in Jiangxi Province and co-hosted a music festival in the tourist destination. Through this novel interaction, we sought to further explore the ultimate boundary of travel experience with younger users.

With our strategic focus on lower-tier cities and our efforts in offline user acquisitions, we have successfully captured the opportunities in the lower-tier cities market and gained market share. During the quarter under review, we further penetrated lower-tier cities with lower online penetration rate which provided immense opportunities for the Company. As of June 30, 2023, our registered users residing in non-first-tier cities in China accounted for approximately 87% of the total registered users. For the three months ended June 30, 2023, around 70% of our new paying users on the Weixin platform were from non-first-tier cities in China.

We solidified long-term and sustainable relationships with various TSPs and persisted in delivering unparalleled one-stop-shop products and services to users. As of June 30, 2023, our online platforms offered over 400,000 routes operated by more than 750 airlines and agencies, over 2.5 million hotels selections and alternative accommodation options, approximately 430,000 bus routes, over 800 ferry routes and more than 10,000 domestic tourist attractions ticketing services.

我們致力於在年輕一代中建立有趣且具娛樂性的品牌形象。於上一季度，我們推出多種創新營銷活動以推廣我們的品牌形象。我們與騰訊遊戲維持合作，通過組織多個激動人心及具互動性的活動，將電競及遊戲納入我們的用戶互動項目。我們與騰訊音樂合作，贊助澳門的兩場大型音樂節，讓我們的品牌在年輕用戶中得到高度曝光。我們亦與江西省的一處旅遊目的地合作，在該目的地共同舉辦音樂節。通過這種新穎的互動，我們尋求與年輕用戶共同進一步探索旅遊體驗的更多可能性。

憑藉我們對下沉市場的戰略聚焦及我們於線下獲客方面的努力，我們已成功抓住下沉市場的機遇並獲得市場份額。於回顧季度，我們進一步滲透線上化率較低的下沉市場，這為本公司提供了巨大的機會。截至二零二三年六月三十日，居住在中國非一線城市的註冊用戶佔我們註冊用戶總數約87%。截至二零二三年六月三十日止三個月，微信平台新付費用戶中約70%來自中國非一線城市。

我們鞏固與各旅遊服務供應商的長期可持續關係，並堅持為用戶提供無可比擬的一站式產品及服務。截至二零二三年六月三十日，我們的線上平台提供由超過750間航空公司及代理運營的逾400,000條航線、逾2.5百萬家酒店及非標住宿選擇、約430,000條汽車路線、逾800條渡輪線路及逾10,000個國內旅遊景點的門票服務。

During the period under review, we once again registered record highs in terms of revenue and volume for our transportation ticketing and accommodation reservation businesses. For the three months ended June 30, 2023, our revenue from transportation ticketing services increased by 141.2% year-to-year from RMB619.5 million to the record high of RMB1,494.6 million, mainly driven by the surge in our total ticketing volume. Furthermore, we continued to improve our value-added service and product offerings. With regard to the air ticketing business, we made consistent efforts to build more diversified user profiles and further penetrated the market. Our domestic air ticket volume increased by 40% compared with the same period in 2019. Our international business further improved in the past quarter, owing to our efforts in bringing in more supplies and user interactions. In terms of the train ticketing business, we remained focused on enhancing user value and users' travel experience. In addition, we made concrete progress in enhancing the monetization capability of our bus ticketing business, as well as improving the operational efficiency of the business. Our accommodation business also displayed greater prominence and continued to set new highs both in its revenue and volume. For the three months ended June 30, 2023, our revenue from the accommodation business increased by 94.2% year-to-year from RMB543.5 million to the record high of RMB1,055.4 million. Our domestic room nights sold also registered more than 130% growth compared with the same period in 2019. We explored various occasions for hotel stays, such as stays surrounding music festivals and concerts which are becoming increasingly popular in 2023. Besides, we continued to execute our cross-sale strategy and carried out more precise operation and marketing activities by diving deeper into users' underlying preferences and needs.

Furthermore, efforts were made to diversify our business so as to enhance our influence in the industry and bring additional growth drivers to the Company. We have further developed our hotel management business and diversified our hotel brand portfolio ranging from low-star to high-star hotels. We have also tapped into the packaged tour market through the acquisitions of travel agency companies, which we believe will broaden our boundary in the travel industry.

於回顧期內，我們的交通票務及住宿預訂業務的收入與業務量再創新高。截至二零二三年六月三十日止三個月，我們來自交通票務服務的收入由人民幣619.5百萬元同比增加141.2%至人民幣1,494.6百萬元的歷史新高，主要受我們票務總量激增所推動。此外，我們繼續改善我們的增值服務及產品供應。機票票務業務方面，我們不斷努力以建立更多元化的用戶群體並進一步滲透市場。與二零一九年同期相比，我們國內機票票量增長40%。我們的國際業務於上一季度進一步改善，此乃得益於我們努力帶來更多供應及加強用戶互動。火車票票務業務方面，我們繼續專注於提升用戶價值及用戶出行體驗。此外，我們在提升汽車票務業務的變現能力及提升業務運營效率方面取得了實質的進展。我們的住宿業務亦展現出更大的優勢，收入及業務量持續創新高。截至二零二三年六月三十日止三個月，我們來自住宿業務的收入由人民幣543.5百萬元同比增加94.2%至人民幣1,055.4百萬元的歷史新高。我們國內間夜量亦較二零一九年同期錄得超過130%的增長。我們探索酒店住宿的各種場合，例如於二零二三年越來越受歡迎的音樂節及演唱會周邊住宿。此外，我們繼續執行交叉銷售策略，並通過更深入地挖掘用戶相關偏好及需求，進行更精細的運營及營銷活動。

此外，我們努力實現業務多元化以提升我們於行業內的影響力並為本公司帶來額外的增長動力。我們已進一步發展酒店管理業務，豐富我們覆蓋低星級至高星級酒店的酒店品牌組合。我們亦已通過收購旅行社公司進軍度假產品市場，我們相信這將拓寬我們於旅遊業的邊界。



## BUSINESS REVIEW AND OUTLOOK 業務回顧與展望

We aspire to transform from OTA to ITA and empower the travel industry with our profound internet expertise and advanced technology, aiming to build a highly efficient travel ecosystem. To provide users with more convenient and satisfying travel experience, we further optimized our Huixing system by visualizing its travel solutions with clearer product display. Meanwhile, we made more efforts to increase automation in our customer service by handing over standardized problems to AI-driven robots, which further enhanced the customer service efficiency. Besides, we worked closely with our business partners to proactively explore the application of Artificial Intelligence Generated Content (AIGC) in our business, which we believe will further increase our operational efficiency in the future. Moreover, we fortified our relationship with upstream suppliers and capitalized on our outstanding innovation capabilities to expedite the digitalization of the travel industry. Over the past quarter, we established cooperation with Chengdu Shuangliu International Airport, through which we will help the airport develop a transit system to attract transit passengers. We also established a strategic partnership with Henan Province Airport Group to help it develop combined transport solutions, integrated membership program, and digitalization platform. Furthermore, through our comprehensive hotel PMS brand matrix, we provided Software-as-a-Service (SaaS) solutions to more individual and chain hotels as well as alternative accommodation to optimize operational efficiencies.

As a socially responsible enterprise, we are determined to contribute to the sustainable development of the travel industry as well as the society. In light of the full recovery of the travel industry, we initiated a training program on digital operation and marketing of rural tourism for tourism professionals from Sichuan Province, so as to help stimulate and accelerate the growth of the rural economy. Moreover, we collaborated with over 200 hotels across China to offer college entrance examinees and their parents free stationery, water, and comfortable rest areas. Given the excellence we have achieved in corporate sustainability, we were for the first time included in The Sustainability Yearbook (China) 2023 by S&P Global.

我們志在從在線旅遊平台轉型為智能出行管家，並以深厚的互聯網專業知識及先進的技術賦能旅遊業，以建立高效的旅遊生態體系。為向用戶提供更方便及更滿意的出行體驗，我們進一步優化了慧行系統，通過更清晰的產品展示將其出行解決方案可視化。同時，我們加大力度提升客戶服務的自動化，將標準化的問題交由人工智能驅動的機器人處理，進一步提升客戶服務效率。此外，我們與業務合作夥伴緊密合作，積極探索於我們的業務中應用人工智能生成內容(AIGC)，我們認為這將在日後進一步提升我們的運營效率。另外，我們加強與上游供應商的關係，利用卓越的創新能力加快旅遊業數字化。於上一季度，我們與成都雙流國際機場合作。通過該合作，我們將幫助機場開發中轉系統以吸引中轉旅客。我們亦與河南省機場集團建立戰略合作夥伴關係，以幫助其開發聯運解決方案、綜合會員計劃及數字化平台。此外，通過我們全面的酒店PMS品牌矩陣，我們向更多單體與連鎖酒店以及非標住宿提供軟件即服務(SaaS)解決方案以優化運營效率。

作為具有社會責任的企業，我們決心為旅遊業及社會的可持續發展作出貢獻。鑒於旅遊業的全面復甦，我們為來自四川省的旅遊專業人士啟動了鄉村旅遊數字化運營及營銷的培訓計劃，以幫助刺激及加速鄉村經濟增長。此外，我們與全國超過200間酒店合作，為高考考生及其家長提供免費文具、水及舒適的休息區。鑒於我們於企業可持續發展方面取得的優異成績，我們首次入選標普全球《可持續發展年鑑（中國版）2023》。



## BUSINESS OUTLOOK AND STRATEGIES

China's domestic travel market has been further recovering in recent months with travel demand unleashed in full swing. The demand has been robust during summer holidays, with various cohorts such as students, businesses, and families pursuing local and short-haul travel as well as long-haul tours, which has substantially benefited our businesses.

We uphold a high degree of optimism regarding the prospects of China's travel industry. The travel market will continue to experience immense growth as the tourism-related infrastructure still have ample room for advancement, particularly in lower-tier cities. Besides, the Chinese government launched various policies to advance the development of China's travel industry and encourage domestic tourism consumption. Moreover, fundamental changes in consumer behavior, such as the increasing popularity in short-haul travel and staycations, will also serve as additional drivers for the future development of the industry.

Looking ahead, we will continue to leverage on our competitive advantages in terms of diversified traffic sources, solid market position, flexible operation strategy, and advanced technological capabilities. We will strive to magnify users' value and stickiness while expanding user base. We will further enhance our products and services to provide more satisfying experience to our users. We will also seize market opportunities and look into international business potentials. Moreover, we will persist in advancing our technology to transform from an OTA to an ITA. On the other side, we will also explore investment opportunities that align with our strategies to support future business growth. Last but not least, we will uphold our focus on corporate governance, environmental protection, and social responsibility in our operations to generate long-term sustainable value for our stakeholders and communities.

## 業務前景及策略

近幾個月來，中國國內旅遊市場已進一步恢復，旅遊需求全面釋放。暑假期間需求強勁，學生、商旅及家庭等各個群體均開展本地、短途以及長途旅行，這對我們的業務大有裨益。

我們對中國旅遊業的前景持高度樂觀的態度。由於旅遊相關的基礎建設仍有充足的發展空間，尤其是在下沉市場，因此旅遊市場將繼續大幅增長。此外，中國政府推出多項政策以促進中國旅遊業發展並鼓勵國內旅遊消費。另外，消費者行為的根本性轉變，例如短途旅行和本地度假越來越受歡迎，亦將成為行業未來發展的額外推動力。

展望未來，我們將繼續利用我們在多元化流量來源、穩健的市場地位、靈活的運營策略及先進的技術能力方面的競爭優勢。我們將在擴大用戶群的同時努力提升用戶價值及黏性。我們將進一步提升我們的產品及服務，為用戶提供更稱心滿意的體驗。我們亦將抓緊市場機遇並開拓國際業務的潛力。此外，我們將堅持發展我們的技術，從在線旅遊平台轉型為智能出行管家。另一方面，我們亦將探索符合我們策略的投資機會，以支持日後的業務增長。最後，我們將在運營中堅持對企業管治、環境保護及社會責任的關注，為我們的利益相關者及社會創造長期可持續價值。



## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Second Quarter of 2023 compared to Second Quarter of 2022

二零二三年第二季度與二零二二年第二季度的比較

		Unaudited Three months ended June 30, 未經審核 截至六月三十日止三個月	
		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Revenue	收入	2,866,269	1,318,650
Cost of revenue	銷售成本	(703,284)	(383,230)
<b>Gross profit</b>	<b>毛利</b>	<b>2,162,985</b>	935,420
Service development expenses	服務開發開支	(427,826)	(324,879)
Selling and marketing expenses	銷售及營銷開支	(1,107,860)	(574,681)
Administrative expenses	行政開支	(207,641)	(134,877)
Net reversal/(provision) for impairment loss on financial assets	金融資產減值虧損撥回/(撥備)淨額	4,290	(15,322)
Fair value changes on investments measured at fair value through profit or loss	按公允價值計量且其變動計入損益的投資公允價值變動	32,932	28,759
Other income	其他收入	40,408	44,782
Other losses – net	其他虧損淨額	(80,147)	(87,654)
<b>Operating profit/(loss)</b>	<b>經營溢利/(虧損)</b>	<b>417,141</b>	(128,452)
Finance income	財務收入	41,488	9,678
Finance costs	財務費用	(43,215)	(23,283)
Share of results of associates	應佔聯營公司業績	11,139	(19,911)
<b>Profit/(loss) before income tax</b>	<b>除所得稅前溢利/(虧損)</b>	<b>426,553</b>	(161,968)
Income tax (expense)/credit	所得稅(開支)/抵免	(66,572)	26,764
<b>Profit/(loss) for the period</b>	<b>期內溢利/(虧損)</b>	<b>359,981</b>	(135,204)
Profit/(loss) attributable to:	以下各項應佔溢利/(虧損):		
Equity holders of the Company	本公司權益持有人	355,920	(132,138)
Non-controlling interests	非控股權益	4,061	(3,066)
		<b>359,981</b>	(135,204)
Adjusted net profit for the period <sup>(a)</sup>	期內經調整溢利淨額 <sup>(a)</sup>	<b>592,395</b>	112,003

Note:

(a) Please see "Other Financial Information – Non-IFRS Financial Measures" below for more information about adjusted net profit for the period.

附註:

(a) 有關期內經調整溢利淨額的更多資料，請參閱下文「其他財務資料 – 非國際財務報告準則財務計量」。

## REVENUE

Our revenue was generated primarily from accommodation reservation business and transportation ticketing business. The following table sets forth a breakdown of our revenue in absolute amount and as a percentage of the total revenue for the periods indicated:

		Unaudited Three months ended June 30, 未經審核 截至六月三十日止三個月			
		2023 二零二三年		2022 二零二二年	
		RMB'000 人民幣千元		RMB'000 人民幣千元	
Accommodation reservation services	住宿預訂服務	1,055,396	36.8%	543,526	41.2%
Transportation ticketing services	交通票務服務	1,494,582	52.1%	619,521	47.0%
Others	其他	316,291	11.1%	155,603	11.8%
<b>Total revenue</b>	<b>總收入</b>	<b>2,866,269</b>	<b>100.0%</b>	<b>1,318,650</b>	<b>100.0%</b>

Revenue increased by 117.4% from RMB1,318.7 million for the three months ended June 30, 2022 to RMB2,866.3 million for the three months ended June 30, 2023.

## ACCOMMODATION RESERVATION SERVICES

We present accommodation reservation revenue on a net basis in circumstances where we do not assume inventory risk, and on a gross basis in circumstances where we pre-purchase accommodation room nights for which we take inventory risk. Revenue recognized on a gross basis represents the amounts billed to the users for the room nights sold, while the prices at which we pre-purchase the room nights from the accommodation suppliers are recorded as cost of revenue.

Revenue from accommodation reservation services increased by 94.2% from RMB543.5 million for the three months ended June 30, 2022 to RMB1,055.4 million in the same period of 2023. The increase was mainly due to the increased demand of accommodation reservation services and various occasions for hotel stays we explored.

## 收入

我們的收入主要來自住宿預訂業務及交通票務業務。下表載列所示期間收入明細的絕對金額及佔總收入的百分比：

收入由截至二零二二年六月三十日止三個月的人民幣1,318.7百萬元增加117.4%至截至二零二三年六月三十日止三個月的人民幣2,866.3百萬元。

## 住宿預訂服務

在不承擔存貨風險的情況下，住宿預訂收入按淨額基準呈現，在買斷住宿間夜並就此承擔存貨風險的情況下，住宿預訂收入按總額基準呈現。按總額基準確認的收入指就銷售間夜向用戶開出單據的金額，而我們向住宿供應商買斷間夜的價格列作銷售成本。

住宿預訂服務的收入由截至二零二二年六月三十日止三個月的人民幣543.5百萬元增加94.2%至二零二三年同期的人民幣1,055.4百萬元。該增加主要是由於住宿預訂服務的需求增加以及我們探索的各種酒店住宿場景。



## TRANSPORTATION TICKETING SERVICES

We generated transportation ticketing revenue primarily from commissions received from suppliers of transportation tickets, travel insurance and other ancillary value-added travel products and services. In these transactions, we acted primarily as an agent, assumed no inventory risk and no obligations for cancelled ticket reservations, and therefore recorded the majority of our revenue on a net basis.

Revenue from transportation ticketing services increased by 141.2% from RMB619.5 million for the three months ended June 30, 2022 to RMB1,494.6 million for the three months ended June 30, 2023, which was mainly due to the strong rebound in demand in transportation ticketing services.

## OTHERS

Revenue from others mainly includes: (i) revenue from advertising services; (ii) revenue generated from hotel management services; (iii) revenue from corporate travel services; (iv) revenue from membership services; (v) revenue from attraction ticketing services.

Revenue from others increased by 103.3% to RMB316.3 million for the three months ended June 30, 2023 from RMB155.6 million for the three months ended June 30, 2022.

## COST OF REVENUE

Our cost of revenue primarily consists of: (i) order processing cost, representing the fees we pay to banks and payment channels for processing user payments; (ii) employee benefit expenses, representing the wages, salaries, and other benefits (including share-based compensation) for our user services and TSP services employees; (iii) procurement costs, which represent the costs for sourcing ancillary value-added travel products and services from service providers; (iv) cost of pre-purchased travel related products, representing the prices we pay to TSPs to purchase travel products for which we take inventory risk; (v) bandwidth and servers custody fee; (vi) depreciation of property, plant and equipment and right-of-use assets; and (vii) others, which primarily include telephone and communication costs, tax and surcharges, travel and entertainment expenses, professional service fees and subcontractor charges, user fulfilment fees (which represent compensation paid to users due to user and customers complaints), and short-term rental and utility fees.

## 交通票務服務

交通票務產生的收入主要來自向交通票證、旅遊保險及其他配套增值旅遊產品及服務供應商收取的佣金。我們在該等交易中主要擔任代理，不承擔存貨風險且不對已經取消的票證預訂承擔責任，故此按淨額基準確認我們的大部分收入。

交通票務服務收入由截至二零二二年六月三十日止三個月之人民幣619.5百萬元增加141.2%至截至二零二三年六月三十日止三個月的人民幣1,494.6百萬元，主要是由於交通票務服務的需求強勁反彈。

## 其他

其他收入主要包括：(i)廣告服務收入；(ii)酒店管理服務所得收入；(iii)商務旅遊服務收入；(iv)會員服務收入；(v)景點門票服務收入。

其他收入由截至二零二二年六月三十日止三個月的人民幣155.6百萬元增加103.3%至截至二零二三年六月三十日止三個月的人民幣316.3百萬元。

## 銷售成本

我們的銷售成本主要包括：(i)訂單處理成本，即我們就處理用戶付款向銀行及支付渠道支付的費用；(ii)僱員福利開支，即用戶服務及旅遊服務供應商服務的員工的工資、薪金及其他福利（包括以股份為基礎的酬金）；(iii)採購成本（指向服務供應商採購配套增值旅遊產品及服務的成本）；(iv)買斷旅遊相關產品的成本，即我們就購買承擔存貨風險的旅遊產品向旅遊服務供應商支付的價格；(v)帶寬及服務器保管費；(vi)物業、廠房及設備和使用權資產折舊；及(vii)其他，主要包括電話及通訊成本、稅項及附加費、差旅及招待費用、專業服務費用及分包費、用戶履行費（指因用戶及客戶投訴而向用戶支付的賠償）以及短期租金及公用設施費用。

The following table sets forth a breakdown of our cost of revenue in absolute amount and as a percentage of total cost of revenue for the three months ended June 30, 2023 and 2022:

下表載列截至二零二三年及二零二二年六月三十日止三個月銷售成本明細的絕對金額及佔總銷售成本的百分比：

		<b>Unaudited</b>			
		<b>Three months ended June 30,</b>			
		<b>未經審核</b>			
		<b>截至六月三十日止三個月</b>			
		<b>2023</b>		<b>2022</b>	
		<b>二零二三年</b>		<b>二零二二年</b>	
		<b>RMB'000</b>		<b>RMB'000</b>	
		<b>人民幣千元</b>		<b>人民幣千元</b>	
Order processing cost	訂單處理成本	325,788	46.3%	147,763	38.6%
Employee benefit expenses	僱員福利開支	120,396	17.1%	73,518	19.2%
Procurement costs	採購成本	90,262	12.8%	32,496	8.5%
Cost of pre-purchased travel related products	買斷旅遊相關產品的成本	58,484	8.3%	34,499	9.0%
Bandwidth and servers custody fee	帶寬及服務器保管費	36,347	5.2%	35,312	9.2%
Depreciation of property, plant and equipment and right-of-use assets	物業、廠房及設備和使用權資產折舊	32,480	4.6%	31,061	8.1%
Others	其他	39,527	5.7%	28,581	7.4%
<b>Total cost of revenue</b>	<b>總銷售成本</b>	<b>703,284</b>	<b>100.0%</b>	<b>383,230</b>	<b>100.0%</b>

Cost of revenue increased by 83.5% from RMB383.2 million for the three months ended June 30, 2022 to RMB703.3 million for the three months ended June 30, 2023. The increase was mainly due to: (i) an increase in order processing cost as a result of the increased GMV; (ii) an increase in employee benefit expenses driven by the increased employee number of our hotel management services; (iii) an increase in procurement cost resulting from increased cost of ancillary value-added user services and cost of advertising services; (iv) an increase in cost of pre-purchased travel related products from RMB34.5 million for the three months ended June 30, 2022 to RMB58.5 million for the three months ended June 30, 2023. Excluding share-based compensation charges, cost of revenue accounted for 24.5% of revenue for the three months ended June 30, 2023, which decreased from 28.7% for the same period of 2022.

銷售成本由截至二零二二年六月三十日止三個月的人民幣383.2百萬元增加83.5%至截至二零二三年六月三十日止三個月的人民幣703.3百萬元。該增加主要是由於：(i)因交易額增加，令訂單處理成本增加；(ii)酒店管理服務的員工數目增加令僱員福利開支增加；(iii)配套增值用戶服務成本及廣告服務成本增加令採購成本增加；(iv)買斷旅遊相關產品的成本由截至二零二二年六月三十日止三個月的人民幣34.5百萬元增加至截至二零二三年六月三十日止三個月的人民幣58.5百萬元。剔除以股份為基礎的酬金費用，截至二零二三年六月三十日止三個月的銷售成本佔收入的比例由二零二二年同期的28.7%減少至24.5%。



## SERVICE DEVELOPMENT EXPENSES

Service development expenses increased 31.7% from RMB324.9 million for the three months ended June 30, 2022 to RMB427.8 million for the three months ended June 30, 2023. The increase was mainly due to the increased number of IT employees and relevant increased employee benefit expenses. Excluding share-based compensation charges, service development expenses accounted for 14.4% of revenue for the three months ended June 30, 2023, which decreased from 22.3% for the same period of 2022.

## SELLING AND MARKETING EXPENSES

Selling and marketing expenses increased by 92.8% from RMB574.7 million for the three months ended June 30, 2022 to RMB1,107.9 million for the three months ended June 30, 2023. The increase was mainly due to the increase in advertising and promotion expenses and commission expenses. Excluding share-based compensation charges, selling and marketing expenses accounted for 38.4% of revenue for the three months ended June 30, 2023, compared with 42.7% for the same period of 2022.

## ADMINISTRATIVE EXPENSES

Administrative expenses increased from RMB134.9 million for the three months ended June 30, 2022 to RMB207.6 million for the three months ended June 30, 2023, which was mainly due to the increase in employee benefit expenses. Excluding share-based compensation charges, administrative expenses accounted for 5.4% of revenue for the three months ended June 30, 2023, which decreased from 6.0% for the same period of 2022.

## NET REVERSAL/(PROVISION) FOR IMPAIRMENT LOSS ON FINANCIAL ASSETS

We recorded net reversal for impairment loss on financial assets of RMB4.3 million for the three months ended June 30, 2023 and net provision for impairment loss on financial assets of RMB15.3 million for the same period of 2022, which was mainly due to the decrease in expected credit loss of trade and other receivables.

## 服務開發開支

服務開發開支由截至二零二二年六月三十日止三個月之人民幣324.9百萬元增加31.7%至截至二零二三年六月三十日止三個月之人民幣427.8百萬元。該增加主要是由於資訊科技僱員人數增加及相關員工福利開支增加。剔除以股份為基礎的酬金費用，截至二零二三年六月三十日止三個月之服務開發開支佔收入的比例由二零二二年同期之22.3%減少至14.4%。

## 銷售及營銷開支

銷售及營銷開支由截至二零二二年六月三十日止三個月之人民幣574.7百萬元增加92.8%至截至二零二三年六月三十日止三個月之人民幣1,107.9百萬元。該增加主要是由於廣告及推廣開支以及佣金開支增加所致。剔除以股份為基礎的酬金費用，截至二零二三年六月三十日止三個月之銷售及營銷開支佔收入的比例為38.4%，而二零二二年同期則為42.7%。

## 行政開支

行政開支由截至二零二二年六月三十日止三個月的人民幣134.9百萬元增加至截至二零二三年六月三十日止三個月之人民幣207.6百萬元，主要是由於僱員福利開支增加。剔除以股份為基礎的酬金費用，截至二零二三年六月三十日止三個月之行政開支佔收入的比例由二零二二年同期之6.0%減少至5.4%。

## 金融資產減值虧損撥回／（撥備）淨額

截至二零二三年六月三十日止三個月，我們錄得金融資產減值虧損撥回淨額人民幣4.3百萬元，而二零二二年同期金融資產減值虧損撥備淨額為人民幣15.3百萬元，主要是由於貿易及其他應收款項的預期信貸虧損減少所致。

## FAIR VALUE CHANGES ON INVESTMENTS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS

We recorded fair value gains of RMB32.9 million on investments measured at fair value through profit or loss for the three months ended June 30, 2023, compared with RMB28.8 million for the three months ended June 30, 2022, which was driven by the increase the net fair value gains on our investments in certain public and private companies and partially offset by the decrease in fair value gains in wealth management products.

## OTHER INCOME

We recorded other income of RMB40.4 million for the three months ended June 30, 2023, compared with RMB44.8 million for the three months ended June 30, 2022. The decrease was mainly due to less government subsidies received.

## OTHER LOSSES – NET

We recorded net other losses of RMB80.1 million for the three months ended June 30, 2023 and RMB87.7 million for the three months ended June 30, 2022, respectively. The slight decrease in other losses – net was mainly due to the increase in foreign exchange losses and partially offset by gains on foreign currency financial instruments.

## INCOME TAX (EXPENSE)/CREDIT

We recorded an income tax expense of RMB66.6 million for the three months ended June 30, 2023 and income tax credit of RMB26.8 million for the three months ended June 30, 2022, respectively, as a result of the increase in current income tax charge and the recognition of deferred income tax credit for tax losses and other temporary differences for the three months ended June 30, 2023.

## PROFIT/(LOSS) ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

As a result of the foregoing, profit attributable to equity holders of the Company increased from a loss of RMB132.1 million for the three months ended June 30, 2022 to a profit of RMB355.9 million for the three months ended June 30, 2023.

## 按公允價值計量且其變動計入損益 的投資公允價值變動

截至二零二三年六月三十日止三個月，我們錄得按公允價值計量且其變動計入損益的投資公允價值收益人民幣32.9百萬元，而截至二零二二年六月三十日止三個月則為人民幣28.8百萬元，乃受我們於若干公眾及私人公司投資的公允價值收益淨額增加所驅動，部分被理財產品的公允價值收益減少所抵銷。

## 其他收入

截至二零二三年六月三十日止三個月，我們錄得其他收入人民幣40.4百萬元，而截至二零二二年六月三十日止三個月則為人民幣44.8百萬元。該減少主要是由於已收取更少政府補貼。

## 其他虧損淨額

我們於截至二零二三年六月三十日止三個月及截至二零二二年六月三十日止三個月分別錄得其他虧損淨額人民幣80.1百萬元及人民幣87.7百萬元。其他虧損淨額輕微減少主要是由於匯兌虧損增加，部分被外幣金融工具的收益增加抵銷所致。

## 所得稅(開支)／抵免

我們於截至二零二三年六月三十日止三個月及截至二零二二年六月三十日止三個月分別錄得所得稅開支人民幣66.6百萬元及所得稅抵免人民幣26.8百萬元，乃由於截至二零二三年六月三十日止三個月的當期所得稅費用的增加以及就稅項虧損及其他暫時性差異確認遞延所得稅抵免。

## 本公司權益持有人應佔溢利／(虧損)

綜上所述，本公司權益持有人應佔溢利由截至二零二二年六月三十日止三個月的虧損人民幣132.1百萬元增加至截至二零二三年六月三十日止三個月的溢利人民幣355.9百萬元。



## OTHER FINANCIAL INFORMATION

### Non-IFRS Financial Measures

To supplement our consolidated results, which are presented in accordance with IFRS, we also use certain non-IFRS measures, namely adjusted EBITDA and adjusted net profit for the period, as additional financial metrics. These non-IFRS financial measures are not required by or presented in accordance with IFRS.

Adjusted EBITDA is defined as operating profit adjusted for (i) share-based compensation, gross; (ii) amortization of intangible assets; (iii) depreciation of property, plant and equipment, and right-of-use assets; (iv) foreign exchange loss, net; (v) net gains on investees; and (vi) others, including acquisition-related cost and net (gain)/losses on foreign currency financial instruments. Adjusted net profit for the period is defined as profit for the period adjusted for (i) share-based compensation, net; (ii) the amortization of intangible assets from acquisition; (iii) foreign exchange loss, net; (iv) net gains on investees; and (v) others, including acquisition-related cost, net (gain)/losses on foreign currency financial instruments and depreciation of property, plant and equipment and right-of-use assets from acquisition.

The above items are excluded from our adjusted EBITDA and adjusted net profit for the period measures because these items are either non-cash in nature, or are not driven by core operations which render comparisons with prior periods and competitors less meaningful. We believe the adjusted EBITDA and adjusted net profit for the period are useful measures for the analysts and investors as basis for evaluation of our future on-going operating performance as these measures allow more meaningful comparison of our performance and projected cash earnings with our historical results from prior periods and to the results of our competitors. Moreover, management uses these measures internally to evaluate the performance of our business as a whole. However, our presentation of such non-IFRS measures may not be comparable to similarly titled measures presented by other companies. The use of these non-IFRS measures has limitations as an analytical tool, and you should not consider it in isolation from, or as substitute for analysis of, our results of operations or financial condition as reported under IFRS.

## 其他財務資料

### 非國際財務報告準則財務計量

為補充根據國際財務報告準則呈列的綜合業績，我們亦使用若干非國際財務報告準則計量（即經調整EBITDA及期內經調整溢利淨額）作為額外財務指標。該等非國際財務報告準則財務計量並非國際財務報告準則所規定，亦並非按其呈列。

經調整EBITDA定義為經以下項目調整的經營溢利(i)以股份為基礎的酬金總額；(ii)無形資產攤銷；(iii)物業、廠房及設備和使用權資產折舊；(iv)匯兌虧損淨額；(v)被投資方的收益淨額；及(vi)其他，包括收購相關成本及外幣金融工具的淨(收益)/虧損。期內經調整溢利淨額定義為經以下項目調整的期內溢利(i)以股份為基礎的酬金淨額；(ii)所收購的無形資產攤銷；(iii)匯兌虧損淨額；(iv)被投資方的收益淨額；及(v)其他，包括收購相關成本、外幣金融工具的淨(收益)/虧損以及已收購物業、廠房及設備和使用權資產的折舊。

上述項目從期內經調整EBITDA及期內經調整溢利淨額的計量中剔除乃由於該等項目屬於非現金性質，或並非受核心業務所驅動，導致其與過往期間及競爭對手的比較意義不大。我們認為期內經調整EBITDA及期內經調整溢利淨額對分析師和投資者而言屬有用的計量指標，可作為評估我們未來持續經營表現的依據，原因是該等計量指標可讓我們的表现及預測現金收益與我們過往期間的歷史業績及競爭對手的業績進行更具意義的比較。此外，管理層內部使用該等計量指標來評估我們的整體業務表現。然而，該等非國際財務報告準則計量的呈列未必可與其他公司所列類似計量指標相比。該等非國際財務報告準則計量作為分析工具的使用存在局限性，不應視其為獨立於或可代替我們根據國際財務報告準則所呈報經營業績或財務狀況的分析。



a. Reconciliation of adjusted EBITDA from operating profit/(loss)

The following table reconciles adjusted EBITDA to operating profit/(loss), its most directly comparable financial measure calculated and presented in accordance with IFRS for the periods presented:

		Unaudited Three months ended June 30, 未經審核 截至六月三十日止三個月 2023 二零二三年 RMB'000 人民幣千元		Unaudited Six months ended June 30, 未經審核 截至六月三十日止六個月 2023 二零二三年 RMB'000 人民幣千元	
		2022 二零二二年 RMB'000 人民幣千元		2022 二零二二年 RMB'000 人民幣千元	
<b>Operating profit/(loss)</b>	<b>經營溢利／(虧損)</b>	<b>417,141</b>	(128,452)	<b>882,562</b>	9,368
Add/(less):	加／(減)：				
Share-based compensation, gross <sup>(a)</sup>	以股份為基礎的 酬金總額 <sup>(a)</sup>	77,954	101,886	168,613	196,800
Amortization of intangible assets	無形資產攤銷	168,771	157,155	336,747	313,927
Depreciation of property, plant and equipment and right-of-use assets	物業、廠房及設備和 使用權資產折舊	52,977	51,731	104,493	101,593
Foreign exchange loss, net <sup>(b)</sup>	匯兌虧損淨額 <sup>(b)</sup>	131,023	106,715	98,914	100,058
Net gains on investees <sup>(c)</sup>	被投資方的收益淨額 <sup>(c)</sup>	(13,517)	(13,064)	(19,096)	(7,393)
Others	其他	(28,510)	16,263	(34,189)	16,318
<b>Adjusted EBITDA</b>	<b>經調整EBITDA</b>	<b>805,839</b>	292,234	<b>1,538,044</b>	730,671

Notes:

- (a) Represents gross expense related to equity-settled share-based payment transactions. This is a non-cash item and the value is determined by valuation techniques involving a few parameters out of the management's control such as macro economy index and retention rate of grantees.
- (b) Represents foreign exchange loss which is the result of macro-economic factors and can vary significantly from one period to the next.
- (c) Includes dividend income, fair value changes on equity investments, and losses/(gains) on disposal of investees or subsidiaries.

a. 經調整EBITDA與經營溢利／(虧損)的對賬

下表載列於所呈報期間經調整EBITDA與經營溢利／(虧損)的對賬，為根據國際財務報告準則計算及呈列的最具直接可比性的財務計量方法：

附註：

- (a) 指與以權益結算以股份為基礎的付款交易相關的開支總額。此乃一項非現金項目，數值乃經涉及若干參數的估值技術釐定，該等參數不受管理層控制，例如宏觀經濟指數及承授人的保持率。
- (b) 指匯兌虧損，其為宏觀經濟因素的結果，於不同期間可能出現重大差異。
- (c) 包括股息收入、股權投資的公允價值變動及出售被投資方或附屬公司的虧損／(收益)。



**b. Reconciliation of adjusted profit for the period from profit/(loss) for the period**

The following table reconciles our adjusted net profit for the period to profit/(loss) for the period, its most directly comparable financial measure calculated and presented in accordance with IFRS, for the periods presented:

**b. 期內經調整溢利與期內溢利／(虧損)的對賬**

下表載列於所呈報期間的期內經調整溢利淨額與期內溢利／(虧損)的對賬，為根據國際財務報告準則計算及呈列的最具直接可比性的財務計量方法：

		Unaudited Three months ended June 30, 未經審核 截至六月三十日止三個月		Unaudited Six months ended June 30, 未經審核 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元	2022 二零二三年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二三年 RMB'000 人民幣千元
<b>Profit/(loss) for the period</b>	<b>期內溢利／(虧損)</b>	<b>359,981</b>	(135,204)	<b>738,949</b>	(37,967)
Add/(less):	加／(減)：				
Share-based compensation, net <sup>(a)</sup>	以股份為基礎的 酬金淨額 <sup>(a)</sup>	79,400	84,772	184,467	181,073
Amortization of intangible assets from acquisition <sup>(b)</sup>	收購所得無形資產 攤銷 <sup>(b)</sup>	63,113	52,509	125,131	104,880
Foreign exchange loss, net <sup>(c)</sup>	匯兌虧損淨額 <sup>(c)</sup>	131,023	106,715	98,914	100,058
Net gains on investees <sup>(d)</sup>	被投資方的收益淨額 <sup>(d)</sup>	(13,517)	(13,064)	(19,096)	(7,393)
Others	其他	(27,605)	16,275	(32,379)	16,342
<b>Adjusted net profit for the period</b>	<b>期內經調整溢利淨額</b>	<b>592,395</b>	112,003	<b>1,095,986</b>	356,993

Notes:

- (a) Represents expense related to equity-settled share-based payment transactions, net of the tax effect of temporary difference arises between the share-based compensation recognized in profit or loss and the tax deduction to be obtained in the future.
- (b) Represents amortization of intangible assets in relation to business combinations.
- (c) Represents foreign exchange loss which is the result of macro-economic factors and can vary significantly from one period to the next.
- (d) Includes dividend income, fair value changes on equity investments, and losses/(gains) on disposal of investees or subsidiaries.

附註：

- (a) 指與以權益結算以股份為基礎的付款交易相關的開支，扣除於損益確認以股份為基礎的酬金與日後將取得的稅項扣減之間產生的暫時差額的稅務影響。
- (b) 指有關業務合併的無形資產攤銷。
- (c) 指匯兌虧損，其為宏觀經濟因素的結果，於不同期間可能出現重大差異。
- (d) 包括股息收入、股權投資的公允價值變動及出售被投資方或附屬公司的虧損／(收益)。

Share-based compensation included in cost of revenue and expense items as follows:

計入銷售成本及開支項目的以股份為基礎的酬金如下：

		Unaudited Three months ended June 30, 未經審核 截至六月三十日止三個月 2023 二零二三年 RMB'000 人民幣千元		Unaudited Six months ended June 30, 未經審核 截至六月三十日止六個月 2022 二零二二年 RMB'000 人民幣千元	
Cost of revenue	銷售成本	2,248	4,720	4,832	9,055
Service development expenses	服務開發開支	16,184	30,232	34,860	58,054
Selling and marketing expenses	銷售及營銷開支	7,348	11,519	15,825	22,212
Administrative expenses	行政開支	52,174	55,415	113,096	107,479
<b>Total share-based compensation, gross</b>	<b>以股份為基礎的酬金總額</b>	<b>77,954</b>	<b>101,886</b>	<b>168,613</b>	<b>196,800</b>
Tax effect of temporary difference	暫時差額的稅務影響	1,446	(17,114)	15,854	(15,727)
<b>Total share-based compensation, net</b>	<b>以股份為基礎的酬金淨額</b>	<b>79,400</b>	<b>84,772</b>	<b>184,467</b>	<b>181,073</b>

Liquidity and Financial Resources

We fund our liquidity needs mainly from (i) net cash generated from our business operations; and (ii) bank borrowings.

We had cash and cash equivalents of RMB5,404.7 million and RMB2,813.9 million as of June 30, 2023 and 2022, respectively.

As of June 30, 2023, all the Group's borrowings are denominated in RMB or USD, and bear interest at China Interbank Offered Rate, London Interbank Offered Rate, China Loan Prime Rate or Secured Overnight Financing Rate with margin. For certain borrowings, they are at fixed rate from September 16, 2021 onwards or at Secured Overnight Financing Rate from January 18, 2023 onwards. For details on the level of borrowings and maturity profile of the bank loans of the Company and the Group as at June 30, 2023, please refer to note 22 to the Interim Condensed Consolidated Financial information. The Group assesses its creditworthiness based on its business and financial condition.

The Group assesses its creditworthiness based on its business and financial risk profile and monitors its capital by regularly reviewing its cash position to which reflects the Group's financial and liquidity position.

流動資金及財務資源

我們主要以(i)業務運營所得現金淨額；及(ii)銀行借款撥付流動資金需求。

截至二零二三年及二零二二年六月三十日，我們分別擁有現金及現金等價物人民幣5,404.7百萬元及人民幣2,813.9百萬元。

截至二零二三年六月三十日，本集團所有借款以人民幣或美元計值，並按中國銀行間同業拆放利率、倫敦銀行同業拆借利率、中國貸款市場報價利率或有抵押隔夜融資利率加上利率計息。若干借款自二零二一年九月十六日起按固定利率計息，或自二零二三年一月十八日起按有抵押隔夜融資利率計息。有關本公司及本集團於二零二三年六月三十日的借款水平及銀行貸款到期情況的詳情，請參閱中期簡明綜合財務資料附註22。本集團根據其業務及財務狀況評估其信譽。

本集團根據其業務及財務風險狀況評估其信譽，並透過定期審閱其反映本集團財務及流動資金狀況的現金狀況以監控其資本。



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

下表載列我們於所示期間的現金流量：

		<b>Unaudited</b>	
		<b>For the six months</b>	
		<b>ended June 30,</b>	
		<b>未經審核</b>	
		<b>截至六月三十日止六個月</b>	
		<b>2023</b>	2022
		<b>二零二三年</b>	二零二二年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Net cash generated from operating activities	經營活動所得現金淨額	2,271,243	187,917
Net cash used in investing activities	投資活動所用現金淨額	(103,243)	(1,337,563)
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額	(317,825)	1,856,760
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等價物增加淨額</b>	<b>1,850,175</b>	707,114
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	3,546,988	2,045,604
Effect of exchange rate changes on cash and cash equivalents	匯率變動對現金及現金等價物的影響	7,563	61,196
<b>Cash and cash equivalents at end of the period</b>	<b>期末現金及現金等價物</b>	<b>5,404,726</b>	2,813,914

### Net cash generated from operating activities

For the six months ended June 30, 2023, net cash generated from operating activities was RMB2,271.2 million, which was primarily attributable to the profit before income tax of RMB870.7 million, as adjusted by (i) amortization of intangible assets of RMB336.7 million, depreciation of property, plant and equipment and right-of-use assets of RMB104.5 million, share-based compensation of RMB168.6 million, net provision for impairment loss on financial assets of RMB12.6 million, net foreign exchange loss of RMB98.9 million, fair value gain on investments measured at fair value through profit or loss of RMB58.7 million, net other gains of RMB82.2 million, finance income of RMB69.4 million, finance cost of RMB83.4 million; and (ii) changes in working capital, which primarily consisted of an increase in trade receivable of RMB190.0 million, an increase in trade payables of RMB1,497.1 million, an increase in prepayment and other receivables of RMB1,240.9 million, and an increase in other payables and accruals and contract liabilities of RMB730.7 million. We also paid income tax of RMB53.2 million and received interest income of RMB68.3 million.

### 經營活動所得現金淨額

截至二零二三年六月三十日止六個月，經營活動所得現金淨額為人民幣2,271.2百萬元，主要由於除所得稅前溢利人民幣870.7百萬元所致，經以下各項調整：(i)無形資產攤銷人民幣336.7百萬元、物業、廠房及設備和使用權資產折舊人民幣104.5百萬元、以股份為基礎的酬金人民幣168.6百萬元、金融資產減值虧損撥備淨額人民幣12.6百萬元、匯兌虧損淨額人民幣98.9百萬元、按公允價值計量且其變動計入損益的投資公允價值收益人民幣58.7百萬元、其他收益淨額人民幣82.2百萬元、財務收入人民幣69.4百萬元、財務費用人民幣83.4百萬元；及(ii)營運資金變動，主要包括貿易應收款項增加人民幣190.0百萬元、貿易應付款項增加人民幣1,497.1百萬元、預付款項及其他應收款項增加人民幣1,240.9百萬元以及其他應付款項及應計費用及合同負債增加人民幣730.7百萬元。我們亦已繳付所得稅人民幣53.2百萬元及收取利息收入人民幣68.3百萬元。

### Net cash used in investing activities

For the six months ended June 30, 2023, net cash used in investing activities was RMB103.2 million, which was primarily attributable to (i) net cash received for wealth management products and term deposits of RMB538.9 million; (ii) payment for long-term equity investments of RMB588.0 million; (iii) purchase of property, plant and equipment of RMB137.8 million; and (iv) payment of loans granted to related parties of RMB10.0 million.

### Net cash used in financing activities

For the six months ended June 30, 2023, net cash used in financing activities was RMB317.8 million, which was primarily due to repayment of long-term borrowings of RMB289.0 million and payment of long-term lease of RMB32.2 million, respectively.

### Gearing Ratio

As of June 30, 2023, our gearing ratio, calculated as total borrowings and lease liabilities divided by total equity attributable to equity holders of the Company, was approximately 13.7%.

### Pledge of Assets

In October 2017, we entered into a loan agreement with the lending bank to borrow RMB196.9 million to finance our purchase of office premises. The loan was secured by our property and will expire on October 23, 2027. The outstanding balance was repaid in February 2023 and the security of the property had been released. Accordingly, the Group did not have any pledged assets as of June 30, 2023.

### 投資活動所用現金淨額

截至二零二三年六月三十日止六個月，投資活動所用現金淨額為人民幣103.2百萬元，主要由於(i)理財產品和定期存款已收淨現金人民幣538.9百萬元；(ii)長期股權投資付款人民幣588.0百萬元；(iii)購買物業、廠房及設備人民幣137.8百萬元；及(iv)支付授予關聯方的貸款人民幣10.0百萬元。

### 融資活動所用現金淨額

截至二零二三年六月三十日止六個月，融資活動所用現金淨額為人民幣317.8百萬元，主要由於分別償還長期借款人民幣289.0百萬元及支付長期租賃款人民幣32.2百萬元。

### 資本負債比率

截至二零二三年六月三十日，我們的資本負債比率（按借款總額及租賃負債除以本公司權益持有人應佔權益總額計算）約為13.7%。

### 資產抵押

於二零一七年十月，我們與借款銀行訂立貸款協議，借入人民幣196.9百萬元以出資購買辦公場所。該貸款以我們的物業作擔保，並將於二零二七年十月二十三日到期。未償還結餘已於二零二三年二月償還及該物業的抵押已解除。因此，截至二零二三年六月三十日，本集團並無任何已抵押資產。



## Capital Expenditure

## 資本開支

		Unaudited	
		Six months ended June 30,	
		未經審核	
		截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Purchase of property, plant and equipment	購置物業、廠房及設備	137,765	100,731
Purchase of intangible assets	購買無形資產	806	16,872
Placement of long-term investments <sup>(a)</sup>	長期投資 <sup>(a)</sup>	588,022	574,089
<b>Total capital expenditure</b>	<b>資本開支總額</b>	<b>726,593</b>	<b>691,692</b>

Note:

(a) Placement of long-term investments represents investments accounted for using the equity method, equity investments measured at fair value through profit or loss and business combination.

Our capital expenditures primarily include purchases of property and equipment, intangible assets, investments accounted for using the equity method and equity investments measured at fair value through profit or loss and business combination. We fund our capital expenditure requirements mainly from cash generated from our operations as well as bank borrowings.

附註：

(a) 長期投資指採用權益法入賬的投資、按公允價值計量且其變動計入損益的股權投資及企業合併。

我們的資本開支主要包括購置物業及設備、無形資產、採用權益法入賬的投資與按公允價值計量且其變動計入損益的股權投資及企業合併。我們主要以經營所得現金及銀行借款撥付資本開支需求。

## Long-term Investments

## 長期投資

		Unaudited As at June 30, 2023 未經審核 於 二零二三年 六月三十日 RMB'000 人民幣千元	Audited As at December 31, 2022 經審核 於 二零二二年 十二月三十一日 RMB'000 人民幣千元
Investments accounted for using the equity method	採用權益法入賬的投資	1,413,719	1,379,267
Investments measured at fair value through profit or loss	按公允價值計量且其變動計入 損益的投資	794,316	758,307
Investments measured at amortized cost	按攤餘成本計量的投資	1,973,510	1,843,160
<b>Total long-term investments</b>	<b>長期投資總額</b>	<b>4,181,545</b>	<b>3,980,734</b>

Our long-term investments as at June 30, 2023 were RMB4,181.5 million, as compared to RMB3,980.7 million as at December 31, 2022. The increase in our investments accounted for using the equity method was caused by more investments in certain private companies that we have significant influences. These companies are principally engaged in development and application of robot autonomous localization and navigation solution and capital funds targeting at travel industry investments. The increase in our long-term investments measured at fair value was caused by (i) increase in investment in certain capital funds that we have no control or significant influence, which are principally engaged in investments in listed companies. As at June 30, 2023 and December 31, 2022, total long-term investments as a percentage to the Group's total assets was 14.7% and 15.9%, respectively. We made long-term investments in accordance with our general strategy of investing or acquiring businesses that are supplement and benefit our business. Investments measured at amortized cost represents investments in wealth management products over one year, with returns calculated based on fixed interest rate and denominated in RMB. As of June 30, 2023, none of these individual investments was regarded as material. We plan to fund our long-term investments using cash flows generated from our operations.

於二零二三年六月三十日，我們的長期投資為人民幣4,181.5百萬元，而於二零二二年十二月三十一日為人民幣3,980.7百萬元。我們採用權益法入賬的投資增加乃由於我們於具有重大影響力的若干私人公司的更多投資所致。該等公司主要從事機器人自主定位導航解決方案的開發及應用以及以旅遊業投資為目標的資本基金。按公允價值計量的長期投資增加乃由於(i)我們於不具有控制或重大影響力的若干資本基金的投資增加，其主要從事於上市公司的投資。於二零二三年六月三十日及二零二二年十二月三十一日，長期投資總額分別佔本集團資產總額14.7%及15.9%。長期投資的整體策略為投資或收購能助長我們業務及帶來裨益的業務。按攤餘成本計量的投資為一年以上理財產品的投資，回報按固定利率計算並以人民幣計值。截至二零二三年六月三十日，概無個別投資被視為重大。我們計劃使用經營所得現金流量為長期投資提供資金。



## Short-term Investments

## 短期投資

		Unaudited As at June 30, 2023 未經審核 於 二零二三年 六月三十日 RMB'000 人民幣千元	Audited As at December 31, 2022 經審核 於 二零二二年 十二月三十一日 RMB'000 人民幣千元
Short-term investments measured at amortized cost	按攤餘成本計量的短期投資	429,282	493,951
Short-term investments measured at fair value through profit or loss	按公允價值計量且其變動計入損益的短期投資	2,345,803	2,669,201
<b>Total short-term investments</b>	<b>短期投資總額</b>	<b>2,775,085</b>	<b>3,163,152</b>

Short-term investments measured at amortized cost as at June 30, 2023 were term deposits within one year, with returns calculated based on fixed interest rate and denominated in USD or HKD. The investments were held for collection of contractual cash flows and the contractual cash flows of these investments qualify for solely payments of principal and interest, hence they were measured at amortized cost. Short-term investments measured at fair value through profit or loss include wealth management products, denominated in RMB or USD, with expected rates of return ranging from -1.06% to 5.20% per annum for the six months ended June 30, 2023. The returns on all of these wealth management products are not guaranteed, hence their contractual cash flows do not qualify for solely payments of principal and interest. Therefore, they are measured at fair value through profit or loss. As at June 30, 2023 and December 31, 2022, total short-term investments as a percentage to the Group's total assets was 9.7% and 12.6%, respectively. There is no individual investment having a percentage of over 5% to the Group's total assets. In view of an upside of earning with a more attractive return than current saving or fixed deposit are under the low interest rate trend, as well as the risk nature and the relatively short-term of maturity or flexible redemption terms of those financial products, the Group selected products with strong liquidity, safety feature and reasonable returns issued by reputable licensed banks and financial institutions.

於二零二三年六月三十日的按攤餘成本計量的短期投資為一年內的定期存款，回報按固定利率計算並以美元或港元計值。持有投資用於收取合約現金流量，而該等投資的合約現金流量合資格僅用於支付本金及利息，因此按攤餘成本計量。按公允價值計量且其變動計入損益的短期投資包括理財產品，以人民幣或美元計值，截至二零二三年六月三十日止六個月，每年預期回報率介乎-1.06%至5.20%。所有該等理財產品的回報並無保證，故彼等的合約現金流量並不合資格僅用於本金及利息付款，因此按公允價值計量且其變動計入損益。於二零二三年六月三十日及二零二二年十二月三十一日，短期投資總額分別佔本集團資產總額9.7%及12.6%，並無個別投資佔本集團的資產總額超過5%。鑒於金融產品具備在低息趨勢下產生高於活期儲蓄或定期存款之回報的優勢，加上其風險性質及到期時間較短或贖回條款靈活，本集團已選擇由聲譽良好持牌銀行及金融機構發行的流動性高、安全且有合理回報的產品。



### Material Acquisition and Disposal

Reference is made to the announcements of the Company dated December 29, 2022 and March 9, 2023. The completion of the acquisition of the entire equity interest in Tongcheng International Travel Service Co., Ltd.\* (同程國際旅行社有限公司, being Target Company E referred to in the aforementioned announcements) has taken place, after which, the financial statements of such company has been consolidated into that of the Group.

Save as aforesaid, there were no other material acquisitions and disposals of subsidiaries, associates and joint ventures during the six months ended June 30, 2023.

### Foreign Exchange Risk

Foreign exchange risk arises when future commercial transactions or recognized assets and liabilities are denominated in a currency that is not our functional currency. We manage our foreign exchange risk by performing regular reviews of our net foreign exchange exposures.

Our subsidiaries and Consolidated Affiliated Entities in the PRC operate mainly in the PRC with most of the transactions settled in RMB. There are certain financial assets or liabilities of our Group are denominated in the currencies other than the respective functional currencies of our Group's subsidiaries and Consolidated Affiliated Entities operating in the PRC, and as of June 30, 2023, the Group entered into certain derivative contracts with financial institutions which are used for economic hedging purposes. These derivative contracts are accounted for as derivative financial instruments and measured at fair value.

### 重大收購及出售

茲提述本公司日期為二零二二年十二月二十九日及二零二三年三月九日的公告。收購同程國際旅行社有限公司(即上述公告所述的目標公司E)的全部股權已完成，其後，該公司的財務報表於本集團的財務報表合併入賬。

除上述者外，截至二零二三年六月三十日止六個月，概無其他重大收購及出售附屬公司、聯營公司及合營公司。

### 外匯風險

當未來的商業交易或已確認的資產及負債不是以我們的功能貨幣計價時，即產生外匯風險。我們通過定期審查我們的外匯淨風險敞口管理外匯風險。

我們的中國附屬公司及併表聯屬實體主要在中國境內經營，而大部分交易以人民幣結算。本集團有若干財務資產或負債以本集團於中國營運的附屬公司及併表聯屬實體各自功能貨幣以外的貨幣計值，而截至二零二三年六月三十日，本集團與金融機構訂立若干用作經濟對沖用途的衍生合約。該等衍生合約列作衍生為金融工具並以公允價值計量。



## Employee

As of June 30, 2023, we had a total of 6,634 full-time employees. As of the same date, approximately 44.8% and 9.7% of our full-time employees were based in Suzhou and Beijing, respectively, while remaining 45.5% of them were based in the rest of the PRC and overseas.

We primarily recruit our employees through on-campus job fairs, recruitment agencies and online channels, including our corporate websites and social networking platforms. We have adopted robust internal training policies, pursuant to which management, technology and other training is regularly provided to our employees by in-house trainers or third-party consultants. We have also adopted 2016 Share Incentive Plan, 2018 Share Incentive Plan, 2019 RSU Plan, 2019 Share Option Plan, 2022 RSU Plan and 2022 Share Option Plan.

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

We believe that we maintain good working relationship with our employees and we did not experience any significant labor disputes or any material difficulty in recruiting employees for our operations for the six months ended June 30, 2023.

## FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

We will continue to explore potential acquisition, investment, joint venture and partnership opportunities that we believe are in line with our overall business strategies. Appropriate disclosures will be made by the Company pursuant to the Listing Rules as and when appropriate.

Save as disclosed in this interim report and in the Prospectus, we did not have any other plans for material investments and capital assets as at the Latest Practicable Date.

## 僱員

截至二零二三年六月三十日，我們共有6,634名全職僱員。截至同日，約44.8%及9.7%的全職僱員分別位於蘇州及北京，餘下45.5%位於中國其他地區及海外。

我們主要通過校園招聘會、招聘機構及在線渠道（包括我們的公司網站及社交網絡平台）招聘僱員。我們採用強大的內部培訓政策，據此由我們的內部培訓導師或第三方顧問定期為僱員提供管理、技術及其他培訓。我們亦採用二零一六年股份激勵計劃、二零一八年股份激勵計劃、二零一九年受限制股份單位計劃、二零一九年購股權計劃、二零二二年受限制股份單位計劃及二零二二年購股權計劃。

根據中國法律的規定，我們參與各種法定僱員福利計劃，包括社會保險基金，即養老金繳費計劃、醫療保險計劃、失業保險計劃、工傷保險計劃、生育保險計劃及住房公積金。根據中國法律，我們需要為僱員福利計劃作出金額相當於僱員薪金、花紅及某些津貼的特定百分比的供款，最高金額由地方政府不時指定。

我們相信我們與僱員之間維持良好工作關係，於截至二零二三年六月三十日止六個月，我們未曾經歷過任何重大勞資糾紛或於招聘僱員時遇上任何重大困難。

## 重大投資及資本資產的未來計劃

我們將繼續尋求我們認為符合公司整體業務策略的潛在收購、投資、合資及合夥機會。本公司將於適當時候根據上市規則作出適當披露。

除本中報及招股章程所披露者外，我們於最後實際可行日期並無任何其他重大投資及資本資產計劃。

## CORPORATE GOVERNANCE AND OTHER INFORMATION 企業管治及其他資料

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

As at June 30, 2023, the interests and short positions of the Directors and chief executives of the Company and their respective associates in the Shares, underlying Shares or debentures of the Company or any of the associated corporations of the Company (within the meaning of Part XV of the SFO), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

#### Long position in the Company's Shares

### 董事及最高行政人員於本公司及其相聯法團的股份、相關股份及債權證中所擁有的權益及淡倉

於二零二三年六月三十日，本公司及其各自聯營公司董事及最高行政人員於本公司或本公司任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中所擁有(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的有關條文被當作或視作擁有的權益及淡倉）；或(b)根據證券及期貨條例第352條須登記於該條所指登記冊的權益及淡倉；或(c)根據標準守則須知會本公司及聯交所的權益及淡倉載列如下：

#### 於本公司股份的好倉

Name of Director	Capacity/nature of interest	Number of ordinary Shares	Approximate percentage of shareholding in the total issued share capital 於已發行股本總額中的概約 持股百分比
董事姓名	身份／權益性質	所持普通股數目	
Mr. Wu Zhixiang <sup>(1)</sup> 吳志祥先生 <sup>(1)</sup>	Founder of a discretionary trust, Beneficial interest 全權信託的創立人、實益權益	17,274,600 (L)	0.77%
Mr. Ma Heping <sup>(2)</sup> 馬和平先生 <sup>(2)</sup>	Founder of a discretionary trust, Beneficial interest 全權信託的創立人、實益權益	36,738,810 (L)	1.64%
Mr. Jiang Hao <sup>(3)</sup> 江浩先生 <sup>(3)</sup>	Interest of controlled corporation, Beneficial interest, Grantee of restricted shares units 受控制法團權益、實益權益、受限制股份單位承授人	9,462,950 (L)	0.42%
Mr. Liang Jianzhang <sup>(4)</sup> 梁建章先生 <sup>(4)</sup>	Beneficial interest, Interest of spouse 實益權益、配偶權益	22,463,026 (L)	1.00%

(L) denotes a long position

(L) 代表好倉



## CORPORATE GOVERNANCE AND OTHER INFORMATION 企業管治及其他資料

### Notes:

- (1) Travel Maps Limited directly holds 8,575,400 shares in the Company. As Travel Maps Limited is wholly-owned by The Travel Maps Trust, of which Mr. Wu Zhixiang is the founder, Mr. Wu is deemed to be interested in the Shares in which Travel Maps Limited is interested.

3,500,000, 3,500,000, 500,000, 700,000 and 500,000 options were granted to Mr. Wu pursuant to the 2018 Share Incentive Plan, 2019 Share Option Plan and 2022 Share Option Plan on March 9, 2018, May 18, 2018, October 23, 2020, October 21, 2021 and June 29, 2022, respectively. As at June 30, 2023, Mr. Wu beneficially owns 8,699,200 options granted pursuant to the 2018 Share Incentive Plan, 2019 Share Option Plan and 2022 Share Option Plan.

- (2) Adventure Together Limited directly holds 9,499,140 shares in the Company. As Adventure Together Limited is wholly-owned by The Hope Family Trust, of which Mr. Ma Heping is the founder, Mr. Ma is deemed to be interested in the Shares in which Adventure Together Limited is interested.

6,914,155, 6,914,155, 6,914,160, 1,600,000, 1,600,000, 1,600,000 and 1,700,000 options were granted to Mr. Ma pursuant to the 2018 Share Incentive Plan, 2019 Share Option Plan and 2022 Share Option Plan on March 9, 2018, May 18, 2018, September 1, 2018, December 20, 2019, October 23, 2020, October 21, 2021 and June 29, 2022, respectively. As at June 30, 2023, Mr. Ma beneficially owns 27,239,670 options granted pursuant to the 2018 Share Incentive Plan, 2019 Share Option Plan and 2022 Share Option Plan.

- (3) Oasis Limited directly holds 5,555,560 shares in the Company. As Oasis Limited is indirectly wholly-owned and controlled by Mr. Jiang Hao, Mr. Jiang is deemed to be interested in the Shares in which Oasis Limited is interested.

1,803,695, 1,803,695 and 1,500,000 options were granted to Mr. Jiang pursuant to the 2018 Share Incentive Plan on March 9, 2018, May 18, 2018 and September 1, 2018, respectively. Mr. Jiang was also granted restricted share units in respect of 8,300,000 shares pursuant to the 2016 Share Incentive Plan on August 26, 2016.

As at June 30, 2023, Mr. Jiang beneficially owns 3,907,390 options granted pursuant to the 2016 Share Incentive Plan and 2018 Share Incentive Plan.

- (4) Mr. Liang Jianzhang was deemed to be interested in (i) 19,363,826 shares of the Company held by him as a beneficial owner; and (ii) 3,099,200 shares of the Company held through his spouse. Smart Charm Limited directly holds 3,099,200 shares in the Company. As Smart Charm Limited is wholly-owned and controlled by the spouse of Mr. Liang Jianzhang, Mr. Liang is therefore deemed to be interested in the Shares in which Smart Charm Limited is interested.

### 附註：

- (1) Travel Maps Limited於本公司直接持有8,575,400股股份。由於Travel Maps Limited由The Travel Maps Trust全資擁有，及吳志祥先生為The Travel Maps Trust的創辦人，吳先生被視為於Travel Maps Limited所持有的股份中擁有權益。

根據二零一八年股份激勵計劃、二零一九年購股權計劃及二零二二年購股權計劃，吳先生分別於二零一八年三月九日、二零一八年五月十八日、二零二零年十月二十三日、二零二一年十月二十一日及二零二二年六月二十九日獲授予3,500,000份、3,500,000份、500,000份、700,000份及500,000份購股權。於二零二三年六月三十日，吳先生實益擁有根據二零一八年股份激勵計劃、二零一九年購股權計劃及二零二二年購股權計劃授出的8,699,200份購股權。

- (2) Adventure Together Limited於本公司直接持有9,499,140股股份。由於Adventure Together Limited由The Hope Family Trust全資擁有，及馬和平先生為The Hope Family Trust的創辦人，馬先生被視為於Adventure Together Limited所持有的股份中擁有權益。

根據二零一八年股份激勵計劃、二零一九年購股權計劃及二零二二年購股權計劃，馬先生分別於二零一八年三月九日、二零一八年五月十八日、二零一八年九月一日、二零一九年十二月二十日、二零二零年十月二十三日、二零二一年十月二十一日及二零二二年六月二十九日獲授予6,914,155份、6,914,155份、6,914,160份、1,600,000份、1,600,000份、1,600,000份及1,700,000份購股權。於二零二三年六月三十日，馬先生實益擁有根據二零一八年股份激勵計劃、二零一九年購股權計劃及二零二二年購股權計劃授出的27,239,670份購股權。

- (3) Oasis Limited於本公司直接持有5,555,560股股份。由於Oasis Limited由江浩先生間接全資擁有及控制，江先生被視為於Oasis Limited所持有的股份中擁有權益。

根據二零一八年股份激勵計劃，江先生分別於二零一八年三月九日、二零一八年五月十八日及二零一八年九月一日獲授予1,803,695份、1,803,695份及1,500,000份購股權。根據二零一六年股份激勵計劃，江先生於二零一六年八月二十六日亦就8,300,000股股份獲授予受限制股份單位。

於二零二三年六月三十日，江先生實益擁有根據二零一六年股份激勵計劃及二零一八年股份激勵計劃授出的3,907,390份購股權。

- (4) 梁建章先生被視為於以下項目中擁有權益：(i) 彼以實益擁有人身份持有的本公司19,363,826股股份；及(ii) 透過其配偶持有的本公司3,099,200股股份。Smart Charm Limited直接持有本公司3,099,200股股份。由於Smart Charm Limited由梁建章先生的配偶全資擁有及控制。因此，梁先生被視為於Smart Charm Limited所持有的股份中擁有權益。

Long positions in the associated corporations of the Company

於本公司相聯法團的好倉

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Number of securities held 所持證券數目	Approximate percentage and interests 權益概約百分比
Mr. Wu Zhixiang 吳志祥先生	Tongcheng Network 同程網絡	25,447,745	22.86%
	Suzhou Chengyi 蘇州程藝	N/A <sup>(1)</sup> 不適用 <sup>(1)</sup>	51.00%
Mr. Ma Heping 馬和平先生	Tongcheng Network 同程網絡	1,093,162	0.98%
	Suzhou Chengyi 蘇州程藝	N/A <sup>(1)</sup> 不適用 <sup>(1)</sup>	49.00%
Mr. Jiang Hao <sup>(2)</sup> 江浩先生 <sup>(2)</sup>	Beijing E-dragon 北京藝龍	N/A <sup>(1)</sup> 不適用 <sup>(1)</sup>	50.00%

Note:

- (1) As Suzhou Chengyi and Beijing E-dragon are limited liability companies established in the PRC, the percentage of shareholding is determined with reference to the percentage of subscribed registered capital of each shareholder.
- (2) Reference is made to the announcement of the Company dated July 13, 2023. In order to enhance the internal control and management system of the Group and for administration efficiency purpose, on July 13, 2023, a series of agreements were entered into by the relevant parties to change of the registered shareholder of Beijing E-dragon from Mr. Jiang Hao to Mr. Ma Heping. The registration with the competent governmental authority in relation to the aforementioned change of registered shareholder has not completed as at the Latest Practicable Date.

Save as disclosed above, as at June 30, 2023, none of the Directors or chief executives of the Company and their respective associates has or is deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO); or which will be required to be recorded in the register to be kept by the Company pursuant to Section 352 of the SFO, or which will be required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

附註：

- (1) 由於蘇州程藝及北京藝龍為於中國成立的有限責任公司，故股權百分比經參考各股東所認購註冊資本百分比釐定。
- (2) 茲提述本公司日期為二零二三年七月十三日的公告。為加強本集團的內部監控及管理系統以及行政效率，於二零二三年七月十三日，相關各方訂立一系列協議，以將北京藝龍的登記股東江浩先生變更為馬和平先生。於最後實際可行日期，有關上述登記股東變更的政府主管部門登記尚未完成。

除上文所披露者外，於二零二三年六月三十日，概無董事或本公司及其各自聯營公司的最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中擁有或被視作擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的任何權益或淡倉（包括根據證券及期貨條例的有關條文被當作或視作擁有的權益及淡倉）；或須登記於本公司根據證券及期貨條例第352條所指登記冊的權益或淡倉；或根據標準守則須知會本公司及聯交所的權益或淡倉。



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

As at June 30, 2023, 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 which would be required to be notified to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO; or as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of Part XV of the SFO:

## 主要股東於股份及相關股份的權益及淡倉

於二零二三年六月三十日，下列人士（非董事或本公司的最高行政人員）於股份及相關股份中擁有須根據證券及期貨條例第XV部第2及3分部條文須知會本公司及聯交所的權益或淡倉；或登記於本公司根據證券及期貨條例第XV部第336條所存置登記冊的權益或淡倉：

Name of substantial Shareholder	Capacity/nature of interest	Total number of Ordinary Shares	Approximate percentage of shareholding in the total issued share capital 於已發行股本總額中的概約 持股百分比
主要股東名稱	身份／權益性質	普通股總數	
TCH Sapphire Limited (“TCH Sapphire”) <sup>(1)</sup> TCH Sapphire Limited (「TCH Sapphire」) <sup>(1)</sup>	Beneficial owner 實益擁有人	310,899,020 (L)	13.87%
Image Frame Investment (HK) Limited (“Image Frame”) <sup>(1)</sup> 意像架構投資(香港)有限公司(「意像架構」) <sup>(1)</sup>	Beneficial owner 實益擁有人	158,365,730 (L)	7.06%
Tencent Holdings Limited (“Tencent”) <sup>(1)</sup> 騰訊控股有限公司(「騰訊」) <sup>(1)</sup>	Interest in controlled corporations 受控制法團權益	476,215,740 (L)	21.24%
C-Travel International Limited (“C-Travel”) <sup>(2)</sup> C-Travel International Limited (「C-Travel」) <sup>(2)</sup>	Beneficial owner 實益擁有人	288,273,190 (L)	12.86%
	Interest in controlled corporations <sup>(3)</sup> 受控制法團權益 <sup>(3)</sup>	122,995,180 (L)	5.49%
		411,268,370 (L)	18.34%

Name of substantial Shareholder	Capacity/nature of interest	Total number of Ordinary Shares	Approximate percentage of shareholding in the total issued share capital 於已發行股本總額中的概約 持股百分比
主要股東名稱	身份／權益性質	普通股總數	
Ctrip.com (Hong Kong) Limited ("Ctrip Hong Kong") <sup>(2)</sup> 攜程旅行網(香港)有限公司(「攜程(香港)」) <sup>(2)</sup>	Beneficial owner 實益擁有人	148,966,590 (L)	6.64%
Trip.com Group Limited ("Trip.com Group") <sup>(2)</sup> 攜程(「攜程」) <sup>(2)</sup>	Interest in controlled corporations 受控制法團權益	560,234,960 (L)	24.99%

(L) denotes a long position

(L) 代表好倉

Notes:

附註：

- Under the SFO, Tencent is deemed to be interested in (i) the 310,899,020 Shares held by TCH Sapphire, (ii) the 158,365,730 Shares held by Image Frame, and (iii) the 6,950,990 Shares held by Elite Strength Limited, each of which is a wholly-owned subsidiary of Tencent.
- Under the SFO, Trip.com Group is deemed to be interested in (i) the 288,273,190 Shares held by C-Travel, (ii) the 148,966,590 Shares held by Ctrip Hong Kong, and (iii) the 27,332,270 Shares held by Luxuriant Holdings Limited, each of which is a wholly-owned subsidiary of Trip.com Group. Under the SFO, Trip.com Group is also deemed to be interested in 95,662,910 Shares held by EP II Investment Fund L.P., an exempted limited partnership established in the Cayman Islands because Ctrip Investment Holding Ltd, a wholly-owned subsidiary of Trip.com Group, contributed more than one-third of the capital to EP II Investment Fund L.P. However, EP II Investment Fund L.P. does not constitute an associate of Trip.com Group under the Listing Rules as Trip.com Group does not control 30% or more of the voting power in EP II Investment Fund L.P.
- Under the SFO, C-Travel is deemed to be interested in (i) the 27,332,270 Shares held by Luxuriant Holdings Limited, which is a wholly-owned subsidiary of C-Travel, and (ii) the 95,662,910 Shares held by EP II Investment Fund L.P., given Ctrip Investment Holding Ltd, a wholly-owned subsidiary of C-Travel, contributed more than one-third of the capital to EP II Investment Fund L.P.

- 根據證券及期貨條例，騰訊被視為於以下項目中擁有權益：(i)TCH Sapphire持有的310,899,020股股份，(ii)意像架構持有的158,365,730股股份，及(iii)Elite Strength Limited持有的6,950,990股股份，以上三者皆為騰訊的全資附屬公司。
- 根據證券及期貨條例，攜程被視為於以下項目中擁有權益：(i)C-Travel持有的288,273,190股股份，(ii)攜程(香港)持有的148,966,590股股份，及(iii)Luxuriant Holdings Limited持有的27,332,270股股份，以上均為攜程的全資附屬公司。根據證券及期貨條例，由於攜程的全資附屬公司Ctrip Investment Holding Ltd認繳EP II Investment Fund L.P.超過三分之一的股本，故攜程亦被視為於EP II Investment Fund L.P.(一間於開曼群島成立的獲豁免有限合夥企業)持有的95,662,910股股份中擁有權益。然而，由於攜程並無控制EP II Investment Fund L.P.的30%或以上投票權，故根據上市規則，EP II Investment Fund L.P.並不構成攜程的聯繫人。
- 根據證券及期貨條例，由於C-Travel的全資附屬公司Ctrip Investment Holding Ltd認繳EP II Investment Fund L.P.超過三分之一的股本，故C-Travel被視為於(i)Luxuriant Holdings Limited(為C-Travel的全資附屬公司)持有的27,332,270股股份，及(ii)EP II Investment Fund L.P.持有的95,662,910股股份中擁有權益。



Save as disclosed above, as at June 30, 2023, the Company is 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 would be required to be notified to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO; or as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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

## SHARE SCHEMES

As at June 30, 2023, the Company has adopted a total of six share schemes, namely, the 2016 Share Incentive Plan, the 2018 Share Incentive Plan, the 2019 Share Option Plan, the 2019 RSU Plan, the 2022 Share Option Plan, and the 2022 RSU Plan. As at June 30, 2023, there were no outstanding options and/or awards under the 2016 Share Incentive Plan.

Further details regarding the terms of each share scheme, together with the respective movements table (where applicable), are set out below.

除上文所披露者外，於二零二三年六月三十日，本公司概不知悉任何其他人士（本公司的董事或最高行政人員除外）於本公司的股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須知會本公司及聯交所的任何權益或淡倉；或登記於本公司根據證券及期貨條例第336條所存置之登記冊內的權益及淡倉。

## 董事收購股份或債權證的權利

除上文「董事及最高行政人員於本公司及其相聯法團的股份、相關股份及債權證中所擁有的權益及淡倉」一節所披露者外，於報告期內及直至本中報日期期間，本公司或其任何附屬公司均非任何安排的其中一方以讓董事通過收購本公司或任何其他法人團體的股份或債權證的方式收取利益，亦概無董事或任何彼等的配偶或18歲以下的子女獲授任何權利以認購本公司或任何其他法人團體的股本或債務證券或已行使任何該等權利。

## 股份計劃

於二零二三年六月三十日，本公司已採納合共六項股份計劃，即二零一六年股份激勵計劃、二零一八年股份激勵計劃、二零一九年購股權計劃、二零一九年受限制股份單位計劃、二零二二年購股權計劃及二零二二年受限制股份單位計劃。於二零二三年六月三十日，二零一六年股份激勵計劃項下並無尚未行使的購股權及／或獎勵。

有關各股份計劃條款的進一步詳情連同各自的變動表（如適用）載列如下。



## UTILIZATION OF SCHEME MANDATE LIMIT DURING THE PERIOD

As there had not been any new grants during the Reporting Period, (i) the number of options and awards available for grant under the scheme mandate limit of the Company as at January 1, 2023 and June 30, 2023 were 55,459,876 and 55,459,876, respectively; and (ii) the number of Shares that may be issued in respect of options and awards granted under all share schemes of the Company during the Reporting Period, divided by the weighted average number of Shares for the Reporting Period was 0.

During the Reporting Period, the Company has not yet adopted any service provider sublimit in respect of its share schemes. As at June 30, 2023, no options and/or awards were granted to service providers under Rule 17.03(3) of the Listing Rules.

## THE 2016 SHARE INCENTIVE PLAN

The Company has approved and adopted the 2016 Share Incentive Plan by the Board's resolution on August 26, 2016. As at June 30, 2023, all RSUs granted under the 2016 Share Incentive Plan have been vested, and there were no new grants made under the 2016 Share Incentive Plan during the Reporting Period.

### Purpose

The purpose of the 2016 Share Incentive Plan is to promote the success and enhance the value of our Company, by linking the personal interests of the directors, officers and employees of our Company and any present or future Subsidiaries or VIEs (each term as defined below) of our Company by providing such individuals with an incentive for outstanding performance, to generate superior returns to the Shareholders. The 2016 Share Incentive Plan is further intended to provide flexibility to our Company in its ability to motivate, attract, and retain the services of recipients upon whose judgment, interest, and special effort the successful conduct of our Company's operation is largely dependent.

## 期內動用計劃授權限額

由於報告期內並無任何新授出，故(i)於二零二三年一月一日及二零二三年六月三十日，本公司根據計劃授權限額可授出的購股權及獎勵數目分別為55,459,876份和55,459,876份；及(ii)於報告期內根據本公司所有股份計劃授出的購股權及獎勵可能發行的股份數目除以報告期間的加權平均股份數目為0。

於報告期內，本公司尚未就其股份計劃採納任何服務提供商次限額。於二零二三年六月三十日，概無根據上市規則第17.03(3)條向服務提供商授出購股權及／或獎勵。

## 二零一六年股份激勵計劃

本公司已於二零一六年八月二十六日通過董事會決議案批准並採納二零一六年股份激勵計劃。於二零二三年六月三十日，根據二零一六年股份激勵計劃授出的所有受限制股份單位均已歸屬，且於報告期內，並無根據二零一六年股份激勵計劃作出新授出。

### 目的

二零一六年股份激勵計劃旨在通過將本公司及本公司任何現時或未來附屬公司或VIE(各定義見下文)董事、高級職員及僱員的個人利益掛鉤，藉著激勵該等人士作出傑出表現，為股東帶來豐厚回報，以促進本公司的成功及提升其價值。二零一六年股份激勵計劃亦旨在使本公司能靈活激勵、吸引及留用激勵對象提供服務，而本公司能否成功經營業務，將主要取決於該等人士的判斷、利益及特別努力。



### Eligible participants

Those eligible to participate in the 2016 Share Incentive Plan include: (1) the Directors of our Company; and (2) any person employed by (i) our Company, or (ii) any entity in which our Company holds directly or indirectly more than fifty percent (50%) of the voting equity (the “**Subsidiary**”); or (iii) any entity that is considered to be a variable interest entity consolidated with our Company for purpose of U.S. GAAP (the “**VIE**”) ((i), (ii) and (iii) collectively, the “**Employee**” or the “**Participant**”). A person will not cease to be an Employee solely by virtue of also being a Director of our Company.

### Maximum number of Shares

The overall limit on the number of underlying Shares that may be subject to any option, RSU, any Shares issued subject to forfeiture or repurchase by our Company until vested (the “**Restricted Shares**”) or other share-based award or right granted or sold pursuant to the 2016 Share Incentive Plan is 101,360,000 Shares. There is no limit for the maximum entitlement if each participant under the 2016 Share Incentive Plan. 59,478,530 Shares have been issued to Wonderful Holidays Limited, which are held on behalf of certain employees of our Group under the 2016 Share Incentive Plan. No additional Share will be issued by our Company for the purpose of granting additional RSUs under the 2016 Share Incentive Plan after the Listing.

The Company approved and granted 44,186,710 RSUs (representing approximately 1.96% of the issued Shares as at the Latest Practicable Date) among which 8,300,000 (representing approximately 0.37% of the issued Shares as at the Latest Practicable Date) were granted to Mr. Jiang Hao.

As at June 30, 2023, all RSUs granted under the 2016 Share Incentive Plan were vested. Please refer to the sub-section headed “Appendix V – Statutory and General Information – Share Incentive Plans – 2016 Share Incentive Plan” of the Prospectus for details.

### Administration

The 2016 Share Incentive Plan is administered by the full Board or a compensation committee appointed by the Board, constituted to comply with applicable law (the “**Compensation Committee**”). The Compensation Committee will have the authority in its discretion to determine the number of Shares or RSUs to be covered by each award granted under the 2016 Share Incentive Plan (the “**Award**”).

### 合資格參與者

二零一六年股份激勵計劃的合資格參與者包括：(1)本公司董事；及(2)(i)本公司或(ii)本公司直接或間接持有百分之五十(50%)以上投票權益的任何實體(「**附屬公司**」)；或(iii)就美國公認會計準則而言視為與本公司併表的**可變權益實體**(「**VIE**」)的任何實體所聘用的任何人士((i)、(ii)及(iii)統稱「**僱員**」或「**參與者**」)。任何人士不會僅由於亦為本公司董事而不再屬於僱員。

### 最高股份數目

受任何購股權、受限制股份單位、直至歸屬前本公司可沒收或購回的任何已發行股份(「**受限制股份**」)或根據二零一六年股份激勵計劃授出或出售的其他以股份為基礎獎勵或權利規限的相關股份數目整體上限為101,360,000股股份。根據二零一六年股份激勵計劃，各名參與者可獲授予之最高股份數目並無限制。Wonderful Holidays Limited獲發行59,478,530股股份，根據二零一六年股份激勵計劃，有關股份乃代本集團若干僱員持有。本公司於上市後概不會根據二零一六年股份激勵計劃就授出額外受限制股份單位目的發行任何額外股份。

本公司批准並授出44,186,710個受限制股份單位(佔於最後實際可行日期已發行股份約1.96%)，其中8,300,000個(佔於最後實際可行日期已發行股份約0.37%)授予江浩先生。

於二零二三年六月三十日，根據二零一六年股份激勵計劃授出的所有受限制股份單位均已歸屬。有關詳情，請參閱招股章程「附錄五 – 法定及一般資料 – 股份激勵計劃 – 二零一六年股份激勵計劃」分節。

### 管理

二零一六年股份激勵計劃由董事會全體或董事會委任其組成符合適用法例的薪酬委員會(「**薪酬委員會**」)管理。薪酬委員會將獲授權酌情釐定根據二零一六年股份激勵計劃授出各項獎勵涵蓋的股份或受限制股份單位數目(「**獎勵**」)。

### Grant of Awards

The Compensation Committee is authorised to grant options, RSUs or other Awards to purchase a specified number of Shares at a specified price during specified time periods. Awards granted will be evidenced by an agreement (the “Award Agreement”). The Award Agreement includes additional provisions specified by the Compensation Committee.

### Consideration

The consideration to be paid for Shares to be issued upon exercise of an option, the granting of a RSU, or the purchase of Restricted Shares, including the method of payment, will be determined by the Compensation Committee. Such consideration may consist of (i) cash, (ii) cheque, (iii) such other method of payment as is approved by the Compensation Committee, or (iv) any combination of the foregoing that is approved by the Compensation Committee.

Save for the above consideration, no any other amount payable on application or acceptance of the option or award, or the period within which such payments or calls must or may be made, or loans for such purposes must be repaid.

### Exercise of option

The Compensation Committee shall determine the time or times at which an option may be exercised in whole or in part, including exercise price prior to vesting. The Compensation Committee shall also determine any conditions, if any, that must be satisfied before all or part of an Award may be exercised.

### Vesting of awards

Any options granted under the 2016 Share Incentive Plan will become vested and exercisable, any RSUs granted under the 2016 Share Incentive Plan will vest and be settled and any Restricted Shares issued under the 2016 Share Incentive Plan will vest and no longer be subject to forfeiture at such times and under such conditions as determined by the Compensation Committee and set forth in an Award Agreement.

### 授出獎勵

薪酬委員會有權授出購股權、受限制股份單位或其他獎勵，以供於指定時期內以指定價格購買指定數目的股份。授出的獎勵將以協議（「獎勵協議」）作為證明。獎勵協議包括薪酬委員會指定的額外條文。

### 代價

就購股權獲行使時將予發行的股份、授出受限制股份單位或購買受限制股份將予支付的代價，包括支付方法，將由薪酬委員會決定。有關代價可包括(i)現金、(ii)支票、(iii)獲薪酬委員會批准的其他支付方法，或(iv)獲薪酬委員會批准的任何前述方法之組合。

除上述代價外，申請或接納購股權或獎勵並無應付任何其他款項，或必須或可能作出有關付款或催繳，或必須償還用於該等用途的貸款的期限。

### 行使購股權

薪酬委員會須決定購股權可全部或部分行使的時間或多段時間，包括歸屬前的行使價。薪酬委員會亦須決定全部或部分獎勵獲行使前須達成的任何條件（如有）。

### 獎勵歸屬

根據二零一六年股份激勵計劃授出的任何購股權將予以歸屬並可予行使，根據二零一六年股份激勵計劃授出的任何受限制股份單位將歸屬並予以結算，以及根據二零一六年股份激勵計劃發行的任何受限制股份將歸屬及不再受限於由薪酬委員會釐定及載於獎勵協議的該等時間及該等條件下被沒收。



### Term of the 2016 Share Incentive Plan

The 2016 Share Incentive Plan commenced on August 26, 2016 (the “**Effective Date of 2016 Share Incentive Plan**”) and has a remaining term of approximately 2.5 years as at the date of this interim report. Any Awards granted that are outstanding on the tenth anniversary of the Effective Date of 2016 Share Incentive Plan shall remain in force to give effect to that Award for a term of ten years according to the terms of the 2016 Share Incentive Plan and the applicable Award Agreement.

For further details, please refer to the sub-section headed “Appendix V – Statutory and General Information – Share Incentive Plans – 2016 Share Incentive Plan” of the Prospectus.

## THE 2018 SHARE INCENTIVE PLAN

The Company has approved and adopted a share option scheme by the Board’s resolution on March 9, 2018 (the “**2018 Share Incentive Plan**”). No additional options have been or will be granted under the 2018 Share Incentive Plan after the Listing.

### Purpose

The purpose of the 2018 Share Incentive Plan is to promote the success and enhance the value of our Company, by linking the personal interests of the directors, officers and employees of our Company and any present or future Subsidiaries or VIEs (each term as defined below) of our Company by providing such individuals with an incentive for outstanding performance, to generate superior returns to the Shareholders. The 2018 Share Incentive Plan is further intended to provide flexibility to our Company in its ability to motivate, attract, and retain the services of recipients upon whose judgment, interest, and special effort the successful conduct of our Company’s operation is largely dependent.

### Eligible participants

Those eligible to participate in the 2018 Share Incentive Plan include: (1) the Directors of our Company; and (2) any person employed by (i) our Company, or (ii) any entity that is directly or indirectly Controlled (as defined below) by our Company (the “**Subsidiary**”) or (iii) any entity that is considered to be a variable interest entity consolidated with our Company for purpose of U.S. GAAP (the “**VIE**”) ((i), (ii) and (iii) collectively, the “**Employee**” or the “**Participant**”). A person will not cease to be an Employee solely by virtue of also being a Director of our Company.

### 二零一六年股份激勵計劃的年期

二零一六年股份激勵計劃於二零一六年八月二十六日(「二零一六年股份激勵計劃生效日期」)開始且於本中報日期起維持約兩年半期限。二零一六年股份激勵計劃生效日期十週年尚未行使的任何已授出獎勵仍為有效，並將根據二零一六年股份激勵計劃及適用獎勵協議的條款賦予該獎勵十年的有效年期。

有關進一步詳情，請參閱招股章程「附錄五 – 法定及一般資料 – 股份激勵計劃 – 二零一六年股份激勵計劃」分節。

### 二零一八年股份激勵計劃

本公司已於二零一八年三月九日通過董事會決議案批准並採納購股權計劃(「二零一八年股份激勵計劃」)。本公司於上市後概無或不會根據二零一八年股份激勵計劃授出額外購股權。

### 目的

二零一八年股份激勵計劃旨在通過將本公司及本公司任何現時或未來附屬公司或VIE(各定義見下文)董事、高級職員及僱員的個人利益掛鉤，藉著激勵該等人士作出傑出表現，為股東帶來豐厚回報，以促進本公司的成功及提升其價值。二零一八年股份激勵計劃亦旨在使本公司能靈活激勵、吸引及留用激勵對象提供服務，而本公司能否成功經營業務，將主要取決於該等人士的判斷、利益及特別努力。

### 合資格參與者

二零一八年股份激勵計劃的合資格參與者包括：(1)本公司董事；及(2)(i)本公司或(ii)本公司直接或間接控制的任何實體(定義見下文)(「**附屬公司**」)；或(iii)就美國公認會計準則而言視為與本公司併表的**可變權益實體**(「**VIE**」)的任何實體所聘用的任何人士((i)、(ii)及(iii)統稱「**僱員**」或「**參與者**」)。任何人士不會僅由於亦為本公司董事而不再屬於僱員。

### Maximum number of Shares to be awarded

The overall limit on the number of underlying Shares that may be subject to any option, RSU, any Shares issued subject to forfeiture or repurchase by our Company until vested (the “**Restricted Share**”) or other share-based award or right granted or sold pursuant to the 2018 Share Incentive Plan is 163,240,270 Shares, which represents approximately 7.28% of the issued Shares as at June 30, 2023.

There is no limit for the maximum entitlement if each participant under the 2018 Share Incentive Plan.

### Administration

The 2018 Share Incentive Plan is administered by the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Technology Officer, Chief Strategy Officer and Chief Marketing Officer of our Company appointed in accordance with the Shareholders Agreement and the Articles of Association (collectively, the “**Management**”). The Management will have the authority in its discretion to determine the number of Shares or RSUs to be covered by each award granted under the 2018 Share Incentive Plan (the “**Award**”).

### Grant of Awards

The Management is authorized to grant options, RSUs or other Awards to purchase a specified number of Shares at a specified price during specified time periods. Awards granted will be evidenced by an agreement (the “**Award Agreement**”). The Award Agreement includes additional provisions specified by the Management.

As at June 30, 2023, (i) 45,267,522 Shares underlying 45,267,522 unexercised options were available for issue under the 2018 Share Incentive Plan, representing approximately 2.01% of the issued Shares as at the date of the Latest Practicable Date; (ii) all of such 45,267,522 unexercised options had been vested as at the Latest Practicable Date; and (iii) there are no remaining Shares available for grant in the form of Awards under the 2018 Share Incentive Plan.

### 最高獎勵股份數目

受任何購股權、受限制股份單位、直至歸屬前本公司可沒收或購回的任何已發行股份（「**受限制股份**」）或根據二零一八年股份激勵計劃授出或出售的其他以股份為基礎獎勵或權利規限的相關股份數目整體上限為163,240,270股股份，佔於二零二三年六月三十日已發行股份約7.28%。

根據二零一八年股份激勵計劃，各名參與者可獲授予之最高股份數目並無限制。

### 管理

二零一八年股份激勵計劃由根據股東協議及公司組織章程細則委任的行政總裁、財務總監、營運總監、科技總監、策略總監及營銷總監（統稱「**管理層**」）負責管理。管理層將獲授權酌情釐定根據二零一八年股份激勵計劃授出各項獎勵涵蓋的股份或受限制股份單位數目（「**獎勵**」）。

### 授出獎勵

管理層有權授出購股權、受限制股份單位或其他獎勵，以供於指定時期內以指定價格購買指定數目的股份。授出的獎勵將以協議（「**獎勵協議**」）作為證明。獎勵協議包括管理層指定的額外條文。

於二零二三年六月三十日，(i)根據二零一八年股份激勵計劃，與45,267,522份未行使購股權相關的45,267,522股股份可供發行，佔於最後實際可行日期已發行股份約2.01%；(ii)所有該等45,267,522份未行使購股權於最後實際可行日期已歸屬；及(iii)根據二零一八年股份激勵計劃，並無可供以獎勵形式授出的剩餘股份。



### Consideration

The consideration to be paid for Shares to be issued upon exercise of an Option, the granting of an RSU, or the purchase of Restricted Shares, including the method of payment, will be determined by the Management. Such consideration may consist of (i) cash, (ii) cheque, (iii) such other method of payment as is approved by the Management, or (iv) any combination of the foregoing that is approved by the Management.

There is no additional amount payable on application or acceptance of the share option.

### Exercise of option

The Management shall determine the time or times at which an option may be exercised in whole or in part, including exercise price prior to vesting. The Management shall also determine any conditions, if any, that must be satisfied before all or part of an Award may be exercised.

There is no specified period for which an offer for an option must be accepted by the relevant eligible participant from the date on which it is made, provided that no options shall be exercised after ten years from the date of grant of the relevant share options.

### Vesting of awards

Any options granted under the 2018 Share Incentive Plan will become vested and exercisable at such times and under such conditions as determined by the Management and set forth in an Award Agreement. As at June 30, 2023, all options granted under the 2018 Share Incentive Plan have been vested, which ranged from 12 to 48 months from the relevant grant date. For further details of the vesting period attached to outstanding options granted under the 2018 Share Incentive Plan, please refer to the table set forth in pages 47 to 51 of this interim report.

Save as disclosed in the movement table below, no right to subscribe for equity or debt securities of the Company has been granted by the Company to, nor have any such rights been exercised and/or vested by, any other person under the 2018 Share Incentive Plan during the Reporting Period.

### 代價

就購股權獲行使時將予發行的股份、授出受限制股份單位或購買受限制股份將予支付的代價，包括支付方法，將由管理層決定。有關代價可包括(i)現金、(ii)支票、(iii)獲管理層批准的其他支付方法，或(iv)獲管理層批准的任何前述方法之組合。

申請或接納購股權並無應付任何額外款項。

### 行使購股權

管理層須決定購股權可全部或部分行使的時間或多段時間，包括歸屬前的行使價。管理層亦須決定全部或部分獎勵獲行使前須達成的任何條件(如有)。

相關合資格參與者並無自提出當日起計必須接納購股權要約的指定期限，惟不得於相關購股權授出日期起計十年後行使購股權。

### 獎勵歸屬

根據二零一八年股份激勵計劃授出的任何購股權將於管理層釐定並載於獎勵協議的該等時間及該等條件下予以歸屬並可予行使。於二零二三年六月三十日，根據二零一八年股份激勵計劃授出的所有購股權已於相關授出日期起計12至48個月內歸屬。有關根據二零一八年股份激勵計劃授出的尚未行使購股權所附歸屬期的進一步詳情，請參閱本中期報告第47頁至第51頁所載表格。

除以下變動表所披露者外，本公司概無根據二零一八年股份激勵計劃於報告期內向任何其他人士授出認購本公司股本或債務證券的權利，亦無任何其他人士已行使及／或歸屬任何該等權利。

### Term of the 2018 Share Incentive Plan

The 2018 Share Incentive Plan commenced on March 9, 2018 (the **“Effective Date of 2018 Share Incentive Plan”**) and has a remaining term of approximately 4.5 years as at the date of this interim report. Any Awards that are outstanding on the tenth anniversary of the Effective Date of 2018 Share Incentive Plan shall remain in force to give effect to that Award for a term of ten years according to the terms of the 2018 Share Incentive Plan and the applicable Award Agreement.

For further details, please refer to the sub-section headed “Appendix V – Statutory and General Information – Share Incentive Plans – 2018 Share Incentive Plan” of the Prospectus.

### 二零一八年股份激勵計劃的年期

二零一八年股份激勵計劃於二零一八年三月九日（「二零一八年股份激勵計劃生效日期」）開始且於本中報日期起維持約四年半期限。二零一八年股份激勵計劃生效日期十週年尚未行使的任何獎勵仍為有效，並將根據二零一八年股份激勵計劃及適用獎勵協議的條款賦予該獎勵十年的有效年期。

有關進一步詳情，請參閱招股章程「附錄五 – 法定及一般資料 – 股份激勵計劃 – 二零一八年股份激勵計劃」分節。



CORPORATE GOVERNANCE AND OTHER INFORMATION  
企業管治及其他資料

During the Reporting Period, the movements in the options granted under the 2018 Share Incentive Plan were as follows:  
於報告期內，根據二零一八年股份激勵計劃授出的購股權變動如下：

承授人類別名稱	Number of share options 購股權數目			Outstanding share options as at January 1, 2023 於二零二三年一月一日尚未行使的購股權	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed/ Forfeited during the period and the exercise price of such options 期內失效/ 沒收及該等失效/ 沒收的購股權行使價	Expired during the period and the exercise price of such options 期內到期及該等已行使的購股權的行使價	Outstanding share options as at June 30, 2023 於二零二三年六月三十日尚未行使的購股權	Date of grant of share options 購股權授出日期	Exercise period of share options 購股權的行使期	Exercise price of share options 購股權的行使價	Vesting period 歸屬期	Closing price of the Company's shares immediately before the date of options 緊接購股權授出日期前本公司股份的收市價	Immediately before the exercise date 緊接行使日期前	At exercise date of options 於購股權行使日期	Weighted average closing price of the Company's shares 本公司股份加權平均收市價
	Outstanding share options as at January 1, 2023	Granted during the period	Exercised during the period														
Executive Directors and/or chief executive(s) of the Company 本公司執行董事及/或最高行政人員	2,625,200	-	-	2,625,200	March 9, 2018	March 9, 2018 to March 9, 2028	RMB2.60 per Share	Note 1	-	-	-	-	-	-	-	-	-
Wu Zhiqiang, an executive Director 吳志祥(執行董事)	2,625,200	-	-	2,625,200	March 9, 2018	March 9, 2018 to March 9, 2028	RMB2.60 per Share	Note 1	-	-	-	-	-	-	-	-	-
					二零一八年三月九日	二零一八年三月九日至二零二八年三月九日	每股人民幣2.60元	附註1									
					May 18, 2018	May 18, 2018 to May 18, 2028	RMB5.50 per Share	Note 1									
					二零一八年五月十八日	二零一八年五月十八日至二零二八年五月十八日	每股人民幣5.50元	附註1									



CORPORATE GOVERNANCE AND OTHER INFORMATION  
企業管治及其他資料

Name of grantee	Outstanding share options as at January 1, 2023	Granted during the period	Exercised during the period	Lapsed/ Forfeited during the period and the exercise price of such lapsed/ forfeited options	Expired during the period and the exercise price of such expired options	Outstanding share options as at June 30, 2023	Date of grant of share options	Exercise period of share options	Exercise price of share options	Vesting period	Closing price of the Company's shares immediately before the date of options	Weighted average closing price of the Company's shares
Ma Heping, an executive Director and the Chief Executive Officer of the Company 馬和平(本公司執行董事兼首席執行官)	5,185,755	-	-	-	-	5,185,755	March 9, 2018	March 9, 2018 to March 9, 2028	RMB2.60 per Share 每股人民幣2.60元	Note 1 附註1	-	-
	5,185,755	-	-	-	-	5,185,755	May 18, 2018	May 18, 2018 to May 18, 2028	RMB5.50 per Share 每股人民幣5.50元	Note 1 附註1	-	-
	160	-	-	-	-	160	September 1, 2018	September 1, 2018 to September 1, 2028	HKD9.80 per Share 每股9.80港元	At the time when the market value of the Company reaches RMB30 billion (Note 2) 於本公司市值達到人民幣300億元時(附註2)	-	-



CORPORATE GOVERNANCE AND OTHER INFORMATION  
企業管治及其他資料

Name of grantee 承授人類別名稱	Number of share options 購股權數目			Outstanding options as at January 1, 2023 於 二零二三年 一月一日 尚未行使 的購股權	Granted during the period 期內授出	Exercised during the period 期內獲行使	Expired during the period and the exercise price of such lapsed/ forfeited options 期內失效/ 沒收及 該等失效/ 沒收的 購股權 行使價	Outstanding share options as at June 30, 2023 於 二零二三年 六月三十日 尚未行使 的購股權	Date of grant of share options 購股權授出日期	Exercise period of share options 購股權的行使期	Exercise price of share options 購股權的行使價	Vesting period 歸屬期	Closing price of the Company's shares 緊接購股權授 出日期前本公司 股份的收市價	Immediately before the exercise date 緊接行使日期前	At exercise date of options 於購股權 行使日期	Weighted average closing price of the Company's shares 本公司股份加權平均收市價
	Lapsed/ Forfeited during the period and the exercise price of such lapsed/ forfeited options 期內失效/ 沒收及 該等失效/ 沒收的 購股權 行使價	Exercised during the period 期內獲行使	Granted during the period 期內授出													
Non-executive Director 非執行董事																
Jiang Hao 江浩				1,803,695	-	-	-	1,803,695	March 9, 2018 二零一八年 三月九日	March 9, 2018 to March 9, 2028 二零一八年三月九日至 二零二八年三月九日	RMB2.60 per Share 每股人民幣2.60元	Note 1 附註1	-	-	-	-
				1,803,695	-	-	-	1,803,695	May 18, 2018 二零一八年 五月十八日	May 18, 2018 to May 18, 2028 二零一八年五月十八日至 二零二八年五月十八日	RMB5.50 per Share 每股人民幣5.50元	Note 1 附註1	-	-	-	-
				300,000	-	-	-	300,000	September 1, 2018 二零一八年 九月一日	September 1, 2018 to September 1, 2028 二零一八年九月一日至 二零二八年九月一日	HKD9.80 per Share 每股9.80港元	At the time when the market value of the Company reaches RMB30 billion (Note 2) 於本公司市值達到 人民幣300億元時 (附註2)	-	-	-	-

CORPORATE GOVERNANCE AND OTHER INFORMATION  
企業管治及其他資料

Name of grantee	Outstanding options as at January 1, 2023	Granted during the period	Exercised during the period	Lapsed/ Forfeited during the period and price of such lapsed/ forfeited options	Expired during the period and price of such exercised options	Outstanding share options as at June 30, 2023	Date of grant of share options	Exercisable period of share options	Exercise price of share options	Vesting period	Weighted average closing price of the Company's shares	
											Closing price immediately before the date of options	Immediately before the exercise date
承授人類別名稱	於二零二三年一月一日尚未行使的購股權	期內授出	期內獲行使	期內失效/ 沒收及該等失效/ 沒收的購股權行使價	期內到期及該等已行使的購股權行使價	於二零二三年六月三十日尚未行使的購股權	購股權授出日期	購股權的行使期	購股權的行使價	歸屬期	緊接行使日期前	於購股權行使日期
735 Employees of the Group, in aggregate 本集團735名僱員合計	9,541,141	-	463,280	-	-	9,077,861	March 9, 2018	March 9, 2018 to March 9, 2028	RMB2.60 per Share 每股人民幣2.60元	Note 1	HKD18.68 per share 每股18.68港元	HKD19.45 per share 每股19.45港元
	10,283,341	-	246,340	-	-	10,038,001	二零一八年三月九日 May 18, 2018	二零一八年五月十八日至二零一八年五月十八日 May 18, 2018	RMB5.50 per Share 每股人民幣5.50元	Note 1	HKD18.19 per share 每股18.19港元	HKD18.80 per share 每股18.80港元
	6,828,000	-	205,800	-	-	6,622,200	二零一八年五月十八日 September 1, 2018	September 1, 2018 to September 1, 2028	HKD9.80 per Share	At the time when the market value of the Company reaches RMB30 billion (Note 2)	HKD18.17 per share 每股18.17港元	HKD18.24 per share 每股18.24港元
	46,181,942	-	914,420	-	-	45,267,522	二零一八年九月一日	二零一八年五月一日至二零一八年九月一日	每股9.80港元	於本公司市值達到人民幣300億元時 (附註2)	每股18.17港元	每股18.24港元
<b>Total</b> 總計												



Notes:

- (1) The share options shall vest in the grantees in the following manner:
  - 25% of the total number of share options shall vest on the first anniversary of the date of grant
  - 25% of the total number of share options shall vest on the second anniversary of the date of grant
  - 25% of the total number of share options shall vest on the third anniversary of the date of grant
  - 25% of the total number of share options shall vest on the fourth anniversary of the date of grant.
- (2) The Company reached the market value of RMB30 billion on March 13, 2019.
- (3) None of the grantees under the 2018 Share Incentive Plan was (i) a substantial Shareholder of the Company or its associate; (ii) a participant with options and awards granted and to be granted in excess of the 1% individual limit (as defined in the Listing Rules); (iii) a related entity participant or a service provider with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the Shares in issue; or (iv) a related entity participant or service provider of the Group.
- (4) As disclosed under the sub-sections headed "Maximum number of Shares to be awarded" and "Grant of Awards" in this interim report, no additional options have been or will be granted under the 2018 Share Incentive Plan after the Listing; and during the Reporting Period, no RSU or other Award has been granted under the 2018 Share Incentive Plan.

## THE 2019 SHARE OPTION PLAN

The Company has adopted a share option plan (the "2019 Share Option Plan") by an ordinary resolution duly passed by the Shareholders on August 2, 2019 (the "Effective Date of the 2019 Share Option Plan"). During the Reporting Period, no option has been granted under the 2019 Share Option Plan.

### Purpose

The purpose of the 2019 Share Option Plan is to provide better rewards to the talents who have contributed to the development and success of the Group, and for the future development of the Group, to motivate such talents to continue to make their best efforts and to attract new talents through providing them with the opportunities to acquire interests in Shares of the Company.

附註：

- (1) 購股權須按以下方式歸屬於承授人：
  - 購股權總數的25%須於授出日期的第一週年歸屬
  - 購股權總數的25%須於授出日期的第二週年歸屬
  - 購股權總數的25%須於授出日期的第三週年歸屬
  - 購股權總數的25%須於授出日期的第四週年歸屬。
- (2) 本公司市值於二零一九年三月十三日達到人民幣300億元。
- (3) 概無二零一八年股份激勵計劃項下的承授人為(i)本公司或其聯營公司的主要股東；(ii)獲授予購股權及獎勵以及將獲授超過1%的個人限額(定義見上市規則)的參與者；(iii)獲授予購股權及獎勵以及於任何12個月期間將獲授超過已發行股份0.1%的關連實體參與者或服務提供商；或(iv)本集團的關聯實體參與者或服務提供商。
- (4) 誠如本中報「最高獎勵股份數目」及「授出獎勵」分節所披露，本公司於上市後概無或不會根據二零一八年股份激勵計劃授出額外購股權；及於報告期內，概無根據二零一八年股份激勵計劃授出受限制股份單位或其他獎勵。

## 二零一九年購股權計劃

本公司已於二零一九年八月二日(「二零一九年購股權計劃生效日期」)以股東正式通過的普通決議案採納購股權計劃(「二零一九年購股權計劃」)。於報告期內，概無根據二零一九年購股權計劃授出購股權。

### 目的

二零一九年購股權計劃旨在向本集團過往及未來發展及成功作出貢獻的人才提供更佳回報，並通過提供購買本公司股份權益的機會，激勵該等人才繼續全力以赴及招攬新人才。

### Eligible participants

The persons eligible to participate in the 2019 Share Option Plan include (i) any Director, (ii) any other employee of the Group and (iii) any consultant, adviser, agent, customer, supplier, service provider, business partner or joint venture partner of the Group whom the committee as appointed by the Board from time to time (the “Committee”) or the management, which comprises of the Chief executive officer, Chief financial officer, Chief operating officer and Chief technology officer of the Company (the “Management”), considers in its sole discretion (as the case may be), has contributed or will contribute to the Group.

### Maximum number of Shares for issue

The maximum number of the underlying Shares in respect of which share options may be granted under the 2019 Share Option Plan shall not exceed 3.5% of the outstanding Shares in issue on the effective Date of the 2019 Share Option Plan, and, when aggregated with the maximum number of Shares in respect of any share options to be granted under the 2019 Share Option Plan and any other share options to be granted under the 2016 Share Incentive Plan, the 2018 Share Incentive Plan and any other share incentive plans to be established by the Company (the “Other Plans”) shall not in aggregate exceed 10% of the outstanding Shares in issue on the effective Date of the 2019 Share Option Plan (or of the refreshment of the 10% limit).

The maximum number of Shares in respect of which share options may be granted under the 2019 Share Option Plan was 73,871,298, representing 3.5% of the number of Shares in issue as at August 2, 2019.

The above maximum number is subject to the condition that the total maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2019 Share Option Plan and any other options granted and yet to be exercised under the other plans shall not exceed 30% of the outstanding Shares in issue from time to time. No options may be granted under the 2019 Share Option Plan and no options may be granted under the other plans if it will result in such limit being exceeded.

### 合資格參與者

符合資格參與二零一九年購股權計劃的人士包括(i)任何董事、(ii)本集團任何其他僱員，及(iii)董事會不時委任的委員會(「委員會」)或由本公司首席執行官、首席財務官、首席運營官及首席技術官組成的管理層(「管理層」)(視情況而定)全權酌情認為已經或將會為本集團作出貢獻的本集團任何諮詢人、顧問、代理、客戶、供應商、服務提供商、業務合作夥伴或合營企業合作夥伴。

### 可發行股份最高數目

根據二零一九年購股權計劃可能授出之購股權的相關股份最高數目，不得超過於二零一九年購股權計劃生效日期已發行在外股份的3.5%，且根據二零一九年購股權計劃將予授出之任何購股權與根據二零一六年股份激勵計劃、二零一八年股份激勵計劃以及本公司擬設立的任何其他股份激勵計劃(「其他計劃」)之任何其他將予授出購股權所涉及之最高股份數目合併計算時，總數不得超過二零一九年購股權計劃生效日期已發行在外股份之10%(或10%限額的更新)。

根據二零一九年購股權計劃可能授出之購股權所涉及之最高股份數目為73,871,298股，佔於二零一九年八月二日已發行股份數目的3.5%。

上述最高數目受以下條件規限，根據二零一九年購股權計劃所有已授出但尚未行使的購股權，以及根據其他計劃任何其他已授出但尚未行使的購股權，獲行使後可能發行股份最高數目不得超過不時已發行在外股份的30%。倘將導致超出有關限額，則一概不得根據二零一九年購股權計劃授出購股權及根據其他計劃授出購股權。



As at June 30, 2023, the aforesaid scheme limit under the 2019 Share Option Plan had been fully utilized. No option has been granted under the 2019 Share Option Plan during the Reporting Period and accordingly the total number of Shares available for issue and/or transfer upon exercise of all options granted under the 2019 Share Option Plan was 52,287,508 Shares, representing approximately 2.32% of the total number of all Shares in issue as at the Latest Practicable Date. Among the 52,287,508 options, 44,825,409 had been vested and 7,462,099 remained unvested as at the date of the Latest Practicable Date.

### Maximum Entitlement of each eligible participant

Unless separately approved by the Shareholders in general meeting (with the relevant eligible participant and such eligible participant's close associates (with the meaning ascribed thereto under the Listing Rules) (or such eligible participants' associates if the eligible participant is a connected person of the Company) abstaining from voting), no eligible participant shall be granted a share option if the total number of Shares issued and to be issued upon exercise of the share options (including exercised, cancelled and outstanding share options but excluding lapsed share options) granted and to be granted to such eligible participant in any 12-month period up to and including such further grant would exceed 1% of the outstanding Shares in issue from time to time. A circular with the requisite information must be sent to the Shareholders prior to general meeting, disclosing, amongst others, the identity of such eligible participant and the number and terms of the share options granted and proposed to be granted. The number and terms (including the exercise price) of the share options to be granted to such eligible participant must be fixed before the approvals are sought and the date of the Board meeting of Company for proposing such further grant should be taken as the date of the grant for the purpose of calculating the exercise price.

### Administration

The 2019 Share Option Plan is administered by the Board. The Board or any other authorized agent, which would administer in whole or partly the 2019 Share Option Plan on the Board's behalf. The Board shall have the authority to determine which eligible participants of the 2019 Share Option Plan will receive share options, to grant share options and to set all terms and conditions of share options (including, but not limited to, vesting and forfeiture provisions).

於二零二三年六月三十日，上述根據二零一九年購股權計劃的計劃限額已獲悉數動用。於報告期內，概無根據二零一九年購股權計劃授出購股權，因此根據二零一九年購股權計劃的所有授出購股權獲行使後可供發行及／或轉讓的股份總數為52,287,508股股份，佔於最後實際可行日期所有已發行股份總數約2.32%。於最後實際可行日期，52,287,508份購股權中，44,825,409份已歸屬，7,462,099份尚未歸屬。

### 各名合資格參與者可獲授予之最高股份數目

除非另行獲股東於股東大會上批准（在相關合資格參與者及該合資格參與者之緊密聯繫人（其具上市規則賦予之涵義）（或倘合資格參與者為本公司之關連人士，則為該合資格參與者之聯繫人）放棄投票之情況下），倘某一合資格參與者因已獲授予及將獲授予之購股權（包括已行使、已註銷及尚未行使之購股權，但不包括已失效之購股權）獲行使而導致已發行及將予發行之股份總數於截至進一步授予日期（包括該日）前任何12個月期間合共超過不時已發行在外股份之1%，則不得向該名合資格參與者授出購股權。一份載有所需資料之通函必須於股東大會前寄發予股東，披露（其中包括）該名合資格參與者之身份和已授出及建議授出之購股權數目及條款。將授予該合資格參與者之購股權數目及條款（包括行使價），須於尋求批准前訂立，而為提呈進一步授予該等購股權而舉行之本公司董事會會議之日期，將被視作授出日期（就計算行使價而言）。

### 管理

二零一九年購股權計劃由董事會進行管理。董事會或任何其他授權代理人，代表董事會管理全部或部分二零一九年購股權計劃。董事會有權釐定將收取購股權之二零一九年購股權計劃合資格參與者、授出購股權及制定購股權之所有條款及條件（包括但不限於歸屬及沒收條款）。

### Duration of share options

Each share option shall be exercisable at such times and subject to such terms and conditions as the Board determines, provided that the term of any share option shall not exceed ten years from the date of grant of the share option. The Board or the Committee has the power to specify the requirement as to the minimum period for which a share option must be held before the share option can be exercised.

There is no specified period for which an offer for an option must be accepted by the relevant eligible participant from the date on which it is made, provided that no options shall be exercised after ten years from the date of grant of the relevant share options. During the Reporting Period, the options granted under the 2019 Share Option Plan had vesting periods which ranged from 0 to 23 months from the grant date. For further details of the vesting period attached to outstanding options granted to (a) each relevant Director; and (b) other grantees in aggregate, in each case during the Reporting Period, please refer to the table set forth in pages 56 to 59 of this interim report.

Save as disclosed in the movement table below, no right to subscribe for equity or debt securities of the Company has been granted by the Company to, nor have any such rights been exercised by, any other person under the 2019 Share Option Plan during the Reporting Period.

### Exercise price

The Board or the Committee shall establish the exercise price of each share option at the time of grant and specify the exercise price in the applicable agreement evidencing the grant of option(s) (the "Award Agreement"), in compliance with the applicable laws from time to time. The exercise price of each share option shall be at least the higher of: (i) the nominal value of a Share; (ii) the closing price of a Share as stated on the Stock Exchange's daily quotations sheet on the date of grant of such share option; and (iii) the average closing price of a Share as stated on the Stock Exchange's daily quotations sheets for the five Business Days immediately preceding the date of grant of such share option.

There is no additional amount payable on application or acceptance of the share option.

### 購股權之時限

每份購股權須於董事會決定之有關時間及按照有關條款及條件予以行使，惟任何購股權之時限不得超過授出購股權日期起計十年。董事會或委員會有權訂明規定於購股權可予行使前必須持有購股權之最短期間。

相關合資格參與者並無自提出當日起計必須接納購股權要約的指定期限，惟不得於相關購股權授出日期起計十年後行使購股權。於報告期內，根據二零一九年購股權計劃授出的購股權的歸屬期為自授出日期起計0至23個月之間。有關於報告期內各情況下授予(a)各相關董事及(b)其他承授人合計的尚未行使購股權所附歸屬期的進一步詳情，請參閱本中報第56頁至第59頁所載表格。

除以下變動表所披露者外，本公司概無根據二零一九年股份激勵計劃於報告期內向任何其他人士授出認購本公司股本或債務證券的權利，亦無任何其他人士已行使任何該等權利。

### 行使價

董事會或委員會應根據適用法律不時於授出時設定各份購股權之行使價並於適用購股權授予證明協議（「獎勵協議」）內訂明行使價。每份購股權之行使價應至少為（以較高者為準）：(i) 股份面值；(ii) 於有關購股權授出日期聯交所每日報價表所報之股份收市價；及(iii) 股份於緊接有關購股權授出日期前五個營業日聯交所每日報價表所報之平均收市價。

申請或接納購股權並無應付任何額外款項。



### Term of the 2019 Share Option Plan

The 2019 Share Option Plan commenced on the effective Date of the 2019 Share Option Plan and has a remaining term of approximately 6 years as at the date of this interim report. No share options shall be granted under the 2019 Share Option Plan after the earliest to occur of: (i) the tenth anniversary of the effective Date of the 2019 Share Option Plan; (ii) the maximum number of the Shares available for issuance under the 2019 Share Option Plan have been issued; or (iii) the Board terminates the 2019 Share Option Plan in accordance with the terms set out therein. However, unless otherwise expressly provided in the 2019 Share Option Plan or in an applicable Award Agreement, any share options theretofore granted may extend beyond such date, and the authority of the Board or the Committee to amend, alter, adjust, suspend, discontinue or terminate any such grant of share options, to waive any conditions or rights under any such grant of share options, or to amend the 2019 Share Option Plan, shall extend beyond such date.

### 二零一九年購股權計劃之年期

二零一九年購股權計劃於二零一九年購股權計劃生效日期開始且於本中報日期起維持約六年期限。於(i)二零一九年購股權計劃生效日期第十週年；(ii)根據二零一九年購股權計劃可供發行之股份最高數目已發行；或(iii)董事會根據二零一九年購股權計劃所載之條款終止二零一九年購股權計劃(以最早發生者為準)後，不得再根據二零一九年購股權計劃授出任何購股權。然而，除非二零一九年購股權計劃或適用獎勵協議另有明確規定，據此授出之任何購股權可延長至有關日期之後，且董事會或委員會修訂、修改、調整、暫停、中斷或終止任何有關購股權授出，豁免任何有關購股權授出下任何條件或權利之授權，或修訂二零一九年購股權計劃之授權應延長至有關日期之後。



During the Reporting Period, the movements in the options granted under the 2019 Share Option Plan were as follows:  
於報告期內，根據二零一九年購股權計劃授出的購股權變動如下：

承授人類別名稱 Executive Director and/ or chief executive(s) of the Company 本公司執行董事及/ 或最高行政人員	Number of share options 購股權數目		Outstanding share options as at January 1, 2023 於 二零二三年 一月一日 尚未行使 的購股權	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed/ Forfeited during the period and the exercise price of such lapsed/ forfeited options 期內失效/ 沒收及該 等失效/ 沒收的 購股權 行使價	Expired during the period and the exercise price of such options 期內到期 及該等 已行使 購股權的 行使價	Outstanding share options as at June 30, 2023 於 二零二三年 六月三十日 尚未行使 的購股權	Date of grant of share options 購股權授出日期	Exercise period of share options 購股權的行使期	Exercise price of share options 購股權的行使價	Vesting period 歸屬期	Closing price of the Company's shares 緊接購股權授 出日期前本公司 股份的收市價	Immediately before the exercise date 緊接行使日期前	At exercise date of options 於購股權行使日期	Weighted average closing price of the Company's shares 本公司股份加權平均收市價
	Options granted under the 2019 Share Option Plan	Options exercised under the 2019 Share Option Plan														
Wu Zhiqiang, an executive Director 吳志祥(執行董事)	500,000	-	500,000	October 23, 2020	October 23, 2020 to October 22, 2030	HKD14436 per Share	Note 1	-	-	-	-	-	-	-	-	-
	-	-	-	二零二零年 十月二十三日	二零二零年十月二十三日 至 二零二零年十月二十二日	每股14438港元	附註1	-	-	-	-	-	-	-	-	-
	700,000	-	700,000	October 21, 2021	October 21, 2021 to October 20, 2031	HKD18560 per Share	Note 3	-	-	-	-	-	-	-	-	-
				二零二一年 十月二十一日	二零二一年十月二十一日 至 二零二一年十月二十日	每股18560港元	附註3									



CORPORATE GOVERNANCE AND OTHER INFORMATION  
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Name of grantee	Number of share options 購股權數目			Outstanding share options as at January 1, 2023 於二零二三年一月一日的尚未行使的購股權	Date of grant of share options 購股權授出日期	Exercise period of share options 購股權的行使期	Exercise price of share options 購股權的行使價	Vesting period 歸屬期	Closing price of the Company's shares immediately before the date of options 緊接購股權授出日期前本公司的收市價	Immediately before exercise date 緊接行使日期前	At exercise date of options 於購股權行使日期	Weighted average closing price of the Company's shares 本公司股份加權平均收市價
	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed/ Forfeited during the period and the exercise price of such options 期內失效/ 沒收及該等失效/ 沒收的購股權行使價									
Ma Heping, an executive Director and the Chief Executive Officer of the Company 馬和平(本公司執行董事兼首席執行官)	-	-	-	1,600,000	December 20, 2019	December 20, 2019 to December 19, 2029 二零一九年十二月二十日至二零二九年十二月十九日	HKD 124.28 per Share 每股124.28港元	Note 2 附註2	-	-	-	-
	-	-	-	1,600,000	October 23, 2020	October 23, 2020 to October 22, 2030 二零二零年十月二十三日至二零三零年十月二十二日	HKD 144.36 per Share 每股144.36港元	Note 1 附註1	-	-	-	-
	-	-	-	1,600,000	October 21, 2021	October 21, 2021 to October 20, 2031 二零二一年十月二十一日至二零三一年十月二十日	HKD 185.60 per Share 每股185.60港元	Note 3 附註3	-	-	-	-
	-	139,880	-	5,613,260	December 20, 2019	December 20, 2019 to December 19, 2029 二零一九年十二月二十日至二零二九年十二月十九日	HKD 124.28 per Share 每股124.28港元	Note 2 附註2	HKD 18.51 per Share 每股18.51港元	HKD 18.40 per Share 每股18.40港元	HKD 18.40 per Share 每股18.40港元	HKD 18.40 per Share 每股18.40港元
	-	845,600	-	13,610,000	October 23, 2020	October 23, 2020 to October 22, 2030 二零二零年十月二十三日至二零三零年十月二十二日	HKD 144.36 per Share 每股144.36港元	Note 1 附註1	HKD 18.62 per Share 每股18.62港元	HKD 18.79 per Share 每股18.79港元	HKD 18.79 per Share 每股18.79港元	HKD 18.79 per Share 每股18.79港元
<b>1,007 Employees of the Group in aggregate 本集團1,007名職員合計</b>	-	418,900	98,100	28,399,448	October 21, 2021	October 21, 2021 to October 20, 2031 二零二一年十月二十一日至二零三一年十月二十日	HKD 185.60 per Share 每股185.60港元	Note 3 附註3	HKD 19.52 per Share 每股19.52港元	HKD 19.55 per Share 每股19.55港元	HKD 19.55 per Share 每股19.55港元	HKD 19.55 per Share 每股19.55港元

CORPORATE GOVERNANCE AND OTHER INFORMATION  
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承授人類別名稱	Outstanding share options as at January 1, 2023 於二零二三年一月一日的購股權	Granted during the period	Exercised during the period	Lapsed/ Forfeited during the exercise period and price of such options 期內失效/ 沒收及該等失效/ 沒收的購股權	Expired during the exercise period and price of such options exercised 期內到期及該等已行使購股權的行使價	Outstanding share options as at June 30, 2023 於二零二三年六月三十日尚未行使的購股權	Date of grant of share options 購股權授出日期	Exercise period of share options 購股權的行使期	Exercise price of share options 購股權的行使價	Vesting period 歸屬期	Closing price of the Company's shares immediately before the date of options 緊接購股權授出日期前本公司的收市價	Immediately before the exercise date 緊接行使日期前	Weighted average closing price of the Company's shares 本公司股份加權平均收市價
													At exercise date of options 於購股權行使日期
10 Employees of the Group's associates in aggregate 本集團聯營公司10名僱員合計	13,400	-	13,000	-	-	400	December 20, 2019 二零一九年十二月二十日	December 20, 2019 to December 19, 2029 二零一九年十二月二十日至二零二九年十二月十九日	HKD 124.28 per Share 每股124.28港元	Note 2 附註2	-	HKD 18.64 per Share 每股18.64港元	HKD 18.27 per Share 每股18.27港元
	168,400	-	1,600	-	-	166,800	October 23, 2020 二零二零年十月二十三日	October 23, 2020 to October 22, 2030 二零二零年十月二十三日至二零三零年十月二十二日	HKD 144.36 per Share 每股144.36港元	Note 1 附註1	-	HKD 19.38 per Share 每股19.38港元	HKD 19.80 per Share 每股19.80港元
<b>Total</b> 總計	53,804,508	-	1,418,900	98,100	-	52,287,508							



## CORPORATE GOVERNANCE AND OTHER INFORMATION 企業管治及其他資料

### Notes:

- (1) 50% of the share options granted vested immediately upon the grant and the remaining 50% vested in the third quarter of 2021.
- (2) 50% of the share options granted vested immediately upon the grant and the remaining 50% vested in the third quarter of 2020.
- (3) The share options shall vest in the grantees in the following manner:
  - 25% of the total number of share options shall vest immediately upon the grant
  - 25% of the total number of share options shall vest in the third quarter of 2022
  - 25% of the total number of share options shall vest in the fourth quarter of 2022
  - 25% of the total number of share options shall vest in the third quarter of 2023
- (4) None of the grantees under the 2019 Share Option Plan was (i) a substantial Shareholder of the Company or its associate(s); (ii) a participant with options and awards granted and to be granted in excess of the 1% individual limit (as defined in the Listing Rules); (iii) a related entity participant or a service provider with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the Shares in issue; or (iv) a service provider of the Group.
- (5) As disclosed under the sub-sections headed "Maximum number of Shares to be awarded" and "Grant of Awards" in this interim report, no options have been granted under the 2019 Share Option Plan during the Reporting Period.
- (6) Those employee participants of the Group's associates are basically sales and marketing and technical staff. The success and growth of the Group requires cooperation and contribution from the employees of the Group's associates who play a role and make actual or potential contribution to the business, development and growth of the Group. Sales and marketing staff could help expand the Group's sales network by exploring and referring new customers to the Group which is a very important offline user acquisition channel for the Group to accelerate the online penetration in lower-tier cities, as such, the Group can have closer relationship with the supply end, and better utilize our membership program for a high stickiness and retention. Meanwhile, the Group could offer superior services for our users. In relation to the technical staff, since the relevant Group's associate is at its initial stage of business development which would highly depend on its capability in research and development, it is important for the Group's associate to retain a strong core technical team. It will be beneficial to the Group in the long run in terms of return from the minority investment if the Group's associate grows its business. In selecting the eligible participants, the Board assessed the eligibility based on various factors including but not limited to (i) job responsibility and seniority of the employees, (ii) the performance standard and/or sales targets attained by the relevant employees, and contribution made by the participants to the Group/the Group's associates and (iii) the length of employment and dedication to the Group/the Group's associates

### 附註：

- (1) 50%的購股權在授予後立刻歸屬，其餘50%在二零二一年第三季歸屬。
- (2) 50%的購股權在授予後立刻歸屬，其餘50%在二零二零年第三季歸屬。
- (3) 購股權須按以下方式歸屬於承授人：
  - 25%的購股權總數在授予後立刻歸屬
  - 25%的購股權總數在二零二二年第三季歸屬
  - 25%的購股權總數在二零二二年第四季歸屬
  - 25%的購股權總數在二零二三年第三季歸屬
- (4) 概無二零一九年購股權計劃項下的承授人為(i)本公司或其聯營公司的主要股東；(ii)獲授予購股權及獎勵以及將獲授超過1%的個人限額(定義見上市規則)的參與者；(iii)獲授予購股權及獎勵以及於任何12個月期間將獲授超過已發行股份0.1%的關連實體參與者或服務提供商；或(iv)本集團的服務提供商。
- (5) 誠如本中報「最高獎勵股份數目」及「授出獎勵」分節所披露，本公司於報告期內概無根據二零一九年購股權計劃授出購股權。
- (6) 本集團聯營公司的僱員參與者基本上為銷售及營銷以及技術人員。本集團的成功及增長需要來自本集團聯營公司僱員的合作及貢獻，彼等為本集團業務、發展及增長發揮作用並作出實際或潛在貢獻。銷售及營銷人員可通過發掘及轉介新客戶予本集團，以協助拓展本集團的銷售網絡，此乃本集團就加速下沉市場線上滲透的非常重要線下獲客渠道，因此，本集團可與供應端建立更緊密的關係，並善用我們的會員計劃以維持高黏性及留存客戶。與此同時，本集團可為我們的用戶提供優質的服務。就技術人員而言，由於本集團相關聯營公司處於其業務發展初期，而這將很大程度上依賴其研發能力，故保留一支強大的核心技術團隊對本集團聯營公司而言至關重要。長遠而言，倘本集團聯營公司的業務增長，在少數股權投資回報方面將有利於本集團。在選擇合資格參與者時，董事會根據多項因素評估合資格參與者，包括但不限於(i)僱員的工作職責及資歷、(ii)相關僱員達致的表現標準及／或銷售目標以及參與者對本集團／本集團聯營公司作出的貢獻及(iii)於本集團／本集團聯營公司的受僱年期及貢獻。

## THE 2019 RSU PLAN

The Company has approved and adopted the 2019 RSU Plan by the Board's resolution on July 2, 2019 (the "Effective Date of the 2019 RSU Plan"). During the Reporting Period, no RSU has been granted by the Company pursuant to the 2019 RSU Plan.

### Purpose

The purpose of the 2019 RSU Plan is to provide better rewards to the talents who have contributed to the development and success of the Group, and for the future development of the Group, to motivate such talents to continue to make their best efforts and to attract new talents through providing them with the opportunities to acquire interests in Shares of the Company.

### Eligible participants

The eligible participants of the 2019 RSU Plan include (i) any Director, (ii) any other employee of the Group and (iii) any consultant, adviser, agent, customer, supplier, service provider, business partner or joint venture partner of the Group whom the Committee or the management (as the case may be) considers, in its sole discretion, has contributed or will contribute to the Group. The Committee (in respect of Directors and senior management of the Company) or the management (in respect of persons who are not Directors or senior management of the Company) shall have the authority to determine which eligible participant will receive RSUs, to grant RSUs and to set all terms and conditions of RSUs (including, but not limited to, vesting and forfeiture provisions).

### Maximum number of Shares

The maximum number of Shares in respect of which RSUs may be granted under the 2019 RSU Plan was 31,659,128, representing 1.5% of the total issued share capital of the Company as at August 2, 2019, and, when aggregated with the maximum number of Shares in respect of which options or awards may be granted under any other share-based incentive plan of the Company (including the 2019 Share Option Plan and the other plans), shall not exceed 10% of the total Issued share Capital of the Company as at the effective Date of the 2019 RSU Plan (or of the refreshment of the 10% limit) (the "RSU Mandate Limit").

## 二零一九年受限制股份單位計劃

本公司已於二零一九年七月二日（「二零一九年受限制股份單位計劃生效日期」）以董事會決議案批准及採納二零一九年受限制股份單位計劃。於報告期內，概無根據二零一九年受限制股份單位計劃授出受限制股份單位。

### 目的

二零一九年受限制股份單位計劃旨在向本集團過往及未來發展及成功作出貢獻的人才提供更好的回報，通過提供購買本公司股份權益的機會，激勵該等人才繼續竭盡所能及招攬新人才。

### 合資格參與者

二零一九年受限制股份單位計劃的合資格參與者包括(i)任何董事、(ii)本集團任何其他僱員及(iii)委員會或管理層（視情況而定）全權酌情認為已經或將會為本集團作出貢獻的本集團任何諮詢人、顧問、代理、客戶、供應商、服務提供商、業務合作夥伴或合營企業合作夥伴。委員會（就本公司董事及高級管理層而言）或管理層（就非本公司董事或高級管理層之人士而言）有權決定將獲得受限制股份單位的合資格參與者、授出受限制股份單位，以及制定受限制股份單位的所有條款及條件（包括但不限於歸屬及沒收條款）。

### 股份最高數目

根據二零一九年受限制股份單位計劃可能授出的受限制股份單位涉及的股份最高數目為31,659,128股，相當於本公司於二零一九年八月二日已發行總股本的1.5%，及與根據本公司任何其他以股份為基礎的股份獎勵計劃（包括二零一九年購股權計劃及其他計劃）可能授出的購股權或獎勵涉及的股份最高數目合計，不得超過本公司於二零一九年受限制股份單位計劃生效日期已發行總股本的10%（或10%限額的更新）（「受限制股份單位授權限額」）。



The RSU Mandate Limit may be refreshed from time to time subject to the prior approval of the Shareholders, but in any event, the total number of Shares in respect of which RSUs may be granted under the 2019 RSU Plan following the date of approval of the refreshed limit, when aggregated with the maximum number of Shares in respect of which options or awards may be granted under any other share-based incentive plan of the Company (including the 2019 Share Option Plan and the other plans), must not exceed 10% of the total issued share capital of the Company as at the date when such refreshed limit is approved.

As at June 30, 2023, 2,639,282 Shares available for issue and/or transfer upon vesting of all RSUs granted under the 2019 RSU Plan, representing approximately 0.12% of the total number of all Shares in issue as at the Latest Practicable Date. 2,639,282 and 2,639,282 Shares were underlying all unvested RSUs under the 2019 RSU Plan as at January 1, 2023 and June 30, 2023, respectively.

As at June 30, 2023, the aforesaid RSU Mandate Limit under the 2019 RSU Plan had been fully utilized.

### Administration

The 2019 RSU Plan shall be subject to the administration of the Board who may delegate all or part of such administration to a committee or any other authorized agent. The decision of the Board or persons to whom the Board has delegated relevant powers shall be final and binding on all parties for any matters concerning the interpretation or application of the 2019 RSU Plan.

### Grant of RSUs

The Board (or any committee or other authorized agent delegated by the Board) may, from time to time, at their absolute discretion select the grantee(s), determine the number of RSUs to be awarded and specify such event, time limit or conditions (if any) as it thinks fit when making such offer to the grantee(s), including, without limitation, conditions as to performance criteria to be satisfied by the grantee(s) and/or the Company and/or the Group which must be satisfied before a RSU can be vested.

受限制股份單位授權限額或會不時更新，惟須取得股東的事先批准，但無論如何，與於批准更新後限額日期後根據二零一九年受限制股份單位計劃可能授出的受限制股份單位有關的股份總數與根據本公司任何其他以股份為基礎的獎勵計劃（包括二零一九年購股權計劃及其他計劃）可能授出的購股權或獎勵有關的股份數目上限相加，不得超過本公司於相關更新後限額獲批准日期已發行總股本的10%。

於二零二三年六月三十日，根據二零一九年受限制股份單位計劃授出的所有受限制股份單位歸屬後共有2,639,282股股份可供發行及／或轉讓，佔於最後實際可行日期已發行股份總數約0.12%。於二零二三年一月一日及二零二三年六月三十日，2,639,282股及2,639,282股股份分別為二零一九年受限制股份單位計劃項下的所有未歸屬受限制股份單位。

於二零二三年六月三十日，上述二零一九年受限制股份單位計劃項下的受限制股份單位授權限額已獲悉數動用。

### 管理

二零一九年受限制股份單位計劃由董事會管理，而董事會可將管理工作全部或部分轉交委員會或任何其他授權代理人。董事會或獲董事會轉授相關權力的人士的決定為最終決定，在有關二零一九年受限制股份單位計劃的詮釋或應用的任何事宜方面對各方均具約束力。

### 授出受限制股份單位

董事會（或由董事會委派任何委員會或其他授權代理人）可不時全權酌情選定承授人、釐定所獎勵的受限制股份單位數目，以及訂明向有關承授人提出要約時認為適當的有關情況、時限或條件（如有），包括但不限於受限制股份單位可歸屬前承授人及／或本公司及／或本集團須符合的業績標準。

### Consideration

The consideration to be paid for the granting of a RSU, including the method of payment, will be determined by the Board. Such consideration may consist of (i) cash, (ii) cheque, (iii) such other method of payment as is approved by the Board, or (iv) any combination of the foregoing that is approved by the Board.

Save for the consideration to be paid for the granting of a RSU, there is no additional amount payable on purchase of share(s) underlying the RSU granted.

### Vesting of RSUs

Unless otherwise determined by the Board (or any committee or other authorized agent delegated by the Board) at its discretion, the RSUs held by the trustee appointed by the Company in respect of the 2019 RSU Plan and which are referable to a relevant grantee shall not vest in the relevant grantee 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 any committee or other authorized agent delegated by the Board) or breaches any terms of the 2019 RSU Plan.

The vesting periods under the 2019 RSU Plan ranged from 0 to 23 months from the grant date. For further details of the vesting period attached to the unvested RSUs granted under the 2019 RSU Plan during the Reporting Period, please refer to the table set forth in pages 63 to 64 of this interim report.

Save as disclosed in the movement table below, no right to subscribe for equity or debt securities of the Company has been granted by the Company to, nor have any such rights been vested by, any other person under the 2019 RSU Plan during the Reporting Period.

### Term of the 2019 RSU Plan

Unless terminated earlier in accordance with the 2019 RSU Plan, the 2019 RSU Plan will be valid and effective for a period commencing from the Effective Date of the 2019 RSU Plan and expiring on the 10th anniversary thereof. The 2019 RSU Plan has a remaining term of approximately 6 years as at the date of this interim report. Any early termination of the 2019 RSU Plan shall not affect any subsisting rights of any grantee hereunder.

### 代價

就授予受限制股份單位支付的代價(包括付款方式)將由董事會釐定。該等代價可包括(i)現金；(ii)支票；(iii)董事會批准的其他付款方式；或(iv)經董事會批准的上述任何組合。

除就授出受限制股份單位須支付的代價外，購買與已授出的受限制股份單位的相關股份並無應付任何額外款項。

### 受限制股份單位歸屬

倘相關承授人未能達致由董事會(或由董事會委派的任何委員會或其他授權代理人)單方面全權酌情決定適用於各受限制股份單位的特定條款及條件，或相關承授人違反二零一九年受限制股份單位計劃的任何條款，除非董事會(或由董事會委派的任何委員會或其他授權代理人)酌情作出其他決定，否則由本公司就二零一九年受限制股份單位計劃任命的受託人持有且可指明相應承授人的受限制股份單位不得歸屬予相關承授人。

二零一九年受限制股份單位計劃的歸屬期為自授出日期起計0個月至23個月之間。有關報告期內根據二零一九年受限制股份單位計劃授出的未歸屬受限制股份單位所附歸屬期的進一步詳情，請參閱本中報第63頁至第64頁所載表格。

除以下變動表所披露者外，本公司概無根據二零一九年受限制股份單位計劃於報告期內向任何其他人士授出認購本公司股本或債務證券的權利，亦無任何其他人士已歸屬任何該等權利。

### 二零一九年受限制股份單位計劃之年期

除非根據二零一九年受限制股份單位計劃提早終止，否則二零一九年受限制股份單位計劃將由二零一九年受限制股份單位計劃生效日期起一直有效及生效，並於屆滿十週年時失效。二零一九年受限制股份單位計劃於本中報日期起維持約六年期限。提早終止二零一九年受限制股份單位計劃並不影響任何其項下承授人的既有權利。



During the Reporting Period, the movements in the unvested awards under the 2019 RSU Plan were as follows:  
於報告期內，根據二零一九年受限制股份單位計劃授出的未歸屬獎勵變動如下：

Name of grantee 承授人類別名稱	Number of share awards 股份獎勵數目				Expired during the period and the purchase price of such exercised RSUs 期內到期及該等已行使受限制股份單位的購買價	Unvested RSUs as at June 30, 2023 於二零二三年六月三十日尚未歸屬的受限制股份單位	Date of grant of RSUs 受限制股份單位授出日期	Exercise period of RSUs 受限制股份單位的行使期	Consideration of RSUs 受限制股份單位的代價	Vesting period 歸屬期	Closing price of the Company's shares immediately before the grant date of RSUs 緊接受限制股份單位授出日期前本公司股份的收市價	Immediately before the vesting date 緊接歸屬日期前	Weighted average closing price of the Company's shares 本公司股份加權平均收市價
	Unvested RSUs as at January 1, 2023 於二零二三年一月一日尚未歸屬的受限制股份單位	Granted during the period 期內授出	Vested during the period 期內獲歸屬	Lapsed/Forfeited during the period and the purchase price of such lapsed/forfeited RSUs 期內失效/沒收及該等失效/沒收的受限制股份單位購買價									
295 Employees of the Group in aggregate 本集團295名僱員合計	2,604,282	-	-	-	-	2,604,282	October 21, 2021	October 21, 2021 to October 20, 2031	0	Note 1	-	-	-
7 Employees of the Group's associates in aggregate 本集團聯營公司7名僱員合計	35,000	-	-	-	-	35,000	October 21, 2021	October 21, 2021 to October 20, 2031	0	Note 1	-	-	-
<b>Total</b> <b>總計</b>	<b>2,604,282</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,639,282</b>							



Notes:

- (1) The RSUs shall vest in the grantees in the following manner:
  - 25% of the RSUs granted shall vest immediately upon the grant
  - 25% of the RSUs granted shall vest in the third quarter of 2022
  - 25% of the RSUs granted shall vest in the fourth quarter of 2022
  - 25% of the RSUs granted shall vest in the third quarter of 2023.
- (2) None of the grantees under the 2019 RSU Plan was (i) a Director, a substantial Shareholder of the Company or its associate; (ii) a participant with options and awards granted and to be granted in excess of the 1% individual limit (as defined in the Listing Rules); (iii) a related entity participant or a service provider with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the Shares in issue; or (iv) a service provider of the Group.
- (3) As disclosed under the sub-sections headed “Maximum number of Shares to be awarded” and “Grant of Awards” in this interim report, no awards have been granted under the 2019 RSU Plan during the Reporting Period.
- (4) Those employee participants of the Group’s associates are basically sales and marketing and technical staff. The success and growth of the Group requires cooperation and contribution from the employees of the Group’s associates who play a role and make actual or potential contribution to the business, development and growth of the Group. Sales and marketing staff could help expand the Group’s sales network by exploring and referring new customers to the Group which is a very important offline user acquisition channel for the Group to accelerate the online penetration in lower-tier cities, as such, the Group can have closer relationship with the supply end, and better utilize our membership program for a high stickiness and retention. Meanwhile, the Group could offer superior services for our users. In relation to the technical staff, since the relevant Group’s associate is at its initial stage of business development which would highly depend on its capability in research and development, it is important for the Group’s associate to retain a strong core technical team. It will be beneficial to the Group in the long run in terms of return from the minority investment if the Group’s associate grows its business. In selecting the eligible participants, the Board assessed the eligibility based on various factors including but not limited to (i) job responsibility and seniority of the employees, (ii) the performance standard and/or sales targets attained by the relevant employees, and contribution made by the participants to the Group/the Group’s associates and (iii) the length of employment and dedication to the Group/the Group’s associates.

## THE 2022 SHARE OPTION PLAN

The Company has adopted a share option plan (the “**2022 Share Option Plan**”) by an ordinary resolution duly passed by the Shareholders on May 31, 2022 (the “**Effective Date of the 2022 Share Option Plan**”). During the Reporting Period, no options were granted under the 2022 Share Option Plan.

### Purpose

The purpose of the 2022 Share Option Plan is to provide better rewards to the Eligible Participants (as defined below) who have contributed to the development and success of the Group and for the future development of the Group, to motivate such Eligible Participants (as defined below) to continue to make their best efforts, and to attract new Eligible Participants (as defined below) through providing them with the opportunities to acquire Shares.

附註：

- (1) 受限制股份單位須按以下方式歸屬於承授人：
  - 25%的已授出受限制股份單位在授予後立刻歸屬
  - 25%的已授出受限制股份單位在二零二二年第三季歸屬
  - 25%的已授出受限制股份單位在二零二二年第四季歸屬
  - 25%的已授出受限制股份單位在二零二三年第三季歸屬。
- (2) 概無二零一九年受限制股份單位計劃項下的承授人為(i)本公司或其聯營公司的董事、主要股東；(ii)獲授予購股權及獎勵以及將獲授超過1%的個人限額(定義見上市規則)的參與者；(iii)獲授予購股權及獎勵以及於任何12個月期間將獲授超過已發行股份0.1%的關連實體參與者或服務提供商；或(iv)本集團的服務提供商。
- (3) 誠如本中報「最高獎勵股份數目」及「授出獎勵」分節所披露，本公司於報告期內概無根據二零一九年受限制股份單位計劃授出獎勵。
- (4) 本集團聯營公司的僱員參與者基本上為銷售及營銷以及技術人員。本集團的成功及增長需要來自本集團聯營公司僱員的合作及貢獻，彼等為本集團業務、發展及增長發揮作用並作出實際或潛在貢獻。銷售及營銷人員可通過發掘及轉介新客戶予本集團，以協助拓展本集團的銷售網絡，此乃本集團就加速下沉市場線上滲透的非常重要線下獲客渠道，因此，本集團可與供應商建立更緊密的關係，並善用我們的會員計劃以維持高黏性及留存客戶。與此同時，本集團可為我們的用戶提供優質的服務。就技術人員而言，由於本集團相關聯營公司處於其業務發展初期，而這將很大程度上依賴其研發能力，故保留一支強大的核心技术團隊對本集團聯營公司而言至關重要。長遠而言，倘本集團聯營公司的業務增長，在少數股權投資回報方面將有利於本集團。在選擇合資格參與者時，董事會根據多項因素評估合資格參與者，包括但不限於(i)僱員的工作職責及資歷、(ii)相關僱員達致的表現標準及／或銷售目標以及參與者對本集團／本集團聯營公司作出的貢獻及(iii)於本集團／本集團聯營公司的受僱年期及貢獻。

## 二零二二年購股權計劃

本公司已於二零二二年五月三十一日(「**二零二二年購股權計劃生效日期**」)以股東正式通過的普通決議案採納購股權計劃(「**二零二二年購股權計劃**」)。於報告期內，概無根據二零二二年購股權計劃授出購股權。

### 目的

二零二二年購股權計劃旨在向本集團過往及未來發展及成功作出貢獻的合資格參與者(定義見下文)提供更佳回報，通過提供購買股份的機會，激勵該等合資格參與者(定義見下文)繼續竭盡所能及招攬新合資格參與者(定義見下文)。



### Eligible participants

The eligible participants of the 2022 Share Option Plan (the “**Eligible Participants**”) include (i) any Director of the Company and (ii) any other employee of the Group and its associates. The committee as authorized by the Board from time to time (the “**Committee**”) (in respect of Directors and senior management of the Company) or the management comprising the Chief Executive Officer, Chief Financial Officer, Chief Operation Officer and Chief Technical Officer of the Company (in respect of persons who are not Directors or senior management of the Company) shall have the authority to determine which Eligible Participant will receive awards, to grant awards and to set all terms and conditions of awards (including, but not limited to, vesting and forfeiture provisions).

### Maximum number of Shares for issue

The maximum number of the underlying Shares in respect of which share options may be granted under the 2022 Share Option Plan shall not exceed 2.5% of the outstanding Shares in issue on the Effective Date of the 2022 Share Option Plan, and, when aggregated with the maximum number of Shares in respect of any share options to be granted under the 2022 Share Option Plan and any other share options to be granted under the 2016 Share Incentive Plan, the 2018 Share Incentive Plan, 2019 Share Option Plan and any other share incentive plans to be established by the Company (the “Other Plans”) shall not in aggregate exceed 10% of the outstanding Shares in issue on the Effective Date of the 2022 Share Option Plan (or of the refreshment of the 10% limit).

The total maximum number of Shares in respect of which share options may be granted under the 2022 Share Option Plan would be 55,459,938, representing 2.5% of the number of Shares in issue as at May 31, 2022.

The above maximum number is subject to the condition that the total maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2022 Share Option Plan and any other options granted and yet to be exercised under the other plans shall not exceed 30% of the outstanding Shares in issue from time to time. No options may be granted under the 2022 Share Option Plan and no options may be granted under the other plans if it will result in such limit being exceeded.

### 合資格參與者

二零二二年購股權計劃的合資格參與者（「**合資格參與者**」）包括(i)本公司任何董事及(ii)本集團及其聯營公司的任何其他僱員。經董事會不時授權的委員會（「**委員會**」）（就本公司董事及高級管理層而言）或由本公司首席執行官、首席財務官、首席運營官及首席技術官組成的管理層（就並非本公司董事及高級管理層的人士而言）有權釐定可收取獎勵之合資格參與者、授出獎勵及制定獎勵之所有條款及條件（包括但不限於歸屬及沒收條款）。

### 可發行股份最高數目

根據二零二二年購股權計劃可能授出之購股權的相關股份最高數目，不得超過於二零二二年購股權計劃生效日期已發行在外股份的2.5%，且根據二零二二年購股權計劃將予授出之任何購股權與根據二零一六年股份激勵計劃、二零一八年股份激勵計劃、二零一九年購股權計劃及本公司擬設立的任何其他股份激勵計劃（「**其他計劃**」）之任何其他將予授出購股權所涉及之最高股份數目合併計算時，總數不得超過二零二二年購股權計劃生效日期已發行在外股份之10%（或10%限額的更新）。

根據二零二二年購股權計劃可能授出之購股權所涉及的最高股份數目將為55,459,938股，相當於二零二二年五月三十一日已發行股份數目的2.5%。

上述最高數目受以下條件規限，根據二零二二年購股權計劃所有已授出但尚未行使的購股權，以及根據其他計劃任何其他已授出但尚未行使的購股權，獲行使後可能發行股份最高數目不得超過不時已發行在外股份的30%。倘將導致超出有關限額，則一概不得根據二零二二年購股權計劃授出購股權及根據其他計劃授出購股權。

As at June 30, 2023, the total number of Shares available for issue and/or transfer upon exercise of all options that may be granted under the 2022 Share Option Plan was 54,839,038, representing approximately 2.43% of the total number of all Shares in issue as at the Latest Practicable Date.

There were 27,729,938 Shares and 27,729,938 Shares underlying the options available for grant under the 2022 Share Option Plan as at January 1, 2023 and June 30, 2023, respectively.

The number of outstanding Shares available for issue upon exercise of the options granted under the 2022 Share Option Plan is 27,109,100 Shares, which represents approximately 1.20% of the issued Shares as at the Latest Practicable Date. Among the 27,109,100 options, 6,795,650 had been vested and 20,313,450 remained unvested as at the date of the Latest Practicable Date.

### Maximum Entitlement of each eligible participant

Unless separately approved by the Shareholders in general meeting (with the relevant Eligible Participant and such Eligible Participant's close associates (with the meaning ascribed thereto under the Listing Rules) (or such Eligible Participants' Associates if the Eligible Participant is a connected person (with the meaning ascribed thereto under the Listing Rules) of the Company abstaining from voting), no Eligible Participant shall be granted a share option if the total number of Shares issued and to be issued upon exercise of the share options (including exercised, cancelled and outstanding share options but excluding lapsed share options) granted and to be granted to such Eligible Participant in any twelve (12)-month period up to and including such further grant would exceed 1% of the outstanding Shares in issue from time to time. A circular with the requisite information must be sent to the Shareholders prior to general meeting, disclosing, amongst others, the identity of such Eligible Participant and the number and terms of the share options granted and proposed to be granted. The number and terms (including the exercise price) of the share options to be granted to such Eligible Participant must be fixed before the approvals are sought and the date of the Board meeting of Company for proposing such further grant should be taken as the date of the grant for the purpose of calculating the exercise price.

於二零二三年六月三十日，根據二零二二年購股權計劃可授出的所有購股權獲行使後可供發行及／或轉讓的股份總數為54,839,038股，佔於最後實際可行日期所有已發行股份總數約2.43%。

於二零二三年一月一日及二零二三年六月三十日，根據二零二二年購股權計劃可授出的購股權涉及股份分別為27,729,938股和27,729,938股。

根據二零二二年購股權計劃授出的購股權獲行使後可供發行在外股份數目為27,109,100股，相當於最後實際可行日期已發行股份約1.20%。於最後實際可行日期，於27,109,100份購股權中，6,795,650份已歸屬及20,313,450份尚未歸屬。

### 各名合資格參與者可獲授予之最高股份數目

除非另行獲股東於股東大會上批准（在相關合資格參與者及該合資格參與者之緊密聯繫人（其具上市規則賦予之涵義）（或倘合資格參與者為本公司之關連人士（其具上市規則賦予之涵義），則為該合資格參與者之聯繫人）放棄投票之情況下），倘某一合資格參與者因已獲授予及將獲授予之購股權（包括已行使、已註銷及尚未行使之購股權，但不包括已失效之購股權）獲行使而導致已發行及將予發行之股份總數於截至進一步授予日期（包括該日）前任何十二（12）個月期間合共超過不時已發行在外股份之1%，則不得向該名合資格參與者授出購股權。一份載有所需資料之通函必須於股東大會前寄發予股東，披露（其中包括）該名合資格參與者之身份和已授出及建議授出之購股權數目及條款。將授予該合資格參與者之購股權數目及條款（包括行使價），須於尋求批准前訂立，而為提呈進一步授予該等購股權而舉行之本公司董事會會議之日期，將被視作授出日期（就計算行使價而言）。



## Administration

The 2022 Share Option Plan is administered by the Board. The Board may appoint the Committee or any other authorized agent, which would administer in whole or partly the 2022 Share Option Plan on the Board's behalf. The Board shall have the authority to determine which Eligible Participant will receive Share Options, to grant Share Options and to set all terms and conditions of Share Options (including, but not limited to, vesting and forfeiture provisions).

## Duration of share options

There is no specified period for which an offer for an option must be accepted by the relevant Eligible Participant from the date on which it is made, provided that no options shall be exercised after ten years from the date of grant of the relevant share options.

Each share option shall be exercisable at such times and subject to such terms and conditions as the Board determines, provided that the term of any share option shall not exceed ten (10) years from the date of grant of the share option. The Board or the Committee has the power to specify the requirement as to the minimum period for which a share option must be held before the share option can be exercised.

The options granted under the 2022 Share Option Plan had vesting periods ranged from 12 to 48 months from the grant date. For further details of the vesting period attached to outstanding options granted under the 2022 Share Option Plan during the Reporting Period, please refer to the table set forth in pages 69 to 71 of this interim report.

Save as disclosed in the movement table below, no right to subscribe for equity or debt securities of the Company has been granted by the Company to, nor have any such rights been exercised and/or vested by, any other person under the 2022 Share Option Plan during the Reporting Period.

## 管理

二零二二年購股權計劃由董事會進行管理。董事會可委派委員會或任何其他授權代理人，代表董事會管理全部或部分二零二二年購股權計劃。董事會有權釐定將收取購股權之合資格參與者、授出購股權及制定購股權之所有條款及條件（包括但不限於歸屬及沒收條款）。

## 購股權之時限

相關合資格參與者並無自提出當日起計必須接納購股權要約的指定期限，惟不得於相關購股權授出日期起計十年後行使購股權。

每份購股權須於董事會決定之有關時間及按照有關條款及條件予以行使，惟任何購股權之時限不得超過授出購股權日期起計十(10)年。董事會或委員會有權訂明規定於購股權可予行使前必須持有購股權之最短期間。

根據二零二二年購股權計劃授出的購股權的歸屬期為自授出日期起計12至48個月之間。有關於報告期內根據二零二二年購股權計劃授出的尚未行使購股權所附的歸屬期的進一步詳情，請參閱本中報第69頁至第71頁所載表格。

除以下變動表所披露者外，本公司概無根據二零二二年購股權計劃於報告期內向任何其他人士授出認購本公司股本或債務證券的權利，亦無任何其他人士已行使及／或歸屬任何該等權利。

### Exercise price

The Board or the Committee shall establish the exercise price of each Share Option at the time of grant and specify the exercise price in the applicable document or agreement setting forth the terms and conditions of a specific award under the 2022 Share Option Plan (the “Award Agreement”), in compliance with the applicable law from time to time. The exercise price of each share option shall be at least the higher of: (i) the nominal value of a Share; (ii) the closing price of a Share as stated on the Stock Exchange’s daily quotations sheet on the date of grant of such share option; and (iii) the average closing price of a Share as stated on the Stock Exchange’s daily quotations sheets for the five (5) Business Days immediately preceding the date of grant of such share option.

There is no additional amount payable on application or acceptance of the share option.

### Term of the 2022 Share Option Plan

The 2022 Share Option Plan commenced on the Effective Date of the 2022 Share Option Plan and has a remaining term of more than 8.5 years as at the date of this interim report. No share options shall be granted under the 2022 Share Option Plan after the earliest to occur of: (i) the tenth (10th) anniversary of the Effective Date; (ii) the maximum number of the Shares available for issuance under the 2022 Share Option Plan have been issued; or (iii) the Board terminates the 2022 Share Option Plan in accordance with the terms set out therein. However, unless otherwise expressly provided in the 2022 Share Option Plan or in an applicable Award Agreement, any award theretofore granted may extend beyond such date, and the authority of the Board or the Committee to amend, alter, adjust, suspend, discontinue or terminate any such award, to waive any conditions or rights under any such award, or to amend the 2022 Share Option Plan, shall extend beyond such date.

### 行使價

董事會或委員會應根據適用法律不時於授出時設定各份購股權之行使價並於載列根據二零二二年購股權計劃特定獎勵的條款及條件的適用文件或協議（「獎勵協議」）內訂明行使價。每份購股權之行使價應至少為（以較高者為準）：(i) 股份面值；(ii) 於有關購股權授出日期聯交所每日報價表所報之收市價；及(iii) 股份於緊接有關購股權授出日期前五(5)個營業日聯交所每日報價表所報之平均收市價。

申請或接納購股權並無應付任何額外款項。

### 二零二二年購股權計劃之年期

二零二二年購股權計劃於二零二二年購股權計劃生效日期開始，且於本中報日期起維持超過八年半期限。於(i)生效日期第十(10)週年；(ii)根據二零二二年購股權計劃可供發行之股份最高數目已發行；或(iii)董事會根據二零二二年購股權計劃所載之條款終止二零二二年購股權計劃（以最早發生者為準）後，不得再根據二零二二年購股權計劃授出任何購股權。然而，除非二零二二年購股權計劃或適用獎勵協議另有明確規定，據此授出之任何獎勵可延長至有關日期之後，且董事會或委員會修訂、修改、調整、暫停、中斷或終止任何有關獎勵，豁免任何有關獎勵下任何條件或權利之授權，或修訂二零二二年購股權計劃之授權應延長至有關日期之後。



CORPORATE GOVERNANCE AND OTHER INFORMATION  
企業管治及其他資料

During the Reporting Period, the movements in the options granted under the 2022 Share Option Plan were as follows:  
於報告期內，根據二零二二年購股權計劃授出的購股權變動如下：

Name of grantee 承授人類別名稱	Number of share options 購股權數目		Expired during the period and the exercise price of such exercised options	Outstanding share options as at June 30, 2023 於 二零二三年 六月三十日 尚未行使 的購股權	Date of grant of share options 購股權授出日期	Exercise period of share options 購股權的行使期	Exercise price of share options 購股權的行使價	Vesting period 歸屬期	Closing price of the Company's shares immediately before the grant date of options 緊接購股權授出 日期前本公司股份 的收市價	Weighted average closing price of the Company's shares 本公司股份加權平均收市價	
	Outstanding share options as at January 1, 2023 於 二零二三年 一月一日尚 未行使 的購股權	Lapsed/ Forfeited during the period and the exercise price of such lapsed/for feited options 期內失效/ 沒收及 該等失效/ 沒收的購股權 行使價								Granted during the period 期內授出	Exercised during the period 期內行使
Executive Director and/ or chief executives of the Company 本公司執行董事及/ 或最高行政人員											
Wu Zhiqiang, an executive Director 吳志祥，執行董事	500,000	-	-	500,000	June 29, 2022	June 29, 2022 to June 28, 2032	HKD17.12 per Share	Note 1	-	-	-
					二零二二年 六月二十九日	二零二二年六月二十九日至 二零二三年六月二十八日	每股17.12港元	附註1	-	-	-
Ma Heping, an executive Director and the Chief Executive Officer of the Company 馬和平，本公司執行董事 兼首席執行官	1,700,000	-	-	1,700,000	June 29, 2022	June 29, 2022 to June 28, 2032	HKD17.12 per Share	Note 1	-	-	-
					二零二二年 六月二十九日	二零二二年六月二十九日至 二零二三年六月二十八日	每股17.12港元	附註1	-	-	-

CORPORATE GOVERNANCE AND OTHER INFORMATION  
企業管治及其他資料

Name of grantee 承授人類別名稱	Number of share options 購股權數目				Expired during the period and the exercise price of such options 於 二零二三年 六月三十日 尚未行使 的購股權	Date of grant of share options 購股權授出日期	Exercise period of share options 購股權的行使期	Exercise price of share options 購股權的行使價	Vesting period 歸屬期	Closing price of the Company's shares immediately before the grant date of options 緊接購股權授出 日期前本公司股份 的收市價	Immediately before the exercise date At exercise date of options 緊接行使 日期前 於購股權 行使日期	Weighted average closing price of the Company's shares 本公司股份加權平均收市價
	Outstanding share options as at January 1, 2023 於 二零二三年 一月一日尚 未行使 的購股權	Granted during the period 期內授出	Exercised during the period 期內獲行使	Forfeited during the period and the exercise price of such lapsed/for feited options 期內失效/ 沒收及 該等失效/ 沒收的購股權 行使價								
720 Employees of the Group in aggregate 本集團720名僱員合計	25,155,600	-	-	384,100	期內到期 及該等 已行使購股權 的行使價	June 29, 2022 June 28, 2032	June 29, 2022 to June 28, 2032	HKD17.12 per Share 每股17.12港元	Note 1 附註1	-	-	-
5 Employees of the Group's associates in aggregate 本集團聯營公司5名僱員 合計	137,600	-	-	-	於 二零二三年 六月二十九日 尚未行使 的購股權	June 29, 2022 June 28, 2032	June 29, 2022 to June 28, 2032	HKD17.12 per Share 每股17.12港元	Note 1 附註1	-	-	-
Total 總計	27,493,200	-	-	384,100	-	-	-	-	-	-	-	-



Notes:

- (1) The share options granted will vest in four years and every 25% of granted share options are vested on the first, second, third and fourth anniversary of the grant date.
- (2) None of the grantees under the 2022 Share Option Plan was (i) a substantial Shareholder of the Company or its associate; (ii) a participant with options and awards granted and to be granted in excess of the 1% individual limit (as defined in the Listing Rules); (iii) a service provider with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the Shares in issue; or (iv) a service provider of the Group.
- (3) Those employee participants of the Group's associates are constituted by the Group's sales and marketing and technical staff. The success and growth of the Group requires cooperation and contribution from the employees of the Group's associates who play a role and make actual or potential contribution to the business, development and growth of the Group. Sales and marketing staff could help expand the Group's sales network by exploring and referring new customers to the Group which is a very important offline user acquisition channel for the Group to accelerate the online penetration in lower-tier cities, as such, the Group can have closer relationship with the supply end, and better utilize our membership program for a high stickiness and retention. Meanwhile, the Group could offer superior services for our users. In relation to the technical staff, since the relevant Group's associate is at its initial stage of business development which would highly depend on its capability in research and development, it is important for the Group's associate to retain a strong core technical team. It will be beneficial to the Group in the long run in terms of return from the minority investment if the Group's associate grows its business. In selecting the eligible participants, the Board assessed the eligibility based on various factors including but not limited to (i) job responsibility and seniority of the employees, (ii) the performance standard and/or sales targets attained by the relevant employees, and contribution made by the participants to the Group/the Group's associates and (iii) the length of employment and dedication to the Group/the Group's associates.

## THE 2022 RSU PLAN

The Company has approved and adopted the 2022 RSU Plan by the Board's resolution taking effective from March 22, 2022 (the "**Effective Date of the 2022 RSU Plan**"). During the Reporting Period, no RSU has been granted by the Company pursuant to the 2022 RSU Plan.

### Purpose

The purpose of the 2022 RSU Plan is to provide better rewards to the talents who have contributed to the development and success of the Group, and for the future development of the Group, to motivate such talents to continue to make their best efforts and to attract new talents through providing them with the opportunities to acquire interests in Shares.

附註：

- (1) 購股權將於四年內歸屬，而已授出的購股權每25%於授出日期的第一、第二、第三及第四週年歸屬。
- (2) 概無二零二二年購股權計劃項下的承授人為(i)本公司或其聯營公司的主要股東；(ii)獲授予購股權及獎勵以及將獲授超過1%的個人限額(定義見上市規則)的參與者；(iii)獲授予購股權及獎勵以及於任何12個月期間將獲授超過已發行股份0.1%的服務提供商；或(iv)本集團的服務提供商。
- (3) 本集團聯營公司的僱員參與者由本集團的銷售及營銷以及技術人員構成。本集團的成功及增長需要來自本集團聯營公司僱員的合作及貢獻，彼等為本集團業務、發展及增長發揮作用並作出實際或潛在貢獻。銷售及營銷人員可通過發掘及轉介新客戶予本集團，以協助拓展本集團的銷售網絡，此乃本集團就加速下沉市場線上滲透的非常重要線下獲客渠道，因此，本集團可與供應端建立更緊密的關係，並善用我們的會員計劃以維持高黏性及留存客戶。與此同時，本集團可為我們的用戶提供優質的服務。就技術人員而言，由於本集團相關聯營公司處於其業務發展初期，而這將很大程度上依賴其研發能力，故保留一支強大的核心技術團隊對本集團聯營公司而言至關重要。長遠而言，倘本集團聯營公司的業務增長，在少數股權投資回報方面將有利於本集團。在選擇合資格參與者時，董事會將根據多項因素評估合資格參與者，包括但不限於(i)僱員的工作職責及資歷、(ii)相關僱員達致的表現標準及／或銷售目標以及參與者對本集團／本集團聯營公司作出的貢獻及(iii)於本集團／本集團聯營公司的受僱年期及貢獻。

## 二零二二年受限制股份單位計劃

本公司已以董事會決議案批准及採納二零二二年受限制股份單位計劃，自二零二二年三月二十二日起生效(「二零二二年受限制股份單位計劃生效日期」)。於報告期內，本公司概無根據二零二二年受限制股份單位計劃授出受限制股份單位。

### 目的

二零二二年受限制股份單位計劃旨在向本集團過往及未來發展及成功作出貢獻的人才提供更好的回報，通過提供購買股份權益的機會，激勵該等人才繼續竭盡所能及招攬新人才。



### Eligible participants

The eligible participants of the 2022 RSU Plan (the “**Eligible Participants**”) include (i) any Director and (ii) any other employee of the Group and its associates. The committee as appointed by the Board from time to time (the “**Committee**”) (in respect of Directors and senior management of the Company) or the management (in respect of persons who are not Directors or senior management of the Company) shall have the authority to determine which Eligible Participant will receive restricted share units (the “**RSU(s)**”), to grant RSUs and to set all terms and conditions of RSUs (including, but not limited to, vesting and forfeiture provisions).

### Maximum number of Shares

The maximum number of Shares in respect of which RSUs may be granted under the 2022 RSU Plan shall not exceed 2.5% of the total issued share capital of the Company as at May 31, 2022, and, when aggregated with the maximum number of Shares in respect of which options or awards may be granted under any other share-based incentive plan of the Company (including the 2022 Share Option Plan and the Other Plans), shall not exceed 10% of the total issued share capital of the Company as at the Effective Date of the 2022 RSU Plan (or of the refreshment of the 10% limit) (the “**RSU Mandate Limit**”).

The total maximum number of Shares in respect of which RSUs may be granted under the 2022 RSU Plan would be 55,459,938, representing 2.5% of the number of Shares in issue as at May 31, 2022.

The RSU Mandate Limit may be refreshed from time to time subject to the prior approval of the Shareholders, but in any event, the total number of Shares in respect of which RSUs may be granted under the 2022 RSU Plan following the date of approval of the refreshed limit, when aggregated with the maximum number of Shares in respect of which options or awards may be granted under any other share-based incentive plan of the Company (including the 2022 Share Option Plan and the Other Plans), must not exceed 10% of the total issued share capital of the Company as at the date when such refreshed limit is approved.

### 合資格參與者

二零二二年受限制股份單位計劃的合資格參與者（「合資格參與者」）包括(i)任何董事及(ii)本集團或其聯營公司的任何其他僱員。由董事會不時委任的委員會（「委員會」）（就本公司董事及高級管理層而言）或管理層（就非本公司董事或高級管理層之人士而言）有權決定將獲得受限制股份單位（「受限制股份單位」）的合資格參與者、授出受限制股份單位，以及制定受限制股份單位的所有條款及條件（包括但不限於歸屬及沒收條款）。

### 股份最高數目

根據二零二二年受限制股份單位計劃可能授出的受限制股份單位涉及的股份最高數目，不得超過本公司於二零二二年五月三十一日已發行總股本的2.5%，及與根據本公司任何其他以股份為基礎的獎勵計劃（包括二零二二年購股權計劃及其他計劃）可能授出的購股權或獎勵涉及的股份最高數目合計，不得超過本公司於二零二二年受限制股份單位計劃生效日期已發行總股本的10%（或10%限額的更新）（「受限制股份單位授權限額」）。

根據二零二二年受限制股份單位計劃可能授出之受限制股份單位涉及的最高股份數目將為55,459,938股，相當於二零二二年五月三十一日已發行股份數目的2.5%。

受限制股份單位授權限額或會不時更新，惟須取得股東的事先批准，但無論如何，與於批准更新後限額日期後根據二零二二年受限制股份單位計劃可能授出的受限制股份單位有關的股份總數與根據本公司任何其他以股份為基礎的獎勵計劃（包括二零二二年購股權計劃及其他計劃）授出的購股權或獎勵有關的股份數目上限相加，不得超過本公司於相關更新後限額獲批准日期已發行總股本的10%。



As at June 30, 2023, the total number of 48,527,438 Shares are available for issue and/or transfer upon vesting of all RSUs that may be granted under the 2022 RSU Plan, representing approximately 2.15% of the total number of all Shares in issue as at the Latest Practicable Date.

As at January 1, 2023 and June 30, 2023, there were 27,730,000 and 20,797,500 Shares underlying all unvested awards under the 2022 RSU Plan respectively. The number of Shares subject to the RSUs granted but unvested under the 2022 RSU Plan was 20,797,500 Shares, representing approximately 0.92% of the issued Shares as at the Latest Practicable Date.

### Administration

The 2022 RSU Plan shall be subject to the administration of the Board who may delegate all or part of such administration to a committee or any other authorized agent. The decision of the Board or persons to whom the Board has delegated relevant powers shall be final and binding on all parties for any matters concerning the interpretation or application of the 2022 RSU Plan.

### Grant of RSUs

The Board (or any committee or other authorized agent delegated by the Board) may, from time to time, at their absolute discretion select the grantee(s), determine the number of RSUs to be awarded and specify such event, time limit or conditions (if any) as it thinks fit when making such offer to the grantee(s), including, without limitation, conditions as to performance criteria to be satisfied by the grantee(s) and/or the Company and/or the Group which must be satisfied before a RSU can be vested.

### Consideration

The consideration to be paid for the granting of a RSU, including the method of payment, will be determined by the Board. Such consideration may consist of (i) cash, (ii) cheque, (iii) such other method of payment as is approved by the Board, or (iv) any combination of the foregoing that is approved by the Board.

Save for the consideration to be paid for the granting of a RSU, there is no additional amount payable on purchase of share(s) underlying the RSU granted.

於二零二三年六月三十日，在根據二零二二年受限制股份單位計劃可能授出的所有受限制股份單位歸屬後，可供發行及／或轉讓的股份總數為48,527,438股，佔於最後實際可行日期已發行股份總數約2.15%。

於二零二三年一月一日及二零二三年六月三十日，根據二零二二年受限制股份單位計劃的所有未歸屬獎勵涉及的股份分別為27,730,000股及20,797,500股。根據二零二二年受限制股份單位計劃授予但未歸屬的受限制股份單位的股份數目為20,797,500股，佔於最後實際可行日期已發行股份約0.92%。

### 管理

二零二二年受限制股份單位計劃由董事會管理，而董事會可將管理工作全部或部分轉交委員會或任何其他授權代理人。董事會或獲董事會轉授相關權力的人士的決定為最終決定，在有關二零二二年受限制股份單位計劃的詮釋或應用的任何事宜方面對各方均具約束力。

### 授出受限制股份單位

董事會（或由董事會委派的任何委員會或其他授權代理人）可不時全權酌情選定承授人、釐定所獎勵的受限制股份單位數目，以及訂明向有關承授人提出要約時認為適當的有關情況、時限或條件（如有），包括但不限於受限制股份單位可歸屬前承授人及／或本公司及／或本集團須符合的業績標準。

### 代價

就授予受限制股份單位須支付的代價（包括付款方式）將由董事會釐定。該代價可包括(i)現金；(ii)支票；(iii)董事會批准的其他付款方式；或(iv)經董事會批准的上述任何組合。

除就授予受限制股份單位須支付的代價外，購買所授予受限制股份單位的相關股份概無應付額外款項。

### Vesting of RSUs

Unless otherwise determined by the Board (or any committee or other authorized agent delegated by the Board) at its discretion, the RSUs held by the trustee appointed by the Company in respect of the 2022 RSU Plan which are referable to a relevant grantee shall not vest in the relevant grantee 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 any committee or other authorized agent delegated by the Board) or breaches any terms of the 2022 RSU Plan.

The RSUs granted under the 2022 RSU Plan has vesting conditions that ranged from 12 to 48 months from the grant date. For further details of the vesting period attached to the unvested RSUs granted to (a) each relevant Director; (b) other grantees in aggregate, in each case during the Reporting Period, please refer to the table set forth in pages 75 to 76 of this interim report.

Save as disclosed in the movement table below, no right to subscribe for equity or debt securities of the Company has been granted by the Company to, nor have any such rights been vested by, any other person under the 2022 RSU Plan during the Reporting Period.

### Term of the 2022 RSU Plan

Unless terminated earlier in accordance with the 2022 RSU Plan, the 2022 RSU Plan will be valid and effective for a period commencing from the Adoption Date and expiring on the 10th anniversary thereof. The 2022 RSU Plan has a remaining term of more than 8.5 years as at the date of this interim report. Any early termination of the 2022 RSU Plan shall not affect any subsisting rights of any grantee hereunder.

### 受限制股份單位歸屬

倘相關承授人未能達致由董事會(或由董事會委派之任何委員會或其他授權代理人)單方面全權酌情決定適用於各受限制股份單位的特定條款及條件,或相關承授人違反二零二二年受限制股份單位計劃的任何條款,除非董事會(或由董事會委派之任何委員會或其他授權代理人)酌情作出其他決定,否則由本公司就二零二二年受限制股份單位計劃任命的受託人持有且可指明相應承授人的受限制股份單位不得歸屬予相關承授人。

根據二零二二年受限制股份單位計劃授出的受限制股份單位具有自授出日期起計12至48個月的歸屬條件。有關於報告期內授予(a)各相關董事;(b)其他承授人合計未歸屬受限制股份單位所附歸屬期的各個情況的進一步詳情,請參閱本中期報告第75頁至第76頁所載表格。

除以下變動表所披露者外,本公司概無根據二零二二年受限制股份單位計劃於報告期內向任何其他人士授出認購本公司股本或債務證券的權利,亦無任何其他人士已歸屬該等權利。

### 二零二二年受限制股份單位計劃之年期

除非根據二零二二年受限制股份單位計劃提早終止,否則二零二二年受限制股份單位計劃將由採納日期起一直有效及生效,並於屆滿十週年時失效。二零二二年受限制股份單位計劃於本中報日期起維持超過八年半期限。提早終止二零二二年受限制股份單位計劃並不影響任何其項下承授人的既有權利。



CORPORATE GOVERNANCE AND OTHER INFORMATION  
企業管治及其他資料

During the Reporting Period, the movements in the unvested awards under the 2022 RSU Plan were as follows:  
於報告期內，根據二零二二年受限制股份單位計劃的未歸屬獎勵變動如下：

Name of category of grantee	Unvested RSUs as at January 1, 2023 於二零二三年一月一日的未歸屬受限制股份單位	Granted during the period	Vested during the period	Number of awards Lapsed/Forfeited during the period and the purchase price of such lapsed/forfeited RSUs 於二零二三年一月一日的未歸屬受限制股份單位的購買價	Expired during the period and the purchase price of such exercised RSUs 於二零二三年六月三十日的未歸屬受限制股份單位的購買價	Unvested RSUs as at June 30, 2023 於二零二三年六月三十日的未歸屬受限制股份單位	Date of grant of RSUs	Exercise period of RSUs	Consideration of RSUs	Vesting period	Closing price of the Company's shares immediately before the grant date of RSUs	Weighted average closing price of the Company's shares	
												本公司股份加權平均收市價	
承授人類別名稱		期內授出	期內歸屬	期內失效/ 收效及該等失效/ 沒收受限制股份單位的購買價	期內到期及 該等已行使 受限制股份單位的購買價		受限制股份單位的授出日期	受限制股份單位的行使期	受限制股份單位的代價	歸屬期	緊接受限制股份單位授出日期前本公司股份的收市價	緊接歸屬日期前受限制股份單位行使日期	
135 Employees of the Group in aggregate 本集團135名僱員合計	274,800,000	-	6,870,000	-	-	20,610,000	June 29, 2022	June 29, 2022 to June 28, 2032	0	Note 1	-	HKD17.20 Per Share 每股17.20港元	HKD16.88 Per Share 每股16.88港元
9 Employees of the Group's associates in aggregate 本集團聯營公司9名僱員合計	250,000	-	62,500	-	-	187,500	June 29, 2022	June 29, 2022 to June 28, 2032	0	Note 1	-	HKD17.20 Per Share 每股17.20港元	HKD16.88 Per Share 每股16.88港元
<b>Total</b> 總計	277,300,000	-	6,932,500	-	-	20,797,500							

Notes:

- (1) The RSUs granted will vest in four years and every 25% of granted RSUs are vested on the first, second, third and fourth anniversary of the grant date.
- (2) None of the grantees under the 2022 RSU Plan was (i) an executive Director, a substantial Shareholder of the Company or its associate; (ii) a participant with options and awards granted and to be granted in excess of the 1% individual limit (as defined in the Listing Rules); (iii) a related entity participant or a service provider with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the Shares in issue; or (iv) a service provider of the Group.
- (3) Those employee participants of the Group's associates are basically sales and marketing and technical staff. The success and growth of the Group requires cooperation and contribution from the employees of the Group's associates who play a role and make actual or potential contribution to the business, development and growth of the Group. Sales and marketing staff could help expand the Group's sales network by exploring and referring new customers to the Group which is a very important offline user acquisition channel for the Group to accelerate the online penetration in lower-tier cities, as such, the Group can have closer relationship with the supply end, and better utilize our membership program for a high stickiness and retention. Meanwhile, the Group could offer superior services for our users. In relation to the technical staff, since the relevant Group's associate is at its initial stage of business development which would highly depend on its capability in research and development, it is important for the Group's associate to retain a strong core technical team. It will be beneficial to the Group in the long run in terms of return from the minority investment if the Group's associate grows its business. In selecting the eligible participants, the Board assessed the eligibility based on various factors including but not limited to (i) job responsibility and seniority of the employees, (ii) the performance standard and/or sales targets attained by the relevant employees, and contribution made by the participants to the Group/the Group's associates and (iii) the length of employment and dedication to the Group/the Group's associates.

Save as disclosed in the movement tables as set forth in this section above, no right to subscribe for equity or debt securities of the Company has been granted by the Company to, nor have any such rights been exercised and/or vested by, any other person during the Reporting Period.

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

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the Reporting Period.

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 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 for the Reporting Period.

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

附註：

- (1) 已授出的受限制股份單位將於四年內歸屬，而已授出的受限制股份單位每25%於授出日期的第一、第二、第三及第四週年歸屬。
- (2) 概無二零二二年受限制股份單位計劃項下的承授人為(i)本公司或其聯營公司的執行董事、主要股東；(ii)獲授予購股權及獎勵以及將獲授超過1%的個人限額(定義見上市規則)的參與者；(iii)獲授予購股權及獎勵以及於任何12個月期間將獲授超過已發行股份0.1%的關聯實體參與者或服務提供商；或(iv)本集團的服務提供商。
- (3) 本集團聯營公司的僱員參與者基本上為銷售及營銷以及技術人員。本集團的成功及增長需要來自本集團聯營公司僱員的合作及貢獻，彼等為本集團業務、發展及增長發揮作用並作出實際或潛在貢獻。銷售及營銷人員可通過發掘及轉介新客戶予本集團，以協助拓展本集團的銷售網絡，此乃本集團就加速下沉市場線上滲透的非常重要線下獲客渠道，因此，本集團可與供應端建立更緊密的關係，並善用我們的會員計劃以維持高黏性及留存客戶。與此同時，本集團可為我們的用戶提供優質的服務。就技術人員而言，由於本集團相關聯營公司處於其業務發展初期，而這將很大程度上依賴其研發能力，故保留一支強大的核心技术團隊對本集團聯營公司而言至關重要。長遠而言，倘本集團聯營公司的業務增長，在少數股權投資回報方面將有利於本集團。在選擇合資格參與者時，董事會根據多項因素評估合資格參與者，包括但不限於(i)僱員的工作職責及資歷、(ii)相關僱員達致的表現標準及／或銷售目標以及參與者對本集團／本集團聯營公司作出的貢獻及(iii)於本集團／本集團聯營公司的受僱年期及貢獻。

除本節上文所列變動表所披露者外，於報告期內，本公司並無授予任何其他人士認購本公司股本或債務證券的權利，亦無任何其他人士已行使及／或歸屬任何該等權利。

## 購買、出售或贖回本公司上市證券

於報告期內，本公司及其任何附屬公司均無購買、贖回或出售本公司任何上市證券。

## 證券交易的標準守則

本公司已採納上市規則附錄十所載的標準守則作為其有關董事進行證券交易的行為守則。已向所有董事作出特別查詢，而董事亦已確認於報告期內彼等一直遵守標準守則。

可能擁有本公司內幕消息的本公司僱員亦須遵守證券交易的標準守則。於報告期內，本公司並無注意到本公司僱員不遵守標準守則的事件。



## COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Save as disclosed in this interim report, the Company had applied the principles and code provisions as set out in the Corporate Governance Code and has complied with the code provisions in the Corporate Governance Code for the Reporting Period.

## CHANGES IN THE INFORMATION OF THE DIRECTORS AND SENIOR MANAGEMENT SINCE THE DATE OF THE 2022 ANNUAL REPORT

Since April 26, 2023 (being the date of publication of the 2022 Annual Report of the Company), save for Mr. Xie Qing Hua, Mr. Yang Chia Hung, and Ms. Han Yuling, there has been no change in the information of the Directors and senior management as required to be disclosed pursuant to Rule 13.51B of the Listing Rules.

**Xie Qing Hua (謝晴華)**, aged 45, has been appointed as our non-executive Director in April 2023. Mr. Xie joined Tencent in December 2003, and currently serves as the corporate vice president of Tencent. Mr. Xie has served as a non-executive director of Yixin Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2858), from April 2022, and a director and the chairman of the compensation committee in Huya Inc. (虎牙直播) (a company whose shares are listed on NYSE (stock symbol: HUYA)) since April 2023. He is also a non-executive director and a member of the audit committee of China Literature Limited (a company listed on the Main Board of the Stock Exchange (stock code: 772)) since May 2023.

Mr. Xie obtained a bachelor's degree in economics from Sun Yat-Sen University in 2001.

**Yang Chia Hung (楊嘉宏)**, aged 60, has been appointed as our independent non-executive Director in June 2022. Mr. Yang is the chief financial officer of Ehang Holdings Limited (Nasdaq: EH) since September 2023. From 2007 to 2023, Mr. Yang served in several chief financial officer positions, including Tuniu Corporation (Nasdaq: TOUR), E-Commerce China Dangdang Inc., and AirMedia Group Inc. Mr. Yang was the chief executive officer of Rock Mobile Corporation from 2004 to 2007, and the chief financial officer of the Asia Pacific region for CellStar Asia Corporation from 1999 to 2004. Prior to that, Mr. Yang was a senior banker at Goldman Sachs (Asia) L.L.C., Lehman Brothers Asia Limited and Morgan Stanley Asia Limited from 1992 to 1999. Mr. Yang currently also serves as an independent director of I-Mab (Nasdaq: IMAB), iQIYI, Inc. (Nasdaq: IQ), UP Fintech Holding Ltd (Nasdaq: TIGR) and Smart Share Global Limited (Nasdaq: EM).

## 遵守企業管治守則

除本中報所披露者外，本公司已應用企業管治守則所載的原則及守則條文，並於報告期內一直遵守企業管治守則的守則條文。

## 自二零二二年年報日期以來董事及高級管理層資料的變動

自二零二三年四月二十六日(即本公司二零二二年年報刊發日期)以來，除謝晴華先生、楊嘉宏先生及韓玉靈女士以外，董事及高級管理層資料並無根據上市規則第13.51B條規定須予披露的變動。

**謝晴華**，45歲，於二零二三年四月獲委任為非執行董事。謝先生於二零零三年十二月加入騰訊，現任騰訊副總裁。謝先生自二零二二年四月起擔任易鑫集團有限公司(一家於聯交所主板上市的公司，股份代號：2858)的非執行董事，自二零二三年四月起擔任虎牙直播(一間股份於紐交所上市的公司(股份代號：HUYA))的董事及薪酬委員會主席，亦自二零二三年五月起擔任閱文集團(一間於聯交所主板上市的公司，股份代號：772)非執行董事及審核委員會成員。

謝先生於二零零一年獲得中山大學經濟學學士學位。

**楊嘉宏**，60歲，於二零二二年六月獲委任為獨立非執行董事。楊先生自二零二三年九月起擔任億航控股有限公司(納斯達克：EH)的首席財務官。自二零零七年至二零二三年，楊先生擔任多個首席財務官職務，包括途牛國際旅行社有限公司(納斯達克：TOUR)、當當網信息技術有限公司和航美傳媒集團。楊先生於二零零四年至二零零七年期間擔任滾石移動集團的首席執行官，於一九九九年至二零零四年擔任蜂星電訊亞洲公司首席財務官。在此之前，楊先生於一九九二年至一九九九年擔任高盛(亞洲)有限責任公司、雷曼兄弟亞洲投資有限公司和摩根士丹利亞洲的高級銀行家。楊先生目前還擔任天境生物(納斯達克：IMAB)、愛奇藝(納斯達克：IQ)、向上融科(納斯達克：TIGR)和怪獸充電(納斯達克：EM)的獨立董事。

Mr. Yang received his master's degree in business administration from the University of California, Los Angeles (UCLA) in 1992.

**Han Yuling (韓玉靈)**, aged 67, has been appointed as our independent non-executive Director since November 2018. Ms. Han currently holds professorial fellowship and is the executive dean of the China Tourism Talent Development Research Institute (中國旅遊人才發展研究院) at Beijing International Studies University (北京第二外國語學院). Ms. Han also serves as the vice president of Beijing Tourism Law Research Association (北京市旅遊法學研究會), Beijing Tourism Society (北京旅遊學會), and Women Tourism Committee of China Tourism Association (中國旅遊協會婦女旅遊委員會). She has consecutively served as a lecturer, associate professor and professor at Beijing International Studies University since May 1986, and served as a teaching assistant and lecturer at Central China Normal University (華中師範大學) from October 1979 until April 1986.

Ms. Han graduated from the department of politics from Central China Normal University (華中師範大學) in the PRC in July 1979.

楊先生於一九九二年獲得美國加利福尼亞大學洛杉磯分校工商管理碩士學位。

**韓玉靈**，67歲，自二零一八年十一月起獲委任為獨立非執行董事。韓女士現為北京第二外國語學院教授兼中國旅遊人才發展研究院執行院長。韓女士亦擔任北京市旅遊法學研究會、北京旅遊學會、中國旅遊協會婦女旅遊委員會副會長。彼自一九八六年五月起先後擔任北京第二外國語學院講師、副教授以及教授，並於一九七九年十月至一九八六年四月在華中師範大學擔任助教、講師。

韓女士於一九七九年七月畢業於中國華中師範大學政治學系。



## AUDIT COMMITTEE

The Audit Committee of the Company has three members comprising two independent non-executive Directors, being Mr. Yang Chia Hung (chairman of the Audit Committee), Ms. Han Yuling and one non-executive Director, being Mr. Xie Qing Hua, with terms of reference in compliance with the Listing Rules.

The Audit Committee has considered and reviewed the accounting principles and practices adopted by the Group and has discussed matters in relation to internal controls and financial reporting with the management, including the review of the unaudited interim condensed consolidated financial information and results of the Group for the six months ended June 30, 2023. The Audit Committee considers that the interim condensed consolidated financial information and results for the six months ended June 30, 2023 are in compliance with the relevant accounting standards, rules and regulations and appropriate disclosures have been duly made.

## INTERIM DIVIDEND

The Board does not recommend the payment of interim dividend for the six months ended June 30, 2023 to the Shareholders.

## FROM THE GLOBAL OFFERING

The Shares of the Company were listed on the Main Board of the Stock Exchange on November 26, 2018 by way of Global Offering, raising total net proceeds of approximately RMB1,319.3 million after deducting professional fees, underwriting commissions and other related listing expenses. The net proceeds have been used in a manner consistent with those disclosed in the section headed “Future Plans and Use of Proceeds – Use of Proceeds” in the Prospectus. As at June 30, 2023, the unutilized net proceeds were RMB138.4 million.

## 審核委員會

本公司審核委員會由三名成員組成，包括兩名獨立非執行董事，即楊嘉宏先生（審核委員會主席）及韓玉靈女士，以及一名非執行董事，即謝晴華先生，其職權範圍符合上市規則。

審核委員會已考慮並審閱本集團所採納的會計原則及慣例，並已與管理層討論有關內部控制及財務匯報事宜，包括審閱本集團截至二零二三年六月三十日止六個月的未經審核中期簡明綜合財務資料和業績。審核委員會認為截至二零二三年六月三十日止六個月的中期簡明綜合財務資料和業績已遵守相關會計標準、規則及規例並已正式作出適當披露。

## 中期股息

董事會不建議向股東派付截至二零二三年六月三十日止六個月的中期股息。

## 全球發售所得款項用途

本公司股份於二零一八年十一月二十六日以全球發售的方式在聯交所主板上市，扣除專業費用、承銷佣金及其他相關上市開支後，募集之所得款項淨額合共約為人民幣1,319.3百萬元。所得款項淨額的使用方式與招股章程「未來計劃及所得款項用途 – 所得款項用途」一節所披露的方式一致。於二零二三年六月三十日，未動用的所得款項淨額為人民幣138.4百萬元。



CORPORATE GOVERNANCE AND OTHER INFORMATION  
企業管治及其他資料

As at June 30, 2023, the Group had used the net proceeds from the Global Offering for the following purposes:

於二零二三年六月三十日，本集團已將全球發售所得款項淨額用於以下用途：

Use of net proceeds in the same manner and proportions as stated in the Prospectus 按招股章程所述相同方式及比例使用所得款項淨額 RMB million 人民幣百萬元	Net proceeds brought forward for the Reporting Period 報告期內結轉所得款項淨額 RMB million 人民幣百萬元	Net proceeds utilized during the Reporting Period 報告期內已動用所得款項淨額 RMB million 人民幣百萬元	Actual amount of net proceeds utilized as at June 30, 2023 於二零二三年六月三十日已動用的所得款項實際淨額 RMB million 人民幣百萬元	Net proceeds unutilized as at June 30, 2023 於二零二三年六月三十日未動用的所得款項淨額 RMB million 人民幣百萬元	
30% will be used to enhance our products and services offerings and our TSP and user bases 30%將用於加強我們的產品及服務供應以及我們的旅遊服務供應商及用戶基礎	395.8	158.0	90.3	328.1	67.7
(a) 40% will be used to expand our user base by strengthening our user acquisition channels; (a) 40%將用於加強我們的獲客渠道，以擴大我們的用戶基礎；	158.3	88.5	64.7	134.5	23.8
(b) 30% will be used to expand our product and service offerings by building and enhancing our relationships with emerging and existing TSP and by developing and introducing innovative travel products and services in partnership with TSP; (b) 30%將用於加強我們的獲客渠道，以擴大我們的用戶基礎；	118.7	21.7	14.0	111.0	7.7
(b) 30%將用於增強與現有旅遊服務供應商的關係並建立與新旅遊服務供應商的關係以及與旅遊服務供應商合作開發及引入創新旅遊產品及服務，從而拓展我們的產品及服務供應；					
(c) 20% will be used to increase our brand awareness through advertising and promotional activities; and (c) 20%將用於廣告及推廣活動以提升我們的品牌認知度；及	79.2	43.2	7.0	43.0	36.2
(d) 10% will be used to enhance user stickiness by improving membership loyalty programs. (d) 10%將用於改善會員忠誠度項目以增強用戶黏性。	39.6	4.6	4.6	39.6	-



CORPORATE GOVERNANCE AND OTHER INFORMATION  
企業管治及其他資料

	Use of net proceeds in the same manner and proportions as stated in the Prospectus 按招股章程所述相同方式及比例使用所得款項淨額 RMB million 人民幣百萬元	Net proceeds brought forward for the Reporting Period 報告期內結轉所得款項淨額 RMB million 人民幣百萬元	Net proceeds utilized during the Reporting Period 報告期內已動用所得款項淨額 RMB million 人民幣百萬元	Actual amount of net proceeds utilized as at June 30, 2023 於二零二三年六月三十日已動用的所得款項實際淨額 RMB million 人民幣百萬元	Net proceeds unutilized as at June 30, 2023 於二零二三年六月三十日未動用的所得款項淨額 RMB million 人民幣百萬元
30% will be used to fund potential acquisition, investment, joint venture and partnership opportunities 30%將用於潛在收購、投資、合資及合夥	395.8	2.8	2.8	395.8	-
30% will be used to enhance our overall technology capabilities 30%將用於加強我們的整體技術實力	395.8	128.7	76.8	343.9	51.9
(a) 40% will be used to build our big data and AI capabilities; (a) 40%將用於培養我們的大數據及人工智能實力；	158.3	48.0	23.2	133.5	24.8
(b) 40% will be used to improve our IT infrastructure; and (b) 40%將用於改善我們的IT基礎設施；及	158.3	55.2	37.1	140.2	18.1
(c) 20% will be used to provide competitive compensation to recruit and retain IT talents. (c) 20%將用於提供有競爭力的薪酬以招聘及挽留IT人才。	79.2	25.5	16.5	70.2	9.0
10% will be used for working capital and general corporate purposes 10%將用於營運資金及一般企業用途	131.9	65.6	46.8	113.1	18.8
<b>Total</b> <b>總計</b>		355.1	216.7	1,180.9	138.4

Due to the negative impact of the outbreak and the resurgence of COVID-19 since January 2020 on the economy, travel industry has been affected by the downturn of the economy. Under the uncertain circumstance, the Company adopts a prudent approach for utilizing the proceeds and cautiously assessing the target companies for our investments. Therefore, there was a delay in the use of proceeds under the category of funding potential acquisition, investment, joint venture and partnership opportunities. In relation to the delay in the use of proceeds under the categories of enhancing our products and services offerings and our TSP and user bases, and enhancing our overall technology capabilities, the Company evaluated the decreased users' travel needs and the uncertain market conditions due to COVID-19 and decided to have cost control. The Company intends to use them in the same manner and proportion as stated in the Prospectus. It is expected that the remaining unutilized proceeds in the aforementioned categories will be utilized in 24 months from the latest practicable date of the annual report of the Company for the financial year ended December 31, 2021. The expected timeline of full utilization is based on the Director's best estimation and future business development of the Company.

## EVENT AFTER THE END OF THE REPORTING PERIOD

There has been no material event after the end of the Reporting Period which requires disclosure in this interim report.

## NO MATERIAL CHANGES

Save as disclosed in this interim report, during the Reporting Period, there are no material changes affecting the Company's performance that needs to be disclosed under paragraphs 32 and 40(2) of Appendix 16 to the Listing Rules.

由於二零二零年一月起新型冠狀病毒爆發及反覆，對經濟構成負面影響，出行行業受經濟衰退影響。在不確定的環境下，本公司對使用所得款項採取審慎態度，並審慎評估我們投資的目標公司。因此，潛在收購、投資、合資及合夥類別下的所得款項用途出現延遲。就提升我們所提供產品及服務、我們的旅遊服務供應商及用戶群以及加強我們的整體技術實力類別下的所得款項用途出現延遲而言，本公司已評估新型冠狀病毒帶來的用戶出行需求的下降及不確定市場狀況，並決定進行成本控制。本公司擬按招股章程所述相同的方式及比例使用所得款項。預期上述類別下的剩餘未動用所得款項將於本公司截至二零二一年十二月三十一日止財政年度年報的最後實際可行日期起24個月動用。悉數使用所得款項的預計時間表按董事最佳估計及本公司未來業務發展而定。

## 報告期後事項

於報告期後概無任何重大事項需於本中報中披露。

## 並無重大變動

除本中報所披露者外，於報告期內，並無根據上市規則附錄十六第32及40(2)段需披露的影響本公司表現的任何重大變動。



## REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION 中期財務資料審閱報告



羅兵咸永道

### TO THE BOARD OF DIRECTORS OF TONGCHENG TRAVEL HOLDINGS LIMITED

*(incorporated in the Cayman Islands with limited liability)*

### INTRODUCTION

We have reviewed the interim financial information set out on pages 85 to 154, which comprises the interim condensed consolidated statement of financial position of Tongcheng Travel Holdings Limited (the “Company”) and its subsidiaries (together, the “Group”) as at June 30, 2023 and the interim condensed consolidated income statement, the interim condensed consolidated statement of comprehensive income, the interim condensed consolidated statement of changes in equity and the interim condensed consolidated statement of cash flows for the six-month period then ended, and selected explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 “Interim Financial Reporting”. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with International Accounting Standard 34 “Interim Financial Reporting”. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### 致同程旅行控股有限公司董事會

*(於開曼群島註冊成立的有限公司)*

### 引言

本核數師(以下簡稱「我們」)已審閱列載於第85至154頁的中期財務資料,此中期財務資料包括同程旅行控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)於二零二三年六月三十日的中期簡明綜合財務狀況表與截至該日止六個月期間的中期簡明綜合收益表、中期簡明綜合全面收益表、中期簡明綜合權益變動表 and 中期簡明綜合現金流量表,以及選定的解釋附註。香港聯合交易所有限公司證券上市規則規定,就中期財務資料擬備的報告必須符合以上規則的有關條文以及國際會計準則第34號「中期財務報告」。貴公司董事須負責根據國際會計準則第34號「中期財務報告」擬備及列報該等中期財務資料。我們的責任是根據我們的審閱對該等中期財務資料作出結論,並僅按照我們協定的業務約定條款向閣下(作為整體)報告我們的結論,除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。

## SCOPE OF REVIEW

We conducted our review in accordance with International Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity”. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

## CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information of the Group is not prepared, in all material respects, in accordance with International Accounting Standard 34 “Interim Financial Reporting”.

### **PricewaterhouseCoopers**

Certified Public Accountants

Hong Kong, August 22, 2023

## 審閱範圍

我們已根據國際審閱準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。審閱中期財務資料包括主要向負責財務和會計事務的人員作出查詢，及應用分析性和其他審閱程序。審閱的範圍遠較根據《國際審計準則》進行審計的範圍為小，故不能令我們可保證我們將知悉在審計中可能被發現的所有重大事項。因此，我們不會發表審計意見。

## 結論

按照我們的審閱，我們並無發現任何事項，令我們相信 貴集團的中期財務資料未有在各重大方面根據國際會計準則第34號「中期財務報告」擬備。

### **羅兵咸永道會計師事務所**

執業會計師

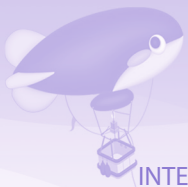
香港，二零二三年八月二十二日



## INTERIM CONDENSED CONSOLIDATED INCOME STATEMENT 中期簡明綜合收益表

For the three months and six months ended June 30, 2023 截至二零二三年六月三十日止三個月及六個月

		Three months ended June 30, 截至六月三十日止三個月		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
	Note 附註				
<b>Revenue</b>	收入	6	2,866,269	1,318,650	3,036,649
Cost of revenue	銷售成本	7	(703,284)	(383,230)	(854,840)
<b>Gross profit</b>	毛利		2,162,985	935,420	2,181,809
Service development expenses	服務開發開支	7	(427,826)	(324,879)	(676,700)
Selling and marketing expenses	銷售及營銷開支	7	(1,107,860)	(574,681)	(1,211,642)
Administrative expenses	行政開支	7	(207,641)	(134,877)	(323,122)
Net reversal/(provision) for impairment loss on financial assets	金融資產減值虧損撥回/(撥備)淨額		4,290	(15,322)	(13,044)
Fair value changes on investments measured at fair value through profit or loss	按公允價值計量且其變動計入損益的投資公允價值變動	16(f)	32,932	28,759	32,424
Other income	其他收入		40,408	44,782	79,461
Other losses, net	其他虧損淨額	9	(80,147)	(87,654)	(59,818)
<b>Operating profit/(loss)</b>	經營溢利/(虧損)		417,141	(128,452)	9,368
Finance income	財務收入	10	41,488	9,678	17,446
Finance costs	財務費用	10	(43,215)	(23,283)	(40,374)
Share of results of associates	應佔聯營公司業績		11,139	(19,911)	(6,232)
<b>Profit/(loss) before income tax</b>	除所得稅前溢利/(虧損)		426,553	(161,968)	(19,792)
Income tax (expense)/credit	所得稅(開支)/抵免	11	(66,572)	26,764	(18,175)
<b>Profit/(loss) for the period</b>	期內溢利/(虧損)		359,981	(135,204)	(37,967)
<b>Profit/(loss) attributable to:</b>	以下各項應佔溢利/(虧損):				
- Equity holders of the Company	- 本公司權益持有人		355,920	(132,138)	(30,994)
- Non-controlling interests	- 非控股權益		4,061	(3,066)	(6,973)
			359,981	(135,204)	(37,967)



INTERIM CONDENSED CONSOLIDATED INCOME STATEMENT  
中期簡明綜合收益表

For the three months and six months ended June 30, 2023 截至二零二三年六月三十日止三個月及六個月

		Three months ended June 30, 截至六月三十日止三個月		Six months ended June 30, 截至六月三十日止六個月	
		2023	2022	2023	2022
		二零二三年	二零二二年	二零二三年	二零二二年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Earnings/(losses) per share	每股盈利/(虧損)				
(expressed in RMB per share):	(以每股人民幣列示):				
- Basic	- 基本	12			
		0.16	(0.06)	0.33	(0.01)
- Diluted	- 攤薄				
		0.16	(0.06)	0.32	(0.01)

The notes on pages 94 to 154 are an integral part of this interim financial information.

第94至154頁的附註構成本中期財務資料的一部分。



# INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 中期簡明綜合全面收益表

For the three months and six months ended June 30, 2023 截至二零二三年六月三十日止三個月及六個月

		Three months ended June 30, 截至六月三十日止三個月		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Profit/(loss) for the period</b>	期內溢利／(虧損)	<b>359,981</b>	(135,204)	<b>738,949</b>	(37,967)
<b>Other comprehensive income</b>	<b>其他全面收益</b>				
<i>Items that may not be subsequently reclassified to profit or loss:</i>	<i>其後可能不會重新分類至損益的項目：</i>				
- Currency translation differences	- 貨幣換算差額	<b>51,233</b>	69,826	<b>37,966</b>	62,226
<b>Other comprehensive income for the period, net of tax</b>	期內其他全面收益，扣除稅項	<b>51,233</b>	69,826	<b>37,966</b>	62,226
<b>Total comprehensive income/(loss) for the period</b>	期內全面收益／(虧損)總額	<b>411,214</b>	(65,378)	<b>776,915</b>	24,259
<b>Total comprehensive income/(loss) attributable to:</b>	以下各項應佔全面收益／(虧損)總額：				
- Equity holders of the Company	- 本公司權益持有人	<b>407,153</b>	(62,312)	<b>771,798</b>	31,232
- Non-controlling interests	- 非控股權益	<b>4,061</b>	(3,066)	<b>5,117</b>	(6,973)
		<b>411,214</b>	(65,378)	<b>776,915</b>	24,259

The notes on pages 94 to 154 are an integral part of this interim financial information.

第94至154的附註構成本中期財務資料的一部分。



# INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 中期簡明綜合財務狀況表

As at June 30, 2023 於二零二三年六月三十日

		Note 附註	As at June 30, 2023 於 二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2022 於 二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	13	1,632,275	1,598,381
Right-of-use assets	使用權資產	14	123,752	111,329
Investments accounted for using the equity method	採用權益法入賬的投資	15	1,413,719	1,379,267
Investments measured at fair value through profit or loss	按公允價值計量且其變動計入損益的投資	16	794,316	758,307
Investments measured at amortized cost	按攤餘成本計量的投資	16	1,973,510	1,843,160
Derivative financial instruments	衍生金融工具	17	21,791	-
Intangible assets	無形資產	19	8,618,019	8,580,738
Deferred income tax assets	遞延所得稅資產		217,401	209,486
Trade receivables	貿易應收款項	21	-	48,455
Prepayment and other receivables	預付款項及其他應收款項	20	244,370	121,488
			<b>15,039,153</b>	14,650,611
<b>Current assets</b>	<b>流動資產</b>			
Trade receivables	貿易應收款項	21	1,217,957	888,475
Prepayment and other receivables	預付款項及其他應收款項	20	3,939,066	2,697,038
Investments measured at amortized cost	按攤餘成本計量的投資	16	429,282	493,951
Investments measured at fair value through profit or loss	按公允價值計量且其變動計入損益的投資	16	2,345,803	2,669,201
Restricted cash	受限制現金		105,173	88,436
Cash and cash equivalents	現金及現金等價物		5,404,726	3,546,988
			<b>13,442,007</b>	10,384,089
<b>Total assets</b>	<b>資產總額</b>		<b>28,481,160</b>	25,034,700
<b>EQUITY</b>	<b>權益</b>			
<b>Capital and reserves attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔資本及儲備</b>			
Share capital	股本	25	7,718	7,710
Share premium	股份溢價	25	19,915,947	19,877,004
Other reserves	其他儲備	26	(2,493,785)	(2,685,813)
Accumulated losses	累計虧損		(733,157)	(1,466,989)
			<b>16,696,723</b>	15,731,912
Non-controlling interests	非控股權益		264,569	258,344
<b>Total equity</b>	<b>權益總額</b>		<b>16,961,292</b>	15,990,256



INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
中期簡明綜合財務狀況表

As at June 30, 2023 於二零二三年六月三十日

		Note 附註	As at June 30, 2023 於 二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2022 於 二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Borrowings	借款	22	1,520,026	1,857,903
Lease liabilities	租賃負債	14	82,278	88,391
Contract liabilities	合約負債		35,460	37,904
Derivative financial instruments	衍生金融工具	17	–	11,187
Other payables	其他應付款項	24	345,553	327,446
Deferred income tax liabilities	遞延所得稅負債		612,448	605,011
			<b>2,595,765</b>	2,927,842
<b>Current liabilities</b>	<b>流動負債</b>			
Borrowings	借款	22	656,762	443,310
Trade payables	貿易應付款項	23	4,225,425	2,521,790
Other payables and accruals	其他應付款項及應計費用	24	3,827,192	3,039,846
Lease liabilities	租賃負債	14	31,617	25,038
Contract liabilities	合約負債		75,754	51,420
Current income tax liabilities	即期所得稅負債		107,353	35,198
			<b>8,924,103</b>	6,116,602
<b>Total liabilities</b>	<b>負債總額</b>		<b>11,519,868</b>	9,044,444
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>28,481,160</b>	25,034,700

The notes on pages 94 to 154 are an integral part of this interim financial information.

第94至154頁的附註構成本中期財務資料的一部分。

On behalf of the Board

代表董事會

Wu Zhixiang  
吳志祥  
Director  
董事

Ma Heping  
馬和平  
Director  
董事

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 中期簡明綜合權益變動表

For the six months ended June 30, 2023 截至二零二三年六月三十日止六個月

		(Unaudited) (未經審核)						
		Attributable to equity holders of the Company 本公司權益持有人應佔						
		Share capital 股本	Share premium 股份溢價	Other reserves 其他儲備	Accumulated losses 累計虧損	Sub-total 小計	Non-controlling interests 非控股權益	Total equity 權益總額
Note 附註		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at January 1, 2023	於二零二三年一月一日	7,710	19,877,004	(2,685,813)	(1,466,989)	15,731,912	258,344	15,990,256
<b>Comprehensive income</b>	<b>全面收益</b>							
Profit for the period	期內溢利	-	-	-	733,832	733,832	5,117	738,949
Currency translation differences	貨幣換算差額	-	-	37,966	-	37,966	-	37,966
<b>Total comprehensive income</b>	<b>全面收益總額</b>	-	-	37,966	733,832	771,798	5,117	776,915
<b>Transactions with owners</b>	<b>與擁有人的交易</b>							
Exercise of share options	行使購股權	8	38,943	(15,268)	-	23,683	-	23,683
Tax benefit from share-based payments of subsidiaries	附屬公司以股份為基礎付款的稅務優惠	-	-	472	-	472	-	472
Share-based compensation recognized for the period	期內已確認以股份為基礎的薪酬	-	-	168,858	-	168,858	77	168,935
Contributions from non-controlling shareholder	非控股股東注資	-	-	-	-	-	1,500	1,500
Non-controlling interests on acquisition of subsidiaries	收購附屬公司的非控股權益	-	-	-	-	-	(469)	(469)
<b>Total transactions with equity holders recognized directly in equity</b>	<b>直接於權益確認與權益持有人的交易總額</b>	8	38,943	154,062	-	193,013	1,108	194,121
As at June 30, 2023	於二零二三年六月三十日	7,718	19,915,947	(2,493,785)	(733,157)	16,696,723	264,569	16,961,292



INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
中期簡明綜合權益變動表

For the six months ended June 30, 2023 截至二零二三年六月三十日止六個月

(Unaudited)  
(未經審核)

		Attributable to equity holders of the Company 本公司權益持有人應佔					Non-	Total
		Share capital 股本	Share premium 股份溢價	Other reserves 其他儲備	Accumulated losses 累計虧損	Sub-total 小計	controlling interests 非控股權益	equity 權益總額
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>As at January 1, 2022</b>	於二零二二年一月一日	7,634	19,570,778	(3,038,281)	(1,320,980)	15,219,151	39,455	15,258,606
<b>Comprehensive income/(loss)</b>	<b>全面收益/(虧損)</b>							
Loss for the period	期內虧損	-	-	-	(30,994)	(30,994)	(6,973)	(37,967)
Currency translation differences	貨幣換算差額	-	-	62,226	-	62,226	-	62,226
<b>Total comprehensive income/(loss)</b>	<b>全面收益/(虧損) 總額</b>	-	-	62,226	(30,994)	31,232	(6,973)	24,259
<b>Transactions with owners</b>	<b>與擁有人的交易</b>							
Exercise of share options	行使購股權	10	40,150	(23,377)	-	16,783	-	16,783
Tax benefit from share-based payments of subsidiaries	附屬公司以股份為基礎付款的稅務優惠	-	-	8,691	-	8,691	-	8,691
Share-based compensation recognized for the period	期內已確認以股份為基礎的薪酬	-	-	195,586	-	195,586	106	195,692
Contributions from non-controlling shareholder	非控股股東注資	-	-	-	-	-	4,500	4,500
<b>Total transactions with equity holders recognized directly in equity</b>	<b>直接於權益確認與權益持有人的交易總額</b>	10	40,150	180,900	-	221,060	4,606	225,666
<b>As at June 30, 2022</b>	於二零二二年六月三十日	7,644	19,610,928	(2,795,155)	(1,351,974)	15,471,443	37,088	15,508,531

The notes on pages 94 to 154 are an integral part of this interim financial information.

第94至154頁的附註構成本中期財務資料的一部分。

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 中期簡明綜合現金流量表

For the six months ended June 30, 2023 截至二零二三年六月三十日止六個月

		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
	Note 附註		
<b>Cash flows from operating activities</b>	<b>經營活動所得現金流量</b>		
Cash generated from operations	經營所得現金	2,256,146	203,648
Interest received	已收利息	68,326	16,517
Income tax paid	已付所得稅	(53,229)	(32,248)
<b>Net cash from operating activities</b>	<b>經營活動現金淨額</b>	<b>2,271,243</b>	<b>187,917</b>
<b>Cash flows from investing activities</b>	<b>投資活動所得現金流量</b>		
Payments for investments accounted for using the equity method	採用權益法入賬的投資的付款	(45,680)	(320,900)
Proceeds from disposal of investments accounted for using the equity method	出售採用權益法入賬的投資的所得款項	1,931	80,860
Payments for long-term investments measured at fair value through profit or loss	按公允價值計量且其變動計入損益的長期投資的付款	(315,802)	(184,914)
Proceeds from redemption of long-term investments measured at fair value through profit or loss	贖回按公允價值計量且其變動計入損益的長期投資的所得款項	298,705	209,927
Payments for purchases of long-term investments measured at amortized cost	購買按攤餘成本計量的長期投資的付款	(100,000)	(201,342)
Proceeds from redemption of long-term investments measured at amortized cost	贖回按攤餘成本計量的長期投資的所得款項	4,057	69,006
Purchases of property, plant and equipment	購買物業、廠房及設備	(137,765)	(100,731)
Purchases of intangible assets	購買無形資產	(806)	(16,872)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備的所得款項	962	3,168
Increase in restricted cash	受限制現金增加	(10,944)	(1,529)
Payments for purchases of short-term investments	購買短期投資的付款	(802,827)	(5,384,905)
Proceeds from redemption of short-term investments	贖回短期投資的所得款項	1,277,692	4,674,635
Loans repayment from related parties	關聯方償還貸款	-	12,039
Loans granted to related parties	向關聯方授出的貸款	(10,000)	(8,123)
Interest received from loans to related parties	向關聯方貸款的已收利息	-	393
Payments for acquisitions of subsidiaries, net of cash acquired	收購附屬公司的付款，扣除所收購現金	(189,874)	(27,275)
Prepayment for investment	投資預付款項	(86,666)	(141,000)
Net cash settlement for derivative financial instruments	衍生金融工具的現金結算淨額	2,167	-
Dividends received	已收股息	11,607	-
<b>Net cash used in investing activities</b>	<b>投資活動所用現金淨額</b>	<b>(103,243)</b>	<b>(1,337,563)</b>



INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS  
中期簡明綜合現金流量表

For the six months ended June 30, 2023 截至二零二三年六月三十日止六個月

		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
	Note 附註		
<b>Cash flows from financing activities</b>	<b>融資活動所得現金流量</b>		
Repayments of bank borrowings and interests	償還銀行借款及利息	(489,804)	(20,906)
Proceeds from borrowings	借款所得款項	200,000	1,893,176
Payment for lease liabilities	租賃負債付款	(32,163)	(20,419)
Increase in restricted cash	受限制現金增加	(6,027)	(12,960)
Repayment of loans to related parties	償還關聯方貸款	(20,436)	-
Proceeds from exercise of share options	行使購股權的所得款項	29,105	13,369
Contribution from non-controlling shareholders	非控股股東注資	1,500	4,500
<b>Net cash (used in)/from financing activities</b>	<b>融資活動(所用)/所得現金淨額</b>	<b>(317,825)</b>	1,856,760
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等價物增加淨額</b>	<b>1,850,175</b>	707,114
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	3,546,988	2,045,604
Effect of exchange rate changes on cash and cash equivalents	匯率變動對現金及現金等價物的影響	7,563	61,196
<b>Cash and cash equivalents at end of the period</b>	<b>期末現金及現金等價物</b>	<b>5,404,726</b>	2,813,914

The notes on pages 94 to 154 are an integral part of this interim financial information.

第94至154頁的附註構成本中期財務資料的一部分。



# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

## 中期簡明綜合財務資料附註

### 1. GENERAL INFORMATION

Tongcheng Travel Holdings Limited (the “Company”) is an exempted company with limited liability incorporated under the laws of the Cayman Islands on January 14, 2016. The registered office of the Company is Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company’s shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited since November 26, 2018 (the “Listing”).

The Company is an investment holding company. The Company and its subsidiaries (together, the “Group”) are principally engaged in the provision of travel related services, including accommodation reservation services, transportation ticketing services, and other travel-related products and services in the People’s Republic of China (the “PRC”).

The interim condensed consolidated financial information comprises the interim condensed consolidated statement of financial position as at June 30, 2023, the interim condensed consolidated income statement and the interim condensed consolidated statement of comprehensive income for the three-month and six-month periods then ended, the interim condensed consolidated statement of changes in equity and the interim condensed consolidated statement of cash flows for the six-month period then ended, and selected explanatory notes (collectively the “Interim Financial Information”). All the financial information for the three-month period ended June 30, 2023 and 2022 (the “Q2 Financials”) as set out in this Interim Financial Information are for reference only and these Q2 Financials have not been reviewed or audited. The Interim Financial Information is presented in Renminbi (“RMB”), unless otherwise stated.

The Interim Financial Information has been approved for issue by the Board of Directors of the Company on August 22, 2023.

### 1. 一般資料

同程旅行控股有限公司(「本公司»)為一間於二零一六年一月十四日根據開曼群島法律註冊成立的獲豁免有限公司。本公司註冊辦事處為Conyers Trust Company (Cayman) Limited，地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。

本公司股份自二零一八年十一月二十六日起於香港聯合交易所有限公司主板上市(「上市»)。

本公司為一間投資控股公司。本公司及其附屬公司(統稱「本集團»)主要在中華人民共和國(「中國»)從事提供旅遊相關服務，包括住宿預訂服務、交通票務服務以及其他旅遊相關產品及服務。

中期簡明綜合財務資料包括於二零二三年六月三十日的中期簡明綜合財務狀況表、截至該日止三個月及六個月期間的中期簡明綜合收益表及中期簡明綜合全面收益表、截至該日止六個月期間的中期簡明綜合權益變動表及中期簡明綜合現金流量表，以及選定的解釋附註(統稱「中期財務資料»)。本中期財務資料所載截至二零二三年及二零二二年六月三十日止三個月期間的所有財務資料(「第二季度財務資料»)僅供參考，該等第二季度財務資料未經審閱或審核。除另有說明外，中期財務資料以人民幣(「人民幣»)呈列。

中期財務資料已於二零二三年八月二十二日經本公司董事會批准刊發。



## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION 中期簡明綜合財務資料附註

### 2. BASIS OF PREPARATION AND PRESENTATION

The Interim Financial Information has been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" ("IAS 34") issued by the International Accounting Standards Board. This Interim Financial Information does not include all the notes of the type normally included in annual financial statements. Accordingly, the Interim Financial Information is to be read in conjunction with the annual consolidated financial statements of the Company for the year ended December 31, 2022 (which have been prepared in accordance with International Financial Reporting Standards ("IFRS")) as set out in the Company's 2022 annual report dated March 21, 2023 (the "2022 Annual Financial Statements") and any public announcements made by the Company during the six months ended June 30, 2023 (the "interim reporting period").

### 3. ACCOUNTING POLICIES

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, except for the adoption of the new or amended standards as set out below.

#### (a) New or amended standards adopted by the Group

The Group has applied the following new or amended standards for the first time for the Group's financial year beginning on January 1, 2023:

- Insurance Contracts – IFRS 17
- Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2
- Definition of Accounting Estimates – Amendments to IAS 8
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12
- International Tax Reform – Pillar Two Model Rules – Amendments to IAS 12

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

### 2. 編製及呈列基準

中期財務資料乃按照國際會計準則理事會頒佈的國際會計準則第34號「中期財務報告」(「國際會計準則第34號」)所編製。此中期財務資料不包括一般收錄於年度財務報表的所有附註。因此，本中期財務資料應與本公司日期為二零二三年三月二十一日的二零二二年年報所載的本公司截至二零二二年十二月三十一日止年度的年度綜合財務報表(已按照國際財務報告準則(「國際財務報告準則」)編製)(「二零二二年度財務報表」)以及本公司於截至二零二三年六月三十日止六個月期間(「中期報告期間」)所刊發的公告一併閱讀。

### 3. 會計政策

所採用的會計政策與先前財政年度及相應中期報告期間所採用的會計政策一致，惟下文所載採納新訂或經修訂準則除外。

#### (a) 本集團已採納的新訂或經修訂準則

本集團於二零二三年一月一日開始的財政年度首次採納以下新訂或經修訂準則：

- 保險合約 – 國際財務報告準則第17號
- 會計政策的披露 – 國際會計準則第1號及國際財務報告準則實務聲明第2號的修訂
- 會計估計的定義 – 國際會計準則第8號的修訂
- 與單一交易產生的資產及負債相關的遞延稅項 – 國際會計準則第12號的修訂
- 國際稅收改革 – 支柱二立法模板 – 國際會計準則第12號的修訂

上述新訂或經修訂準則並無對過往期間確認的款項造成影響且預期將不會於當前或未來期間產生重大影響。



### 3. ACCOUNTING POLICIES (CONTINUED)

#### (b) New or amended standards not yet adopted

The following new or amended standards have been published that are not mandatory for reporting periods commencing on January 1, 2023 and have not been early adopted by the Group.

- Classification of Liabilities as Current or Non-current – Amendments to IAS 1
- Non-current Liabilities with Covenants – Amendments to IAS 1
- Lease Liability in a Sale and Leaseback – Amendments to IFRS 16
- Supplier Finance Arrangements – Amendments to IAS 7 and IFRS 7
- Lack of Exchangeability – Amendments to IAS 21
- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture – Amendments to IFRS 10 and IAS 28

These new or amended standards are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

### 3. 會計政策(續)

#### (b) 並未採納的新訂或經修訂準則

以下新訂或經修訂準則已頒佈但並未於二零二三年一月一日開始的報告期間強制生效，且本集團並未提早採納。

	<b>Effective date</b> 生效日期
• 負債分類為流動或非流動 – 國際會計準則第1號的修訂	January 1, 2024 二零二四年一月一日
• 附有契諾的非流動負債 – 國際會計準則第1號的修訂	January 1, 2024 二零二四年一月一日
• 售後回租中的租賃責任 – 國際財務報告準則第16號的修訂	January 1, 2024 二零二四年一月一日
• 供應商融資安排 – 國際會計準則第7號及國際財務報告準則第7號的修訂	January 1, 2024 二零二四年一月一日
• 缺乏可兌換性 – 國際會計準則第21號的修訂	January 1, 2025 二零二五年一月一日
• 投資者與其聯營公司或合資公司之間資產出售或注資 – 國際財務報告準則第10號及國際會計準則第28號的修訂	To be determined 待定

該等新訂及經修訂準則預期不會於當前或未來報告期間對本集團及可見將來的交易產生重大影響。



## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION 中期簡明綜合財務資料附註

### 4. ESTIMATES AND JUDGEMENTS

The preparation of interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. The resulting accounting estimates will, by definition, seldom equal the related actual results.

In preparing the Interim Financial Information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those applied to the 2022 Annual Financial Statements.

### 5. FAIR VALUE ESTIMATION

The table below analysed the Group's financial instruments carried at fair value as at June 30, 2023 and December 31, 2022, by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2); and
- inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

### 4. 估計及判斷

編製中期財務資料要求管理層作出影響會計政策的應用及資產及負債、收入及開支的呈報金額的判斷、估計及假設。顧名思義，由此產生的會計估計數很少與相關的實際結果相等。

於編製中期財務資料時，管理層在應用本集團會計政策時作出的重大判斷及估計不確定性的主要來源與二零二二年度財務報表所採用者相同。

### 5. 公允價值估計

下表按用以計量公允價值的估值技術的輸入值層級，分析本集團於二零二三年六月三十日及二零二二年十二月三十一日按公允價值列賬的金融工具。有關輸入值按所述分類歸入公允價值分級結構內的三個層級：

- 相同資產或負債在交投活躍市場的報價（未經調整）（第1層）；
- 除第1層包括的報價外，該資產或負債的可直接觀察輸入值（即價格本身）或可間接觀察輸入值（即衍生自價格者）（第2層）；及
- 並非基於可觀察市場數據的資產或負債的輸入值（即不可觀察輸入值）（第3層）。

## 5. FAIR VALUE ESTIMATION (CONTINUED)

## 5. 公允價值估計(續)

		Level 1 第1層 RMB'000 人民幣千元	Level 2 第2層 RMB'000 人民幣千元	Level 3 第3層 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>(Unaudited)</b>	<b>(未經審核)</b>				
<b>As at June 30, 2023</b>	<b>於二零二三年六月三十日</b>				
Financial assets	金融資產				
– Long-term investments measured at fair value through profit or loss	– 按公允價值計量且其變動計入損益的長期投資	62,700	–	731,616	794,316
– Short-term investments measured at fair value through profit or loss	– 按公允價值計量且其變動計入損益的短期投資	–	–	2,345,803	2,345,803
– Derivative financial instruments	– 衍生金融工具	–	–	21,791	21,791
		<b>62,700</b>	<b>–</b>	<b>3,099,210</b>	<b>3,161,910</b>
		Level 1 第1層 RMB'000 人民幣千元	Level 2 第2層 RMB'000 人民幣千元	Level 3 第3層 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>(Audited)</b>	<b>(經審核)</b>				
<b>As at December 31, 2022</b>	<b>於二零二二年十二月三十一日</b>				
Financial assets	金融資產				
– Long-term investments measured at fair value through profit or loss	– 按公允價值計量且其變動計入損益的長期投資	57,364	–	700,943	758,307
– Short-term investments measured at fair value through profit or loss	– 按公允價值計量且其變動計入損益的短期投資	–	–	2,669,201	2,669,201
		57,364	–	3,370,144	3,427,508
Financial liabilities	金融負債				
– Derivative financial instruments	– 衍生金融工具	–	–	11,187	11,187



## 5. FAIR VALUE ESTIMATION (CONTINUED)

### (a) Financial instruments in Level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory, agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

### (b) Financial instruments in Level 2

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

### (c) Financial instruments in Level 3

If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments.
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for financial instruments.

Level 3 instruments of the Group's financial assets include long-term or short-term investments measured at fair value through profit or loss and certain derivative financial instruments.

The following table presents the changes in Level 3 instruments of long-term investments measured at fair value through profit or loss for the six months ended June 30, 2023 and 2022.

## 5. 公允價值估計(續)

### (a) 第1層金融工具

於活躍市場買賣的金融工具的公允價值乃基於結算日市場報價。倘交易所、交易商、經紀、行業組織、定價服務機構或監管機構隨時定期提供報價，且該等價格代表實際定期進行的公平市場交易，則市場被視為活躍。

### (b) 第2層金融工具

並無於活躍市場買賣的金融工具公允價值以估值技術釐定。該等估值技術盡量利用既可觀察市場數據，盡量少依賴實體的特定估計。倘計算某工具的公允價值所需的所有重大輸入值為可觀察數據，則該工具將列入第2層。

### (c) 第3層金融工具

倘一項或多項重大輸入值並非基於可觀察市場數據，則該工具計入第3層。

用於評估金融工具的專門估值技術包括：

- 市場報價或交易商對類似工具的報價。
- 折現現金流量分析等其他技術用於釐定金融工具公允價值。

本集團金融資產的第3層工具包括按公允價值計量且其變動計入損益的長期或短期投資及若干衍生金融工具。

下表呈列截至二零二三年及二零二二年六月三十日止六個月按公允價值計量且其變動計入損益的長期投資第3層工具的變動。

## 5. FAIR VALUE ESTIMATION (CONTINUED)

### (c) Financial instruments in Level 3 (Continued)

		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
At beginning of the period	期初	700,943	763,994
Additions	增加	315,802	304,914
Disposals (Note)	出售(附註)	(298,605)	(203,944)
Changes in fair value	公允價值變動	14,535	2,939
Currency translation differences	匯兌差額	(1,059)	-
At end of the period	期末	731,616	867,903
Net unrealized gains for the period	期內未變現收益淨額	13,727	2,939

The disposal of long-term investments measured at fair value through profit or loss represents the redemption of wealth management products and distribution of fund during the six months ended June 30, 2023 and 2022. The net realised gain on the aforesaid redemption has been included as part of the changes in fair value for the period in the movement table above.

出售按公允價值計量且其變動計入損益的長期投資指截至二零二三年及二零二二年六月三十日止六個月贖回理財產品及分派基金。上述贖回的已變現淨收益已作為期內公允價值變動的一部分計入上文變動表中。



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## 5. FAIR VALUE ESTIMATION (CONTINUED)

### (c) Financial instruments in Level 3 (Continued)

The following table presents the changes in Level 3 instruments of short-term investments measured at fair value through profit or loss for the six months ended June 30, 2023 and 2022.

		<b>Six months ended June 30,</b> <b>截至六月三十日止六個月</b>	
		<b>2023</b> <b>二零二三年</b> <b>RMB'000</b> <b>人民幣千元</b> <b>(Unaudited)</b> <b>(未經審核)</b>	<b>2022</b> <b>二零二二年</b> <b>RMB'000</b> <b>人民幣千元</b> <b>(Unaudited)</b> <b>(未經審核)</b>
At beginning of the period	期初	<b>2,669,201</b>	3,343,317
Addition through business combination	通過業務合併增加	<b>4,909</b>	-
Other additions	其他增加	<b>643,781</b>	4,687,084
Disposals (Note)	出售(附註)	<b>(1,017,368)</b>	(4,278,227)
Changes in fair value and other movement	公允價值變動及其他變動	<b>32,265</b>	36,180
Currency translation differences	匯兌差額	<b>13,015</b>	36,399
At end of the period	期末	<b>2,345,803</b>	3,824,753
Net unrealized gains for the period	期內未變現收益淨額	<b>24,659</b>	32,662

Note: The disposal of short-term investments measured at fair value through profit or loss represents the redemption of wealth management products during the six months ended June 30, 2023 and 2022. The net realised gain on the aforesaid redemption has been included as part of the changes in fair value for the period in the movement table above.

## 5. 公允價值估計(續)

### (c) 第3層金融工具(續)

下表呈列截至二零二三年及二零二二年六月三十日止六個月按公允價值計量且其變動計入損益的短期投資第3層工具的變動。

附註：出售按公允價值計量且其變動計入損益的短期投資為於截至二零二三年及二零二二年六月三十日止六個月贖回理財產品。上述贖回的已變現淨收益已作為期內公允價值變動的一部分包括在上文變動表中。

## 5. FAIR VALUE ESTIMATION (CONTINUED)

### (c) Financial instruments in Level 3 (Continued)

As these instruments are not traded in an active market, their fair values have been determined by using various applicable valuation techniques, including discounted cash flows and market approach.

The following table summarizes the quantitative information about the significant unobservable inputs used in recurring Level 3 fair value measurements of the short-term and long-term investments as at June 30, 2023 and December 31, 2022.

Description 描述	Fair values 公允價值		Valuation techniques 估值技術	Significant unobservable inputs 重大不可觀察 輸入值	Range of inputs 輸入值範圍		Relationship of unobservable inputs to fair values 不可觀察輸入值與 公允價值的關係
	As at June 30, 2023 於二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2022 於二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)			As at June 30, 2023 於二零二三年 六月三十日	As at December 31, 2022 於二零二二年 十二月三十一日	
Long-term investments measured at fair value through profit or loss 按公允價值計量且其變動計入損益的長期投資	630,261	441,810	Market approach 市場法	Expected volatility 預期波幅	48.6%~56.5%	61.1%	The higher the expected volatility, the lower the fair value 預期波幅越高，公允價值越低
Long-term investments measured at fair value through profit or loss 按公允價值計量且其變動計入損益的長期投資	101,355	259,133	Discounted cash flows 折現現金流量法	Expected rate of return 預期回報率	2.01%~3.50%	-0.21%~4.25%	The higher the expected rate of return, the higher the fair value 預期回報率越高，公允價值越高
Short-term investments measured at fair value through profit or loss 按公允價值計量且其變動計入損益的短期投資	2,345,803	2,669,201	Discounted cash flows 折現現金流量法	Expected rate of return 預期回報率	-1.06%~5.20%	-4.61%~5.85%	The higher the expected rate of return, the higher the fair value 預期回報率越高，公允價值越高

## 5. 公允價值估計 (續)

### (c) 第3層金融工具 (續)

因該等工具並非於交投活躍市場中交易，其公允價值已採用折現現金流量法及市場法等多種適用估值技術釐定。

下表概述於二零二三年六月三十日及二零二二年十二月三十一日關於對短期及長期投資作經常性第3層公允價值計量時採用的重大不可觀察輸入值的定量資料。



## 5. FAIR VALUE ESTIMATION (CONTINUED)

### (c) Financial instruments in Level 3 (Continued)

If the fair values of the long-term investments and short-term investments measured at fair value through profit or loss in Level 3 held by the Group had been 10% higher/lower, the profit before income tax for the six months ended June 30, 2023 would have been approximately RMB308 million (six months ended June 30, 2022: RMB469 million) higher/lower.

There were no transfers between Level 1, 2 and 3 of fair value hierarchy classifications during the six months ended June 30, 2023 and 2022.

## 6. REVENUE AND SEGMENT INFORMATION

The chief operating decision-maker (the “CODM”) assesses the performance of the operating segment mainly based on the measure of operating profit/(loss), excluding those items which are not directly related to the segment performance like the other income/expenses – net, fair value gains/losses on investments measured at fair value through profit or loss, and other gains/losses – net (the “core operating results”). The CODM reviews the core operating results when making decisions about allocating resources and assessing performance of the Group as a whole. The Group has only one reportable segment which mainly operates its businesses in the PRC and earns substantially all of the revenues from customers attributed to the PRC. As at June 30, 2023 and December 31, 2022, substantially all of the non-current assets of the Group were located in the PRC. Therefore, no geographical segments are presented. No analysis of segment assets or segment liabilities is presented as they are not used by the CODM when making decisions about allocating resources and assessing performance of the Group.

## 5. 公允價值估計(續)

### (c) 第3層金融工具(續)

倘本集團持有的按公允價值計量且其變動計入損益的第3層長期投資及短期投資的公允價值上升／下降10%，則截至二零二三年六月三十日止六個月除所得稅前溢利將增加／減少約人民幣308百萬元(截至二零二二年六月三十日止六個月：人民幣469百萬元)。

截至二零二三年及二零二二年六月三十日止六個月，公允價值等級分類第1、2及3層間並無轉移。

## 6. 收入及分部資料

主要營運決策者(「主要營運決策者」)主要根據經營溢利／(虧損)的計量(不包括與分部表現並無直接關聯的項目)評估經營分部表現，如其他收入／支出一淨額、按公允價值計量且其變動計入損益的投資的公允價值收益／虧損及其他收益／虧損一淨額(「核心經營業績」)。主要營運決策者於作出有關分配資源的決策及評估本集團整體表現時審閱核心經營業績。本集團僅有一個可呈報分部，其主要在中國經營業務並自中國客戶賺取絕大部分收入。於二零二三年六月三十日及二零二二年十二月三十一日，本集團絕大部分非流動資產位於中國。因此，並無呈列地理分部。由於主要營運決策者於作出有關分配資源的決策及評估本集團表現時並無使用分部資產或分部負債的分析，故該分析並無呈列。



## 6. REVENUE AND SEGMENT INFORMATION (CONTINUED)

## 6. 收入及分部資料(續)

		Three months ended June 30, 截至六月三十日止三個月		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Operating profit/(loss) per interim condensed consolidated income statement	中期簡明綜合收益表的經營溢利/(虧損)	417,141	(128,452)	882,562	9,368
Less: Other income	減：其他收入	(40,408)	(44,782)	(63,064)	(79,461)
Fair value changes on investments measured at fair value through profit or loss	按公允價值計量且其變動計入損益的投資公允價值變動	(32,932)	(28,759)	(58,652)	(32,424)
Add: Other losses, net	加：其他虧損淨額	80,147	87,654	17,430	59,818
Operating profit/(loss) presented to the CODM	呈報予主要營運決策者的經營溢利/(虧損)	423,948	(114,339)	778,276	(42,699)



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6. REVENUE AND SEGMENT INFORMATION  
 (CONTINUED)

Revenue by service types for the three months and six months ended June 30, 2023 and 2022 are as follows:

6. 收入及分部資料(續)

截至二零二三年及二零二二年六月三十日止三個月及六個月按服務類型劃分的收入如下：

		Three months ended June 30, 截至六月三十日止三個月		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Accommodation reservation services	住宿預訂服務	1,055,396	543,526	1,889,657	1,086,608
Transportation ticketing services	交通票務服務	1,494,582	619,521	2,877,276	1,636,740
Others	其他	316,291	155,603	685,479	313,301
		<b>2,866,269</b>	1,318,650	<b>5,452,412</b>	3,036,649

## 6. REVENUE AND SEGMENT INFORMATION (CONTINUED)

The Group derives revenue from the transfer of services over time and at a point in time in the following major services:

## 6. 收入及分部資料(續)

本集團於以下主要服務中按時間及時點從轉移服務賺取收入：

		Three months ended June 30, 截至六月三十日止三個月		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Timing of revenue recognition</b>	<b>收入確認時間</b>				
At a point in time	按時點				
- Accommodation reservation services	- 住宿預訂服務	1,055,396	543,526	1,889,657	1,086,608
- Transportation ticketing services	- 交通票務服務	1,494,582	619,521	2,877,276	1,636,740
- Others	- 其他	221,921	119,568	504,396	243,186
		<b>2,771,899</b>	1,282,615	<b>5,271,329</b>	2,966,534
Over time	按一段時間				
- Advertisement services	- 廣告服務	79,269	36,035	152,194	70,115
- Hotel management services	- 酒店管理服務	15,101	-	28,889	-
		<b>94,370</b>	36,035	<b>181,083</b>	70,115
		<b>2,866,269</b>	1,318,650	<b>5,452,412</b>	3,036,649

The major customer which contributed more than 10% of the total revenue for the three months and six months ended June 30, 2023 and 2022 are listed as below:

截至二零二三年及二零二二年六月三十日止三個月及六個月，貢獻收入總額超過10%的主要客戶載列如下：

		Three months ended June 30, 截至六月三十日止三個月		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 %	2022 二零二二年 %	2023 二零二三年 %	2022 二零二二年 %
Customer group A	客戶群組A	20.21	27.08	20.16	22.29

Customer group A is a group of entities comprising a shareholder of the Company and its affiliated companies (Note 31(b)) and the revenue is mainly derived from the Group's provision of accommodation reservation services to Customer group A during the respective periods.

客戶群組A為包括本公司股東及其聯屬公司的一組實體(附註31(b))，而收入主要來自本集團於各期間向客戶群組A提供住宿預訂服務。



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7. EXPENSES BY NATURE

7. 按性質劃分的開支

		Three months ended June 30, 截至六月三十日止三個月		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Employee benefit expenses	僱員福利開支	747,303	522,834	1,437,020	1,086,211
Advertising and promotion expenses	廣告及推廣開支	709,308	315,230	1,324,486	710,398
Order processing cost	訂單處理成本	325,788	147,763	641,193	342,968
Depreciation and amortization expense (Notes 13, 14 and 19)	折舊及攤銷開支 (附註13、14及19)	221,748	208,886	441,240	415,520
Commission expenses	佣金開支	157,537	52,873	282,635	108,162
Procurement costs	採購成本	90,262	32,496	169,570	86,694
Cost of pre-purchased travel related products	買斷旅遊相關產品的成本	58,484	34,499	105,554	85,818
Bandwidth and servers custody fee	帶寬及伺服器託管費用	36,347	35,312	71,834	72,372
Professional service fees and subcontractor charges	專業服務費用及分包費	28,148	26,347	54,094	58,186
Travelling and entertainment expenses	差旅及招待開支	25,644	10,253	46,701	22,563
Short-term rental and utility fees	短期租金及公用設施費用	16,120	9,200	29,386	19,815
Tax and surcharges	稅項及附加費	12,071	7,251	24,086	14,080
Telephone and communication	電話及通信	3,154	2,587	6,035	5,037
Others	其他	14,697	12,136	27,701	38,480
Total of cost of revenue, service development expenses, selling and marketing expenses and administrative expenses	銷售成本、服務開發開支、 銷售及營銷開支及 行政開支的總額	2,446,611	1,417,667	4,661,535	3,066,304

## 8. SHARE-BASED COMPENSATION EXPENSES

The share-based compensation expense recognized for employee services received during the three months and six months ended June 30, 2023 and 2022 are shown in the following table:

## 8. 以股份為基礎的薪酬開支

就截至二零二三年及二零二二年六月三十日止三個月及六個月獲得的僱員服務確認的以股份為基礎的薪酬開支於下表列示：

		Three months ended June 30, 截至六月三十日止三個月		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Expense arising from equity-settled share-based payment transactions	權益結算以股份為基礎的付款交易產生的開支	77,954	101,208	168,613	195,443
Expense arising from cash-settled share-based payment transactions	現金結算以股份為基礎的付款交易產生的開支	-	678	-	1,357
		<b>77,954</b>	101,886	<b>168,613</b>	196,800



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## 8. SHARE-BASED COMPENSATION EXPENSES (CONTINUED)

### Share options

The following table summarizes information with respect to share options outstanding for the six months ended June 30, 2023 and 2022 and the weighted average exercise prices ("WAEP").

		Six months ended June 30, 截至六月三十日止六個月			
		2023	2023	2022	2022
		Number of	WAEP RMB	Number of	WAEP RMB
		share options	二零二三年	share options	二零二二年
		二零二三年	加權平均行使價	二零二二年	加權平均行使價
		購股權數目	人民幣	購股權數目	人民幣
Outstanding at beginning of the period	於期初尚未行使	127,479,650	10.73	117,784,715	9.20
Granted during the period	期內授出	-	-	27,730,000	14.63
Exercised during the period	期內行使	(2,333,320)	9.83	(3,075,398)	5.37
Forfeited and expired during the period	期內沒收及失效	(482,200)	14.75	(435,699)	14.65
Outstanding at end of the period	於期末尚未行使	124,664,130	10.74	142,003,618	10.32
Exercisable at end of the period	於期末可行使	96,888,581	9.57	90,844,070	7.74

There was no new share option granted during the six months ended June 30, 2023.

The weighted average remaining contractual life for the share options outstanding as at June 30, 2023 was 6.98 years.

## 8. 以股份為基礎的薪酬開支(續)

### 購股權

下表概述有關截至二零二三年及二零二二年六月三十日止六個月尚未行使購股權以及加權平均行使價(「加權平均行使價」)的資料。

### Six months ended June 30, 截至六月三十日止六個月

		2023	2023	2022	2022
		Number of	WAEP RMB	Number of	WAEP RMB
		share options	二零二三年	share options	二零二二年
		二零二三年	加權平均行使價	二零二二年	加權平均行使價
		購股權數目	人民幣	購股權數目	人民幣
Outstanding at beginning of the period	於期初尚未行使	127,479,650	10.73	117,784,715	9.20
Granted during the period	期內授出	-	-	27,730,000	14.63
Exercised during the period	期內行使	(2,333,320)	9.83	(3,075,398)	5.37
Forfeited and expired during the period	期內沒收及失效	(482,200)	14.75	(435,699)	14.65
Outstanding at end of the period	於期末尚未行使	124,664,130	10.74	142,003,618	10.32
Exercisable at end of the period	於期末可行使	96,888,581	9.57	90,844,070	7.74

截至二零二三年六月三十日止六個月，概無授出新購股權。

於二零二三年六月三十日，尚未行使的購股權的加權平均剩餘合約年限為6.98年。

## 8. SHARE-BASED COMPENSATION EXPENSES (CONTINUED)

### Share options (Continued)

Share options outstanding as at June 30, 2023 have the following expiry date and exercise prices:

Expiry date	Exercise price per share option	Number of share options as at June 30, 2023 於二零二三年 六月三十日 購股權數目
到期日	每份購股權的行使價	
March 9, 2028 二零二八年三月九日	RMB2.6 人民幣2.6元	18,692,511
May 18, 2028 二零二八年五月十八日	RMB5.5 人民幣5.5元	19,652,651
August 31, 2028 二零二八年八月三十一日	HKD9.8 9.8港元	6,922,360
December 19, 2029 二零二九年十二月十九日	HKD12.428 12.428港元	7,073,860
October 22, 2030 二零三零年十月二十二日	HKD14.436 14.436港元	15,031,200
October 20, 2031 二零三一年十月二十日	HKD18.56 18.56港元	30,182,448
June 28, 2032 二零三二年六月二十八日	HKD17.12 17.12港元	27,109,100
		124,664,130

## 8. 以股份為基礎的薪酬開支(續)

### 購股權(續)

於二零二三年六月三十日尚未行使的購股權到期日及行使價如下：



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## 8. SHARE-BASED COMPENSATION EXPENSES (CONTINUED)

### Restricted shares units (“RSUs”)

The following table summarizes information with respect to RSUs arrangements for the six months ended June 30, 2023 and 2022 and the weighted average fair value (“WAFV”).

		Six months ended June 30, 截至六月三十日止六個月			
		2023	2023	2022	2022
		Number of	WAFV	Number of	WAFV
		RSUs	RMB	RSUs	RMB
		二零二三年	二零二三年	二零二二年	二零二二年
		受限制股份	加權平均	受限制股份	加權平均
		單位數目	公允價值	單位數目	公允價值
			人民幣		人民幣
Outstanding at beginning of the period	於期初尚未行使	30,369,282	14.68	7,917,846	15.25
Granted during the period	期內授出	-	-	27,730,000	14.63
Vested and settled during the period	期內歸屬及結算	(6,932,500)	14.63	-	-
Outstanding at end of the period	於期末尚未行使	23,436,782	14.70	35,647,846	14.77

There was no new RSU granted during the six months ended June 30, 2023.

## 8. 以股份為基礎的薪酬開支(續)

### 受限制股份單位(「受限制股份單位」)

下表概述有關截至二零二三年及二零二二年六月三十日止六個月的受限制股份單位安排以及加權平均公允價值(「加權平均公允價值」)的資料。

截至二零二三年六月三十日止六個月，概無授出新受限制股份單位。



## 9. OTHER LOSSES, NET

## 9. 其他虧損淨額

		Three months ended June 30, 截至六月三十日止三個月		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Foreign exchange loss, net (note)	匯兌虧損淨額(附註)	(131,023)	(106,715)	(98,914)	(100,058)
Net (loss)/gain on disposal/partial disposal of investments accounted for using the equity method	出售／部分出售使用權益法列賬的投資的(虧損)／收益淨額	(335)	11,486	(335)	17,399
Net (loss)/gain on disposal of property, plant and equipment	出售物業、廠房及設備(虧損)／收益淨額	(290)	190	(218)	(253)
Donation	捐贈	(78)	(53)	(212)	(411)
Net gain/(loss) on derivative financial instruments (Note 17(b))	衍生金融工具收益／(虧損)淨額(附註17(b))	28,510	(16,263)	34,254	(16,253)
Investment income from investments measured at amortized cost	按攤餘成本計量的投資所得投資收入	23,271	21,401	48,291	39,157
Others	其他	(202)	2,300	(296)	601
		(80,147)	(87,654)	(17,430)	(59,818)

Note: Foreign exchange loss for the six months ended June 30, 2023 and 2022 primarily comprise of exchange loss as arisen from the retranslation of the US dollar denominated bank borrowings and other payables.

附註：截至二零二三年及二零二二年六月三十日止六個月的匯兌虧損主要包括重新換算以美元計值的銀行借款及其他應付款項所產生的匯兌虧損。



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10. FINANCE INCOME AND COSTS

10. 財務收入及費用

		Three months ended June 30, 截至六月三十日止三個月		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Finance income</b>	<b>財務收入</b>				
Interest income on bank deposits	銀行存款利息收入	41,124	9,091	68,229	16,853
Others	其他	364	587	1,196	593
		<b>41,488</b>	9,678	<b>69,425</b>	17,446
<b>Finance costs</b>	<b>財務費用</b>				
Interest expenses on borrowings	借款利息開支	(38,186)	(16,450)	(73,740)	(26,171)
Amortized amount of long-term other payables	長期其他應付款項攤餘金額	(3,409)	(4,875)	(6,704)	(9,497)
Interest on lease liabilities (Note 14(b))	租賃負債利息(附註14(b))	(1,620)	(1,958)	(2,943)	(4,706)
		<b>(43,215)</b>	(23,283)	<b>(83,387)</b>	(40,374)
<b>Net finance costs</b>	<b>財務費用淨額</b>	<b>(1,727)</b>	(13,605)	<b>(13,962)</b>	(22,928)

## 11. INCOME TAX (EXPENSE)/CREDIT

The income tax (expense)/credit of the Group for the three months and six months ended June 30, 2023 and 2022 is analysed as follows:

		Three months ended June 30, 截至六月三十日止三個月		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Current income tax	即期所得稅	(70,037)	(13,738)	(125,326)	(24,782)
Deferred income tax	遞延所得稅	3,465	40,502	(6,375)	6,607
		(66,572)	26,764	(131,701)	(18,175)

Income tax (expense)/credit is recognized based on management's best estimate of the income tax rates expected for the financial year.

### (a) Cayman Islands income tax

Under the current laws of the Cayman Islands, the Company is not subject to tax on the Company's income or capital gains. In addition, no Cayman Islands withholding tax is imposed upon any payments of dividends.

### (b) Hong Kong income tax

Entities incorporated in Hong Kong are subject to Hong Kong profits tax at a rate of 8.25% on assessable profits up to HKD2 million and 16.5% on any part of assessable profits over HKD2 million for the periods ended June 30, 2023 and 2022.

## 11. 所得稅(開支)/抵免

本集團截至二零二三年及二零二二年六月三十日止三個月及六個月的所得稅(開支)/抵免分析如下：

所得稅(開支)/抵免乃根據管理層對該財政年度的預期所得稅稅率的最佳估計予以確認。

### (a) 開曼群島所得稅

根據開曼群島現行法律，本公司毋須就本公司的收入或資本收入繳稅。此外，概不就任何股息付款徵收開曼群島預扣稅。

### (b) 香港利得稅

截至二零二三年及二零二二年六月三十日止期間，於香港註冊成立的實體須就未超過2百萬港元的應課稅溢利按8.25%稅率繳納香港利得稅，超過2百萬港元的應課稅溢利則按16.5%稅率繳納香港利得稅。



## 11. INCOME TAX (EXPENSE)/CREDIT (CONTINUED)

### (c) PRC corporate income tax (“CIT”)

CIT provision was made on the estimated assessable profits of entities within the Group incorporated in the PRC for the periods ended June 30, 2023 and 2022, calculated in accordance with the relevant regulations of the PRC after considering the available tax benefits from refunds and allowances. The general PRC CIT rate is 25% for the periods ended June 30, 2023 and 2022.

Three of the Company’s directly held subsidiaries incorporated in the PRC are qualified as High and New Technology Enterprises, and accordingly, they are subject to a reduced preferential CIT rate of 15% for the periods ended June 30, 2023 and 2022, according to the applicable CIT law.

Other subsidiaries of the Company incorporated in the PRC are subject to the general PRC CIT rate of 25% during the periods ended June 30, 2023 and 2022.

### (d) PRC Withholding Tax (“WHT”)

According to the applicable PRC tax regulations, dividends distributed by a company established in the PRC to a foreign investor with respect to profits derived after January 1, 2008 are generally subject to a 10% WHT. If a foreign investor incorporated in Hong Kong meets the conditions and requirements under the double taxation treaty arrangement entered into between the PRC and Hong Kong, the relevant withholding tax rate will be reduced from 10% to 5%.

As of June 30, 2023 and December 31, 2022, the Group does not have any plan to require its PRC subsidiaries to distribute their retained earnings and intends to retain them to operate and expand its business in the PRC. Accordingly, no deferred income tax liability on WHT was provided as at June 30, 2023 and December 31, 2022.

## 11. 所得稅(開支)／抵免(續)

### (c) 中國企業所得稅(「企業所得稅」)

截至二零二三年及二零二二年六月三十日止期間，於中國註冊成立的本集團內實體的估計應課稅溢利作出企業所得稅撥備，企業所得稅撥備乃經考慮來自退稅及補貼的可用稅務優惠後根據中國相關法規計算。截至二零二三年及二零二二年六月三十日止期間的中國企業所得稅稅率總體為25%。

本公司直接持有於中國註冊成立的三間附屬公司獲認定為高新技術企業，因此根據適用企業所得稅法，該三間附屬公司截至二零二三年及二零二二年六月三十日止期間，可享有企業所得稅減免優惠稅率15%。

截至二零二三年及二零二二年六月三十日止期間，本公司於中國註冊成立的其他附屬公司須按一般中國企業所得稅稅率25%繳納企業所得稅。

### (d) 中國預扣稅(「預扣稅」)

根據適用中國稅務法規，在中國成立的公司向外國投資者分派有關於二零零八年一月一日後產生的溢利的股息一般須繳納10%的預扣稅。倘於香港註冊成立的外國投資者符合中國與香港之間訂立的雙重徵稅協定安排的條件及規定，則相關預扣稅稅率將由10%減少至5%。

截至二零二三年六月三十日及二零二二年十二月三十一日，本集團並無任何計劃要求其中國附屬公司分派其保留盈利及有意保留盈利以在中國運營及擴張其業務。因此，於二零二三年六月三十日及二零二二年十二月三十一日，並無就預扣稅計提遞延所得稅負債。

## 12. EARNINGS/(LOSSES) PER SHARE

### (a) Basic

Basic earnings or losses per share for the three months and six months ended June 30, 2023 and 2022 are calculated by dividing the profit or loss attribute to the Company's equity holders by the weighted average number of ordinary shares in issue during the respective periods.

		Three months ended June 30, 截至六月三十日止三個月		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核)	2022 二零二二年 (Unaudited) (未經審核)	2023 二零二三年 (Unaudited) (未經審核)	2022 二零二二年 (Unaudited) (未經審核)
Profit/(loss) attributable to equity holders of the Company (RMB'000)	本公司權益持有人應佔溢利／(虧損) (人民幣千元)	355,920	(132,138)	733,832	(30,994)
Weighted average number of ordinary shares in issue (thousand shares)	已發行普通股加權平均數(千股)	2,241,776	2,218,239	2,241,307	2,218,026
Basic earnings/(losses) per share (expressed in RMB per share)	每股基本盈利／(虧損) (以每股人民幣列示)	0.16	(0.06)	0.33	(0.01)

### (b) Diluted

Diluted earnings/(losses) per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

As at June 30, 2023, 124,664,130 share options and 23,436,782 RSUs were outstanding in total. For the three months and six months ended June 30, 2023, the share options and RSUs granted by the Company have potential dilutive effect on the earnings per share. Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding by the assumption of the conversion of all potential dilutive ordinary shares arising from share options and RSUs granted by the Company (collectively forming the denominator for computing the diluted earnings per share). No adjustment is made to earnings (numerator).

## 12. 每股盈利／(虧損)

### (a) 基本

截至二零二三年及二零二二年六月三十日止三個月及六個月的每股基本盈利或虧損乃按本公司權益持有人應佔溢利或虧損除以各期內已發行普通股的加權平均數計算。

### (b) 攤薄

每股攤薄盈利／(虧損)乃通過調整已發行普通股的加權平均數計算，以假設所有潛在攤薄普通股已獲轉換。

於二零二三年六月三十日，合共124,664,130份購股權及23,436,782個受限制股份單位尚未行使。截至二零二三年六月三十日止三個月及六個月，本公司授出的購股權及受限制股份單位對每股盈利具有潛在攤薄影響。每股攤薄盈利乃透過調整已發行普通股的加權平均數計算，而此乃假設本公司授出的購股權及受限制股份單位所產生的所有潛在攤薄普通股均獲轉換(合共組成計算攤薄每股盈利的分母)。盈利(分子)並無作調整。



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12. EARNINGS/(LOSSES) PER SHARE (CONTINUED)

12. 每股盈利／(虧損) (續)

(b) Diluted (Continued)

(b) 攤薄 (續)

		Three months ended June 30, 截至六月三十日止三個月		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核) (note) (附註)	2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核) (note) (附註)
Profit/(loss) attributable to equity holders of the Company for calculation of diluted earnings/(losses) per share (RMB'000)	計算每股攤薄盈利／(虧損)的本公司權益持有人應佔溢利／(虧損)(人民幣千元)	355,920	(132,138)	733,832	(30,994)
Weighted average number of ordinary shares in issue (thousand shares)	已發行普通股加權平均數(千股)	2,241,776	2,218,239	2,241,307	2,218,026
Adjustments for share options granted to employees (thousand shares)	授予僱員的購股權調整(千份)	36,026	–	36,815	–
Adjustments for RSUs granted to employees (thousand shares)	授予僱員的受限制股份單位調整(千個)	1,694	–	1,559	–
Weighted average number of ordinary shares for calculation of diluted earnings/(losses) per share (thousand shares)	計算每股攤薄盈利／(虧損)的普通股加權平均數(千股)	2,279,496	2,218,239	2,279,681	2,218,026
Diluted earnings/(loss) per share (expressed in RMB per share)	每股攤薄盈利／(虧損)(以每股人民幣列示)	0.16	(0.06)	0.32	(0.01)

Note: For the three months and six months ended June 30, 2022, the Group had incurred losses and hence the potential dilutive shares (i.e. outstanding share options and RSUs) were not included in the calculation of the diluted losses per share as their inclusion would be anti-dilutive. Therefore, the diluted losses per share for the three months and six months ended June 30, 2022 were same as the basic losses per share for the respective period.

附註：本集團截至二零二二年六月三十日止三個月及六個月已產生虧損，因此計算每股攤薄虧損時並無計入潛在攤薄股份（即尚未行使的購股權及受限制股份單位），因為計入該等潛在攤薄股份將會具有反攤薄影響。因此，截至二零二二年六月三十日止三個月及六個月的每股攤薄虧損與各期間每股基本虧損相同。

### 13. PROPERTY, PLANT AND EQUIPMENT

### 13. 物業、廠房及設備

		Building	IT equipment	Furniture, fixtures and motor vehicles 傢具、固定裝置及車輛	Software	Leasehold improvements	Construction in progress	Total
		樓宇 RMB'000 人民幣千元	電腦設備 RMB'000 人民幣千元	RMB'000 人民幣千元	軟件 RMB'000 人民幣千元	租賃裝修 RMB'000 人民幣千元	在建工程 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
<b>At December 31, 2022</b>	<b>於二零二二年十二月三十一日</b>							
Cost	成本	1,259,286	884,793	58,415	241,105	148,856	18,962	2,611,417
Accumulated depreciation	累計折舊	(104,853)	(637,686)	(23,331)	(208,359)	(38,807)	-	(1,013,036)
Net book amount	賬面淨值	1,154,433	247,107	35,084	32,746	110,049	18,962	1,598,381
<b>(Unaudited)</b>	<b>(未經審核)</b>							
<b>Six months ended June 30, 2023</b>	<b>截至二零二三年六月三十日止六個月</b>							
Opening net book amount	期初賬面淨值	1,154,433	247,107	35,084	32,746	110,049	18,962	1,598,381
Addition through business combination (Note 28)	透過業務合併添置(附註28)	-	111	51	-	-	-	162
Other additions	其他添置	-	71,402	4,597	314	3,409	41,892	121,614
Transfer	轉讓	-	-	-	-	6,777	(6,777)	-
Depreciation charge	折舊費用	(19,236)	(47,362)	(5,469)	(3,137)	(11,283)	-	(86,487)
Disposal	出售	-	(1,394)	(1)	-	-	-	(1,395)
Closing net book amount	期末賬面淨值	1,135,197	269,864	34,262	29,923	108,952	54,077	1,632,275
<b>At June 30, 2023</b>	<b>於二零二三年六月三十日</b>							
Cost	成本	1,259,286	949,339	63,057	241,419	159,042	54,077	2,726,220
Accumulated depreciation	累計折舊	(124,089)	(679,475)	(28,795)	(211,496)	50,090	-	(1,093,945)
Net book amount	賬面淨值	1,135,197	269,864	34,262	29,923	108,952	54,077	1,632,275
<b>At December 31, 2021</b>	<b>於二零二一年十二月三十一日</b>							
Cost	成本	998,870	832,864	39,063	240,248	101,376	32,640	2,245,061
Accumulated depreciation	累計折舊	(70,947)	(568,476)	(18,475)	(202,068)	(20,833)	-	(880,799)
Net book amount	賬面淨值	927,923	264,388	20,588	38,180	80,543	32,640	1,364,262
<b>(Unaudited)</b>	<b>(未經審核)</b>							
<b>Six months ended June 30, 2022</b>	<b>截至二零二二年六月三十日止六個月</b>							
Opening net book amount	期初賬面淨值	927,923	264,388	20,588	38,180	80,543	32,640	1,364,262
Addition through business combination (Note 28)	透過業務合併添置(附註28)	-	80	2	-	-	-	82
Other additions	其他添置	-	52,259	6,724	228	6,858	17,382	83,451
Transfer	轉讓	-	-	-	-	40,359	(40,359)	-
Depreciation charge	折舊費用	(15,287)	(46,862)	(3,290)	(3,179)	(8,371)	-	(76,989)
Disposal	出售	-	(655)	(610)	-	-	-	(1,265)
Closing net book amount	期末賬面淨值	912,636	269,210	23,414	35,229	119,389	9,663	1,369,541
<b>At June 30, 2022</b>	<b>於二零二二年六月三十日</b>							
Cost	成本	998,870	870,004	43,665	240,476	148,472	9,663	2,311,150
Accumulated depreciation	累計折舊	(86,234)	(600,794)	(20,251)	(205,247)	(29,083)	-	(941,609)
Net book amount	賬面淨值	912,636	269,210	23,414	35,229	119,389	9,663	1,369,541



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14. LEASES

(a) The interim condensed consolidated statement of financial position shows the following amounts relating to leases where the Group is a lessee:

14. 租賃

(a) 中期簡明綜合財務狀況表呈列以下本集團作為承租人的租賃相關款項：

		As at June 30, 2023 於 二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2022 於 二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
<b>Right-of-use assets</b>	<b>使用權資產</b>		
Leased buildings	租賃樓宇	107,939	94,765
Land use rights	土地使用權	14,527	14,695
Leased vehicles	租賃車輛	965	1,470
Leased equipment	租賃設備	321	399
		<b>123,752</b>	111,329
<b>Lease liabilities</b>	<b>租賃負債</b>		
Current	流動	31,617	25,038
Non-current	非流動	82,278	88,391
		<b>113,895</b>	113,429



#### 14. LEASES (CONTINUED)

(b) The interim condensed consolidated income statement shows the following amounts relating to leases:

#### 14. 租賃(續)

(b) 中期簡明綜合收益表呈列以下有關租賃之款項：

		Three months ended June 30, 截至六月三十日止三個月		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Depreciation charge of right-of-use assets</b>	<b>使用權資產折舊費用</b>				
Leased buildings	租賃樓宇	8,844	11,970	17,174	23,101
Land use rights	土地使用權	84	84	168	168
Leased vehicles	租賃車輛	290	647	586	1,268
Leased equipment	租賃設備	39	56	78	67
		<b>9,257</b>	12,757	<b>18,006</b>	24,604
Interest expense on lease liabilities (included in finance costs) (Note 10)	租賃負債利息開支 (計入財務費用) (附註10)	<b>1,620</b>	1,958	<b>2,943</b>	4,706



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15. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

15. 採用權益法入賬的投資

		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
At beginning of the period	期初	1,379,267	1,127,921
Additions (note)	增加(附註)	45,680	320,900
Disposal	出售	(2,265)	(74,054)
Dividend received	已收取股息	(11,382)	-
Share-based compensation to employee of the Group's associates	向本集團聯營公司僱員的以股份為基礎的薪酬	322	249
Share of profit/(loss)	應佔溢利/(虧損)	2,050	(6,232)
Currency translation differences	匯兌差額	47	(468)
At end of the period	期末	1,413,719	1,368,316

Note: During the six months ended June 30, 2023, the Group invested equity interests in certain unlisted companies and an investment fund with an aggregate amount of approximately RMB46 million (six months ended June 30, 2022: RMB321 million). These companies/investment fund are principally engaged in/invested in development and application of robot autonomous localization and navigation solution and capital funds targeting at travel industry investments. The Group does not have control over these companies/investment fund and only has significant influence on these companies/investment fund.

附註：截至二零二三年六月三十日止六個月，本集團投資於若干非上市公司的股權及投資基金，總額約為人民幣46百萬元（截至二零二二年六月三十日止六個月：人民幣321百萬元）。該等公司／投資基金主要從事／投資於機器人自主定位導航解決方案開發及應用以及旅遊行業投資為目標的資本基金。本集團對該等公司／投資基金並無控制權，僅對該等公司／投資基金有重大影響。

## 16. INVESTMENTS

## 16. 投資

		As at June 30, 2023 於 二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2022 於 二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
<b>Current assets</b>	<b>流動資產</b>		
Short-term investments measured at	短期投資		
– Amortized cost (Note a)	– 按攤餘成本計量(附註a)	<b>429,282</b>	493,951
– Fair value through profit or loss (Note b)	– 按公允價值計量且其變動計入損益(附註b)	<b>2,345,803</b>	2,669,201
		<b>2,775,085</b>	3,163,152
<b>Non-current assets</b>	<b>非流動資產</b>		
Long-term investments measured at	長期投資		
– Amortized cost (Note c)	– 按攤餘成本計量(附註c)	<b>1,973,510</b>	1,843,160
– Fair value through profit or loss (Note d)	– 按公允價值計量且其變動計入損益(附註d)	<b>794,316</b>	758,307
		<b>2,767,826</b>	2,601,467



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## 16. INVESTMENTS (CONTINUED)

Notes:

(a) Short-term investments measured at amortized cost

Short-term investments measured at amortized cost are time deposits within one year with fixed interest rates, denominated in USD or HKD. The investments are held for collection of contractual cash flows and the contractual cash flows of these investments qualify for solely payments of principal and interest, hence they are measured at amortized costs. None of these investments are past due as at June 30, 2023.

(b) Short-term investments measured at fair value through profit or loss

Short-term investments measured at fair value through profit or loss include wealth management products, denominated in RMB or USD, with expected rates of return ranging from -1.06% to 5.20% per annum for the six months ended June 30, 2023 (six months ended June 30, 2022: 2.21% to 5.33% per annum). The returns on all these wealth management products are not guaranteed, hence their contractual cash flows do not qualify for solely payments of principal and interest. Therefore, they are measured at fair value through profit or loss. As at June 30, 2023 and December 31, 2022, none of these investments are past due. The fair values are determined based on cash flows as discounted by using the expected rate of return based on management judgment and are within level 3 of the fair value hierarchy.

(c) Long-term investments measured at amortized cost

Long-term investments measured at amortized cost are time deposits with terms from 3 years to 5 years which bear interests at fixed interest rates ranging from 3.55% to 4.50% per annum for the six months ended June 30, 2023 (six months ended June 30, 2022: 3.40% to 3.99% per annum) and are all denominated in RMB. The investments are held for collection of contractual cash flows and the contractual cash flows of these investments qualify for solely payments of principal and interest, hence they are measured at amortized costs. None of these investments are past due as at June 30, 2023 and December 31, 2022.

## 16. 投資 (續)

附註：

(a) 按攤餘成本計量的短期投資

按攤餘成本計量的短期投資為固定利率的一年內定期存款，以美元或港元計值。持有投資用於收取合約現金流量，而該等投資的合約現金流量合資格僅用於支付本金及利息的投資，因此按攤餘成本計量。於二零二三年六月三十日，該等投資概無逾期。

(b) 按公允價值計量且其變動計入損益的短期投資

按公允價值計量且其變動計入損益的短期投資包括理財產品，以人民幣或美元計值，截至二零二三年六月三十日止六個月，每年預期回報率介乎-1.06%至5.20%（截至二零二二年六月三十日止六個月：每年2.21%至5.33%）。所有該等理財產品的回報並無擔保，因此彼等的合約現金流量並不合資格僅用於本金及利息付款。因此彼等按公允價值計量且其變動計入損益計量。於二零二三年六月三十日及二零二二年十二月三十一日，該等投資概無逾期。公允價值乃使用基於管理層判斷的預期回報率按貼現現金流量釐定，並在第三級公允價值層級內。

(c) 按攤餘成本計量的長期投資

按攤餘成本計量的長期投資為截至二零二三年六月三十日止六個月按固定年利率介乎3.55%至4.50%（截至二零二二年六月三十日止六個月：每年3.40%至3.99%）計息的3年至5年定期存款，全部以人民幣計值。持有投資用於收取合約現金流量，而該等投資的合約現金流量合資格僅用於支付本金及利息，因此按攤餘成本計量。於二零二三年六月三十日及二零二二年十二月三十一日，該等投資概無逾期。

## 16. INVESTMENTS (CONTINUED)

Notes: (Continued)

- (d) Long-term investments measured at fair value through profit or loss

As at June 30, 2023 and December 31, 2022, long-term investments measured at fair value through profit or loss are equity interests held by the Group in several private and listed companies as well as investments in wealth management products with terms of more than one year.

The equity interests held by the Group in the private and listed companies are (i) less than 20% of each entity and the Group does not have control or significant influence over each of these entities, or (ii) nor considered to be substantively the same as ordinary share due to the investment having a substantive liquidation preference or redemption rights. Therefore, these investments are classified as long-term investments measured at fair value through profit or loss. The fair values of the long-term investments are determined by using valuation techniques with unobservable inputs and hence classified as level 3 of the fair value hierarchy for equity interests in private companies. For equity interests in listed companies, they are measured based on the quoted market prices in active markets and hence classified as level 1 of the fair value hierarchy.

The wealth management products held by the Group are denominated in RMB, with expected rates of return ranging from 2.01% to 3.50% per annum for the six months ended June 30, 2023 (six months ended June 30, 2022: 4.15% to 4.30% per annum). The returns on all these wealth management products are not guaranteed, hence their contractual cash flows do not qualify for solely payments of principal and interest. Therefore, they are measured at fair value through profit or loss. None of these investments are past due. The fair values are determined based on cash flows as discounted by using the expected rate of return based on management judgment and are within level 3 of the fair value hierarchy.

## 16. 投資 (續)

附註：(續)

- (d) 按公允價值計量且其變動計入損益的長期投資

於二零二三年六月三十日及二零二二年十二月三十一日，按公允價值計量且其變動計入損益的長期投資為本集團持有若干私人及上市公司的股權及年期多於一年的理財產品投資。

本集團於私人及上市公司持有的股權(i)均低於各實體的20%，本集團對該等各自的實體均無控制權亦無重大影響，或(ii)因投資擁有實質清算優先權或贖回權而不被視為與普通股實質相同。因此，該等投資分類為按公允價值計量且其變動計入損益的長期投資。就私人公司股權而言，長期投資的公允價值乃採用具有不可觀察輸入數據的估值方法釐定，故分類為公允價值層級的第三級。就上市公司股權而言，長期投資的公允價值則按活躍市場的市場報價計量，故分類為公允價值層級的第一級。

本集團持有的理財產品以人民幣計值，截至二零二三年六月三十日止六個月，每年預期回報率介乎2.01%至3.50%（截至二零二二年六月三十日止六個月：每年4.15%至4.30%）。所有該等理財產品的回報並無擔保，故彼等的合約現金流量並不合資格僅用於本金及利息付款。因此，合約現金按公允價值計量且其變動計入損益。該等投資概無逾期。公允價值乃使用基於管理層判斷的預期回報率按貼現現金流量釐定，並在第三級公允價值層級內。



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16. INVESTMENTS (CONTINUED)

Notes: (Continued)

(e) As at June 30, 2023, details of top 5 principal investments in each category are set out as below:

(i) Short-term investments measured at amortized cost

		Principal amount	Carrying amount at amortized cost	Percentage of size as compared to the total assets
		本金額 RMB'000 人民幣千元 (Unaudited) (未經審核)	按攤餘成本計賬面值 RMB'000 人民幣千元 (Unaudited) (未經審核)	規模佔資產總額百分比 (Unaudited) (未經審核)
Investment in deposits	存款投資			
Bank A	銀行A	359,555	370,283	1.30%
Bank B	銀行B	36,129	36,632	0.13%
Bank C	銀行C	21,677	22,367	0.08%
		417,361	429,282	1.51%

(ii) Short-term investments measured at fair value through profit or loss

		Principal amount	Carrying amount at fair value	Percentage of size as compared to the total assets
		本金額 RMB'000 人民幣千元 (Unaudited) (未經審核)	按公允價值計賬面值 RMB'000 人民幣千元 (Unaudited) (未經審核)	規模佔資產總額百分比 (Unaudited) (未經審核)
Investment in wealth management products	理財產品投資			
Financial institution A	金融機構A	392,000	405,963	1.43%
Financial institution B	金融機構B	250,000	260,631	0.92%
Bank D	銀行D	250,000	253,863	0.89%
Bank E	銀行E	221,150	227,172	0.80%
Financial institution C	金融機構C	210,000	216,605	0.76%
		1,323,150	1,364,234	4.80%

16. 投資 (續)

附註：(續)

(e) 於二零二三年六月三十日，各類型前5大主要投資的詳情載列如下：

(i) 按攤餘成本計量的短期投資

(ii) 按公允價值計量且其變動計入損益的短期投資

## 16. INVESTMENTS (CONTINUED)

Notes: (Continued)

(e) As at June 30, 2023, details of top 5 principal investments in each category are set out as below: (Continued)

(iii) Long-term investments measured at amortized cost

		<b>Principal amount</b>	<b>Carrying amount at amortized cost</b>	<b>Percentage of size as compared to the total assets</b>
		本金額 RMB'000 人民幣千元 (Unaudited) (未經審核)	按攤餘成本 計賬面值 RMB'000 人民幣千元 (Unaudited) (未經審核)	規模佔資產 總額百分比  (Unaudited) (未經審核)
Investment in deposits	存款投資			
Bank B	銀行B	860,000	944,633	3.32%
Bank F	銀行F	298,000	326,276	1.15%
Bank D	銀行D	160,000	172,896	0.61%
Bank G	銀行G	150,000	163,753	0.57%
Bank H	銀行H	130,000	133,176	0.47%
		1,598,000	1,740,734	6.12%

## 16. 投資(續)

附註：(續)

(e) 於二零二三年六月三十日，各類型前5大主要投資的詳情載列如下：(續)

(iii) 按攤餘成本計量的長期投資



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16. INVESTMENTS (CONTINUED)

Notes: (Continued)

(e) As at June 30, 2023, details of top 5 principal investments in each category are set out as below: (Continued)

(iv) Long-term investments measured at fair value through profit or loss

16. 投資 (續)

附註：(續)

(e) 於二零二三年六月三十日，各類型前五大主要投資的詳情載列如下：(續)

(iv) 按公允價值計量且其變動計入損益的長期投資

		Principal amount RMB'000 人民幣千元 (Unaudited) (未經審核)	Carrying amount at fair value 按公允價值計賬面值 RMB'000 人民幣千元 (Unaudited) (未經審核)	Percentage of size as compared to the total assets 規模佔資產總額百分比 (Unaudited) (未經審核)
Investment in wealth management products	理財產品投資			
Bank I	銀行I	100,000	101,355	0.36%
		Equity interest held 持有股權 (Unaudited) (未經審核)	Carrying amount at fair value 按公允價值計賬面值 RMB'000 人民幣千元 (Unaudited) (未經審核)	Percentage of size as compared to the total assets 規模佔資產總額百分比 (Unaudited) (未經審核)
Investments in equity interests	股權投資			
Company A	公司A	0.97%	200,000	0.70%
Limited liability partnership A	有限合夥企業A	5.88%	200,000	0.70%
Company B	公司B	0.87%	60,203	0.21%
Company C	公司C	5.43%	56,417	0.20%
			516,620	1.81%



## 16. INVESTMENTS (CONTINUED)

Notes: (Continued)

(f) Amounts recognized in profit or loss

## 16. 投資 (續)

附註：(續)

(f) 於損益確認的金額

		Three months ended June 30, 截至六月三十日止三個月		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Fair value changes on short-term investments measured at fair value through profit or loss	按公允價值計量且其變動計入損益的短期投資公允價值變動	19,090	23,197	40,959	36,180
Fair value changes on long-term investments measured at fair value through profit or loss	按公允價值計量且其變動計入損益的長期投資公允價值變動	13,842	5,562	17,693	(3,756)
		<b>32,932</b>	28,759	<b>58,652</b>	32,424



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## 17. DERIVATIVE FINANCIAL INSTRUMENTS

During the six months ended June 30, 2023, the Group has entered into certain derivative contracts with financial institutions which are used for economic hedging purposes (instead of being speculative investments). However, these derivative contracts do not meet the hedging accounting criteria and hence they are classified as 'held for trading' for accounting purposes and are accounted for as financial assets/liabilities at fair value through profit or loss. More details of these derivative financial instruments are as below:

## 17. 衍生金融工具

截至二零二三年六月三十日止六個月，本集團與金融機構訂立若干用作經濟對沖用途（而非投機性投資）的衍生合約。然而，該等衍生合約不符合套期會計準則，因而就會計目的而言分類為「持作買賣」，並列作按公允價值計量且其變動計入損益的金融資產／負債。該等衍生金融工具的更多詳情如下：

		As at June 30, 2023 於 二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2022 於 二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Non-current assets	非流動資產		
Capped foreign exchange forward contract	設有上限的匯兌遠期合同	21,791	-
Non-current liabilities	非流動負債		
Capped foreign exchange forward contract	設有上限的匯兌遠期合同	-	11,187

Derivative financial instruments are initially recognized at fair value on the date the derivative contracts are entered into and are subsequently remeasured at fair value at the end of each reporting period.

衍生金融工具初始以衍生合約訂立日期的公允價值確認，隨後於各報告期末以公允價值重新計量。

The full fair value of a derivative financial instrument is classified as a non-current asset or liability when the remaining maturity is more than 12 months; it is classified as a current asset or liability when the remaining maturity is less than 12 months.

餘下到期日超過12個月的衍生金融工具全部公允價值分類為非流動資產或負債；而餘下到期日少於12個月的分類為流動資產或負債。

Changes in the fair value of any derivative financial instruments are recognized immediately in profit or loss and are included in other losses, net.

任何衍生金融工具公允價值變動即時於損益確認並計入其他虧損淨額。

## 17. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

### (a) Fair value measurement

For information about the methods and assumptions used in determining the fair value of derivatives, please refer to Note 5.

### (b) Amounts recognized in profit or loss

The following amounts were recognized in profit or loss in relation to derivative financial instruments:

## 17. 衍生金融工具(續)

### (a) 公允價值計量

有關釐定衍生工具公允價值所用的方法及假使的資料，請參閱附註5。

### (b) 於損益中確認的金額

以下金額已就衍生金融工具於損益中確認：

		Three months ended June 30, 截至六月三十日止三個月		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Net realized gains/(losses) on foreign exchange forward contracts recognized in other losses – net	於其他虧損淨額中確認的匯兌遠期合同已變現收益/(虧損)淨額	2,167	(7,508)	2,167	(7,508)
Unrealized gains/(losses) on foreign exchange forward contract recognized in other losses – net	於其他虧損淨額中確認的匯兌遠期合同未變現收益/(虧損)淨額	26,343	(8,755)	32,087	(8,745)
		28,510	(16,263)	34,254	(16,253)



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18. FINANCIAL INSTRUMENTS BY CATEGORY

18. 按類別劃分的金融工具

		As at June 30, 2023 於 二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2022 於 二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
<b>Assets as per interim condensed consolidated statement of financial position</b>	<b>中期簡明綜合財務狀況表的資產</b>		
Financial assets measured at fair value through profit or loss:	按公允價值計量且其變動計入損益的金融資產：		
– Long-term investments measured at fair value through profit or loss (Note 16)	– 按公允價值計量且其變動計入損益的長期投資 (附註16)	794,316	758,307
– Short-term investments measured at fair value through profit or loss (Note 16)	– 按公允價值計量且其變動計入損益的短期投資 (附註16)	2,345,803	2,669,201
– Derivative financial instruments (Note 17)	– 衍生金融工具 (附註17)	21,791	–
Financial assets measured at amortized costs:	按攤餘成本計量的金融資產：		
– Trade receivables (Note 21)	– 貿易應收款項 (附註21)	1,217,957	936,930
– Other receivables (Note 20)	– 其他應收款項 (附註20)	3,088,075	1,904,607
– Time deposits (Note 16)	– 定期存款 (附註16)	2,402,792	2,337,111
– Restricted cash	– 受限制現金	105,173	88,436
– Cash and cash equivalents	– 現金及現金等價物	5,404,726	3,546,988
		<b>15,380,633</b>	12,241,580
<b>Liabilities as per interim condensed consolidated statement of financial position</b>	<b>中期簡明綜合財務狀況表的負債</b>		
Financial liabilities at fair value through profit or loss:	按公允價值計量且其變動計入損益的金融負債：		
– Derivative financial instrument (Note 17)	– 衍生金融工具 (附註17)	–	11,187
Financial liabilities measured at amortized cost:	按攤餘成本計量的金融負債：		
– Trade payables (Note 23)	– 貿易應付款項 (附註23)	4,225,425	2,521,790
– Other payables (Note 24)	– 其他應付款項 (附註24)	3,459,885	2,699,418
– Borrowings (Note 22)	– 借款 (附註22)	2,176,788	2,301,213
– Lease liabilities (Note 14)	– 租賃負債 (附註14)	113,895	113,429
		<b>9,975,993</b>	7,647,037

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19. INTANGIBLE ASSETS

19. 無形資產

		Goodwill (Note b)	Business relationship and customer lists	Trade names (Note a)	Technology platform	Business cooperation arrangement and internet domain names	Others	Total
		商譽 (附註b) RMB'000 人民幣千元	業務關係及 客戶名單 RMB'000 人民幣千元	商號 (附註a) RMB'000 人民幣千元	技術平台 RMB'000 人民幣千元	業務合作 安排及 互聯網域名 RMB'000 人民幣千元	其他 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
<b>At December 31, 2022</b>	於二零二二年十二月三十一日							
Cost	成本	4,272,235	1,995,008	2,450,332	265,412	1,256,520	49,045	10,288,552
Accumulated amortization	累計攤銷	-	(780,868)	(65,487)	(200,868)	(596,473)	(17,637)	(1,661,333)
Impairment	減值	(5,524)	-	(40,402)	-	(555)	-	(46,481)
Net book amount	賬面淨值	4,266,711	1,214,140	2,344,443	64,544	659,492	31,408	8,580,738
<b>(Unaudited) Six months ended June 30, 2023</b>	(未經審核) 截至二零二三年 六月三十日止六個月							
Opening net book amount	期初賬面淨值	4,266,711	1,214,140	2,344,443	64,544	659,492	31,408	8,580,738
Addition through business combination (Note 28)	透過業務合併添置(附註28)	241,827	110,800	-	20,600	-	-	373,227
Other additions	其他添置	-	-	801	-	-	-	801
Amortization charge	攤銷費用	-	(89,501)	(15,710)	(22,918)	(208,124)	(494)	(336,747)
Closing net book amount	期末賬面淨值	4,508,538	1,235,439	2,329,534	62,226	451,368	30,914	8,618,019
<b>At June 30, 2023</b>	於二零二三年六月三十日							
Cost	成本	4,514,062	2,105,808	2,451,133	286,012	1,256,520	49,045	10,662,580
Accumulated amortization	累計攤銷	-	(870,369)	(81,197)	(223,786)	(804,597)	(18,131)	(1,998,080)
Impairment	減值	(5,524)	-	(40,402)	-	(555)	-	(46,481)
Net book amount	賬面淨值	4,508,538	1,235,439	2,329,534	62,226	451,368	30,914	8,618,019
<b>At December 31, 2021</b>	於二零二一年十二月三十一日							
Cost	成本	4,054,606	1,952,077	1,850,632	264,012	1,253,414	41,147	9,415,888
Accumulated amortization	累計攤銷	-	(613,905)	(53,589)	(156,795)	(180,570)	(16,698)	(1,021,557)
Impairment	減值	(5,524)	-	(40,402)	-	(555)	-	(46,481)
Net book amount	賬面淨值	4,049,082	1,338,172	1,756,641	107,217	1,072,289	24,449	8,347,850
<b>(Unaudited) Six months ended June 30, 2022</b>	(未經審核) 截至二零二二年 六月三十日止六個月							
Opening net book amount	期初賬面淨值	4,049,082	1,338,172	1,756,641	107,217	1,072,289	24,449	8,347,850
Addition through business combination (Note 28)	透過業務合併添置(附註28)	27,201	4,400	-	1,400	-	-	33,001
Other additions	其他添置	-	-	-	-	1	7,404	7,405
Amortization charge	攤銷費用	-	(82,855)	(997)	(22,013)	(207,606)	(456)	(313,927)
Closing net book amount	期末賬面淨值	4,076,283	1,259,717	1,755,644	86,604	864,684	31,397	8,074,329
<b>At June 30, 2022</b>	於二零二二年六月三十日							
Cost	成本	4,081,807	1,956,477	1,850,632	265,412	1,253,415	48,551	9,456,294
Accumulated amortization	累計攤銷	-	(696,760)	(54,586)	(178,808)	(388,176)	(17,154)	(1,335,484)
Impairment	減值	(5,524)	-	(40,402)	-	(555)	-	(46,481)
Net book amount	賬面淨值	4,076,283	1,259,717	1,755,644	86,604	864,684	31,397	8,074,329



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19. INTANGIBLE ASSETS (CONTINUED)

Notes:

(a) Trade names

The trade names balance as at June 30, 2023 and December 31, 2022 primarily comprised of the trade name acquired by the Group before the periods presented which is with finite useful life of 5 years and the trade name acquired by the Group in 2022 which is with finite useful life of 20 years (collectively "trade name with finite useful life"), and the trade name of Tongcheng brand arising from the acquisition of Tongcheng Network's Online Travel Agency Business ("Tongcheng Online Business") ("the 2018 Acquisition") on March 9, 2018 which is with indefinite useful life.

The trade name attributable to the brand of Tongcheng Online Business is considered with indefinite useful life based on the considerations that: i) it is a well recognize brand in the market; ii) the Group have demonstrated its ability to efficiently manage similar brand and will continue to put significant resource to maintain and promote the brand; iii) there is no technical obsolescence nor legal limits on the use of the assets; and iv) stability of the online travel service industry without any persistent downturn in foreseeable future.

(b) Impairment tests for goodwill

As at June 30, 2023 and December 31, 2022, the Group's goodwill is summarized as follows:

19. 無形資產(續)

附註：

(a) 商號

於二零二三年六月三十日及二零二二年十二月三十一日的商號結餘主要包括本集團於所呈列期間前購買的商號(其有限可使用年期為5年)及本集團於二零二二年購買的商號(其有限可使用年期為20年)(統稱「具有有限可使用年期的商號」),以及於二零一八年三月九日收購同程網絡的線上旅遊代理業務(「同程線上業務」)(「二零一八年收購事項」)產生的具無限可使用年期的同程品牌商號。

商號歸屬於同程線上業務的品牌,被認為具有無限可使用年期,因為考慮到i)其為市場上高知名度的品牌;ii)本集團已展現其有效管理類似品牌的能力,並將繼續投入大量資源維持及推廣品牌;iii)對該資產的使用並無技術過時或法律限制;及iv)在線旅遊行業穩定,在可預見未來並無任何持續衰退。

(b) 商譽減值測試

於二零二三年六月三十日及二零二二年十二月三十一日,本集團的商譽摘要如下:

		As at June 30, 2023 於 二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2022 於 二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Goodwill recognized from:	從以下各項確認的商譽：		
- the 2018 Acquisition	- 二零一八年收購事項	3,608,555	3,608,555
- the acquisitions before January 1, 2022, excluded the goodwill recognized from the 2018 Acquisition	- 二零二二年一月一日前的收購,從二零一八年收購事項確認的商譽除外	440,527	440,527
- the acquisition of Beijing Miot Technology Co., Ltd. ("Miot") on February 18, 2022	- 二零二二年二月十八日收購北京米天下科技股份有限公司(「米天下」)	27,201	27,201
- The acquisition of Shanghai Mehood Business Management Co., Ltd. ("Mehood") on September 3, 2022	- 二零二二年九月三日收購上海美豪商業管理有限公司(「美豪」)	162,997	162,997
- The acquisition of Hunan Bolin Hotel Management Co., Ltd. ("Bolin") on October 8, 2022	- 二零二二年十月八日收購湖南珀林酒店管理有限公司(「珀林」)	27,431	27,431
- The acquisition of Tongcheng International Travel Service Co., Ltd. ("Tongcheng International Travel") on January 31, 2023	- 二零二三年一月三十一日收購同程國際旅行社有限公司(「同程國際旅行社」)	241,827	-
		<b>4,508,538</b>	4,266,711

## 19. INTANGIBLE ASSETS (CONTINUED)

Notes: (Continued)

(b) Impairment tests for goodwill (Continued)

Management of the Company has performed an impairment review for the goodwill and intangible assets with indefinite useful life as at June 30, 2023. The Group is principally engaged in the provision of travel related services and different business lines are highly integrated, management reviews the business performance of the Group and operates the trade name of Tongcheng brand at group level as a single segment. Therefore, the Company used one group of CGUs (the "group of CGUs") in assessing the impairment for goodwill and intangible assets with indefinite useful life. For impairment assessment purpose, the carrying value of the group of CGUs containing goodwill and intangible assets with indefinite useful life, is compared to the recoverable amount of the group of CGUs which is determined based on the higher amount from the fair value less cost of disposal ("FVLCD") and value-in-use ("VIU") calculations.

Consistent with the prior impairment assessment, the recoverable amount of the group of CGUs as at June 30, 2023 was determined by management based on FVLCD, as estimated with reference to the transaction price of the Company's listed shares in the Main Board of The Stock Exchange of Hong Kong Limited. Management considered the recoverable amount of the group of CGUs was higher than its carrying amount as at June 30, 2023.

## 19. 無形資產(續)

附註：(續)

(b) 商譽減值測試(續)

於二零二三年六月三十日，本公司管理層對商譽及具無限可使用年期的無形資產進行減值評估。本集團主要從事提供旅遊相關服務，不同業務線高度集成，管理層在集團層面按單一分部回顧本集團業務表現及經營同程品牌商號。因此，在評估商譽及具無限可使用年期的無形資產減值時，本公司使用一組現金產生單位（「現金產生單位組別」）。就減值評估而言，含有商譽及具無限可使用年期的無形資產的現金產生單位組別的賬面值與現金產生單位組別的可收回金額（其根據公允價值金額減出售成本（「公允價值金額減出售成本」）與使用價值（「使用價值」）較高者釐定）進行比較。

與過往的減值評估一致，於二零二三年六月三十日現金產生單位組別的可收回金額乃由管理層參考本公司於香港聯合交易所有限公司主板的上市股份的交易價格估計後根據公允價值金額減出售成本釐定。管理層認為於二零二三年六月三十日現金產生單位組別的可收回金額高於其賬面值。



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20. PREPAYMENT AND OTHER RECEIVABLES

20. 預付款項及其他應收款項

		As at June 30, 2023 於 二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2022 於 二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
<b>Non-current</b>	<b>非即期</b>		
Prepayment for property, plant and equipment (Note b)	物業、廠房及設備預付款項 (附註b)	116,498	109,015
Prepayment to related parties (Note 31(c))	預付關聯方款項 (附註31(c))	1,066	106
Prepayment for equity investment	股權投資預付款項		
– related party (Note 31(c))	– 關聯方 (附註31(c))	70,000	–
– third parties	– 第三方	34,181	–
Prepayment to suppliers of non-current assets	對非即期資產供應商預付款項	14,474	8,938
Total non-financial assets	非金融資產總額	236,219	118,059
Deposits	按金	2,155	2,196
Others	其他	5,996	1,233
Total financial assets	金融資產總額	8,151	3,429
<b>Non-current, total</b>	<b>非即期，總額</b>	<b>244,370</b>	<b>121,488</b>
<b>Current</b>	<b>即期</b>		
Prepayment to tickets suppliers	預付票務供應商款項	417,876	399,448
Prepaid taxation	預付稅項	97,117	144,063
Prepayment to accommodation suppliers	預付住宿供應商款項	95,169	70,795
Prepayment for advertising	預付廣告費	50,047	39,350
Prepayment to related parties (Note 31(c))	預付關聯方款項 (附註31(c))	45,672	32,973
Prepayment for office rental	預付辦公租金	2,207	1,374
Others	其他	151,054	107,857
Total non-financial assets	非金融資產總額	859,142	795,860
Designated deposit account with restrictive use (Note c)	限制用途的指定存款賬戶 (附註c)	2,412,148	1,184,342
Receivables from related parties (Notes d and 31(c))	應收關聯方款項 (附註d及31(c))	417,082	419,158
Deposits	按金	240,822	194,109
Others	其他	138,890	205,893
Less: provision for impairment	減：減值撥備	3,208,942 (129,018)	2,003,502 (102,324)
Total financial assets	金融資產總額	3,079,924	1,901,178
<b>Current, total</b>	<b>即期，總額</b>	<b>3,939,066</b>	<b>2,697,038</b>



## 20. PREPAYMENT AND OTHER RECEIVABLES (CONTINUED)

Notes:

- (a) The carrying amounts of prepayment and other receivables approximate their fair values as at June 30, 2023 and December 31, 2022.
- (b) The Group has committed to purchase a building from a third party landlord (the "Landlord") for its future office and hotel operations. Pursuant to a sales and purchase agreement as entered into between the Group and the Landlord dated August 8, 2022 (the "Agreement"), the Group will purchase the building at a cash consideration of approximately RMB132,291,000. As at June 30, 2023, the purchase of the building has not yet been completed and the Group has prepaid part of the consideration of approximately RMB103,283,000 to the Landlord in accordance with terms as set out in the Agreement.
- (c) Designated deposit account with restrictive use mainly represent the monies collected from platform users for certain businesses were deposited in a designated deposit account (with restrictive use) which is maintained and operated independently by a reputable and sizable bank in the PRC.
- (d) Receivables from related parties mainly represent payment platform deposit of RMB300 million paid to a subsidiary of a shareholder.

## 20. 預付款項及其他應收款項(續)

附註：

- (a) 於二零二三年六月三十日及二零二二年十二月三十一日，預付款項及其他應收款項的賬面值與其公允價值相若。
- (b) 本集團就其未來的辦公室及酒店營運承諾向第三方業主(「業主」)購買一幢樓宇。根據本集團與業主於二零二二年八月八日訂立的買賣協議(「協議」)，本集團將以現金代價約人民幣132,291,000元購買該樓宇。於二零二三年六月三十日，該樓宇的購買尚未完成，而本集團已根據協議所載條款向業主預付部分代價約人民幣103,283,000元。
- (c) 限制用途的指定存款賬戶主要指就若干業務向平台用戶收取的款項，存入由中國信譽良好及具規模的銀行獨立維護及運營的指定存款賬戶(有限制用途)。
- (d) 應收關聯方款項主要指支付予一名股東一家附屬公司人民幣300百萬元的支付平台按金。



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21. TRADE RECEIVABLES

21. 貿易應收款項

		As at June 30, 2023 於 二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2022 於 二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
<b>Non-current</b>	<b>非即期</b>		
Receivables from related parties (Note 31(c))	來自關聯方的應收款項 (附註31(c))	-	59,300
Less: provision for impairment	減：減值撥備	-	(10,845)
		-	48,455
<b>Current</b>	<b>即期</b>		
Receivables from third parties	來自第三方的應收款項	1,319,171	954,999
Receivables from related parties (Note 31(c))	來自關聯方的應收款項 (附註31(c))	78,113	105,193
		1,397,284	1,060,192
Less: provision for impairment	減：減值撥備	(179,327)	(171,717)
		1,217,957	888,475
<b>Total</b>	<b>總計</b>	<b>1,217,957</b>	<b>936,930</b>

## 21. TRADE RECEIVABLES (CONTINUED)

The Group normally allows a credit period of 30 days to its customers. An ageing analysis of trade receivables based on invoice date is as follows:

		<b>As at June 30, 2023</b>	As at December 31, 2022
		於 二零二三年 六月三十日	於 二零二二年 十二月三十一日
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
		<b>(Unaudited)</b>	(Audited)
		<b>(未經審核)</b>	(經審核)
Up to 6 months	六個月以內	<b>1,227,353</b>	861,467
Over 6 months	六個月以上	<b>169,931</b>	258,025
		<b>1,397,284</b>	1,119,492

Trade receivables are classified as financial assets measured at amortized cost and their carrying amounts approximated their fair values.

The Group applies the simplified approach to provide for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses also incorporate forward looking information.

## 21. 貿易應收款項(續)

本集團通常給予其客戶30天的信貸期。根據發票日期對貿易應收款項進行的賬齡分析如下：

		<b>As at June 30, 2023</b>	As at December 31, 2022
		於 二零二三年 六月三十日	於 二零二二年 十二月三十一日
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
		<b>(Unaudited)</b>	(Audited)
		<b>(未經審核)</b>	(經審核)
Up to 6 months	六個月以內	<b>1,227,353</b>	861,467
Over 6 months	六個月以上	<b>169,931</b>	258,025
		<b>1,397,284</b>	1,119,492

貿易應收款項乃分類為按攤餘成本計量的金融資產，其賬面值與其公允價值相若。

本集團應用國際財務報告準則第9號規定的簡易方法就預期信貸虧損計提撥備，該準則允許為所有貿易應收款項使用整個存續期的預期虧損撥備。為計量預期信貸虧損，貿易應收款項已根據共有信貸風險特徵及逾期天數分組。預期信貸虧損亦包含前瞻性資料。



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22. BORROWINGS

22. 借款

		As at June 30, 2023 於 二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2022 於 二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Included in non-current liabilities:			
	計入非流動負債：		
Long-term unsecured bank borrowings (Note a)	無抵押長期銀行借款(附註a)	1,520,026	1,784,058
Long-term secured bank borrowings (Note b)	有抵押長期銀行借款(附註b)	-	73,845
		<b>1,520,026</b>	1,857,903
Included in current liabilities:			
	計入流動負債：		
Current portion of long-term unsecured bank borrowings (Note a)	無抵押長期銀行借款的 即期部分(附註a)	556,762	323,525
Short-term unsecured bank borrowings (note c)	無抵押短期銀行借款(附註c)	100,000	-
Current portion of long-term secured bank borrowings (Note b)	有抵押長期銀行借款的 即期部分(附註b)	-	19,692
Short-term secured bank borrowing	有抵押短期銀行借款	-	100,093
		<b>656,762</b>	443,310
		<b>2,176,788</b>	2,301,213

## 22. BORROWINGS (CONTINUED)

Notes:

- (a) In January 2022, the Company has drawn down a long-term bank borrowing of USD296 million (equivalent to approximately RMB1,893.2 million). The bank borrowing is unsecured, denominated in USD and bears interest at London Interbank Offered Rate plus a margin of 1.5% per annum from to February 18, 2022 to January 17, 2023 and at Secured Overnight Financing Rate with a mark up of 1.5% per annum from January 18, 2023 onwards. As at June 30, 2023, a bank deposit of USD5.0 million (equivalent to approximately RMB36.3 million) has been restricted as a guarantee deposit for the settlement of the related interest payable.
- (b) The bank borrowing were denominated in RMB, secured by property, plant and equipment of the Group and borne interests at China Interbank Offered Rate with a markup of 10% per annum from January 1, 2021 to September 15, 2021 and at a fixed rate of 4.8% per annum from September 16, 2021 onwards. In February 2023, the Group has early repaid all of the bank borrowing.
- (c) The Group has drawn down a one-year term unsecured bank borrowing of RMB50 million in May 2023 and drawn down another one-year term unsecured bank borrowing of RMB50 million in June 2023. The bank borrowings are denominated in RMB, bear interest at a fixed rate of 2.9% and at China Loan Prime Rate minus 0.85% per annum, respectively.
- (d) As at June 30, 2023 and December 31, 2022, the Group's borrowings were repayable as follows:

## 22. 借款(續)

附註：

- (a) 於二零二二年一月，本公司已提取長期銀行借款296百萬美元(約等於人民幣1,893.2百萬元)。銀行借款為無抵押，以美元計值，並自二零二二年二月十八日至二零二三年一月十七日按倫敦銀行同業拆借利率加年利率1.5%計息及自二零二三年一月十八日起按擔保隔夜融資利率加年利率1.5%計息。於二零二三年六月三十日，5.0百萬美元(約等於人民幣36.3百萬元)的銀行存款已被限制為結算相關應付利息的保證金。
- (b) 以人民幣計值的銀行借款以本集團的物業、廠房及設備抵押並按中國銀行間同業拆放利率(自二零二一年一月一日至二零二一年九月十五日每年加息10%及自二零二一年九月十六日起每年固定利率4.8%)計息。於二零二三年二月，本集團已提前償還所有銀行借款。
- (c) 本集團已於二零二三年五月提取一年期無抵押銀行借款人民幣50百萬元，並於二零二三年六月再提取一年期無抵押銀行借款人民幣50百萬元。銀行借款以人民幣計值，分別按固定利率2.9%及中國貸款市場報價利率減年利率0.85%計息。
- (d) 於二零二三年六月三十日及二零二二年十二月三十一日，本集團借款的償還情況如下：

		<b>As at June 30, 2023</b>	As at December 31, 2022
		於 二零二三年 六月三十日	於 二零二二年 十二月三十一日
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
		<b>(Unaudited)</b>	(Audited)
		<b>(未經審核)</b>	(經審核)
Within 1 year	1年以內	<b>656,762</b>	443,310
1-2 years	1至2年	<b>1,520,026</b>	759,551
2-5 years	2至5年	-	1,098,352
		<b>2,176,788</b>	2,301,213

The Group is in compliance with all banking covenants as at June 30, 2023 and December 31, 2022.

於二零二三年六月三十日及二零二二年十二月三十一日，本集團遵守所有銀行契諾。



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### 23. TRADE PAYABLES

### 23. 貿易應付款項

		As at <b>June 30,</b> <b>2023</b> 於 二零二三年 六月三十日 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	As at December 31, 2022 於 二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Payables to related parties (Note 31(c))	應付關聯方款項(附註31(c))	<b>2,511,655</b>	1,167,407
Payables to third parties	應付第三方款項	<b>1,713,770</b>	1,354,383
		<b>4,225,425</b>	2,521,790

Trade payables and their aging analysis based on invoice date are as follows:

按發票日期劃分的貿易應付款項及賬齡分析如下：

		As at <b>June 30,</b> <b>2023</b> 於 二零二三年 六月三十日 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	As at December 31, 2022 於 二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Up to 6 months	六個月以內	<b>4,093,547</b>	2,379,632
Over 6 months	六個月以上	<b>131,878</b>	142,158
		<b>4,225,425</b>	2,521,790

## 24. OTHER PAYABLES AND ACCRUALS

## 24. 其他應付款項及應計費用

		As at June 30, 2023 於 二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2022 於 二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
<b>Non-current</b>	<b>非即期</b>		
Payables to related parties (Notes a and 31(c))	應付關聯方款項 (附註a及31(c))	340,984	321,962
Consideration payable for equity investment and acquisition	股權投資及收購應付代價	2,000	2,000
Others	其他	2,569	3,484
Total financial liabilities	金融負債總額	345,553	327,446
<b>Non-current, total</b>	<b>非即期，總額</b>	<b>345,553</b>	<b>327,446</b>
<b>Current</b>	<b>即期</b>		
Advances from users	用戶墊款	1,435,202	803,226
Payables to related parties (Notes a and 31(c))	應付關聯方款項 (附註a及31(c))	564,955	551,010
Deposits from sales channel	來自銷售渠道的按金	210,825	133,903
Payables to insurance companies	應付保險公司款項	203,855	174,203
Payables of reorganisation cost (Note b)	應付重組成本 (附註b)	157,454	157,454
Payables to travel service suppliers	應付旅遊服務供應商款項	139,175	150,253
Consideration payable for equity investment and acquisition	股權投資及收購應付代價	125,763	125,800
Payables for property, plant and equipment	物業、廠房及設備應付款項	97,957	104,165
Accrual for users incentive program	用戶獎勵計劃應計費用	58,541	41,532
Others	其他	120,605	130,426
Total financial liabilities	金融負債總額	3,114,332	2,371,972
Accrued payroll and welfare	應計工資及福利	397,605	352,291
Accrued advertisement expenses	應計廣告開支	157,500	125,205
Payables for business and other taxes	應付營業稅及其他稅項	33,406	118,604
Accrued commissions	應計佣金	63,831	27,553
Accrued professional fees	應計專業費用	51,658	36,282
Others	其他	8,860	7,939
Total non-financial liabilities	非金融負債總額	712,860	667,874
<b>Current, total</b>	<b>即期，總額</b>	<b>3,827,192</b>	<b>3,039,846</b>
<b>Total other payables and accruals</b>	<b>其他應付款項及應計費用總額</b>	<b>4,172,745</b>	<b>3,367,292</b>



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## 24. OTHER PAYABLES AND ACCRUALS (CONTINUED)

Notes:

- (a) As at June 30, 2023, payables to related parties primarily comprise of the consideration payable to a shareholder of approximately RMB862.9 million (as at December 31, 2022: RMB824.1 million) as arisen from the business cooperation arrangement. The portion of the payable balance which are not required to be settled within the next twelve months from June 30, 2023 of approximately RMB341.0 million (as at December 31, 2022: RMB322.0 million) have been presented as non-current liabilities.
- (b) After the 2018 Acquisition, for the purpose of meeting certain listing requirements on its equity interest on the consolidated PRC operating entities using contractual agreements, the Group carried out an internal reorganisation by transfer certain equity interests of its PRC operating entities, including Tongcheng Network, from the equity holders of these PRC operating entities to its subsidiaries. Pursuant to the contractual arrangements of these PRC operating entities, the pertinent expenses of the equity holders in relation to the share transfer shall be borne by the Group. The balances remained unsettled as at the respective balance sheet dates.
- (c) The carrying amounts of other payables and accruals approximate their fair values as at June 30, 2023 and December 31, 2022.

## 24. 其他應付款項及應計費用(續)

附註：

- (a) 於二零二三年六月三十日，應付關聯方款項主要包括業務合作安排所產生的應付一名股東代價約人民幣862.9百萬元(於二零二二年十二月三十一日：人民幣824.1百萬元)。部分應付結餘約人民幣341.0百萬元(於二零二二年十二月三十一日：人民幣322.0百萬元)毋須於由二零二三年六月三十日起十二個月內清償，已經呈列為非流動負債。
- (b) 二零一八年收購事項後，為滿足有關採用合約安排的併表中國運營實體股權的若干上市規定，本集團通過將其中國運營實體(包括同程網絡)的若干股權由該等中國運營實體的股權持有人轉讓至其附屬公司的方式進行內部重組。根據該等中國運營實體的合約安排，股權持有人有關股份轉讓的相關開支須由本集團承擔。於各資產負債表日期，餘額仍未結付。
- (c) 於二零二三年六月三十日及二零二二年十二月三十一日，其他應付款項及應計費用的賬面值與其公允價值相若。

## 25. SHARE CAPITAL AND SHARE PREMIUM

## 25. 股本及股份溢價

		Number of ordinary shares 普通股數目	Ordinary share capital 普通股股本 RMB'000 人民幣千元	Ordinary share premium 普通股溢價 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
(Unaudited)	(未經審核)				
At January 1, 2023	於二零二三年一月一日	2,239,656,614	7,710	19,877,004	19,884,714
Exercise of share options	行使購股權	2,333,320	8	38,943	38,951
At June 30, 2023	於二零二三年六月三十日	2,241,989,934	7,718	19,915,947	19,923,665
(Unaudited)	(未經審核)				
At January 1, 2022	於二零二二年一月一日	2,217,692,534	7,634	19,570,778	19,578,412
Exercise of share options	行使購股權	3,075,398	10	40,150	40,160
At June 30, 2022	於二零二二年六月三十日	2,220,767,932	7,644	19,610,928	19,618,572



## 26. OTHER RESERVES

## 26. 其他儲備

		Capital reserve	Statutory reserve	Currency translation differences	Share-based compensations reserve	Others	Total
		資本儲備	法定儲備	貨幣換算差額	以股份為基礎的 薪酬儲備	其他	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>(Unaudited)</b>	<b>(未經審核)</b>						
<b>At January 1, 2023</b>	<b>於二零二三年一月一日</b>	<b>(5,389,435)</b>	<b>9,826</b>	<b>(49,227)</b>	<b>2,266,986</b>	<b>476,037</b>	<b>(2,685,813)</b>
Exercise of share options	行使購股權	-	-	-	(15,268)	-	(15,268)
Currency translation differences	貨幣換算差額	-	-	37,966	-	-	37,966
Share-based compensations recognized for the period	期內已確認以股份為 基礎的薪酬	-	-	-	168,858	-	168,858
Tax benefit from share-based payments of subsidiaries	附屬公司以股份為基礎 付款的稅務優惠	-	-	-	472	-	472
<b>At June 30, 2023</b>	<b>於二零二三年六月三十日</b>	<b>(5,389,435)</b>	<b>9,826</b>	<b>(11,261)</b>	<b>2,421,048</b>	<b>476,037</b>	<b>(2,493,785)</b>
<b>(Unaudited)</b>	<b>(未經審核)</b>						
<b>At January 1, 2022</b>	<b>於二零二二年一月一日</b>	<b>(5,389,435)</b>	<b>9,826</b>	<b>(150,861)</b>	<b>2,015,348</b>	<b>476,841</b>	<b>(3,038,281)</b>
Exercise of share options	行使購股權	-	-	-	(23,377)	-	(23,377)
Currency translation differences	貨幣換算差額	-	-	62,226	-	-	62,226
Share-based compensations recognized for the period	期內已確認以股份為 基礎的薪酬	-	-	-	195,586	-	195,586
Tax benefit from share-based payments of subsidiaries	附屬公司以股份為基礎 付款的稅務優惠	-	-	-	8,691	-	8,691
<b>At June 30, 2022</b>	<b>於二零二二年六月三十日</b>	<b>(5,389,435)</b>	<b>9,826</b>	<b>(88,635)</b>	<b>2,196,248</b>	<b>476,841</b>	<b>(2,795,155)</b>

## 27. DIVIDEND

No dividend was paid or declared by the Company during each of the six months ended June 30, 2023 and 2022.

## 27. 股息

截至二零二三年及二零二二年六月三十日止六個月，本公司並無派付或宣派股息。



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## 28. BUSINESS COMBINATION

### Acquisition of Tongcheng International Travel

On January 31, 2023, the Company has acquired 100% equity interest in Tongcheng International Travel from a company controlled by shareholders who can exercise significant influence over the Group and accounted for such acquisition as a business combination.

Details of the purchase consideration, the assets/liabilities acquired and goodwill are as follows:

**Purchase consideration:**  
**購買代價：**

		RMB'000 人民幣千元
Cash consideration	現金代價	200,000

The preliminary purchase price allocation (PPA) and the assets/liabilities recognized as a result of the acquisition are as follows:

		Fair value at the acquisition date 於收購日期的 公允價值 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	10,756
Short-term investments measured at fair value through profit or loss	按公允價值計量且其變動計入損益的短期投資	4,909
Trade receivables	貿易應收款項	2,743
Prepayment and other receivables	預付款項及其他應收款項	17,607
Property, plant and equipment	物業、廠房及設備	162
Intangible assets	無形資產	
– Business relationship (Note a)	– 業務關係(附註a)	110,800
– Technology platform (Note b)	– 技術平台(附註b)	20,600
Right-of-use assets	使用權資產	429
Deferred income tax assets	遞延所得稅資產	39,331
Trade payables	貿易應付款項	(115,032)
Other payables and accruals	其他應付款項及應計費用	(101,060)
Current income tax liabilities	即期所得稅負債	(353)
Lease liabilities	租賃負債	(338)
Deferred income tax liabilities	遞延所得稅負債	(32,850)
<b>Total identifiable net liabilities</b>	<b>可識別總負債淨額</b>	<b>(42,296)</b>
Non-controlling interest	非控股權益	469
Goodwill (Note c)	商譽(附註c)	241,827
		200,000

## 28. 業務合併

### 收購同程國際旅行社

於二零二三年一月三十一日，本公司已向一家由可對本集團施加重大影響的股東控制的公司收購同程國際旅行社的100%股權，並入賬該收購事項為業務合併。

購買代價、收購資產／負債及商譽的詳情如下：

初步收購價格分配以及因收購事項而確認的資產／負債如下：

## 28. BUSINESS COMBINATION (CONTINUED)

### Acquisition of Tongcheng International Travel (Continued)

Notes:

The identified intangible assets for the acquisition primarily consist of business relationship and technology platform. They are initially recognized and measured at fair value.

- (a) The business relationship represents the contractual business relationship with the existing business partners of the acquired entity, i.e. vacation service providers of Tongcheng International Travel, and the Group has assessed and estimated that the useful life to be 10 years considering the long-term relationship built up with the business partners, market practice in the vacation service industry as well as the turnover of business partners in the past. The Group has also benchmarked with the useful life of the similar intangible assets from the comparable deals in the market.
- (b) The technology platform represents the self-developed technology services system and the related technology of the acquired entity. The Group has assessed and estimated the useful life to be 10 years primarily based on the comparable market deals of similar technology platform.
- (c) Goodwill is primarily attributable to the operating synergies and economies of scale expected to be derived from combining the operations. None of the goodwill is expected to be deductible for income tax purpose.

The acquired business contributed revenue of RMB17.6 million and net loss of RMB0.5 million to the Group for the period from January 31, 2023 (the acquisition date) to June 30, 2023. If the acquisition had occurred on January 1, 2023, the Group's revenue and net profit for the period ended June 30, 2023 would have been increased by approximately RMB2.4 million and decreased by approximately RMB5.9 million, respectively.

## 29. CONTINGENCIES

As at June 30, 2023 and December 31, 2022, the Group did not have any significant contingent liabilities.

## 28. 業務合併(續)

### 收購同程國際旅行社(續)

附註：

收購事項的已識別無形資產主要包括業務關係及技術平台。兩者已初步按公允價值確認及計量。

- (a) 業務關係指所購入實體與現有業務合作夥伴(即同程國際旅行社度假服務提供商)的合約業務關係，而經考慮與業務合作夥伴建立的長期關係、度假服務行業的市場慣例以及業務合作夥伴以往的營業額，本集團已評估及估計可使用年期為10年。本集團亦參照市場上可資比較交易產生的類似無形資產的可使用年期。
- (b) 技術平台指所購入實體自主開發的技術系統及相關技術。本集團主要基於類似技術平台可資比較市場交易評估及估計可使用年期為10年。
- (c) 商譽主要歸屬於預期自業務合併產生的經營協同效應及規模經濟效應。預期概無商譽可抵扣所得稅。

二零二三年一月三十一日(收購日期)至二零二三年六月三十日期間，所購入業務對本集團貢獻收入人民幣17.6百萬元及虧損淨額人民幣0.5百萬元。倘若收購事項於二零二三年一月一日發生，截至二零二三年六月三十日止期間本集團收入及溢利淨額將分別增加約人民幣2.4百萬元及減少約人民幣5.9百萬元。

## 29. 或然事項

於二零二三年六月三十日及二零二二年十二月三十一日，本集團並無任何重大或然負債。



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### 30. COMMITMENT

#### (a) Purchase commitments

The purchase commitments represent the minimum payment that the Group would pay for the pre-purchase of travel related products assuming inventory risk pursuant to the existing agreements with travel service suppliers.

		As at June 30, 2023 於 二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2022 於 二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Purchase commitments	購買承擔	635,443	891,285

#### (b) Capital commitments

		As at June 30, 2023 於 二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2022 於 二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Investment in a subsidiary	於附屬公司的投資	630,000	200,000
Property and equipment	物業及設備	75,054	23,017
		705,054	223,017

### 30. 承擔

#### (a) 購買承擔

購買承擔指本集團根據與旅遊服務提供商的現有協議預購旅遊相關產品(承擔存貨風險)的最低付款。

#### (b) 資本承擔

### 31. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, control the other party or exercise significant influence over the other party in making financial and operation decisions. Parties are also considered to be related if they are subject to common control. Members of key management and their close family member of the Group are also considered as related parties.

Save as disclosed elsewhere in this Interim Financial Information, the following significant transactions were carried out between the Group and its related parties during the six months ended June 30, 2023 and 2022. In the opinion of the Directors of the Company, the related party transactions were carried out in the normal course of business and at terms negotiated between the Group and the respective related parties.

#### (a) Names and relationships with related parties

The following companies are related parties of the Group that had transactions with the Group during the six months ended June 30, 2023 and 2022 and/or balances as at June 30, 2023 and December 31, 2022.

#### Company 公司

Trip.com Group Limited ("Trip") and its affiliated companies  
 Trip.com Group Limited (「攜程」) 及其聯屬公司  
 Tencent Holdings Limited ("Tencent") and its affiliated companies  
 騰訊控股有限公司 (「騰訊」) 及其聯屬公司  
 Tongcheng Holdings Co., Ltd. ("Tongcheng Holdings") and its affiliated companies  
 同程控股股份有限公司 (「同程控股」) 及其聯屬公司  
 Suzhou Tongcheng Hanglv Technology Co., Ltd. ("Tongcheng Hanglv")  
 and its affiliated companies  
 蘇州同程航旅科技有限公司 (「同程航旅」) 及其聯屬公司  
 Suzhou Tongcheng Lvjin Technology Co., Ltd. ("Tongcheng Lvjin") and its  
 affiliated companies  
 蘇州同程旅金科技有限公司 (「同程旅金」) 及其聯屬公司  
 Suzhou Yitong Meicheng Hotel Management Co., Ltd. and its  
 subsidiaries  
 蘇州藝同美程酒店管理有限公司及其附屬公司

#### Relationship with the Group 與本集團的關係

Shareholder with significant influence over the Group  
 對本集團具有重大影響力的股東  
 Shareholder with significant influence over the Group  
 對本集團具有重大影響力的股東  
 Controlled by shareholders with significant influence over  
 the Group  
 由對本集團具有重大影響力的股東控制  
 Controlled by shareholders with significant influence over  
 the Group  
 由對本集團具有重大影響力的股東控制  
 Controlled by shareholders with significant influence over  
 the Group  
 由對本集團具有重大影響力的股東控制  
 Associate of the Group  
 本集團聯營公司

### 31. 關聯方交易

倘一方有能力直接或間接控制另一方，或能對另一方的財務及經營決策行使重大影響力，則雙方被視為關聯方。倘雙方受共同控制，亦被視為關聯方。本集團主要管理層成員及彼等的近親亦被視為關聯方。

除本中期財務資料所披露外，以下重大交易乃由本集團及其關聯方於截至二零二三年及二零二二年六月三十日止六個月期間進行。本公司董事認為，該等關聯方交易乃於日常業務過程中按本集團與各自關聯方磋商的條款進行。

#### (a) 名稱及與關聯方的關係

以下公司均為本集團的關聯方，並於截至二零二三年及二零二二年六月三十日止六個月與本集團有交易及／或於二零二三年六月三十日及二零二二年十二月三十一日有結餘。



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31. RELATED PARTY TRANSACTIONS (CONTINUED)

31. 關聯方交易 (續)

(a) Names and relationships with related parties  
(Continued)

(a) 名稱及與關聯方的關係 (續)

Company 公司	Relationship with the Group 與本集團的關係
Suzhou Honghu Huixing Network Technology Co., Ltd. and its subsidiaries 蘇州鴻鵠慧行網絡科技有限公司及其附屬公司	Associate of the Group 本集團聯營公司
Yitong Quwan Cultural Tourism Management (Suzhou) Co., Ltd. and its subsidiaries 藝同趣玩文化旅遊管理(蘇州)有限公司及其附屬公司	Associate of the Group 本集團聯營公司
Suzhou Chenglv Network Technology Co., Ltd. 蘇州程旅網絡科技有限公司	Associate of the Group 本集團聯營公司
TEJ Co., Ltd. 株式會社TEJ	Associate of the Group 本集團聯營公司
Suzhou Tongyi Huyu Network Technology Co., Ltd. 蘇州同藝互娛網絡科技有限公司	Associate of the Group 本集團聯營公司
Yicheng Information Technology (Guangzhou) Co., Ltd. 藝程信息技術(廣州)有限公司	Associate of the Group 本集團聯營公司
Shanghai Ailu Hotel Management Co., Ltd. 上海艾廬酒店管理有限公司	Associate of the Group 本集團聯營公司
Shanghai Shanli Hotel Management Co., Ltd. 上海杉利酒店管理有限責任公司	Associate of the Group 本集團聯營公司
Chuke Yunxing Intelligent Technology (Hubei) Co., Ltd. 楚客雲行智能科技(湖北)有限公司	Associate of the Group 本集團聯營公司
Shenzhen Yitongfanxiang Design Project Co., Ltd. 深圳市藝同凡享設計工程有限公司	Associate of the Group 本集團聯營公司
Suzhou Industrial Park Qinchen Investment Management Co., Ltd. 蘇州工業園區欽辰投資管理有限公司	Associate of the Group 本集團聯營公司
Liangcheng Hotel Management (Guangzhou) Co., Ltd. 良程酒店管理(廣州)有限公司	Associate of the Group 本集團聯營公司
Hainan Ancheng Hotel Management Co., Ltd. 海南安程酒店管理有限公司	Associate of the Group 本集團聯營公司
Suzhou Sucheng Health Care Travel Co., Ltd. 蘇州蘇程康養旅居有限公司	Associate of the Group 本集團聯營公司

### 31. RELATED PARTY TRANSACTIONS (CONTINUED)

#### (a) Names and relationships with related parties (Continued)

Company 公司	Relationship with the Group 與本集團的關係
Suzhou Tongchuang Cultural Technology Co., Ltd. 蘇州同創文化科技有限公司	Associate of the Group 本集團聯營公司
LY(Thailand) Co., Ltd. LY(泰國)有限公司	Associate of the Group 本集團聯營公司
Suzhou Chenglong International Travel Agency Co., Ltd. 蘇州程龍國際旅行社有限公司	Associate of the Group 本集團聯營公司
Beijing Aijing Hotel Management Co., Ltd. 北京愛競酒店管理有限公司	Associate of the Group 本集團聯營公司
Chengdu Yazhicheng Hotel Management Co., Ltd. 成都雅之程酒店管理有限公司	Associate of the Group 本集團聯營公司
Zhejiang Fuxiangshuzhi Technology Co., Ltd. 浙江富享數智科技有限公司	Associate of the Group 本集團聯營公司
Hubei Yichang Transportation Group Co., Ltd. 湖北宜昌交運集團股份有限公司	Associate of the Group 本集團聯營公司
Hubei Naosika Supply Chain Management Co., Ltd. 湖北鬧斯卡供應鏈管理有限公司	Associate of the Group 本集團聯營公司

### 31. 關聯方交易 (續)

#### (a) 名稱及與關聯方的關係 (續)



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31. RELATED PARTY TRANSACTIONS (CONTINUED)

31. 關聯方交易 (續)

(b) Significant transactions with related parties

(b) 與關聯方的重大交易

		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Commission and other service income received or receivable from related parties:	已收或應收關聯方的佣金及其他服務收入：		
– Trip and its affiliated companies	– 攜程及其聯屬公司	1,099,295	676,947
– Tencent and its affiliated companies	– 騰訊及其聯屬公司	8,061	9,432
– Tongcheng Holdings and its affiliated companies	– 同程控股及其聯屬公司	1,200	140
– Tongcheng Lvjin and its affiliated companies	– 同程旅金及其聯屬公司	2,601	2,558
– Tongcheng Hanglv and its affiliated companies	– 同程航旅及其聯屬公司	4,618	2,047
– Associates of the Group	– 本集團聯營公司	6,316	2,627
		<b>1,122,091</b>	693,751
Commission, order processing and other service fees paid or payable to related parties:	已付或應付關聯方的佣金、訂單處理及其他服務費：		
– Trip and its affiliated companies	– 攜程及其聯屬公司	4,665	2,612
– Tencent and its affiliated companies	– 騰訊及其聯屬公司	831,664	448,508
– Tongcheng Holdings and its affiliated companies	– 同程控股及其聯屬公司	1,355	1,632
– Tongcheng Lvjin and its affiliated companies	– 同程旅金及其聯屬公司	2,451	3,354
– Tongcheng Hanglv and its affiliated companies	– 同程航旅及其聯屬公司	6,073	1,962
– Associates of the Group	– 本集團聯營公司	7,385	10,874
		<b>853,593</b>	468,942
Loan to related parties:	向關聯方提供的貸款：		
– Associates of the Group	– 本集團聯營公司	10,000	8,123
Prepayment for equity investment:	股權投資預付款項：		
– Tongcheng Hanglv and its affiliated companies	– 同程航旅及其聯屬公司	70,000	–



### 31. RELATED PARTY TRANSACTIONS (CONTINUED)

#### (c) Balance with related parties

### 31. 關聯方交易 (續)

#### (c) 與關聯方結餘

		<b>As at June 30, 2023</b>	As at December 31, 2022
		於 二零二三年 六月三十日	於 二零二二年 十二月三十一日
		<b>RMB'000</b>	RMB'000
		<b>(Unaudited)</b>	(Audited)
		(未經審核)	(經審核)
Trade receivables, prepayment and other receivables from related parties (Notes 20 and 21):	來自關聯方的貿易應收款項、預付款項及其他應收款項 (附註20及21) :		
- Trip and its affiliated companies	- 攜程及其聯屬公司	<b>59,346</b>	33,945
- Tencent and its affiliated companies	- 騰訊及其聯屬公司	<b>334,402</b>	323,286
- Tongcheng Holdings and its affiliated companies	- 同程控股及其聯屬公司	<b>4,340</b>	597
- Tongcheng Hanglv and its affiliated companies	- 同程航旅及其聯屬公司	<b>93,810</b>	115,694
- Tongcheng Lvjin and its affiliated companies	- 同程旅金及其聯屬公司	<b>2,512</b>	3,683
- Others	- 其他	<b>117,523</b>	139,525
		<b>611,933</b>	616,730
Cash held in other financial institutions:	於其他金融機構持有的現金 :		
- Tencent and its affiliated companies	- 騰訊及其聯屬公司	<b>679,258</b>	482,614



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31. RELATED PARTY TRANSACTIONS (CONTINUED)

(c) Balance with related parties (Continued)

The receivables from related parties arise mainly from ordinary course of the Group's business. Except for the loans to associates of the Group amounting to RMB87.8 million which bear interests at fixed rate of 3.35%-5.00% per annum, the remaining receivables are unsecured, interest-free and have no fixed terms of repayment.

31. 關聯方交易 (續)

(c) 與關聯方結餘 (續)

應收關聯方款項主要於本集團一般業務過程中產生。除約人民幣87.8百萬元的向本集團聯屬公司貸款按固定年利率3.35%至5.00%計息外，餘下應收款項屬無抵押、免息且無固定還款期限。

		As at June 30, 2023 於 二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2022 於 二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Trade payables and other payables to related parties (Notes 23 and 24):	支付予關聯方的貿易應付款項及其他應付款項(附註23及24):		
- Trip and its affiliated companies	- 攜程及其聯屬公司	2,488,854	1,157,787
- Tencent and its affiliated companies	- 騰訊及其聯屬公司	880,521	832,800
- Tongcheng Holdings and its affiliated companies	- 同程控股及其聯屬公司	3,029	559
- Tongcheng Hanglv and its affiliated companies	- 同程航旅及其聯屬公司	6,386	5,440
- Tongcheng Lvjin and its affiliated companies	- 同程旅金及其聯屬公司	3,230	2,537
- Others	- 其他	35,574	41,256
		<b>3,417,594</b>	2,040,379

The payables to related parties are unsecured, interest-free and have no fixed terms of repayment.

應付關聯方款項為無抵押、免息及無固定還款期限。

### 31. RELATED PARTY TRANSACTIONS (CONTINUED)

#### (d) Key management personnel compensations

The compensations paid or payable to key management personnel (including CEO and other senior executives) for employee services are show below:

		Six months ended June 30, 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Wages and salaries	工資及薪金	10,250	9,185
Other social security costs, housing benefits and other employee benefits	其他社保費用、住房福利及其他僱員福利	202	174
Pension costs – defined contribution plans	退休金成本 – 界定供款計劃	169	144
Share-based compensation expenses	以股份為基礎的薪酬開支	9,215	15,172
		<b>19,836</b>	24,675

### 31. 關聯方交易 (續)

#### (d) 主要管理人員薪酬

就僱員服務已付或應付主要管理人員 (包括行政總裁及其他高級行政人員) 的薪酬列示如下：



## DEFINITION 釋義

In this interim report, unless the context otherwise require, the following expressions shall have the following meaning:

於本中報，除文義另有所指外，以下詞彙具有如下涵義：

“2016 Share Incentive Plan” 「二零一六年股份激勵計劃」	指	the share incentive plan adopted and approved by the Company on August 26, 2016 本公司於二零一六年八月二十六日採納及批准的股份激勵計劃
“2018 Share Incentive Plan” 「二零一八年股份激勵計劃」	指	the share incentive plan adopted and approved by the Company on March 9, 2018 本公司於二零一八年三月九日採納及批准的股份激勵計劃
“2019 RSU Plan” 「二零一九年受限制股份單位計劃」	指	the restricted share unit plan adopted and approved by the Company on July 2, 2019 本公司於二零一九年七月二日採納及批准的受限制股份單位計劃
“2019 Share Option Plan” 「二零一九年購股權計劃」	指	the 2019 share option plan approved by an ordinary resolution passed by Shareholders at the extraordinary general meeting of the Company on August 2, 2019 本公司於二零一九年八月二日召開的股東特別大會上通過普通決議案批准的二零一九年購股權計劃
“2022 RSU Plan” 「二零二二年受限制股份單位計劃」	指	the 2022 restricted share unit plan adopted and approved by the Company on March 22, 2022 本公司於二零二二年三月二十二日採納及批准的二零二二年受限制股份單位計劃
“2022 Share Option Plan” 「二零二二年購股權計劃」	指	the 2022 share option plan approved by an ordinary resolution passed by Shareholders at the annual general meeting of the Company on May 31, 2022 本公司股東於二零二二年五月三十一日召開的股東週年大會上通過普通決議案批准的二零二二年購股權計劃
“AI” 「人工智能」	指	artificial intelligence 人工智能
“APUs” 「年付費用戶」	指	annual paying users in the twelve-month period ended June 30, 2023 截至二零二三年六月三十日止十二個月期間的年付費用戶
“Audit Committee” 「審核委員會」	指	the audit committee of the Board 董事會審核委員會



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<p>“Beijing E-dragon”</p> <p>「北京藝龍」</p>	<p>指</p>	<p>Beijing eLong Information Technology Co., Ltd. (北京藝龍信息技術有限公司), a limited liability company established under the laws of the PRC on November 28, 2000, which is one of the Consolidated Affiliated Entities</p> <p>北京藝龍信息技術有限公司，於二零零零年十一月二十八日根據中國法律成立的有限責任公司，為併表聯屬實體之一</p>
<p>“Board”</p> <p>「董事會」</p>	<p>指</p>	<p>the board of directors of the Company</p> <p>本公司董事會</p>
<p>“Business Day(s)”</p> <p>「營業日」</p>	<p>指</p>	<p>any day(s) on which the stock exchange on which Shares of the Company are traded is open for the transactions of business</p> <p>本公司股份進行買賣之證券交易所進行業務交易之任何日子</p>
<p>“China” or “PRC”</p> <p>「中國」</p>	<p>指</p>	<p>People’s Republic of China</p> <p>中華人民共和國</p>
<p>“Company”</p> <p>「本公司」</p>	<p>指</p>	<p>Tongcheng Travel Holdings Limited (同程旅行控股有限公司) (formerly known as Tongcheng-Elong Holdings Limited) (同程藝龍控股有限公司)), an exempted company with limited liability incorporated under the laws of the Cayman Islands on January 14, 2016</p> <p>同程旅行控股有限公司(前稱同程藝龍控股有限公司)，於二零一六年一月十四日根據開曼群島法律註冊成立的獲豁免有限公司</p>
<p>“Consolidated Affiliated Entities”</p> <p>「併表聯屬實體」</p>	<p>指</p>	<p>the entities we control through certain Contractual Arrangements</p> <p>我們通過若干合約安排控制的實體</p>
<p>“Contractual Arrangement(s)”</p> <p>「合約安排」</p>	<p>指</p>	<p>the series of contractual arrangements entered into by, among others, E-dragon Beijing WFOE, Longyue Tiancheng WFOE and the contractual arrangement entities, details of which are described in the section headed “Contractual Arrangements” in the Prospectus</p> <p>由(其中包括)藝龍北京WFOE、龍悅天程WFOE及合約安排實體所訂立的一系列合約安排，詳情載述於招股章程「合約安排」一節</p>
<p>“Corporate Governance Code”</p> <p>「企業管治守則」</p>	<p>指</p>	<p>the Corporate Governance Code set out in Appendix 14 to the Listing Rules</p> <p>上市規則附錄十四所載的《企業管治守則》</p>



## DEFINITION 釋義

“C-Travel”		C-Travel International Limited, a limited liability company incorporated under the laws of the Cayman Islands on March 3, 2006 and a wholly-owned subsidiary of Trip.com Group
「C-Travel」	指	C-Travel International Limited，一間根據開曼群島法律於二零零六年三月三日註冊成立的有限責任公司，並為攜程的全資附屬公司
“Director(s)” 「董事」	指	the director(s) of the Company 本公司董事
“E-dragon Beijing WFOE”		eLong Net Information Technology (Beijing) Co., Ltd (藝龍網信息技術(北京)有限公司), a wholly foreign-owned enterprise established under the law of PRC on August 17, 1999 and a wholly-owned subsidiary of our Company
「藝龍北京WFOE」	指	藝龍網信息技術(北京)有限公司，於一九九九年八月十七日根據中國法律成立的外商獨資企業，為本公司的全資附屬公司
“Global Offering” 「全球發售」	指	the offering of the Company’s Shares as described in the Prospectus 招股章程所述的本公司股份發售
“GMV”		gross merchandise volume, the total value of merchandise sold in the specified market or through a specified platform during a given period
「交易額」	指	貨品交易總額，即在特定時期內在指定市場或指定平台上銷售的貨品總值
“Group”, “we”, “us”, or “our” 「本集團」或「我們」	指	the Company, its subsidiaries and Consolidated Affiliated Entities from time to time 本公司、其不時的附屬公司及併表聯屬實體
“Hong Kong” 「香港」	指	the Hong Kong Special Administrative Region of the People’s Republic of China 中華人民共和國香港特別行政區
“IFRS”		International Financial Reporting Standards, amendments, and interpretations, as issued from time to time by the International Accounting Standards Board
「國際財務報告準則」	指	國際會計準則理事會不時發佈的國際財務報告準則、修訂本及詮釋
“ITA” 「智能出行管家」	指	intelligent travel assistant 智能出行管家



DEFINITION  
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<p>“Latest Practicable Date”</p> <p>「最後實際可行日期」</p>	<p>指</p>	<p>September 1, 2023, being the latest practicable date prior to the printing of this interim report for the purpose of ascertaining the information contained herein</p> <p>二零二三年九月一日，即本中報付印前確定其中所載若干資料的最後實際可行日期</p>
<p>“Listing”</p> <p>「上市」</p>	<p>指</p>	<p>the listing of the Shares on the Main Board of the Stock Exchange, which occurred on the listing date</p> <p>股份於上市日期在聯交所主板上市</p>
<p>“Listing Rules”</p> <p>「上市規則」</p>	<p>指</p>	<p>the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time</p> <p>香港聯合交易所有限公司證券上市規則，經不時修訂、補充或以其他方式修改</p>
<p>“Longyue Tiancheng WFOE”</p> <p>「龍悅天程WFOE」</p>	<p>指</p>	<p>Suzhou Longyue Tiancheng Venture Capital Group Co., Ltd (蘇州龍悅天程創業投資集團有限公司), a wholly foreign-owned enterprise established under the laws of the PRC on September 7, 2017 and a wholly-owned subsidiary of our Company</p> <p>蘇州龍悅天程創業投資集團有限公司，於二零一七年九月七日根據中國法律成立的外商獨資企業，為本公司的全資附屬公司</p>
<p>“Main Board”</p> <p>「主板」</p>	<p>指</p>	<p>the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange</p> <p>由聯交所營運的證券交易所（不包括期權市場），獨立於聯交所GEM，並與其並行運作</p>
<p>“MAUs”</p> <p>「月活躍用戶」</p>	<p>指</p>	<p>monthly active users who access our platforms at least once during a calendar month</p> <p>一個曆月內至少進入我們平台一次的月活躍用戶</p>
<p>“Model Code”</p> <p>「標準守則」</p>	<p>指</p>	<p>the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules</p> <p>上市規則附錄十所載《上市發行人董事進行證券交易的標準守則》</p>
<p>“MPUs”</p> <p>「月付費用戶」</p>	<p>指</p>	<p>monthly paying users who make purchases on our platforms at least once during a calendar month</p> <p>一個曆月至少在我們平台消費一次的月付費用戶</p>



## DEFINITION 釋義

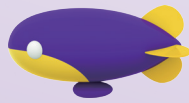
“OTA” 「在線旅遊平台」	指	online travel agency 在線旅遊平台
“PMS” 「PMS」	指	Property Management System 物業管理系統
“Prospectus” 「招股章程」	指	the prospectus dated November 14, 2018 issued by the Company 本公司日期為二零一八年十一月十四日的招股章程
“Remuneration Committee” 「薪酬委員會」	指	the remuneration committee of the Board 董事會薪酬委員會
“Reporting Period” 「報告期」	指	the six months ended 30 June 2023 截至二零二三年六月三十日止六個月
“RMB” 「人民幣」	指	Renminbi, the lawful currency of China 人民幣，中國法定貨幣
“RSUs” 「受限制股份單位」	指	restricted share unit(s) 受限制股份單位
“SFO” 「證券及期貨條例」	指	Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time 香港法例第571章《證券及期貨條例》，經不時修訂、補充或以其他方式修改
“Share(s)” 「股份」	指	ordinary share(s) in the share capital of the Company, currently of nominal value US\$0.0005 each 本公司股本中現時每股面值0.0005美元的普通股
“Shareholder(s)” 「股東」	指	holder(s) of the Share(s) 股份持有人
“Stock Exchange” 「聯交所」	指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“substantial Shareholder(s)” 「主要股東」	指	has the meaning ascribed to it in the Listing Rules 具有上市規則所賦予之涵義





DEFINITION  
釋義

<p>“Suzhou Chengyi”</p> <p>「蘇州程藝」</p>	<p>指</p>	<p>Suzhou Chengyi Internet Technology Limited (蘇州程藝網絡科技有限公司), a limited liability company established under the laws of the PRC on March 21, 2018, which is one of the Consolidated Affiliated Entities</p> <p>蘇州程藝網絡科技有限公司，於二零一八年三月二十一日根據中國法律成立的有限責任公司，為併表聯屬實體之一</p>
<p>“Tencent”</p> <p>「騰訊」</p>	<p>指</p>	<p>Tencent Holdings Limited, a company redomiciled to the Cayman Islands on February 27, 2004 as an exempted company under the laws of the Cayman Islands, whose shares are listed on the Main Board of the Stock Exchange (stock code: 700)</p> <p>騰訊控股有限公司，一間於二零零四年二月二十七日根據開曼群島法律作為獲豁免公司遷冊至開曼群島的公司，其股份在聯交所主板上市(股份代號：700)</p>
<p>“Tongcheng” or “Tongcheng Network”</p> <p>「同程」或「同程網絡」</p>	<p>指</p>	<p>Tongcheng Network Technology Limited (同程網絡科技股份有限公司), a joint stock limited company established under the laws of the PRC on March 10, 2004, which is one of the Consolidated Affiliated Entities</p> <p>同程網絡科技股份有限公司，於二零零四年三月十日根據中國法律成立的股份有限公司，為併表聯屬實體之一</p>
<p>“Trip.com Group”</p> <p>「攜程」</p>	<p>指</p>	<p>Trip.com Group Limited, previously known as Ctrip.com International, Ltd. (“Ctrip”), a limited liability company incorporated under the laws of the Cayman Islands on March 3, 2000 whose shares are listed on NASDAQ (stock symbol: TCOM) and the Main Board of the Stock Exchange (stock code: 9961)</p> <p>Trip.com Group Limited (前稱Ctrip.com International, Ltd. (「攜程」))，一間於二零零零年三月三日根據開曼群島法律註冊成立的有限公司，其股份在納斯達克上市(股份代號：TCOM)及在聯交所主板上市(股份代號：9961)</p>
<p>“TSP(s)”</p> <p>「旅遊服務供應商」</p>	<p>指</p>	<p>travel service provider(s)</p> <p>旅遊服務供應商</p>
<p>“USD” or “US\$”</p> <p>「美元」</p>	<p>指</p>	<p>United States dollars, the lawful currency of the United States of America</p> <p>美元，美國法定貨幣</p>



# 同程旅行

Tongcheng Travel Holdings Limited  
同程旅行控股有限公司



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