

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2024

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_ to \_\_\_\_

Commission File Number: 001-34647

**ZW Data Action Technologies Inc.**  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation or organization)

20-4672080  
(I.R.S. Employer Identification No.)

Room 1811, Xinghuo Keji Plaza, No. 2 Fufeng Road, Fengtai District, Beijing, PRC 100070  
(Address of principal executive offices) (Zip Code)

+86-10-6084-6616  
(Registrant's telephone number, including area code)

N/A  
(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.001	CNET	Nasdaq Capital Market

Indicate by check whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of July 29, 2024, the registrant had 7,204,506 shares of common stock outstanding.

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## PART I. FINANCIAL INFORMATION

### Item 1. Interim Financial Statements

**The Public Company Accounting Oversight Board (the “PCAOB”) had historically been unable to inspect our auditor in relation to their audit work performed for our financial statements and the inability of the PCAOB to conduct inspections over our auditor deprived our investors of the benefits of such inspections.**

Our auditor, the independent registered public accounting firm that issues the audit report in our SEC filings, as an auditor of companies that are traded publicly in the United States and a firm registered with the PCAOB, is subject to laws in the United States pursuant to which the PCAOB conducts regular inspections to assess its compliance with the applicable professional standards. Our auditor is located in Hong Kong Special Administrative Region of the PRC (“Hong Kong”), China, a jurisdiction where the PCAOB was unable to conduct inspections and investigations before 2022. As a result, we and investors in our securities were deprived of the benefits of such PCAOB inspections. On December 15, 2022, the PCAOB announced that it was able to secure complete access to inspect and investigate PCAOB-registered public accounting firms headquartered in China mainland and Hong Kong in 2022. However, the inability of the PCAOB to conduct inspections of auditors in Hong Kong in the past made it more difficult to evaluate the effectiveness of our independent registered public accounting firm’s audit procedures or quality control procedures as compared to auditors outside of China mainland and Hong Kong that have been subject to the PCAOB inspections, which could cause investors and potential investors in our securities to lose confidence in our audit procedures and reported financial information and the quality of our financial statements.

**Our common stock may be delisted and prohibited from trading in the United States under the Holding Foreign Companies Accountable Act, or the HFCAA, as amended by the Accelerating Holding Foreign Companies Accountable Act, if the PCAOB is unable to inspect or investigate completely auditors located in China mainland and Hong Kong. The delisting of our common stock or the threat of their being delisted could cause the value of our common stock to significantly decline or be worthless, and thus you could lose all or substantial portion of your investment.**

On December 18, 2020, the Holding Foreign Companies Accountable Act, or the HFCAA, was signed into law that states if the SEC determines that issuers have filed audit reports issued by a registered public accounting firm that has not been subject to PCAOB inspection for three consecutive years beginning in 2021, the SEC shall prohibit its common stock from being traded on a national securities exchange or in the over-the-counter trading market in the U.S. Furthermore, on June 22, 2021, the U.S. Senate passed the Accelerating Holding Foreign Companies Accountable Act, to prohibit securities of any registrant from being listed on any of the U.S. securities exchanges or traded over-the-counter if the auditor of the registrant’s financial statements is not subject to PCAOB inspection for two consecutive years, instead of three consecutive years as enacted in the HFCAA. On December 2, 2021, the SEC adopted final amendments implementing the disclosure and submission requirements of the HFCAA, pursuant to which the SEC will identify an issuer as a “Commission-Identified Issuer” if the issuer has filed an annual report containing an audit report issued by a registered public accounting firm that the PCAOB has determined it is unable to inspect or investigate completely, and will then impose a trading prohibition on an issuer after it is identified as a Commission-Identified Issuer for three consecutive years. On December 29, 2022, the Accelerating Holding Foreign Companies Accountable Act was signed into law.

On December 16, 2021, the PCAOB issued a HFCAA Determination Report (the “2021 PCAOB Determinations”) to notify the SEC of its determination that the PCAOB was unable to inspect or investigate completely registered public accounting firms headquartered in China mainland and Hong Kong because of positions taken by the Chinese authorities, and our auditor was subject to this determination. On May 13, 2022, the SEC conclusively identified us as a Commission-Identified Issuer under the HFCAA following the filing of our annual report on Form 10-K for the fiscal year ended December 31, 2021.

On August 26, 2022, the PCAOB signed a Statement of Protocol on agreement governing on inspections of audit firms based in mainland China and Hong Kong, with China Securities Regulatory Commission (“CSRC”) and Ministry of Finance (“MOF”) of the PRC, in regarding to governing inspections and investigations of audit firms headquartered in mainland China and Hong Kong (the “Agreement”). As stated in the Agreement, the Chinese authorities committed that the PCAOB has direct access to view complete audit work papers under its inspections or investigations and has sole discretion to the selected audit firms and audit engagements. The Agreement opens access for the PCAOB to inspect and investigate the registered public accounting firms in mainland China and Hong Kong completely. The PCAOB then thoroughly tested compliance with every aspect of the Agreement necessary to determine complete access. This included sending a team of PCAOB staff to conduct on-site inspections and investigations in Hong Kong over a nine-week period from September to November 2022.

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On December 15, 2022, the PCAOB issued its 2022 HFCAA Determination Report to notify the SEC of its determination that the PCAOB was able to secure complete access to inspect and investigate PCAOB-registered public accounting firms headquartered in China mainland and Hong Kong completely in 2022. The PCAOB Board vacated its 2021 PCAOB Determinations that the PCAOB was unable to inspect or investigate completely registered public accounting firms headquartered in China mainland and Hong Kong. For this reason, we do not expect to be identified as a Commission-Identified Issuer following the filing of our annual report for the fiscal year ended December 31, 2022. However, whether the PCAOB will continue to be able to satisfactorily conduct inspections of PCAOB-registered public accounting firms headquartered in China mainland and Hong Kong is subject to uncertainty and depends on a number of factors out of our, and our auditor's, control.

The PCAOB is continuing to demand complete access in China mainland and Hong Kong moving forward and is already making plans to resume regular inspections in early 2023 and beyond, as well as to continue pursuing ongoing investigations and initiate new investigations as needed. The PCAOB does not have to wait another year to reassess its determinations. Should the PRC authorities obstruct the PCAOB's access to inspect or investigate completely in any way and at any point, the PCAOB will act immediately to consider the need to issue new determinations consistent with the HFCAA.

We cannot assure you that our auditor will not be determined as a register public accounting firm that the PCAOB is unable to inspect or investigate completely for two consecutive years because of positions taken by the Chinese authorities and/or any other causes in the future. If the PCAOB in the future again determines that it is unable to inspect and investigate completely auditors in China mainland and Hong Kong, we may be identified as a Commission-Identified Issuer accordingly. If this happens, Nasdaq may determine to delist our common stock, and there is no certainty that we will be able to continue listing our common stock on other non-U.S. stock exchanges or that an active market for our common stock will immediately develop outside of the U.S. The prohibiting from trading in the United States or delisting of our common stock or the threat of their being delisted could cause the value of our common stock to significantly decline or be worthless, and thus you could lose all or substantial portion of your investment.

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**ZW DATA ACTION TECHNOLOGIES INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In thousands, except for number of shares and per share data)

	<b>March 31, 2024</b>	<b>December 31, 2023</b>
	<b>(US \$)</b>	<b>(US \$)</b>
	<b>(Unaudited)</b>	
<b>Assets</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 467	\$ 817
Accounts receivable, net of allowance for credit loss of \$4,261 and \$3,987, respectively	749	844
Prepayment and deposit to suppliers	5,210	4,505
Other current assets, net	2,869	2,794
<b>Total current assets</b>	<b>9,295</b>	<b>8,960</b>
Long-term investments	794	794
Operating lease right-of-use assets	-	22
Property and equipment, net	187	215
Intangible assets, net	646	841
Goodwill	78	-
Deferred tax assets, net	404	401
<b>Total Assets</b>	<b>\$ 11,404</b>	<b>\$ 11,233</b>
<b>Liabilities and Equity</b>		
<b>Current liabilities:</b>		
Accounts payable *	\$ 266	\$ 201
Advance from customers *	1,427	843
Accrued payroll and other accruals *	403	350
Taxes payable *	3,189	3,194
Operating lease liabilities *	-	24
Lease payment liability related to short-term leases *	99	99
Other current liabilities *	477	144
Warrant liabilities	-	-
<b>Total current liabilities</b>	<b>5,861</b>	<b>4,855</b>

**ZW DATA ACTION TECHNOLOGIES INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS (CONTINUED)**  
(In thousands, except for number of shares and per share data)

	<b>March 31, 2024</b>	<b>December 31, 2023</b>
	<b>(US \$)</b>	<b>(US \$)</b>
	<b>(Unaudited)</b>	
<b>Long-term liabilities:</b>		
Deferred tax liabilities	4	-
Long-term borrowing from a related party	123	124
<b>Total Liabilities</b>	<b>5,988</b>	<b>4,979</b>
<b>Commitments and contingencies</b>		
<b>Equity:</b>		
ZW Data Action Technologies Inc.'s stockholders' equity		
Common stock (US\$0.001 par value; authorized 20,000,000 shares; issued and outstanding 7,204,506 shares at March 31, 2024 and December 31, 2023)	7	7
Additional paid-in capital	62,067	62,067
Statutory reserves	2,598	2,598
Accumulated deficit	(60,540)	(59,690)
Accumulated other comprehensive income	1,279	1,272
<b>Total shareholders' equity</b>	<b>5,411</b>	<b>6,254</b>
Noncontrolling interests	5	-
<b>Total equity</b>	<b>5,416</b>	<b>6,254</b>
<b>Total Liabilities and Equity</b>	<b>\$ 11,404</b>	<b>\$ 11,233</b>

\* Liabilities recognized as a result of consolidating these VIEs do not represent additional claims on the Company's general assets (Note 2).

See notes to unaudited condensed consolidated financial statement

**ZW DATA ACTION TECHNOLOGIES INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**  
(In thousands, except for number of shares and per share data)

	<b>Three Months Ended March 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>(US \$)</b>	<b>(US \$)</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
Revenues	\$ 3,531	\$ 6,316
Cost of revenues	3,459	6,630
<b>Gross (loss)/profit</b>	<u>72</u>	<u>(314)</u>
<b>Operating expenses</b>		
Sales and marketing expenses	79	48
General and administrative expenses	915	932
Research and development expenses	-	18
Total operating expenses	<u>994</u>	<u>998</u>
<b>Loss from operations</b>	(922)	(1,312)
<b>Other income/(expenses)</b>		
Interest income	91	72
Other expenses, net	(22)	(5)
Change in fair value of warrant liabilities	-	101
Total other income	<u>69</u>	<u>168</u>
<b>Loss before income tax benefit</b>	(853)	(1,144)
Income tax benefit	3	1
<b>Net loss</b>	<u>\$ (850)</u>	<u>\$ (1,143)</u>
Net loss	\$ (850)	\$ (1,143)
Foreign currency translation income/(loss)	7	(81)
<b>Comprehensive loss</b>	<u>\$ (843)</u>	<u>\$ (1,224)</u>
<b>Loss per share</b>		
Loss per common share		
Basic and diluted	<u>\$ (0.12)</u>	<u>\$ (0.16)</u>
<b>Weighted average number of common shares outstanding:</b>		
Basic and diluted	<u>7,204,506</u>	<u>7,174,506</u>

See notes to unaudited condensed consolidated financial statements

**ZW DATA ACTION TECHNOLOGIES INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

	<b>Three Months Ended March 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>(US \$)</b>	<b>(US \$)</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>Cash flows from operating activities</b>		
Net loss	\$ (850)	\$ (1,143)
<b>Adjustments to reconcile net loss to net cash used in operating activities</b>		
Depreciation and amortization	238	322
Amortization of operating lease right-of-use assets	22	106
Share-based compensation expenses	-	35
Provision for allowances for credit losses	301	301
Loss on disposal of fixed assets	-	3
Deferred taxes	(3)	(1)
Change in fair value of warrant liabilities	-	(101)
Other non-operating income	(91)	(72)
<b>Changes in operating assets and liabilities</b>		
Accounts receivable	(185)	(56)
Prepayment and deposit to suppliers	(654)	171
Other current assets	(5)	(1)
Accounts payable	65	10
Advance from customers	584	(27)
Accrued payroll and other accruals	49	(174)
Other current liabilities	200	(184)
Taxes payable	-	(8)
Operating lease liabilities	(24)	(97)
<b>Net cash used in operating activities</b>	<b>(353)</b>	<b>(916)</b>
<b>Cash flows from investing activities</b>		
Cash acquired during the period	9	-
Short-term loans to unrelated parties	-	(2,000)
Repayment of short-term loans and interest income from unrelated parties	-	123
<b>Net cash used in investing activities</b>	<b>9</b>	<b>(1,877)</b>



**ZW DATA ACTION TECHNOLOGIES INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)**  
(In thousands)

	<b>Three Months Ended March 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>(US \$)</b>	<b>(US \$)</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>Cash flows from financing activities</b>		
<b>Net cash provided by financing activities</b>	-	-
Effect of exchange rate fluctuation on cash and cash equivalents	(6)	(6)
<b>Net decrease in cash and cash equivalents</b>	(350)	(2,799)
Cash and cash equivalents at beginning of the period	817	4,391
Cash and cash equivalents at end of the period	\$ 467	\$ 1,592
<b>Supplemental disclosure of cash flow information</b>		
Income taxes paid	\$ -	\$ -
Interest expense paid	\$ -	\$ -

See notes to unaudited condensed consolidated financial statements

**ZW DATA ACTION TECHNOLOGIES INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2024 and 2023**

(In thousands, except for number of shares)

	Common stock		Additional paid-in capital	Statutory reserves	Accumulated deficit	Accumulated other comprehensive income/(loss)	Non-controlling Interest	Total stockholders' equity
	Number of shares	Amount (US \$)	(US \$)	(US \$)	(US \$)	(US \$)	(US \$)	(US \$)
<b>Balance, January 1, 2024</b>	7,204,506	\$ 7	\$ 62,067	\$ 2,598	\$ (59,690)	\$ 1,272	\$ -	\$ 6,254
Noncontrolling equity interests in an acquired VIE	-	-	-	-	-	-	5	5
Net loss for the period	-	-	-	-	(850)	-	-	(850)
Foreign currency translation adjustment	-	-	-	-	-	7	-	7
<b>Balance, March 31, 2024 (unaudited)</b>	<u>7,204,506</u>	<u>\$ 7</u>	<u>\$ 62,067</u>	<u>\$ 2,598</u>	<u>\$ (60,540)</u>	<u>\$ 1,279</u>	<u>\$ 5</u>	<u>\$ 5,416</u>

	Common stock**		Additional paid-in capital**	Statutory reserves	Accumulated deficit	Accumulated other comprehensive income/(loss)	Non-controlling Interest	Total stockholders' equity
	Number of shares	Amount (US \$)	(US \$)	(US \$)	(US \$)	(US \$)	(US \$)	(US \$)
<b>Balance, January 1, 2023</b>	7,174,506**	\$ 7**	\$ 62,017**	\$ 2,598	\$ (53,525)	\$ 1,200	\$ -	\$ 12,297
Share-based compensation in exchange for services from employees and directors	-	-	-	-	(191)	-	-	(191)
Net loss for the period	-	-	-	-	(1,143)	-	-	(1,143)
Foreign currency translation adjustment	-	-	-	-	-	(81)	-	(81)
<b>Balance, March 31, 2023 (unaudited)</b>	<u>7,174,506</u>	<u>\$ 7</u>	<u>\$ 62,017</u>	<u>\$ 2,598</u>	<u>\$ (54,859)</u>	<u>\$ 1,119</u>	<u>\$ -</u>	<u>\$ 10,882</u>

\*\*Retrospectively restated for effect of the 1-for-5 reverse stock split effective on January 18, 2023, see Note 4(g).

**ZW DATA ACTION TECHNOLOGIES INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**1. Organization and nature of operations**

ZW Data Action Technologies Inc. (the “Company”) was incorporated in the State of Texas in April 2006 and re-domiciled to become a Nevada corporation in October 2006. On June 26, 2009, the Company consummated a share exchange transaction with China Net Online Media Group Limited (the “Share Exchange”), a company organized under the laws of British Virgin Islands (“China Net BVI”). As a result of the Share Exchange, China Net BVI became a wholly owned subsidiary of the Company and the Company is now a holding company, which, through certain contractual arrangements with operating companies in the People’s Republic of China (the “PRC”), is engaged in providing Internet advertising, precision marketing, e-commerce online to offline (O2O) advertising and marketing services as well as the related data and technical services to small and medium enterprises (SMEs) in the PRC. The Company also develops blockchain enabled web/mobile applications and provides software solutions, i.e., Software-as-a-Service (“SaaS”) services for clients.

**2. Variable interest entities**

The Company is not an operating company in China, but a Nevada holding company with no equity ownership in the VIEs. The Company primarily conducts its operations in China through its PRC subsidiaries, the VIEs, with which the Company has entered into contractual arrangements, and their subsidiaries in China. Summarized below is the information related to the VIEs’ assets and liabilities reported in the Company’s condensed consolidated balance sheets as of March 31, 2024 and December 31, 2023, respectively:

	<b>March 31, 2024</b>	<b>December 31, 2023</b>
	<b>US\$(*000)</b>	<b>US\$(*000)</b>
	<b>(Unaudited)</b>	
<b>Assets</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 164	\$ 367
Accounts receivable, net	749	844
Prepayment and deposit to suppliers	2,690	2,005
Other current assets, net	5	2
<b>Total current assets</b>	<b>3,608</b>	<b>3,218</b>
Goodwill, net	78	-
Intangible assets, net	15	-
Property and equipment, net	125	139
Deferred tax assets, net	404	401
<b>Total Assets</b>	<b>\$ 4,230</b>	<b>\$ 3,758</b>
<b>Liabilities</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 266	\$ 201
Advance from customers	1,427	843
Accrued payroll and other accruals	59	37
Taxes payable	2,551	2,555
Lease payment liability related to short-term leases	99	99
Other current liabilities	333	56
<b>Total current liabilities</b>	<b>4,735</b>	<b>3,791</b>
<b>Long-term liabilities:</b>		
Deferred tax liabilities	4	-
<b>Total Liabilities</b>	<b>\$ 4,739</b>	<b>\$ 3,791</b>

**ZW DATA ACTION TECHNOLOGIES INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

Liabilities recognized as a result of consolidating these VIEs do not represent additional claims on the Company's general assets.

Summarized below is the information related to the financial performance of the VIEs reported in the Company's condensed consolidated statements of operations and comprehensive loss for the three months ended March 31, 2024 and 2023, respectively:

	<b>Three Months Ended March 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>US\$('000)</b>	<b>US\$('000)</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
Revenues	\$ 3,531	\$ 6,148
Cost of revenues	(3,459)	(6,327)
Total operating expenses	(497)	(370)
Net loss	(444)	(550)

### 3. Liquidity and Capital Resources

The Company incurred operating losses and may continue to incur operating losses, and as a result, generate negative cash flows as the Company implements its future business plan. For the three months ended March 31, 2024, the Company incurred a loss from operations of US\$0.92 million and a net operating cash outflow of US\$0.35 million. As of March 31, 2024, the Company had cash and cash equivalents of US\$0.47 million and working capital of US\$3.43 million, compared with approximately US\$0.82 million and US\$4.11 million as of December 31, 2023, respectively.

The Company plans to optimize its internet resources cost investment strategy to improve the gross profit margin of its core business and to further strengthen the accounts receivables collection management, and negotiate with major suppliers for more favorable payment terms, all of which will help to substantially increase the cashflows from operations. In addition, to further improve its liquidity, the Company plans to reduce its operating costs through optimizing the personnel structure among different offices, and reduce its office leasing spaces, if needed. Beginning in early 2022, the Company introduced its SaaS services to customers. The Company's SaaS services are provided based on technologies of its self-developed Blockchain Integrated Framework ("BIF") platform. The BIF platform enables the Company's clients to utilize the BIF platform as an enterprise management software to record, share and storage operating data on-chain, and/or to generate unique designed Non-fungible Token ("NFTs") for their IPs and certificates. While the COVID-19 epidemic and the associated extended quarantine and business shutdown measures throughout fiscal 2022 adversely affected the Company's SaaS services promotion, and revenues from the new SaaS services business and its profitability have not met the Company's expectations, the Company still expects these services to generate positive cash flow and improve liquidity since they rely on technologies of its self-developed software platform, thus reducing the need for substantial cash outflow to third-party service providers. In March 2024, the Company acquired a 51% equity interest in Yi En (Beijing) Technology Co., Ltd. ("Beijing Yi En") at a total consideration of RMB1 to expand our internet advertising and the distribution of the right to use search engine marketing services in the PRC with the expectation that the acquisition can synergize with our existing businesses and provide economies of scale that will generate operating profits and additional cash inflow in the next 12 months.

If the Company fails to achieve these goals, the Company may need additional financing to execute its business plan. If additional financing is required, the Company cannot predict whether this additional financing will be in the form of equity, debt, or another form, and the Company may not be able to obtain the necessary additional capital on a timely basis, on acceptable terms, or at all. In the event that financing sources are not available, or that the Company is unsuccessful in increasing its gross profit margin and reducing operating losses, the Company may be unable to implement its current plans for expansion, repay debt obligations or respond to competitive pressures, any of which would have a material adverse effect on the Company's business, prospects, financial condition and results of operations. These factors raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that the financial statements are issued.

The unaudited condensed consolidated financial statements as of March 31, 2024 have been prepared under the assumption that the Company will continue as a going concern, which contemplates, among other things, the realization of assets and the satisfaction of liabilities in the normal course of business over a reasonable period of time. The Company's ability to continue as a going concern is dependent upon its uncertain ability to increase gross profit margin and reduce operating loss from its core business and/or obtain additional equity and/or debt financing. The accompanying financial statements as of March 31, 2024 do not include any adjustments that might result from the outcome of these uncertainties. If the Company is unable to continue as a going concern, it may have to liquidate its assets and may receive less than the value at which those assets are carried on the financial statements.

**ZW DATA ACTION TECHNOLOGIES INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**4. Summary of significant accounting policies**

**a) Basis of presentation**

The unaudited condensed consolidated interim financial statements are prepared and presented in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

The unaudited condensed consolidated interim financial information as of March 31, 2024 and for the three months ended March 31, 2024 and 2023 have been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”). Certain information and footnote disclosures, which are normally included in complete consolidated financial statements prepared in accordance with U.S. GAAP, have been omitted pursuant to those rules and regulations. The unaudited condensed consolidated interim financial information should be read in conjunction with the financial statements and the notes thereto, included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, previously filed with the SEC (the “2023 Form 10-K”) on June 28, 2024.

In the opinion of management, all adjustments (which include normal recurring adjustments) necessary to present a fair statement of the Company’s condensed consolidated financial position as of March 31, 2024, its condensed consolidated results of operations for the three months ended March 31, 2024 and 2023, and its condensed consolidated cash flows for the three months ended March 31, 2024 and 2023, as applicable, have been made. The interim results of operations are not necessarily indicative of the operating results for the full fiscal year or any future periods.

**b) Principles of consolidation**

The unaudited condensed consolidated interim financial statements include the accounts of all the subsidiaries and VIEs of the Company. All transactions and balances between the Company and its subsidiaries and VIEs have been eliminated upon consolidation.

**c) Use of estimates**

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the related disclosure of contingent assets and liabilities at the date of these consolidated financial statements, and the reported amounts of revenue and expenses during the reporting period. The Company continually evaluates these estimates and assumptions based on the most recently available information, historical experience and various other assumptions that the Company believes to be reasonable under the circumstances. Since the use of estimates is an integral component of the financial reporting process, actual results could differ from those estimates.

**d) Foreign currency translation**

The exchange rates used to translate amounts in RMB into US\$ for the purposes of preparing the condensed consolidated financial statements are as follows:

	<b>March 31, 2024</b>	<b>December 31, 2023</b>
Balance sheet items, except for equity accounts	7.095	7.0827
	<b>Three Months Ended March 31,</b>	<b>2024</b>
	<b>2024</b>	<b>2023</b>
Items in the statements of operations and comprehensive loss	7.1028	6.8476

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**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

No representation is made that the RMB amounts could have been, or could be converted into US\$ at the above rates.

**e) Current expected credit losses**

In *June 2016*, the FASB issued ASU No. 2016-13, “Financial Instruments–Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments”. The amendments in this ASU require the measurement and recognition of expected credit losses for financial assets held at amortized cost, which replace the existing incurred loss impairment model with an expected loss methodology. The Company, as a SEC smaller reporting company, has adopted the amendments in this ASU from *January 1, 2023*, using a modified retrospective transition method and did not restate the related accounts in the comparable period. Instead, the Company recognized a cumulative-effect adjustment to increase the opening balance of its accumulated deficit on January 1, 2023 by US\$0.19 million, of which US\$0.04 million was related to the cumulative-effect adjustment to allowance for credit loss of accounts receivable, and the remaining US\$0.15 million was related to the cumulative-effect adjustment to allowance for credit loss of other current assets, which primarily consisted of short-term loans the Company provided to unrelated parties.

The allowance for credit losses reflects the Company's current estimate of credit losses expected to be incurred over the life of the related financial assets. The allowance for credit losses is presented as a valuation account that is deducted from the amortized cost basis of financial asset(s) to present the net amount expected to be collected on the financial asset(s).

The Company considers various factors in establishing, monitoring, and adjusting its allowance for credit losses, including the aging and aging trends, customer/other parties’ creditworthiness and specific exposures related to particular customers/other parties. The Company also monitors other risk factors and forward-looking information, such as country specific risks and economic factors that may affect a customer/other party’s ability to pay in establishing and adjusting its allowance for credit losses. The Company assesses collectability by reviewing the financial assets on a collective basis where similar characteristics exist and on an individual basis when the Company identifies specific customers/other parties with known disputes or collectability issues. Accounts receivable and short-term loans to unrelated parties are written off after all collection efforts have ceased.

The following tables summarized the movements of the Company’s credit losses for the three months ended March 31, 2024 and 2023, respectively:

	<b>Three Months Ended March 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>US\$(*000)</b>	<b>US\$(*000)</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b><u>Credit loss for accounts receivable:</u></b>		
Balance as of beginning of the period	3,987	3,760
Cumulative-effect adjustment upon adoption of ASU No. 2016-13, Financial Instruments-Credit losses (Topic 326)	-	36
Provision for/(reverse of) credit loss during the period	280	223
Written off during the period	-	-
Exchange translation adjustments	(6)	51
Balance as of end of the period	4,261	4,070
<b><u>Credit loss for other current assets:</u></b>		
Balance as of beginning of the period	1,559	617
Cumulative-effect adjustment upon adoption of ASU No. 2016-13, Financial Instruments-Credit losses (Topic 326)	-	155
Provision for credit loss during the period	21	78
Written off during the period	-	-
Exchange translation adjustments	-	-
Balance as of end of the period	1,580	850

**ZW DATA ACTION TECHNOLOGIES INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**f) Fair value measurement**

Liabilities measured at fair value on a recurring basis by level within the fair value hierarchy as of March 31, 2024 and December 31, 2023 are as follows:

As of <b>March 31, 2024</b> US\$( <b>'000</b> ) (Unaudited)	Fair value measurement at reporting date using		
	Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	US\$( <b>'000</b> )	US\$( <b>'000</b> )	US\$( <b>'000</b> )
	US\$( <b>'000</b> )	US\$( <b>'000</b> )	US\$( <b>'000</b> )
Warrant liabilities (Note 14)	-	-	-

As of <b>December 31, 2023</b> US\$( <b>'000</b> )	Fair value measurement at reporting date using		
	Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	US\$( <b>'000</b> )	US\$( <b>'000</b> )	US\$( <b>'000</b> )
	US\$( <b>'000</b> )	US\$( <b>'000</b> )	US\$( <b>'000</b> )
Warrant liabilities (Note 14)	-	-	-

**g) Reverse stock split**

The Board of Directors of the Company approved a reverse stock split of the Company's issued and outstanding shares of common stock, par value \$0.001 per share (the "Common Stock") at a ratio of 1-for-5 (the "Reverse Stock Split"). The Reverse Stock Split became effective on January 18, 2023 (the "Effective Date"). As a result, the number of shares of the Company's authorized Common Stock was reduced from 100,000,000 shares to 20,000,000 shares and the issued and outstanding number of shares of the Common Stock was correspondingly decreased. The Reverse Stock Split has no effect on the par value of the Company's Common Stock or authorized shares of preferred stock.

When the Reverse Stock Split became effective, each five shares of issued and outstanding Common Stock were converted into one newly issued and outstanding share of Common Stock. No fractional shares were issued in connection with the Reverse Stock Split. Any fractional shares of Common Stock that would have otherwise resulted from the Reverse Stock Split were rounded up to the nearest full share. No cash or other consideration was paid in connection with any fractional shares that would otherwise have resulted from the Reverse Stock Split.

As a result of the Reverse Stock Split, 35,827,677 shares of Common Stock that were issued and outstanding at January 18, 2023 was reduced to 7,174,506 shares of Common Stock (taking into account the rounding of fractional shares).

**ZW DATA ACTION TECHNOLOGIES INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

Except where otherwise specified, all number of shares, number of warrants, share prices, exercise prices and per share data in the condensed consolidated financial statements and notes to the condensed consolidated financial statements have been retroactively restated as if the Reverse Stock Split occurred at the beginning of the periods presented.

**h) Revenue recognition**

The following table present the Company's revenues disaggregated by products and services and timing of revenue recognition:

	<b>Three Months Ended March 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>US\$('000)</b> <b>(Unaudited)</b>	<b>US\$('000)</b> <b>(Unaudited)</b>
Internet advertising and related services		
--distribution of the right to use search engine marketing service	3,531	6,161
--online advertising placements	-	130
Blockchain-based SaaS services	-	25
<b>Total revenues</b>	<b>\$ 3,531</b>	<b>\$ 6,316</b>

	<b>Three Months Ended March 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>US\$('000)</b> <b>(Unaudited)</b>	<b>US\$('000)</b> <b>(Unaudited)</b>
Revenue recognized over time	3,531	6,316
Revenue recognized at a point in time	-	-
<b>Total revenues</b>	<b>\$ 3,531</b>	<b>\$ 6,316</b>

**Contract balances**

The table below summarized the movement of the Company's contract liabilities for the three months ended March 31, 2024:

	<b>Contract liabilities</b> <b>US\$('000)</b>
Balance as of January 1, 2024	843
Exchange translation adjustment	(1)
Revenue recognized from beginning contract liability balances	(372)
Advances received from customers related to unsatisfied performance obligations	957
<b>Balance as of March 31, 2024(Unaudited)</b>	<b>1,427</b>

Advance from customers related to unsatisfied performance obligations are generally refundable. Refund of advance from customers were insignificant for the three months ended March 31, 2024 and 2023.

For the three months ended March 31, 2024 and 2023, there were no revenue recognized from performance obligations that were satisfied in prior periods.



**ZW DATA ACTION TECHNOLOGIES INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**i) Business combination**

We account for our business combinations using the acquisition method in accordance with ASC Topic 805, *Business Combinations*. The acquisition method requires that the consideration transferred to be allocated to the assets, including separately identifiable assets and liabilities we acquired, based on their estimated fair values. The consideration transferred in an acquisition is measured as the aggregate of the fair values at the date of exchange of the assets given, liabilities incurred, and equity instruments issued as well as the contingent considerations as of the acquisition date. The costs directly attributable to the acquisition are expensed as incurred. Identifiable assets, liabilities and contingent liabilities acquired or assumed are measured separately at their fair value as of the acquisition date, irrespective of the extent of any noncontrolling interests. The excess of (i) the total of cost of acquisition, fair value of the noncontrolling interests and acquisition date fair value of any previously held equity interests in the acquiree over (ii) the fair value of the identifiable net assets of the acquiree, is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in earnings.

*Acquisition of Yi En (Beijing) Technology Co., Ltd.*

In order to further diversify the channels of the Company's internet advertising services and improve profitability, the Company acquired a 51% equity interest in Beijing Yi En for a cash consideration of RMB1.

The acquisition was using the acquisition method of accounting. Accordingly, the acquired assets and liabilities were recorded at their fair value at the date of acquisition. The purchase price allocation was based on a valuation analysis that utilized and considered generally accepted valuation methodologies such as the income and cost approach. The Group engaged a third-party valuation firm to assist with the valuation of assets acquired and liabilities assumed in this business combination. The determination and allocation of fair values to the identifiable assets acquired and liabilities assumed are based on various assumptions and valuation methodologies requiring considerable judgment from management. The most significant variables in these valuations are discount rates, terminal values, the number of years on which to base the cash flow projections, as well as the assumptions and estimates used to determine the cash inflows and outflows. The Company determine discount rates to be used based on the risk inherent in the related activity's current business model and industry comparisons. Terminal values are based on the expected life of assets, forecasted life cycle and forecasted cash flows over that period.

The table below presented the allocation of purchase price to the major classes of assets and liabilities acquired as of March 26, 2024 (the acquisition date of Beijing Yi En):

	<b>Fair Value</b>	<b>Amortization</b>
	<b>US\$('000)</b>	<b>Period</b>
	<b>(Unaudited)</b>	<b>(Years)</b>
Cash and cash equivalents	9	
Prepayment to suppliers	54	
Other current liabilities	(147)	
Goodwill	78	
<u>Acquired intangible assets</u>		
Customer Relationship	15	5
Related deferred tax liability	(4)	
<b>Total Value</b>	<b>\$ 5</b>	
Purchase Price	-	
Fair value of non-controlling interest	5	
Total amount to be allocated	<u>5</u>	

**j) Lease**

As of March 31, 2024, there were no operating lease right-of-use assets and total operating lease liabilities recognized.

**ZW DATA ACTION TECHNOLOGIES INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Operating lease expenses:**

	<b>Three Months Ended March 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>US\$('000)</b> <b>(Unaudited)</b>	<b>US\$('000)</b> <b>(Unaudited)</b>
Long-term operating lease contracts	22	133
Short-term operating lease contracts	12	6
<b>Total</b>	<b>\$ 34</b>	<b>\$ 139</b>

**Supplemental information related to operating leases:**

	<b>Three Months Ended March 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>US\$('000)</b> <b>(Unaudited)</b>	<b>US\$('000)</b> <b>(Unaudited)</b>
Operating cash flows used for operating leases (US\$'000)	25	122
Weighted-average remaining lease term (years)	-	5.62
Weighted-average discount rate	-	6%

**5. Accounts receivable, net**

	<b>March 31,</b>	<b>December 31,</b>
	<b>2024</b>	<b>2023</b>
	<b>US\$('000)</b> <b>(Unaudited)</b>	<b>US\$('000)</b>
Accounts receivable	5,010	4,831
Allowance for credit loss	(4,261)	(3,987)
<b>Accounts receivable, net</b>	<b>749</b>	<b>844</b>

All of the accounts receivable are non-interest bearing. The Company maintains an estimated allowance for credit losses to reduce its accounts receivable to the amount that it believes will be collected. The Company evaluates its accounts receivable on a collective (pool) basis and determines the allowance for credit loss based on aging data, historical collection experience, customer specific facts, current economic conditions and reasonable and supportable forecasts of future economic conditions. For the three months ended March 31, 2024 and 2023, the Company provided approximately US\$0.28 million and US\$0.22 million credit losses for its accounts receivable, respectively.

**6. Prepayments and deposit to suppliers**

	<b>March 31,</b>	<b>December 31,</b>
	<b>2024</b>	<b>2023</b>
	<b>US\$('000)</b> <b>(Unaudited)</b>	<b>US\$('000)</b>
Deposits to advertising resources providers	911	911
Prepayments to advertising resources providers	3,831	3,136
Other deposits and prepayments	468	458
	<b>5,210</b>	<b>4,505</b>

**ZW DATA ACTION TECHNOLOGIES INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**7. Other current assets**

	<b>March 31, 2024</b>	<b>December 31, 2023</b>
	<b>US\$('000)</b>	<b>US\$('000)</b>
	<b>(Unaudited)</b>	
Short-term loans to unrelated parties	4,097	4,097
Short-term loans interest receivables	341	250
Staff advances for business operations	11	5
<b>Total other current assets</b>	<b>4,449</b>	<b>4,352</b>
Allowance for credit loss	(1,580)	(1,558)
<b>Other current assets, net</b>	<b>2,869</b>	<b>2,794</b>

As of March 31, 2024, the Company provided unsecured, interest-bearing short-term loans to two unrelated parties, which were set forth as below. These short-term loans were recorded as other current assets.

On January 5, 2022, the Company provided a short-term working capital loan of US\$2.5 million to an unrelated party, which matured on May 5, 2022. The loan was unsecured and borne a fixed annualized interest rate of 7.5%. In April 2022, as agreed by both parties, the unrelated party repaid a portion of the loan principal of US\$1.02 million, together with a loan interest of US\$0.06 million for the period from January 5, 2022 through April 30, 2022, based on the loan principal of US\$2.5 million. The Company extended the term of the remaining loan principal of US\$1.48 million to April 30, 2023 with a revised fixed annualized interest rate of 5%. In October 2022 and February 2023, the Company received loan interests of US\$0.05 million in the aggregate for the period from May 1, 2022 through December 31, 2022. On April 30, 2023, the Company further extended the term of this loan to October 31, 2023. In May 2023, the Company received a loan interest of US\$0.02 million for the period from January 1, 2023 through April 30, 2023. In July 2023, the Company received a loan interest of US\$0.02 million for the period from May 1, 2023 through July 31, 2023. On October 31, 2023, the Company agreed to further extend the term of this loan to September 30, 2024. On May 29, 2024, the Company received payment of approximately US\$0.13 million, of which approximately US\$0.06 million settled outstanding interest and approximately US\$0.07 million settled the loan principal.

On January 11, 2023, the Company provided a short-term loan of US\$2.0 million to another unrelated party. The loan is unsecured and bears a fixed annualized interest rate of 12%. The original maturity date of this loan was July 17, 2023. On July 1, 2023, the Company extended the term of this loan for a six-month period to January 18, 2024. And on January 8, 2024, the Company further agreed to extend the term of the loan to January 18, 2025. For the quarter ended June 30, 2024, the Company received payment of US\$0.77 million, of which approximately US\$0.35 million settled outstanding interest and approximately US\$0.42 million settled the loan principal.

The Company evaluates its short-term loans provided to unrelated parties for expected credit losses on a regular basis, and maintains an estimated allowance for credit losses to reduce its short-term loans to the amount that it believes will be collected. The Company evaluates its short-term loans on an individual basis and determines the allowance for credit loss based on creditworthiness of the borrowers, aging information, past transaction history with the borrowers and their current condition, as well as the current economic conditions and reasonable and supportable forecasts of future economic conditions. For the three months ended March 31, 2024, the Company provided US\$0.02 million credit losses on short-term loans provided to unrelated parties, respectively.

As of March 31, 2024, other current assets also included a US\$0.62 million remaining outstanding balance of a short-term loan that the Company provided to an unrelated party, Digital Sun Ventures Limited, a Hong Kong-based company ("Digital Sun"). In March 2021, the Company and Digital Sun reached an oral agreement, pursuant to which the Company provided a short-term loan of US\$1.65 million to Digital Sun. The loan has a one-year term. The loan is unsecured, interest free and is required to be repaid in lump sum at maturity by March 2022. The Company provided this unsecured and interest free loan to Digital Sun in consideration of the promises and claims made by Digital Sun's management that Digital Sun has close connections with international well-known media companies seeking for strategic cooperation partners in China, and Digital Sun will facilitate building strategic business partnerships among the Company and these media companies. As of March 31, 2022, Digital Sun had repaid US\$1.03 million of this loan and defaults on the loan balance of US\$0.62 million. The Company attempted to collect the outstanding loan balance. In June 2022, the Company fully allowedance the outstanding loan balance of US\$0.62 million based on the Company's assessment of the collectability of this outstanding balance. The Company had engaged a law firm and prepared and sent a legal letter to Digital Sun in March 2023, and the Company intends to take further actions to safeguard its rights against the default, including but not limited to, arranging meetings with the management of Digital Sun to negotiate the repayment plan in person and filing a lawsuit against Digital Sun after all other means of collection have been exhausted. As of the date hereof, the Company has not received any formal responses from Digital Sun.

**ZW DATA ACTION TECHNOLOGIES INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**8. Long-term investments**

	<b>Amount</b>
	<b>US\$('000)</b>
Balance as of January 1, 2024	794
Exchange translation adjustment	-
Cash investments during the year	-
Disposed during the year	-
Impairment losses provided during the year	-
<b>Balance as of March 31, 2024 (Unaudited)</b>	<b>794</b>

As of March 31, 2024, except for long-term investments which were fully impaired, the Company beneficially owned a 15.38%, 9.9%, 9.9% and 9% equity interest in each New Business Holdings Limited (“New Business”), Guangdong Yong Fu Xiang Health Management Co., Ltd (“Yong Fu Xiang”), Wuhan Ju Liang Media Co., Ltd. (“Wuhan Ju Liang”) and Fu Meng Hui (Guangzhou) Management Consulting Co., Ltd. (“Fu Meng Hui”), respectively.

The Company measures each investment which does not have readily determinable fair values at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the Company.

For the three months ended March 31, 2024, the Company provided no impairment loss against its long-term investments.

**9. Property and equipment, net**

	<b>March 31, 2024</b>	<b>December 31, 2023</b>
	<b>US\$('000)</b>	<b>US\$('000)</b>
	<b>(Unaudited)</b>	
Vehicles	519	520
Office equipment	845	846
Electronic devices	570	571
Leasehold improvement	182	182
<b>Property and equipment, cost</b>	<b>2,116</b>	<b>2,119</b>
Less: accumulated depreciation	(1,929)	(1,904)
<b>Property and equipment, net</b>	<b>187</b>	<b>215</b>

Depreciation expenses for the three months ended March 31, 2024 and 2023 were approximately US\$0.03 million and US\$0.02 million, respectively.

**ZW DATA ACTION TECHNOLOGIES INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**10. Intangible assets, net**

Items	As of March 31, 2024 (Unaudited)			
	Gross Carrying Value	Accumulated Amortization	Impairment	Net Carrying Value
	US\$('000)	US\$('000)	US\$('000)	US\$('000)
Intangible assets subject to amortization:				
<i>--10 years life:</i>				
Cloud compute software technology	1,308	(907)	(401)	-
Licensed products use right	1,204	(496)	(708)	-
<i>--5 years life:</i>				
Customer Relationship	15	-	-	15
Internet Ad tracking system	1,160	(637)	(523)	-
Live streaming technology	1,500	(625)	(875)	-
<i>--3 years life:</i>				
Blockchain Integrated Framework	4,038	(2,397)	(1,010)	631
Bo!News application	338	(113)	(225)	-
Other computer software	110	(110)	-	-
<b>Total</b>	<b>\$ 9,673</b>	<b>\$ (5,285)</b>	<b>\$ (3,742)</b>	<b>\$ 646</b>

Items	As of December 31, 2023			
	Gross Carrying Value	Accumulated Amortization	Impairment	Net Carrying Value
	US\$('000)	US\$('000)	US\$('000)	US\$('000)
Intangible assets subject to amortization:				
<i>--10 years life:</i>				
Cloud compute software technology	1,311	(909)	(402)	-
Licensed products use right	1,204	(496)	(708)	-
<i>--5 years life:</i>				
Internet Ad tracking system	1,160	(637)	(523)	-
Live streaming technology	1,500	(625)	(875)	-
<i>--3 years life:</i>				
Blockchain Integrated Framework	4,038	(2,187)	(1,010)	841
Bo!News application	339	(113)	(226)	-
Other computer software	111	(111)	-	-
<b>Total</b>	<b>\$ 9,663</b>	<b>\$ (5,078)</b>	<b>\$ (3,744)</b>	<b>\$ 841</b>

Amortization expenses for the three months ended March 31, 2024 and 2023 were approximately US\$0.21 million and US\$0.30 million, respectively.

Based on the adjusted carrying value of the finite-lived intangible assets after the deduction of the impairment losses, which has a weighted average remaining useful life of 0.85 years as of March 31, 2024, and assuming no further subsequent impairment of the underlying intangible assets, the estimated future amortization expenses is approximately US\$0.63 million for the year ending December 31, 2024, approximately US\$0.003 million for the year ending December 31, 2025, approximately US\$0.003 million for the year ending December 31, 2026, approximately US\$0.003 million for the year ending December 31, 2027, approximately US\$0.003 million for the year ending December 31, 2028, and approximately US\$0.001 million for the year ending December 31, 2029.

**ZW DATA ACTION TECHNOLOGIES INC.**  
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**11. Accrued payroll and other accruals**

	<b>March 31, 2024</b>	<b>December 31, 2023</b>
	<b>US\$('000)</b>	<b>US\$('000)</b>
	<b>(Unaudited)</b>	
Accrued payroll and staff welfare	113	67
Accrued operating expenses	290	283
	<u>403</u>	<u>350</u>

**12. Taxation**

As of March 31, 2024 and December 31, 2023, taxes payable consists of:

	<b>March 31, 2024</b>	<b>December 31, 2023</b>
	<b>US\$('000)</b>	<b>US\$('000)</b>
	<b>(Unaudited)</b>	
Turnover tax and surcharge payable	1,261	1,264
Enterprise income tax payable	1,928	1,930
<b>Total taxes payable</b>	<u>3,189</u>	<u>3,194</u>

For the three months ended March 31, 2024 and 2023, the Company's income tax benefit/(expenses) consisted of:

	<b>Three Months Ended March 31, 2024</b>	<b>2023</b>
	<b>US\$('000)</b>	<b>US\$('000)</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
Current	-	-
Deferred	3	1
<b>Income tax benefit</b>	<u>3</u>	<u>1</u>

The Company's deferred tax assets as of March 31, 2024 and December 31, 2023 were as follows:

	<b>March 31, 2024</b>	<b>December 31, 2023</b>
	<b>US\$('000)</b>	<b>US\$('000)</b>
	<b>(Unaudited)</b>	
Tax effect of net operating losses carried forward	10,884	10,745
Operating lease cost	-	1
Impairment on long-term investments	161	161
Impairment on intangible assets	571	571
Bad debts provision	1,298	1,226
Valuation allowance	(12,510)	(12,303)
<b>Deferred tax assets, net</b>	<u>404</u>	<u>401</u>

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The U.S. holding company has incurred aggregate net operating losses (“NOLs”) of approximately US\$32.8 million and US\$32.7 million as of March 31, 2024 and December 31, 2023, respectively. The NOLs carryforwards as of December 31, 2017 gradually expire over time, the last of which expires in 2037. NOLs incurred after December 31, 2017 will no longer be available to carry back but can be carried forward indefinitely, subject to an annual limit of 80% on the amount of taxable income that can be offset by NOLs arising in tax years ending after *December 31, 2017*. The Company maintains a full valuation allowance against its net U.S. deferred tax assets, since due to uncertainties surrounding future utilization, the Company estimates there will not be sufficient future earnings to utilize its U.S. deferred tax assets.

The NOLs carried forward incurred by the Company’s PRC subsidiaries and VIEs were approximately US\$11 million and US\$10.6 million as of March 31, 2024 and December 31, 2023, respectively. The losses carryforwards gradually expire over time, the last of which will expire in 2028. The related deferred tax assets were calculated based on the respective NOLs incurred by each of the PRC subsidiaries and VIEs and the respective corresponding enacted tax rate that will be in effect in the period in which the losses are expected to be utilized.

The Company recorded approximately US\$12.5 million and US\$12.3 million valuation allowance as of March 31, 2024 and December 31, 2023, respectively, because it is considered more likely than not that a portion of the deferred tax assets will not be realized through sufficient future earnings of the entities to which the operating losses related.

For the three months ended March 31, 2024 and 2023, the Company recorded approximately US\$0.19 million and US\$0.30 million deferred tax valuation allowance, respectively.

**13. Long-term borrowing from a related party**

Long-term borrowing from a related party is a non-interest bearing loan from a related party of the Company relating to the original paid-in capital contribution in the Company’s wholly-owned subsidiary Rise King Century Technology Development (Beijing) Co., Ltd. (“Rise King WFOE”), which is not expected to be repaid within one year.

**14. The Financing and warrant liabilities**

The Company issued warrants to certain institutional investors and the Company’s placement agent in the registered direct offerings consummated in February 2021 (the “2021 Financing”) and December 2020 (the “2020 Financing”) which warrants were accounted for as derivative liabilities and measured at fair value with changes in fair value be recorded in earnings in each reporting period. The warrants issued in the 2020 Financing expired during the year ended December 31, 2023.

*Warrants issued in the 2021 Financing:*

	2021 Investor Warrants		2021 Placement Agent Warrants	
	March 31, 2024	December 31, 2023	March 31, 2024	December 31, 2023
Stock price	\$ 1.02	\$ 0.83	\$ 1.02	\$ 0.83
Years to maturity	0.4	0.6	0.4	0.6
Risk-free interest rate	5.39%	5.13%	5.39%	5.13%
Dividend yield	-	-	-	-
Expected volatility	111%	82%	111%	82%
Exercise Price	\$ 17.95	\$ 17.95	\$ 22.4375	\$ 22.4375
Fair value of the warrant	\$ -	\$ -	\$ -	\$ -
Warrant liabilities (US\$'000)	\$ -	\$ -	\$ -	\$ -

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	2021 Investor Warrants		2021 Placement Agent Warrants	
	March 31, 2023	December 31, 2022	March 31, 2023	December 31, 2022
Stock price	\$ 1.70	\$ 0.46#	\$ 1.70	\$ 0.46#
Years to maturity	1.38	1.63	1.38	1.63
Risk-free interest rate	4.44%	4.625%	4.44%	4.625%
Dividend yield	-	-	-	-
Expected volatility	113%	99.74%	113%	99.74%
Exercise Price	\$ 17.95	\$ 3.59#	\$ 22.4375	\$ 4.4875#
<b>Fair value of the warrant</b>	<b>\$ 0.0937</b>	<b>\$ 0.0329</b>	<b>\$ 0.0727</b>	<b>\$ 0.0256</b>
<b>Warrant liabilities (US\$'000)</b>	<b>\$ 49</b>	<b>\$ 86</b>	<b>\$ 5</b>	<b>\$ 9</b>

# To reflect the actual inputs used for the determination of fair value of the Warrants, the stock prices and exercise prices presented were not retrospectively restated for effect of the 1-for-5 reverse stock split effective on January 18, 2023, see Note 4(g).

Changes in fair value of warrant liabilities

**Three Months Ended March 31, 2024 (Unaudited)**

	As of March 31, 2024 (US\$'000)	As of December 31, 2023 (US\$'000)	Change in Fair Value (Gain)/Loss (US\$'000)
<b>Fair value of the Warrants:</b>			
Warrants issued in the 2021 Financing :			
--Investor Warrants	-	-	-
--Placement Agent Warrants	-	-	-
Warrants issued in the 2020 Financing*:			
--Investor Warrants	-	-	-
--Placement Agent Warrants	-	-	-
<b>Warrant liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Three Months Ended March 31, 2023 (Unaudited)**

	As of March 31, 2023 (US\$'000)	As of December 31, 2022 (US\$'000)	Change in Fair Value (Gain)/Loss (US\$'000)
<b>Fair value of the Warrants:</b>			
Warrants issued in the 2021 Financing :			
--Investor Warrants	49	86	(37)
--Placement Agent Warrants	5	9	(4)
Warrants issued in the 2020 Financing*:			
--Investor Warrants	25	76	(51)
--Placement Agent Warrants	5	14	(9)
<b>Warrant liabilities</b>	<b>84</b>	<b>185</b>	<b>(101)</b>

\* The investor and placement agent warrants issued in 2020 expired during the year ended December 31, 2023.

Warrants issued and outstanding as of March 31, 2024 and their movements during the three months then ended are as follows:



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	Warrant Outstanding			Warrant Exercisable		
	Number of underlying shares	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number of underlying shares	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price
Balance, January 1, 2024	594,168	0.63	\$ 18.50	594,168	0.63	\$ 18.50
Granted/Vested	-			-		
Exercised	-			-		
Balance, March 31, 2024 (Unaudited)	594,168	0.38	\$ 18.50	594,168	0.38	\$ 18.50

**15. Restricted net assets**

The Company is a Nevada holding company with operations primarily conducted in China through its PRC subsidiaries, the consolidated VIEs and VIEs' subsidiaries. The Company's ability to pay dividends to U.S. investors may depend on receiving distributions from its PRC subsidiaries and settlement of the amounts owed under the VIE agreements from the consolidated VIEs. Any limitation on the ability of the Company's PRC subsidiaries and the consolidated VIEs to make payments to the Company, or the tax implications of making payments to the Company, could have a material adverse effect on its ability to pay dividends to the U.S. investors.

The PRC regulations currently permit payment of dividends only out of accumulated profits, as determined in accordance with PRC accounting standards and regulations. The Company's PRC subsidiaries, the consolidated VIEs and their subsidiaries in China are also required to set aside at least 10% of their respective after-tax profit based on the PRC accounting standards and regulations each year to the statutory surplus reserve, until the balance in the reserve reaches 50% of the registered capital of the respective PRC entities. In accordance with these PRC laws and regulations, the Company's PRC subsidiaries, the consolidated VIEs and their subsidiaries are restricted in their ability to transfer a portion of their net assets to the Nevada holding company. As of March 31, 2024 and December 31, 2023, net assets restricted in the aggregate, that are included in the Company's consolidated net assets, were approximately US\$13.36 million and US\$13.41 million, respectively. Appropriations to the enterprise expansion fund and staff welfare and bonus fund of a foreign-invested PRC entity and appropriation to the discretionary surplus reserve of other PRC entities are at the discretion of the board of directors. To date, none of the Company's PRC subsidiaries, the consolidated VIEs and their subsidiaries appropriated any of these non-mandatory funds and reserves. Furthermore, if these entities incur debt on their own in the future, the instruments governing the debt may restrict their ability to pay dividends or make other payments.

Under the PRC Enterprise Income Tax ("EIT") Law and related regulations, dividends, interests, rent or royalties payable by a foreign-invested enterprise to its immediate holding company outside China are subject to a 10% withholding tax. A lower withholding tax rate will be applied if there is a tax treaty arrangement between mainland China and the jurisdiction of the foreign holding company. Hong Kong has a tax arrangement with mainland China that provides for a 5% withholding tax on dividends subject to certain conditions and requirements, such as the requirements that the Hong Kong enterprise owns at least 25% of the PRC enterprise distributing the dividend at all times within the 12-month period immediately preceding the distribution of dividends and provides that the recipient can demonstrate it is a Hong Kong tax resident and it is the beneficial owner of the dividends. The PRC government adopted regulations in 2018 which stipulate that in determining whether a non-resident enterprise has the status as a beneficial owner, comprehensive analysis shall be conducted based on the factors listed therein and the actual circumstances of the specific case shall be taken into consideration. Specifically, it expressly excludes an agent or a designated payee from being considered as a "beneficial owner". The Company owns its PRC subsidiaries through China Net HK. China Net HK currently does not hold a Hong Kong tax resident certificate from the Inland Revenue Department of Hong Kong, there is no assurance that the reduced withholding tax rate will be available for the Company. If China Net HK is not considered to be the "beneficial owner" of the dividends by the Chinese local tax authority, any dividends paid to it by the Company's PRC subsidiaries would be subject to a withholding tax rate of 10%.

There are no restrictions for the consolidated VIEs to settle the amounts owed under the VIE agreements to Rise King WFOE. However, arrangements and transactions among affiliated entities may be subject to audit or challenge by the PRC tax authorities. If at any time the VIE agreements and the related fee structure between the consolidated VIEs and Rise King WFOE is determined to be non-substantive and disallowed by Chinese tax authorities, the consolidated VIEs could, as a matter of last resort, make a non-deductible transfer to Rise King WFOE for the amounts owed under the VIE agreements. This would result in such transfer being non-deductible expenses for the consolidated VIEs but still taxable income for Rise King WFOE. If this happens, it may increase the Company's tax burden and reduce its after-tax income in the PRC, and may materially and adversely affect its ability to make distributions to the holding company. The Company's management is of the view that the likelihood that this scenario would happen is remote.

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The Company's PRC subsidiaries generate all of their revenue in Renminbi, Renminbi is not freely convertible into other currencies. As a result, any restriction on currency exchange may limit the ability of the Company's PRC subsidiaries to pay dividends/make distributions to the Company. The Chinese government imposes controls on the convertibility of Renminbi into foreign currencies and, in certain cases, the remittance of currency out of China. Shortages in availability of foreign currency may then restrict the ability of the Company's PRC subsidiaries to remit sufficient foreign currency to the Nevada holding company for the holding company to pay dividends to the U.S. investors. Renminbi is currently convertible under the "current account," which includes dividends, trade and service-related foreign exchange transactions, but not under the "capital account," which includes foreign direct investment and foreign debt. Currently, the Company's PRC subsidiaries may purchase foreign currency for settlement of current account transactions, including payment of dividends to the Nevada holding company, without the approval of the State Administration of Foreign Exchange of China (the "SAFE") by complying with certain procedural requirements. However, the relevant Chinese governmental authorities may limit or eliminate the Company's ability to purchase foreign currencies in the future for current account transactions. The Chinese government may continue to strengthen its capital controls, and additional restrictions and substantial vetting processes may be instituted by the SAFE for cross-border transactions falling under both the current account and the capital account. Any existing and future restrictions on currency exchange may limit the Company's ability to utilize revenue generated in Renminbi to pay dividends in foreign currencies to holders of the Company's securities. Foreign exchange transactions under the capital account remain subject to limitations and require approvals from, or registration with, the SAFE and other relevant Chinese governmental authorities. This could affect the Company's ability to obtain foreign currency through debt or equity financing for its PRC subsidiaries.

To date, none of the Company's subsidiaries has made any distribution of earnings or issued any dividends to their respective shareholder in or outside of China, or to the Nevada holding company, and the Nevada holding company has never declared or paid any cash dividends to U.S. investors.

The Company does not have any present plan to make any distribution of earnings/issue any dividends directly or indirectly to its Nevada holding company or pay any cash dividends on its common stock in the foreseeable future, because the Company currently intend to retain most, if not all, of its available funds and any future earnings to operate and expand the Company's business.

**16. Employee defined contribution plan**

Full time employees of the Company in the PRC participate in a government mandated defined contribution plan, pursuant to which certain pension benefits, medical care, employee housing fund and other welfare benefits are provided to employees. Chinese labor regulations require that the PRC subsidiaries of the Company make contributions to the government for these benefits based on certain percentages of the employees' salaries. The employee benefits were expensed as incurred. The Company has no legal obligation for the benefits beyond the contributions made. The total amounts for such employee benefits were approximately US\$0.03 million and US\$0.04 million for the three months ended March 31, 2024 and 2023, respectively.

**17. Concentration of risk**

*Credit risk*

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash and cash equivalents, accounts receivable, and deposits and loans to unrelated parties. As of March 31, 2024, 43% of the Company's cash and cash equivalents were held by major financial institutions located in China, the remaining 57% was held by financial institutions located in the United States of America. The Company believes that these financial institutions located in China and the United States of America are of high credit quality. For accounts receivable and deposits and loans to unrelated parties, the Company extends credit based on an evaluation of the customer's or other parties' financial condition, generally without requiring collateral or other security. In order to minimize the credit risk, the Company delegated a team responsible for credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. Further, the Company reviews the recoverable amount of each individual receivable at each balance sheet date to ensure that adequate allowances are made for doubtful accounts. In this regard, the Company considers that the Company's credit risk for accounts receivable and deposits and loans to unrelated parties are significantly reduced.

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Concentration of customers

The following tables summarized the information about the Company's concentration of customers for the three months ended March 31, 2024 and 2023, respectively:

	<u>Customer A</u>	<u>Customer B</u>	<u>Customer C</u>	<u>Customer D</u>
<b>Three Months Ended March 31, 2024</b>				
Revenues, customer concentration risk	-	*	*	*
<b>Three Months Ended March 31, 2023</b>				
Revenues, customer concentration risk	*	*	*	*
<b>As of March 31, 2024</b>				
Accounts receivable, customer concentration risk	*	31%	43%	22%
<b>As of December 31, 2023</b>				
Accounts receivable, customer concentration risk	11%	*	56%	19%

\* Less than 10%.

- No transaction incurred for the reporting period/no balance existed as of the reporting date.

Concentration of suppliers

The following tables summarized the information about the Company's concentration of suppliers for the three months ended March 31, 2024 and 2023, respectively:

	<u>Supplier A</u>	<u>Supplier B</u>	<u>Supplier C</u>
<b>Three Months Ended March 31, 2024</b>			
Cost of revenues, supplier concentration risk	50%	12%	-
<b>Three Months Ended March 31, 2023</b>			
Cost of revenues, supplier concentration risk	78%	-	14%

\* Less than 10%.

- No transaction incurred for the reporting period.

**18. Commitments and contingencies**

In August 2022, the Company obtained a 9.9% equity interest in Yong Fu Xiang, through subscription of a RMB6.73 million (approximately US\$0.93 million) registered capital of the entity in cash, which amount was committed to be paid up before December 31, 2065.

In June 2023, the Company obtained a 9.9% equity interest in Wuhan Ju Liang, through subscription of a RMB0.99 million (approximately US\$0.14 million) registered capital of the entity in cash, which amount was committed to be paid up before August 1, 2052.

In August 2023, the Company obtained a 9% equity interest in Fu Meng Hui, through subscription of a RMB0.45 million (approximately US\$0.06 million) registered capital of the entity in cash, which amount was committed to be paid up before December 31, 2050.

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The Company may from time to time become a party to various legal or administrative proceedings arising in its ordinary course of business. The Company evaluates the status of each legal matter and assesses the potential financial exposure. If the potential loss from any legal proceedings or litigation is considered probable and the amount can be reasonably estimated, the Company accrues a liability for the estimated loss. Significant judgment is required to determine the probability of a loss and whether the amount of the loss is reasonably estimated. As of the date hereof, based on the information currently available, the Company believes that the loss contingencies that may arise as a result of currently pending legal proceedings are not reasonably likely to have a material adverse effect on the Company's business, results of operations, financial condition, and cash flows.

**19. Segment reporting**

The Company follows ASC Topic 280 "Segment Reporting", which requires that companies disclose segment data based on how management makes decisions about allocating resources to segments and evaluating their performance. Reportable operating segments include components of an entity about which separate financial information is available and which operating results are regularly reviewed by the chief operating decision maker ("CODM"), the Company's Chief Executive Officer, to make decisions about resources to be allocated to the segment and assess each operating segment's performance.

**Three Months Ended March 31, 2024 (Unaudited)**

	Internet Ad and related service	Ecommerce O2O Ad and marketing services	Blockchain technology	Corporate	Inter-segment and reconciling item	Total
	US\$ (‘000)	US\$ (‘000)	US\$ (‘000)	US\$ (‘000)	US\$ (‘000)	US\$ (‘000)
Revenues	3,531	-	-	-	-	3,531
Cost of revenues	3,459	-	-	-	-	3,459
Total operating expenses	370	3	210	411	-	994
Depreciation and amortization expense included in cost of revenues and total operating expenses	8	-	210	20	-	238
Operating loss	(298)	(3)	(210)	(411)	-	(922)
Change in fair value of warrant liabilities	-	-	-	-	-	-
Net loss	(308)	(3)	(210)	(329)	-	(850)
Total assets-March 31, 2024	7,994	144	631	35,227	(32,592)	11,404
Total assets-December 31, 2023	7,966	144	841	34,867	(32,585)	11,233

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**Three Months Ended March 31, 2023 (Unaudited)**

	Internet Ad and related services	Ecommerce O2O Ad and marketing services	Blockchain technology	Corporate	Inter- segment and reconciling item	Total
	US\$('000)	US\$('000)	US\$('000)	US\$('000)	US\$('000)	US\$('000)
Revenues	6,291	-	25	-	-	6,316
Cost of revenues	6,420	-	210	-	-	6,630
Total operating expenses	349	4	-	645(1)	-	998
Depreciation and amortization expense included in cost of revenues and total operating expenses	91	-	210	21	-	322
Operating loss	(478)	(4)	(185)	(645)	-	(1,312)
Change in fair value of warrant liabilities	-	-	-	101	-	101
Net loss	(482)	(1)	(186)	(474)	-	(1,143)

(1) Including approximately US\$0.04 million share-based compensation expenses.

**20. Loss per share**

Basic and diluted loss per share for each of the periods presented are calculated as follows (All amounts, except number of shares and per share data, are presented in thousands of U.S. dollars):

	<b>Three Months Ended March 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>US\$('000)</b>	<b>US\$('000)</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
Net loss attributable to ZW Data Action Technologies Inc. (numerator for basic and diluted loss per share)	\$ (850)	\$ (1,143)
Weighted average number of common shares outstanding -Basic and diluted	7,204,506	7,174,506
Loss per share -Basic and diluted	\$ (0.12)	\$ (0.16)

For the three months ended March 31, 2024 and 2023, the diluted loss per share calculation did not include any outstanding warrants to purchase the Company's common stock, because they were out-of-the-money and their effect was anti-dilutive.

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**21. Share-based compensation expenses**

For the three months ended March 31, 2024, the Company did not record any share-based compensation expenses.

In June 2022, the Company granted and issued 0.08 million fully-vested and non-forfeitable shares of the Company restricted common stock to a management consulting and advisory service provider in exchange for its service for a 12-month period until May 2023. The Company valued these shares at US\$1.75 per share, the closing bid price of the Company's common stock on the grant date of these shares and recorded the related total cost of approximately US\$0.14 million as a prepayment asset in prepayment and deposit to suppliers account upon the grant and issuance of these shares. Total compensation expenses amortized was approximately US\$0.04 million for the three months ended March 31, 2023.

The table below summarized share-based compensation expenses recorded for the three months ended March 31, 2024 and 2023, respectively:

	<b>Three Months Ended March 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>US\$('000)</b>	<b>US\$('000)</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
Sales and marketing expenses	-	-
General and administrative expenses	-	35
Research and development expenses	-	-
<b>Total</b>	-	35

**22. Subsequent events**

The Company's principal business activity is to provide advertising and marketing services to small and medium enterprises in the PRC, which is particularly sensitive to changes in general economic conditions. The general economic downturn in the PRC led by a challenging macroeconomic environment had caused and may continue to cause decreases in or delays in advertising spending, and had negatively impacted and may continue to negatively impact the Company's short-term ability to grow revenues. While the Chinese Government has begun various stimulus measures in 2024 to boost the economy and the property sector, there remains uncertainty as to the future impact of the recent economic downturn in the PRC. The Company will continue to assess its financial impacts for future periods.

Except for the above mentioned matters, no other material events which are required to be adjusted or disclosed as of the date of this consolidated financial statements.

## Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

### Forward-Looking Statements

*You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our consolidated financial statements and the related notes included elsewhere in this interim report. Our consolidated financial statements have been prepared in accordance with U.S. GAAP. The following discussion and analysis contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including, without limitation, statements regarding our expectations, beliefs, intentions or future strategies that are signified by the words “expect,” “anticipate,” “intend,” “believe,” or similar language. All forward-looking statements included in this document are based on information available to us on the date hereof, and we assume no obligation to update any such forward-looking statements. Our business and financial performance are subject to substantial risks and uncertainties. Actual results could differ materially from those projected in the forward-looking statements. In evaluating our business, you should carefully consider the information set forth under the heading “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023. Readers are cautioned not to place undue reliance on these forward-looking statements.*

**The Public Company Accounting Oversight Board (the “PCAOB”) had historically been unable to inspect our auditor in relation to their audit work performed for our financial statements and the inability of the PCAOB to conduct inspections over our auditor deprived our investors of the benefits of such inspections.**

Our auditor, the independent registered public accounting firm that issues the audit report in our SEC filings, as an auditor of companies that are traded publicly in the United States and a firm registered with the PCAOB, is subject to laws in the United States pursuant to which the PCAOB conducts regular inspections to assess its compliance with the applicable professional standards. Our auditor is located in Hong Kong Special Administrative Region of the PRC (“Hong Kong”), China, a jurisdiction where the PCAOB was unable to conduct inspections and investigations before 2022. As a result, we and investors in our securities were deprived of the benefits of such PCAOB inspections. On December 15, 2022, the PCAOB announced that it was able to secure complete access to inspect and investigate PCAOB-registered public accounting firms headquartered in China mainland and Hong Kong in 2022. However, the inability of the PCAOB to conduct inspections of auditors in Hong Kong in the past made it more difficult to evaluate the effectiveness of our independent registered public accounting firm’s audit procedures or quality control procedures as compared to auditors outside of China mainland and Hong Kong that have been subject to the PCAOB inspections, which could cause investors and potential investors in our securities to lose confidence in our audit procedures and reported financial information and the quality of our financial statements.

**Our common stock may be delisted and prohibited from trading in the United States under the Holding Foreign Companies Accountable Act, or the HFCAA, as amended by the Accelerating Holding Foreign Companies Accountable Act, if the PCAOB is unable to inspect or investigate completely auditors located in China mainland and Hong Kong. The delisting of our common stock or the threat of their being delisted could cause the value of our common stock to significantly decline or be worthless, and thus you could lose all or substantial portion of your investment.**

On December 18, 2020, the Holding Foreign Companies Accountable Act, or the HFCAA, was signed into law that states if the SEC determines that issuers have filed audit reports issued by a registered public accounting firm that has not been subject to PCAOB inspection for three consecutive years beginning in 2021, the SEC shall prohibit its common stock from being traded on a national securities exchange or in the over-the-counter trading market in the U.S. Furthermore, on June 22, 2021, the U.S. Senate passed the Accelerating Holding Foreign Companies Accountable Act, to prohibit securities of any registrant from being listed on any of the U.S. securities exchanges or traded over-the-counter if the auditor of the registrant’s financial statements is not subject to PCAOB inspection for two consecutive years, instead of three consecutive years as enacted in the HFCAA. On December 2, 2021, the SEC adopted final amendments implementing the disclosure and submission requirements of the HFCAA, pursuant to which the SEC will identify an issuer as a “Commission-Identified Issuer” if the issuer has filed an annual report containing an audit report issued by a registered public accounting firm that the PCAOB has determined it is unable to inspect or investigate completely, and will then impose a trading prohibition on an issuer after it is identified as a Commission-Identified Issuer for three consecutive years. On December 29, 2022, the Accelerating Holding Foreign Companies Accountable Act was signed into law.

On December 16, 2021, the PCAOB issued a HFCAA Determination Report (the “2021 PCAOB Determinations”) to notify the SEC of its determination that the PCAOB was unable to inspect or investigate completely registered public accounting firms headquartered in China mainland and Hong Kong because of positions taken by the Chinese authorities, and our auditor was subject to this determination. On May 13, 2022, the SEC conclusively identified us as a Commission-Identified Issuer under the HFCAA following the filing of our annual report on Form 10-K for the fiscal year ended December 31, 2021.

On August 26, 2022, the PCAOB signed a Statement of Protocol on agreement governing on inspections of audit firms based in mainland China and Hong Kong, with China Securities Regulatory Commission (“CSRC”) and Ministry of Finance (“MOF”) of the PRC, in regarding to governing inspections and investigations of audit firms headquartered in mainland China and Hong Kong (the “Agreement”). As stated in the Agreement, the Chinese authorities committed that the PCAOB has direct access to view complete audit work papers under its inspections or investigations and has sole discretion to the selected audit firms and audit engagements. The Agreement opens access for the PCAOB to inspect and investigate the registered public accounting firms in mainland China and Hong Kong completely. The PCAOB then thoroughly tested compliance with every aspect of the Agreement necessary to determine complete access. This included sending a team of PCAOB staff to conduct on-site inspections and investigations in Hong Kong over a nine-week period from September to November 2022.

On December 15, 2022, the PCAOB issued its 2022 HFCAA Determination Report to notify the SEC of its determination that the PCAOB was able to secure complete access to inspect and investigate PCAOB-registered public accounting firms headquartered in China mainland and Hong Kong completely in 2022. The PCAOB Board vacated its 2021 PCAOB Determinations that the PCAOB was unable to inspect or investigate completely registered public accounting firms headquartered in China mainland and Hong Kong. For this reason, we do not expect to be identified as a Commission-Identified Issuer following the filing of our annual report for the fiscal year ended December 31, 2022. However, whether the PCAOB will continue to be able to satisfactorily conduct inspections of PCAOB-registered public accounting firms headquartered in China mainland and Hong Kong is subject to uncertainty and depends on a number of factors out of our, and our auditor’s, control.

The PCAOB is continuing to demand complete access in China mainland and Hong Kong moving forward and is already making plans to resume regular inspections in early 2023 and beyond, as well as to continue pursuing ongoing investigations and initiate new investigations as needed. The PCAOB does not have to wait another year to reassess its determinations. Should the PRC authorities obstruct the PCAOB’s access to inspect or investigate completely in any way and at any point, the PCAOB will act immediately to consider the need to issue new determinations consistent with the HFCAA.

We cannot assure you that our auditor will not be determined as a register public accounting firm that the PCAOB is unable to inspect or investigate completely for two consecutive years because of positions taken by the Chinese authorities and/or any other causes in the future. If the PCAOB in the future again determines that it is unable to inspect and investigate completely auditors in China mainland and Hong Kong, we may be identified as a Commission-Identified Issuer accordingly. If this happens, Nasdaq may determine to delist our common stock, and there is no certainty that we will be able to continue listing our common stock on other non-U.S. stock exchanges or that an active market for our common stock will immediately develop outside of the U.S. The prohibiting from trading in the United States or delisting of our common stock or the threat of their being delisted could cause the value of our common stock to significantly decline or be worthless, and thus you could lose all or substantial portion of your investment.

## **Overview**

Our company was incorporated in the State of Texas in April 2006 and re-domiciled to become a Nevada corporation in October 2006. As a result of a share exchange transaction we consummated with China Net BVI in June 2009, we are now a holding company, which through certain contractual arrangements with operating companies in the PRC, is engaged in providing Internet advertising, precision marketing, blockchain-based SaaS services, and ecommerce O2O advertising and marketing services and the related data and technical services to SMEs in the PRC.

Through our PRC operating subsidiaries and VIEs, we primarily operate a one-stop services for our clients on our Omni-channel advertising, precision marketing and data analysis management system. We offer a variety channels of advertising and marketing services through this system, which primarily include distribution of the right to use search engine marketing services we purchased from key search engines, provision of online advertising placements services on our web portals, provision of ecommerce O2O advertising and marketing services as well as provision of other related value-added data and technical services to maximize market exposure and effectiveness for our clients. Beginning in early 2022, we introduced our SaaS services to customers. The SaaS services were designated in providing one-stop blockchain-powered enterprise management solutions via our BIF platform in forms of unique NFT generations, data record, share and storage modules subscriptions.



## Basis of presentation, management estimates and critical accounting policies

Our unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”) and include the accounts of our company, and all of our subsidiaries and VIEs. We prepare financial statements in conformity with U.S. GAAP, which requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the financial reporting period. We continually evaluate these estimates and assumptions based on the most recently available information, our own historical experience and various other assumptions that we believe to be reasonable under the circumstances. Since the use of estimates is an integral component of the financial reporting process, actual results could differ from those estimates. Some of our accounting policies require higher degrees of judgment than others in their application. In order to understand the significant accounting policies that we adopted for the preparation of our condensed consolidated interim financial statements, readers should refer to the information set forth in Note 4 “Summary of significant accounting policies” to our audited financial statements in our 2023 Form 10-K.

We believe that the assumptions and estimates associated with revenue recognition, estimation of current expected credit loss and fair value measurement of warrant liabilities have the greatest potential impacts on our condensed consolidated financial statements. Therefore, we consider these to be our critical accounting policies and estimates.

- Our revenues are recognized when control of the promised services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those services. Our revenues from distribution of the right to use search engine marketing service are recognized on a gross basis, because we determine that we are a principal in the transaction who control the services before they are transferred to our customers.
- We maintain an allowance for credit losses for accounts receivable and short-term loans provided to unrelated parties, which are recorded as valuation accounts that are deducted from the amortized cost basis of the related financial assets to present the net amount expected to be collected on the financial assets. The allowance for credit losses reflects our current estimate of credit losses expected to be incurred over the life of the related financial assets. We consider various factors in establishing, monitoring, and adjusting our allowance for credit losses, including the aging and aging trends, customer/other parties’ creditworthiness and specific exposures related to particular customers/other parties. We also monitor other risk factors and forward-looking information, such as country specific risks and economic factors that may affect a customer/other party’s ability to pay in establishing and adjusting its allowance for credit losses. We assess collectability by reviewing the financial assets on a collective basis where similar characteristics exist and on an individual basis when we identify specific customers/other parties with known disputes or collectability issues. Accounts receivable and short-term loans to unrelated parties are written off after all collection efforts have ceased.
- We determined that the warrants we issued in various financing activities should be accounted for as derivative liabilities and measured at fair value with changes in fair value be recorded in earnings in each reporting period. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The fair value of our warrant liabilities was determined based on significant unobservable inputs, such as volatility of our stock price, risk free interest rate.

### A. RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2024 AND 2023

The following table sets forth a summary, for the periods indicated, of our consolidated results of operations. Our historical results presented below are not necessarily indicative of the results that may be expected for any future period. All amounts are presented in thousands of U.S. dollars.

	Three Months Ended March 31,	
	2024	2023
	(US \$)	(US \$)
	(Unaudited)	(Unaudited)
Revenues	\$ 3,531	\$ 6,316
Cost of revenues	3,459	6,630
<b>Gross (loss)/profit</b>	<b>72</b>	<b>(314)</b>
<b>Operating expenses</b>		
Sales and marketing expenses	79	48
General and administrative expenses	915	932
Research and development expenses	-	18
Total operating expenses	994	998
<b>Loss from operations</b>	<b>(922)</b>	<b>(1,312)</b>
<b>Other income/(expenses)</b>		
Interest income	91	72
Other expenses, net	(22)	(5)
Change in fair value of warrant liabilities	-	101
Total other income	69	168
<b>Loss before income tax benefit</b>	<b>(853)</b>	<b>(1,144)</b>
Income tax benefit	3	1
<b>Net loss</b>	<b>\$ (850)</b>	<b>\$ (1,143)</b>

## Revenues

The following tables set forth a breakdown of our total revenues, disaggregated by type of services for the periods indicated, with inter-company transactions eliminated:

Revenue type	Three Months Ended March 31,					
	2024		2023			
	(Amounts expressed in thousands of US dollars, except percentages)					
-Internet advertising and related data service	\$	6	0.2%	\$	130	2.1%
-Distribution of the right to use search engine marketing service		3,525	99.8%		6,161	97.5%
Internet advertising and related services		3,531	100%		6,291	99.6%
Blockchain-based SaaS services		-	-		25	0.4%
Total	\$	3,531	100%	\$	6,316	100%

**Total Revenues:** Our total revenues decreased to US\$3.53 million for the three months ended March 31, 2024 from US\$6.32 million for the same period last year, which was primarily due to the decrease in revenues from our Internet advertising and related data services business category.

- Internet advertising revenues for the three months ended March 31, 2024 was approximately US\$0.006 million, compared with US\$0.13 million for the three months ended March 31, 2023. The decrease primarily resulted from the Company's shifting of its focus towards business segments that offer higher growth opportunities.
- Revenues from distribution of the right to use search engine marketing service, i.e., our main stream of service revenue, was approximately US\$3.53 million and US\$6.16 million for the three months ended March 31, 2024 and 2023, respectively. The decline in revenue from this business category was primarily attributable to switching suppliers, causing delays in service delivery in the three months ended March 31, 2024. The Company changed its primary supplier of search engine marketing services in order to improve its profitability.
- For the three months ended March 31, 2024, we did not recognize any revenue from our Blockchain-based SaaS services, compared with approximately US\$0.03 million for the three months ended March 31, 2023.

## Cost of revenues

Our cost of revenues consisted of costs directly related to the offering of our Internet advertising, precision marketing and related data and technical services, and software platform amortization cost related to our blockchain-based SaaS service. The following table sets forth our cost of revenues, disaggregated by type of services, by amount and gross profit ratio for the periods indicated, with inter-company transactions eliminated:

	Three Months Ended March 31,					
	2024			2023		
	(Amounts expressed in thousands of US dollars, except percentages)					
	Revenue	Cost	GP ratio	Revenue	Cost	GP ratio
-Internet advertising and related data service	\$ 6	\$ 6	-	\$ 130	\$ 103	20.8%
-Distribution of the right to use search engine marketing service	3,525	3,453	2%	6,161	6,317	-2.5%
Internet advertising and related services	3,531	3,459	2%	6,291	6,420	-2.1%
Blockchain-based SaaS services	-	-	-	25	210	-740%
<b>Total</b>	<b>\$ 3,531</b>	<b>\$ 3,459</b>	<b>2%</b>	<b>\$ 6,316</b>	<b>\$ 6,630</b>	<b>-5%</b>

**Cost of revenues:** our total cost of revenues decreased to US\$3.46 million for the three months ended March 31, 2024 from US\$6.63 million for the three months ended March 31, 2023. Our cost of revenues primarily consists of search engine marketing resources purchased from key search engines, amortization of software platform development cost and other direct costs associated with providing our services. The decrease in our total cost of revenues for the three months ended March 31, 2024 was primarily due to the decrease in cost related to providing Internet advertising and related data services on our ad portals, which was in line with the decrease in the related revenues as discussed above.

- Costs for Internet advertising and data service primarily consist of cost of internet traffic flow and technical services we purchased from other portals and technical suppliers for obtaining effective sales lead generation to promote business opportunity advertisements placed on our own ad portals. For the three months ended March 31, 2024, our total cost of revenues for Internet advertising and data service decreased to US\$0.006 million from US\$0.10 million for the three months ended March 31, 2023, which was in line with the decrease in revenues as discussed in the revenues section above. The gross margin rate of our Internet advertising and data service was 0% and 21% for the three months ended March 31, 2024 and 2023, respectively.
- Costs for distribution of the right to use search engine marketing service represented the direct search engine resource consumed for the right to use search engine marketing service that we purchased from key search engines and distributed to our customers. We purchased these search engine resources from well-known search engines in China, for example, Baidu, Qihu 360 and Sohu (Sogou). We purchased the resource in relatively large amounts under our own name at a relatively lower rate compared to the market rates. We charged our clients the actual cost they consumed on search engines for the use of this service and a premium at certain percentage of that actual consumed cost. For the three months ended March 31, 2024 and 2023, our total cost of revenues for distribution of the right to use search engine marketing service was US\$3.45 million and US\$6.32 million, respectively. This decrease in costs was in line with the decline in revenues discussed earlier in the revenues section. The gross margin rate for this service increased to 2% for the three months ended March 31, 2024 from -2.5% for the same period last year. As mentioned in the revenues section, the Company changed its primary supplier of search engine marketing services in order to improve its profitability, which resulted in service delivery delays.
- For the three months ended March 31, 2024, we did not recognize any cost for our Blockchain-based SaaS services, compared with approximately US\$0.21 million for the three months ended March 31, 2023.

#### Gross (loss)/profit

As a result of the foregoing, we incurred a gross profit of approximately US\$0.07 million for the three months ended March 31, 2024, compared with a gross loss of approximately US\$0.31 million generated for the three months ended March 31, 2023. Our overall gross margin rate increased to 2% for the three months ended March 31, 2024, compared with -5% for the three months ended March 31, 2023. The gross profit and the increase in overall gross margin were primarily due to the improved gross margins of our main stream service revenues, i.e., distribution of the right to use search engine marketing services, which accounted for approximately 99.8% of our total revenues for the three months ended March 31, 2024, to 2%, compared with the -2.5% gross margin rate in the same period last year.

## Operating Expenses

Our operating expenses consist of sales and marketing expenses, general and administrative expenses and research and development expenses. The following tables set forth our operating expenses, divided into their major categories by amount and as a percentage of our total revenues for the periods indicated.

	<b>Three Months Ended March 31,</b>			
	<b>2024</b>		<b>2023</b>	
	<b>(Amounts expressed in thousands of US dollars, except percentages)</b>			
	Amount	% of total revenue	Amount	% of total revenue
Total revenues	\$ 3,531	100%	\$ 6,316	100%
Gross profit/(loss)	72	2%	(314)	-5%
Sales and marketing expenses	79	2%	48	1%
General and administrative expenses	915	26%	932	15%
Research and development expenses	-	-	18	0.3%
Total operating expenses	<u>\$ 994</u>	<u>28%</u>	<u>\$ 998</u>	<u>16%</u>

**Operating expenses:** Our total operating expenses was approximately US\$1.00 million and US\$1.00 million for the three months ended March 31, 2024 and 2023, respectively.

- **Sales and marketing expenses:** Sales and marketing expenses was US\$0.08 million and US\$0.05 million for the three months ended March 31, 2024 and 2023, respectively. Our sales and marketing expenses primarily consist of advertising expenses for brand development and promotion of our services, staff salaries, staff benefits, performance bonuses, travel expenses, communication expenses and other general office expenses of our sales department. Due to certain aspects of our business nature, the fluctuation of our sales and marketing expenses usually does not have a direct linear relationship with the fluctuation of our net revenues.
- **General and administrative expenses:** General and administrative expenses was US\$0.92 million and US\$0.93 million for the three months ended March 31, 2024 and 2023, respectively. Our general and administrative expenses primarily consist of salaries and benefits of management, accounting, human resources and administrative personnel, office rentals, depreciation of office equipment, allowance for credit losses, professional service fees, maintenance, utilities and other general office expenses of our supporting and administrative departments. For the three months ended March 31, 2024, the changes in our general and administrative expenses was primarily due to the decrease in general administrative expenses of approximately US\$0.02 million, as a result of the cost reduction plan executed by management during the first fiscal quarter of 2024.
- **Research and development expenses:** For the three months ended March 31, 2024, we did not recognize any research and development expenses, compared with US\$0.02 million for the three months ended March 31, 2023. Our research and development expenses primarily consist of salaries and benefits of our staff in the research and development department, equipment depreciation expenses, and office utilities and supplies allocated to our research and development department etc. For the three months ended March 31, 2024, the decrease in our research and development expenses was primarily due to a reduction in headcount in our research and development department, compared with that for the same period last year.

**Loss from operations:** As a result of the foregoing, we incurred a loss from operations of approximately US\$0.92 million and US\$1.31 million for the three months ended March 31, 2024 and 2023, respectively.

**Interest income:** For the three months ended March 31, 2024 and 2023, we recognized an approximately US\$0.09 million and US\$0.07 million interest income, respectively, which was primarily related to the interest we earned from the short-term loans we provided to unrelated parties.

**Change in fair value of warrant liabilities:** We issued warrants in various financing activities, and we determined that the warrants should be accounted for as derivative liabilities, as the warrants are dominated in a currency (U.S. dollar) other than our functional currency (Renminbi or Yuan). For the three months ended March 31, 2024, we did not recognize any gain of change in fair value of these warrant liabilities, compared with approximately US\$0.10 million for the three months ended March 31, 2023.

**Loss before income tax benefit:** As a result of the foregoing, our loss before income tax benefit was approximately US\$0.85 million and US\$1.14 million for the three months ended March 31, 2024 and 2023, respectively.

**Income Tax benefit:** For the three months ended March 31, 2024 and 2023, we recognized approximately US\$0.003 million and US\$0.001 million, respectively, in income tax benefits. These benefits were related to the net operating loss incurred by one of our operating VIEs for each respective period. We anticipate these losses will likely be utilized against future earnings of this entity.

**Net loss:** As a result of the foregoing, for the three months ended March 31, 2024 and 2023, we incurred a net loss of approximately US\$0.85 million and US\$1.14 million, respectively.

## **B. LIQUIDITY AND CAPITAL RESOURCES**

### **Cash Transfer within Our Organization and the Related Restrictions**

We are a Nevada holding company with operations primarily conducted in China through our PRC subsidiaries, VIEs and VIEs' subsidiaries. The intercompany flow of funds within our organization is effected through capital contributions and intercompany loans. We do not have written policies regarding intercompany cash transfer within our organization. In accordance with our current internal cash management practices, all intercompany cash transfer within our organization requires prior approval by our financial director and our chief financial officer/or our chief executive officer before execution.

As we conduct our operations primarily in China through our PRC subsidiaries, VIEs and their subsidiaries, and we intend to transfer most of our cash raised from the U.S. stock market to these operating entities to support their operations and expansions, our ability to pay dividends to U.S. investors may depend on receiving distributions from our PRC subsidiaries and settlement of the amounts owed under the VIE agreements from the consolidated VIEs. Any limitation on the ability of our PRC subsidiaries and the consolidated VIEs to make payments to us, or the tax implications of making payments to us, could have a material adverse effect on our ability to pay dividends to our U.S. investors.

The PRC regulations currently permit payment of dividends only out of accumulated profits, as determined in accordance with PRC accounting standards and regulations. Our PRC subsidiaries, the consolidated VIEs and their subsidiaries in China are also required to set aside at least 10% of their respective after-tax profit based on the PRC accounting standards and regulations each year to the statutory surplus reserve, until the balance in the reserve reaches 50% of the registered capital of the respective PRC entities. In accordance with these PRC laws and regulations, our PRC subsidiaries, the consolidated VIEs and their subsidiaries are restricted in their ability to transfer a portion of their net assets to us. As of March 31, 2024 and December 31, 2023, net assets restricted in the aggregate, which include paid-in capital and statutory reserve funds of our PRC subsidiaries, the consolidated VIEs and their subsidiaries that are included in our consolidated net assets, were approximately US\$13.36 million and US\$13.41 million, respectively. Appropriations to the enterprise expansion fund and staff welfare and bonus fund of a foreign-invested PRC entity and appropriation to the discretionary surplus reserve of other PRC entities are at the discretion of the board of directors. To date, none of our PRC subsidiaries, the consolidated VIEs and their subsidiaries appropriated any of these non-mandatory funds and reserves. Furthermore, if these entities incur debt on their own in the future, the instruments governing the debt may restrict their ability to pay dividends or make other payments.

Under the PRC Enterprise Income Tax ("EIT") Law and related regulations, dividends, interests, rent or royalties payable by a foreign-invested enterprise to its immediate holding company outside China are subject to a 10% withholding tax. A lower withholding tax rate will be applied if there is a tax treaty arrangement between mainland China and the jurisdiction of the foreign holding company. Hong Kong has a tax arrangement with China that provides for a 5% withholding tax on dividends subject to certain conditions and requirements, such as the requirements that the Hong Kong enterprise owns at least 25% of the PRC enterprise distributing the dividend at all times within the 12-month period immediately preceding the distribution of dividends and provides that the recipient can demonstrate it is a Hong Kong tax resident and it is the beneficial owner of the dividends. The PRC government adopted regulations in 2018 which stipulate that in determining whether a non-resident enterprise has the status as a beneficial owner, comprehensive analysis shall be conducted based on the factors listed therein and the actual circumstances of the specific case shall be taken into consideration. Specifically, it expressly excludes an agent or a designated payee from being considered as a "beneficial owner". We own our PRC subsidiaries through China Net HK. China Net HK currently does not hold a Hong Kong tax resident certificate from the Inland Revenue Department of Hong Kong, there is no assurance that the reduced withholding tax rate will be available for us. If China Net HK is not considered to be the "beneficial owner" of the dividends by the Chinese local tax authority, any dividends paid to it by our PRC subsidiaries would be subject to a withholding tax rate of 10%.

There are no restrictions for the consolidated VIEs to settle the amounts owed under the VIE agreements to our WFOE. However, arrangements and transactions among affiliated entities may be subject to audit or challenge by the PRC tax authorities. If at any time the VIE agreements and the related fee structure between the consolidated VIEs and our WFOE is determined to be non-substantive and disallowed by Chinese tax authorities, the consolidated VIEs could, as a matter of last resort, make a non-deductible transfer to our WFOE for the amounts owed under the VIE agreements. This would result in such transfer being non-deductible expenses for the consolidated VIEs but still taxable income for our WFOE. If this happens, it may increase our tax burden and reduce our after-tax income in the PRC, and may materially and adversely affect our ability to make distributions to the holding company. Our management is of the view that the likelihood that this scenario would happen is remote. To date, the VIEs have settled to our WFOE the amount owed under the VIE agreements of RMB15.25 million (approximately US\$2.27 million) in the aggregate.

Our PRC subsidiaries generate all of their revenue in Renminbi, Renminbi is not freely convertible into other currencies. As a result, any restriction on currency exchange may limit the ability of our PRC subsidiaries to pay dividends/make distributions to us. The Chinese government imposes controls on the convertibility of Renminbi into foreign currencies and, in certain cases, the remittance of currency out of China. Shortages in availability of foreign currency may then restrict the ability of our PRC subsidiaries to remit sufficient foreign currency to us for us to pay dividends to the U.S. investors. Renminbi is currently convertible under the “current account,” which includes dividends, trade and service-related foreign exchange transactions, but not under the “capital account,” which includes foreign direct investment and foreign debt. Currently, our PRC subsidiaries may purchase foreign currency for settlement of current account transactions, including payment of dividends to us, without the approval of the State Administration of Foreign Exchange of China (the “SAFE”) by complying with certain procedural requirements. However, the relevant Chinese governmental authorities may limit or eliminate our ability to purchase foreign currencies in the future for current account transactions. The Chinese government may continue to strengthen its capital controls, and additional restrictions and substantial vetting processes may be instituted by the SAFE for cross-border transactions falling under both the current account and the capital account. Any existing and future restrictions on currency exchange may limit our ability to utilize revenue generated in Renminbi to pay dividends in foreign currencies to holders of our securities. Foreign exchange transactions under the capital account remain subject to limitations and require approvals from, or registration with, the SAFE and other relevant Chinese governmental authorities. This could affect our ability to obtain foreign currency through debt or equity financing for our PRC subsidiaries.

To date, none of our subsidiaries has made any distribution of earnings or issued any dividends to their respective shareholder in or outside of China, or to the Nevada holding company, and the Nevada holding company has never declared or paid any cash dividends to U.S. investors.

We do not have any present plan to make any distribution of earnings/issue any dividends directly or indirectly to our Nevada holding company or pay any cash dividends on our common stock in the foreseeable future because we currently intend to retain most, if not all, of our available funds and any future earnings to operate and expand our business.

#### **Cash Flow Analysis for the Three Months Ended March 31, 2024 and 2023**

Cash and cash equivalents represent cash on hand and deposits held at call with banks. We consider all highly liquid investments with original maturities of three months or less at the time of purchase to be cash equivalents. As of March 31, 2024, we had cash and cash equivalents of approximately US\$0.47 million.

Our liquidity needs include (i) net cash used in operating activities that consists of (a) cash required to fund the initial build-out, continued expansion of our network and new services and (b) our working capital needs, which include deposits and advance payments to search engine resources and other advertising resources providers, payment of our operating expenses and financing of our accounts receivable; and (ii) net cash used in investing activities that consist of the investment to expand technologies related to our existing and future business activities, investment to enhance the functionality of our current advertising portals for providing advertising, marketing and data services and to secure the safety of our general network, and investment to establish joint ventures with strategic partners for the development of new technologies and services. To date, we have financed our liquidity need primarily through proceeds we generated from financing activities.

The following table provides detailed information about our net cash flow for the periods indicated:

	<b>Three Months Ended March 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>Amounts in thousands of US dollars</b>	
Net cash used in operating activities	\$ (353)	\$ (916)
Net cash provided by/(used in) investing activities	9	(1,877)
Net cash provided by financing activities	-	-
Effect of foreign currency exchange rate changes	(6)	(6)
Net decrease in cash and cash equivalents	<u>\$ (350)</u>	<u>\$ (2,799)</u>

## Net cash used in operating activities

For the three months ended March 31, 2024, our net cash used in operating activities of approximately US\$0.35 million were primarily attributable to:

- (1) net loss excluding approximately US\$0.24 million of non-cash expenses of depreciation and amortizations; approximately US\$0.02 million of amortization of operating lease right-of-use assets; approximately US\$0.30 million of provision for allowance for credit losses; approximately US\$0.003 million of deferred tax benefit; and approximately US\$0.09 million of other non-operating income, yielded the non-cash and non-operating items excluded net loss of approximately US\$0.38 million.
- (2) the receipt of cash from operations from changes in operating assets and liabilities such as:
  - accounts payables increased by approximately US\$0.07 million
  - advances from customers increased by approximately US\$0.58 million;
  - accrued payroll and other accruals increased by approximately US\$0.05 million; and
  - other current liabilities increased by approximately US\$0.20 million.
- (3) offset by the use from operations from changes in operating assets and liabilities such as:
  - accounts receivable increased by approximately US\$0.19 million;
  - prepayment and deposit to suppliers increased by approximately US\$0.65 million;
  - other current assets increased by approximately US\$0.005 million; and
  - operating lease liabilities decreased by approximately US\$0.02 million in the aggregate, primarily due to settlement of these liabilities during the period.

For the three months ended March 31, 2023, our net cash used in operating activities of approximately US\$0.92 million were primarily attributable to:

- (4) net loss excluding approximately US\$0.32 million of non-cash expenses of depreciation and amortizations; approximately US\$0.11 million of amortization of operating lease right-of-use assets; approximately US\$0.04 million of share-based compensation; approximately US\$0.30 million of provision for allowance for credit losses; approximately US\$0.003 million of loss in disposal of fixed assets; approximately US\$0.10 million of gain from change in fair value of warrant liabilities; approximately US\$0.001 million of deferred tax benefit; and approximately US\$0.07 million of other non-operating income, yielded the non-cash and non-operating items excluded net loss of approximately US\$0.55 million.
- (5) the receipt of cash from operations from changes in operating assets and liabilities such as:
  - prepayment and deposit to suppliers decreased by approximately US\$0.17 million, primarily due to refund of deposit from a major Internet Ad resource supplier during the period; and
  - accounts payables increased by approximately US\$0.01 million.
- (6) offset by the use from operations from changes in operating assets and liabilities such as:
  - accounts receivable increased by approximately US\$0.06 million;

- advance from customers decreased by approximately US\$0.03 million, primarily due to recognizing revenues from opening contract liabilities during the period; and
- accruals, taxes payable, operating lease liabilities and other current liabilities decreased by approximately US\$0.46 million in the aggregate, primarily due to settlement of these liabilities during the period.

#### **Net cash used in investing activities**

During the three months ended March 31, 2024, we acquired cash of approximately US\$0.009 million through the acquisition of a 51% equity interest in Beijing Yi En. This transaction contributed to a net cash inflow from investing activities of approximately US\$0.009 million for the three months ended March 31, 2024.

For the three months ended March 31, 2023, (1) we provided to an unrelated party a short-term loan of US\$2.0 million, which will mature on July 17, 2023. This loan is unsecured and bears a fixed annualized interest rate of 12%; (2) we collected an US\$0.10 million short-term loan, which was provided to another unrelated party in April 2022; and (3) we received a total interest income of approximately US\$0.02 million, which was attributable to short-term loans we provided to unrelated parties in previous periods. In the aggregate, these transactions resulted in a net cash outflow from investing activities of approximately US\$1.88 million for the three months ended March 31, 2023.

#### **Net cash provided by/(used in) financing activities**

For both the three months ended March 31, 2024 and 2023, no cash was provided by or used in financing activities.

#### **Future Liquidity, Material Cash Requirements and Capital Resources**

Our future short-term liquidity needs within 12 months from the date hereof primarily include deposits and advance payments required for the purchase of search engine marketing resources and other online marketing resources to be distributed to our customers and payments for our operating expenses, which mainly consist of office rentals and employee salary and benefit.

In addition, in order to further develop our core business, i.e., our Internet advertising and related data service business, broaden and diversify the online marketing channels for customers, reinforce our industry competitive advantage and secure our client base, we are actively seeking target companies with complementary online marketing resources for acquisition and/or joint ventures cooperation. In March 2024, the Company acquired a 51% equity interest in Yi En (Beijing) Technology Co., Ltd. at a total consideration of RMB1 to expand our internet advertising and the distribution of the right to use search engine marketing services in the PRC with the expectation that the acquisition can synergize with our existing businesses and provide economies of scale that will generate operating profits and additional cash inflow in the next 12 months.

We plan to optimize our internet resources cost investment strategy to improve the gross profit margin of our core business and to further strengthen the accounts receivables collection management and negotiate with major suppliers for more favorable payment terms, all of which will help to substantially increase the cash flows from operations. In addition, to further improve our liquidity, we plan to reduce our operating costs through optimizing the personnel structure among different offices, and reduce our office leasing spaces, if needed. Beginning in early 2022, we introduced our SaaS services to customers. Our SaaS services are provided based on technologies of our self-developed Blockchain Integrated Framework (“BIF”) platform. Our BIF platform enable our clients to utilize the BIF platform as an enterprise management software to record, share and storage operating data on-chain, and/or to generate unique designed Non-fungible Token (“NFTs”) for their IPs and certificates. Although revenues from the new SaaS services business and its profitability have not met our expectations, it is expected to bring us positive cash flow and help to improve our liquidity, as these services are provided based on technologies of our self-developed software platform, which does not need any further material cash outflow to other third-party service providers.

In addition, for the next 12 months from the date hereof, we anticipate to generate additional cash inflows and/or improve our liquidity through the following: (1) our current outstanding short-term working capital loans provided to unrelated parties will mature within the next 12 months that we anticipate collecting these loan principals and the related interest income within the next 12 months; (2) if at any time we anticipate insufficiency of our working capital, we can apply for revolving credit facility from commercial banks in the PRC to supplement our short-term liquidity deficit. We have not experienced any difficulties in obtaining such credit facility before, and this could result in fixed obligations and incremental cost of interest; (3) in consideration of the long-term cooperation history and good track records with our major suppliers, we plan to negotiate with our suppliers for more favorable payment terms; and (4) we plan to reduce our operating costs through optimizing the personnel structure among different offices and reduce our office leasing spaces, if needed. This may incur incremental costs related to employee layoff compensation and contract termination penalty.



If we fail to achieve these goals, we may need additional financing to execute our business plan. If additional financing is required, we cannot predict whether this additional financing will be in the form of equity, debt, or another form, and we may not be able to obtain the necessary additional capital on a timely basis, on acceptable terms, or at all. In the event that financing sources are not available, or that we are unsuccessful in increasing our gross profit margin and reducing operating losses, we may be unable to implement our current plans for expansion, repay debt obligations or respond to competitive pressures, any of which would have a material adverse effect on our business, prospects, financial condition and results of operations. These factors raise substantial doubt about our ability to continue as a going concern within one year after the date that the financial statements are issued.

The unaudited condensed consolidated financial statements as of March 31, 2024 have been prepared under the assumption that we will continue as a going concern, which contemplates, among other things, the realization of assets and the satisfaction of liabilities in the normal course of business over a reasonable period of time. Our ability to continue as a going concern is dependent upon our uncertain ability to increase gross profit margin and reduce operating loss from our core business and/or obtain additional equity and/or debt financing. The accompanying financial statements as of March 31, 2024 do not include any adjustments that might result from the outcome of these uncertainties. If we are unable to continue as a going concern, we may have to liquidate our assets and may receive less than the value at which those assets are carried on the financial statements.

In the long term, beyond the next 12 months, we plan to further broaden the application scenarios of our blockchain-based SaaS services to be offered to the customers, continue expanding our core Internet advertising and marketing business through acquisitions, and develop Internet advertising and marketing channels that target overseas Internet users. As such, we may decide to enhance our liquidity position or increase our cash reserve for future investments through additional equity financing in the U.S. capital market. This would result in further dilution to our shareholders. We cannot assure you that such financing will be available in amounts or on terms acceptable to us, or at all.

#### **C. Off-Balance Sheet Arrangements**

None.

#### **D. Disclosure of Contractual Obligations**

In August 2022, we obtained a 9.9% equity interest in Guangdong Yong Fu Xiang Health Management Co., Ltd (“Yong Fu Xiang”), through subscription of a RMB6.73 million (approximately US\$0.98 million) registered capital of the entity in cash, which amount was committed to be paid up before December 31, 2065.

In June 2023, we obtained a 9.9% equity interest in Wuhan Ju Liang, through subscription of a RMB0.99 million (approximately US\$0.14 million) registered capital of the entity in cash, which amount was committed to be paid up before August 1, 2052.

In August 2023, the Company obtained a 9% equity interest in Fu Meng Hui through subscription of a RMB0.45 million (approximately US\$0.06 million) registered capital of the entity in cash, which amount was committed to be paid up before December 31, 2050.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Not applicable to smaller reporting companies.

### **Item 4. Controls and Procedures**

#### *Evaluation of Disclosure Controls and Procedures*

Under the supervision and with the participation of our management, including our principal executive officer and principal accounting and financial officer, we conducted an evaluation of the effectiveness of our disclosure controls and procedures as of the fiscal quarter ended March 31, 2024, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based on this evaluation, our principal executive officer and principal financial officer have concluded that during the period covered by this report, the Company’s disclosure controls and procedures were effective as of such date to ensure that information required to be disclosed by us in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

## *Changes in Internal Control over Financial Reporting*

There was no change in our internal control over financial reporting that occurred during the fiscal quarter of 2024 covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

We are currently not a party to any legal or administrative proceedings and are not aware of any pending or threatened legal or administrative proceedings against us in all material aspects. We may from time to time become a party to various legal or administrative proceedings arising in the ordinary course of our business.

### **Item 1A. Risk Factors**

This information has been omitted based on the Company's status as a smaller reporting company.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

### **Item 3. Defaults Upon Senior Securities**

None.

### **Item 4. Mine Safety Disclosures**

Not applicable.

### **Item 5. Other Information**

During our fiscal quarter ended March 31, 2024, none of our directors or officers informed us of the adoption or termination of a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement" as those terms are defined in Item 408(a) of Regulation S-K.

## Item 6. Exhibits

The exhibits listed on the Exhibit Index below are provided as part of this report.

<u>Exhibit No.</u>	<u>Document Description</u>
<a href="#"><u>31.1</u></a>	<a href="#"><u>Certification of the Principal Executive Officer pursuant to Rule 13A-14(A)/15D-14(A) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>
<a href="#"><u>31.2</u></a>	<a href="#"><u>Certification of the Principal Accounting and Financial Officer pursuant to Rule 13A-14(A)/15D-14(A) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>
<a href="#"><u>32.1</u></a>	<a href="#"><u>Certification of the Principal Executive Officer and of the Principal Accounting and Financial Officer pursuant to 18 U.S.C. 1350 (Section 906 of the Sarbanes-Oxley Act of 2002).</u></a>
101	The following materials are filed herewith: (i) Inline XBRL Instance, (ii) Inline XBRL Taxonomy Extension Schema, (iii) Inline XBRL Taxonomy Extension Calculation, (iv) XBRL Taxonomy Extension Labels, (v) XBRL Taxonomy Extension Presentation, and (vi) Inline XBRL Taxonomy Extension Definition.
104	Cover Page Interactive Data File – The cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ZW DATA ACTION TECHNOLOGIES INC.

Date: July 29, 2024

By: /s/ Handong Cheng

Name: Handong Cheng

Title: Chief Executive Officer and Acting Chief Financial Officer  
(Principal Executive Officer and Principal Accounting and Financial  
Officer)

## CERTIFICATION

I, Handong Cheng, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of ZW Data Action Technologies Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

July 29, 2024

/s/ Handong Cheng

Handong Cheng

Chief Executive Officer

(Principal Executive Officer)

## CERTIFICATION

I, Handong Cheng, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of ZW Data Action Technologies Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

July 29, 2024

/s/ Handong Cheng

Handong Cheng

Acting Chief Financial Officer

(Principal Accounting and Financial Officer)

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Each of the undersigned hereby certifies, in his capacity as an officer of ZW Data Action Technologies Inc. (the "Company"), for the purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

- (1) The Quarterly Report of the Company on Form 10-Q for the quarter ended March 31, 2024 fully complies with the requirements of Section 13a-14(b) or 15d-14(b) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

July 29, 2024

/s/ Handong Cheng  
Handong Cheng  
Chief Executive Officer  
(Principal Executive Officer)

/s/ Handong Cheng  
Handong Cheng  
Acting Chief Financial Officer  
(Principal Accounting and Financial Officer)