



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



2022
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

Mr. Brent Richard Irvin

Independent Non-Executive Directors

Mr. Wu Haibing (*resigned on June 6, 2022*)

Mr. Yang Chia Hung (*appointed on June 6, 2022*)

Mr. Dai Xiaojing

Ms. Han Yuling

AUDIT COMMITTEE

Mr. Wu Haibing (*Chairman and resigned on June 6, 2022*)

Mr. Yang Chia Hung (*Chairman and appointed on June 6, 2022*)

Mr. Cheng Yun Ming Matthew

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. Wu Haibing (*Chairman and resigned on June 6, 2022*)

Mr. Yang Chia Hung (*Chairman and appointed on June 6, 2022*)

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

Brent Richard Irvin先生

獨立非執行董事

吳海兵先生 (*於二零二二年六月六日辭任*)

楊嘉宏先生 (*於二零二二年六月六日獲委任*)

戴小京先生

韓玉靈女士

審核委員會

吳海兵先生 (*主席並於二零二二年六月六日辭任*)

楊嘉宏先生 (*主席並於二零二二年六月六日獲委任*)

鄭潤明先生

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

吳海兵先生 (*主席並於二零二二年六月六日辭任*)

楊嘉宏先生 (*主席並於二零二二年六月六日獲委任*)

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

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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

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CORPORATE INFORMATION 公司資料

HONG KONG SHARE REGISTRAR

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香港證券登記處

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香港
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法律顧問

有關香港及美國法律：

達維律師事務所
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有關中國法律：

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中國上海市
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國金中心二期10及11層

有關開曼群島法律：

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AUDITOR

PricewaterhouseCoopers
Certified Public Accountants and Registered Public Interest Entity Auditor
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Central
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PRINCIPAL BANKS

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STOCK CODE

0780

COMPANY WEBSITE

www.tongchengir.com

核數師

羅兵咸永道會計師事務所
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太子大廈22樓

主要往來銀行

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中國
北京市朝陽區
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股份代號

0780

公司網址

www.tongchengir.com

KEY HIGHLIGHTS

摘要重點

FOR THE THREE MONTHS ENDED JUNE 30, 2022

- Revenue decreased by 38.3% year-to-year to RMB1,318.7 million from RMB2,138.0 million in the same period of 2021.
- Adjusted EBITDA decreased by 46.8% from RMB549.7 million in the second quarter of 2021 to RMB292.2 million in the second quarter of 2022. Adjusted EBITDA margin decreased to 22.2% in the second quarter of 2022 from 25.7% in the second quarter of 2021.
- Adjusted net profit decreased by 73.2% from RMB417.9 million in the second quarter of 2021 to RMB112.0 million in the second quarter of 2022. Adjusted net margin decreased from 19.5% in the second quarter of 2021 to 8.5% in the second quarter of 2022.
- Average MAUs decreased by 28.9% year-to-year from 277.9 million in the second quarter of 2021 to 197.6 million in the second quarter of 2022.
- Average MPUs decreased by 21.9% year-to-year from 33.4 million in the second quarter of 2021 to 26.1 million in the second quarter of 2022.

截至二零二二年六月三十日止三個月

- 收入由二零二一年同期的人民幣2,138.0百萬元同比減少38.3%至人民幣1,318.7百萬元。
- 經調整EBITDA由二零二一年第二季度的人民幣549.7百萬元減少46.8%至二零二二年第二季度的人民幣292.2百萬元。經調整EBITDA利潤率由二零二一年第二季度的25.7%減少至二零二二年第二季度的22.2%。
- 經調整溢利淨額由二零二一年第二季度的人民幣417.9百萬元減少73.2%至二零二二年第二季度的人民幣112.0百萬元。經調整淨利潤率由二零二一年第二季度的19.5%減少至二零二二年第二季度的8.5%。
- 平均月活躍用戶由二零二一年第二季度的277.9百萬人同比減少28.9%至二零二二年第二季度的197.6百萬人。
- 平均月付費用戶由二零二一年第二季度的33.4百萬人同比減少21.9%至二零二二年第二季度的26.1百萬人。

1. KEY FINANCIAL METRICS FOR THE THREE MONTHS ENDED JUNE 30, 2022

1. 截至二零二二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
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	
Revenue	收入	1,318,650	2,137,977	(38.3)%
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(161,968)	321,368	(150.4)%
(Loss)/profit for the period	期內(虧損)/溢利	(135,204)	291,234	(146.4)%
Adjusted EBITDA	經調整EBITDA	292,234	549,726	(46.8)%
Adjusted net profit for the period	期內經調整溢利淨額	112,003	417,945	(73.2)%
Revenue (decrease)/growth (year-to-year)	收入(減少)/增長(同比)	(38.3)%	78.1%	
Adjusted EBITDA margin	經調整EBITDA利潤率	22.2%	25.7%	
Adjusted net margin	經調整淨利潤率	8.5%	19.5%	

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, 2022

2. 截至二零二二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
		2022 二零二二年	2021 二零二一年	
GMV (in RMB billion)	交易額(人民幣十億元)	24.3	43.9	(44.6)%
Number of average MAUs (in million)	平均月活躍用戶數目(按百萬計)	197.6	277.9	(28.9)%
Number of average MPUs (in million)	平均月付費用戶數目(按百萬計)	26.1	33.4	(21.9)%

KEY HIGHLIGHTS 摘要重點

FOR THE SIX MONTHS ENDED JUNE 30, 2022

- Revenue decreased by 19.1% year-to-year to RMB3,036.6 million from RMB3,751.7 million in the same period of 2021.
- Adjusted EBITDA decreased by 24.9% year-to-year from RMB972.7 million in the same period of 2021 to RMB730.7 million. Adjusted EBITDA margin decreased from 25.9% in the same period of 2021 to 24.1%.
- Adjusted net profit decreased by 50.4% from RMB719.8 million in the same period of 2021 to RMB357.0 million. Adjusted net margin decreased from 19.2% in the same period of 2021 to 11.8%.
- Average MAUs decreased by 13.6% year-to-year from 256.1 million in the same period of 2021 to 221.2 million.
- Average MPUs decreased by 4.9% year-to-year from 30.4 million in the same period of 2021 to 28.9 million.
- Paying users for the twelve-month period ended June 30, 2022 increased by 8.0% year-to-year from 181.9 million in the same period of 2021 to 196.5 million.

截至二零二二年六月三十日止六個月

- 收入由二零二一年同期的人民幣3,751.7百萬元同比減少19.1%至人民幣3,036.6百萬元。
- 經調整EBITDA由二零二一年同期的人民幣972.7百萬元同比減少24.9%至人民幣730.7百萬元。經調整EBITDA利潤率由二零二一年同期的25.9%減少至24.1%。
- 經調整溢利淨額由二零二一年同期的人民幣719.8百萬元減少50.4%至人民幣357.0百萬元。經調整淨利潤率由二零二一年同期的19.2%減少至11.8%。
- 平均月活躍用戶由二零二一年同期的256.1百萬人同比減少13.6%至221.2百萬人。
- 平均月付費用戶由二零二一年同期的30.4百萬人同比減少4.9%至28.9百萬人。
- 截至二零二二年六月三十日止十二個月期間的付費用戶由二零二一年同期的181.9百萬人同比增加8.0%至196.5百萬人。

3. KEY FINANCIAL METRICS FOR THE SIX MONTHS ENDED JUNE 30, 2022

3. 截至二零二二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
		2022	2021	
		二零二二年	二零二一年	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
Revenue	收入	3,036,649	3,751,740	(19.1)%
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(19,792)	532,541	(103.7)%
(Loss)/profit for the period	期內(虧損)/溢利	(37,967)	460,362	(108.2)%
Adjusted EBITDA	經調整EBITDA	730,671	972,701	(24.9)%
Adjusted net profit for the period	期內經調整溢利淨額	356,993	719,798	(50.4)%
Revenue (decrease)/growth (year-to-year)	收入(減少)/增長(同比)	(19.1)%	70.1%	
Adjusted EBITDA margin	經調整EBITDA利潤率	24.1%	25.9%	
Adjusted net margin	經調整淨利潤率	11.8%	19.2%	

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, 2022

4. 截至二零二二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
		2022	2021	同比變動
		二零二二年	二零二一年	
GMV (in RMB billion)	交易額(人民幣十億元)	56.7	77.2	(26.6)%
Number of average MAUs (in million)	平均月活躍用戶數目(按百萬計)	221.2	256.1	(13.6)%
Number of average MPUs (in million)	平均月付費用戶數目(按百萬計)	28.9	30.4	(4.9)%
APUs (in million)	年付費用戶(按百萬計)	196.5	181.9	8.0%

BUSINESS REVIEW AND OUTLOOK

業務回顧與展望

RESULTS HIGHLIGHTS

In the second quarter of 2022, the pandemic has brought unprecedented fluctuations and extreme pressure to the travel industry in China. The spike of COVID-19 cases started in the densely populated urban areas and then spread to different regions across the nation. Strictest-ever control measures such as mass lockdowns and mass testing for COVID-19 were implemented to prevent the virus from further exacerbating. As a result, the travel industry plunged and the situation has become even more challenging compared to the first wave of pandemic in 2020.

As a veteran in the OTA industry, we maintained resilience and continued to outperform the industry by leveraging on our competitive advantages in sturdy market position, diversified traffic sources, outstanding innovation capabilities, and flexible operating strategies. Amid the challenges imposed by the pandemic, our business was unavoidably impacted. For the three and six months ended June 30, 2022, our average MAUs decreased by 28.9% and 13.6% year-to-year to 197.6 million and 221.2 million, respectively. For the three and six months ended June 30, 2022, our average MPUs recorded relatively modest declines of 21.9% and 4.9% year-to-year to 26.1 million and 28.9 million, respectively, attributable to our stable online traffic sources and cost effective offline user acquisition initiatives. Compared with the same period of last year, our paying ratio increased to 13.2% in the second quarter of 2022. Our APUs for the twelve months ended June 30, 2022, increased by 8.0% year-to-year to 196.5 million, signifying our excellent operational capability in the market.

業績摘要

於二零二二年第二季度，疫情為中國旅遊業帶來了前所未有的波動和極大的壓力。新型冠狀病毒的確診個案由人口稠密的大城市開始迅速增加，其後蔓延到全國各地。為防止疫情進一步惡化，全國實行了包括大規模封鎖及大規模新型冠狀病毒檢測等有史以來最嚴格的防控措施。因此，旅遊業遭受重創，面臨著比二零二零年第一波疫情來襲時更為嚴峻的挑戰。

作為在線旅遊平台行業的資深參與者，憑藉我們穩健的市場地位、多元化的流量來源、出色的創新能力及靈活的運營策略等競爭優勢，我們保持韌性並持續領先於行業。面對疫情帶來的挑戰，我們的業務無可避免地受到影響。截至二零二二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減少28.9%及13.6%至197.6百萬人及221.2百萬人。截至二零二二年六月三十日止三個月及六個月，受益於我們穩定的線上流量來源及具成本效益的線下獲客業務，我們的平均月付費用戶分別同比減少21.9%及4.9%至26.1百萬人及28.9百萬人，錄得的跌幅相對溫和。與去年同期相比，我們的付費比率於二零二二年第二季度上升至13.2%。截至二零二二年六月三十日止十二個月，年付費用戶同比增長8.0%至196.5百萬人，顯示出我們於市場上出色的運營能力。

For the second quarter of 2022, we remained resilient although the COVID-19 has brought aplenty headwinds to the travel industry. Attributable to our strong market position in lower-tier cities, our businesses performed better than the overall industry. Moreover, benefitting from our efficient user acquisition strategy in lower-tier cities and the accelerated online penetration of the bus ticketing industry, we still achieved significant growth in the bus ticketing business. However, in view of the declines in product prices and volume of certain business lines caused by the virus resurgence, our total GMV decreased by 44.6% and 26.6% year-to-year to RMB24.3 billion and RMB56.7 billion, respectively, for the three and six months ended June 30, 2022.

Our total revenue decreased by 38.3% to RMB1,318.7 million and 19.1% to RMB3,036.6 million, respectively, for the three and six months ended June 30, 2022. In view of the disruption caused by the resurgence of COVID-19 cases, we instantly adopted cost control measures to respond to the market challenges. Given the sudden drop in travel activities, we proactively adjusted our marketing strategy based on the external changes to better control related expenses. We also executed internal cost control measures to reduce other variable costs. Moreover, we placed more emphasis on our daily operation and corporate organization, aiming to achieve higher internal efficiency and a more optimized organizational structure. With our effective cost control measures and flexible operating strategies, we managed to remain profitable (in terms of adjusted net profit) under such a challenging market environment. Our adjusted net profit was RMB112.0 million and RMB357.0 million for the three and six months ended June 30, 2022, respectively, representing adjusted net margins of 8.5% and 11.8%, respectively.

於二零二二年第二季度，儘管新型冠狀病毒對旅遊業帶來諸多阻力，但我們保持了韌性。由於我們在下沉市場的強大市場地位，我們業務的表現優於行業。此外，受益於我們在下沉市場的有效獲客策略以及汽車票行業的線上滲透加快，我們的汽車票業務仍實現顯著增長。然而，鑒於病毒捲土重來導致產品價格及部分業務線的銷量下降，截至二零二二年六月三十日止三個月及六個月，我們的總交易額分別同比下降44.6%及26.6%至人民幣243億元及人民幣567億元。

截至二零二二年六月三十日止三個月及六個月，我們的總收入分別減少38.3%及19.1%至人民幣1,318.7百萬元及人民幣3,036.6百萬元。鑒於新型冠狀病毒捲土重來造成的干擾，我們即時採取成本控制措施以應對市場挑戰。由於旅遊活動急劇減少，我們根據外部變化主動調整營銷策略，以更好地控制相關開支。我們亦執行內部成本控制措施以減少其他可變成本。此外，我們更加重視日常運營和企業組織，旨在實現更高的內部效率及更優化的組織架構。憑藉我們有效的成本控制措施及靈活的運營策略，我們在這個充滿挑戰的市場環境下仍然錄得盈利（按經調整溢利淨額計）。截至二零二二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112.0百萬元及人民幣357.0百萬元，經調整淨利潤率分別為8.5%及11.8%。

BUSINESS REVIEW

During the period under review, we sustained stable and effective traffic channels from Weixin mini program and continued to seek deeper cooperation with Tencent. In the second quarter of 2022, around 80% of our average MAUs was contributed from Weixin mini program. We continued to explore various scenarios within the Tencent ecosystem to strengthen our brand awareness and enhance interactions with our users. We launched e-Sports events in several cities utilizing the popular intellectual property rights entitled by Tencent. Furthermore, we joined hands with several local governments to launch e-Sports events in tourist attractions in these regions. The events were well received by young people and were well recognized by local tourist bureaus and tourist attraction operators. Moreover, we joined hands with Tencent Music to participate in its themed music festivals at a tourist attraction which increased our brand exposure and helped to acquire more users among the younger generation.

We are dedicated to diversifying our traffic sources by exploring more online and offline traffic channels. We optimized our APP interface and provided tourism-related content to improve value for our users and enhance their experience. We continued solid cooperation with China's major handset vendors and provided our users with one-stop products and services through our quick APPs on mobile phones and other mobile devices. In addition, we worked with location-based APPs to expand our user acquisition channels. Besides, we continued to pursue offline user acquisition initiatives under various scenarios, aiming to gain users more efficiently from the under-penetrated lower-tier city market with tremendous opportunities. We maintained a stable relationship with hotels and tourist attractions and used QR code scanning function to direct users to book through our mini-program. We also increased nationwide transportation business coverage by rolling out smart bus ticketing equipment and establishing strategic cooperation with urban and rural bus operators. Moreover, we continued to explore alternative offline user acquisition channels such as the campus card initiative to expand our user reach.

業務回顧

在回顧期內，我們在微信小程序維持穩定有效的流量渠道，並繼續尋求與騰訊建立更深入的合作。於二零二二年第二季度，我們約80%的平均月活躍用戶來自微信小程序。我們繼續探索騰訊生態體系內的各種場景，以加強我們的品牌知名度並提升與用戶的互動。我們利用騰訊旗下的熱門知識產權在多個城市開展電競活動。此外，我們與多個地方政府攜手合作，在該等地區的旅遊景點推行電競活動。該等活動深受年青人歡迎，並得到當地旅遊局及旅遊景點運營商的高度認可。此外，我們與騰訊音樂攜手參與其在一處旅遊景點舉辦的主題音樂節，從而提升我們的品牌曝光度並獲取更多年輕一代用戶。

我們力圖通過探索更多的線上和線下流量渠道來實現流量來源的多元化。我們優化了應用程序界面並提供旅遊相關內容，為用戶提供更多價值並提升用戶體驗。我們持續與中國主要手機廠商建立穩固合作關係，並通過我們在手機及其他移動設備上的輕應用程序為用戶提供一站式產品及服務。此外，我們與基於定位的應用程序合作，以擴展我們的獲客渠道。另外，我們繼續在各種場景下探索線下獲客業務，旨在更有效地從在線滲透率較低但擁有巨大機遇的下沉市場獲得用戶。我們與酒店及旅遊景點保持穩定的關係，並使用二維碼掃描功能引導用戶通過我們的小程序進行預訂。我們亦通過鋪設智能汽車票務設備及與城鄉汽車運營商建立戰略合作，擴大了全國交通業務的佈局。此外，我們繼續探索其他線下獲客渠道(例如校園卡計劃)以擴大我們的用戶覆蓋範圍。

We launched several marketing initiatives in the past quarter to enhance brand awareness and user engagement. We for the first time marketed our membership program leveraging a popular TV drama intellectual property right entitlement on the Tencent Video Platform, intending to provide our users with more benefits and to promote our black whale membership. Moreover, we further enriched our campus card project by cooperating with Jiangxi provincial tourism bureau to launch marketing activities and to gain younger users. We provided university students with various travel benefits and privileges, including free access to tourist attractions in Jiangxi Province of China.

We further solidified our leading position in the China OTA market, especially in lower-tier cities that were more resilient amid the pandemic and recovered faster than the overall market. As the lower-tier cities are underpenetrated yet growing rapidly, we strived to seize opportunities in this booming market. We further penetrated into the lower-tier cities leveraging our strategic cooperation with urban and rural bus operators. As of June 30, 2022, our registered users residing in non-first-tier cities in China accounted for approximately 87.1% of our total registered users. For the three months ended June 30, 2022, about 61.7% of our new paying users on the Weixin platform were from tier-3 or below cities in China, which increased from 59.3% over the same period of 2021.

We reinforced long-term and sustainable relationships with various TSPs and continued to provide premium-quality one-stop-shop products and services to our users. As of June 30, 2022, our online platforms offered over 10,000 domestic airline routes, above 2 million hotel selections and alternative accommodation options, approximately 400,000 bus routes, above 780 ferry routes, and around 8,000 domestic tourist attractions ticketing services. During the reporting period, we continued to enrich our one-stop services to meet users' evolving travel needs. Our services, such as car hailing, advertising, and COVID-19-related insurance are well received by our merchants and our users during the COVID-19 outbreak.

我們於上個季度推出多項營銷活動，以提高品牌知名度及用戶參與度。我們首次利用騰訊視頻平台上的熱門電視劇知識產權授權推廣我們的會員計劃，旨在為用戶提供更多福利並推廣我們的黑鯨會員計劃。此外，為了進一步豐富我們的校園卡項目，我們與江西省旅遊廳合作，開展營銷活動並獲取年輕一代用戶。我們為大學生提供各種旅遊福利及專享權益，包括免費參觀中國江西省的旅遊景點。

我們進一步鞏固在中國在線旅遊市場的領先地位，尤其是在疫情期間韌性較強且恢復快於整體行業的下沉市場。由於下沉市場在線滲透率較低但發展迅速，我們努力抓住這個蓬勃發展市場中的商機。憑藉與城鄉汽車運營商的戰略合作，我們進一步滲透到下沉市場。截至二零二二年六月三十日，居住於中國非一線城市的註冊用戶佔我們註冊用戶總數約87.1%。截至二零二二年六月三十日止三個月，微信平台新付費用戶中約61.7%來自中國三線或以下城市，較二零二一年同期的59.3%有所增加。

我們加強與各旅遊服務供應商的長期可持續關係，並繼續為我們的用戶提供優質的一站式產品及服務。截至二零二二年六月三十日，我們的線上平台提供10,000多條國內航線、逾2百萬家酒店及非標住宿選擇、約400,000條汽車路線、逾780條渡輪線路及約8,000個國內旅遊景點的門票服務。於報告期內，我們繼續豐富我們的一站式服務，以滿足用戶不斷變化的旅行需求。新型冠狀病毒爆發期間，我們的網約車、廣告及新型冠狀病毒相關保險等服務深受商戶及用戶歡迎。

BUSINESS REVIEW AND OUTLOOK

業務回顧與展望

Technological capability is one of our core competitive advantages. We continued to develop and apply our advanced technology to transform from OTA to ITA. We further optimized and utilized our Huixing system to provide intelligent travel solutions when the transportation ticketing supply plummeted amid the pandemic. We enriched the Huixing system's route selections by consolidating resources of other transportation businesses, such as air ticketing and car-hailing, aiming to provide our users with additional options under different travel scenarios. Furthermore, we strived to improve the digitalization of the travel industry, leveraging our technological innovation and deepened cooperation with our upstream suppliers. We reinforced cooperation with more airports to help improve their operational efficiencies. In the past quarter, we cooperated with Urumqi Airport in Xinjiang to support its digitalization. We utilized our technology to help the airport develop a mini-program to facilitate flight transit for passengers. In addition, we provided SaaS solutions to more individual, small and medium-sized chain hotels in lower-tier cities to help them improve operational efficiencies. Moreover, through implementing our bus ticketing system and expanding the coverage of smart ticketing equipment nationwide, we also contributed to the digitalization of the bus ticketing industry.

As a socially responsible enterprise, we are devoted to positively influencing society and proactively participating in social activities. We initiated a relief plan to provide support to small and medium-sized hotels to help them alleviate pressures amid the uncertain market environment. To help tourism professionals improve their occupational skills and overcome difficulties caused by the pandemic, we further enriched our free online professional courses with content such as investment, construction, and operation methodologies of hotels, as well as marketing strategies for tourist attractions.

技術能力是我們的核心競爭優勢之一。我們持續開發及應用我們的先進技術，以從在線旅遊平台轉型為智能出行管家。當疫情期間交通票務供應銳減時，我們進一步優化並使用我們的慧行系統提供智能出行解決方案。我們通過整合其他交通業務（如機票及網約車）的資源，豐富慧行系統的路線選擇，旨在為用戶提供不同出行場景下的額外選擇。此外，我們通過技術創新和深化與上游供應商的合作，努力提升旅遊業的數字化水平。我們加強了與更多機場的合作，幫助其提高運營效率。上個季度，我們與新疆烏魯木齊機場合作，為其數字化業務提供支持。我們利用我們的技術幫助機場開發了一個小程序，為旅客提供便利的航班中轉服務。此外，我們為更多下沉市場的單體及中小型連鎖酒店提供軟件即服務(SaaS)解決方案，以幫助其提高運營效率。另外，通過在全國鋪設汽車票務系統並擴大智能票務設備的覆蓋範圍，我們亦為汽車票行業的數字化做出了貢獻。

作為一家肩負社會責任感的企業，我們致力為社會帶來正面影響並積極參與社會活動。我們啟動了一項救濟計劃，為中小型酒店提供支持，在不明朗的市場環境下幫助其緩解壓力。為幫助旅遊從業者提高職業技能及克服疫情帶來的困難，我們進一步豐富了免費的在線專業課程，包括酒店投資、建設和運營方法以及旅遊景點營銷策略等內容。

BUSINESS OUTLOOK AND STRATEGIES

The massive outbreaks of the COVID-19 pandemic have caused significant fluctuations in China's travel market. The travel market is temporarily disrupted and may remain volatile in a short run. However, it is recovering gradually and will bounce back once the pandemic is under control. Besides, the accelerated online penetration rate is shaping a promising future with enormous opportunities for OTAs in China. We are confident to continuously outperform the market in the future by leveraging our competitive advantages in diversified traffic sources, sturdy market position, flexible operation strategy, and advanced technological capabilities. We will utilize our diversified traffic channels and enrich alternative traffic sources to penetrate the untapped travel market, especially in lower-tier cities. We will also use our innovation capabilities to enhance our products and services, aiming to transform from OTA to ITA. In addition, we will seek investment opportunities aligned with our core strategies to drive the future growth of our business. Concurrently, we will put more effort into 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

新型冠狀病毒疫情的大規模爆發導致中國旅遊市場出現顯著波動。旅遊市場暫時受到干擾，並可能在短期內仍然維持波動的狀態。然而，市場正在逐步恢復，並將會在疫情得到控制時反彈。此外，線上滲透率的提升正為中國在線旅遊締造著美好前景及巨大商機。憑藉我們多元化的流量來源、穩固的市場地位、靈活的運營策略及先進的技術能力等競爭優勢，我們有信心未來我們的表現將持續超越市場。我們將利用多元化的流量渠道並豐富其他流量來源，以滲透至尚未開發的旅遊市場，尤其是下沉市場。我們亦將利用我們的創新能力來提升我們的產品及服務，並以從在線旅遊平台轉型為智能出行管家為目標。此外，我們將尋求與我們核心策略一致的投資機會，以推動我們業務的未來增長。同時，我們將在企業管治、環境保護及社會責任方面投入更多努力，為利益相關者及社區創造長期可持續價值。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Second Quarter of 2022 compared to Second Quarter of 2021

二零二二年第二季度與二零二一年第二季度的比較

		Unaudited Three months ended June 30, 未經審核 截至六月三十日止三個月	
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Revenue	收入	1,318,650	2,137,977
Cost of revenue	銷售成本	(383,230)	(505,447)
Gross profit	毛利	935,420	1,632,530
Service development expenses	服務開發開支	(324,879)	(330,201)
Selling and marketing expenses	銷售及營銷開支	(574,681)	(884,584)
Administrative expenses	行政開支	(134,877)	(126,243)
Net provision for impairment loss on financial assets	金融資產減值虧損撥備淨額	(15,322)	(11,919)
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	28,759	17,251
Other income	其他收入	44,782	16,808
Other (losses)/gains – net	其他(虧損)/收益淨額	(87,654)	21,117
Operating (loss)/profit	經營(虧損)/溢利	(128,452)	334,759
Finance income	財務收入	9,678	9,403
Finance costs	財務費用	(23,283)	(4,661)
Share of results of associates	應佔聯營公司業績	(19,911)	(18,133)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(161,968)	321,368
Income tax credit/(expense)	所得稅抵免/(開支)	26,764	(30,134)
(Loss)/profit for the period	期內(虧損)/溢利	(135,204)	291,234
(Loss)/profit attributable to:	以下各項應佔(虧損)/溢利:		
Equity holders of the Company	本公司權益持有人	(132,138)	291,351
Non-controlling interests	非控股權益	(3,066)	(117)
		(135,204)	291,234
Adjusted net profit for the period ^(a)	期內經調整溢利淨額 ^(a)	112,003	417,945

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			
		2022		2021	
		二零二二年		二零二一年	
		RMB'000		RMB'000	
		人民幣千元		人民幣千元	
Accommodation reservation services	住宿預訂服務	543,526	41.2%	742,892	34.7%
Transportation ticketing services	交通票務服務	619,521	47.0%	1,234,750	57.8%
Others	其他	155,603	11.8%	160,335	7.5%
Total revenue	總收入	1,318,650	100.0%	2,137,977	100.0%

Revenue decreased by 38.3% from RMB2,138.0 million for the three months ended June 30, 2021 to RMB1,318.7 million for the three months ended June 30, 2022.

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 decreased by 26.8% from RMB742.9 million for the three months ended June 30, 2021 to RMB543.5 million in the same period of 2022. The decrease was mainly due to the resurgence of COVID-19 since March 2022 with declined demand of accommodation reservation services.

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：

收入由截至二零二一年六月三十日止三個月的人民幣2,138.0百萬元減少38.3%至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。

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二零二一年六月三十日止三個月的人民幣742.9百萬元減少26.8%至二零二二年同期的人民幣543.5百萬元。該減少主要是由於自二零二二年三月起新型冠狀病毒反彈及住宿預訂服務的需求下降。

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 decreased by 49.8% from RMB1,234.8 million for the three months ended June 30, 2021 to RMB619.5 million for the three months ended June 30, 2022, which was mainly due to the resurgence of COVID-19 since March 2022 with declined demand of transportation ticketing services.

OTHERS

Revenue from others mainly includes: (i) revenue from advertising services; (ii) revenue generated from ancillary value-added user services; (iii) revenue from membership services; (iv) revenue from corporate travel services; and (v) revenue from attraction ticketing services.

Revenue from others remains stable at RMB160.3 million for the three months ended June 30, 2021 and 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) bandwidth and servers custody fee; (v) cost of pre-purchased travel related products, representing the prices we pay to TSPs to purchase travel products for which we take inventory risk; (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 fees, user fulfilment fees (which represent compensation paid to users due to user and customers complaints), and 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二零二一年六月三十日止三個月的人民幣1,234.8百萬元減少49.8%至截至二零二二年六月三十日止三個月的人民幣619.5百萬元，主要是由於自二零二二年三月起新型冠狀病毒反彈及交通票務服務的需求下降。

其他

其他收入主要包括：(i)廣告服務收入；(ii)配套增值用戶服務所得收入；(iii)會員服務收入；(iv)商務旅遊服務收入；及(v)景點門票服務收入。

其他收入於截至二零二一年六月三十日止三個月維持穩定於人民幣160.3百萬元，而截至二零二二年六月三十日止三個月則為人民幣155.6百萬元。

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薪酬）；(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)帶寬及服務器保管費；(v)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；(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、專業費用、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, 2022 and 2021:

下表載列截至二零二二年及二零二一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：

		Unaudited			
		Three months ended June 30,			
		未經審核			
		截至六月三十日止三個月			
		2022		2021	
		二零二二年		二零二一年	
		RMB'000		RMB'000	
		人民幣千元		人民幣千元	
Order processing cost	訂單處理成本	147,763	38.6%	249,333	49.3%
Employee benefit expenses	僱員福利開支	73,518	19.2%	60,216	11.9%
Procurement costs	採購成本	32,496	8.5%	37,138	7.3%
Bandwidth and servers custody fee	帶寬及服務器保管費	35,312	9.2%	41,487	8.2%
Cost of pre-purchased travel related products	買斷旅遊相關產品的成本	34,499	9.0%	65,289	12.9%
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	31,061	8.1%	23,316	4.6%
Others	其他	28,581	7.4%	28,668	5.8%
Total cost of revenue	總銷售成本	383,230	100.0%	505,447	100.0%

Cost of revenue decreased by 24.2% from RMB505.4 million for the three months ended June 30, 2021 to RMB383.2 million for the three months ended June 30, 2022. The decrease was mainly due to: (i) a decrease in order processing cost from RMB249.3 million for the three months ended June 30, 2021 to RMB147.8 million for the three months ended June 30, 2022, as a result of declined GMV; (ii) a decrease in cost of pre-purchased travel related products from RMB65.3 million for the three months ended June 30, 2021 to RMB34.5 million for the three months ended June 30, 2022; and (iii) partially offset by an increase in employee benefit expenses driven by the increased employee number of our user services and TSP services employees. Excluding share-based compensation charges, cost of revenue accounted for 28.7% of revenue for the three months ended June 30, 2022, which increased from 23.5% for the same period of 2021.

銷售成本由截至二零二一年六月三十日止三個月的人民幣505.4百萬元減少24.2%至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。銷售成本減少主要是由於：(i)因交易額減少，令訂單處理成本由截至二零二一年六月三十日止三個月的人民幣249.3百萬元減少至截至二零二二年六月三十日止三個月的人民幣147.8百萬元；(ii)買斷旅遊相關產品的成本由截至二零二一年六月三十日止三個月的人民幣65.3百萬元減少至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；及(iii)部分被用戶服務及旅遊服務供應商服務的員工數目增加令僱員福利開支增加所抵銷。剔除以股份為基礎的薪酬費用，截至二零二二年六月三十日止三個月的銷售成本佔收入的比例由二零二一年同期的23.5%上升至28.7%。

SERVICE DEVELOPMENT EXPENSES

Service development expenses mainly consist of employee benefit expenses, depreciation and amortization expense. Service development expenses were almost flattened at RMB324.9 million for the three months ended June 30, 2022, compared with RMB330.2 million for the three months ended June 30, 2021. Excluding share-based compensation charges, service development expenses accounted for 22.3% of revenue for the three months ended June 30, 2022, which increased from 14.8% for the same period of 2021.

SELLING AND MARKETING EXPENSES

Selling and marketing expenses decreased by 35.0% from RMB884.6 million for the three months ended June 30, 2021 to RMB574.7 million for the three months ended June 30, 2022. The decrease was mainly due to the decrease in advertising and promotion expenses and commission expenses. Excluding share-based compensation charges, selling and marketing expenses accounted for 42.7% of revenue for the three months ended June 30, 2022, compared with 41.1% for the same period of 2021.

ADMINISTRATIVE EXPENSES

Administrative expenses increased from RMB126.2 million for the three months ended June 30, 2021 to RMB134.9 million for the three months ended June 30, 2022, which was mainly due to the increase in employee benefit expenses. Excluding share-based compensation charges, administrative expenses accounted for 6.0% of revenue for the three months ended June 30, 2022, which increased from 4.6% for the same period of 2021.

NET PROVISION FOR IMPAIRMENT LOSS ON FINANCIAL ASSETS

Net provision for impairment loss on financial assets increased to RMB15.3 million for the three months ended June 30, 2022 from RMB11.9 million for the same period of 2021, which was mainly due to the increase in expected credit loss of trade and other receivables.

服務開發開支

服務開發開支主要包括僱員福利開支、折舊及攤銷開支。服務開發開支於截至二零二二年六月三十日止三個月幾乎持平，為人民幣324.9百萬元，而截至二零二一年六月三十日止三個月則為人民幣330.2百萬元。剔除以股份為基礎的薪酬費用，截至二零二二年六月三十日止三個月的服務開發開支佔收入的比例由二零二一年同期的14.8%上升至22.3%。

銷售及營銷開支

銷售及營銷開支由截至二零二一年六月三十日止三個月的人民幣884.6百萬元減少35.0%至截至二零二二年六月三十日止三個月的人民幣574.7百萬元。該減少主要是由於廣告及推廣開支以及佣金開支減少所致。剔除以股份為基礎的薪酬費用，截至二零二二年六月三十日止三個月的銷售及營銷開支佔收入的比例為42.7%，而二零二一年同期則為41.1%。

行政開支

行政開支由截至二零二一年六月三十日止三個月的人民幣126.2百萬元增加至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，主要是由於僱員福利開支增加。剔除以股份為基礎的薪酬費用，截至二零二二年六月三十日止三個月的行政開支佔收入的比例由二零二一年同期的4.6%上升至6.0%。

金融資產減值虧損撥備淨額

金融資產減值虧損撥備淨額由截至二零二一年六月三十日止三個月的人民幣11.9百萬元增加至二零二二年同期的人民幣15.3百萬元，主要由於貿易及其他應收款項的預期信貸虧損增加。

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

We recorded fair value gains on investments measured at fair value through profit or loss of RMB28.8 million for the three months ended June 30, 2022, compared with RMB17.3 million for the three months ended June 30, 2021, which was mainly due to the less fair value losses on our investments in certain public and private companies.

OTHER INCOME

We recorded other income of RMB44.8 million for the three months ended June 30, 2022, compared with RMB16.8 million for the three months ended June 30, 2021. The increase was mainly due to more government subsidies received.

OTHER (LOSSES)/GAINS – NET

We recorded other losses of RMB87.7 million for the three months ended June 30, 2022 and other gains of RMB21.1 million for the three months ended June 30, 2021. The decrease was mainly due to the increase in foreign exchange losses and loss on foreign currency financial instruments.

INCOME TAX CREDIT/(EXPENSE)

We recorded an income tax credits of RMB26.8 million for the three months ended June 30, 2022 and income tax expense of RMB30.1 million for the three months ended June 30, 2021, respectively, as a result of decrease of 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, 2022.

PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

As a result of the foregoing, profit attributable to equity holders of the Company decreased from a profit of RMB291.4 million for the three months ended June 30, 2021 to a loss of RMB132.1 million for the three months ended June 30, 2022.

按公允價值計量且其變動計入損益 的投資公允價值變動

截至二零二二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28.8百萬元，而截至二零二一年六月三十日止三個月則為人民幣17.3百萬元，主要是由於若干公眾及私人公司投資的公允價值虧損減少。

其他收入

截至二零二二年六月三十日止三個月，我們錄得其他收入人民幣44.8百萬元，而截至二零二一年六月三十日止三個月則為人民幣16.8百萬元。該增加主要是由於已收取更多政府補貼。

其他(虧損)/收益淨額

我們於截至二零二二年六月三十日止三個月及截至二零二一年六月三十日止三個月分別錄得其他虧損人民幣87.7百萬元及其他收益人民幣21.1百萬元。這主要是由於匯兌虧損及外幣金融工具的虧損增加所致。

所得稅抵免/(開支)

我們於截至二零二二年六月三十日止三個月及截至二零二一年六月三十日止三個月分別錄得所得稅抵免人民幣26.8百萬元及所得稅開支人民幣30.1百萬元，乃由於截至二零二二年六月三十日止三個月的當期所得稅費用的減少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

綜上所述，本公司權益持有人應佔溢利由截至二零二一年六月三十日止三個月的溢利人民幣291.4百萬元減少至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。

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 net loss/(gain); (v) net losses/(gains) on investees; and (vi) others, including acquisition-related cost and net loss 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/(gain); (iv) net losses/(gains) on investees; and (v) others, including acquisition-related cost, net loss 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)以股份為基礎的薪酬總額；(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／(收益)淨額；(v)被投資方的虧損／(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)以股份為基礎的薪酬淨額；(ii)所收購的無形資產攤銷；(iii)匯兌虧損／(收益)；(iv)被投資方的虧損／(收益)淨額；及(v)其他，包括收購相關成本、外幣金融工具的淨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，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 (loss)/profit

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

a. 經調整EBITDA與經營(虧損)/溢利的對賬

下表載列於所呈報期間經調整EBITDA與經營(虧損)/溢利的對賬，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	
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Operating (loss)/profit	經營(虧損)/溢利	(128,452)	334,759	9,368	550,166
Add:	加：				
Share-based compensation, gross ^(a)	以股份為基礎的 薪酬總額 ^(a)	101,886	50,202	196,800	107,567
Amortization of intangible assets	無形資產攤銷	157,155	104,158	313,927	208,169
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	51,731	40,962	101,593	81,523
Foreign exchange loss/(gain) ^(b)	匯兌虧損/(收益) ^(b)	106,715	(2,536)	100,058	4,563
Net losses/(gains) on investees ^(c)	被投資方的虧損/ (收益)淨額 ^(c)	(13,064)	22,181	(7,393)	20,648
Others	其他	16,263	-	16,318	65
Adjusted EBITDA	經調整EBITDA	292,234	549,726	730,671	972,701

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/(gain) 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 (gains)/losses 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/(收益)，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(收益)/虧損。

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

The following table reconciles our adjusted net profit for the period to (loss)/profit for the period, 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 2022 二零二二年 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	
		2021 二零二一年 RMB'000 人民幣千元		2021 二零二一年 RMB'000 人民幣千元	
(Loss)/profit for the period	期內(虧損)/溢利	(135,204)	291,234	(37,967)	460,362
Add:	加:				
Share-based compensation, net ^(a)	以股份為基礎的薪酬淨額 ^(a)	84,772	37,188	181,073	94,553
Amortization of intangible assets from acquisition ^(b)	收購所得無形資產攤銷 ^(b)	52,509	69,878	104,880	139,607
Foreign exchange loss/(gain) ^(c)	匯兌虧損/(收益) ^(c)	106,715	(2,536)	100,058	4,563
Net losses/(gains) on investees ^(d)	被投資方的虧損/(收益)淨額 ^(d)	(13,064)	22,181	(7,393)	20,648
Others	其他	16,275	-	16,342	65
Adjusted net profit for the period	期內經調整溢利淨額	112,003	417,945	356,993	719,798

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 and depreciation of property, plant and equipment in relation to business combinations.
- (c) Represents foreign exchange loss/(gain) 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 (gains)/losses on disposal of investees or subsidiaries.

b. 期內經調整溢利與期內(虧損)/溢利的對賬

下表載列於所呈報期間的期內經調整溢利淨額與期內(虧損)/溢利的對賬，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，扣除於損益確認以股份為基礎的薪酬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及物業、廠房及設備折舊。
- (c) 指匯兌虧損/(收益)，其為宏觀經濟因素的結果，於不同期間可能出現差異。
- (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(收益)/虧損。

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薪酬如下：

		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	
		2022	2021	2022	2021
		二零二二年	二零二一年	二零二二年	二零二一年
		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
Cost of revenue	銷售成本	4,720	2,311	9,055	4,970
Service development expenses	服務開發開支	30,232	14,709	58,054	31,727
Selling and marketing expenses	銷售及營銷開支	11,519	5,459	22,212	11,637
Administrative expenses	行政開支	55,415	27,723	107,479	59,233
Total share-based compensation, gross	以股份為基礎的薪酬總額	101,886	50,202	196,800	107,567
Tax effect of temporary difference	暫時差額的稅務影響	(17,114)	(13,104)	(15,727)	(13,104)
Total share-based compensation, net	以股份為基礎的薪酬淨額	84,772	37,188	181,073	94,553

Liquidity and Financial Resources

We fund our liquidity needs mainly from (i) the net proceeds received from the Global Offering; (ii) net cash generated from our business operation; and (iii) bank borrowings.

We had cash and cash equivalents of RMB2,813.9 million and RMB2,298.0 million as of June 30, 2022 and 2021, respectively.

As of June 30, 2022, all the Group's borrowings are denominated in RMB or USD, and bear interest at China Interbank Offered Rate or London Interbank Offered Rate with margin. For certain borrowings, they are at fixed rate from September 16, 2021 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, 2022, please refer to note 22 to the Interim Condensed Consolidated Financial information.

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 health and liquidity position.

流動資金及財務資源

我們主要以(i)全球發售所得款項淨額；(ii)業務運營所得現金淨額；及(iii)銀行借款撥付流動資金需求。

截至二零二二年及二零二一年六月三十日，我們分別擁有現金及現金等價物人民幣2,813.9百萬元及人民幣2,298.0百萬元。

截至二零二二年六月三十日，本集團所有借款均以人民幣或美元計值，並按中國銀行間同業拆放利率或倫敦銀行同業拆借利率加利率計息。若干借款自二零二一年九月十六日起按固定利率計息。有關本公司及本集團於二零二二年六月三十日的借款水平以及銀行貸款的到期付款情況，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風險狀況評估其信譽，並通過定期檢討其反映本集團財務穩健狀況及流動資金狀況的現金狀況以監控其資本。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

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：

		Unaudited	
		For the six months	
		ended June 30,	
		未經審核	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net cash generated from operating activities	經營活動所得現金淨額	187,917	1,181,627
Net cash used in investing activities	投資活動所用現金淨額	(1,337,563)	(780,125)
Net cash generated from financing activities	融資活動所得現金淨額	1,856,760	95,867
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	707,114	497,369
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	2,045,604	1,804,484
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	61,196	(3,868)
Cash and cash equivalents at end of the period	期末現金及現金等價物	2,813,914	2,297,985

Net cash generated from operating activities

For the six months ended June 30, 2022, net cash generated from operating activities was RMB187.9 million, which was primarily attributable to the loss before income tax of RMB19.8 million, as adjusted by (i) amortization of intangible assets of RMB313.9 million, depreciation of property, plant and equipment and right-of-use assets of RMB101.6 million, share-based compensation of RMB196.8 million, net provision for impairment loss on financial assets of RMB13.0 million, net foreign exchange loss of RMB100.1 million, fair value gain on investments measured at fair value through profit or loss of RMB32.4 million, net other gains of RMB40.3 million, interest income of RMB17.4 million, interest expense of RMB40.4 million; and (ii) changes in working capital, which primarily consisted of an increase trade receivable of RMB329.2 million, an increase in trade payables of RMB146.2 million, an increase in prepayment and other receivables of RMB71.8 million, and a decrease in other payables and accruals and contract liabilities of RMB202.0 million. We also paid income tax of RMB32.2 million and received interest income of RMB16.5 million.

經營活動所得現金淨額

截至二零二二年六月三十日止六個月，經營活動所得現金淨額為人民幣187.9百萬元，主要由於除所得稅前虧損人民幣19.8百萬元所致，經以下各項調整：(i)無形資產攤銷人民幣313.9百萬元、物業、廠房及設備和使用權資產折舊人民幣101.6百萬元、以股份為基礎的薪酬人民幣196.8百萬元、金融資產減值虧損撥備淨額人民幣13.0百萬元、匯兌虧損淨額人民幣100.1百萬元、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32.4百萬元、其他收益淨額人民幣40.3百萬元、利息收入人民幣17.4百萬元、利息開支人民幣40.4百萬元；及(ii)營運資金變動，主要包括貿易應收款項增加人民幣329.2百萬元、貿易應付款項增加人民幣146.2百萬元、預付款項及其他應收款項增加人民幣71.8百萬元以及其他應付款項及應計費用及合約負債減少人民幣202.0百萬元。我們亦已繳付所得稅人民幣32.2百萬元及收取利息收入人民幣16.5百萬元。

Net cash used in investing activities

For the six months ended June 30, 2022, net cash used in investing activities was RMB1,337.6 million, which was primarily attributable to (i) net cash paid for wealth management products of RMB838.7 million; (ii) payment for long-term equity investments of RMB574.1 million; (iii) purchase of property, plant and equipment of RMB100.7 million; (iv) purchase of intangible assets of RMB16.9 million; and (v) offset by proceeds from disposal of long-term equity investment measured at fair value of RMB106.0 million and investments accounted for using the equity method of RMB80.9 million, respectively.

Net cash generated from financing activities

For the six months ended June 30, 2022, net cash generated from financing activities was RMB1,856.8 million, which was primarily due to net proceeds from long-term borrowings of RMB1,872.3 million.

Gearing Ratio

As of June 30, 2022, our gearing ratio, calculated as total borrowings and lease liabilities divided by total equity attributable to equity holders of the Company, was approximately 15.0%.

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. As of June 30, 2022, the carrying amount of such secured property was RMB344.7 million.

投資活動所用現金淨額

截至二零二二年六月三十日止六個月，投資活動所用現金淨額為人民幣1,337.6百萬元，主要由於(i)理財產品已付淨現金人民幣838.7百萬元；(ii)長期股權投資付款人民幣574.1百萬元；(iii)購買物業、廠房及設備人民幣100.7百萬元；(iv)購買無形資產人民幣16.9百萬元；及(v)分別被出售按公允價值計量的長期股權投資所得款項人民幣106.0百萬元及採用權益法入賬的投資人民幣80.9百萬元所抵銷。

融資活動所得現金淨額

截至二零二二年六月三十日止六個月，融資活動所得現金淨額為人民幣1,856.8百萬元，主要由於長期借款所得款項淨額人民幣1,872.3百萬元。

資本負債比率

截至二零二二年六月三十日，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15.0%。

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。截至二零二二年六月三十日，該擔保物業的賬面值為人民幣344.7百萬元。

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	
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Purchase of property, plant and equipment	購置物業、廠房及設備	100,731	140,232
Purchase of intangible assets	購買無形資產	16,872	352
Placement of long-term investments ^(a)	長期投資 ^(a)	574,089	213,373
Total capital expenditure	資本開支總額	691,692	353,957

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. 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。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, 2022 未經審核 於 二零二二年 六月三十日 RMB'000 人民幣千元	Audited As at December 31, 2021 經審核 於 二零二一年 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	1,368,316	1,127,921
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	922,381	828,414
Investments measured at amortized cost	按攤餘成本計量的投資	2,180,352	2,010,674
Total long-term investments	長期投資總額	4,471,049	3,967,009

Our long-term investments as at June 30, 2022 were RMB4,471.0 million, as compared to RMB3,967.0 million as at December 31, 2021. 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 transportation services, hotel management 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 private companies that we have no control or significant influence, which are principally engaged in transportation services; and (ii) wealth management products with terms of more than one year, denominated in RMB, with expected rates of return ranging from 4.15% to 4.30% per annum for the six months ended June 30, 2022. The returns on all of these wealth management products are not guaranteed, hence their contractual cash flow 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, 2022 and December 31, 2021, total long-term investments as a percentage to the Group's total assets was 18.7% and 18.4%, 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, 2022, there was no individual investment with a value of 5% or more of the Company's total assets as at June 30, 2022. We plan to fund our long-term investments using cash flows generated from our operations and the net proceeds received from the Global Offering.

於二零二二年六月三十日，我們的長期投資為人民幣4,471.0百萬元，而於二零二一年十二月三十一日為人民幣3,967.0百萬元。我們採用權益法入賬的投資增加乃由於我們具有重大影響力的若干私人公司的更多投資所致。該等公司主要從事運輸服務、酒店管理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)我們不具有控制或重大影響力的若干私人公司的投資增加，其主要從事交通服務；及(ii)年期為一年以上，以人民幣計值的理財產品，於截至二零二二年六月三十日止六個月，每年預期回報率介乎4.15%至4.30%。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。於二零二二年六月三十日及二零二一年十二月三十一日，長期投資總額分別佔本集團資產總值18.7%及18.4%。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。按攤銷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。截至二零二二年六月三十日，概無個別投資價值佔本公司於二零二二年六月三十日資產總值的5%或以上。我們計劃使用經營所得現金流量及全球發售所得款項淨額為長期投資提供資金。

Short-term Investments

短期投資

		Unaudited As at June 30, 2022 未經審核 於 二零二二年 六月三十日 RMB'000 人民幣千元	Audited As at December 31, 2021 經審核 於 二零二一年 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	318,040	-
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	3,824,753	3,343,317
Total short-term investments	短期投資總額	4,142,793	3,343,317

Short-term investments measured at amortized cost as at June 30, 2022 were term deposits within one year, with returns calculated based on fixed interest rate and denominated in USD. 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 and USD, with expected rates of return ranging from 2.21% to 5.33% per annum for the six months ended June 30, 2022. 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, 2022 and December 31, 2021, total short-term investments as a percentage to the Group's total assets was 17.3% and 15.5%, 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.

於二零二二年六月三十日的按攤銷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，因此按攤銷成本計量。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，以人民幣及美元計值，截至二零二二年六月三十日止六個月，每年預期回報率介乎2.21%至5.33%。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。於二零二二年六月三十日及二零二一年十二月三十一日，短期投資總額分別佔本集團資產總值17.3%及15.5%，並無個別投資佔本集團的資產總值超過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利率之回報的優勢，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 Disposals

On February 18, 2022, the Company acquired the remaining 53.5% equity interest in a PMS company, Beijing MIOT Technology Co., Ltd. (北京米天下科技股份有限公司), from third parties and accounted for such acquisition as a business combination and started to consolidate the financial statements from February 18, 2022. This enables the Company to further enhance our technological and service capabilities and enable us to build closer ties with supply end by providing comprehensive solutions to more small and medium-sized hotels in lower-tier cities to improve their daily operational efficiency, thus further enhancing the online penetration rate and digitalization of the industry.

Save for the acquisition above, there were no other material acquisitions and disposals of subsidiaries, associates and joint ventures during the six months ended June 30, 2022.

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, 2022, the Group entered into certain derivative contracts with financial institutions which are used for economic hedging purposes. These derivative contracts are accounted for as financial assets/(liabilities) at fair value through profit or loss. For the extent to which such derivative contracts are used for hedging purpose, please refer to note 17 to the Interim Condensed Consolidated Financial Information of this interim report.

重大收購及出售

於二零二二年二月十八日，本公司從第三方收購了一家PMS公司北京米天下科技股份有限公司的其餘53.5%股權，並將該收購入賬為業務合併，及自二零二二年二月十八日起開始在財務報表綜合入賬。此舉讓本公司得以進一步加強我們的技術及服務能力。通過為下沉市場的中小型酒店提供全面的解決方案以提高其日常運營效率，我們可以與供應端建立更緊密的聯繫，從而進一步提高行業的線上滲透率及數字化。

除上述收購事項外，截至二零二二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。本集團有若干金融資產或負債以本集團附屬公司及於中國營運的併表聯屬實體各自功能貨幣以外的貨幣計值，而截至二零二二年六月三十日，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。該等衍生合約列作按公允價值計量且其變動計入損益的金融資產／（負債）。有關該等衍生合約用作對沖用途的程度，請參閱本中期簡明綜合財務資料附註17。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Employee

As of June 30, 2022, we had a total of 5,284 full-time employees. As of the same date, approximately 45.27% and 11.28% of our full-time employees were based in Suzhou and Beijing, respectively, while remaining 43.45% 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, 2022.

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 when it becomes necessary under the Listing Rules on the Stock Exchange.

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

截至二零二二年六月三十日，我們共有5,284名全職僱員。截至同日，約45.27%及11.28%的全職僱員分別位於蘇州及北京，餘下43.45%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，於截至二零二二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。本公司將根據上市規則於必要時於聯交所作出適當披露。

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, 2022, 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

於二零二二年六月三十日，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	所持股份數目	持股百分比
Mr. Wu Zhixiang ⁽¹⁾ 吳志祥先生 ⁽¹⁾	Founder of a discretionary trust, Beneficial interest 全權信託的創立人、實益權益	17,274,600 (L)	0.78%
Mr. Ma Heping ⁽²⁾ 馬和平先生 ⁽²⁾	Founder of a discretionary trust, Beneficial interest 全權信託的創立人、實益權益	36,738,810 (L)	1.65%
Mr. Jiang Hao ⁽³⁾ 江浩先生 ⁽³⁾	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)	0.43%
Mr. Liang Jianzhang ⁽⁴⁾ 梁建章先生 ⁽⁴⁾	Interest of spouse 配偶權益	3,099,200 (L)	0.14%

(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, 2022, 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, 2022, 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, 2022, Mr. Jiang beneficially owns 3,907,390 options granted pursuant to the 2016 Share Incentive Plan and 2018 Share Incentive Plan.

- (4) 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。於二零二二年六月三十日，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。於二零二二年六月三十日，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。

於二零二二年六月三十日，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) 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 ⁽¹⁾ 不適用 ⁽¹⁾	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 ⁽¹⁾ 不適用 ⁽¹⁾	49.00%
Mr. Jiang Hao 江浩先生	Beijing E-dragon 北京藝龍	N/A ⁽¹⁾ 不適用 ⁽¹⁾	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.

Save as disclosed above, as at June 30, 2022, 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。

除上文所披露者外，於二零二二年六月三十日，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、相關股份中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分部條文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及淡倉；或根據標準守則須知會本公司及聯交所的權益及淡倉。

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

As at June 30, 2022, 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

於二零二二年六月三十日，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及淡倉：

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”) ⁽¹⁾ TCH Sapphire Limited (「TCH Sapphire」) ⁽¹⁾	Beneficial owner 實益擁有人	310,899,020 (L)	14.00%
Image Frame Investment (HK) Limited (“Image Frame”) ⁽¹⁾ 意像架構投資(香港)有限公司(「意像架構」) ⁽¹⁾	Beneficial owner 實益擁有人	158,365,730 (L)	7.13%
Tencent Holdings Limited (“Tencent”) ⁽¹⁾ 騰訊控股有限公司(「騰訊」) ⁽¹⁾	Interest in controlled corporations 受控制法團權益	476,215,740 (L)	21.44%
C-Travel International Limited (“C-Travel”) ⁽²⁾ C-Travel International Limited(「C-Travel」) ⁽²⁾	Beneficial owner 實益擁有人	288,273,190 (L)	12.98%
	Interest in controlled corporations ⁽³⁾ 受控制法團權益 ⁽³⁾	122,995,180 (L)	5.54%
		411,268,370 (L)	18.52%
Ctrip.com (Hong Kong) Limited (“Ctrip Hong Kong”) ⁽²⁾ 攜程旅行網(香港)有限公司(「攜程(香港)」) ⁽²⁾	Beneficial owner 實益擁有人	148,966,590 (L)	6.71%

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	持股百分比
Trip.com Group Limited (“Trip.com Group”) ⁽²⁾ 攜程(「攜程」) ⁽²⁾	Interest in controlled corporations 受控制法團權益	560,234,960 (L)	25.23%
T. Rowe Price Associates, Inc. and its Affiliates T. Rowe Price Associates, Inc.及其附屬公司	Beneficial owner 實益擁有人	132,421,000 (L)	5.96%
Brown Brothers Harriman & Co. Brown Brothers Harriman & Co.	Approved lending agent 核准借出代理人	111,044,737 (L) 111,044,737 (P)	5.00% 5.00%

(L) denotes a long position
(P) denotes a lending pool

Notes:

- 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.

(L) 代表好倉
(P) 代表可供借出的股份

附註：

- 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。

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

Save as disclosed above, as at June 30, 2022, 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 six months ended June 30, 2022 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.

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. The terms of the 2016 Share Incentive Plan are not subject to the provision of Chapter 17 of the Listing Rules.

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.

除上文所披露者外，於二零二二年六月三十日，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，於截至二零二二年六月三十日止六個月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。

二零一六年股份激勵計劃

本公司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。二零一六年股份激勵計劃的條款不受上市規則第十七章的條文規限。

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. 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 among which 8,300,000 were granted to Mr. Jiang Hao. 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**”).

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.

合資格參與人士

二零一六年股份激勵計劃的合資格參與人士包括：(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(「**附屬公司**」)的任何實體；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。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，其中8,300,000個授予江浩先生。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**」)。

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。

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.

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.

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 4 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.

Save as disclosed above, as of June 30, 2022, no RSUs or share options had been granted or agreed to be granted by the Company pursuant to the 2016 Share Incentive Plan.

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。有關的代價可包括(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。

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。

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四年期限。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。

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。

除上文所披露者外，截至二零二二年六月三十日，本公司並無根據二零一六年股份激勵計劃授出或同意授出任何受限制股份單位或購股權。

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"). The terms of the 2018 Share Incentive Plan are not subject to the provision of Chapter 17 of the Listing Rules.

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 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.

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 Shares") 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 7.35% of the issued shares as at June 30, 2022.

The number of outstanding Shares subject to the options granted under the 2018 Share Incentive Plan is 163,240,270 Shares. No additional options will be granted under the 2018 Share Incentive Plan after the Listing.

二零一八年股份激勵計劃

本公司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」)。二零一八年股份激勵計劃的條款不受上市規則第十七章的條文規限。

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。

合資格參與人士

二零一八年股份激勵計劃的合資格參與人士包括：(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(「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，佔二零二二年六月三十日已發行股份約7.35%。

受根據二零一八年股份激勵計劃授出的購股權所規限的發行在外的股份數目為163,240,270股。本公司於上市後概不會根據二零一八年股份激勵計劃授出額外購股權。

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

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 of the Company (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.

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.

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本公司行政總裁、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。

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。有關的代價可包括(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）。

相關合資格參與人士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。

Vesting of awards

Any options granted under the 2018 Share Incentive Plan will become vested and exercisable, any RSUs granted under the 2018 Share Incentive Plan will vest and be settled and any Restricted Shares issued under the 2018 Share Incentive Plan will vest and no longer be subject to forfeiture at such times and under such conditions as determined by the Management and set forth in an Award Agreement.

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 5.5 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.

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予以歸屬並可予行使，根據二零一八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，及根據二零一八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管理層釐定及載於獎勵協議的該等時間及該等條件下被沒收。

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五年半期限。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。

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 six months ended June 30, 2022, the movements in the options granted under the 2018 Share Incentive Plan were as follows:
截至二零二二年六月三十日止六個月，根據二零一八年股份激勵計劃授出的購股權變動如下：

Name of category of grantee 承授人類別名稱	Number of share options 購股權數目					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	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價格	Weighted average closing price of the Company's shares 本公司股份加權平均收市價
	As at January 1, 2022 於二零二二年一月一日	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed/ Forfeited during the period 期內失效/沒收	Expired during the period 於二零二二年六月三十日到期						
Executive Director 執行董事											
Wu Zhiqiang 吳志強	2,625,200	-	-	-	2,625,200	March 9, 2018 to March 9, 2028	RMB2.60 per Share 每股人民幣2.60元	Note 1 附註1	-	-	-
Ma Heping 馬和平	2,625,200	-	-	-	2,625,200	May 18, 2018 to May 18, 2028	RMB5.50 per Share 每股人民幣5.50元	Note 1 附註1	-	-	-
	5,185,755	-	-	-	5,185,755	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 to May 18, 2028	RMB5.50 per Share 每股人民幣5.50元	Note 1 附註1	-	-	-

Name of grantee 承授人姓名	Number of share options 購股權數目				Date of grant of share options 購股權授出日期	Exercise period of share options 購股權行使期	Exercise price of share options 購股權行使價	Vesting period 歸屬期	Price of the Company's shares immediately before the grant date of options 緊接購股權 授出日期前 本公司股份價格	Weighted average closing price of the Company's shares 本公司股份加權平均收市價
	As at January 1, 2022	Granted during the period	Exercised during the period	Lapsed/ Forfeited during the period						
承授人類別名稱	於二零二二年 一月一日	期內授出	期內行使	期內失效/ 沒收	於二零二二年 六月三十日	購股權行使期	購股權行使價	歸屬期	本公司股份價格	緊接購股權 授出日期前 本公司股份價格
	160	-	-	-	160	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)	-	-
Non-executive Director 非執行董事										
Jiang Hao	1,803,695	-	-	-	1,803,695	March 9, 2018 to March 9, 2028	RMB82.60 per Share	Note 1	-	-
江浩										
						二零一八年 三月九日	每股人民幣2.60元	附註1		
	1,803,695	-	-	-	1,803,695	May 18, 2018 to May 18, 2028	RMB5.50 per Share	Note 1	-	-
						二零一八年 五月十八日	每股人民幣5.50元	附註1		

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Name of grantee of grantee	Number of share options 購股權數目				Date of grant of share options	Exercise period of share options	Exercise price of share options	Vesting period	Price of the Company's shares immediately before the grant date of options 緊接購股權 授出日期前 本公司股份價格	Weighted average closing price of the Company's shares 本公司股份加權平均收市價
	As at January 1, 2022	Granted during the period	Exercised during the period	Lapsed/ Forfeited during the period						
承授人類別名稱	於二零二二年 一月一日	期內授出	期內行使	期內失效/ 沒收	於二零二二年 六月三十日	購股權授出日期	購股權行使價	歸屬期	本公司股份價格	緊接行使日期前 於購股權行使日期
	300,000	-	-	-	300,000	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)	-	-
735 employees of the Group in aggregate 本集團735名僱員合計	15,642,671	-	1,215,666	9,387	14,417,618	September 1, 2018 to September 1, 2028	RMB2.60 per Share	Note 1	-	HKD15.65
	16,379,326	-	1,325,032	15,012	15,039,282	March 9, 2018 to March 9, 2028	RMB5.50 per Share	Note 1	-	HKD16.50
						September 1, 2018 to September 1, 2028	每股9.80港元	於本公司市值達到 人民幣300億元時 (附註2)		
						二零一八年 九月一日	每股9.80港元			
						二零一八年 三月九日	每股人民幣2.60元	附註1		15.97港元
						二零一八年 五月十八日	每股人民幣5.50元	附註1		16.50港元
						二零一八年 五月十八日	每股人民幣5.50元	附註1		16.71港元

Name of grantee 承授人類別名稱	Number of share options 購股權數目				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	Price of the Company's shares immediately before the grant date of options 緊接購股權 授出日期前 本公司股份價格	Weighted average closing price of the Company's shares 本公司股份加權平均收市價
	As at January 1, 2022	Granted during the period	Exercised during the period	Lapsed/ Forfeited during the period						
	於二零二二年 一月一日	期內授出	期內行使	期內失效/ 沒收	於二零二二年 六月三十日	購股權的行使期	購股權的行使價	歸屬期	緊接購股權 授出日期前 本公司股份價格	緊接行使日期前 購股權行使日期
	7,869,300	-	113,300	-	7,756,000	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)	-	HKD15.42
						二零一八年九月一日至 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)			15.42港元
										15.77港元
Total	59,420,757	-	2,653,998	24,399	56,742,360					
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.

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**”). As the 2019 Share Option Plan involves the grant of options, the terms of the 2019 Share Option Plan are subject to the relevant requirements of Chapter 17 of the Listing Rules.

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.

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.

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。

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」）。由於二零一九年購股權計劃涉及授出購股權，二零一九年購股權計劃的條款須遵守上市規則第十七章的相關規定。

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，並通過提供認購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。

合資格參與人士

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、財務總監、營運總監及科技總監組成的管理層（「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。

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 total maximum number of Shares in respect of which share options may be granted under the 2019 Share Option Plan would be 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.

On December 20, 2019, a total of 20,983,500 options were granted to certain eligible participants pursuant to the 2019 Share Option Plan to subscribe for a total of 20,983,500 Shares. On October 23, 2020, a total of 21,100,000 options were granted to certain eligible participants pursuant to the 2019 Share Option Plan to subscribe for a total of 21,100,000 Shares. On October 21, 2021, a total of 31,787,798 options were granted to certain eligible participants pursuant to the 2019 Share Option Plan to subscribe for a total of 31,787,798 Shares. The number of outstanding Shares subject to the options granted under the 2019 Share Option Plan is 56,632,958 Shares, which represents approximately 2.55% of the issued Shares as at the Latest Practicable Date.

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可能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將為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。

於二零一九年十二月二十日，根據二零一九年購股權計劃向若干合資格參與人士授予合共20,983,500份購股權以認購合共20,983,500股股份。於二零二零年十月二十三日，根據二零一九年購股權計劃向若干合資格參與人士授予合共21,100,000份購股權以認購合共21,100,000股股份。於二零二一年十月二十一日，根據二零一九年購股權計劃向若干合資格參與人士授予合共31,787,798份購股權以認購合共31,787,798股股份。根據二零一九年購股權計劃授出的購股權所涉及之發行在外股份數目為56,632,958股，相當於截至最後實際可行日期已發行股份約2.55%。

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).

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.

各名合資格參與人士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(在相關合資格參與人士及該合資格參與人士之緊密聯繫人(其具上市規則賦予之涵義)(或倘合資格參與人士為本公司之關連人士,則為該合資格參與人士之聯繫人)放棄投票之情況下),倘某一合資格參與人士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人士授出購股權。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)該名合資格參與人士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人士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人士、授出購股權及制訂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

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。

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.

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.

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 7 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.

相關合資格參與人士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。

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。

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七年期限。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，或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。

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企業管治及其他資料

During the six months ended June 30, 2022, the movements in the options granted under the 2019 Share Option Plan were as follows:
截至二零二二年六月三十日止六個月，根據二零一九年購股權計劃授出的購股權變動如下：

Name of category of grantee 承授人類別名稱	Number of share options 購股權數目				Expired during the period 期內失效/沒收	As at June 30, 2022 於二零二二年六月三十日	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	Price of the Company's shares immediately before the grant date of options 緊按購股權授予日前本公司股份價格	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
	As at January 1, 2022 於二零二二年一月一日	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed/Forfeited during the period 期內失效/沒收										
Executive Director 執行董事														
Wu Zhiwang 吳志祥	500,000	-	-	-	-	500,000	October 23, 2020 October 23, 2020 to October 22, 2030	HKD14.436 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14.436港元	附註1					
	700,000	-	-	-	-	700,000	October 21, 2021 October 21, 2021 to October 20, 2031	HKD18.560 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18.560港元	附註3					
Ma Heping 馬和平	1,600,000	-	-	-	-	1,600,000	December 20, 2019 December 20, 2019 to December 19, 2029	HKD17.428 per Share	Note 2	-	-	-	-	-
							二零一九年十二月二十日 二零一九年十二月二十日 至 二零一九年十二月十九日	每股17.428港元	附註2					
	1,600,000	-	-	-	-	1,600,000	October 23, 2020 October 23, 2020 to October 22, 2030	HKD14.436 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14.436港元	附註1					

Name of category of grantee	Number of share options 購股權數目				As at January 1, 2022 於二零二二年 一月一日	As at June 30, 2022 於二零二二年 六月三十日	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	Price of the Company's shares 本公司股份價格		Weighted average closing price of the Company's shares 本公司股份加權平均收市價
	As at January 1, 2022 於二零二二年 一月一日	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed/ Forfeited during the period 期內失效/沒收							Expired during the period 期內到期	Expired during the period 期內到期	
承授人類別名稱	1,600,000	-	-	-	1,600,000	October 21, 2021	October 21, 2021 to October 20, 2031	HKD18.560 per Share	Note 3	-	-	-	-
	6,189,860	-	101,200	-	6,088,660	December 20, 2019	December 20, 2019 to December 19, 2029	HKD12.428 per Share	Note 2	-	HKD15.26	HKD15.53	HKD15.53
1,007 employees of the Group in aggregate 本集團1,007名雇員合計	16,464,700	-	320,200	-	16,144,500	October 23, 2020	October 23, 2020 to October 22, 2030	HKD14.436 per Share	Note 1	-	HKD16.25	HKD16.57	HKD16.57
	29,487,798	-	-	411,300	29,076,498	October 21, 2021	October 21, 2021 to October 20, 2031	HKD18.560 per Share	Note 3	-	-	-	-
						October 21, 2021	October 21, 2021 to October 20, 2031	HKD18.560 per Share	Note 3				
						October 21, 2021	October 21, 2021 to October 20, 2031	HKD18.560 per Share	Note 3				
						October 21, 2021	October 21, 2021 to October 20, 2031	HKD18.560 per Share	Note 3				

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

Name of category of grantee 承授人類別名稱	Number of share options 購股權數目				As at January 1, 2022 於二零二二年 一月一日	As at June 30, 2022 於二零二二年 六月三十日	Expired during the period 期內到期	Lapsed/ Forfeited during the period 期內失效/沒收	Exercised during the period 期內獲行使	Date of grant of share options 購股權授出日期	Exercise period of share options 購股權行使期	Exercise price of share options 購股權行使價	Vesting period 歸屬期	Price of the Company's shares immediately before the grant date of options 緊接購股權授予日前 本公司股份價格	Weighted average closing price of the Company's shares 本公司股份加權平均收市價
	As at January 1, 2022 於二零二二年 一月一日	Granted during the period 期內授出	Exercised during the period 期內獲行使	Forfeited during the period 期內失效/沒收											
10 employees of the Group's associates in aggregate (Note 4) 本集團聯營公司10名 僱員合計(附註4)	18,400	-	-	-	18,400	-	-	-	-	December 20, 2019 December 20, 2019 to December 19, 2029	December 20, 2019 to December 19, 2029	HKD17,428 per Share	Note 2	-	-
	203,200	-	-	-	203,200	-	-	-	-	December 20, 2019 to December 19, 2029	December 20, 2019 to December 19, 2029	HKD17,428 per Share	Note 2	-	-
	203,200	-	-	-	203,200	-	-	-	-	October 23, 2020 to October 22, 2030	October 23, 2020 to October 22, 2030	HKD14,436 per Share	Note 1	-	-
	58,363,938	-	-	-	58,363,938	-	-	-	-	October 23, 2020 to October 22, 2030	October 23, 2020 to October 22, 2030	HKD14,436 per Share	Note 1	-	-
Total 總計	58,363,938	-	-	-	58,363,938	-	-	-	-					-	-

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) 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) 本集團聯營公司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，此乃本集團就加速低級城市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"). The terms of the 2019 RSU Plan are not subject to the provision of Chapter 17 of the Listing Rules.

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 would be 31,659,128, representing 1.5% of the total issued share capital of the Company as of 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 of 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。二零一九年受限制股份單位計劃的條款不受上市規則第十七章的條文規限。

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，並通過提供購買本公司股份的機會，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將為31,659,128股，相當於本公司截至二零一九年八月二日已發行總股本的1.5%，及與根據任何本公司的其他股份獎勵計劃(包括二零一九年購股權計劃及其他計劃)可能授出的期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 of the date when such refreshed limit is approved.

The Company granted a total of 7,902,000 RSUs, 13,200,000 RSUs and 10,557,128 RSUs to certain eligible participants pursuant to the 2019 RSU Plan on December 20, 2019, October 23, 2020 and October 21, 2021, respectively, among which 31,434,128 RSUs were granted to 295 employees of the Group and 225,000 RSUs were granted to 7 employees of the Group's associates. The reasons and basis for granting the RSUs to the employees of the Group's associates under the 2019 RSU Plan are the same as those for granting the share options to the employees of the Group's associates under the 2019 Share Option Plan. For details, please refer to note 4 of the table setting out the movements in the options granted under the 2019 Share Option Plan above. The number of outstanding Shares subject to the RSUs granted under the 2019 RSU Plan is 7,917,846 Shares, which represents approximately 0.36% of the issued Shares as at the Latest Practicable Date.

No RSU has been granted by the Company pursuant to the 2019 RSU Plan during the six months ended June 30, 2022.

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.

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）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%。

於二零一九年十二月二十日、二零二零年十月二十三日及二零二一年十月二十一日，本公司根據二零一九年受限制股份單位計劃分別向若干合資格參與者授出合共7,902,000份受限制股份單位、13,200,000份受限制股份單位及10,557,128份受限制股份單位，其中31,434,128份受限制股份單位授予295名本集團僱員及225,000份受限制股份單位授予7名本集團聯營公司僱員。根據二零一九年受限制股份單位計劃向本集團聯營公司僱員授出受限制股份單位的原因及基準與根據二零一九年購股權計劃向本集團聯營公司僱員授出購股權的原因及基準相同。有關詳情，請參閱上文根據二零一九年購股權計劃授出的購股權變動表格中載列的附註4。根據二零一九年受限制股份單位計劃授出的受限制股份單位所涉及的發行在外的股份數目為7,917,846股，相當於截至最後實際可行日期已發行股份的約0.36%。

於截至二零二二年六月三十日止六個月，本公司概無根據二零一九年受限制股份單位計劃授出任何受限制股份單位。

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。

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.

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.

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 7 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.

Save as those disclosed in the interim report, 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 during the six months ended June 30, 2022.

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。

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會歸屬予相關承授人。

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七年期限。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。

除中報所披露者外，截至二零二二年六月三十日止六個月，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，亦無任何人士行使該等權利。

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**”). As the 2022 Share Option Plan involves the grant of options, the terms of the 2022 Share Option Plan are subject to the relevant requirements of Chapter 17 of the Listing Rules.

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.

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).

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」）。由於二零二二年購股權計劃涉及授出購股權，二零二二年購股權計劃的條款須遵守上市規則第十七章的相關規定。

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，並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）。

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）。

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.

On June 29, 2022, a total of 27,730,000 options were granted to certain eligible participants pursuant to the 2022 Share Option Plan to subscribe for a total of 27,730,000 Shares. The number of outstanding Shares subject to the options granted under the 2022 Share Option Plan is 27,730,000 Shares, which represents approximately 1.25% of the issued Shares as at the Latest Practicable Date.

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可能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之最高股份數目將為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。

於二零二二年六月二十九日，合共27,730,000份購股權已根據二零二二年購股權計劃授予若干合資格參與者以認購合共27,730,000股股份。根據二零二二年購股權計劃授出的購股權所涉及的發行在外股份數目為27,730,000股，相當於截至最後實際可行日期已發行股份約1.25%。

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.

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.

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)。

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、授出購股權及制訂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。

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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.

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 9.5 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.

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，惟任何購股權之期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。

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九年半期限。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，或豁免任何有關獎勵下任何條件或權利之授權，以及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。

During the six months ended June 30, 2022, the movements in the options granted under the 2022 Share Option Plan were as follows:
截至二零二二年六月三十日止六個月，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				Date of grant 購股權授出日期	Exercise period of share options 購股權行使期	Exercise price of share options 購股權行使價	Vesting period 歸屬期	Price of the Company's shares immediately before the grant date of options 緊接購股權授予日前 本公司股份價格	Weighted average closing price of the Company's shares 本公司股份加權平均收市價	
	As at January 1, 2022 於二零二二年一 月一日	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed/ Forfeited during the period 期內失效/沒收						Expired during the period 期內到期	As at June 30, 2022 於二零二二年六 月三十日
Executive Director 執行董事											
Wu Zhiwang 吳志祥	-	500,000	-	-	June 29, 2022 二零二二年六月二十九日	June 29, 2022 to June 28, 2032 二零二二年六月二十九日至 二零三二年六月二十八日	HKD17.12 per Share 每股17.12港元	Note 1 附註1	HKD17.36 per Share 每股17.36港元	-	-
Ma Heqing 馬和平	-	1,700,000	-	-	June 29, 2022 June 28, 2032 二零二二年六月二十九日 二零三二年六月二十八日	June 29, 2022 to June 28, 2032 二零二二年六月二十九日至 二零三二年六月二十八日	HKD17.12 per Share 每股17.12港元	Note 1 附註1	HKD17.36 per Share 每股17.36港元	-	-
720 employees of the Group in aggregate 本集團720名僱員合計	-	2,539,400	-	-	June 29, 2022 June 28, 2032 二零二二年六月二十九日 二零三二年六月二十八日	June 29, 2022 to June 28, 2032 二零二二年六月二十九日至 二零三二年六月二十八日	HKD17.12 per Share 每股17.12港元	Note 1 附註1	HKD17.36 per Share 每股17.36港元	-	-

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Name of grantee 承授人類別名稱	Number of share options 購股權數目				Date of grant 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	Price of the Company's shares immediately before the grant date of options 緊接購股權授予日前 本公司股份價格	Weighted average closing price of the Company's shares 本公司股份加權平均收市價
	As at January 1, 2022 於二零二二年一 月一日	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed/ Forfeited during the period 期內失效/沒收						
5 employees of the Group's associates in aggregate (Note 2) 本集團聯營公司5名僱員 合計(附註2)	-	137,600	-	-	June 29, 2022	June 29, 2022 to June 28, 2032	HKD17.12 per Share	Note 1	HKD17.36 per Share	-
Total 總計	-	277,300,000	-	-	二零二二年 六月二十九日	二零二二年六月二十九日至 二零二二年六月二十八日	每股17.12港元	附註1	每股17.36港元	-

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) 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 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"). The terms of the 2022 RSU Plan are not subject to the provision of Chapter 17 of the Listing Rules.

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，而每25%購股權於授出日期的第一、第二、第三及第四週年歸屬。
- (2) 本集團聯營公司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，此乃本集團就加速低級城市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」）。二零二二年受限制股份單位計劃的條款不受上市規則第十七章的條文規限。

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，並通過提供購買股份的機會，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 of 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 of 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 of 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，不得超過本公司截至二零二二年五月三十一日已發行總股本的2.5%，及與根據任何本公司的其他股份獎勵計劃(包括二零二二年購股權計劃及其他計劃)可能授出的期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%。

The Company granted a total of 27,730,000 RSUs to certain eligible participants pursuant to the 2022 RSU Plan on June 29, 2022, among which 27,480,000 RSUs were granted to 135 employees of the Group and 250,000 RSUs were granted to 9 employees of the Group's associates. Those employee 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 number of outstanding Shares subject to the RSUs granted under the 2022 RSU Plan is 27,730,000 Shares, which represents approximately 1.25% of the issued Shares as at the Latest Practicable Date.

於二零二二年六月二十九日，本公司根據二零二二年受限制股份單位計劃向若干合資格參與者授出合共27,730,000份受限制股份單位，其中27,480,000份受限制股份單位授予135名本集團僱員及250,000份受限制股份單位授予9名本集團聯營公司僱員。該等本集團聯營公司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。

根據二零二二年受限制股份單位計劃所涉及的發行在外的股份數目為27,730,000股，相當於截至最後實際可行日期已發行股份的約1.25%。

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.

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.

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。

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會歸屬予相關承授人。

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 9.5 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.

Save as those disclosed in the interim report, 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 during the six months ended June 30, 2022.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended June 30, 2022.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules. Specific enquiries have been made to all the Directors and the Directors have confirmed that they have complied with the Model Code during the six months ended June 30, 2022.

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 employees was noted by the Company during the six months ended June 30, 2022.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company has adopted and applied the principles and code provisions as set out in the Corporate Governance Code contained in Appendix 14 to the Listing Rules. During the six months ended June 30, 2022, the Company has complied with the code provisions in the Corporate Governance Code.

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九年半期限。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。

除中報所披露者外，截至二零二二年六月三十日止六個月，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，亦無任何人士行使該等權利。

購買、出售或贖回本公司上市證券

於截至二零二二年六月三十日止六個月，本公司及其任何附屬公司均無購買、出售或贖回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。已向所有董事作出特別查詢，而董事亦已確認於截至二零二二年六月三十日止六個月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。截至二零二二年六月三十日止六個月，本公司並無注意到本公司僱員不遵守標準守則的事件。

遵守企業管治守則

本公司已採納及應用上市規則附錄十四所載企業管治守則的原則及守則條文。截至二零二二年六月三十日止六個月，本公司一直遵守企業管治守則的守則條文。

CHANGES IN THE INFORMATION OF THE DIRECTORS AND SENIOR MANAGEMENT SINCE THE DATE OF THE 2021 ANNUAL REPORT

Since April 26, 2022 (being the date of publication of the 2021 Annual Report of the Company), save for Mr. Liang Jianzhang, Mr. Cheng Yun Ming Matthew, Mr. Brent Richard Irvin, Mr. Wu Haibing, who resigned from his position as the independent non-executive Director, the chairman of the Audit Committee and the chairman of the environmental, social and governance committee of the Board with effect from June 6, 2022 due to other work arrangement, and Mr. Yang Chia Hung, who has been appointed as the independent non-executive Director, the chairman of the Audit Committee and the chairman of the environmental, social and governance committee of the Board with effect from June 6, 2022, 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.

Liang Jianzhang (梁建章), aged 52, was appointed as our Co-Chairman of the Board in March 2018 and non-executive Director in June 2018. Mr. Liang has served as one of our Directors since 2016. Mr. Liang is one of the cofounders and the executive chairman of Trip.com Group, a company whose shares are listed on NASDAQ (stock symbol: TCOM) and the Main Board of the Stock Exchange (stock code: 9961). He has served as the chairman of the board of directors of Trip.com Group since August 2003. Mr. Liang served as the chief executive officer of Trip.com Group from 2000 to 2006, and from March 2013 to November 2016.

Save as disclosed above, Mr. Liang has served as a director of BTG Hotels Group (首旅酒店), a company whose shares are listed on Shanghai Stock Exchange (stock code: 600258) since January 2017, and a director of MakeMyTrip Ltd., a company whose shares are listed on NASDAQ (stock symbol: MMYT) since January 2016.

Mr. Liang formerly served on the boards of Sina Corp. (新浪公司), a company whose shares were formerly listed on NASDAQ (stock symbol: SINA) and privatized in March 2021, Tuniu Corp (途牛旅遊網), a company whose shares are listed on NASDAQ (stock symbol: TOUR), eHi Car Services Ltd. (上海一嗨租車服務有限公司), a company whose shares were formerly listed on New York Stock Exchange (stock symbol: EHIC) and privatized in April 2019, 51job, Inc (前程無憂股份有限公司), a company whose shares are listed on NASDAQ (stock symbol: JOBS), jiyuan.com International Ltd. (世紀佳緣國際有限公司), a company whose shares were formerly listed on NASDAQ (stock

自二零二一年年報日期以來董事及高級管理層資料的變動

自二零二二年四月二十六日(即本公司二零二一年年報刊發日期)以來,除梁建章先生、鄭潤明先生、Brent Richard Irvin先生、吳海兵先生由於其他工作安排,自二零二二年六月六日起,辭任其獨立非執行董事、審核委員會主席以及董事會環境、社會及管治委員會主席職務,及自二零二二年六月六日起,楊嘉宏先生獲委任為獨立非執行董事、審核委員會主席以及董事會環境、社會及管治委員會主席以外,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。

梁建章, 52歲, 於二零一八年三月獲委任為董事會聯席董事長及於二零一八年六月獲委任為非執行董事。梁先生自二零一六年起擔任我們其中一名董事。梁先生是攜程(一間股份於納斯達克上市(股份代號:TCOM)及於聯交所主板上市(股份代號:9961)的公司)其中一名聯合創始人及執行董事長。彼自二零零三年八月起出任攜程董事會主席。梁先生於二零零零年至二零零六年及二零一三年三月至二零一六年十一月出任攜程首席執行官。

除上文所披露者外,梁先生自二零一七年一月起擔任首旅酒店(一間股份於上海證券交易所上市的公司(股份代號:600258))董事及自二零一六年一月起擔任MakeMyTrip Ltd.(一間股份於納斯達克上市的公司(股份代號:MMYT))董事。

梁先生之前服務於新浪公司(一間股份之前於納斯達克上市的公司(股份代號:SINA),於二零二一年三月私有化)、途牛旅遊網(一間股份於納斯達克上市的公司(股份代號:TOUR))、上海一嗨租車服務有限公司(一間股份之前曾於紐約證券交易所上市的公司(股份代號:EHIC),於二零一九年四月私有化)、前程無憂股份有限公司(一間股份於納斯達克上市的公司(股份代號:JOBS))、世紀佳緣國際有限公司(一間股份之

symbol: DATE) and privatized in May 2016, and Homeinns Hotel Group (如家酒店集團), a company whose shares were formerly listed on NASDAQ (stock symbol: HMIN) and privatized in April 2016.

Mr. Liang has won many accolades for his contributions to the Chinese travel industry, including 2020 Literature and Tourism Leader by Global Times, 2019 Forbes China Multinational Business Leader, Best CEO in the Internet category in the 2016 All-Asia Executive Team Rankings by Institutional Investor and 2015 China's Business Leader of the Year by Forbes. Mr. Liang is one of China's leading population economists and a research professor of economics at the Guanghua School of Management, Peking University.

Mr. Liang holds a Ph.D. degree from Stanford University, a master's degree and an undergraduate degree from Georgia Institute of Technology.

Cheng Yun Ming Matthew (鄭潤明), aged 52, has been appointed as our non-executive Director in April 2020. Mr. Cheng joined Tencent since November 2010, and currently serves as the corporate vice president of Tencent. Mr. Cheng has served as a director and the chairman of the compensation committee in Huya Inc. (虎牙直播) whose shares are listed on NYSE (stock symbol: HUYA) since February 2021, a director of Tencent Music Entertainment Group (騰訊音樂娛樂集團) whose shares are listed on the NYSE (stock symbol: TME) since May 2022, a non-executive director of Fusion Bank Limited (富融銀行有限公司) since March 2019 and a non-executive director and a member of the audit committee of China Literature Limited (閱文集團) whose shares are listed on the Main Board of The Stock Exchange (stock code: 772) since November 2019. Mr. Cheng served as a non-executive director of Yixin Group Limited (易鑫集團) whose shares are listed on the Main Board of the Stock Exchange (stock code: 2858) from May 2021 to April 2022. Prior to joining Tencent, Mr. Cheng worked at PriceWaterhouse, an accounting firm currently known as PricewaterhouseCoopers, from 1992 to 1997, China Everbright Technology Limited (中國光大科技有限公司) (currently known as Citychamp Watch & Jewellery Group Limited (冠城鐘錶珠寶集團有限公司)) whose shares are listed on the Main Board of the Stock Exchange (stock code: 256), a company principally engaged in manufacturing of computer peripherals, from 1997 to 2000 and various companies assuming financial management functions. Mr. Cheng is a fellow member of the Association of Chartered Certified Accountants.

Mr. Cheng has obtained a bachelor's degree in accountancy from the Hong Kong Polytechnic (香港理工學院) (currently known as the Hong Kong Polytechnic University (香港理工大學)) in October 1992.

前於納斯達克上市的公司(股份代號: DATE), 於二零一六年五月私有化)及如家酒店集團(一間股份之前於納斯達克上市的公司(股份代號: HMIN), 於二零一六年四月私有化)的董事會。

梁先生因其對中國旅遊業的貢獻獲得多項殊榮, 包括在二零二零年被《環球時報》評為文旅領軍人物, 在二零一九年獲福布斯中國評為跨國經營商業領袖, 二零一六年獲機構投資者亞洲區最佳企業管理團隊的榜單(All-Asia Executive Team Rankings)評為互聯網組別的最佳CEO及在二零一五年獲福布斯評為年度商業人物。梁先生是中國知名人口經濟學家, 北京大學光華管理學院經濟學研究教授。

梁先生持有斯坦福大學博士學位以及佐治亞理工學院碩士和本科學位。

鄭潤明, 52歲, 於二零二零年四月獲委任為非執行董事。鄭先生於二零一零年十一月起加入騰訊, 現任騰訊公司副總裁。目前, 鄭先生自二零二一年二月起擔任虎牙直播(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, 自二零二二年五月起擔任騰訊音樂娛樂集團(一間股份於紐交所上市的公司(股份代號: TME))的董事, 自二零一九年三月起擔任富融銀行有限公司的非執行董事, 亦自二零一九年十一月起擔任閱文集團(一間股份於聯交所主板上市的公司, 股份代號: 772)非執行董事及審計委員會委員。鄭先生自二零二一年五月至二零二二年四月擔任易鑫集團(一間股份於聯交所主板上市的公司, 股份代號: 2858)非執行董事。在加入騰訊之前, 鄭先生曾於一九九二年至一九九七年在羅兵咸會計師事務所(現稱羅兵咸永道會計師事務所)任職, 一九九七年至二零零零年在中國光大科技有限公司(現稱冠城鐘錶珠寶集團有限公司(一間股份於聯交所主板上市的公司, 股份代號: 256)), 主要從事電腦週邊設備製造)任職, 及於多家公司從事財務管理工作。鄭先生為特許公認會計師公會資深會員。

鄭先生於一九九二年十月獲得香港理工學院(現稱香港理工大學)會計學學士學位。

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

Brent Richard Irvin, aged 50, has been appointed as our non-executive Director in June 2018. Mr. Irvin joined our Group and has been appointed as one of our Directors since March 2018. Mr. Irvin joined Tencent in January 2010, and is currently serving as the vice president and general counsel of Tencent, the head of Tencent American branch. Prior to that, Mr. Irvin worked as a lawyer at Wilson Sonsini Goodrich & Rosati from August 2005 to November 2009, with a focus on technology companies.

Mr. Irvin has been a director of Tencent Music Entertainment Group (騰訊音樂娛樂集團), a company whose shares are listed on the New York Stock Exchange (stock symbol: TME), since July 2016.

Mr. Irvin obtained a bachelor's degree in history from Carleton College in the United States in June 1994, a master's degree in East Asian studies from Yale University in the United States in December 1995, and a doctor of jurisprudence degree from Stanford University in the United States in June 2003.

Mr. Yang Chia Hung (楊嘉宏), aged 59, is the chief financial officer of TalkingData Group Holding Limited since December 2021. Prior to that, Mr. Yang was a co-founder of Black Fish Group Limited, and served as its president from November 2017 to February 2021. Mr. Yang was the chief financial officer of Tuniu Corporation (Nasdaq: TOUR) from January 2013 to November 2017, the chief financial officer of E-Commerce China Dangdang Inc., a previously NYSE-listed company, from March 2010 to July 2012, and the chief financial officer of AirMedia Group Inc., a Nasdaq-listed company, from March 2007 to March 2010. Mr. Yang was the chief executive officer of Rock Mobile Corporation from 2004 to 2007. From 1999 to 2004, Mr. Yang served as the chief financial officer of the Asia Pacific region for CellStar Asia Corporation. Mr. Yang was an executive director of Goldman Sachs (Asia) L.L.C. from 1997 to 1999. Prior to that, Mr. Yang was a vice president of Lehman Brothers Asia Limited from 1994 to 1996 and an associate at Morgan Stanley Asia Limited from 1992 to 1994. Mr. Yang currently serves as an independent director and chairman of audit committee of Ehang Holdings Limited (Nasdaq: EH) and I-Mab (Nasdaq: IMAB). Mr. Yang is also an independent director and member of audit committee of iQIYI, Inc. (Nasdaq: IQ). Mr. Yang received his master's degree in business administration from the University of California, Los Angeles in 1992.

Brent Richard Irvin, 50歲，於二零一八年六月獲委任為非執行董事，Irvin先生加入本集團，並自二零一八年三月起獲委任為我們其中一名董事。Irvin先生於二零一零年一月加入騰訊，彼現為騰訊副總裁及總法律顧問、騰訊美國分公司負責人。在此之前，Irvin先生於二零零五年八月至二零零九年十一月在Wilson Sonsini Goodrich & Rosati任職律師，專注於科技公司。

Irvin先生自二零一六年七月起擔任騰訊音樂娛樂集團(一間股份於紐約證券交易所上市的公司(股份代號:TME))董事。

Irvin先生於一九九四年六月在美國卡爾頓學院獲得歷史學士學位，於一九九五年十二月在美國耶魯大學獲得東亞研究碩士學位，並於二零零三年六月在美國史丹福大學獲得法學博士學位。

楊嘉宏先生，59歲，自二零二一年十二月起任TalkingData Group Holding Limited首席財務官。在此之前，楊先生為小黑魚科技有限公司的聯合創始人，並自二零一七年十一月至二零二一年二月於該公司任總裁。楊先生自二零一三年一月至二零一七年十一月於途牛國際旅行社有限公司(納斯達克:TOUR)擔任首席財務官，自二零一零年三月至二零一二年七月於前紐交所上市公司當當網信息技術有限公司擔任首席財務官，及自二零零七年三月至二零一零年三月於納斯達克上市公司航美傳媒集團擔任首席財務官。楊先生自二零零四年至二零零七年於滾石移動集團擔任首席執行官。自一九九九年至二零零四年，楊先生於蜂巢電訊亞洲公司擔任首席財務官。楊先生自一九九七年至一九九九年於高盛(亞洲)有限責任公司擔任執行董事。在此之前，楊先生自一九九四年至一九九六年於美國雷曼兄弟亞洲投資有限公司擔任副總裁，及自一九九二年至一九九四年於摩根士丹利(亞洲)擔任副經理。楊先生現於億航控股有限公司(納斯達克:EH)及天境生物(納斯達克:IMAB)擔任獨立非執行董事及審核委員會主席。楊先生亦於iQIYI,Inc.(納斯達克:IQ)擔任獨立非執行董事及審核委員會成員。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。

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. Cheng Yun Ming Matthew, 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 condensed consolidated interim financial information of the Group for the six months ended June 30, 2022. The Audit Committee considers that the interim financial information for the six months ended June 30, 2022 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, 2022 to the Shareholders.

USE OF PROCEEDS 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 of June 30, 2022, the unutilized net proceeds were RMB645.3 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，即鄭潤明先生，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二零二二年六月三十日止六個月的未經審核簡明綜合中期財務資料。審核委員會認為截至二零二二年六月三十日止六個月的中期財務資料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二零二二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。截至二零二二年六月三十日，未動用的所得款項淨額為人民幣645.3百萬元。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

As of June 30, 2022, the Group had used the net proceeds from the Global Offering for the following purposes:

截至二零二二年六月三十日，本集團已將全球發售所得款項淨額用於以下用途：

	The actual amount of proceeds unutilized as of December 31, 2021 截至二零二一年十二月三十一日未動用的所得款項 實際金額 RMB Million 人民幣百萬元	The actual amount of proceeds utilized as of June 30, 2022 截至二零二二年六月三十日已動用的所得款項 實際金額 RMB Million 人民幣百萬元	Net proceeds unutilized as of June 30, 2022 截至二零二二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	258.4	9.4	249.0
(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；	102.9	9.4	93.5
(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；	36.7	–	36.7
(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	–	79.2
(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	–	39.6

	The actual amount of proceeds unutilized as of December 31, 2021 截至二零二一年十二月三十一日 未動用的所得款項 實際金額 RMB Million 人民幣百萬元	The actual amount of proceeds utilized as of June 30, 2022 截至二零二二年六月三十日 已動用的所得款項 實際金額 RMB Million 人民幣百萬元	Net proceeds unutilized as of June 30, 2022 截至二零二二年六月三十日 未動用的所得款項淨額 RMB Million 人民幣百萬元
Use of proceeds in the same manner and proportions as stated in the Prospectus 以與招股章程所述的相同方式及比例動用所得款項			
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	36.8	–	36.8
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	266.4	–	266.4
(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；	101.0	–	101.0
(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	111.7	–	111.7
(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。	53.7	–	53.7
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	104.6	11.5	93.1
Total 總計	666.2	20.9	645.3

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

For the six months ended June 30, 2022, the Company had not utilized the net proceeds from the Global Offering of approximately RMB645.3 million. Regarding the net proceeds that had not been utilized as of June 30, 2022, the Company intends to use them in the same manner and proportions as stated in the Prospectus. 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 2021 Annual Report. 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, from January 1, 2022 to June 30, 2022, 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.

於二零二二年六月三十日止六個月，本公司尚未動用的全球發售所得款項淨額約為人民幣645.3百萬元。關於截至二零二二年六月三十日尚未動用的所得款項淨額，本公司擬按招股章程所述的相同方式及比例動用。由於二零二零年一月起疫情爆發及反覆，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二零二一年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，自二零二二年一月一日至二零二二年六月三十日，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)

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)

INTRODUCTION

We have reviewed the interim financial information set out on pages 79 to 150, 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, 2022 and 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 notes, comprising significant accounting policies and other explanatory information. 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.

引言

本核數師(以下簡稱「我們」)已審閱列載於第79至150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」)於二零二二年六月三十日的中期簡明綜合財務狀況表與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 and 中期簡明綜合現金流量表，以及附註，包括主要會計政策和其他解釋信息。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上或承擔任何責任。

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

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, 2022

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，二零二二年八月二十二日

INTERIM CONDENSED CONSOLIDATED INCOME STATEMENT

中期簡明綜合收益表

For the three months and six months ended June 30, 2022 截至二零二二年六月三十日止三個月及六個月

		Note 附註	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	
			2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 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)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Revenue	收入	6	1,318,650	2,137,977	3,036,649	3,751,740
Cost of revenue	銷售成本	7	(383,230)	(505,447)	(854,840)	(914,529)
Gross profit	毛利		935,420	1,632,530	2,181,809	2,837,211
Service development expenses	服務開發開支	7	(324,879)	(330,201)	(676,700)	(637,154)
Selling and marketing expenses	銷售及營銷開支	7	(574,681)	(884,584)	(1,211,642)	(1,502,655)
Administrative expenses	行政開支	7	(134,877)	(126,243)	(323,122)	(234,589)
Net provision for impairment loss on financial assets	金融資產減值虧損撥備淨額		(15,322)	(11,919)	(13,044)	(28,730)
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)	28,759	17,251	32,424	56,558
Other income	其他收入		44,782	16,808	79,461	37,971
Other (losses)/gains, net	其他(虧損)/收益淨額	9	(87,654)	21,117	(59,818)	21,554
Operating (loss)/profit	經營(虧損)/溢利		(128,452)	334,759	9,368	550,166
Finance income	財務收入	10	9,678	9,403	17,446	17,247
Finance costs	財務費用	10	(23,283)	(4,661)	(40,374)	(9,331)
Share of results of associates	應佔聯營公司業績		(19,911)	(18,133)	(6,232)	(25,541)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利		(161,968)	321,368	(19,792)	532,541
Income tax credit/(expense)	所得稅抵免/(開支)	11	26,764	(30,134)	(18,175)	(72,179)
(Loss)/profit for the period	期內(虧損)/溢利		(135,204)	291,234	(37,967)	460,362
(Loss)/profit attributable to:	以下各項應佔(虧損)/溢利:					
- Equity holders of the Company	- 本公司權益持有人		(132,138)	291,351	(30,994)	460,899
- Non-controlling interests	- 非控股權益		(3,066)	(117)	(6,973)	(537)
			(135,204)	291,234	(37,967)	460,362

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

For the three months and six months ended June 30, 2022 截至二零二二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	
		2022	2021	2022	2021
		二零二二年	二零二一年	二零二二年	二零二一年
		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)
(Loss)/earnings per share	每股(虧損)/盈利				
(expressed in RMB per share):	(以每股人民幣列示):				
- Basic	- 基本	(0.06)	0.13	(0.01)	0.21
- Diluted	- 攤薄	(0.06)	0.13	(0.01)	0.21

The notes on page 88 to 150 are an integral part of this interim financial information.

第88至150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, 2022 截至二零二二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	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 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)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
(Loss)/profit for the period	期內(虧損)/溢利	(135,204)	291,234	(37,967)	460,362
Other comprehensive income/(loss)	其他全面收益/(虧損)				
<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	69,826	(30,815)	62,226	(17,233)
Other comprehensive income/(loss) for the period, net of tax	期內其他全面收益/(虧損)，扣除稅項	69,826	(30,815)	62,226	(17,233)
Total comprehensive (loss)/income for the period	期內全面(虧損)/收益總額	(65,378)	260,419	24,259	443,129
Total comprehensive (loss)/income attributable to:	以下各項應佔期內全面(虧損)/收益總額：				
- Equity holders of the Company	- 本公司權益持有人	(62,312)	260,536	31,232	443,666
- Non-controlling interests	- 非控股權益	(3,066)	(117)	(6,973)	(537)
		(65,378)	260,419	24,259	443,129

The notes on page 88 to 150 are an integral part of this interim financial information.

第88至150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, 2022 於二零二二年六月三十日

		Note	As at June 30, 2022 於 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2021 於 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	1,369,541	1,364,262
Right-of-use assets	使用權資產	14	210,211	217,064
Investments accounted for using the equity method	採用權益法入賬的投資	15	1,368,316	1,127,921
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	922,381	828,414
Investments measured at amortized cost	按攤餘成本計量的投資	16	2,180,352	2,010,674
Intangible assets	無形資產	19	8,074,329	8,347,850
Deferred income tax assets	遞延所得稅資產		202,241	174,680
Trade receivables	貿易應收款項	21	50,766	53,491
Prepayment and other receivables	預付款項及其他應收款項	20	170,343	8,764
			14,548,480	14,133,120
Current assets	流動資產			
Trade receivables	貿易應收款項	21	990,115	670,324
Prepayment and other receivables	預付款項及其他應收款項	20	1,333,602	1,259,433
Investments measured at amortized cost	按攤餘成本計量的投資	16	318,040	–
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	3,824,753	3,343,317
Derivative financial instruments	衍生金融工具	17	14,703	–
Restricted cash	受限制現金		69,564	54,600
Cash and cash equivalents	現金及現金等價物		2,813,914	2,045,604
			9,364,691	7,373,278
Total assets	資產總額		23,913,171	21,506,398
EQUITY	權益			
Capital and reserves attributable to equity holders of the Company	本公司權益持有人應佔資本及儲備			
Share capital	股本	25	7,644	7,634
Share premium	股份溢價	25	19,610,928	19,570,778
Other reserves	其他儲備	26	(2,795,155)	(3,038,281)
Accumulated losses	累計虧損		(1,351,974)	(1,320,980)
			15,471,443	15,219,151
Non-controlling interests	非控股權益		37,088	39,455
Total equity	權益總額		15,508,531	15,258,606

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

As at June 30, 2022 於二零二二年六月三十日

		Note 附註	As at June 30, 2022 於 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2021 於 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Borrowings	借款	22	1,991,696	93,537
Lease liabilities	租賃負債	14	181,151	181,979
Derivative financial instruments	衍生金融工具	17	9,352	-
Other payables	其他應付款項	24	811,151	764,336
Deferred income tax liabilities	遞延所得稅負債		481,336	496,526
			3,474,686	1,536,378
Current liabilities	流動負債			
Borrowings	借款	22	111,267	19,692
Trade payables	貿易應付款項	23	2,356,932	2,206,560
Other payables and accruals	其他應付款項及應計費用	24	2,387,942	2,289,497
Lease liabilities	租賃負債	14	35,223	34,185
Derivative financial instruments	衍生金融工具	17	14,610	-
Contract liabilities	合約負債		17,151	147,101
Current income tax liabilities	即期所得稅負債		6,829	14,379
			4,929,954	4,711,414
Total liabilities	負債總額		8,404,640	6,247,792
Total equity and liabilities	權益及負債總額		23,913,171	21,506,398

The notes on page 88 to 150 are an integral part of this interim financial information.

第88至150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, 2022 截至二零二二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
		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, 2022	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
Comprehensive income/(loss)	全面收益/(虧損)							
Loss for the period	期內虧損	-	-	-	(30,994)	(30,994)	(6,973)	(37,967)
Currency translation differences	匯兌差額	-	-	62,226	-	62,226	-	62,226
Total comprehensive income/(loss)	全面收益/(虧損)總額	-	-	62,226	(30,994)	31,232	(6,973)	24,259
Transactions with owners	與擁有人的交易							
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
Total transactions with equity holders recognized directly in equity	直接於權益確認與權益持有人的交易總額	10	40,150	180,900	-	221,060	4,606	225,666
As at June 30, 2022	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

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, 2022 截至二零二二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 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Other reserves 其他儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Sub-total 小計 RMB'000 人民幣千元	Non- controlling interests 非控股權益 RMB'000 人民幣千元	Total equity 權益總額 RMB'000 人民幣千元
As at January 1, 2021	於二零二一年一月一日	7,512	19,046,357	(2,995,744)	(2,044,384)	14,013,741	2,930	14,016,671
Comprehensive income/(loss)	全面收益/(虧損)							
Profit/(loss) for the period	期內溢利/(虧損)	-	-	-	460,899	460,899	(537)	460,362
Currency translation differences	匯兌差額	-	-	(17,233)	-	(17,233)	-	(17,233)
Total comprehensive loss/(income)	全面收益/(虧損)總額	-	-	(17,233)	460,899	443,666	(537)	443,129
Transactions with owners	與擁有人的交易							
Exercise of share options	行使購股權	76	329,025	(166,175)	-	162,926	-	162,926
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	-	-	23,348	-	23,348	-	23,348
Share-based compensation recognized for the period	期內已確認以股份為基礎的薪酬	-	-	106,209	-	106,209	-	106,209
Purchase of a subsidiary's non-controlling interests	購買附屬公司的非控股權益	-	-	(1,736)	-	(1,736)	1,663	(73)
Non-controlling interests on acquisition of a subsidiary	收購附屬公司的非控股權益	-	-	-	-	-	364	364
Total transactions with equity holders recognized directly in equity	直接於權益確認與權益持有人的交易總額	76	329,025	(38,354)	-	290,747	2,027	292,774
As at June 30, 2021	於二零二一年六月三十日	7,588	19,375,382	(3,051,331)	(1,583,485)	14,748,154	4,420	14,752,574

The notes on page 88 to 150 are an integral part of this interim financial information.

第88至150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, 2022 截至二零二二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	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
	Note 附註		
Cash flows from operating activities	經營活動所得現金流量		
Cash generated from operations	經營所得現金	203,648	1,245,002
Interest received	已收利息	16,517	13,518
Income tax paid	已付所得稅	(32,248)	(76,893)
Net cash from operating activities	經營活動現金淨額	187,917	1,181,627
Cash flows from investing activities	投資活動所得現金流量		
Payments for investments accounted for using the equity method	採用權益法入賬的投資的付款	(320,900)	(64,400)
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	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	(184,914)	(201,473)
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	209,927	36,031
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	(201,342)	(1,288,000)
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	69,006	65,897
Purchases of property, plant and equipment	購買物業、廠房及設備	(100,731)	(140,232)
Purchases of intangible assets	購買無形資產	(16,872)	(352)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備的所得款項	3,168	1,297
(Increase)/decrease in restricted cash	受限制現金(增加)/減少	(1,529)	599
Payments for purchases of short-term investments	購買短期投資的付款	(5,384,905)	(7,393,302)
Proceeds from redemption of short-term investments	贖回短期投資的所得款項	4,674,635	8,366,896
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	(8,123)	(1,312)
Interest received from loans to related parties	向關聯方貸款的已收利息	393	-
Payment for acquisitions of non-controlling interests	收購非控股權益的付款	-	(73)
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	(27,275)	(14,421)
Prepayment for investment	投資預付款項	(141,000)	(147,500)
Dividends received	已收股息	-	220
Net cash used in investing activities	投資活動所用現金淨額	(1,337,563)	(780,125)

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, 2022 截至二零二二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	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
	Note 附註		
Cash flows from financing activities	融資活動所得現金流量		
Repayments of bank borrowings and interests	償還銀行借款及利息	(20,906)	(38,970)
Proceeds from long-term borrowings	長期借款所得款項	1,893,176	-
Payment for lease liabilities	租賃負債付款	(20,419)	(24,420)
Increase in restricted cash	受限制現金增加	(12,960)	-
Proceeds from exercise of share options	行使購股權的所得款項	13,369	159,257
Proceeds from non-controlling shareholders	來自非控股股東的所得款項	4,500	-
Net cash from financing activities	融資活動所得現金淨額	1,856,760	95,867
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	707,114	497,369
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	2,045,604	1,804,484
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	61,196	(3,868)
Cash and cash equivalents at end of the period	期末現金及現金等價物	2,813,914	2,297,985

The notes on page 88 to 150 are an integral part of this interim financial information.

第88至150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 AND SIGNIFICANT CHANGES IN THE CURRENT REPORTING PERIOD

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 KY1-9008, 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”).

Due to the outbreak of the Coronavirus Disease 2019 (“COVID-19”) Omicron and other variants (the “pandemic”) and also the subsequent governmental control measures in certain cities in the PRC, the Group’s business volume and financial performance have been significantly deteriorated since late March 2022. Despite the situation has already been gradually recovered in June 2022, the Group has still incurred a net loss for the six months ended June 30, 2022. Having said that, the Group’s liquidity has been further enhanced through the drawdown of a long-term bank borrowing of USD296 million in January 2022. Management of the Company will continue to pay close attention on the development of the pandemic and dedicate resources to take any necessary measures on a timely manner to minimise the unfavorable impact on the Group’s businesses and operations in subsequent periods (if any).

1. 一般資料及當前報告期間重大變動

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 KY1-9008, 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，包括預訂住宿服務、交通票務服務以及其他旅遊相關產品及服務。

由於2019年冠狀病毒疾病（「COVID-19」）Omicron及其他變種病毒（「疫情」）的爆發及隨後於中國若干城市採取的政府控制措施，本集團的業務規模及財務表現自二零二二年三月下旬起顯著惡化。儘管情況已於二零二二年六月逐漸恢復，但本集團仍於截至二零二二年六月三十日止六個月產生虧損淨額。儘管如此，二零二二年一月通過提取長期銀行借款296百萬元，本集團流動性進一步改善。本公司管理層將繼續密切留意疫情的發展，並投入資源採取及時的任何必要手段，以盡量減低以後期間對本集團業務及營運的不利影響（如有）。

1. GENERAL INFORMATION AND SIGNIFICANT CHANGES IN THE CURRENT REPORTING PERIOD (CONTINUED)

The interim condensed consolidated financial information comprises the interim condensed consolidated statement of financial position as at June 30, 2022, 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 a summary of significant accounting policies and other explanatory notes (collectively the “Interim Financial Information”). 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, 2022.

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 Group for the year ended December 31, 2021 (which have been prepared in accordance with International Financial Reporting Standards (“IFRS”)) as set out in the Company’s 2021 annual report dated March 22, 2022 (the “2021 Annual Financial Statements”) and any public announcements made by the Company during the six months ended June 30, 2022 (the “interim reporting period”).

1. 一般資料及當前報告期間重大變動(續)

中期簡明綜合財務資料包括於二零二二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，以及重大會計政策概要及其他解釋附註(統稱「中期財務資料」)。除另有說明外，中期財務資料以人民幣(「人民幣」)呈列。

中期財務資料已於二零二二年八月二十二日經本公司董事會批准刊發。

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二零二二年三月二十二日的二零二一年年報所載的本集團截至二零二一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)(「二零二一年度財務報表」)以及本公司於截至二零二二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. SUMMARY OF SIGNIFICANT 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 amended standards and annual improvements as set out below.

(a) Amended standards and annual improvements adopted by the Group

The Group has applied the following amendments for the first time for the Group's financial year beginning on January 1, 2022:

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

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

3. 重大會計政策概要

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，惟下文所載採納經修訂準則及年度改進除外。

(a) 本集團已採納的經修訂準則及年度改進

本集團於二零二二年一月一日開始的財政年度首次採納以下修訂：

- 物業、廠房及設備：擬定用途前之所得款項－國際會計準則第16號的修訂。
- 對概念框架的提述－國際財務報告準則第3號的修訂。
- 繁重合約－達成合約之成本－國際會計準則第37號的修訂。
- 國際財務報告準則二零一八年至二零二零年周期的年度改進。

上述修訂及年度改進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. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) New and amended standards not yet adopted

Certain new accounting standards and amendments to accounting standards have been published that are not mandatory for reporting periods commencing on January 1, 2022 and have not been early adopted by the Group.

3. 重大會計政策概要 (續)

(b) 並未採納的新訂及經修訂準則

若干新訂會計準則及會計準則的修訂已頒佈但並未於二零二二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。

		Effective date 生效日期
• Insurance Contract – IFRS 17	• 保險合約－國際財務報告準則第17號	January 1, 2023 二零二三年一月一日
• Classification of Liabilities as Current or Non-current – Amendments to IAS 1	• 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, 2023 二零二三年一月一日
• Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2	• 會計政策的披露－國際會計準則第1號的修訂及國際財務報告準則實務聲明第2號	January 1, 2023 二零二三年一月一日
• Definition of Accounting Estimates – Amendments to IAS 8	• 會計估計的定義－國際會計準則第8號的修訂	January 1, 2023 二零二三年一月一日
• Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12	• 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	January 1, 2023 二零二三年一月一日
• Sale or Contribution of Assets between an Investor and its Associate or Joint Venture – Amendments to IFRS 10 and IAS 28	• 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

These new and 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.

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。

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 significant accounting policies and the key sources of estimation uncertainty were the same as those applied to the 2021 Annual Financial Statements.

5. FAIR VALUE ESTIMATION

The table below analyses the Group's financial instruments carried at fair value as at June 30, 2022 and December 31, 2021, 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 as follows:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2); 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二零二一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，分析本集團於二零二二年六月三十日及二零二一年十二月三十一日按公允價值列賬的金融工具。有關輸入值按下文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)

The following table presents the Group's financial assets/liabilities that are measured at fair value as at June 30, 2022 and December 31, 2021.

5. 公允價值估計(續)

下表呈列本集團於二零二二年六月三十日及二零二一年十二月三十一日按公允價值計量的金融資產／負債。

		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
(Unaudited)	(未經審核)				
As at June 30, 2022	於二零二二年六月三十日				
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	54,478	–	867,903	922,381
– 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	–	–	3,824,753	3,824,753
– Derivative financial instruments	– 衍生金融工具	–	8,955	5,748	14,703
		54,478	8,955	4,698,404	4,761,837
Financial liabilities	金融負債				
– Derivative financial instruments	– 衍生金融工具	–	14,610	9,352	23,962
		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
(Audited)	(經審核)				
As at December 31, 2021	於二零二一年十二月三十一日				
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	64,420	–	763,994	828,414
– 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	–	–	3,343,317	3,343,317
		64,420	–	4,107,311	4,171,731

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.

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。

5. FAIR VALUE ESTIMATION (CONTINUED)

(c) Financial instruments in Level 3 (Continued)

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, 2022 and 2021.

5. 公允價值估計(續)

(c) 第3層金融工具(續)

下表呈列截至二零二二年及二零二一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。

		Six months ended June 30, 截至六月三十日止六個月	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
At beginning of the period	期初	763,994	45,151
Additions	增加	304,914	200,000
Disposals	出售	(203,944)	-
Changes in fair value	公允價值變動	2,939	(23,408)
Currency translation differences	匯兌差額	-	(286)
At end of the period	期末	867,903	221,457
Net unrealized gains/(loss) for the period	期內未變現收益/(虧損)淨額	2,939	(23,408)

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, 2022 and 2021.

		Six months ended June 30, 截至六月三十日止六個月	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
At beginning of the period	期初	3,343,317	4,399,252
Addition through business combination	通過業務合併增加	-	1,513
Other additions	其他增加	4,687,084	7,393,302
Disposals (Note)	出售(附註)	(4,278,227)	(8,214,024)
Changes in fair value	公允價值變動	36,180	78,552
Currency translation differences	匯兌差額	36,399	(10,755)
At end of the period	期末	3,824,753	3,647,840
Net unrealized gains for the period	期內未變現收益淨額	32,662	61,197

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, 2022 and 2021. 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)

下表呈列截至二零二二年及二零二一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二零二二年及二零二一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, market approach and black-scholes model.

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, 2022 and December 31, 2021.

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, 2022 於二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2021 於二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)			As at June 30, 2022 於二零二二年 六月三十日	As at December 31, 2021 於二零二一年 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	455,455			355,724	Market approach 市場法	
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	412,448	408,270	Discounted cash flows 折現現金流量法	Expected rate of return 預期回報率	4.15%-4.30%	4.15%-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

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、市場法及布萊克－斯科爾斯模型等多種適用估值技術釐定。

下表概述於二零二二年六月三十日及二零二一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。

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

5. FAIR VALUE ESTIMATION (CONTINUED)

5. 公允價值估計(續)

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, 2022 於二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2021 於二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)			As at June 30, 2022 於二零二二年 六月三十日	As at December 31, 2021 於二零二一年 十二月三十一日	
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	3,824,753	3,343,317	Discounted cash flows 折現現金流量法	Expected rate of return 預期回報率	2.21%-5.33%	2.7%-5.5%	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
Financial assets – Derivative financial instruments 金融資產 – 衍生金融工具	5,748	-	Black-Scholes model 布萊克-斯科爾斯模型	Expected volatility 預期波幅	4.28%	-	The higher the expected volatility, the lower the fair value 預期波幅越高，公允價值越低
Financial liabilities – Derivative financial instruments 金融負債 – 衍生金融工具	(9,352)	-	Black-Scholes model 布萊克-斯科爾斯模型	Expected volatility 預期波幅	4.39%	-	The higher the expected volatility, the lower the fair value 預期波幅越高，公允價值越低

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 loss before income tax for the six months ended June 30, 2022 would have been approximately RMB469 million (six months ended June 30, 2021: RMB387 million) lower/higher.

There were no transfers between Level 1, 2 and 3 of fair value hierarchy classifications during the six months ended June 30, 2022 and 2021.

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 (loss)/profit, excluding items which are not directly related to the segment performance (the "segment results"). The items excluded primarily comprise of non-operating other income such as government subsidies, fair value changes on investments measured at fair value through profit or loss, and other gains/loss, net. The CODM reviews the segment results when making decisions about allocating resources and assessing performance of the Group as a whole. Therefore, the Group has only one reportable segment which mainly operates its businesses in the PRC and earns substantially all of the revenues from external customers in the PRC. As at June 30, 2022 and December 31, 2021, 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 it is 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%，則截至二零二二年六月三十日止六個月除所得稅前溢利將減少/增加約人民幣469百萬元(截至二零二一年六月三十日止六個月：人民幣387百萬元)。

截至二零二二年及二零二一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(虧損)/溢利的計量(不包括與分部表現並無直接關聯的項目)(「分部業績」)評估經營分部表現。不包括的項目主要包括非經營其他收入，如政府補貼、按公允價值計量且其變動計入損益的投資公允價值變動及其他收益/虧損淨額等。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分部業績。因此，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外部客戶賺取絕大部分收入。於二零二二年六月三十日及二零二一年十二月三十一日，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	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 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)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Operating (loss)/profit per interim condensed consolidated income statement	中期簡明綜合收益表的經營(虧損)/溢利	(128,452)	334,759	9,368	550,166
Less: Other income	減：其他收入	(44,782)	(16,808)	(79,461)	(37,971)
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	(28,759)	(17,251)	(32,424)	(56,558)
Other losses/(gains), net	其他(虧損)/收益淨額	87,654	(21,117)	59,818	(21,554)
Operating (loss)/profit presented to the CODM	呈報予主要營運決策者的經營(虧損)/溢利	(114,339)	279,583	(42,699)	434,083

6. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Revenue by service types for the three months and six months ended June 30, 2022 and 2021 are as follows:

6. 收入及分部資料(續)

截至二零二二年及二零二一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	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 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)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Accommodation reservation services	住宿預訂服務	543,526	742,892	1,086,608	1,201,429
Transportation ticketing services	交通票務服務	619,521	1,234,750	1,636,740	2,258,176
Others	其他	155,603	160,335	313,301	292,135
		1,318,650	2,137,977	3,036,649	3,751,740

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	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 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)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Timing of revenue recognition	收入確認時間				
At a point in time	按時點				
– Accommodation reservation services	– 住宿預訂服務	543,526	742,892	1,086,608	1,201,429
– Transportation ticketing services	– 交通票務服務	619,521	1,234,750	1,636,740	2,258,176
– Others	– 其他	119,568	121,685	243,186	224,275
		1,282,615	2,099,327	2,966,534	3,683,880
Over time	按一段時間				
– Advertisement services	– 廣告服務	36,035	38,650	70,115	67,860
		1,318,650	2,137,977	3,036,649	3,751,740

The major customer which contributed more than 10% of the total revenue for the three months and six months ended June 30, 2022 and 2021 are listed as below:

截至二零二二年及二零二一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	
		2022 二零二二年 %	2021 二零二一年 %	2022 二零二二年 %	2021 二零二一年 %
Customer A	客戶A	27.08	19.28	22.29	18.90

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	
		2022	2021	2022	2021
		二零二二年	二零二一年	二零二二年	二零二一年
		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)
Employee benefit expenses	僱員福利開支	522,834	459,351	1,086,211	886,838
Advertising and promotion expenses	廣告及推廣開支	315,230	657,694	710,398	1,103,323
Depreciation and amortization expense	折舊及攤銷開支	208,886	145,120	415,520	289,692
Order processing cost	訂單處理成本	147,763	249,333	342,968	446,138
Commission expenses	佣金開支	52,873	102,031	108,162	159,629
Bandwidth and servers fee	帶寬及伺服器費用	35,312	41,487	72,372	80,725
Cost of pre-purchased travel related products	買斷旅遊相關產品的成本	34,499	65,289	85,818	97,393
Procurement costs	採購成本	32,496	37,138	86,694	69,333
Professional service fees	專業服務費用	26,347	23,593	58,186	40,628
Travelling and entertainment expenses	差旅及招待開支	10,253	15,335	22,563	26,735
Rental and utility fees	租金及公用設施費用	9,200	12,690	19,815	23,284
Tax and surcharges	稅項及附加費	7,251	11,591	14,080	19,781
Telephone and communication	電話及通信	2,587	2,004	5,037	3,935
Others	其他	12,136	23,819	38,480	41,493
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	1,417,667	1,846,475	3,066,304	3,288,927

8. SHARE-BASED COMPENSATION EXPENSES

On June 29, 2022, the Group granted 27,730,000 share options and 27,730,000 restricted share units ("RSUs") under the 2022 Option Plan (the "2022 Option Plan") and the 2022 RSU Plan (the "2022 RSU Plan") respectively to senior management, other employees and directors of the Group. The exercise price of all options granted is HKD17.12 (equivalent to approximately RMB14.63). The share options and RSUs granted will vest in four years and every 25% of granted share options and RSUs are vested on the first, second, third and fourth anniversary of the grant date.

The share-based compensation expense recognized for employee services received during the three months and six months ended June 30, 2022 and 2021 are shown in the following table:

		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	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 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)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Expense arising from equity-settled share-based payment transactions	因以權益結算的股份支付交易而確認的費用	101,208	49,347	195,443	105,859
Expense arising from cash-settled share-based payment transactions	因以現金結算的股份支付交易而確認的費用	678	855	1,357	1,708
		101,886	50,202	196,800	107,567

8. 以股份為基礎的薪酬開支

於二零二二年六月二十九日，本集團根據二零二二年購股權計劃（「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（「二零二二年受限制股份單位計劃」）向本集團高級管理層、其他僱員及董事分別授予27,730,000份購股權及27,730,000個受限制股份單位（「受限制股份單位」）。所有授出購股權的行使價為17.12港元（約等於人民幣14.63元）。所授出的購股權及受限制股份單位將於四年內歸屬，所授出的購股權及受限制股份單位的每25%將於授出日期第一、第二、第三及第四周年歸屬。

就截至二零二二年及二零二一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：

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, 2022 and 2021 and the weighted average exercise prices ("WAEP").

8. 以股份為基礎的薪酬開支(續)

購股權

下表概述有關截至二零二二年及二零二一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			
		2022	2022	2021	2021
		Number of	WAEP RMB	Number of	WAEP RMB
		share options	二零二二年	share options	二零二一年
		二零二二年	加權平均	二零二一年	加權平均
		購股權	行使價	購股權	行使價
		數目	人民幣	數目	人民幣
Outstanding at beginning of the period	於期初尚未行使	117,784,715	9.20	114,574,407	6.18
Granted during the period	期內授出	27,730,000	14.63	-	-
Exercised during the period	期內行使	(3,075,398)	5.37	(23,522,030)	7.20
Forfeited and expired during the period	期內沒收及失效	(435,699)	14.65	(69,599)	4.90
Outstanding at end of the period	於期末尚未行使	142,003,618	10.32	90,982,778	7.05
Exercisable at end of the period	於期末可行使	90,844,070	7.74	54,526,299	7.41

8. SHARE-BASED COMPENSATION EXPENSES (CONTINUED)

Share options (Continued)

Based on fair value of the underlying ordinary shares, the Company has used binomial option-pricing model to determine the fair value of the share options granted. Changes in subjective input assumptions can materially affect the fair value estimate. The fair value of options granted in 2022 was HKD9.02 per share (equivalent to approximately RMB7.71 per share). Key assumptions as adopted in determining the fair value of the share options granted are summarized in the following table:

		At date of grant on June 29, 2022 於二零二二年 六月二十九日 授出日期
Exercise price (HKD)	行使價 (港元)	17.12
Risk free interest rate	無風險利率	2.63%
Dividend yield	股息收益	0.00%
Expected volatility	預期波動率	48.65%

The weighted average remaining contractual life for the share options outstanding as at June 30, 2022 was 7.83 years.

8. 以股份為基礎的薪酬開支 (續)

購股權 (續)

本公司基於有關普通股的公允價值，使用二項式購股權定價模式以釐定獲授的購股權公允價值。主觀輸入值之變動可重大影響公允價值之估計。於二零二二年授出的購股權的公允價值為每股9.02港元（相當於每股約人民幣7.71元）。釐定所授出購股權公允價值所採納的主要假設概括於下表：

於二零二二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7.83年。

8. SHARE-BASED COMPENSATION EXPENSES (CONTINUED)

Share options (Continued)

Share options outstanding as at June 30, 2022 have the following expiry date and exercise prices:

Expiry date	Exercise price per share option	Number of share options as at June 30, 2022
到期日	每份購股權的 行使價	於二零二二年 六月三十日 購股權數量
March 9, 2028 二零二八年三月九日	RMB2.6 人民幣2.6元	24,032,268
May 18, 2028 二零二八年五月十八日	RMB5.5 人民幣5.5元	24,653,932
August 31, 2028 二零二八年八月三十一日	HKD9.8 9.8港元	8,056,160
December 19, 2029 二零二九年十二月十九日	HKD12.428 12.428港元	7,707,060
October 22, 2030 二零三零年十月二十二日	HKD14.436 14.436港元	18,447,700
October 20, 2031 二零三一年十月二十日	HKD18.56 18.56港元	31,376,498
June 28, 2032 二零三二年六月二十八日	HKD17.12 17.12港元	27,730,000
		142,003,618

8. 以股份為基礎的薪酬開支(續)

購股權(續)

於二零二二年六月三十日尚未行使的購股權到期日及行使價如下：

8. SHARE-BASED COMPENSATION EXPENSES (CONTINUED)

RSUs

The following table summarizes information with respect to RSUs arrangements for the six months ended June 30, 2022 and 2021 and the weighted average fair value ("WAFV").

		Six months ended June 30, 截至六月三十日止六個月			
		2022	2022	2021	2021
		Number of	WAFV	Number of	WAFV
		RSUs	RMB	RSUs	RMB
		二零二二年	二零二二年	二零二一年	二零二一年
		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	7,917,846	15.25	6,600,000	12.02
Granted during the period	期內授出	27,730,000	14.63	-	-
Outstanding at end of the period	於期末尚未行使	35,647,846	14.77	6,600,000	12.02

The Company used closing market price of its ordinary shares as at the date of grant to determine the fair value of RSUs granted during the six months ended June 30, 2022 and 2021.

8. 以股份為基礎的薪酬開支(續)

受限制股份單位

下表概述有關截至二零二二年及二零二一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。

本公司使用於授出日期的本公司普通股收市價釐定截至二零二二年及二零二一年六月三十日止六個月已授出受限制股份單位的公允價值。

9. OTHER (LOSSES)/GAINS, NET

9. 其他(虧損)/收益淨額

		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	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 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)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Foreign exchange (loss)/gain, net (note)	匯兌(虧損)/收益淨額 (附註)	(106,715)	2,536	(100,058)	(4,563)
Investment income from investments measured at amortized cost	按攤餘成本計量的投資 所得投資收入	21,401	19,460	39,157	30,691
Loss on derivative financial instruments	衍生金融工具虧損	(16,263)	-	(16,253)	-
Gains on disposal/derecognition of investments accounted for using the equity method	出售/終止確認採用 權益法入賬的投資收益	11,486	-	17,399	-
Net gain/(loss) on disposal of property, plant and equipment	出售物業、廠房及 設備收益/(虧損)淨額	190	23	(253)	194
Donation	捐贈	(53)	(2)	(411)	(3,996)
Others	其他	2,300	(900)	601	(772)
		(87,654)	21,117	(59,818)	21,554

Note: Foreign exchange loss for the six months ended June 30, 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。

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	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 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)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Finance income	財務收入				
Interest income on bank deposits	銀行存款利息收入	9,091	8,497	16,853	15,513
Others	其他	587	906	593	1,734
		9,678	9,403	17,446	17,247
Finance costs	財務費用				
Interest on lease liabilities (Note 14(b))	租賃負債利息(附註14(b))	(1,958)	(2,850)	(4,706)	(5,647)
Amortized amount of long-term other payables and accruals	長期其他應付款項及應計費用攤銷金額	(4,875)	–	(9,497)	–
Interest expenses on borrowings	借款利息開支	(16,450)	(1,811)	(26,171)	(3,684)
		(23,283)	(4,661)	(40,374)	(9,331)
Net finance (costs)/income	財務(費用)/收入淨額	(13,605)	4,742	(22,928)	7,916

11. INCOME TAX CREDIT/(EXPENSE)

The income tax credit/(expense) of the Group for the three months and six months ended June 30, 2022 and 2021 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	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 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)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Current income tax	即期所得稅	(13,738)	(63,799)	(24,782)	(104,724)
Deferred income tax	遞延所得稅	40,502	33,665	6,607	32,545
		26,764	(30,134)	(18,175)	(72,179)

Income tax credit/(expense) 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 profits 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 presented.

11. 所得稅抵免／(開支)

本集團截至二零二二年及二零二一年六月三十日止三個月及六個月的所得稅抵免／(開支)分析如下：

所得稅抵免／(開支)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

於香港註冊成立的實體須於所呈報期間就未超過二百萬港元的應課稅溢利按8.25%稅率繳納香港所得稅，超過二百萬港元的應課稅溢利則按16.5%稅率繳納香港所得稅。

11. INCOME TAX CREDIT/(EXPENSE) (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 presented, 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 presented.

Three of the Company's 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 three months and six months ended June 30, 2022 and 2021, respectively, according to the applicable CIT law.

(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%.

For the periods presented, 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 related to WHT on undistributed earnings was accrued as at the end of each reporting period.

11. 所得稅抵免／(開支)(續)

(c) 中國企業所得稅(「企業所得稅」)

於所呈報期間，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。於所呈報期間的中國企業所得稅稅率總體為25%。

本公司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，該三間附屬公司於截至二零二二年及二零二一年六月三十日止三個月及六個月享有企業所得稅減免優惠稅率15%。

(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%。

於所呈報期間，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，於各報告期間末，並無與未分派盈利之預扣稅相關的應計遞延所得稅負債。

12. (LOSS)/EARNINGS PER SHARE

(a) Basic

Basic earnings or loss per share for the three months and six months ended June 30, 2022 and 2021 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.

12. 每股(虧損)/盈利

(a) 基本

截至二零二二年及二零二一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。

		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	
		2022 二零二二年 (Unaudited) (未經審核)	2021 二零二一年 (Unaudited) (未經審核)	2022 二零二二年 (Unaudited) (未經審核)	2021 二零二一年 (Unaudited) (未經審核)
(Loss)/profit attributable to equity holders of the Company (RMB'000)	本公司權益持有人應佔(虧損)/溢利(人民幣千元)	(132,138)	291,351	(30,994)	460,899
Weighted average number of ordinary shares in issue (thousand shares)	已發行普通股加權平均數(千股)	2,218,239	2,196,830	2,218,026	2,190,714
Basic (loss)/earnings per share (expressed in RMB per share)	每股基本(虧損)/盈利(以每股人民幣列示)	(0.06)	0.13	(0.01)	0.21

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

(b) Diluted

Diluted (loss)/earnings 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, 2022, 142,003,618 share options and 35,647,846 RSUs were outstanding in total. As the Group incurred losses for the period ended June 30, 2022, the dilutive potential ordinary shares were not included in the calculation of diluted loss per share as their inclusion would be anti-dilutive. Accordingly, diluted loss per share for the three months and six months ended June 30, 2022 was the same as basic loss per share for the respective periods.

For the three months and six months ended June 30, 2021, 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(虧損)/盈利(續)

(b) 攤薄

每股攤薄(虧損)/盈利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。

於二零二二年六月三十日，合共142,003,618份購股權及35,647,846個受限制股份單位尚未行使。由於本集團於截至二零二二年六月三十日止期間產生虧損，計算每股攤薄虧損時並無計入潛在攤薄普通股，因為計入潛在攤薄普通股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。

截至二零二一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。

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

12. 每股(虧損)/盈利(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	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 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)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
(Loss)/profit attributable to equity holders of the Company for calculation of diluted (loss)/earnings per share (RMB'000)	計算每股攤薄(虧損)/盈利的本公司權益持有人應佔(虧損)/溢利(人民幣千元)	(132,138)	291,351	(30,994)	460,899
Weighted average number of ordinary shares in issue (thousand shares)	已發行普通股加權平均數(千股)	2,218,239	2,196,830	2,218,026	2,190,714
Adjustments for share options granted to employees (thousand shares)	授予僱員的購股權調整(千份)	-	46,357	-	42,211
Adjustments for RSUs granted to employees (thousand shares)	授予僱員的受限制股份單位調整(千個)	-	3,975	-	3,027
Weighted average number of ordinary shares for calculation of diluted (loss)/earnings per share (thousand shares)	計算每股攤薄(虧損)/盈利的普通股加權平均數(千股)	2,218,239	2,247,162	2,218,026	2,235,952
Diluted (loss)/earnings per share (expressed in RMB per share)	每股攤薄(虧損)/盈利(以每股人民幣列示)	(0.06)	0.13	(0.01)	0.21

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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
At December 31, 2021	於二零二一年十二月三十一日							
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
(Unaudited) Six months ended June 30, 2022	(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	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
At June 30, 2022	於二零二二年六月三十日							
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
At December 31, 2020	於二零二零年十二月三十一日							
Cost	成本	985,686	702,069	30,132	237,549	18,092	22,671	1,996,199
Accumulated depreciation	累計折舊	(40,224)	(504,743)	(15,148)	(195,362)	(14,596)	-	(770,073)
Net book amount	賬面淨值	945,462	197,326	14,984	42,187	3,496	22,671	1,226,126
(Unaudited) Six months ended June 30, 2021	(未經審核) 截至二零二一年六月三十日止 六個月							
Opening net book amount	期初賬面淨值	945,462	197,326	14,984	42,187	3,496	22,671	1,226,126
Addition through business combination	透過業務合併添置	-	722	36	-	-	-	758
Other additions	其他添置	7,916	35,456	2,248	2,793	27,712	20,106	96,231
Depreciation charge	折舊費用	(15,519)	(36,802)	(2,211)	(3,433)	(1,713)	-	(59,678)
Disposal	出售	-	(852)	(51)	-	-	-	(903)
Closing net book amount	期末賬面淨值	937,859	195,850	15,006	41,547	29,495	42,777	1,262,534
At June 30, 2021	於二零二一年六月三十日							
Cost	成本	993,602	727,029	32,204	240,342	45,804	42,777	2,081,758
Accumulated depreciation	累計折舊	(55,743)	(531,179)	(17,198)	(198,795)	(16,309)	-	(819,224)
Net book amount	賬面淨值	937,859	195,850	15,006	41,547	29,495	42,777	1,262,534

14. LEASE

- (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, 2022	As at December 31, 2021
		於 二零二二年 六月三十日	於 二零二一年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Right-of-use assets	使用權資產		
Leased buildings	租賃樓宇	192,428	198,534
Land use rights	土地使用權	14,862	15,030
Leased vehicles	租賃車輛	2,444	3,287
Leased equipment	租賃設備	477	213
		210,211	217,064
Lease liabilities	租賃負債		
Current	流動	35,223	34,185
Non-current	非流動	181,151	181,979
		216,374	216,164

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 中期簡明綜合財務資料附註

14. LEASE (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	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 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)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Depreciation charge of right-of-use assets	使用權資產折舊費用				
Leased buildings	租賃樓宇	11,970	10,301	23,101	20,494
Land use rights	土地使用權	84	84	168	168
Leased vehicles	租賃車輛	647	573	1,268	1,145
Leased equipment	租賃設備	56	19	67	38
		12,757	10,977	24,604	21,845
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)	1,958	2,850	4,706	5,647

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	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
At beginning of the period	期初	1,127,921	220,891
Additions (note)	增加(附註)	320,900	12,300
Disposal	出售	(74,054)	-
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	249	350
Share of losses	應佔虧損	(6,232)	(25,541)
Currency translation differences	匯兌差額	(468)	(406)
At end of the period	期末	1,368,316	207,594

Note: During the six months ended June 30, 2022, the Group invested equity interests in certain unlisted companies and an investment fund with an aggregate amount of approximately RMB320 million. These companies/investment fund are principally engaged in/invested in transportation services, hotel management, software development and capital funds targeting at travel industry investments. The Group does not have control over these companies and only has significant influence on these companies.

附註：截至二零二二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320百萬元。該等公司／投資基金主要從事／投資於交通服務、酒店管理、軟件開發及以旅遊行業投資為目標的資本基金。本集團對該等公司並無控制權，僅對該等公司有重大影響。

16. INVESTMENTS

16. 投資

		As at June 30, 2022 於 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2021 於 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Current assets	流動資產		
Short-term investments measured at	短期投資		
– Amortized cost (Note a)	– 按攤餘成本計量(附註a)	318,040	–
– 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)	3,824,753	3,343,317
		4,142,793	3,343,317
Non-current assets	非流動資產		
Long-term investments measured at	長期投資		
– Amortized cost (Note c)	– 按攤餘成本計量(附註c)	2,180,352	2,010,674
– 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)	922,381	828,414
		3,102,733	2,839,088

16. INVESTMENTS (CONTINUED)

Notes:

(a) Short-term investments measured at amortized cost

Short-term investments measured at amortized cost are time deposits with terms less than one year, with returns calculated at fixed interest rates and are denominated in USD. The investments are held for collection of contractual cash flows which qualify for solely payments of principal and interest, hence they are measured at amortized cost. None of these investments was past due as at June 30, 2022.

(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 2.21% to 5.33% per annum for the six months ended June 30, 2022 (for the same period of 2021: 0.4% to 5.5% per annum). 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, 2022 and December 31, 2021, none of these investments were past due. The fair values are based on cash flow discounted 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

As at June 30, 2022 and December 31, 2021, long-term investments measured at amortized cost are time deposits with terms over one year, denominated in RMB, with expected rates of return at fixed interest rates ranging from 3.40% to 3.99% per annum for the six months ended June 30, 2022 (for the same period of 2021: 3.55% to 4.5% per annum). The investments are held for collection of contractual cash flows which qualify for solely payments of principal and interest, hence they are measured at amortized cost. None of these investments were past due as at June 30, 2022 and December 31, 2021.

16. 投資(續)

附註：

(a) 按攤銷成本計量的短期投資

按攤銷成本計量的短期投資為少於一年的定期存款，回報按固定利率計算並以美元計值。持有投資用於收取合約現金流量為合資格僅用於支付本金及利息的投資，因此按攤銷成本計量。於二零二二年六月三十日，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，截至二零二二年六月三十日止六個月，每年預期回報率介乎2.21%至5.33%(二零二一年同期：每年0.4%至5.5%)。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。於二零二二年六月三十日及二零二一年十二月三十一日，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計算，並在第三級公允價值層級內。

(c) 按攤銷成本計量的長期投資

於二零二二年六月三十日及二零二一年十二月三十一日，按攤銷成本計量的長期投資為以人民幣計值，截至二零二二年六月三十日止六個月預期回報率介乎固定利率3.40%至3.99%(二零二一年同期：每年3.55%至4.5%)的一年以上定期存款。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，因此按攤銷成本計量。於二零二二年六月三十日及二零二一年十二月三十一日，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, 2022 and December 31, 2021, long-term investments measured at fair value through profit or loss represented 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) not 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 measured using valuation techniques with unobservable inputs and hence classified as Level 3 of the fair value hierarchy for equity interests in private companies, and are measured based on quoted market prices in active markets and hence classified as Level 1 of the fair value hierarchy for equity interests in listed companies.

The wealth management products in this category are with terms of over one year, denominated in RMB, with expected rates of return ranging from 4.15% to 4.30% per annum for the six months ended June 30, 2022 (for the same period of 2021: 4.15% to 4.20% per annum). 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, 2022 and December 31, 2021, none of these investments was past due. The fair values are based on cash flow discounted 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

於二零二二年六月三十日及二零二一年十二月三十一日，按公允價值計量且其變動計入損益的長期投資指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包括(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計量，故分類為公允價值層級的第三級，而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。

該類別理財產品(為期一年以上)以人民幣計值，截至二零二二年六月三十日止六個月，每年預期回報率介乎4.15%至4.30%(二零二一年同期：每年4.15%至4.20%)。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符合資格僅用於本金及利息付款，因而是按公允價值計量且其變動計入損益。於二零二二年六月三十日及二零二一年十二月三十一日，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計算，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, 2022, details of top 5 principal investments in each category are set out as below:

(i) Short-term investments measured at amortized cost

		Principal amount 本金額 RMB'000 人民幣千元 (Unaudited) (未經審核)	Principal and interest amount 本金及 利息金額 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 deposits Bank A	存款投資 銀行A	317,456	318,040	1.33%

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

		Principal amount 本金額 RMB'000 人民幣千元 (Unaudited) (未經審核)	Principal and interest amount 本金及 利息金額 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 Bank B	理財產品投資 銀行B	566,872	569,139	2.38%
Bank C	銀行C	453,000	454,067	1.90%
Bank D	銀行D	335,570	344,794	1.44%
Bank E	銀行E	330,696	331,733	1.39%
Bank F	銀行F	300,000	304,714	1.27%
		1,986,138	2,004,447	8.38%

16. 投資 (續)

附註：(續)

(e) 於二零二二年六月三十日，各類型前5大主要投資的詳情載列如下：

(i) 按攤銷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

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16. INVESTMENTS (CONTINUED)

Notes: (Continued)

(e) As at June 30, 2022, details of top 5 principal investments in each category are set out as below: (Continued)

(iii) Long-term investments measured at amortized cost

16. 投資(續)

附註:(續)

(e) 於二零二二年六月三十日,各類型前5大主要投資的詳情載列如下:(續)

(iii) 按攤銷成本計量的長期投資

		Principal amount 本金額 RMB'000 人民幣千元 (Unaudited) (未經審核)	Principal and interest amount 本金及 利息金額 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 deposits	存款投資			
Bank G	銀行G	860,000	910,211	3.81%
Bank H	銀行H	348,000	369,664	1.55%
Bank A	銀行A	201,342	201,475	0.84%
Bank I	銀行I	160,000	166,937	0.70%
Bank J	銀行J	150,000	157,896	0.66%
		1,719,342	1,806,183	7.56%

16. INVESTMENTS (CONTINUED)

Notes: (Continued)

(e) As at June 30, 2022, 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) 於二零二二年六月三十日，各類型前5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 本金額 人民幣千元 (Unaudited) (未經審核)	Principal and interest amount 本金及 利息金額 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 E	銀行E	250,000	258,388	1.08%
Bank K	銀行K	100,000	103,691	0.43%
		350,000	362,079	1.51%
		Equity interest held 持有股權 (Unaudited) (未經審核)	Carrying amount RMB'000 賬面值 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 companies	於公司的投資			
Company A	公司A	0.97%	200,000	0.84%
Company B	公司B	4.74%	200,000	0.84%
Company C	公司C	0.80%	52,159	0.22%
			452,159	1.90%

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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	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 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)	2021 二零二一年 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	23,197	39,406	36,180	77,180
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	5,562	(22,155)	(3,756)	(20,622)
		28,759	17,251	32,424	56,558

17. DERIVATIVE FINANCIAL INSTRUMENTS

During the six months ended June 30, 2022, 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

截至二零二二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, 2022 於 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2021 於 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Current assets	流動資產		
Foreign exchange forward contract	匯兌遠期合同	8,955	-
Capped foreign exchange forward contract	設有上限的匯兌遠期合同	5,748	-
Total current derivative financial instrument assets	流動衍生金融工具資產總額	14,703	-
Current liabilities	流動負債		
Foreign exchange forward contract	匯兌遠期合同	(14,610)	-
Total current derivative financial instrument liabilities	流動衍生金融工具負債總額	(14,610)	-
Non-current liabilities	非流動負債		
Capped foreign exchange forward contract	設有上限的匯兌遠期合同	(9,352)	-
Total non-current derivative financial instrument liabilities	非流動衍生金融工具負債總額	(9,352)	-

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。

17. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

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.

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

(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)

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。

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)/收益淨額。

(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	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 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)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Net losses on foreign exchange forward contracts and capped foreign exchange forward contracts recognized in other (losses)/gains, net	於其他(虧損)/收益淨額中確認的匯兌遠期合同及設有上限的匯兌遠期合同虧損淨額	(16,263)	-	(16,253)	-

18. FINANCIAL INSTRUMENTS BY CATEGORY

18. 按類別劃分的金融工具

		As at June 30, 2022 於 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2021 於 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Assets as per interim condensed consolidated statement of financial position	中期簡明綜合財務狀況表的資產		
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)	922,381	828,414
– 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)	3,824,753	3,343,317
– Derivative financial instruments (Note 17)	– 衍生金融工具(附註17)	14,703	–
Financial assets measured at amortized costs:	按攤銷成本計量的金融資產：		
– Trade receivables (Note 21)	– 貿易應收款項(附註21)	1,040,881	723,815
– Other receivables (Note 20)	– 其他應收款項(附註20)	588,097	561,491
– Time deposits (Note 16)	– 定期存款(附註16)	2,498,392	2,010,674
– Restricted cash	– 受限制現金	69,564	54,600
– Cash and cash equivalents	– 現金及現金等價物	2,813,914	2,045,604
		11,772,685	9,567,915
Liabilities as per interim condensed consolidated statement of financial position	中期簡明綜合財務狀況表的負債		
Financial liabilities measured at amortized cost:	按攤銷成本計量的金融負債：		
– Trade payables (Note 23)	– 貿易應付款項(附註23)	2,356,932	2,206,560
– Other payables (Note 24)	– 其他應付款項(附註24)	2,769,833	2,541,420
– Borrowings (Note 22)	– 借款(附註22)	2,102,963	113,229
– Lease liabilities (Note 14)	– 租賃負債(附註14)	216,374	216,164
– Derivative financial instruments (Note 17)	– 衍生金融工具(附註17)	23,962	–
		7,470,064	5,077,373

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19. INTANGIBLE ASSETS

19. 無形資產

		Goodwill (Note b) 商譽 (附註b) RMB'000 人民幣千元	Business relationship and customer lists 業務關係及 客戶名單 RMB'000 人民幣千元	Trade names (Note a) 商號 (附註a) RMB'000 人民幣千元	Technology platform 技術平台 RMB'000 人民幣千元	Business cooperation arrangement and internet domain names 業務合作安排 及互聯網域名 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At December 31, 2021	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
(Unaudited) Six months ended June 30, 2022	(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
At June 30, 2022	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
At December 31, 2020	於二零二零年十二月三十一日							
Cost	成本	3,965,084	1,928,977	1,850,632	251,113	1,164,895	42,530	9,203,231
Accumulated amortization	累計攤銷	-	(450,249)	(51,595)	(114,692)	(1,043,861)	(15,784)	(1,676,181)
Impairment	減值	(5,524)	-	(40,402)	-	(555)	-	(46,481)
Net book amount	賬面淨值	3,959,560	1,478,728	1,758,635	136,421	120,479	26,746	7,480,569
(Unaudited) Six months ended June 30, 2021	(未經審核) 截至二零二一年 六月三十日止六個月							
Opening net book amount	期初賬面淨值	3,959,560	1,478,728	1,758,635	136,421	120,479	26,746	7,480,569
Addition through business combination	透過業務合併添置	17,071	6,100	-	1,700	-	-	24,871
Other additions	其他添置	-	-	-	-	-	352	352
Amortization charge	攤銷費用	-	(81,534)	(13)	(20,743)	(104,353)	1,526	(208,169)
Closing net book amount	期末賬面淨值	3,976,631	1,403,294	1,758,622	117,378	16,126	25,572	7,297,623
At June 30, 2021	於二零二一年六月三十日							
Cost	成本	3,982,155	1,935,077	1,850,632	252,813	1,164,895	42,882	9,228,454
Accumulated amortization	累計攤銷	-	(531,783)	(51,608)	(135,435)	(1,148,214)	(17,310)	(1,884,350)
Impairment	減值	(5,524)	-	(40,402)	-	(555)	-	(46,481)
Net book amount	賬面淨值	3,976,631	1,403,294	1,758,622	117,378	16,126	25,572	7,297,623

19. INTANGIBLE ASSETS (CONTINUED)

Notes:

(a) Trade names

The trade names balance as at June 30, 2022 and December 31, 2021 comprised of the trade name acquired by the Group before the years presented which is with finite useful life of 5 years ("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 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 recognized 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, 2022 and December 31, 2021, the Group's goodwill is summarized as follows:

19. 無形資產(續)

附註：

(a) 商號

於二零二二年六月三十日及二零二一年十二月三十一日的商號結餘分別為本集團於所呈列年度前購買的商號(其有限可使用年期為5年,「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」)(「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

於二零二二年六月三十日及二零二一年十二月三十一日,本集團的商譽摘要如下:

	As at June 30, 2022	As at December 31, 2021
	於 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	於 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Goodwill recognized from:		
– the acquisitions before January 1, 2021, excluded the goodwill recognized from the Acquisition	351,005	351,005
– the Acquisition on March 9, 2018	3,608,555	3,608,555
– the acquisition of Guangzhou Haoning Intelligent Equipment Co., Ltd. ("Guangzhou Haoning") on March 22, 2021	14,899	14,899
– the acquisition of Changsha Golden Swan Technology Co., Ltd. ("Golden Swan") on September 24, 2021	56,775	56,775
– the acquisition of Hunan Xindi Technology Development Co., Ltd. ("Xindi") on November 30, 2021	15,676	15,676
– the acquisition of Beijing Miot Technology Co., Ltd. ("Miot") on February 18, 2022 (Note 28)	27,201	-
– others	2,172	2,172
	4,076,283	4,049,082

19. INTANGIBLE ASSETS (CONTINUED)

(b) Impairment tests for goodwill (continued)

Management of the Company performed an impairment review for the goodwill and intangible assets with indefinite useful life as at June 30, 2022. 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. 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.

Consistent with the prior impairment assessment, the recoverable amount of the group of CGUs as at June 30, 2022 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, 2022.

19. 無形資產(續)

(b) 商譽減值測試(續)

於二零二二年六月三十日，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。就減值評估而言，將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。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」)。

與過往的減值評估一致，於二零二二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。管理層認為於二零二二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。

20. PREPAYMENT AND OTHER RECEIVABLES

20. 預付款項及其他應收款項

		As at June 30, 2022 於 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2021 於 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Non-current	非即期		
Prepayment for equity investment (Note 30 (b))	股權投資預付款項(附註30 (b))	141,000	–
Prepayment to suppliers of non-current assets	對非即期資產供應商預付款項	26,928	6,242
Total non-financial assets	非金融資產總額	167,928	6,242
Deposits	按金	2,193	2,193
Others	其他	222	329
Total financial assets	金融資產總額	2,415	2,522
Non-current, total	非即期，總額	170,343	8,764
Current	即期		
Prepayment to tickets suppliers	預付票務供應商款項	390,930	339,223
Prepaid taxation	預付稅項	135,730	134,743
Prepayment to accommodation suppliers	預付住宿供應商款項	68,036	84,452
Prepayment for advertising	預付廣告費	28,011	22,754
Prepayment to related parties	預付關聯方款項	20,716	40,690
Prepayment for office rental	預付辦公租金	1,257	825
Others	其他	103,240	77,777
Total non-financial assets	非金融資產總額	747,920	700,464
Deposits	按金	196,063	184,597
Receivables from related parties	應收關聯方款項	384,715	390,281
Others	其他	78,912	59,995
Less: provision for impairment	減：減值撥備	659,690 (74,008)	634,873 (75,904)
Total financial assets	金融資產總額	585,682	558,969
Current, total	即期，總額	1,333,602	1,259,433

21. TRADE RECEIVABLES

21. 貿易應收款項

		As at June 30, 2022 於 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2021 於 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Non-current	非即期		
Receivables from related parties	來自關聯方的應收款項	61,800	64,800
Less: provision for impairment	減：減值撥備	(11,034)	(11,309)
		50,766	53,491
Current	即期		
Receivables from third parties	來自第三方的應收款項	1,047,805	688,477
Receivables from related parties	來自關聯方的應收款項	111,431	139,345
		1,159,236	827,822
Less: provision for impairment	減：減值撥備	(169,121)	(157,498)
		990,115	670,324

Note:

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:

附註：

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：

		As at June 30, 2022 於 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2021 於 二零二一年 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	961,880	646,352
Over 6 months	六個月以上	259,156	246,270
		1,221,036	892,622

21. TRADE RECEIVABLES (CONTINUED)

Note:

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.

22. BORROWINGS

21. 貿易應收款項 (續)

附註：

貿易應收款項乃分類為按攤銷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。

22. 借款

		As at June 30, 2022 於 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2021 於 二零二一年 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)	1,908,005	-
Long-term secured bank borrowings (Note b)	有抵押長期銀行借款(附註b)	83,691	93,537
		1,991,696	93,537
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)	91,575	-
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	19,692
		111,267	19,692
		2,102,963	113,229

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. As at June 30, 2022, a bank deposit of USD1.9 million (equivalent to approximately RMB13.0 million) has been restricted as a guarantee deposit for the settlement of the related interest payable.
- (b) The bank borrowings are denominated in RMB, secured by property, plant and equipment of the Group (Note 13) and bear 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.
- (c) At June 30, 2022 and December 31, 2021, 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，並按倫敦銀行同業拆借利率加年利率1.5%計息。於二零二二年六月三十日，1.9百萬美元(約等於人民幣13.0百萬元)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(附註13)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。
- (c) 於二零二二年六月三十日及二零二一年十二月三十一日，本集團借款的償還情況如下：

		As at June 30, 於 六月三十日 2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 於 十二月三十一日 2021 二零二一年 RMB'000 人民幣千元 (Audited) (經審核)
Within 1 year	1年以內	111,267	19,692
1-2 years	1至2年	517,454	19,692
2-5 years	2至5年	1,469,319	59,076
Over 5 years	5年以上	4,923	14,769
		2,102,963	113,229

The Group is in compliance with all banking covenants as at June 30, 2022 and December 31, 2021.

於二零二二年六月三十日及二零二一年十二月三十一日，本集團遵守所有銀行契諾。

23. TRADE PAYABLES

23. 貿易應付款項

		As at June 30, 2022 於 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2021 於 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Payables to third parties	應付第三方款項	1,011,565	971,340
Payables to related parties	應付關聯方款項	1,345,367	1,235,220
		2,356,932	2,206,560

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 June 30, 2022 於 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2021 於 二零二一年 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	2,244,297	2,077,323
Over 6 months	六個月以上	112,635	129,237
		2,356,932	2,206,560

24. OTHER PAYABLES AND ACCRUALS

24. 其他應付款項及應計費用

		As at June 30, 2022 於 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2021 於 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Non-current	非即期		
Payables to related parties (Note a)	應付關聯方款項(附註a)	804,841	755,291
Consideration payable for equity investment and acquisition	股權投資及收購應付代價	3,587	6,322
Others	其他	2,723	2,723
Total financial liabilities	金融負債總額	811,151	764,336
Non-current, total	非即期，總額	811,151	764,336
Current	即期		
Advances from users	用戶墊款	532,746	544,745
Payables to insurance companies	應付保險公司款項	218,321	147,775
Payables of reorganisation cost (Note b)	應付重組成本(附註b)	157,454	157,454
Payables for property, plant and equipment	物業、廠房及設備應付款項	114,131	113,993
Payables to travel service suppliers	應付旅遊服務供應商款項	159,039	170,044
Deposits from sales channel	來自銷售渠道的按金	104,813	102,757
Accrual for users incentive program	用戶獎勵計劃應計費用	22,173	33,089
Payables to related parties (Note a)	應付關聯方款項(附註a)	453,796	445,022
Consideration payable for equity investment and acquisition	股權投資及收購應付代價	136,788	21,104
Others	其他	59,421	41,101
Total financial liabilities	金融負債總額	1,958,682	1,777,084
Accrued payroll and welfare	應計工資及福利	220,364	294,242
Accrued advertisement expenses	應計廣告開支	109,463	104,646
Business and other taxes	應付營業稅及其他稅項	41,358	56,012
Accrued commissions	應計佣金	25,610	26,867
Accrued professional fees	應計專業費用	28,535	25,889
Others	其他	3,930	4,757
Total non-financial liabilities	非金融負債總額	429,260	512,413
Current, total	即期，總額	2,387,942	2,289,497
Total other payables and accruals	其他應付款項及應計費用總額	3,199,093	3,053,833

24. OTHER PAYABLES AND ACCRUALS (CONTINUED)

Notes:

- (a) As at June 30, 2022, payables to related parties primarily comprise of the consideration payable to a shareholder of approximately RMB1,215.8 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, 2022 of approximately RMB804.8 million have been presented as non-current liabilities.
- (b) After the 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.

25. SHARE CAPITAL AND SHARE PREMIUM

		Number of ordinary shares 普通股數目	Ordinary share capital RMB'000 人民幣千元	Ordinary share premium 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, 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
(Unaudited)	(未經審核)				
At January 1, 2021	於二零二一年一月一日	2,179,982,273	7,512	19,046,357	19,053,869
Exercise of share options	行使購股權	23,522,030	76	329,025	329,101
At June 30, 2021	於二零二一年 六月三十日	2,203,504,303	7,588	19,375,382	19,382,970

24. 其他應付款項及應計費用(續)

附註：

- (a) 於二零二二年六月三十日，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1,215.8百萬元。部分應付結餘約人民幣804.8百萬元毋須於由二零二二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) 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。

25. 股本及股份溢價

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

26. OTHER RESERVES

26. 其他儲備

		Capital reserve	Statutory reserve	Currency translation differences	Share-based compensations reserve 以股份為基礎的	Others	Total
		資本儲備 RMB'000 人民幣千元	法定儲備 RMB'000 人民幣千元	匯兌差額 RMB'000 人民幣千元	薪酬儲備 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
(Unaudited)	(未經審核)						
At January 1, 2022	於二零二二年一月一日	(5,389,435)	9,826	(150,861)	2,015,348	476,841	(3,038,281)
Exercise of share options	行使購股權	-	-	-	(23,377)	-	(23,377)
Currency translation differences	匯兌差額	-	-	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
At June 30, 2022	於二零二二年六月三十日	(5,389,435)	9,826	(88,635)	2,196,248	476,841	(2,795,155)
(Unaudited)	(未經審核)						
At January 1, 2021	於二零二一年一月一日	(5,389,435)	9,826	(111,691)	2,012,040	483,516	(2,995,744)
Exercise of share options	行使購股權	-	-	-	(166,175)	-	(166,175)
Currency translation differences	匯兌差額	-	-	(17,233)	-	-	(17,233)
Share-based compensations recognized for the period	期內已確認以股份為 基礎的薪酬	-	-	-	106,209	-	106,209
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	-	-	-	23,348	-	23,348
Others	其他	-	-	-	-	(1,736)	(1,736)
At June 30, 2021	於二零二一年六月三十日	(5,389,435)	9,826	(128,924)	1,975,422	481,780	(3,051,331)

27. DIVIDEND

No dividend was paid or declared by the Company during each of the six months ended June 30, 2022 and 2021.

27. 股息

截至二零二二年及二零二一年六月三十日止六個月，本公司並無派付或宣派股息。

28. BUSINESS COMBINATION

Acquisition of Miot

The Group used to hold 46.5% equity interest in Miot and accounted for the investment using equity method. On February 18, 2022, the Group acquired the remaining 53.5% equity interest in Miot and accounted for such acquisition as a business combination. After the acquisition, Miot became a wholly-owned subsidiary of the Group.

Details of the purchase consideration, the net assets 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	13,375
Fair value of 46.5% equity interest previously held	先前持有46.5%股權的公允價值	11,640
		25,015

The preliminary purchase price allocation (PPA) and the assets and 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	2,459
Trade receivables	貿易應收款項	857
Prepayment and other receivables	預付款項及其他應收款項	990
Property, plant and equipment	物業、廠房及設備	82
Intangible assets	無形資產	5,800
– Customer relationship (Note a)	– 客戶關係(附註a)	4,400
– Technology platform (Note b)	– 技術平台(附註b)	1,400
Trade payables	貿易應付款項	(4,378)
Other payables and accruals	其他應付款項及應計費用	(6,546)
Deferred income tax liabilities	遞延所得稅負債	(1,450)
Total identifiable net liabilities	可識別總資產淨值	(2,186)
Goodwill (Note c)	商譽(附註c)	27,201
		25,015

28. 業務合併

收購米天下

本集團曾持有米天下46.5%股權，並採用權益法入賬該投資。於二零二二年二月十八日，本集團收購米天下餘下53.5%股權，並入賬該收購事項為業務合併。於收購事項後，米天下成為本集團全資附屬公司。

購買代價、收購資產淨值及商譽的詳情如下：

初步收購價格分配以及因收購事項而確認的資產及負債如下：

28. BUSINESS COMBINATION (CONTINUED)

Acquisition of Miot (Continued)

Notes:

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

- (a) The customer relationship represents the contractual business relationship with the existing customers of the acquired entity, i.e. hotel and home accommodation service user of Miot, of which the Group assessed and estimated the useful life at 8 years based on the considerations of the long term relationship built up with the customers, market practice in the hotel and home accommodation service industry as well as the turnover of customers 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 assessed and estimated the useful life at 5 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 RMB5.5 million and net profit of RMB3.0 million to the Group for the period from February 18, 2022 (the acquisition date) to June 30, 2022. If the acquisition had occurred on January 1, 2022, the Group's revenue and net loss for the period ended June 30, 2022 would have been increased by approximately RMB0.7 million and RMB2.1 million, respectively.

29. CONTINGENCIES

As at June 30, 2022 and December 31, 2021, the Group did not have any significant contingent liabilities.

28. 業務合併(續)

收購米天下(續)

附註：

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

- (a) 客戶關係指所購入實體與現有客戶(即米天下酒店及家庭住宿服務用戶)的合約業務關係，本集團基於與客戶建立的長期關係、酒店及家庭住宿服務行業的市場慣例以及客戶以往的營業額等考量因素評估及估計其可使用年期為8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研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的因素評估及估計其可使用年期為5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。

二零二二年二月十八日(收購日期)至二零二二年六月三十日期間，所購入業務對本集團貢獻收入人民幣5.5百萬元及溢利淨額人民幣3.0百萬元。倘若收購事項於二零二二年一月一日發生，截至二零二二年六月三十日止期間本集團收入及虧損淨額將分別增加約人民幣0.7百萬元及人民幣2.1百萬元。

29. 或然事項

於二零二二年六月三十日及二零二一年十二月三十一日，本集團並無任何重大或然負債。

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, 2022	As at December 31, 2021
		於 二零二二年 六月三十日	於 二零二一年 十二月三十一日
		RMB'000	RMB'000
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Purchase commitments	購買承擔	1,151,298	1,304,169

(b) Capital commitments

		As at June 30, 2022	As at December 31, 2021
		於 二零二二年 六月三十日	於 二零二一年 十二月三十一日
		RMB'000	RMB'000
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Equity investment (Note)	股權投資(附註)	133,500	-
Property and equipment	物業及設備	4,870	7,592
		138,370	7,592

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

30. COMMITMENT (CONTINUED)

(b) Capital commitments (Continued)

Note:

On April 29, 2022, the Group has entered into an agreement with a third party (the "Seller") pursuant to which the Group will acquired from the Seller its 100% equity interest in Anhui Deheng Hotel Management Limited Company (the "investee company") at a cash consideration of RMB274,500,000. The core operating asset as owned by the investee company is one of the office premises as currently leased by the Group for part of its customer enquiries centre operations. As at June 30, 2022, the Group has prepaid an amount of RMB141,000,000 to the Seller and remaining consideration payable has been included as part of the Group's capital commitments as at June 30, 2022.

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 other notes, the following significant transactions were carried out between the Group and its related parties during the six months ended June 30, 2022 and 2021. 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.

30. 承擔 (續)

(b) 資本承擔 (續)

附註：

於二零二二年四月二十九日，本集團與第三方（「賣方」）訂立協議，據此，本集團將以現金代價人民幣274,500,000元向賣方收購其於Anhui Deheng Hotel Management Limited Company（「被投資公司」）的100%股權。被投資公司擁有的核心經營資產為本集團現時租賃作為其客戶諮詢中心運營的其中一個辦公場所。於二零二二年六月三十日，本集團已向賣方預付人民幣141,000,000元的金額，而餘下應付代價已計入本集團於二零二二年六月三十日資本承擔的一部分。

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。

除其他附註所披露外，以下重大交易乃由本集團及其關聯方於截至二零二二年及二零二一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。

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
Yuecheng (Tianjin) Hotel Management Co., Ltd. 悅程(天津)酒店管理有限公司	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
Hunan Polin Hotel Management Co., Ltd. 湖南珀林酒店管理有限公司	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
Tianjin Liangcheng Hotel Management Co., Ltd. 天津良程酒店管理有限公司	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 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. 湖北三峽旅遊集團股份有限公司	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. 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	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Commission and other service income received from related parties:	收取自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	676,947	708,995
- Tencent and its affiliated companies	- 騰訊及其聯屬公司	9,432	6,035
- Tongcheng Holdings and its affiliated companies	- 同程控股及其聯屬公司	140	304
- Tongcheng Lvjin and its affiliated companies	- 同程旅金及其聯屬公司	2,558	2,014
- Tongcheng Hanglv and its affiliated companies	- 同程航旅及其聯屬公司	2,047	4,808
- Associates of the Group	- 本集團聯營公司	2,627	1,924
		693,751	724,080
Commission, settlement and other service fees paid to related parties:	向關聯方支付的佣金、結算及其他服務費：		
- Trip and its affiliated companies	- 攜程及其聯屬公司	2,612	10,529
- Tencent and its affiliated companies	- 騰訊及其聯屬公司	448,508	404,240
- Tongcheng Holdings and its affiliated companies	- 同程控股及其聯屬公司	1,632	3,263
- Tongcheng Lvjin and its affiliated companies	- 同程旅金及其聯屬公司	3,354	8,142
- Tongcheng Hanglv and its affiliated companies	- 同程航旅及其聯屬公司	1,962	269
- Associates of the Group	- 本集團聯營公司	10,874	13,038
		468,942	439,481
Loan to related parties:	向關聯方提供的貸款：		
- Associates of the Group	- 本集團聯營公司	8,123	1,312

31. RELATED PARTY TRANSACTIONS (CONTINUED)

31. 關聯方交易 (續)

(c) Balance with related parties

(c) 與關聯方結餘

		As at June 30, 2022 於 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2021 於 二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (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	53,699	79,214
- Tencent and its affiliated companies	- 騰訊及其聯屬公司	312,665	318,683
- Tongcheng Holdings and its affiliated companies	- 同程控股及其聯屬公司	804	740
- Tongcheng Hanglv and its affiliated companies	- 同程航旅及其聯屬公司	111,003	131,501
- Tongcheng Lvjin and its affiliated companies	- 同程旅金及其聯屬公司	2,264	3,951
- Others	- 其他	98,227	101,027
		578,662	635,116
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	463,116	363,893

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 RMB56.9 million which bear interests at a fixed rate of 4.35% 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56.9百萬元的向本集團聯屬公司貸款按固定年利率4.35%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, 2022 於 二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at December 31, 2021 於 二零二一年 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	1,329,627	1,218,726
- Tencent and its affiliated companies	- 騰訊及其聯屬公司	1,230,295	1,171,432
- Tongcheng Holdings and its affiliated companies	- 同程控股及其聯屬公司	546	581
- Tongcheng Hanglv and its affiliated companies	- 同程航旅及其聯屬公司	3,552	2,714
- Tongcheng Lvjin and its affiliated companies	- 同程旅金及其聯屬公司	1,615	2,491
- Others	- 其他	38,369	39,589
		2,604,004	2,435,533

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:

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：

		Six months ended June 30, 截至六月三十日止六個月	
		2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Wages and salaries	工資及薪金	9,185	8,606
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	174	177
Pension costs – defined contribution plans	退休金成本 – 界定供款計劃	144	138
Share-based compensation expenses	以股份為基礎的薪酬開支	15,172	21,852
		24,675	30,773

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：

<p>“2016 Share Incentive Plan” 「二零一六年股份激勵計劃」</p>	<p>指</p>	<p>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</p>
<p>“2018 Share Incentive Plan” 「二零一八年股份激勵計劃」</p>	<p>指</p>	<p>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</p>
<p>“2019 RSU Plan” 「二零一九年受限制股份單位計劃」</p>	<p>指</p>	<p>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</p>
<p>“2019 Share Option Plan” 「二零一九年購股權計劃」</p>	<p>指</p>	<p>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</p>
<p>“2022 RSU Plan” 「二零二二年受限制股份單位計劃」</p>	<p>指</p>	<p>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</p>
<p>“2022 Share Option Plan” 「二零二二年購股權計劃」</p>	<p>指</p>	<p>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</p>
<p>“AI” 「人工智能」</p>	<p>指</p>	<p>artificial intelligence 人工智能</p>
<p>“APUs” 「年付費用戶」</p>	<p>指</p>	<p>annual paying users in the twelve-month period ended June 30, 2022 截至二零二二年六月三十日止十二個月期間的年付費用戶</p>
<p>“Audit Committee” 「審核委員會」</p>	<p>指</p>	<p>the audit committee of the Board 董事會審核委員會</p>

DEFINITION

釋義

“Beijing E-dragon”		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
「北京藝龍」	指	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
“Board”		the board of directors of the Company
「董事會」	指	本公司董事會
“Business Day(s)”		any day(s) on which the stock exchange on which Shares of the Company are traded is open for the transactions of business
「營業日」	指	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
“China” or “PRC”		People’s Republic of China
「中國」	指	中華人民共和國
“Company”		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
「本公司」	指	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
“Consolidated Affiliated Entities”		the entities we control through certain Contractual Arrangements
「併表聯屬實體」	指	我們通過若干合約安排控制的實體
“Contractual Arrangement(s)”		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
「合約安排」	指	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
“Corporate Governance Code”		the Corporate Governance Code set out in Appendix 14 to the Listing Rules
「企業管治守則」	指	上市規則附錄十四所載的《企業管治守則》

“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 WOFÉ”		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” 「國際財務報告準則」	指	International Financial Reporting Standards, amendments, and interpretations, as issued from time to time by the International Accounting Standards Board 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

釋義

“Latest Practicable Date”		August 31, 2022, being the latest practicable date prior to the printing of this interim report for the purpose of ascertaining the information contained herein
「最後實際可行日期」	指	二零二二年八月三十一日，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
“Listing”		the listing of the Shares on the Main Board of the Stock Exchange, which occurred on the listing date
「上市」	指	股份於上市日期在聯交所主板上市
“Listing Rules”		the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
「上市規則」	指	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
“Longyue Tiancheng WFOE”		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
「龍悅天程WFOE」	指	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
“Main Board”		the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
「主板」	指	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，並與其併行運作
“MAUs”		monthly active users who access our platforms at least once during a calendar month
「月活躍用戶」	指	一個曆月內至少進入我們平台一次的月活躍用戶
“Model Code”		the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules
「標準守則」	指	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》
“MPUs”		monthly paying users who make purchases on our platforms at least once during a calendar month
「月付費用戶」	指	一個曆月至少在我們平台消費一次的月付費用戶

“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
“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

“Suzhou Chengyi”		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
「蘇州程藝」	指	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
“Tencent”		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)
「騰訊」	指	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）
“Tongcheng” or “Tongcheng Network”		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
「同程」或「同程網絡」	指	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
“Trip.com Group”		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)
「攜程」	指	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）
“TSP(s)”		travel service provider(s)
「旅遊服務供應商」	指	旅遊服務供應商
“USD” or “US\$”		United States dollars, the lawful currency of the United States of America
「美元」	指	美元，美國法定貨幣



同程旅行

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



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