



**CHINA E-INFORMATION TECHNOLOGY GROUP LIMITED**  
**中國網絡信息科技集團有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
*(於開曼群島註冊成立之有限公司)*  
**(Stock Code 股份代號: 08055)**

**2019**

Annual Report  
年報



## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE” )

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### 香港聯合交易所有限公司(「聯交所」)GEM之特色

**GEM**的定位，乃為相比起其他在聯交所上市公司帶有較高投資風險的中小型公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於**GEM**上市公司普遍為中小型公司，在**GEM**買賣的證券可能會較於主板買賣的證券承受較大的市場波動風險，同時無法保證在**GEM**買賣的證券會有高流通量的市場。

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本報告的資料乃遵照香港聯合交易所有限公司**GEM**證券上市規則而刊載，旨在提供有關中國網絡信息科技集團有限公司(「本公司」)的資料；本公司的董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所 信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

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The English text of this annual report shall prevail over the Chinese text for the purpose of interpretation.

就詮釋而言，本年報的中英文本如有任何歧義，概以英文本為準。

# Corporate Information

## 公司資料

<b>Honorary Chairman</b>	Mr. Lin Ruiping (appointed on 30 September 2019)	<b>榮譽主席</b>	林瑞平先生 (於二零一九年九月三十日上任)
<b>Board of Directors</b>	<b>Executive Directors</b> Mr. Yuan Wei Ms. Zhang Jianxin Mr. Zheng Zhijing Ms. Lin Yan Ms. Wong Hiu Pui	<b>董事會</b>	<b>執行董事</b> 袁偉先生 張建新女士 鄭植京先生 林艷女士 王曉貝女士
	<b>Independent Non-Executive Directors</b> Ms. Lu Xiaowei Mr. Tang Jiuda Ms. Yang Qingchun		<b>獨立非執行董事</b> 蘆曉薇女士 湯究達先生 楊慶春女士
<b>Chief Executive Officer</b>	Mr. Yuan Wei	<b>行政總裁</b>	袁偉先生
<b>Deputy Chief Executive Officer</b>	Ms. Wang Hui	<b>副行政總裁</b>	王慧女士
<b>Company secretary</b>	Ms. Chan Yim Kum	<b>公司秘書</b>	陳艷琴女士
<b>Authorised representatives</b>	Mr. Yuan Wei Ms. Chan Yim Kum	<b>授權代表</b>	袁偉先生 陳艷琴女士
<b>Compliance officer</b>	Mr. Yuan Wei	<b>監督主任</b>	袁偉先生
<b>Registered office</b>	Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands	<b>註冊辦事處</b>	Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
<b>Head office and principal place of business</b>	Unit 2609-10, 26/F, Office Tower Convention Plaza 1 Harbour Road, Wanchai Hong Kong	<b>總辦事處及 主要營業地點</b>	香港 灣仔港灣道1號 會展廣場辦公大樓 26樓2609-10室

# Corporate Information

## 公司資料

<b>Principal bankers</b>	Agricultural Bank of China Bank of China (Hong Kong) Limited Bank of Communications (Hong Kong) Limited China Construction Bank Industrial and Commercial Bank of China Limited	<b>主要往來銀行</b>	中國農業銀行 中國銀行(香港)有限公司 交通銀行(香港)有限公司  中國建設銀行 中國工商銀行股份有限公司
<b>Principal share registrar and transfer office in the Cayman Island</b>	Royal Bank of Canada Trust Company (Cayman) Limited 4th Floor, Royal Bank House 24 Shedden Road PO Box 1586 Grand Cayman KY1-1110 Cayman Islands	<b>開曼群島 股份登記及 過戶總處</b>	Royal Bank of Canada Trust Company (Cayman) Limited 4th Floor, Royal Bank House 24 Shedden Road PO Box 1586 Grand Cayman KY1-1110 Cayman Islands
<b>Branch share registrar and transfer office in Hong Kong</b>	Tricor Tengis Limited Level 22 Hopewell Centre 183 Queen's Road East Hong Kong	<b>香港股份登記及 過戶分處</b>	卓佳登捷時有限公司 香港 皇后大道東183號 合和中心22樓
<b>Auditor</b>	McMillan Woods (Hong Kong) CPA Limited	<b>核數師</b>	長青(香港)會計師事務所有限公司
<b>Legal advisers</b>	Conyers Dill & Pearman Keith Lam Lau & Chan	<b>法律顧問</b>	Conyers Dill & Pearman 劉林陳律師行
<b>Stock Code</b>	8055	<b>股份代號</b>	8055
<b>Company website</b>	<a href="http://www.irasia.com/listco/hk/chieinfotech/">www.irasia.com/listco/hk/chieinfotech/</a>	<b>本公司網站</b>	<a href="http://www.irasia.com/listco/hk/chieinfotech/">www.irasia.com/listco/hk/chieinfotech/</a>

# Management Discussion and Analysis

## 管理層論述及分析

### FINANCIAL REVIEW

For the year ended 31 December 2019, the Group recorded revenue of approximately HK\$63,124,000 (2018: HK\$57,856,000), representing tuition fee revenue and sales of educational products. Gross profit for the year under review was approximately HK\$36,141,000 (2018: HK\$28,964,000), representing a gross profit margin of 57.3% (2018: 50.1%) for the year under review.

During the year, cost of goods sold and services provided amounted to approximately HK\$26,983,000 (2018: HK\$28,892,000), representing the overheads incurred in the distance learning courses.

Other income for the year under review was approximately HK\$5,582,000 (2018: HK\$15,176,000) representing an interest income of approximately HK\$2,541,000 (2018: HK\$422,000), a sundry income of approximately HK\$nil (2018: HK\$20,000), net unrealised gain on financial assets at fair value through profit or loss of approximately HK\$nil (2018: HK\$49,000), fair value gain of contingent consideration receivable of approximately HK\$1,406,000 (2018: HK\$14,685,000), net exchange gains of approximately HK\$174,000 (2018: HK\$nil), gain on disposal of property, plant and equipment of approximately HK\$920,000 (2018: HK\$nil) and gain on deregistration of a subsidiary of approximately HK\$541,000 (2018: HK\$nil).

Administrative expenses for the year under review were approximately HK\$60,207,000 (2018: HK\$61,519,000), of which staff related costs were approximately HK\$25,155,000 (2018: HK\$18,302,000) and legal and professional fees were approximately HK\$2,940,000 (2018: HK\$12,263,000).

### 財務回顧

截至二零一九年十二月三十一日止年度，本集團錄得收益約63,124,000港元(二零一八年：57,856,000港元)，乃指教學課程之收入以及教學產品之銷售額。回顧年度之毛利約為36,141,000港元(二零一八年：28,964,000港元)，而回顧年度之毛利率則為57.3%(二零一八年：50.1%)。

年內，銷售貨品及提供服務之成本約為26,983,000港元(二零一八年：28,892,000港元)，乃指遠程教育課程所產生之經常性開支。

回顧年度之其他收入約為5,582,000港元(二零一八年：15,176,000港元)，乃指利息收入約2,541,000港元(二零一八年：422,000港元)、雜項收入約零港元(二零一八年：20,000港元)、透過損益按公平值計量之金融資產之未變現收益淨額約零港元(二零一八年：49,000港元)、應收或然代價之公平值收益約1,406,000港元(二零一八年：14,685,000港元)、匯兌收益淨額約174,000港元(二零一八年：零港元)、出售物業、廠房及設備收益約920,000港元(二零一八年：零港元)及註銷一間附屬公司收益約541,000港元(二零一八年：零港元)。

回顧年度之行政開支約為60,207,000港元(二零一八年：61,519,000港元)，當中僱員相關成本約為25,155,000港元(二零一八年：18,302,000港元)及法律及專業費用約為2,940,000港元(二零一八年：12,263,000港元)。

# Management Discussion and Analysis

## 管理層論述及分析

Other losses for the year under review were approximately HK\$3,796,000 (2018: HK\$10,000), representing a net unrealised losses on financial assets at fair value through profit or loss of approximately HK\$3,796,000 (2018: HK\$nil) and net exchange losses of approximately HK\$nil (2018: HK\$10,000).

The share of loss of an associate of approximately HK\$1,517,000 (2018: share of profit of HK\$3,628,000) is contributed by an associate, Beijing Youli Lianxu Technology Co., Ltd., (“Beijing Youli”) which was acquired in April 2017.

Equity-settled share-based payment amounted to approximately HK\$30,800,000 were recognised for the year under review (2018: HK\$nil) as a total of 375,100,000 share options were granted by the Company on 2 July 2019.

During the year, the Group made a provision for impairment loss on investment in an associate, Beijing Youli, of approximately HK\$27,719,000 (2018: HK\$55,027,000). The reason of recognising such impairment losses is due to decreasing consumer spending and general economic conditions. Following the outbreak of trade war in 2018, it continuously affect global economies. The trade war brought negative effect on the economies, consumers are losing confidence and sacrifice online shopping.

In addition, the novel coronavirus pneumonia (COVID-19) outbreak has opened up the possibility of a economy recession, this has created a significant adverse impact on the economic and has the potential to cause market dislocation. The coronavirus outbreak is hitting people and economy hard, economists predict the economy and GDP growth will slow in next year. Therefore, the financial forecasts were hit by economic disruption from the outbreak.

回顧年度之其他虧損約為3,796,000港元(二零一八年：10,000港元)，乃指透過損益按公平值計量之金融資產之未變現虧損淨值約3,796,000港元(二零一八年：零港元)及匯兌虧損淨額約零港元(二零一八年：收益約10,000港元)。

應佔一間聯營公司虧損約1,517,000港元(二零一八年：應佔溢利3,628,000港元)乃由於二零一七年四月收購之一間聯營公司北京優力聯旭科技有限公司(「北京優力」)貢獻。

於回顧年度內確認以股權結算之以股支付款項約30,800,000港元，原因為本公司於二零一九年七月二日授出合共375,100,000份購股權。

年內，本集團已就於一間聯營公司北京優力之投資計提減值虧損撥備約27,719,000港元(二零一八年：55,027,000港元)。確認該減值虧損乃由於減少消費支出及整體經濟狀況所致。於二零一八年爆發貿易戰後，其繼續影響全球經濟。貿易戰對經濟造成負面影響，消費者失去信心並減少網上購物。

此外，新型冠狀病毒性肺炎(COVID-19)爆發亦引發經濟衰退的可能性，這對經濟造成重大不利影響，並有可能導致市場混亂。冠狀病毒的爆發正嚴重打擊人們及經濟，經濟學家預測來年經濟及GDP增長將有所放緩。因此，財務預測受疫情爆發造成的經濟中斷影響。

Finance costs during the year were approximately HK\$13,267,000 (2018: HK\$10,225,000).

年內融資成本約為13,267,000港元(二零一八年：10,225,000港元)。

## Capital structure, liquidity and financial resources

## 資本架構、流動資金及財務資源

The Group financed its business operations mainly by cash revenue generated internally from operating activities. As at 31 December 2019, the Group has current assets of approximately HK\$139,410,000 (2018: HK\$174,398,000), including bank balances and cash of approximately HK\$18,967,000 (2018: HK\$70,898,000). Total non-current assets of the Group amounted to approximately HK\$42,169,000 (2018: HK\$75,695,000), representing property, plant and equipment, financial assets at fair value through profit or loss, goodwill, investment in an associate and right-of-use assets. Total assets of the Group amounted to approximately HK\$181,579,000 (2018: HK\$250,093,000) as at 31 December 2019.

本集團主要以內部營運活動產生之現金為業務融資。於二零一九年十二月三十一日，本集團擁有流動資產約139,410,000港元(二零一八年：174,398,000港元)，包括銀行結餘及現金約18,967,000港元(二零一八年：70,898,000港元)。本集團之非流動資產總值約為42,169,000港元(二零一八年：75,695,000港元)，包括物業、廠房及設備、透過損益按公平值計量之金融資產、商譽、於聯營公司投資及使用權資產。於二零一九年十二月三十一日，本集團之總資產約為181,579,000港元(二零一八年：250,093,000港元)。

As at 31 December 2019, the Group did not have any outstanding bank borrowing. Total current liabilities of the Group were approximately HK\$93,464,000 (2018: HK\$29,249,000), which mainly comprised other payables, convertible notes and lease liabilities. Total liabilities of the Group were approximately HK\$94,845,000 (2018: HK\$69,785,000). As at 31 December 2019, the Group had net assets of approximately HK\$86,734,000 (2018: HK\$180,308,000).

於二零一九年十二月三十一日，本集團並無任何未償還之銀行借貸。本集團之流動負債總額約為93,464,000港元(二零一八年：29,249,000港元)，主要包括其他應付賬款、可換股票據以及租賃負債。本集團之負債總額約為94,845,000港元(二零一八年：69,785,000港元)。於二零一九年十二月三十一日，本集團之資產淨額約為86,734,000港元(二零一八年：180,308,000港元)。

## Gearing ratio

Gearing ratio of the Group, as expressed as the ratio of total liabilities to total assets, was approximately 0.52 as at 31 December 2019 (2018: 0.28).

## 負債比率

於二零一九年十二月三十一日，本集團之負債比率(即總負債對總資產之比率)約為0.52(二零一八年：0.28)。

# Management Discussion and Analysis

## 管理層論述及分析

### Share Capital

As at 1 January 2019 and 31 December 2019, the authorised share capital of the Company was HK\$5,000,000,000 divided into 50,000,000,000 shares of HK\$0.10 each and the issued share capital of the Company was approximately HK\$375,130,000 divided into 3,751,297,033 shares of HK\$0.10 each.

### Convertible Notes 2011

On 21 July 2011, the Group entered into a subscription agreement with a group of independent subscribers for the issuance of some convertible notes in the aggregate principal amount of HK\$42,000,000, bearing an interest rate of 3% per annum, maturing in 12 months from the date of issue, and convertible into ordinary shares at conversion price of HK\$0.50 per share, subject to adjustments. Subsequently, the Group issued two tranches of convertible notes (“Convertible Notes 2011 C”) on 25 August 2011 for the principal amount of HK\$19,500,000 and (“Convertible Notes 2011 D”) on 14 September 2011 for the principal amount of HK\$22,500,000. Of which, tranche C was fully converted in 2011. On 10 September 2012, the maturity date of the tranche D was postponed for another 6 months to 7 March 2013. On 7 March 2013, the maturity date of the tranche D was further postponed for 12 months to 6 March 2014. As at 1 January 2014, the outstanding principal amount of the Convertible Notes 2011 D was HK\$12,800,000.

On 6 March 2014, the Company has redeemed one of the Convertible Notes 2011 D with the principal amount of HK\$10,000,000 in accordance with notice from the holder. The Company is contacting the holder of the Convertible Notes 2011 D with the principal amount of HK\$2,800,000 in order to settle the convertible notes. As at 31 December 2019, the Company has not received any reply or notice from the holder and the Company has the funds available for settlement.

### 股本

於二零一九年一月一日及二零一九年十二月三十一日，本公司之法定股本為5,000,000,000港元，分為50,000,000,000股每股面值0.10港元之股份，而本公司已發行股本約為375,130,000港元，分為3,751,297,033股每股面值0.10港元之股份。

### 二零一一年可換股票據

於二零一一年七月二十一日，本集團與一組獨立認購人訂立認購協議，以發行本金總額為42,000,000港元之部份可換股票據，可換股票據之利率為每年3%，於發行日期起計十二個月到期，並可按每股0.50港元（可予調整）之換股價轉換為普通股。隨後，本集團分別於二零一一年八月二十五日以及二零一一年九月十四日發行兩批可換股票據：本金額為19,500,000港元之（「二零一一年可換股票據C」）以及本金額為22,500,000港元之（「二零一一年可換股票據D」）。其中，第C批乃於二零一一年獲悉數轉換。於二零一二年九月十日，第D批之到期日期延後六個月至二零一三年三月七日。於二零一三年三月七日，第D批之到期日期進一步延後十二個月至二零一四年三月六日。於二零一四年一月一日，二零一一年可換股票據D之未償還本金額為12,800,000港元。

於二零一四年三月六日，本公司根據持有人通知，贖回本金額10,000,000港元之二零一一年可換股票據D。本公司正在聯絡本金額2,800,000港元之二零一一年可換股票據D之持有人，以償還可換股票據。於二零一九年十二月三十一日，本公司尚未接獲持有人的任何回覆或通知，而本公司已備好償付資金。

## Convertible Notes 2020

On 11 October 2016 and 24 October 2016, the Company entered into the Sale and Purchase Agreement and Supplemental Agreement with the Vendor in relation to the acquisition of 49% equity interest in Beijing Youli Lianxu Technology Company Limited ("Beijing Youli").

Completion of the issue of the Convertible Notes 2020 (CN2020) in the aggregate principal amount of HK\$91,581,000 have been issued, of which HK\$54,215,952 are issued to the company nominated by Mr. Wang Peng and HK\$37,365,048 are issued to the company nominated by Mr. Ma Liejun took place on 25 April 2017.

The noteholders converted CN2020 in the principal amount of HK\$36,632,400 on 15 May 2017.

During the year ended 31 December 2018, Beijing Youli met the 2017 Profit Target (being the net profit after tax of Beijing Youli for the period from 1 April 2017 to 31 March 2018 in the amount of HK\$12,600,000). For detailed information regarding the Profit Target, please refer to the announcement of the Company dated 11 October 2016.

During the year ended 31 December 2019, Beijing Youli failed to meet the 2018 Profit Target (being the net profit after tax of Beijing Youli for the period from 1 April 2018 to 31 March 2019 in the amount of HK\$15,120,000), the consideration payable to the vendors shall be reduced by approximately HK\$11,261,429.

As at 31 December 2019, the exercise in full of the vested conversion rights would result in the issue and allotment of approximately 183,559,542 new shares of the Company.

## 二零二零年可換股票據

於二零一六年十月十一日及二零一六年十月二十四日，本公司與賣方訂立買賣協議及補充協議，內容有關收購北京優力聯旭科技有限公司（「北京優力」）的49%股權。

完成已於二零一七年四月二十五日發生，本金總額為91,581,000港元的二零二零年可換股票據（二零二零年可換股票據）已發行，其中54,215,952港元發行予王鵬先生提名的公司及37,365,048港元發行予馬列軍先生提名的公司。

票據持有人已於二零一七年五月十五日轉換本金額36,632,400港元之二零二零年可換股票據。

截至二零一八年十二月三十一日止年度，北京優力達致二零一七年溢利目標（即北京優力於二零一七年四月一日至二零一八年三月三十一日止期間之除稅後純利為12,600,000港元）。有關溢利目標之詳細資料，請參閱本公司日期為二零一六年十月十一日之公告。

截至二零一九年十二月三十一日止年度，北京優力未能達到二零一八年溢利目標（即北京優力於二零一八年四月一日至二零一九年三月三十一日止期間之除稅後純利為15,120,000港元），應付予賣方之代價將減少約11,261,429港元。

於二零一九年十二月三十一日，悉數行使已歸屬轉換權將導致發行及配發約183,559,542股本公司新股份。

# Management Discussion and Analysis

## 管理層論述及分析

### Foreign exchange exposure

Most of the Group's assets, liabilities and transactions were denominated in Hong Kong dollars and Renminbi. Although the exchange rate between Hong Kong dollars and Renminbi has been moderately changing, it remains relatively stable. As the expenditure in PRC was covered by the sales in PRC, the management considers that the Group has no significant foreign exchange exposures. Foreign exchange risk arising from the normal course of operations is considered as minimal. As at 31 December 2019, the Group has no foreign currency borrowings and has not used any financial instrument for hedging the foreign exchange risk.

### Significant investments and material acquisition

During the year ended 31 December 2019, save as disclosed in note 30 to the consolidated financial statements, no significant investments and material acquisition were made by the Group (2018: nil).

### Contingent liabilities and charges on the Group's assets

There were no significant contingent liabilities or charges on the Group's assets as at 31 December 2019 (2018: Nil).

## OPERATIONAL OVERVIEW

The Group is principally engaged in the provision of an internet platform for the facilitation of education program in Chinese medicine and other advisory and training programs.

### 外匯風險

本集團大部份資產、負債及交易均以港元及人民幣計值。儘管港元兌人民幣之匯率正溫和變動，但仍保持相對平穩。於中國的支出由中國的銷售額支付，故管理層認為本集團並無重大外匯風險。並認為由正常運營過程所產生之外匯風險乃處於最低水平。於二零一九年十二月三十一日，本集團並無任何外幣借款且並未使用任何金融工具對沖外匯風險。

### 重大投資及重大收購

於截至二零一九年十二月三十一日止年度，除綜合財務報表附註30內所披露者外，本集團並無作出重大投資及重大收購(二零一八年：無)。

### 或然負債及本集團之資產抵押

於二零一九年十二月三十一日，本集團並無重大或然負債或資產抵押(二零一八年：無)。

### 營運回顧

本集團主要業務是為中醫藥教育項目及其他諮詢及培訓項目提供網絡輔助平台。

On 1 July 2010, the Joint Construction of Network Education College of Beijing University of Chinese Medicine Agreement (共建北京中醫藥大學網路教育學院協議書) (“Joint Construction Agreement”) entered into between Beijing University of Chinese Medicine (北京中醫藥大學) and Hunan IIN Medical Network Technology Development Co., Ltd. (“Hunan IIN Medical”), a subsidiary of IIN Medical (BVI), was successfully renewed. In accordance with the Joint Construction Agreement, Hunan IIN Medical’s entitlement to share 60% of the profits of Distance Education College of Beijing University of Chinese Medicine (北京中醫藥大學遠程教育學院) (“Distance Education College”) is reduced to 51% profit-sharing percentage during the year 2010 while all other terms and conditions thereunder are not less favourable than those under the Joint Construction Agreement.

On 14 April 2015, Hunan IIN Medical, a wholly-owned subsidiary of the Company, entered into a supplemental agreement (the “Agreement”) with the Beijing University of Chinese Medicine (北京中醫藥大學) (“BUCM”) for amending the agreement dated 29 June 2010 signed between them. Pursuant to the Agreement, Hunan IIN Medical will pass its daily business management and administrative management in respect of the Distance Education College of the Beijing University of Chinese Medicine (北京中醫藥大學遠程教育學院) (the “Distance Education College”) to BUCM.

This arrangement is primarily made for the purpose of consolidating the daily business management and administrative management of the Distance Education College, so as to reduce operating costs and increase revenue, fully leverage the advantages of both parties in their respective areas, and lay a solid foundation for overall expansion in the future.

於二零一零年七月一日，北京中醫藥大學與湖南國訊醫藥網絡科技開發有限公司(「湖南國訊醫藥」，國訊醫藥(BVI)之附屬公司)訂立之「共建北京中醫藥大學網路教育學院協議書」(「共建協議」)已順利重續。於二零一零年，根據共建協議，湖南國訊醫藥有權分得北京中醫藥大學遠程教育學院(「遠程教育學院」) 60%溢利之分成比例降至51%，而其下任何其他條款及條件均不遜於共建協議之條款及條件。

於二零一五年四月十四日，本公司全資附屬公司湖南國訊醫藥已與北京中醫藥大學(「北京中醫藥大學」)簽訂補充協議(「該協議」)，以修訂彼等之間簽訂日期為二零一零年六月二十九日之協議。根據該協議，湖南國訊醫藥將其對北京中醫藥大學遠程教育學院(「遠程教育學院」)的日常業務管理及行政管理交給北京中醫藥大學。

是次安排主要為統一遠程教育學院的日常業務管理及行政管理，以降低經營成本及加強收益，充分發揮雙方在各自領域的優勢，為將來全面的拓展奠下基礎。

# Management Discussion and Analysis

## 管理層論述及分析

On 2 July 2019, a total of 375,100,000 share options (the “Share Options”) were granted by the Company to certain eligible participants (the “Grantees”) to subscribe for ordinary shares of HK\$0.1 each of the Company (the “Shares”) pursuant to the share option scheme adopted by the Company on 23 May 2011.

Among the above 375,100,000 Share Options granted, a total of 46,600,000 Share Options were granted to the directors and chief executive. Details regarding the grant of share options were set out in the announcement of the Company dated 2 July 2019.

In July 2019, the Company received the audited financial statements of Beijing Youli Lianxu Technology Company Limited (“Beijing Youli”) for the period from 1 April 2018 to 31 March 2019, Beijing Youli fails to meet the 2018 Profit Target (being the net profit after tax of Beijing Youli for the period from 1 April 2018 to 31 March 2019 in the amount of HK\$15,120,000), the consideration payable to the vendors shall be reduced by approximately HK\$11,261,429.

On 30 July 2019, a Placing Agreement was entered into between the Company and the Placing Agent, pursuant to which the Company has appointed the Placing Agent to procure altogether not less than six independent institutional, corporate or individual investors, to place Convertible Bonds of principal amount up to HK\$187,000,000.

Upon full conversion of the Convertible Bonds at the initial Conversion Price of HK\$0.25 per Conversion Share, a total of 748,000,000 Conversion Shares will be allotted and issued, which represent (i) approximately 19.94% of the issued share capital of the Company as at 30 July 2019; and (ii) approximately 16.62% of the issued share capital of the Company as enlarged by the Conversion Shares (assuming there is no other change in the number of issued Shares between 30 July 2019 and the full conversion of the Convertible Bonds).

Details regarding the placing of convertible bonds were set out in the announcement of the Company dated 30 July 2019.

於二零一九年七月二日，根據本公司於二零一一年五月二十三日採納之購股權計劃，本公司向若干合資格參與者（「承授人」）授出合共375,100,000份購股權（「購股權」），以認購本公司每股面值0.1港元之普通股（「股份」）。

在上述375,100,000份授出之購股權中，共有46,600,000份購股權授予董事及行政總裁。有關授出購股權之詳情載於本公司日期為二零一九年七月二日之公告。

於二零一九年七月，本公司已收到北京優力聯旭科技有限公司（「北京優力」）二零一八年四月一日至二零一九年三月三十一日期間的經審計財務報表，北京優力未能達到二零一八年溢利目標（即北京優力於二零一八年四月一日至二零一九年三月三十一日止期間之除稅後純利為15,120,000港元），應付予賣方之代價將減少約11,261,429港元。

於二零一九年七月三十日，本公司與配售代理訂立配售協議，據此，本公司已委任配售代理促成合共不少於六名機構、企業或個別投資者配售本金金額最多為187,000,000港元之可換股債券。

按初步換股價每股換股股份0.25港元悉數轉換可換股債券後，合計748,000,000股換股股份將獲配發及發行，相當於(i)本公司於二零一九年七月三十日已發行股本約19.94%；及(ii)經換股股份擴大之本公司已發行股本約16.62%（假設二零一九年七月三十日至悉數轉換可換股債券期間之已發行股份數目並無其他變動）。

有關配售可換股債券之詳情載於本公司日期為二零一九年七月三十日之公告。

On 20 August 2019, the Company and the Placing Agent entered into a supplemental placing agreement (the “Supplemental Agreement”) to revise the aggregate principal amount of the Convertible Bonds and to postpone the Long Stop Date. Pursuant to the Supplemental Agreement, the aggregate principal amount of the Convertible Bonds to be placed by the Placing Agent is revised from up to HK\$187,000,000 to up to HK\$120,000,000.

Based on the revised aggregate principal amount of the Convertible Bonds, assuming the Convertible Bonds are fully placed, upon full conversion of the Convertible Bonds at the initial Conversion Price, the maximum number of Conversion Shares to be issued by the Company will be changed from 748,000,000 Conversion Shares to 480,000,000 Conversion Shares.

Pursuant to the Supplemental Agreement, the Long Stop Date is postponed from 20 August 2019 to 10 September 2019 (or such later date as the Placing Agent and the Company may agree).

Assuming all the Convertible Bonds under the Placing Agreement (as amended by the Supplemental Agreement) have been placed, the gross proceeds and net proceeds of the Placing amount will be revised to HK\$120,000,000 and approximately HK\$117,200,000 respectively, after deducting commission and other related expenses of Placing. The Company intends to apply the net proceeds (i) as the general working capital of the Group; and (ii) for the development and expansion of the Group's existing businesses, especially (a) the business of the Company's subsidiary Sinzhongyi Consultancy PTE. Ltd. for its establishment of a Chinese medicine health center and training center in Singapore; and (b) the business of the Company's subsidiaries in the PRC.

Details regarding the Supplemental Agreement in relation to placing of convertible bonds were set out in the announcement of the Company dated 20 August 2019.

On 10 September 2019, the Company and the Placing Agent entered into a 2nd supplemental placing agreement (the “2nd Supplemental Agreement”) to further postpone the Long Stop Date from 10 September 2019 to 24 September 2019 (or such later date as the Placing Agent and the Company may agree).

於二零一九年八月二十日，本公司與配售代理訂立一份補充配售協議（「補充協議」），以修訂可換股債券的本金總額及延遲最後截止日期。根據補充協議，配售代理將配售的可換股債券本金總額由最多187,000,000港元修訂為最多120,000,000港元。

按可換股債券的經修訂本金總額計算，假設可換股債券獲悉數配售，於可換股債券按初步換股價悉數轉換後，本公司將發行的換股股份最高數目將由748,000,000股換股股份變更為480,000,000股換股股份。

根據補充協議，最後截止日期已由二零一九年八月二十日延遲至二零一九年九月十日（或配售代理與本公司可能協定的較遲日期）。

假設所有可換股債券根據配售協議（經補充協議修訂）配售，扣除配售事項的佣金及其他相關開支後，配售事項的所得款項總額及所得款項淨額將分別修訂為120,000,000港元及約117,200,000港元。本公司擬將所得款項淨額(i)用作本集團一般營運資金；及(ii)用於發展及擴張本集團的現有業務，特別是(a)本公司之附屬公司新中醫諮詢服務有限公司之業務，以於新加坡建立一個中醫保健中心及培訓中心；及(b)本公司中國附屬公司的業務。

有關配售可換股債券之補充協議之詳情載於本公司日期為二零一九年八月二十日之公告。

於二零一九年九月十日，本公司與配售代理訂立第二份補充配售協議（「第二份補充協議」），以進一步延遲最後截止日期由二零一九年九月十日延遲至二零一九年九月二十四日（或配售代理及本公司可能協定的較遲日期）。

# Management Discussion and Analysis

## 管理層論述及分析

Details regarding the 2nd Supplemental Agreement in relation to placing of convertible bonds were set out in the announcement of the Company dated 10 September 2019.

Given that certain conditions precedent set out in the Placing Agreement (as amended by the Supplemental Agreement and the 2nd Supplemental Agreement) (the “Amended Placing Agreement”) have not been fulfilled on or before the Long Stop Date, the Amended Placing Agreement has accordingly lapsed on 24 September 2019.

Details regarding the lapse of placing of convertible bonds were set out in the announcement of the Company dated 25 September 2019.

On 5 August 2019, Sinzhongyi Consultancy PTE Ltd. (新中醫諮詢服務有限公司) (“Sinzhongyi”, a wholly owned subsidiary of the Company) and Eastern Art Holdings PTE Limited (東方藝術控股私人有限公司) (“Eastern Art”) entered into a memorandum of cooperation (the “Memorandum of Cooperation”) in relation to the cooperation on the development of a traditional Chinese medicine recuperation and tourism development project in Jurong Lake District, Singapore.

Pursuant to the Memorandum of Cooperation, Sinzhongyi and Eastern Art will jointly develop a traditional Chinese medicine recuperation and tourism development project in Jurong Lake District, Singapore by the lakeside of Jurong Lake, Singapore. The project will be operated with the characteristics of recuperation, rehabilitation and physiotherapy with traditional Chinese medicine.

Eastern Art will be principally responsible for coordinating and obtaining the relevant procedures and approval documents for land and planning from the government, competent authorities and tourism board in Singapore and responsible for the implementation of project development. Sinzhongyi will be principally responsible for the establishment, business invitation, operation and management of the relevant organisations including recuperation and rehabilitation with traditional Chinese medicine, training for traditional Chinese medicine, medicine diet and nursing homes. Details regarding the Memorandum of Cooperation were set out in the announcement of the Company dated 5 August 2019.

有關配售可換股債券之第二份補充協議之詳情載於本公司日期為二零一九年九月十日之公告。

鑒於配售協議(經補充協議及第二份補充協議修訂)(「經修訂配售協議」)所載之若干先決條件於最後截止日期或之前未獲達成，因此，經修訂配售協議已於二零一九年九月二十四日失效。

有關配售可換股債券失效之詳情載於本公司日期為二零一九年九月二十五日之公告。

於二零一九年八月五日，本公司的全資附屬公司新中醫諮詢服務有限公司(「新中醫」)與東方藝術控股私人有限公司(「東方藝術」)簽訂合作開發新加坡裕廊湖區中醫康養旅遊發展項目之合作備忘錄(「合作備忘錄」)。

根據合作備忘錄，新中醫及東方藝術將於新加坡裕廊湖畔共同開發新加坡裕廊湖區中醫康養旅遊發展項目。項目將以中醫康養、康復、理療為特色經營。

東方藝術主要負責協調和落實新加坡政府和主管部門及旅遊局之土地、規劃等相關手續及批准文件，負責落實項目建設等事宜。新中醫主要負責落實中醫康養康復、中醫培訓、藥膳、養老院等相關機構的組織、招商、運營及管理工作。有關合作備忘錄之詳情載於本公司日期為二零一九年八月五日之公告。

On 14 November 2019, Sinzhongyi and Eastern Art entered into a supplemental memorandum of cooperation in relation to the cooperation on the development of the Target Project (the “Supplemental Memorandum of Cooperation”).

Pursuant to the Supplemental Memorandum of Cooperation, Sinzhongyi and Eastern Art will jointly invest in establishing a joint venture company (the “Joint Venture Company”) to develop the Target Project, in which Sinzhongyi and Eastern Art will hold 51% and 49% equity interest, respectively. The Target Project will be named the “Traditional Chinese Medicine Recuperation and Tourism Development Project”. The Target Project comprises the construction of a centralised traditional Chinese medicine recuperation centre, a nursing home, a traditional Chinese medicine research and development centre and talent training centre, as well as a traditional Chinese medicine museum, a botanic garden, a hotel, apartments and the relevant ancillary commercial facilities in Jurong Lake District, Singapore. It will occupy a site area of 70,000 square metres and have a total gross floor area of no less than 100,000 square metres. The Target Project will be operated by the Joint Venture Company to build an overseas education base for the remote traditional Chinese medicine education school of the Group. Further details of the establishment of the Joint Venture Company (including but not limited to the amount of capital contribution) will be determined following further negotiations between Sinzhongyi and Eastern Art.

Details regarding the Supplemental Memorandum of Cooperation were set out in the announcement of the Company dated 14 November 2019.

於二零一九年十一月十四日，新中醫與東方藝術就合作開發目標項目簽訂補充合作備忘錄（「補充合作備忘錄」）。

根據補充合作備忘錄，新中醫及東方藝術將共同投資設立一家合資公司（「合資公司」）以發展目標項目，其中新中醫擬佔有其51%的股權，東方藝術則擬佔有其49%的股權。目標項目將名為「中醫康養旅遊發展項目」。目標項目內容包括：在新加坡裕廊湖休閒區內建設集中醫康養中心、養老院、中醫藥研發中心及人才培訓中心，並附有中醫藥博物館、百草園、酒店和公寓及相關商業配套。占地7萬平方米，建築總面積不少於10萬平方米。目標項目將由合資公司負責運營，打造出本集團的中醫藥遠程教育學院的海外教育基地。成立合資公司的其他詳情（包括但並不限於出資金額）須待新中醫和東方藝術進一步磋商後釐定。

有關補充合作備忘錄之詳情載於本公司日期為二零一九年十一月十四日之公告。

# Management Discussion and Analysis

## 管理層論述及分析

With effect from 30 September 2019, Mr. Lin Ruiping (“Mr. Lin”) has been appointed as the honorary chairman of the Company. Mr. Lin, aged 64, born in Fuqing, Fujian Province, obtained a junior college diploma from Beijing Institute of Economic Management (北京經濟管理學院), majoring in business administration. He is currently a senior economist and engineer. Mr. Lin has over 20 years’ experience in managing different companies, including acting as chairman of property developers, asset management companies and international gourmet companies. Mr. Lin is the father of Ms. Lin Yan, an executive Director of the Company. Details regarding the appointment of honorary chairman were set out in the announcement of the Company dated 30 September 2019.

On 31 December 2019, the Group acquired 100% issued share capital of Earth Spa Inc Pte Ltd. (“Earth Spa”) from an independent third party at a consideration of approximately SGD100,000 (equivalent of approximately HK\$574,000). Earth Spa is a company incorporated in Singapore with limited liability. Earth Spa is principally engaged in the provision of healthcare services in Singapore. The directors are of the view that the acquisition provides opportunities to the Company to broaden its business portfolio.

In addition, the Company will continue to look for other attractive investments in the PRC and locally in an attempt to diversify into different business areas to reduce the reliance upon existing e-learning business and strengthen the positive cash flow and earnings for the Group in the long run.

自二零一九年九月三十日起，林瑞平先生「林先生」已獲委任為本公司榮譽主席。林先生，64歲，出生於福建福清，早年於北京經濟管理學院獲得企業管理專科學歷，目前是一名高級經濟師及工程師。此前，林先生擁有二十多年管理不同公司之經驗，其中包括於房地產公司、資產管理公司及國際食品公司任職董事長。林先生為本公司執行董事林艷女士的父親。委任榮譽主席之詳情載於本公司日期為二零一九年九月三十日之公告。

於二零一九年十二月三十一日，本集團自一名獨立第三方收購Earth Spa Inc Pte Ltd.（「Earth Spa」）之100%已發行股本，代價約為100,000新元（相當於約574,000港元）。Earth Spa為一間於新加坡註冊成立之有限公司。Earth Spa主要於新加坡從事提供醫療保健服務。董事認為，此項收購為本公司擴大業務組合提供機會。

此外，本公司將繼續在中國及本地尋找其他具有吸引力的投資，嘗試擴展至其他業務領域以減少對現有的網絡教育業務的依賴以及提升本集團的長期正現金流量及盈利。

## Major risk areas of our business operations

### ***Risks related to health epidemics and other outbreaks***

Education industry is vulnerable to health epidemics such as the outbreak of Coronavirus disease 2019 (COVID-19) or other epidemics. Any of such occurrences could cause severe disruption to our operations, and may even require a temporary closure of our facilities. Such closures may disrupt our business operations and adversely affect our results of operations. Our operation could also be disrupted if our students or teachers were affected by such health epidemics. Up to the date of this annual report, based on the risks mentioned above, the directors consider the Group will not suffer any material loss to our business operations nor any significant adverse impacts to our financial performance during the financial year and the near future.

### ***Risks related to China's economic and social conditions***

A significant portion of our business operations is conducted in China and the revenue are mainly made in China. Accordingly, our business, financial condition, results of operations and prospects are affected significantly by economic and social conditions in China and by continued economic growth in China as a whole.

While China's economy has experienced significant growth over the past decades, the rate of growth has been slowing. Following the outbreak of Coronavirus disease 2019 (COVID-19), any stimulus measures designed to boost the Chinese economy may contribute to higher inflation, which might adversely affect our results of operations and financial condition. Up to the date of this annual report, based on the risks mentioned above, the directors consider the Group will not suffer any material loss to our business operations nor any significant adverse impacts to our financial performance during the financial year and the near future.

## 我們業務營運的主要風險區域

### ***與健康疫病及爆發其他疾病有關的風險***

教育行業極易受到健康疫病的影響，如爆發二零一九年冠狀病毒(COVID-19)或其他傳染病。發生任何該等事件可能導致對我們營運的嚴重干擾，甚至可能要求臨時關閉我們的設施。該等關閉可能中斷我們的業務運營及對我們的經營業績造成不利影響。倘我們的學生或教師受到該等健康疫病的感染，則我們的營運亦可能中斷。截至本年報日期，基於上述風險，董事認為，本集團的業務營運不會蒙受任何重大損失，且不會對本財政年度及不遠將來的財務表現造成任何重大不利影響。

### ***與中國經濟及社會狀況有關的風險***

我們業務營運的很大一部分於中國進行及收入主要來自中國。因此，我們的業務、財務狀況及經營業績及前景受到中國的經濟及社會狀況以及整體而言中國的持續經濟增長的顯著影響。

於過去數十年，儘管中國經濟經歷顯著增長，但增長速度在放緩。隨爆發二零一九年冠狀病毒(COVID-19)後，任何旨在提振中國經濟的刺激措施可能助長通貨膨脹，從而可能對我們的經營業績及財務狀況造成不利影響。截至本年報日期，基於上述風險，董事認為，本集團的業務營運不會蒙受任何重大損失，且不會對本財政年度及不遠將來的財務表現造成任何重大不利影響。

# Management Discussion and Analysis

## 管理層論述及分析

### ***Risks related to the licensing requirement in PRC regulation***

The Group is required to obtain and maintain various licenses and permits in order to conduct and operate our business. If these new laws and regulations are promulgated, additional licenses may be required for our operations. All the time, the Group has been taking steps to meet these requirements, however, if our operations do not comply with these new regulations at the time they become effective, or if the Group fail to obtain any licenses required under these new laws and regulations, the Group might be subject to penalties and disrupt our business operations. Up to the date of this annual report, based on the risks mentioned above, the directors consider the Group will not suffer any material loss to our business operations nor any significant adverse impacts to our financial performance during the financial year and the near future.

### ***Risks related to regulation of information disseminated over the internet in PRC***

The PRC government has adopted regulations governing internet access and the distribution of news and other information over the internet. Under these regulations, internet content providers and internet publishers are prohibited from posting or displaying over the internet content that violates PRC laws and regulations or impairs the national dignity of China. Failure to comply with these requirements may result in the closure of the related websites. The website operator may also be held liable for such censored information displayed on or linked to the websites. If any of our websites, including those used for our online education business, are found to be in violation of any such requirements, we may be penalised by relevant authorities, and our operations or reputation could be adversely affected. Up to the date of this annual report, based on the risks mentioned above, the directors consider the Group will not suffer any material loss to our business operations nor any significant adverse impacts to our financial performance during the financial year and the near future.

### ***與中國法規中許可規定有關的風險***

本集團須取得並保持多項牌照及許可以進行並營運我們的業務。倘頒佈新法律及法規，則就我們的營運可能需要額外的牌照。本集團一直在採取措施以符合該等規定，然而，倘我們的營運於該等新法規生效時未能遵守該等法規，或本集團未能取得該等新法律及法規所要求的任何牌照，則本集團可能受到處罰及中斷我們的業務營運。截至本年報日期，基於上述風險，董事認為，本集團的業務營運不會蒙受任何重大損失，且不會對本財政年度及不遠將來的財務表現造成任何重大不利影響。

### ***與監管在中國互聯網上傳播資訊有關的風險***

中國政府採納法規監管互聯網連接及在互聯網上傳播新聞及其他資訊。根據該等法規，禁止互聯網內容供應商及互聯網發佈者在互聯網上發佈或展示違反中國法律法規或損害中華民族尊嚴的內容。不遵守該等要求可能導致有關網站被關閉。網站經營者亦可能因顯示在網站上或連結到網站的受審查資訊承擔責任。倘我們的任何網站(包括該等用於我們在線教育業務的網站)被認為違反任何該等要求，我們可能會受到有關當局的處罰，我們的營運或聲譽可能會受到不利影響。截至本年報日期，基於上述風險，董事認為，本集團的業務營運不會蒙受任何重大損失，且不會對本財政年度及不遠將來的財務表現造成任何重大不利影響。

## Employee Information

For the year under review, the total staff costs (including the share based payment expense) amounted to approximately HK\$52,455,000 (2018: HK\$18,302,000), representing an increase of approximately HK\$34,153,000 over the previous year. The increase was mainly due to a total of 375,100,000 share options were granted by the Company on 2 July 2019 (2018: nil).

The salaries and benefits of the Group's employees were kept at a market level and employees were rewarded on a performance related basis within the general framework of the Group's salary and bonus system, which is reviewed annually. Staff benefits include contribution to the mandatory provident fund and share options. Share options were granted to employees of the Group in the current year (2018: nil), details are set out in note 37 to the financial statements.

## PROSPECTS

The Group's existing e-learning business will remain the core business and main cash generator in the near future. This business is expected to grow in a rather stable manner.

Furthermore, the Group will implement certain cost-effective measures to streamline the operation so as to enhance the profitability and value of this e-learning business. The Company will continue to look for opportunities for our existing business, particularly in developing both vertically and horizontally within the Group's existing medical education platform, expanding further into our service network, increase the shareholders' value and reduce business risk.

In addition, the Company will continue to look for other attractive investments in the PRC and locally in an attempt to diversify into different business areas to reduce the reliance upon existing e-learning business and strengthen the positive cash flow and earnings for the Group in the long run.

## 僱員資料

於回顧年內，僱員總成本(包括以股支付款項支出)約為52,455,000港元(二零一八年：18,302,000港元)，較上一年增加約34,153,000港元。增加乃主要由於本公司於二零一九年七月二日授出合共375,100,000份購股權(二零一八年：無)。

本集團僱員之薪酬及福利維持於市場水平，僱員在本集團每年檢討之整體薪酬及花紅制度架構下，按其工作表現獲得報酬。僱員福利包括強制性公積金供款及購股權。購股權乃於本年度授予本集團僱員(二零一八年：無)，詳情載於財務報表附註37。

## 前景

本集團現有的網絡教育業務於近期未來將繼續成為我們的核心業務及主要現金來源。本業務預期將較為穩定地增長。

此外，本集團將實施若干具成本經濟效益的措施，以精簡業務流程，提高網絡教育業務的盈利能力及價值。本公司將繼續為我們現有業務尋找新的機會，特別是同時對本集團的現有醫療教育平台進行橫縱向開發，進一步擴張我們的服務網絡，從而提升股東價值及降低業務風險。

此外，本公司將繼續在中國及本地尋找其他具有吸引力的投資，嘗試擴展至其他業務領域以減少對現有的網絡教育業務的依賴以及提升本集團的長期正現金流量及盈利。

# Biographical Details of Honorary Chairman, Directors and Senior Management

## 榮譽主席、董事及高級管理人員履歷

### HONORARY CHAIRMAN

**Mr. Lin Ruiping (“Mr. Lin”)**, aged 64, appointed as the honorary chairman of the Company with effect from 30 September 2019. Mr. Lin, born in Fuqing, Fujian Province, obtained a junior college diploma from Beijing Institute of Economic Management (北京經濟管理學院), majoring in business administration. He is currently a senior economist and engineer. Mr. Lin has over 20 years’ experience in managing different companies, including acting as chairman of property developers, asset management companies and international gourmet companies. Mr. Lin is the father of Ms. Lin Yan, an executive director of the Company. Mr. Lin has been appointed as the honorary chairman and is not a director or officer of the Company or any of its subsidiaries.

### EXECUTIVE DIRECTOR

**Mr. Yuan Wei (“Mr. Yuan”)**, aged 48, was appointed as an executive director of the Company on 19 November 2013 and further appointed as the authorised representative and compliance officer of the Company on 14 February 2014. Mr. Yuan has also been appointed as the chief executive officer of the Company on 3 May 2018. Mr. Yuan holds an associate degree in Heilongjiang Academy of Finance and Management for Comrades (黑龍江省財貿幹部管理學院). He joined the Beijing Commercial Bank (北京市商業銀行) in 1993 and worked for 12 years. He left the position of manager at the credit department of the Beijing Commercial Bank in 2005. Mr. Yuan then engaged in the finance-related business and has gained over 20 years of experience in the financial and banking sector. Mr. Yuan is mainly responsible for the strategy formulation of the Company. Save as disclosed herein, Mr. Yuan did not hold any directorships in any listed public company in the last three years.

### 榮譽主席

林瑞平先生(「林先生」)，64歲，獲委任為本公司榮譽主席，自二零一九年九月三十日起生效。林先生出生於福建福清，早年於北京經濟管理學院獲得企業管理專科學歷，目前是一名高級經濟師及工程師。此前，林先生擁有二十多年管理不同公司之經驗，其中包括於房地產公司、資產管理公司及國際食品公司任職董事長。林先生為本公司執行董事林艷女士的父親。林先生獲委任為榮譽主席，彼並非本公司或其任何附屬公司之董事或高級職員。

### 執行董事

袁偉先生(「袁先生」)，48歲，於二零一三年十一月十九日獲委任為本公司執行董事以及於二零一四年二月十四日進一步獲委任為本公司授權代表及監察主任；袁先生亦於二零一八年五月三日獲委任為本公司之行政總裁。袁先生持有黑龍江省財貿幹部管理學院大專文憑。彼於一九九三年加入北京市商業銀行，並於該銀行任職12年。彼於二零零五年辭任北京市商業銀行信貸部經理。隨後，袁先生從事金融相關業務，並在金融及銀行業方面累積了逾20年經驗。袁先生主要負責制訂本公司之發展策略。除本節所披露者外，袁先生於過往三年亦無於任何上市公眾公司擔任任何董事職務。

**Ms. Zhang Jianxin (“Ms. Zhang”)**, aged 52, was appointed as an executive director on 13 July 2016.

Ms. Zhang Jianxin, graduated from the Central Radio and Television University in accounting in 2003, and obtained the Senior International Finance Manager Qualification Certificate from International Financial Management Association and China Association of Chief Financial Officers in 2008. From July 2007 to August 2013, Ms. Zhang was the financial controller of Beijing Hua Tuo Education Technology Company Limited, a wholly own subsidiary of the Company. Since September 2013, Ms. Zhang has been the director of Hunan IIN Medical Network Technology Development Company Limited (湖南國訊醫藥網絡科技開發有限公司), a wholly own subsidiary of the Company. She is also the director of Distance Education College of Beijing University of Chinese Medicine (北京中醫藥大學遠程教育學院), a non-wholly owned subsidiary of the Company. Save as disclosed above, Ms. Zhang does not hold any position with the Company and its subsidiaries and she does not hold any directorship in other listed companies nor has any other major appointment or qualification in the last three years.

**Mr. Zheng Zhijing (“Mr. Zheng”)**, aged 57, was appointed as executive director of the Company on 16 May 2017.

Mr. Zheng obtained Economics Law degree from Beijing College Finance and Commerce (北京財貿學院). Mr. Zheng has extensive experience in the management field. Mr. Zheng does not hold any position with the Company and its subsidiaries and he does not hold any directorship in other listed companies nor has any other major appointment or qualification in the last three years.

**張建新女士(「張女士」)**, 52歲, 於二零一六年七月十三日獲委任為執行董事。

張女士於二零零三年本科畢業於中央廣播電視大學會計學, 並於二零零八年獲得國際財務管理協會及中國總會計師協會之高級國際財務管理師資格證書。自二零零七年七月到二零一三年八月, 張女士為本公司全資附屬公司北京華拓教育科技有限公司之財務總監。自二零一三年九月起, 張女士為本公司全資附屬公司湖南國訊醫藥網絡科技開發有限公司之董事。彼亦為本公司非全資附屬公司北京中醫藥大學遠程教育學院之董事。除上文披露者外, 張女士並無於本公司及其附屬公司擔當任何職位, 且於過去三年並無出任其他上市公司之任何董事職務或有其他主要委任或專業資格。

**鄭植京先生(「鄭先生」)**, 57歲, 於二零一七年五月十六日獲委任為本公司執行董事。

鄭先生獲得北京財貿學院經濟法學位。鄭先生在管理領域具有豐富經驗。鄭先生並無於本公司及其附屬公司擔任任何職務, 且其過往三年並無於其他上市公司擔任任何董事職務或具有任何其他重大委任或資格。

# Biographical Details of Honorary Chairman, Directors and Senior Management

## 榮譽主席、董事及高級管理人員履歷

**Ms. Lin Yan (“Ms. Lin”)**, aged 37, was appointed as executive director of the Company on 16 May 2017.

Ms. Lin graduated from Finance and Accounting of Fujian Normal University (福建師範大學). Ms. Lin has extensive experience in the finance, accounting and management field. Ms. Lin does not hold any position with the Company and its subsidiaries and she does not hold any directorship in other listed companies nor has any other major appointment or qualification in the last three years.

**Ms. Wong Hiu Pui (“Ms. Wong”)**, aged 31, was appointed as executive director of the Company on 31 August 2017.

Ms. Wong obtained a Master of Corporate Communication degree from The Chinese University of Hong Kong and a Bachelor of Advertising degree from Renmin University of China. Ms. Wong has been working in the Corporate Banking Division of China Construction Bank (Asia) Corporation Limited since September 2014. Prior to that, she worked in financial institutions, assisting in human resources duties and providing financial services and solutions to clients. Ms. Wong has not held directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**林艷女士(「林女士」)**，37歲，於二零一七年五月十六日獲委任為本公司執行董事。

林女士畢業於福建師範大學財會系。林女士於財務、會計及管理領域具有豐富經驗。林女士並無於本公司及其附屬公司擔任任何職務，且其過往三年並無於其他上市公司擔任任何董事職務或具有任何其他重大委任或資格。

**王曉貝女士(「王女士」)**，31歲，於二零一七年八月三十一日獲委任為本公司執行董事。

王女士獲香港中文大學企業傳播碩士學位及中國人民大學廣告學士學位。王女士自二零一四年九月起於中國建設銀行(亞洲)股份有限公司客戶部工作。此前，彼曾於多間金融機構工作，協助人力資源職責並向客戶提供金融服務及解決方案。過往三年王女士並無於證券在香港或海外任何證券市場上市的公眾公司擔任董事職務。

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Ms. Lu Xiaowei (“Ms. Lu”)**, aged 50, was appointed as independent non-executive director of the Company on 11 December 2017.

Ms. Lu obtained a bachelor of medicine degree from Harbin Medical University, majoring in nursing. Ms. Lu has been the head of the teaching material department and the home care department of Beijing Baocare Yangyi Technology Co., Ltd. (北京寶康養頤科技有限公司) since April 2013. Prior to that, she has been engaged in clinical nursing for nearly 30 years since 1987 and has extensive experience in clinical medicine and clinical nursing. She had acted as a head nurse for 13 years and has strong management skills. She obtained the National Advanced Nutritionist qualification in September 2010. During the work at Beijing Baocare Yangyi Technology Co., Ltd., she, together with colleagues, compiled elderly care teaching materials and an ISO 9001 quality certification manual for the quality management of elderly care institutions, and developed and established a large professional elderly care platform with independent intellectual property rights – “BAOCARE Elderly Care System”. She was also involved in an elderly self-care ability rating assessment organised by the Ministry of Civil Affairs of the PRC. Ms. Lu has not held directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

## 獨立非執行董事

**蘆曉薇女士(「蘆女士」)**，50歲，於二零一七年十二月十一日獲委任為本公司獨立非執行董事。

蘆女士獲哈爾濱醫科大學護理專業醫學學士學位。蘆女士自二零一三年四月起於北京寶康養頤科技有限公司任職教材部及居家護理部部長。此前，從一九八七年開始，從事臨床護理工作已近三十年，具有豐富的臨床醫學和臨床護理工作經驗，擔任護士長十三年，具有較強的管理工作能力。二零一零年九月獲得國家高級營養保健師資格。在寶康養頤科技有限公司工作期間，和同事一起編寫養老護理教材和養老機構品質管制9001品質認證手冊，與軟體工程師一起開發建立具有自主智慧財產權的專業化大型養老護理平臺-“BAOCARE養老護理體系。還參與民政部組織的老人生活能力等級評估認定。過往三年蘆女士並無於香港或海外任何證券市場上市的公眾公司擔任董事職務。

# Biographical Details of Honorary Chairman, Directors and Senior Management

## 榮譽主席、董事及高級管理人員履歷

**Mr. Tang Jiuda (“Mr. Tang”)**, aged 50, was appointed as an independent non-executive director, member of the audit committee and member of the remuneration committee of the Company on 17 April 2018. He was appointed as the chairman of the audit committee of the Company with effect from 8 May 2019.

Mr. Tang obtained a bachelor’s degree in economics from Renmin University of China in 1994 and a master’s degree in management from Central University of Finance and Economics in 2014. He is currently a senior accountant, Certified Public Accountant and Certified Public Valuer of the PRC. Mr. Tang has been engaged in research of state-owned assets and capital market management for 25 years and has accumulated extensive experience in finance management, investment management, capital operation, corporate legal person structure governance and shareholding reform and listing. From 1994 to 1996, Mr. Tang worked at Haidian District Finance Bureau of Beijing Municipality and Haidian District State-owned Assets Administration Bureau of Beijing Municipality, responsible for financial budgeting and reporting, basic state-owned assets administration and registration of ownership and verification of assets of enterprises not within the scope of budgets in Haidian District, Beijing. From 1996 to 1999, Mr. Tang worked at the finance department of the State-owned Assets Administration Bureau under the State Council of the PRC, serving successively as deputy principal staff member and principal staff member of the general section, the local section and the asset appraisal centre. From 1999 to 2001, Mr. Tang joined Beijing Zhaokun Assets Appraisal Firm Co., Ltd. (北京兆坤資產評估事務所有限公司) as deputy general manager and chief valuer. Mr. Tang has been a senior accountant at Beijing Zhongshui Xincheng Accounting Firm (北京中稅信誠會計師事務所) and Beijing Zhongkuai Xincheng Accounting Firm (北京中會信誠會計師事務所) since 2001, responsible for corporate development planning, strategic research and finance management. Mr. Tang has not held any directorship in any public company the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

湯究達先生(「湯先生」)，50歲，於二零一八年四月十七日獲委任為本公司之獨立非執行董事、審核委員會及薪酬委員會各自之成員。彼自二零一九年五月八日起獲委任為本公司審核委員會主席。

湯先生於一九九四年於中國人民大學取得經濟學學士學位，並於二零一四年於中央財經大學取得管理學碩士學位，現為高級會計師、中國註冊會計師及註冊資產評估師。湯先生從事國資及資本市場管理研究工作二十五年，累積豐富的財務管理、投資管理、資本運營、公司法人結構治理及股份制改造和上市等方面經驗。於一九九四年至一九九六年，湯先生曾於北京市海澱區財政局及國有資產管理局工作，負責全區財政的預決算工作及國有資產基礎管理和預算外企業產權登記、清產核資工作。於一九九六年至一九九九年，湯先生於中國國務院國有資產管理局財務部工作，曾擔任綜合司、地方司、資產評估中心副主任科員及主任科員。於一九九九年至二零零一年，湯先生加入北京兆坤資產評估事務所有限公司，並擔任副總經理及首席評估師。湯先生自二零零一年起於北京中稅信誠會計師事務所及北京中會信誠會計師事務所任職高級會計師，負責公司發展規劃、戰略研究及財務管理。過往三年湯先生並無於香港或海外任何證券市場上市的公眾公司擔任董事職務。

**Ms. Yang Qingchun (“Ms. Yang”)**, aged 50, was appointed as an independent non-executive director, the chairman of the audit committee, member of the nomination committee and member of the remuneration committee of the Company on 2 August 2018. She was re-designated from the chairman of the audit committee of the Company to a member of the audit committee with effect from 8 May 2019.

Ms. Yang obtained a college diploma in industrial enterprise management from Shaanxi Radio and Television University in July 1991, a bachelor’s degree in economics from the Open College of the Central Communist Party School in December 1994, and an advanced professional qualification certificate in financial management from University of Cambridge in May 2013. Ms. Yang is currently a member of The Association of Chartered Certified Accountants and the Certified Practising Accountant Australia, a certified intermediate accountant in the PRC, a certified tax agent in the PRC and a certified tax planner in the PRC. Ms. Yang has been engaged in financial work for 28 years and has the ability to engage in financial management work, domestic and overseas tax planning and financial risk assessment and review for all kinds of companies. In addition, Ms. Yang has also accumulated extensive experience in investment, financing, mergers and acquisitions and listing. From 1991 to 1994, Ms. Yang worked at state-owned Qinling Electric Appliance Company under the Aerospace Ministry of the PRC (中國航空航天部國營秦嶺電器公司), where she was responsible for managing its financial matters. From 1994 to 2002, Ms. Yang worked at Shenzhen Tianji Technical Tracing Co., Ltd. (深圳市天極科貿有限公司) as financial manager. Ms. Yang established Shenzhen Saibao Financial Agency Co., Ltd. (深圳市賽寶財務代理有限公司) in 2002 and served as its authorised representative, responsible for its operation and providing financial and taxation services to clients. From 2004 to 2007, Ms. Yang worked at Shenzhen Bohai Registered Tax Agent Co., Ltd. (深圳市博海稅務師事務所有限公司) as partner, responsible for providing taxation, accounting and assessment services to clients. Ms. Yang has been a headquarters partner of Asia-Pacific PengSheng CTA Co., Ltd. (亞太鵬盛稅務師事務所股份有限公司) since 2007, responsible for its operation and providing tax related services to clients. Ms. Yang has not held directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

楊慶春女士(「楊女士」), 50歲, 於二零一八年八月二日獲委任為本公司獨立非執行董事、審核委員會主席及提名委員會與薪酬委員會成員。彼自二零一九年五月八日起由本公司審核委員會主席調任為審核委員會成員。

楊女士於一九九一年七月於陝西省廣播電視大學獲得工業企業管理大專學歷, 並於一九九四年十二月於中共中央黨校函授學院獲得經濟專業學士學位, 亦於二零一三年五月獲得英國劍橋大學財務管理高級專業資格證書。楊女士現為英國註冊會計師、澳大利亞註冊會計師、中華人民共和國註冊中級會計師、中華人民共和國註冊稅務師及中華人民共和國註冊納稅策劃師。楊女士從事財務工作28年, 具有各類型公司的財務管理工作能力、境內外納稅策劃能力及財務風險評估及審核能力。此外, 楊女士亦累積豐富的投資、融資、併購及上市方面的經驗。於一九九一年至一九九四年, 楊女士於中國航空航天部國營秦嶺電器公司, 負責管理該公司財務。於一九九四年至二零零二年, 楊女士於深圳市天極科貿有限公司, 曾擔任財務經理。楊女士於二零零二年創立深圳市賽寶財務代理有限公司, 並任職其法定代表人, 負責該公司的營運及向客人提供財稅服務。於二零零四年至二零零七年, 楊女士於深圳市博海稅務師事務所有限公司, 曾擔任合夥人, 負責向客人提供稅務、會計和評估工作。楊女士自二零零七年起於亞太鵬盛稅務師事務所股份有限公司擔任總部合夥人, 負責該公司的營運及向客人提供涉稅服務。過往三年楊女士並無於香港或海外任何證券市場上市的公眾公司擔任董事職務。

# Biographical Details of Honorary Chairman, Directors and Senior Management

## 榮譽主席、董事及高級管理人員履歷

### SENIOR MANAGEMENT

**Ms. Wang Hui (“Ms. Wang”)**, aged 54, is the deputy chief executive officer of the Company. She was appointed as an executive director on 10 July 2008. With effect from 10 June 2010, Ms. Wang resigned as executive director and has been appointed as chief executive officer of the Company. On 3 May 2018, she was re-designated from the chief executive officer to the deputy chief executive officer of the Company.

Ms. Wang holds a Master’s degree in Finance and Investment from Renmin University of China and a Bachelor’s degree in Design of Machine Manufacturing Equipment from Anhui University of Technology and Science. Ms. Wang has previously worked in an investment management company, a technology company and an online education training company as a member of the senior management. She has extensive experience in strategic planning, investment management and online education operation. Ms. Wang is the director of Distance Education College of Beijing University of Chinese Medicine(北京中醫藥大學遠程教育學院), a non-wholly owned subsidiary of the Company.

Ms. Wang did not hold any directorships in any listed public company in the last three years.

### 高級管理層

王慧女士(「王女士」)，54歲，為本公司副行政總裁。彼於二零零八年七月十日獲委任為執行董事。自二零一零年六月十日起，王女士辭任執行董事並獲委任為本公司行政總裁。於二零一八年五月三日，彼由行政總裁調任為本公司副行政總裁。

王女士持有中國人民大學財政金融學院在職碩士學位以及安徽工程科技學院之機械設計與制造專業學士學位。王女士以往曾任職於投資管理公司、科技公司及遠程教育培訓公司，擔任為高層管理人員。彼於戰略部署、投資管理及遠程教育營運擁有豐富經驗。王女士為本公司非全資附屬公司北京中醫藥大學遠程教育學院之董事。

王女士於過往三年並無於任何上市公司擔任任何董事職務。

# Report of the Directors

## 董事會報告

The board (the “Board”) of directors (the “Directors”) of China E-Information Technology Group Limited (the “Company”) presents herewith the annual report together with the audited consolidated financial statements of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2019.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the Company’s subsidiaries are set out in note 41 to the consolidated financial statements.

### RESULTS AND DIVIDEND

The Group’s results for the year ended 31 December 2019 and the state of affairs of the Group as at that date are set out in the consolidated financial statements on pages 92 to 95.

The Directors do not recommend payment of any final dividend in respect of the reporting year (2018: Nil).

### SUMMARY FINANCIAL INFORMATION

The following is a summary of the audited consolidated results of the Group for each of the five years ended 31 December 2019 prepared on the basis set out in the note below:

		2019	2018	2017	2016	2015
		二零一九年	二零一八年	二零一七年	二零一六年	二零一五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	來自持續經營業務之收入	63,124	57,856	52,757	46,277	45,701
Loss before tax	來自持續經營業務之 除稅前虧損	95,583	79,013	66,397	140,851	33,187
Loss after tax	除稅後虧損	95,583	79,013	66,397	140,851	33,187
Total assets	資產總值	181,579	250,093	261,366	195,531	227,191
Total liabilities	負債總額	94,845	69,785	58,641	41,956	49,483

中國網絡信息科技集團有限公司(「本公司」)董事(「董事」)會(「董事會」)謹此提呈本公司及其附屬公司(「本集團」)截至二零一九年十二月三十一日止年度之年度報告及經審核綜合財務報表。

### 主要業務

本公司之主要業務為投資控股，本公司附屬公司之主要業務詳情載於綜合財務報表附註41。

### 業績及股息

本集團截至二零一九年十二月三十一日止年度之業績及本集團於該日之財務狀況載於第92至95頁之綜合財務報表。

董事不建議就報告年度派付任何末期股息(二零一八年：零)。

### 財務資料概要

以下為按下文附註所載基準編製之本集團截至二零一九年十二月三十一日止五個年度各年經審核綜合業績概要：

# Report of the Directors

## 董事會報告

### PROPERTY, PLANT AND EQUIPMENT

Movements of property, plant and equipment are set out in note 17 to the consolidated financial statements.

### SUBSIDIARIES

Particulars of the Company's subsidiaries are set out in note 41 to the consolidated financial statements.

### SHARE CAPITAL AND SHARE OPTIONS

Details of the Company's share capital and share options during the year are set out in notes 27 and 37 to the consolidated financial statements respectively.

### CONVERTIBLE NOTES

Details of movements in the Company's convertible notes during the year are set out in note 29 to the consolidated financial statements.

### RESERVES

Details of the movements in the reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity on page 96 and note 28 to the consolidated financial statement respectively.

### DISTRIBUTABLE RESERVES

As at 31 December 2019, the Company did not have any reserve available for cash distribution (2018: Nil). In accordance with the laws of the Cayman Islands and the Company's Articles of Association, the Company's share premium account is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debt as they fall due in the ordinary course of business. The share premium may also be distributed in the form of fully paid bonus shares.

### 物業、廠房及設備

物業、廠房及設備之變動載於綜合財務報表附註17。

### 附屬公司

本公司附屬公司之詳情載於綜合財務報表附註41。

### 股本及購股權

年內，本公司股本及購股權之詳情分別載於綜合財務報表附註27及37。

### 可換股票據

年內，本公司可換股票據之變動詳情載於綜合財務報表附註29。

### 儲備

年內，本集團及本公司儲備之變動詳情分別載於第96頁之綜合權益變動表及綜合財務報表附註28。

### 可供分派儲備

於二零一九年十二月三十一日，本公司並無任何可作現金分派之儲備(二零一八年：零)。根據開曼群島法例及本公司組織章程細則，倘於緊隨擬分派股息當日後，本公司有能力償還在日常業務中到期之債務，則本公司可向本公司股東分派股份溢價賬。股份溢價亦可以繳足紅股之方式分派。

## PRE-EMPTIVE RIGHTS

There are no provisions of pre-emptive rights under the Company's Articles of Association or the laws of the Cayman Islands which oblige the Company to offer new shares on a pro rata basis to existing shareholders.

## SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2019.

## MANAGEMENT CONTRACT

The Group and the Company did not have any management services contract for the years ended 31 December 2019 and 2018.

## CHARITABLE DONATIONS

During the year, the Group did not have any charitable donations (2018: Nil).

## MAJOR CUSTOMERS AND SUPPLIERS

The percentages of sales and purchases for the year attributable to the Group's major customers and suppliers are as follows:

## 優先認購權

本公司組織章程細則或開曼群島法例並無有關優先認購權之條文，規定本公司須按比例向現有股東發售新股份。

## 足夠公眾持股量

於截至二零一九年十二月三十一日止整個年度內，本公司一直維持足夠之公眾持股量。

## 管理合約

截至二零一九年及二零一八年十二月三十一日止年度，本集團及本公司概無簽訂任何管理服務合約。

## 慈善捐款

年內，本集團並沒有慈善捐款(二零一八年：無)。

## 主要客戶及供應商

本集團之主要客戶及供應商於年內所佔銷售及採購百分比如下：

		2019 二零一九年	2018 二零一八年
<b>Revenue</b>	<b>收入</b>		
– The largest customer	– 最大客戶	n/a 不適用	n/a 不適用
– Five largest customers	– 五大客戶	n/a 不適用	n/a 不適用
<b>Cost of goods sold and services provided</b>	<b>銷售貨品 及提供服務之成本</b>		
– The largest services provider	– 最大服務供應商	44%	29%
– Five largest services providers	– 五大服務供應商	83%	76%

Students are our major customers. It is therefore not applicable to provide the largest and the five largest customers' percentages on our revenue income.

學生為我們的主要客戶，因此不適用於提供最大及五大客戶於本集團收入所佔百分比。

# Report of the Directors

## 董事會報告

None of the Directors, their associates or shareholders (which to the knowledge of the Directors own more than 5% of the Company's share capital) had an interest in the major customers or service providers noted above.

### DIRECTORS

The Directors of the Company during the financial year and up to the date of this report were:

#### *Executive Directors*

Mr. Yuan Wei  
Ms. Zhang Jianxin  
Mr. Zheng Zhijing  
Ms. Lin Yan  
Ms. Wong Hiu Pui

#### *Independent Non-Executive Directors*

Ms. Lu Xiaowei  
Mr. Tang Jiuda  
Ms. Yang Qingchun

The Company has received from each of the independent non-executive directors the annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules and considers that all independent non-executive directors are independent to the Group in accordance with the terms of the guidelines as set out in Rule 5.09 of the GEM Listing Rules.

各董事、彼等之聯繫人士或股東(據董事所知持有本公司5%以上之股本)概無於上述主要客戶或服務供應商中擁有任何權益。

### 董事

本公司於財政年度內及直至本報告日期之董事如下：

#### *執行董事*

袁偉先生  
張建新女士  
鄭植京先生  
林艷女士  
王曉貝女士

#### *獨立非執行董事*

蘆曉薇女士  
湯究達先生  
楊慶春女士

本公司已收到各獨立非執行董事按照GEM上市規則第5.09條就其獨立性而提交之年度確認函，並認為根據GEM上市規則第5.09條所載指引內之條款，全體獨立非執行董事均獨立於本集團。

In accordance with Article 87 of the Company's Articles of Association, Mr. Yuan Wei, Ms. Lin Yan, Mr. Tang Jiuda and Ms. Lu Xiaowei will retire at the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-election.

## DIRECTORS' SERVICE CONTRACTS

Mr. Yuan Wei, the executive director, has entered into service contract with the Company for a term of three years. This service contract may be terminated by either party giving not less than three months' notice to the other party.

Ms. Zhang Jianxin, the executive director, has entered into service contract with the Company for a term of three years. This service contract may be terminated by either parties giving not less than three months' notice to the other party.

Ms. Yang Qingchun, the independent non-executive director, has not been appointed for a fixed term of service.

Mr. Tang Jiuda, the independent non-executive director, has not been appointed for a fixed term of service.

Ms. Lu Xiaowei, the independent non-executive director, has not been appointed for a fixed term of service.

Mr. Zheng Zhijing, the executive director, has not been appointed for a fixed term of service.

Ms. Lin Yan, the executive director, has not been appointed for a fixed term of service.

Ms. Wong Hiu Pui, the executive director, has not been appointed for a fixed term of service.

None of the Directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

根據本公司組織章程細則第87條，袁偉先生、林艷女士、湯究達先生及蘆曉薇女士將於本公司應屆股東週年大會上退任，並符合資格及願意膺選連任。

## 董事服務合約

執行董事袁偉先生已與本公司訂立服務合約，年期為三年。該服務合約可由其中一方向對方給予不少於三個月通知而終止。

執行董事張建新女士已與本公司訂立服務合約，年期為三年。該服務合約可由其中一方向對方給予不少於三個月通知而終止。

獨立非執行董事楊慶春女士之委任並無固定服務期限。

獨立非執行董事湯究達先生之委任並無固定服務期限。

獨立非執行董事蘆曉薇女士之委任並無固定服務期限。

執行董事鄭植京先生之委任並無固定服務期限。

執行董事林艷女士之委任並無固定服務期限。

執行董事王曉貝女士之委任並無固定服務期限。

在應屆股東週年大會上建議膺選連任之董事，概無與本公司訂立本公司於一年內不付賠償(法定賠償除外)則不得終止之服務合約。

# Report of the Directors

## 董事會報告

### DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance to which the Company or any of its subsidiaries was a party and in which a director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance cover for Director's and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities. The permitted indemnity provision is in force for the benefit of the Directors as required by section 470 of the Companies Ordinance (Chapter 622, Laws of Hong Kong) when the Report of the Board of the Directors prepared by the Directors is approved in accordance with section 391(1)(a) of the Companies Ordinance (Chapter 622, Laws of Hong Kong).

### DIRECTORS' REMUNERATION AND THE FIVE HIGHEST PAID EMPLOYEES

Details of the remuneration of the Directors and the five highest paid employees in the Group are set out in note 12 to the consolidated financial statements.

### REMUNERATION POLICY

The Group remunerates its employees, including its Directors, based on their performance, experience and prevailing market rate. Other employee benefits include insurance and medical cover as well as share option scheme. Details of share option scheme are set out in note 37 to the consolidated financial statements.

The determination of remuneration of the Directors of the Company had taken into consideration of their expertise and job specifications.

### 董事之合約權益

本公司或其任何附屬公司概無訂立董事直接或間接於其中擁有重大權益，且於本年度完結時或年內任何時間有效之重大合約。

### 獲准許的彌償條文

本公司已就其董事及高級管理人員可能面對因企業活動產生之法律訴訟，為董事及行政人員之職責作適當之投保安排。基於董事利益的獲准許彌償條文根據公司條例(香港法例第622章)第470條的規定於董事編製之董事會報告根據公司條例(香港法例第622章)第391(1)(a)條獲通過時生效。

### 董事酬金及五名最高薪僱員

董事酬金及本集團五名最高薪僱員之詳情，載於綜合財務報表附註12。

### 薪酬政策

本集團根據僱員(包括其董事)之工作表現、經驗及現行市場水平向彼等提供報酬。其他僱員福利包括保險和醫療保障及購股權計劃。購股權計劃之詳情載於綜合財務報表附註37。

決定本公司董事之薪酬時，已考慮彼等之專業知識及詳細職務要求。

## SHARE OPTIONS SCHEME

A new share option scheme was approved and adopted in the Annual General Meeting of the Company on 23 May 2011. On 2 July 2019, the Company granted 375,100,000 share options (the “Options”) to individuals (the “Grantees”) under the Company’s share option scheme adopted on 23 May 2011. Details of share option scheme are set out in note 37 to the consolidated financial statements.

## DIRECTORS’ AND CHIEF EXECUTIVES’ INTERESTS IN SHARES AND SHARE OPTIONS

As at 31 December 2019, the interests and short positions of the Directors or chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”)), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) pursuant to Section 352 of the SFO, to be recorded in the register referred therein; or (c) pursuant to Rule 5.46 of the GEM Listing Rules to be notified to the Company and the Stock Exchange, were as follows:

## 購股權計劃

本公司於二零一一年五月二十三日舉行之股東週年大會上批准及採納一項新購股權計劃。於二零一九年七月二日，本公司根據於二零一一年五月二十三日採納之本公司購股權計劃向個別人士（「承授人」）授出375,100,000份購股權（「購股權」）。購股權計劃之詳情載於綜合財務報表附註37。

## 董事及主要行政人員於股份及購股權之權益

於二零一九年十二月三十一日，本公司董事或主要行政人員於本公司及其相關法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中持有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉；或(b)根據證券及期貨條例第352條規定須記錄於根據該條例所置存之登記冊之權益及淡倉；或(c)根據GEM上市規則第5.46條須知會本公司及聯交所之權益及淡倉如下：

# Report of the Directors

## 董事會報告

### Long positions

### 好倉

#### Number of shares or underlying shares held 所持股份或相關股份數目

Name of Directors and chief executive	Capacity	Ordinary Share	Shares Options	Total	Percentage of issued share capital
董事及主要行政人員姓名	身份	普通股	購股權	總計	佔已發行股本百分比
Yuan Wei (Executive Director and Chief Executive Officer) 袁偉(執行董事及行政總裁)	Beneficial owner 實益擁有人	–	63,600,000	63,600,000	1.70%
Zhang Jianxin (Executive Director) 張建新(執行董事)	Beneficial owner 實益擁有人	–	15,000,000	15,000,000	0.40%
Wong Hiu Pui (Executive Director) 王曉貝(執行董事)	Beneficial owner 實益擁有人	120,000	–	120,000	0.003%
Zheng Zhijing (Executive Director) 鄭植京(執行董事)	Beneficial owner 實益擁有人	–	10,000,000	10,000,000	0.27%
Lin Yan (Executive Director) 林艷(執行董事)	Beneficial owner 實益擁有人	126,000,000	–	126,000,000	3.36%
Yang Qingchun (Independent Non-executive Director) 楊慶春(獨立非執行董事)	Beneficial owner 實益擁有人	536,000	2,000,000	2,536,000	0.07%
Lu Xiaowei (Independent Non-executive Director) 蘆曉薇(獨立非執行董事)	Beneficial owner 實益擁有人	1,000,000	2,000,000	3,000,000	0.08%
Tang Jiuda (Independent Non-executive Director) 湯究達先生(獨立非執行董事)	Beneficial owner 實益擁有人	–	2,000,000	2,000,000	0.05%
Wang Hui (Deputy Chief Executive Officer) 王慧(副行政總裁)	Beneficial owner 實益擁有人	–	5,000,000	5,000,000	0.13%

Save as disclosed above, as at 31 December 2019, none of the other Directors or chief executive of the Company had any interest or short position in shares, debentures or underlying shares of the Company and its associated corporations which was required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) pursuant to Section 352 of the SFO, to be recorded in the register referred therein; or (c) pursuant to Rule 5.46 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed under the headings “Directors’ and chief executive’s interests in shares and share options” above and “Share option scheme” in note 37, at no time during the year was the Group, or any of its subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in the Group or any other body corporate.

## INTERESTS DISCLOSABLE UNDER THE SFO AND SUBSTANTIAL SHAREHOLDERS

As at 31 December 2019, so far as known to any Directors or chief executive of the Company, the following persons (other than the Directors and chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under Section 336 of the SFO:

除上文所披露者外，於二零一九年十二月三十一日，概無本公司董事或主要行政人員於本公司及其相關法團之股份、債權證或相關股份中持有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉；或(b)根據證券及期貨條例第352條須記錄於根據該條例所置存之登記冊之權益或淡倉；或(c)根據GEM上市規則第5.46條須知會本公司及聯交所之權益或淡倉。

## 購買股份或債券之安排

除上文「董事及主要行政人員於股份及購股權之權益」以及附註37「購股權計劃」所披露者外，本集團或其任何附屬公司於年內概無成為任何安排的一方，致使本公司董事可藉收購本集團或任何其他法人團體的股份而取得利益。

## 根據證券及期貨條例須予披露之權益及主要股東

於二零一九年十二月三十一日，據本公司董事或主要行政人員所知，以下人士(本公司董事及主要行政人員除外)持有根據證券及期貨條例第XV部第2及3分部須予披露及須記入根據證券及期貨條例第336條置存之登記冊之本公司股份及相關股份之權益或淡倉：

# Report of the Directors

## 董事會報告

### Long position in shares or underlying shares of the Company 於本公司股份或相關股份之好倉

Name of Shareholder 股東名稱	Capacity 身份	Number of shares or underlying shares held 所持股份或 相關股份數目	Percentage of issued share capital 佔已發行 股本百分比
Atlantis Capital Holdings Limited (note 1) Atlantis Capital Holdings Limited(附註1)	Investment manager 投資經理	286,256,000	7.63%
Liu Yang (notes 1 and 2) 劉央(附註1及2)	Interest of a controlled corporation 於受控法團之權益	286,256,000	7.63%
Atlantis Investment Management (Hong Kong) Limited (note 1) Atlantis Investment Management (Hong Kong) Limited(附註1)	Investment manager 投資經理	286,256,000	7.63%
Atlantis Investment Management (Ireland) Limited (note 1) Atlantis Investment Management (Ireland) Limited(附註1)	Investment manager 投資經理	126,256,000	3.37%
Riverwood Asset Management (Cayman) Ltd. (note 2) Riverwood Asset Management (Cayman) Ltd.(附註2)	Investment manager 投資經理	160,000,000	4.27%
China Shipbuilding Industry Corporation (note 3) 中國船舶重工集團公司(附註3)	Interest of a controlled corporation 於受控法團之權益	524,952,000	13.99%
China Shipbuilding Capital Limited (note 3) 中國船舶資本有限公司(附註3)	Beneficial owner and interest of a controlled corporation 實益擁有人及於受控法團之權益	524,952,000	13.99%
Summit Blue Limited (note 4) Summit Blue Limited(附註4)	Beneficial owner 實益擁有人	337,477,188	9.0%
Wang Peng (note 4) 王鵬(附註4)	Interest of a controlled corporation 於受控法團之權益	337,477,188	9.0%

- Notes: 1. According to the disclosure of interests notices filed by each of Ms. Liu Yang and Atlantis Capital Holdings Limited, Atlantis Investment Management (Hong Kong) Limited (“Atlantis (Hong Kong)”) and Atlantis Investment Management (Ireland) Limited (“Atlantis (Ireland)”) were disclosed as having interest in 286,256,000 shares and 126,256,000 shares of the Company respectively. Atlantis (Hong Kong) and Atlantis (Ireland) are indirect wholly-owned and direct wholly-owned by Ms. Liu Yang and Atlantis Capital Holdings Limited respectively. Therefore, Ms. Liu Yang and Atlantis Capital Holdings Limited are deemed to be interested in the shares held by Atlantis (Hong Kong) and Atlantis (Ireland).
2. According to the disclosure of interests notices filed by Riverwood Asset Management (Cayman) Ltd, Riverwood Asset Management (Cayman) Ltd was disclosed as having interest in 160,000,000 shares of the Company and was wholly owned by Ms. Liu Yang. Therefore, Ms. Liu Yang is deemed to be interested in the shares held by Riverwood Asset Management (Cayman) Ltd.
3. China Shipbuilding Capital Limited was a wholly-owned subsidiary of China Shipbuilding Industry Corporation. China Shipbuilding Capital Limited was the beneficial owner of 493,088,000 shares of the Company and also held 60% shareholding in CSIC Investment One Limited, a company which was the beneficial owner of 31,864,000 shares of the Company.
4. According to the disclosure of interests notices filed by Summit Blue Limited and Mr. Wang Peng, Summit Blue Limited held 337,477,188 shares of the Company and Mr. Wang Peng held 70% shareholding in Summit Blue Limited. Therefore, Mr. Wang Peng is deemed to be interested in the shares held by Summit Blue Limited under the SFO.

Save as disclosed above, as at 31 December 2019, the Directors were not aware of any other persons (other than the Directors and chief executive of the Company) who had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under Section 336 of the SFO.

- 附註：1. 根據劉央女士及Atlantis Capital Holdings Limited、Atlantis Investment Management (Hong Kong) Limited(「Atlantis (Hong Kong)」)及Atlantis Investment Management (Ireland) Limited(「Atlantis (Ireland)」)各自所提交權益披露通知，分別披露於本公司286,256,000股及126,256,000股股份中擁有權益。Atlantis (Hong Kong)及Atlantis (Ireland)分別由劉央女士及Atlantis Capital Holdings Limited間接全資擁有及直接全資擁有。劉央女士及Atlantis Capital被視為於Atlantis (Hong Kong)及Atlantis (Ireland)所持股份中擁有權益。
2. 根據Riverwood Asset Management (Cayman) Ltd所提交權益披露通知，Riverwood Asset Management (Cayman) Ltd披露於本公司160,000,000股股份中擁有權益及為劉央女士全資擁有附屬公司。因此，劉央女士被視為於Riverwood Asset Management (Cayman) Ltd所持股份中擁有權益。
3. 中國船舶資本有限公司為中國船舶重工集團公司之全資附屬公司。中國船舶資本有限公司為本公司493,088,000股股份之實益擁有人，亦持有CSIC Investment One Limited(為本公司31,864,000股股份之實益擁有人)之60%股權。
4. 根據Summit Blue Limited及王鵬先生所提交的權益披露通知，Summit Blue Limited持有本公司337,477,188股股份及王鵬先生持有Summit Blue Limited之70%股權。因此，根據證券及期貨條例王鵬先生被視為於Summit Blue Limited所持的股份中擁有權益。

除上文所披露者外，於二零一九年十二月三十一日，董事並不知悉任何其他人士(本公司董事及主要行政人員除外)於本公司股份及相關股份中擁有任何根據證券及期貨條例第XV部第2及3分部條文須予披露及須記入根據證券及期貨條例第336條置存之登記冊之權益或淡倉。

# Report of the Directors 董事會報告

## INTEREST IN COMPETING BUSINESS

During the year under review, neither the Directors nor the substantial shareholders of the Company and their respective associates had any interest in business that competes, either directly or indirectly, with the business of the Group.

## EVENTS AFTER THE REPORTING PERIOD

Details of significant events occurring after the reporting period are set out in note 38 to the consolidated financial statements.

## AUDITORS

McMillan Woods (Hong Kong) CPA Limited had been appointed as the auditor of the Company following the resignation of GI CPA Limited with effect from 10 January 2020. GI CPA Limited resigned as auditor of the Company due to the insufficient work force in their audit team to continue to conduct their audit for a listed entity and McMillan Woods (Hong Kong) CPA Limited were appointed to fill the casual vacancy.

McMillan Woods (Hong Kong) CPA Limited retires and a resolution for their reappointment as auditor of the Company will be proposed at the forthcoming annual general meeting.

On Behalf of the Board

**Yuan Wei**

*Executive Director*

Hong Kong  
31 March 2020

## 競爭業務之權益

於回顧年度內，本公司董事或主要股東及彼等各自之聯繫人士概無擁有任何與本集團業務直接或間接競爭之業務權益。

## 報告期後事項

報告期後發生之重大事件之詳情載於綜合財務報表附註38。

## 核數師

隨智盈會計師事務所有限公司辭任後，長青(香港)會計師事務所有限公司已獲委任為本公司核數師，自二零二零年一月十日起生效。智盈會計師事務所有限公司因其核數團隊人手不足以繼續為一家上市實體開展其審核工作及長青(香港)會計師事務所有限公司獲委任以填補臨時空缺。

長青(香港)會計師事務所有限公司任滿告退，本公司將於應屆股東週年大會上提呈決議案，續聘長青(香港)會計師事務所有限公司為本公司核數師。

代表董事會

**執行董事**

**袁偉**

香港  
二零二零年三月三十一日

# Corporate Governance Report

## 企業管治報告

The Company is committed to maintaining a high standard of corporate governance and believes that good corporate governance can (i) enhance management effectiveness and efficiency; (ii) increase the transparency of the Company; (iii) enhance risk management and internal control of the Company and (iv) safeguard the interests of the shareholders and the Company as a whole.

### CORPORATE GOVERNANCE CODE COMPLIANCE

Pursuant to the Corporate Governance Code (the “Code”) contained in Appendix 15 to the GEM Listing Rules of the Stock Exchange which sets out the principles of good corporate governance, the provisions of the Code (the “Code Provisions”) and the recommended best practices, the Company has applied the principles and complied with all the Code Provisions as set out in the Code during the year ended 31 December 2019, with the exception of deviation set out below.

Under Code Provision A.2.1, the roles of the chairman and chief executive officer should be separate and should not be performed by the same individual. Following the step down of Mr. Chen Hong from the office of chairman and an executive director of the Company on 14 February 2014, the Company has not appointed chairman, and the roles and functions of the chairman have been performed by all the executive directors collectively.

Under Code Provision A.4.1 of the Code, non-executive directors should be appointed for a specific term, subject to re-election while all directors should be subject to retirement by rotation at least once every three years. During the year, all independent non-executive director is not appointed for a specific term of service. Since each of the independent non-executive directors is subject to rotation and re-election at the annual general meeting in accordance with the articles of association of the Company, as such, the Company considers that sufficient measures have been taken to serve the purpose of the Code Provision A.4.1 of the Code.

本公司致力維持高水準之企業管治，且相信優質企業管治能(i)提升管理效益及效率；(ii)提高本公司之透明度；(iii)改善本公司之風險管理及內部監控；及(iv)保障股東與本公司之整體利益。

### 遵守企業管治守則

根據聯交所GEM上市規則附錄15所載之企業管治守則(「守則」)所載之優質企業管治之原則、守則條文(「守則條文」)以及最佳建議常規，於截至二零一九年十二月三十一日止年度本公司應用原則及遵守守則所載之全部守則條文，惟下文所載的偏離情況除外。

根據守則條文第A.2.1條，主席與行政總裁應有所區分，並不應由一人同時兼任。於陳宏先生於二零一四年二月十四日辭任本公司主席兼執行董事職務後，本公司並未委任主席，而主席之角色及職能由全體執行董事共同履行。

根據守則之守則條文第A.4.1條，非執行董事須有特定任期及膺選連任，而所有董事至少須每三年輪值退任一次。年內，所有獨立非執行董事之委任並無固定服務期限。由於按照本公司的組織章程細則，各獨立非執行董事須於股東週年大會上輪值退任及膺選連任，因此，本公司認為已採取足夠措施達致守則之守則條文第A.4.1條之目標。

# Corporate Governance Report

## 企業管治報告

Under Code Provision A.6.7, independent non-executive directors and non-executive director should attend general meetings and develop a balanced understanding of the views of shareholders. Ms. Yang Qingchun, Mr. Tang Jiuda and Ms. Lu Xiaowei, the independent non-executive directors of the Company were unable to attend an annual general meeting of the Company held on 26 June 2019 and extraordinary general meetings of the Company held on 21 January 2019 and 25 March 2019 due to their respective commitments elsewhere. The Company will endeavour to arrange the future general meetings with the presence of the non-executive director and independent non-executive directors so as to fulfill the requirement of Code Provision A.6.7.

### DIRECTORS' SECURITIES TRANSACTIONS

During the year under review, the Group has adopted a code of conduct regarding securities transactions in securities of the Company by directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all directors, the Company was not aware of any non-compliance with the required standard as set out in the code of conduct regarding directors' securities transactions throughout the year ended 31 December 2019.

### BOARD OF DIRECTORS AND MEETING

#### Board Composition

The Board of Directors currently comprises five executive directors, namely Mr. Yuan Wei, Ms. Zhang Jianxin, Mr. Zheng Zhijing, Ms. Lin Yan and Ms. Wong Hiu Pui and three independent non-executive directors, namely Ms. Yang Qingchun, Mr. Tang Jiuda and Ms. Lu Xiaowei. The Board is responsible for the overall management of the Group. It focuses on directing the corporate strategies and supervising the business, significant affairs and daily operation of the Group. Biographical details of the Directors are set out on pages 20 to 25 of this annual report.

根據守則條文A.6.7條，獨立非執行董事及非執行董事應出席股東大會，對股東的意見有公正的了解。本公司獨立非執行董事楊慶春女士、湯究達先生及蘆曉薇女士因為彼等各自之事務而未能出席本公司於二零一九年六月二十六日舉行之股東週年大會以及本公司於二零一九年一月二十一日及二零一九年三月二十五日舉行之股東特別大會。本公司將致力安排非執行董事及獨立非執行董事出席日後之股東大會，確保符合守則條文A.6.7條之規定。

### 董事之證券交易

於回顧年度，本集團已就董事就本公司證券進行證券交易採納一套操守守則，其條款不遜於GEM上市規則第5.48至5.67條所規定之買賣標準。經向所有董事作出特定查詢後，本公司並不知悉截至二零一九年十二月三十一日止年度內有任何不遵守董事進行證券交易之操守守則所規定標準之情況。

### 董事會及會議

#### 董事會組成

董事會目前由五名執行董事袁偉先生、張建新女士、鄭植京先生、林艷女士及王曉貝女士以及三名獨立非執行董事楊慶春女士、湯究達先生及蘆曉薇女士組成。董事會負責本集團之整體管理，主要工作為訂出公司策略並且監督本集團之業務、重大事宜及日常營運。董事詳細履歷載於本年報第20頁至第25頁。

Following the step down of Mr. Chen Hong from the office of Chairman and an Executive Director of the Company on 14 February 2014, the Company has not appointed chairman, and the roles and functions of the chairman have been performed by all the executive directors collectively. The Board provide the Group with strategic direction and ensure its effectiveness in a timely manner. Whereas Mr. Yuan Wei, who was appointed as the chief executive officer of the Company on 3 May 2018, and Ms. Wang Hui, who was re-designated from the chief executive officer of the Company to the deputy chief executive officer of the Company on 3 May 2018, are responsible for the strategic planning of its various business units, and day-to-day management of its operation.

Currently three independent non-executive director is not appointed for a specific term of service. Since each of the independent non-executive directors is subject to rotation and re-election at the annual general meeting in accordance with the articles of association of the Company, as such, the Company considers that sufficient measures have been taken to serve the purpose of the Code Provision A.4.1 of the Code.

於陳宏先生於二零一四年二月十四日辭任本公司主席兼執行董事職務後，本公司並未委任主席，而主席之角色及職能由全體執行董事共同履行。董事會及時向本集團提供策略方向指引及確保其效率。而袁偉先生(於二零一八年五月三日獲委任為本公司行政總裁)及王慧女士(於二零一八年五月三日由本公司行政總裁調任本公司副行政總裁)則負責各業務單位之策略計劃及日常業務管理。

目前，三名獨立非執行董事之委任並無固定服務期限。由於按照本公司的組織章程細則，各獨立非執行董事須於股東週年大會上輪值退任及膺選連任，因此，本公司認為已採取足夠措施達致守則之守則條文第A.4.1條之目標。

# Corporate Governance Report

## 企業管治報告

### Board and General Meetings

The Board meets regularly. During the year ended 31 December 2019, there were 42 board meetings and 3 general meetings held to discuss the overall strategy, the operation and financial performance of the Group, and to approve important matters such as the annual results, quarterly results, interim results and dividends, the Group's businesses and investments, etc. The attendance of each director at the board meetings and general meeting are set out as follows:

### 董事會會議及股東大會

董事會定期舉行會議。於截至二零一九年十二月三十一日止年度，本公司曾舉行42次董事會會議，3次股東大會以討論整體策略、本集團之營運及財務表現並批准如年度業績、季度業績、中期業績及股息、本集團之業務及投資等重要事項。各董事出席董事會會議及股東大會之記錄載列如下：

		<b>Attendance of Board Meeting</b> 董事會會議出席記錄	<b>Attendance of General Meeting</b> 股東大會出席記錄
<b>Executive Directors</b>	<b>執行董事</b>		
Mr. Yuan Wei	袁偉先生	42/42	3/3
Ms. Zhang Jianxin	張建新女士	37/42	0/3
Mr. Zheng Zhijing	鄭值京先生	4/42	0/3
Ms. Lin Yan	林艷女士	31/42	0/3
Ms. Wong Hiu Pui	王曉貝女士	14/42	0/3
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>		
Ms. Yang Qingchun	楊慶春女士	39/42	0/3
Mr. Tang Jiuda	湯究達先生	39/42	0/3
Ms. Lu Xiaowei	蘆曉薇女士	39/42	0/3

The company secretary is responsible to take and keep minutes of all board meetings and committee meetings. Draft minutes are normally circulated to directors for comment within a reasonable time after each meeting and the final version is open for directors' inspection.

公司秘書負責記錄及保管所有董事會會議及轄下委員會會議之會議紀錄。會議紀錄之初稿通常在各會議後一段合理時間內發送董事傳閱，供董事表達意見，而最後定稿可供董事查閱。

The executive directors and senior management meet regularly to review company business matters and escalate the matters to the board meeting for further discussion if necessary. The Board and the Directors can seek independent professional advice whenever necessary at the Company's expenses. Furthermore, they can have access to the company secretary who is responsible for ensuring that the Board procedures are duly complied with and advising the Board on corporate governance and compliance matters.

In accordance to the Board's current practice and Code Provision A.1.7 of the Code, any material transaction involving a conflict of interests for a substantial shareholder or a Director will be considered and dealt with by the Board by a duly convened Board meeting. It also requires the directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such directors or any of their associates have a material interest.

## Independent Non-Executive Directors

In Compliance with Rules 5.05(1) and (2), and 5.05A of the GEM Listing Rules, the Company now has three independent non-executive directors with two of them having appropriate professional qualifications or accounting or related financial management expertise. Currently it has complied with the relevant Rules. All independent non-executive director is not appointed for a fixed term of service.

The Company has, through the nomination committee of the Board, reviewed the independence of, and received an appointment and annual confirmation of independence from, each of the independent non-executive directors, and considers all the independent non-executive directors independent in accordance with the guidelines set out in Rule 5.09 of the GEM Listing Rules.

執行董事及高級管理人員定期會面檢討本公司業務事宜以及在有需要時將有關事宜提呈至董事會會議作進一步討論。董事會及董事可於需要時尋求獨立專業建議，費用由本公司支付。此外，董事亦可與公司秘書接洽，而公司秘書乃負責確保充分遵循董事會的程序，並就企業管治及遵守規章事宜向董事會提供意見。

根據董事會目前慣例及守則之守則條文第A.1.7條，涉及主要股東或董事之利益衝突之任何重大交易將由董事會於正式召開之董事會會議上審議及處理。有關規定要求有關董事於批准彼等或其任何聯繫人士擁有重大權益之交易時放棄投票並不計入會議法定人數。

## 獨立非執行董事

為符合GEM上市規則第5.05(1)及(2)條以及第5.05A條的規定，本公司目前已委任三名獨立非執行董事，其中兩名具備適當的專業資格或具備會計或有關財務管理專長。本公司目前已遵守相關規則。所有獨立非執行董事之委任並無固定服務期限。

本公司已透過董事會提名委員會檢討各獨立非執行董事的獨立性，並收到各獨立非執行董事就其獨立性提供之約定及年度確認書，且根據GEM上市規則第5.09條所載的指引，認為所有獨立非執行董事均屬獨立人士。

# Corporate Governance Report

## 企業管治報告

### Delegation to Board Committee and Management

The Board has the overall responsibility for business development, leadership, management and control of the Group and is responsible for promoting the success of the Group by directing, supervising and monitoring the Group's affairs. It has established three committees, namely the audit committee, remuneration committee and nomination committee. All of the committees have written terms of reference in accordance with the Code. More details of these committees are set out in separate sections of this report.

The Board delegates necessary powers and authorities to the executive directors, chief executive officer ("CEO") and deputy chief executive officer to facilitate the efficient day to day management of the Group's business. In addition, the Board delegates to the remuneration committee authorities to determine remuneration for executive directors and members of senior management.

### Continuous Professional Development

All Directors should keep abreast of their collective responsibilities as Directors and of the business and activities of the Group. Directors receive regular updates and presentations on changes and developments to the Group's business and to environments in which the Group operates, as well as their responsibilities under the relevant statutes, laws, rules and regulations to ensure compliance and enhance their awareness of good corporate governance practices. Directors are also encouraged to attend relevant training courses at the Company's expenses.

### 董事會的權力轉授予轄下委員會及管理層

董事會全權負責業務發展、領導、管理及控制本集團並負責通過指導、監督及監察本集團事務以促使本集團邁向成功。董事會已成立三個委員會，即審核委員會、薪酬委員會及提名委員會。所有委員會均已根據守則訂有書面職權範圍。該等委員會的進一步詳情載於本報告個別有關章節。

董事會將必要的權力及職權轉授予執行董事、行政總裁（「行政總裁」）及副行政總裁以便有效率地管理本集團的日常業務。此外，董事會授權薪酬委員會釐定執行董事及高級管理人員的薪酬。

### 持續專業發展

所有董事均須了解其擔任董事之集體職責及本集團之業務及活動。董事定期收到有關本集團業務及本集團營運環境的變動及發展最新情況及簡介、以及彼等於相關法規、法律、規則及規管項下之責任，以確保合規及增強董事對良好企業管治常規的意識。本公司亦鼓勵董事參加相關培訓課程，費用由本公司支付。

During the year ended 31 December 2019, the Directors participated in the continuous professional developments in relation to regulatory updates, the duties and responsibilities of the Directors and the business of the Group in the following manner:

截至二零一九年十二月三十一日止年度，董事透過以下方式參與有關監管事宜之最新訊息、董事之職務與職責及本集團業務之持續專業發展活動：

**Training received (Yes/No)**  
接受培訓(是/否)

**Executive Directors**

**執行董事**

Mr. Yuan Wei	袁偉先生	Yes 是
Ms. Zhang Jianxin	張建新女士	Yes 是
Mr. Zheng Zhijing	鄭值京先生	Yes 是
Ms. Lin Yan	林艷女士	Yes 是
Ms. Wong Hiu Pui	王曉貝女士	Yes 是

**Independent Non-Executive Directors**

**獨立非執行董事**

Ms. Yang Qingchun	楊慶春女士	Yes 是
Mr. Tang Jiuda	湯究達先生	Yes 是
Ms. Lu Xiaowei	蘆曉薇女士	Yes 是

Training received included:

接受培訓包括：

A attending internal/external briefing/seminar session in relation to corporate governance; or

A 參加有關企業管治的內部／外部簡報會／研討會；或

B reading materials in relation to regulatory update

B 閱讀有關規定更新的材料

**BOARD COMMITTEES**

**董事委員會**

**Audit Committee**

**審核委員會**

The Company has established an audit committee on 26 November 2001 with written terms of reference for the purpose of reviewing and supervising the Company's financial reporting and internal control procedures in compliance with the GEM Listing Rules. The committee currently comprises three independent non-executive directors, namely Mr. Tang Jiuda (the chairman of the committee), Ms. Yang Qingchun and Ms. Lu Xiaowei.

本公司已遵守GEM上市規則於二零零一年十一月二十六日成立審核委員會，並制訂書面職權範圍，負責檢討及監督本公司之財務申報及內部監控程序。委員會現由三名獨立非執行董事湯究達先生(為委員會主席)、楊慶春女士及蘆曉薇女士組成。

# Corporate Governance Report

## 企業管治報告

The primary duties of the audit committee are to review and to provide supervision over the financial reporting process, risk management and internal control system of the Group, to review the audit plan, audit findings and independence of the auditors of the Company, to review the Group's financial information and financial statements, annual reports, interim reports and quarterly reports, and to provide advice and recommendation thereon to the Board.

The Board also delegated certain corporate governance functions to the audit committee, including the review and monitoring of (a) the Group's policies and practices on corporate governance and make recommendations to the Board; (b) the training and continuous professional development of Directors and senior management; (c) the Group's policies and practices on compliance with legal and regulatory requirements; (d) the code of conduct of the Group applicable to employees and Directors; and (e) the Group's compliance with the Code and disclosure in the Corporate Governance Report.

During the year ended 31 December 2019, the audit committee held 7 meetings to approve the nature and scope of the statutory audits, and review the annual, interim, quarterly consolidated financial statements of the Group, and details of the attendance of each member of the committee are set out as follows:

審核委員會之主要職責為檢討及監督本集團之財務申報程序、風險管理及內部監控系統、檢討核數計劃、核數發現事項及本公司核數師的獨立性、審閱本集團財務資料以及財務報表、年報、中期報告以及季度報告並就此向董事會提供意見及建議。

董事會亦將若干企業管治職能委派予審核委員會，包括檢討及監督(a)本集團之企業管治政策及慣例，並向董事會提供推薦意見；(b)董事及高級管理人員的培訓及持續專業發展；(c)本集團在遵守法律及監管規定方面的政策及常規；(d)本集團僱員及董事的操守準則；及(e)本集團遵守守則的情況及在企業管治報告內的披露。

截至二零一九年十二月三十一日止年度，審核委員會曾舉行7次會議，以批准法定審核之性質及範圍並審閱本集團之年度、中期、季度綜合財務報表，審核委員會各成員之出席記錄詳情載列如下：

### Committee Members

#### 審核委員會成員

### Attendance

#### 出席記錄

Ms. Yang Qingchun (re-designated from the chairman of the audit committee to a member with effect from 8 May 2019)	楊慶春女士(自二零一九年五月八日起由審核委員會主席調任為成員)	7/7
Mr. Tang Jiuda (re-designated from a member of the audit committee to chairman with effect from 8 May 2019)	湯究達先生(自二零一九年五月八日起由審核委員會成員調任為主席)	7/7
Ms. Lu Xiaowei	蘆曉薇女士	7/7

The minutes of the audit committee meetings are kept by the company secretary. The draft and final versions of the minutes are circulated to all committee members for their comments and records within a reasonable time after each meeting.

The Board has not taken any different view from that of the audit committee regarding the selection, appointment, resignation or dismissal of the external auditor.

The Company's annual audited results for the year ended 31 December 2019 have been reviewed by the audit committee.

## REMUNERATION COMMITTEE

The remuneration committee was established on 23 March 2005 with major functions of (i) making recommendations to the Board on the Company's policies and structure for the remuneration of Directors and senior management of the Group; (ii) determining the remuneration packages of all Directors and senior management of the Group; and (iii) reviewing and approving the performance-based remuneration. The remuneration committee's terms of reference are generally aligned with the requirement of Code Provision B.1.2.

The remuneration committee of the Company is currently chaired by Mr. Yuan Wei. Other members include Ms. Yang Qingchun and Mr. Tang Jiuda. The majority of the members of the remuneration committee are independent non-executive directors.

During the year ended 31 December 2019, 1 meeting of the remuneration committee was held. All of the members of the remuneration committee, at the time being, attended the meeting. The Company's policy for the remuneration of Directors and senior management was discussed in the meeting and no changes on the policy were recommended by the remuneration committee.

審核委員會之會議記錄由公司秘書保管。會議紀錄之初稿及最後定稿應在會議後一段合理時間內發送予委員會全體成員，初稿供成員表達意見，最後定稿作其紀錄之用。

董事會並無就挑選、委任、辭退或解聘外聘核數師與審核委員會出現任何不一致意見。

審核委員會已審閱本公司截至二零一九年十二月三十一日止年度之年度審核業績。

## 薪酬委員會

薪酬委員會於二零零五年三月二十三日成立，其主要職能為(i)就本公司關於本集團董事及高級管理層之薪酬政策及架構向董事會提供建議；(ii)釐定本集團全體董事及高級管理層之薪酬待遇；及(iii)審議並批准績效獎金。薪酬委員會之職權範圍整體符合守則條文第B.1.2條之規定。

袁偉先生目前為本公司薪酬委員會主席。其他成員包括楊慶春女士及湯究達先生。薪酬委員會之大多數成員為獨立非執行董事。

截至二零一九年十二月三十一日止年度，薪酬委員會曾舉行1次會議，並得到當時全體薪酬委員會成員出席，會上曾討論本公司對董事及高級管理層薪酬之政策，而薪酬委員會並無建議更改相關政策。

# Corporate Governance Report

## 企業管治報告

### NOMINATION COMMITTEE

The Company has established the nomination committee on 23 March 2012 with major functions of (i) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (ii) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; and (iii) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the CEO.

The nomination committee of the Company is currently chaired by Mr. Yuan Wei. Other members include Ms. Yang Qingchun and Ms. Lu Xiaowei. The majority of the members of the nomination committee are independent non-executive directors.

During the year ended 31 December 2019, 1 meeting of the nomination committee was held. All the members of the nomination committee, at the time being, attended the meeting to perform the aforesaid functions.

### BOARD DIVERSITY POLICY

The Company recognises and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage. The Company believes that greater diversity of directors is good for corporate governance and is committed:

- To attract and retain candidate(s) for Board with a combination of competencies from the widest possible pool of available talent.
- To maintain a Board with diversity perspectives at all levels, in particular, those are aligning with the Company's strategy and objectives.

### 提名委員會

本公司於二零一二年三月二十三日成立提名委員會，其主要職能為(i)至少每年一次檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；(ii)物色具備合適資格可擔任董事會成員的人士，並就提名出任董事的人士作出挑選或向董事會提供意見；及(iii)就董事委任或重新委任以及董事(尤其是董事會主席及行政總裁)繼任計劃向董事會提出建議。

袁偉先生目前為本公司提名委員會主席。其他成員包括楊慶春女士以及蘆曉薇女士。提名委員會之大多數成員為獨立非執行董事。

截至二零一九年十二月三十一日止年度，提名委員會曾舉行1次會議，並得到當時全體提名委員會成員出席，以履行上述職能。

### 董事會多元化政策

本公司了解及認同具有多元化董事會的裨益，並視在董事會層面的多元化為維持本公司競爭優勢的重要元素。本公司相信更佳的董事多元化有利於企業管治並致力：

- 從盡可能多的人才池中為董事會吸引並留住具有綜合能力的候選人。
- 在所有層面維持董事會的多元化，特別是使之與本公司的策略及宗旨相符。

- To assess regularly the diversity profile of the Board and, where applicable, senior management prepared for Board positions under the succession planning of the Company and the progress on achieving diversity objectives, if any.
- To ensure that the selection and nomination of Board positions are appropriately structured so that a diverse range of candidates can be considered.
- To set up appropriate procedures for development of a broader and more diverse pool of skilled and experienced senior management that would be prepared for Board positions.
- To ensure that changes to the Board's composition can be managed without undue disruption.
- 定期評估董事會的多元化組合，以及(如適用)按本公司之繼任計劃及實現多元化目標之程序(如有)聘任將可出任董事會職務的高級管理層。
- 確保董事會職位之人選及提名具有合適之架構，從而可以考慮多元範圍的候選人。
- 制訂更合適的程序以發展更寬泛及更加多元化的具有技能及經驗豐富的高級管理人才池以為出任董事會職務作籌備。
- 確保董事會人員構成之變動可以在並無過渡干擾的情況下進行管理。

The Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy.

提名委員會將定期檢討董事會之架構、規模及人員組成，以及(如合適)向董事會提出有關變動之推薦意見以補充本公司之公司策略。

In reviewing and assessing the Board composition and the nomination of directors (as applicable), Board diversity has to be considered from a number of aspects, including but not limited to the following:

於檢討及評估董事會人員組成及董事提名(如適用)時，必須從多個方面考慮董事會多元化，包括但不限於下列方面：

- Gender
- Age
- Cultural and educational background
- Professional qualifications
- Skills, knowledge and industry and regional experience
- 性別
- 年齡
- 文化及教育背景
- 專業資格
- 技能、知識及行業以及地區經驗

The Nomination Committee will review the Policy as appropriate and recommend revisions, if any, to the Board for consideration and approval.

提名委員會將於適當時候審閱本政策並向董事會推薦修訂意見(如有)以供考慮及批准。

# Corporate Governance Report

## 企業管治報告

### DIRECTOR NOMINATION POLICY

The Board has delegated its responsibilities and authority for selection and appointment of directors of the Company to the Nomination Committee of the Company. Without prejudice to the authority and duties of the Nomination Committee as set out in its terms of reference, the ultimate responsibility for selection and appointment of directors of the Company rests with the entire Board. In evaluating and selecting any candidate for directorship, the following criteria should be considered:

- Character and integrity.
- Qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company's business and corporate strategy.
- Any measurable objectives adopted for achieving diversity on the Board.
- Requirement for the Board to have independent directors in accordance with the Hong Kong Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules.
- Any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity.
- Willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company.
- Such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of directors and succession planning.

### 董事提名政策

董事會將其甄選及提名本公司董事的責任及授權授予本公司提名委員會。在不影響提名委員會於其職權範圍內所列出的權限及職責前提下，甄選並提名本公司董事的最終責任由全體董事承擔。在評估及挑選候選人擔任董事時，應考慮下列準則：

- 品格與誠實。
- 資格，包括與本公司業務及公司策略相關的專業資格、技能、知識及經驗，以及董事會多元化政策項下所述的多元化因素。
- 為達致董事會多元化而採納的任何可計量目標。
- 根據香港上市規則董事會需包括獨立董事的規定，以及參考上市規則內所載列的獨立指引候選人是否將被視為獨立。
- 候選人於專業資格、技能、經驗、獨立性及性別多元化方面可為董事會帶來的任何潛在貢獻。
- 是否願意及是否能夠投放足夠時間履行身為董事會成員及／或本公司董事會轄下委員會之成員的職責。
- 其他適用於本公司業務及繼任計劃的其他各項因素，以及(如合適)董事會及／或提名委員會可不時採納及／或修訂董事提名及繼任計劃。

## Nomination process

### (a) Appointment of New Director

- (i) The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
- (ii) If the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
- (iii) The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
- (iv) For any person that is nominated by a shareholder for election as a director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

Where appropriate, the Nomination Committee and/or the Board should make recommendation to shareholders in respect of the proposed election of director at the general meeting.

## 提名程序

### (a) 委任新董事

- (i) 提名委員會及／或董事會應在收到委任新董事的建議及候選人的個人履歷資料（或相關詳情）後，依據上文所載準則評估該候選人，以釐定該候選人是否合資格擔任董事。
- (ii) 如過程涉及一名或多名合意的候選人，提名委員會及／或董事會應根據本公司的需要及每位候選人的證明審查（如適用）排列彼等之優先次序。
- (iii) 提名委員會隨後應就委任合適人選擔任董事一事向董事會提出建議（如適用）。
- (iv) 就任何經由股東提名於本公司股東大會上選舉為董事的人士，提名委員會及／或董事會應依據上文所載準則評估該候選人，以釐定該候選人是否合資格擔任董事。

如合適，提名委員會及／或董事會應就於股東大會上擬選舉董事的議案向股東提出推薦建議。

# Corporate Governance Report

## 企業管治報告

### (b) Re-election of Director at General Meeting

- (i) The Nomination Committee and/or the Board should review the overall contribution and service to the Company of the retiring director and the level of participation and performance on the Board.
- (ii) The Nomination Committee and/or the Board should also review and determine whether the retiring director continues to meet the criteria as set out above.
- (iii) The Nomination Committee and/or the Board should then make recommendation to shareholders in respect of the proposed re-election of director at the general meeting.

Where the board proposes a resolution to elect or re-elect a candidate as director at the general meeting, the relevant information of the candidate will be disclosed in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the Listing Rules and/or applicable laws and regulations.

The Nomination Committee will conduct regular review on the structure, size and composition of the Board and this Policy and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and business needs.

## DIVIDEND POLICY

The board of directors (the "Board") of the Company adopt the policy that, in recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its shareholder value.

The Company do not have any pre-determined dividend payout ratio.

### (b) 於股東大會上重選董事

- (i) 提名委員會及／或董事會應檢討退任董事對本公司的整體貢獻及服務，以及在董事會的參與程度及表現。
- (ii) 提名委員會及／或董事會亦應檢討及釐定退任董事是否仍然符合上文所載之准則。
- (iii) 提名委員會及／或董事會應就於股東大會上重選退任董事的提案向股東提出建議。

倘董事會擬於股東大會上提呈決議案選舉或重選候選人為董事，有關股東大會通告所隨附的致股東函函及／或說明函件中，將會按上市規則及／或適用法律及規例要求披露候選人的有關資料。

提名委員會將定期檢討董事會之架構、規模及人員組成及本政策，以及(如合適)向董事會提出有關變動之推薦意見以補充本公司之公司策略及業務需要。

## 股息政策

本公司董事會(「董事會」)採納的政策為在建議或宣派股息時，本公司應維持足夠現金儲備，以應付其資金需求、未來增長以及其股東價值。

本公司並無任何預先釐定的股息分派利率。

The Board has the discretion to declare and distribute dividends to the shareholders of the Company, subject to the Articles of the Association of the Company and all applicable laws and regulations and the factors set out below. The Board shall also take into account the following factors of the Company and its subsidiaries when considering the declaration and payment of dividends:

- financial results;
- cash flow situation;
- business conditions and strategies;
- future operations and earnings;
- capital requirements and expenditure plans;
- interests of shareholders;
- any restrictions on payment of dividends; and
- any other factors that the Board may consider relevant.

Depending on the financial conditions of the Company and the Group and the conditions and factors as set out above, dividends may be proposed and/or declared by the Board for a financial year or period:

- interim dividend;
- final dividend;
- special dividend; and
- any distribution of net profits that the Board may deem appropriate.

Any final dividend for a financial year will be subject to shareholders' approval. The Company may declare and pay dividends by way of cash or scrip or by other means that the Board considers appropriate. Any dividend unclaimed shall be forfeited and shall revert to the Company in accordance with the Company's Articles of Association.

The Board will review this Policy as appropriate from time to time.

在本公司組織章程細則及所有適用法律及法規以及下文所載之因素規限下，董事會有權酌情宣派及分發股息予本公司股東。在考慮宣派及支付股息時，董事會亦計及本公司及其附屬公司之下列因素：

- 財務業績；
- 現金流狀況；
- 業務狀況及策略；
- 未來營運及盈利；
- 資金需求及開支計劃；
- 股東的利益；
- 派付股息的任何限制；及
- 董事會可能視為相關的任何其他因素。

視乎本公司及本集團的財政狀況以及上文所載的條件及因素，董事會可在財政年度或期間建議及／或宣派下列股息：

- 中期股息；
- 末期股息；
- 特別股息；及
- 任何董事會認為合適的純利分派。

財政年度之任何末期股息均須由股東批准。本公司可以現金或代息股份或董事會認為合適的其他形式宣派及派付股息。任何未領取的股息應被沒收及應根據本公司組織章程細則復歸本公司。

董事會將在適當時候檢討本政策。

# Corporate Governance Report

## 企業管治報告

### AUDITOR'S REMUNERATION

The remuneration of the audit service provided by the auditor of the Group to the Group for the year ended 31 December 2019 was mutually agreed in view of the scope of services, amounting to HK\$600,000.

### INTERNAL CONTROL

The Board has overall responsibilities for the establishment and maintenance of an adequate and effective internal control system to safeguard the Group' assets against unauthorized use or disposition, and to protect the interests of shareholders of the Company (collectively "internal controls").

During the year ended 31 December 2019, the Company has conducted a review, which covered the major control procedures in areas of financial and operations of the Company on the internal control system of the Group and was satisfied with the effectiveness of the Group's internal control procedures.

### BUSINESS ETHICS AND PROFESSIONAL CODE OF CONDUCTS

The Group puts high standards on business ethics and professional conducts expected of all employees. Employees are briefed regularly on the code of ethics and on the conducts of keeping confidentiality of the information of business partners and the Group. Briefings on the code of ethics and on the conducts are held for new employees during orientation sessions.

The Group also adopts good employment standards of non-discrimination policy and fair compensation scheme.

### FINANCIAL STATEMENTS

The responsibilities of the Directors for preparing the financial statements and the auditor's reporting responsibilities on the financial statements are set out in the auditor's report contained in this annual report.

### 核數師酬金

截至二零一九年十二月三十一日止年度，本集團核數師向本集團提供核數服務的薪酬乃基於服務範疇而相互協定，總額為600,000港元。

### 內部監控

董事會對建立及維持充分及有效的內部監控系統負全部責任，以確保本集團資產不會在未經授權下使用及耗損，並保護本公司股東的利益(統稱為「內部監控」)。

截至二零一九年十二月三十一日止年度，本公司已對本集團的內部監控系統進行檢討，包括本公司財務及營運方面之主要監控程序，並信納本集團之內部監控程序誠屬有效。

### 業務操守及專業行為守則

本集團注重其全體僱員的商業操守及專業行為。僱員定期獲得指導，遵守操守守則及對業務夥伴及本集團之資料保密。本集團於迎新階段定期為新聘任的僱員安排有關操守守則及行為守則的簡介會。

本集團亦採納不歧視政策及公平薪酬計劃之良好僱用標準。

### 財務報表

董事編製財務報表之職責及核數師就財務報表發表報告之責任，已載於本年報內之核數師報告。

## SHAREHOLDERS' RIGHTS

### Convening an extraordinary general meeting

Pursuant to Articles 58 of the Articles of Association, an extraordinary general meeting ("EGM") may be convened by the Board on a written requisition of any one or more shareholders of the Company holding not less than 10% of the paid up capital of the Company carrying the right of voting at general meeting of the Company. The EGM shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene the EGM, the requisitionist(s) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) of the Company.

### Enquiries put to the Board

Shareholders may send written enquiries or requests in respect of their rights to the principal place of business of the Company in Hong Kong for the attention of the company secretary.

### Procedures for putting forward proposals at shareholders' meeting

There is no provision for shareholders to propose resolutions at a general meeting under the Cayman Islands Companies Law. However, shareholders can follow the above procedure and request to convene an EGM.

### Procedures for nominating a new director

- (i) If a shareholder wish to propose a person (the "Candidate") for election as a director of the Company at a general meeting, he/she shall deposit a notice at the Company's head office at Unit 2609-10, 26th Floor, Office Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong (Attention to the Board of Directors and the company secretary) or the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong;

## 股東權利

### 召開股東特別大會

根據組織章程細則第58條，可由董事會應持有賦有於本公司股東大會上投票權之本公司繳足股本不少於十分之一的任何一位或以上股東的書面要求召開股東特別大會（「股東特別大會」）。股東特別大會應於遞呈該要求後兩個月內舉行。倘遞呈後21日內董事會未有召開股東特別大會，則遞呈要求人士可自行以同樣方式召開股東特別大會，而遞呈要求人士因董事會未有召開股東特別大會而合理產生的所有開支應由本公司向遞呈要求人士作出償付。

### 向董事會提出查詢

股東可將有關彼等權利的書面查詢或要求發送至本公司香港主要營業地點，收件人為公司秘書。

### 於股東大會上提出建議的程序

開曼群島公司法並無股東於股東大會上提呈決議案的條文。然而，股東可遵循以上程序及要求召開股東特別大會。

### 提名新董事的程序

- (i) 倘股東有意於股東大會提名某人士（「候選人」）參選本公司董事，該股東須向本公司總辦事處（地址為香港灣仔港灣道1號會展廣場辦公大樓26樓2609-10室，收件人為董事會及公司秘書）或本公司的香港股份過戶登記分處卓佳登捷時有限公司（地址為香港皇后大道東183號合和中心22樓）發出通告；

# Corporate Governance Report

## 企業管治報告

- (ii) The notice must (i) include the personal information of the Candidate as required by Rule 17.50 (2) of the GEM Listing Rules; and (ii) be signed by the shareholder concerned and signed also by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information;
  - (iii) Where the notice is submitted after the despatch of the notice of the general meeting appointed for such election, the period for lodgment of the notice shall commence on the day after the despatch of the notice of the general meeting and no later than seven days prior to the date of such general meeting. In any case, the minimum length of the period during which any notice to be given shall be at least seven days;
  - (iv) In order to allow the shareholders sufficient time to receive and consider the proposal of election of the Candidate as a director of the Company, shareholders are encouraged to submit and lodge the notice as early as practicable.
- (ii) 通告必須(i)按GEM上市規則第17.50(2)條的規定附有候選人的個人資料；及(ii)必須由相關股東簽署，以及由候選人簽署，表明其參選意願及同意公開其個人資料；
  - (iii) 倘通告是於寄發有關該選舉的股東大會通告後才呈交，則呈交通告的期間由寄發股東大會通告翌日起計至不遲於該股東大會舉行日期前七日。於任何情況下，任何通告須於最少七日的期間發出；
  - (iv) 為讓股東有足夠時間收取及考慮候選人參選本公司董事的建議，本公司鼓勵股東儘早提交及呈交通知。

### Articles of Association

There was no change to the Articles of Association to the Company during the year ended 31 December 2019.

On 21 January 2019, the special resolution was not passed at the EGM in relation to adopt the Company's new memorandum and articles of association in substitution for and to the exclusion of the existing memorandum and articles of association of the Company. For detailed information regarding the special resolution, please refer to the announcement of the Company dated 28 December 2018 and 21 January 2019.

On 25 March 2019, the special resolution was not passed at the EGM in relation to adopt the Company's new memorandum and articles of association in substitution for and to the exclusion of the existing memorandum and articles of association of the Company. For detailed information regarding special resolution, please refer to the announcement of the Company dated 20 February 2019 and 25 March 2019.

### 組織章程細則

截至二零一九年十二月三十一日止年度本公司組織章程細則並無變動。

於二零一九年一月二十一日，就採納本公司之新組織章程大綱及細則以取代及摒除本公司現有組織章程大綱及細則的特別決議案於股東特別大會上不獲通過。有關特別決議案之詳情，請參閱本公司日期為二零一八年十二月二十八日及二零一九年一月二十一日之公告。

於二零一九年三月二十五日，就採納本公司之新組織章程大綱及細則以取代及摒除本公司現有組織章程大綱及細則的特別決議案並未於股東特別大會通過。有關特別決議案之詳情資料，請參閱本公司日期為二零一九年二月二十日及二零一九年三月二十五日之公告。

## INVESTOR RELATIONS

The Company establishes different communication channels with investors to update the latest business development and financial performance including the publication of quarterly, interim and annual reports, the publish and posting of notices, announcements and circulars on the GEM website and the Company's website in a timely manner in order to maintain a high level of transparency, and to ensure there is no selective disclosure of inside information.

## 投資者關係

本公司與投資者建立不同的通訊途徑，以更新最新業務發展及財務表現，包括及時於GEM網站及本公司網站刊發季度、中期及年度報告、刊發及發佈通告、公告及通函，以維持高度透明，且確保概無選擇性披露內部資料。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Environmental, Social and Governance Report

#### Overview

This Environmental, Social and Governance (ESG) Report (the “Report”) of China E-Information Technology Group Limited and its subsidiaries (“the Group”) for the year ended 31 December 2019 covers environmental and social subject areas in accordance with the requirements of Environmental, Social and Governance Reporting Guide stated in Appendix 20 to the GEM Listing Rules. Corporate governance is addressed separately in the Corporate Governance Report.

#### Scope of the Report

The Report endeavours to present a balanced representation of the Group’s environmental and social performance and covers the entire operations of all entities in the Group.

The content of the Report is defined through a process to determine ESG management approach, strategy, priorities and objectives relating to the Group’s operations, to describe our management, measurement and monitoring system employed to implement ESG strategy, and to disclose our key policies, compliance with relevant laws and regulations, our performance, and key performance indicators (“KPIs”).

#### Approved by the board of directors

The board has overall responsibility for the Group’s ESG strategy and reporting. The board is responsible for evaluating and determining the Group’s ESG-related risks, and ensuring that appropriate and effective ESG risk management is in place. The Report was approved by the board on 31 March 2020.

### 環境、社會及管治報告

#### 概覽

中國網絡信息科技集團有限公司及其附屬公司(「本集團」)截至二零一九年十二月三十一日止年度之此份環境、社會及管治(環境、社會及管治)報告(「報告」)根據GEM上市規則附錄20所載《環境、社會及管治報告指引》之規定涵蓋主要環境及社會範疇。企業管治於企業管治報告內單獨處理。

#### 本報告之範圍

本報告致力均衡陳述本集團在環境及社會方面之表現，且涵蓋本集團旗下所有實體之全部業務。

於界定本報告之內容時，本集團已釐定其有關營運之環境、社會及管治管理方針、策略、重要性及目標，並描述用以執行環境、社會及管治策略之管理、計量及監察系統，以及披露本集團之主要政策、相關法律及法規之合規情況、績效及關鍵績效指標(「關鍵績效指標」)。

#### 經董事會批准

董事會對本集團之環境、社會及管治策略及匯報承擔全部責任。董事會負責評估及釐定本集團環境、社會及管治有關之風險，並確保設有合適及有效之環境、社會及管治風險管理。本報告於二零二零年三月三十一日獲董事會批准。

## Environmental and Social Subject Areas of the Group

### About the Group

The Group is principally engaged in the provision of an internet platform for the facilitation of education program in Chinese medicine and other advisory and training programs. The Group mainly operates in the PRC and Hong Kong. Particulars of the Group's principal entities are set out in note 41 to the consolidated financial statements for the year ended 31 December 2019.

### Strategy

Although the Group does not operate in an environmentally sensitive business, we consider that our operations still have an impact on the environment and believe that addressing environmental issues is a collective responsibility shared by every member of the community.

The Group has been committed to become an environment-friendly enterprise to promote environmental protection. We have been actively strengthened the energy-saving in order to reduce emission.

We are committed to promoting equal opportunities for all of our employees in different areas, such as recruitment, compensation and benefits and staff promotion. We believe that each individual has his/her unique strengths and we therefore have comprehensive equal employment opportunities policies in place that protect potential and existing employees from being discriminated because of their backgrounds, gender, age, family status, sexual orientation, disability, race or religion.

Our Group considers our staffs as the most valuable asset. Without their continued contribution, we will not be able to operate. It is therefore our top priority to make sure that our employees work in a fair, safe and pleasant environment.

## 本集團之主要環境及社會範疇

### 關於本集團

本集團主要從事為中醫藥教育項目及其他諮詢及培訓項目提供網絡輔助平台。本集團主要於中國及香港營運。本集團旗下主要實體之詳情載於截至二零一九年十二月三十一日止年度之綜合財務報表附註41。

### 策略

儘管本集團並非營運對環境不利的業務，但我們認為我們的業務仍會對環境產生影響，並認為解決環境問題為社會每位成員共同承擔的責任。

本集團一直致力成為環保企業，以推動環保。我們一直積極加強節能，以減少排放。

我們致力為不同領域的全體僱員提供平等機會，如招聘、薪酬及福利以及員工晉升。我們相信每個人都有其獨特優勢，因此我們已制定全面平等就業機會政策，以保護潛在及現有僱員免受背景、性別、年齡、家庭狀況、性取向、殘疾、種族或宗教歧視。

本集團認為員工是最寶貴資產。沒有員工的不懈貢獻，我們將無法運營。因此，確保員工在公平、安全及愉快的環境中工作是我們的第一要務。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

We prohibit any form of corruption or malpractice such as bribery, money laundering, extortion and fraud. The Group adopts a zero-tolerance policy on bribery, extortion, fraud and money laundering, any matters of genuine concern are to be thoroughly investigated and actions will be taken accordingly.

The Group always keep in mind the social responsibility during the Group's operation. Hence, the Group always encourage the staffs to participate in various community charitable activities.

Our strategy is to fulfil the Group's environmental and social responsibilities through achieving environmental and social objectives during daily operations.

### Objectives

We integrate environmental and social considerations into the Group's business objectives to achieve:

Environmental objectives:

- Achieve the balance between business growth and environmental protection by improving the operations and practices as well as encouraging the employees to adopt environmentally responsible behaviour in workplace; and
- Minimise use and maximise reuse of resources and energy

Social objectives:

- Attract and retain the best people by creating a supportive and quality workplace; and
- Care about employees' welfare and satisfaction by encouraging work-life balance and monitoring and improving employees' satisfaction

我們禁止任何形式之腐敗或不法行為，如賄賂、洗錢、勒索及欺詐。本集團對賄賂、勒索、欺詐及洗錢採取零容忍政策，且會徹底調查任何關注事項，並將採取相應行動。

本集團始終銘記本集團於營運期間的社會責任。因此，本集團經常鼓勵員工參與各種社區慈善活動。

我們的戰略為透過於日常營運中達致環境及社會目標履行本集團的環境及社會責任。

### 目標

本集團之業務目標結合環境及社會因素，從而達致：

環境目標：

- 通過改善營運及慣例以及鼓勵員工在工作場採取對環境負責的行為，達致業務增長與環保之間之平衡；及
- 減少使用並最大限度重複利用資源及能源

社會目標：

- 透過創建具支援性及優質之工作場所吸引及挽留優秀人才；及
- 通過鼓勵維持工作與生活的平衡，並監察及提高僱員滿意度，關心僱員之福利及滿意度

## Approach

Monitored by the board of directors, the Group is executing its environmental and social strategy and achieving its related objectives through a series of actions and commitments:

- Comply with environmental and social laws and regulations; and
- Disclose KPIs as measurement of actual results

Environmental and social management system comprises:

- Compliance with environmental and social laws and regulations; and
- Reporting and disclosure of our performance and KPIs

Measures for the achievement of environmental and social objectives are:

- Data collection, calculation, and disclosure of KPIs

The implementation of environmental and social strategies, management of environmental activities, and measurement of achieving environmental and social objectives are monitored by dedicated managerial staff members and finally by the board for its overall ESG responsibility.

## Communication with stakeholders

The Company holds shareholders' meetings each year to provide a platform for the Board and Shareholders to exchange views. In addition, in order to maintain close relationship with customers, suppliers and other stakeholders, the Company maintains communication with the stakeholders from time to time through visits, conference calls, corporate e-mails and other channels to listen to their views and needs. The Company's overall performance is also reported each year to investors through the annual report.

## 方針

在董事會監督下，本集團現正通過一系列行動及承諾，執行其環境及社會策略，並實現其相關目標：

- 遵守環境及社會法律及規例；及
- 披露作為實際結果衡量指標的關鍵績效指標

環境及社會管理系統包括：

- 遵守環境及社會法律及規例之情況；及
- 報告及披露我們的績效及關鍵績效指標

實現環境及社會目標之措施如下：

- 收集並計算數據，及披露關鍵績效指標

環境及社會策略之執行、環境活動之管理及實現環境及社會目標之計量受指定管理人員監督，並最終由董事會承擔全部環境、社會及管治責任。

## 與利益相關者溝通

本公司每年召開股東大會，為董事會及股東提供交流意見的平台。此外，為與客戶、供應商戶其他利益相關者保持密切關係，本公司不時通過訪問、電話會議、公司電郵及其他渠道與利益相關者保持溝通，以傾聽彼等意見及需求。本公司亦會每年透過年報向投資者報告整體表現。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Stakeholder engagement and materiality

Stakeholder engagement is a key success factor in formulating our environmental and social strategy, defining our objectives, assessing materiality, and establishing policies. Our key stakeholders include customers, suppliers, business allies, employees, management and shareholders. We have discussed or communicated with stakeholders to understand their views and respond to their needs and expectations, evaluated and prioritised their inputs to improve our performance, and finally strived to provide value to our stakeholders, community and the public as a whole.

Based on the stakeholder engagement, we identified issues with significant environmental and social impact and issues concerning stakeholders. The results of materiality assessment prioritised stakeholder inputs and made us focused on the material aspects for actions, performance, achievements and reporting. We present below the relevant and required disclosure.

### General Disclosure and KPIs

#### A. Environmental

The Group recognises the importance of continuous improvement in protecting the natural environment. We are committed to minimising the adverse impact on the environment.

#### Aspect A1: Emissions

Emissions refer to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. Emissions disclosed as KPIs are calculated based on the consumption data collected and applicable emission factors.

### 利益相關者參與及重要性

利益相關者參與是制定我們的環境及社會策略、界定目標、評估重要性及確立政策之關鍵成功因素。我們的主要利益相關者包括客戶、供應商、業務夥伴、僱員、管理層及股東。我們已與利益相關者討論或溝通，以了解其意見並回應其需求及期望，評估及按優先順序處理其反饋信息，以提升我們的績效，並最終致力為我們的利益相關者、社區及整體公眾人士創造價值。

基於利益相關者參與之情況，我們已確定具有重大環境及社會影響之事宜以及與利益相關者有關之事宜。重要性評估之結果優先處理利益相關者之反饋信息，並使我們專注於行動、績效、成就及匯報之重要方面。我們於下文呈列規定之有關披露。

### 一般披露及關鍵績效指標

#### A. 環境

本集團認可在保護自然環境方面不斷改進之重要性。我們致力盡量降低對環境之不利影響。

#### 層面A1: 排放物

排放物指廢氣及溫室氣體排放、向水土排污、產生有害及無害廢棄物。以關鍵績效指標披露的排放乃基於收集之耗量數據及適用之排放因素計算。

## • Air and Greenhouse Gas Emissions

Air emissions include NO<sub>x</sub>, SO<sub>x</sub>, and other pollutants regulated under national laws and regulations. Greenhouse gases include carbon dioxide, methane, nitrous oxide, hydrofluorocarbons, perfluorocarbons and sulphur hexafluoride.

### – Air and Greenhouse Gas Emissions from Vehicles

The Group encourages employees to consider environmental impact in their commuting decisions to reduce air and greenhouse gas emissions. Employees are reminded to take public transportation as often as possible and select fuel-efficient vehicles. When employees are driving, they are advised to use air-conditioning only when it is necessary.

#### **KPI A1.1 Emissions from vehicles**

##### **Types of emissions**

##### **排放物類別**

NO <sub>x</sub>	氮氧化物
SO <sub>x</sub>	硫氧化物
Particulate Matter (“PM”)	顆粒物(「PM」)
Hydrocarbons (“HC”)	碳氫化合物(「HC」)
Carbon Monoxide (“CO”)	一氧化碳(「CO」)

#### **KPI A1.2 Greenhouse gas (“GHG”) emissions in total**

GHG emissions in total are 170 tonnes (2018: 166 tonnes) for the year ended 31 December 2019, which includes scope 1, scope 2, and scope 3 emissions as disclosed below.

## • 廢氣及溫室氣體排放

廢氣排放物包括氮氧化物、硫氧化物及其他受國家法律及規例規管的污染物。溫室氣體包括二氧化碳、甲烷、氧化亞氮、氫氟碳化合物、全氟化碳及六氟化硫。

### – 來自汽車之廢氣及溫室氣體排放

本集團鼓勵僱員於通勤決策時考慮環境影響，以減少空氣及溫室氣體排放。本集團提醒僱員盡可能經常搭乘公共交通工具，並選擇節油車輛。建議僱員在駕駛時僅於需要時使用空調。

#### **關鍵績效指標A1.1汽車排放物**

	<b>2019</b>	2018
	二零一九年	二零一八年
	<b>(g)</b>	(g)
	(克)	(克)

#### **關鍵績效指標A1.2溫室氣體(「溫室氣體」)總排放量**

截至二零一九年十二月三十一日止年度，溫室氣體總排放量為170噸(二零一八年：166噸)，包括下文所披露之範圍一、範圍二及範圍三排放物。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### KPI A1.2 Scope 1 – Direct emissions from operations that are owned or controlled by the Group

關鍵績效指標A1.2範圍——來自本集團擁有或控制之業務之直接排放物

2019  
二零一九年

2018  
二零一八年

#### Main categories of Scope 1 emissions:

範圍一排放物之主要類別：

#### GHG emissions from mobile combustion sources

由流動燃料源產生之溫室氣體排放物

Types of emissions 排放物類別		(kg) (千克)	(kg) (千克)
Carbon Dioxide (“CO <sub>2</sub> ”)	二氧化碳(「CO <sub>2</sub> 」)	45,908	26,832
Methane (“CH <sub>4</sub> ”)	甲烷(「CH <sub>4</sub> 」)	104	62
Nitrous Oxide (“N <sub>2</sub> O”)	氧化亞氮(「N <sub>2</sub> O」)	6,478	3,684
Total GHG emissions	溫室氣體總排放量	52,490	30,578

#### – Indirect Greenhouse Gas Emissions from Electricity

Electricity consumption of the Group is a major part of its greenhouse gas emissions. Various electricity-saving policies have been established to reduce the electricity consumption by the Group. It is required for proper maintenance of electricity devices to avoid electricity leakage. Air-conditioning is required to be set no lower than 25°C in summer.

#### – 來自電力之間接溫室氣體排放

本集團之電力消耗是其溫室氣體排放的主要部分。本集團已制定多項節電政策，以減少用電。本集團須適當保養電力設備以防漏電。夏季須將空調設定在不低於25°C之溫度。

**KPI A1.2 Scope 2 – Energy indirect emissions resulting from the generation of purchased or acquired electricity within the Group**

**關鍵績效指標A1.2範圍二 – 本集團內購買或獲得之電力產生之能源間接排放物**

		2019 二零一九年	2018 二零一八年
<b>Main sources of Scope 2 emissions: Electricity purchased from power companies</b>			
範圍二排放物之主要來源：從電力公司購買之電力			
<b>Types of emissions</b>		<b>(kg)</b>	<b>(kg)</b>
<b>排放物類別</b>		<b>(千克)</b>	<b>(千克)</b>
CO <sub>2</sub> equivalent emission	CO <sub>2</sub> 當量排放	<b>41,208</b>	58,172
Total GHG emissions	溫室氣體總排放量	<b>41,208</b>	58,172

- Indirect Greenhouse Gas Emissions from Paper Waste Disposed at Landfills

Paper consumption is also an environmental concern in our daily operations. Internally, we have implemented a number of measures to reduce office paper use and promote the reuse of paper. For example, in order to address indirect emissions relating to paper waste deposited at landfills, we encourage staff to duplex printing; reuse of single-side used paper; avoid printing out of short e-mails; adjust the margins and font size of documents so as to optimise the use of paper and reduce paper printing by conducting e-filing, etc.

- 來自堆填區棄置廢紙之間接溫室氣體排放

紙張消耗亦是我們日常營運中的環境問題。我們已在內部採取多項措施，以減少辦公用紙及促進紙張的再利用。例如，為處理堆積在垃圾堆填區的廢紙造成的間接排放，我們鼓勵員工雙面打印；重複使用單面已用紙張；避免打印簡短電郵；調整文檔的頁邊距及字體大小，以優化紙張使用及透過使用電子文檔減少紙印。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

- Indirect Greenhouse Gas Emissions from Business Travel by Employees

The Group understands long-distance transportation in business trips increases energy consumption, which can cause the increase of carbon emissions. Therefore, the Group reduces travel or avoids meetings that require long-distance travel as much as possible through telephone conference, e-mail, courier and other means of communication.

**KPI A1.2 Scope 3 – All other indirect emissions that occur outside the Group, including both upstream and downstream emissions**

- 來自僱員商務旅行之間接溫室氣體排放

本集團了解商務長途旅行會增加能源消耗，從而導致碳排放量增加。因此，本集團將通過電話會議、電子郵件、快遞及其他通訊方式盡可能減少旅行或避免須長途旅行之會議。

**關鍵績效指標A1.2範圍三 – 本集團以外產生之所有其他間接排放物，包括上游及下游排放物**

		2019 二零一九年	2018 二零一八年
<b>Activities from which indirect GHG emissions arise:</b> 產生間接溫室氣體排放物之活動為：			
<ul style="list-style-type: none"> <li>• <b>Paper waste disposed at landfills</b> 於堆填區棄置之廢紙</li> </ul>			
<b>Type of emissions</b> 排放物類別		<b>(kg)</b> (千克)	<b>(kg)</b> (千克)
CO <sub>2</sub> equivalent emissions	CO <sub>2</sub> 當量排放	<b>300</b>	972
<ul style="list-style-type: none"> <li>• <b>Business air travel by employees</b> 僱員商務航空旅行</li> </ul>			
<b>Type of emissions</b> 排放物類別		<b>(kg)</b> (千克)	<b>(kg)</b> (千克)
CO <sub>2</sub> equivalent emissions	CO <sub>2</sub> 當量排放	<b>75,835</b>	75,896
Total GHG emissions	溫室氣體總排放量	<b>76,135</b>	76,868

- **Discharges into Water and Land**

The Group requires that discharges, if any, into water and land must comply with relevant laws and regulations.

- **Generation of Hazardous Waste and Non-hazardous Waste**

- Hazardous Waste

Hazardous wastes are those defined by national regulations. Hazardous wastes are required to be separated and recorded for collection. No significant hazardous waste was generated in view of the Group's business nature.

**KPI A1.3 Total hazardous waste produced**

There was no significant hazardous waste generated in view of the Group's business nature.

- Non-hazardous Waste

We adopt responsible waste management practices including avoidance of waste, source reduction, reuse, recycling and responsible disposal.

- **向水土排污**

本集團規定向水土排污(如有)必須遵守相關法律及規例。

- **產生有害廢棄物及無害廢棄物**

- 有害廢棄物

有害廢棄物指國家規例所界定者。有害廢棄物須予以分開及記錄，以供收集。鑒於本集團之業務性質，並無產生大量有害廢棄物。

**關鍵績效指標A1.3產生有害廢棄物之總量**

鑒於本集團之業務性質，並無產生大量有害廢棄物。

- 無害廢棄物

我們採取負責任之廢棄物管理常規，包括避免浪費、源頭削減、再利用、回收利用及負責任之處置。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### **KPI A1.4 Total non-hazardous waste produced**

### **關鍵績效指標A1.4所產生無害廢棄物之總量**

	2019 二零一九年 (Tonnes) (噸)	2018 二零一八年 (Tonnes) (噸)
Non-hazardous waste produced – Landfill or Incineration	2	1

Non-hazardous waste produced – Landfill or Incineration

所產生無害廢棄物—堆填或焚化

### **KPI A1.5 Description of measures to mitigate emissions and results achieved.**

### **關鍵績效指標A1.5描述減低排放量之措施及所得成果。**

In accordance with policies stated above for the reduction of air and greenhouse gas emissions from production and vehicles, the Group adopts the following measures: control the numbers of vehicles owned by the Group; control the frequency of employees not to take public transportation for local business commuting; and control the volume of business travel by employees. We consider such measures had been achieved for the year ended 31 December 2019.

根據上述減低汽車廢氣及溫室氣體排放之政策，本集團採取以下措施：控制本集團擁有之車輛數目；控制員工不乘坐公共交通工具進行當地商務通勤之頻率；並控制員工之商務旅行量。我們認為截至二零一九年十二月三十一日止年度已達成該等措施。

### **KPI A1.6 Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved.**

### **關鍵績效指標A1.6描述處理有害及無害廢棄物之方法、減低產生量之措施及所得成果。**

Non-hazardous wastes are sent for landfill or incineration. In accordance with policies stated above for the reduction of non-hazardous wastes, the Group adopts the following measures: control the commercial wastes generated by employees; control the waste of papers. We consider such measures had been achieved for the year ended 31 December 2019.

無害廢棄物會送往堆填區或焚化。根據上述減低無害廢棄物之政策，本集團採取以下措施：控制僱員產生之商業廢棄物；控制廢紙量。本集團認為該等措施於截至二零一九年十二月三十一日止年度取得成果。

- **Compliance with Relevant Laws and Regulations that Have a Significant Impact on the Group**

For the year ended 31 December 2019, there were no confirmed non-compliance in relation to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous wastes.

- **遵守對本集團具有重大影響之相關法律及規例**

截至二零一九年十二月三十一日止年度，並無確認有關廢氣及溫室氣體排放、向水土排污以及產生有害廢棄物及無害廢棄物之不合規事件。

## Aspect A2: Use of Resources

The Group recognises that efficient use of resources, including energy and water is one of the important aspects to protect the environment.

## 層面A2:資源使用

本集團認可有效使用資源(包括能源及水)乃保護環境之重要方面之一。

- **Efficient Use of Energy**

The Group established policies and procedures to reduce energy consumption in the office, it is suggested to switch off computers, printers, machines and other electronic devices after office hours or when leaving the workplace to reduce power consumption.

- **有效使用能源**

本集團已制定政策及程序減少辦公能耗，建議在辦公時間後或離開工作場所時關閉電腦、打印機及其他電子設備以降低功耗。

**KPI A2.1 Direct and/or indirect energy consumption by type in total**

**關鍵績效指標A2.1按類別劃分之直接及／或間接能源總耗量**

		2019 二零一九年 (kWh in '000s) (以千個千瓦時算)	2018 二零一八年 (kWh in '000s) (以千個千瓦時算)
<b>Direct energy consumption by type</b> <b>按類別劃分之直接能源總耗量</b>			
Non-renewable fuel consumed	所耗非再生燃料	<b>197</b>	128
Electricity power	電力	<b>45</b>	66
<hr/>			
Total energy consumed	能源總耗量	<b>242</b>	194

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### • Water Consumption

The Group requires employees to reduce water consumption. We conserve water by checking faucets and pipes for leaks and adopt water saving appliances.

#### **KPI A2.2 Water consumption in total**

Annual water consumed

年度耗水量

**2,215**

#### **KPI A2.3 Description of energy use efficiency initiatives and results achieved**

The Group's ability to use energy efficiently can be revealed by its intention and measures for the reductions in energy consumption. The Group's policies and measures specific to managing energy use have been stated above. We consider such policies had been adopted and measures had been achieved for the year ended 31 December 2019.

### Aspect A3: The Environment and Natural Resources

Environmental education and advocacy among employees encourage the adoption of environmentally responsible behaviour which helps fulfil the Group's commitment to minimising its adverse impact on the environment. We encourage our employees to join external events that promote environmental protection on a regular basis.

### • 用水

本集團要求僱員減少用水。我們通過檢查水龍頭及管道洩漏節約用水，並採用節水設備。

#### **關鍵績效指標A2.2總耗水量**

2019 二零一九年 (Cubic meter) (立方米)	2018 二零一八年 (Cubic meter) (立方米)
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2,049

#### **關鍵績效指標A2.3描述能源使用效益計劃及所得成果**

本集團減能之計劃及措施可反映其有效耗能之能力。本集團針對耗能管理而採用之政策及措施載於上文。我們認為已採取之政策及措施於截至二零一九年十二月三十一日止年度取得成果。

### 層面A3:環境及天然資源

針對僱員之環境教育及宣傳鼓勵採取對環境負責之行為，有助於履行本集團盡量減少其對環境造成不利影響之承諾。我們鼓勵僱員定期參加可促進環保之外部活動。

**KPI A3.1 Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them**

We understand that our performance in respect of emissions, waste production and disposal, and use of resources impacts the environment, we endeavour to minimise such impacts, and communicate our environmental policies, measures, performance, and achievements to our stakeholders. No significant impacts on the environment and natural resources were caused in view of the Group's business nature. Policies and/or measures adopted in the year ended 31 December 2019 specific to managing potential impacts of activities on the environment and natural resources are mentioned above.

## **B. Social**

The Group focus on building a harmonious relationship with our employees, customers, suppliers, business allies and the communities. We are committed to enhance transparent relationship with external parties including customers, suppliers, and business allies, and contribute to our community development.

### **Employment and Labour Practices**

#### **Aspect B1: Employment**

The Group has developed a series of employment policies to ensure employees are treated in a fair and reasonable manner. We have established our internal policies in accordance with the relevant labour laws and regulations related to compensation and dismissal, recruitment and promotion, equal opportunity, diversity, anti-discrimination.

**關鍵績效指標A3.1描述業務活動對環境及天然資源之重大影響及已採取管理有關影響之行動**

我們了解我們在排放物、廢物產生及處置以及資源使用方面之表現會對環境造成影響，我們致力減少該等影響，並就我們的環境政策、措施、績效及成就與利益相關者溝通。鑒於本集團之業務性質，並無對環境及天然資源造成重大影響。截至二零一九年十二月三十一日止年度為管理業務活動對環境及天然資源之潛在影響而採取之政策及／或措施載於上文。

## **B. 社會**

本集團專注與員工、客戶、供應商、業務夥伴及社區建立和諧關係。我們致力加強與外部人士(包括客戶、供應商及業務夥伴)之關係，並為我區發展作出貢獻。

### **僱傭及勞工常規**

#### **層面B1:僱傭**

本集團已制定一系列僱傭政策，以確認僱員獲公平合理對待。我們已根據相關勞動法律法規制定有關賠償及解僱、招聘及晉升、平等機會、多樣性及反歧視之內部政策。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### • *Compensation and Dismissal*

The Group offers competitive remuneration to attract and retain talented staff. Remuneration packages are reviewed periodically to ensure consistency with employment market. Dismissal is required to comply with employment laws and regulations, and to follow the internal policies and procedures. The Group has established a labour contract in accordance with the law. Whether the employer or the employee terminates the contract during the period stipulated by the contract, unless the contract specifies otherwise, appropriate compensation should be made to the other party within the terms of the contract. Compensation amounts are determined according to the terms of the contract.

The Group has established a fair and reasonable remuneration policy with the principles of fairness, incentive and legality. Employees' remuneration packages include basic salaries and performance-based bonuses which shall be determined by their qualifications, experience and prevailing market rates. Apart from the basic remuneration package, our Group also offers a wide range of benefits including medical insurance coverage and paid leaves for sick and marriage in addition to statutory holidays.

### • *Recruitment and Promotion*

The Group attracts talent through flexible, fair and transparent recruitment strategy. Recruitment process includes application for recruitment, description of position, collection of job applications, interview, selection, approval, and job offering. Promotion is based on performance and suitability.

### • 賠償及解僱

本集團提供具競爭力之薪酬以吸引及挽留優秀員工，定期檢討薪酬待遇，確保與僱傭市場一致。解僱須遵守僱傭法律及法規，並遵循內部政策及程序。本集團根據法律制定勞動合約。無論僱主或僱員於合約規定期限內終止合約，除合約另行規定者外，均須根據合約之條款下個另一方作出適當賠償。賠償金額乃根據合約條款釐定。

本集團秉誠公平、獎勵及合法之原則，制定公平合理之薪酬政策。僱員之薪酬待遇包括基本薪金及績效花紅，此乃根據其資歷、經驗及現行市價釐定。除基本薪酬待遇外，本集團亦提供多項福利，包括醫療保險以及除法定假期外之病假及婚假。

### • 招聘及晉升

本集團透過靈活、公平及透明之招聘政策吸引人才。招聘流程包括招聘申請、職位描述、收集工作申請、面試、選擇、批准及聘用。晉升取決於表現及適當性。

- *Equal Opportunity, Diversity and Anti-discrimination*

The Group always strives to provide a fair and impartial working environment where the employees are treated equally and paid due respect. All employees are assessed and remunerated based on their ability, job performance and contribution irrespective of their gender, race, employment type, age, and geographical region.

- *Compliance with Relevant Laws and Regulations that Have a Significant Impact on the Group*

For the year ended 31 December 2019, there were no confirmed non-compliance in relation to compensation and dismissal, recruitment and promotion, equal opportunity, diversity and anti-discrimination.

- 平等機會、多元化及反歧視

本集團一直致力提供公平公正之工作環境，僱員均獲平等對待及獲得充分尊重。全體僱員之評估及薪酬均按彼等之能力、工作表現及貢獻而定，而不論性別、種族、僱傭類型、年齡及地理區域。

- 遵守對本集團具有重大影響之相關法律及規例

截至二零一九年十二月三十一日止年度，並無確認有關賠償及解僱、招聘及晉升、平等機會、多元化及反歧視之不合規事件。

## Aspect B2: Health and Safety

The Group strives to provide a healthy and safe working environment for our employees. The Group promise that it providing an effective and safe working environment for our employees. We also take the approaches of training and safety inspection to ensure the interest of our employees.

- *Providing a Safe Working Environment*

The Group requires entities to establish and document policies and procedures on safety for employees to follow, set targets for the safety of employees, monitor the safety performance against the targets periodically, and report any safety incidents to management. The Group has equipped its office with suitable fire-fighting facilities like fire extinguishers. Designated staff would conduct inspection from time to time so as to ensure the exit passageway clear and unblocked.

## 層面B2:健康與安全

本集團努力為僱員提供健康安全之工作場所。本集團承諾其會為僱員提供有效安全之工作環境。我們亦進行培訓及安全檢查，確保僱員利益。

- 提供安全工作環境

本集團要求各實體制定及列明僱員應遵守之安全政策及程序，訂立僱員安全目標、定期對照安全表現與目標，並向管理層匯報安全事故。本集團已為其辦公室配備適當消防設施，如滅火器。指定工作人員將不時進行檢查，確保安全通道暢通無阻。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

- *Work-life Balance*

The Group focuses on the balance between life and work of employees, and organizes activities on a regular basis to ensure that employees are physically and mentally healthy.

- *Compliance with Relevant Laws and Regulations that Have a Significant Impact on the Group*

For the year ended 31 December 2019, there were no confirmed non-compliance in relation to providing a safe working environment and protecting employees from occupational hazards.

- 工作與生活之平衡

本集團專注維持僱員之生活與工作平衡，並定期組織各類活動，確保僱員身心健康。

- 遵守對本集團具有重大影響之相關法律及規例

截至二零一九年十二月三十一日止年度，並無確認有關提供安全工作環境及保障僱員避免職業性危害之不合規事件。

### Aspect B3: Development and Training

The Group is committed to providing adequate training for our employees to improve their knowledge and skills for discharging duties at work and for their career development.

- *Employee Development*

The Group requires employees to attend internal and external training courses in accordance with departmental or business unit training plan, including new employee orientation and employee continuing education to improve employees' knowledge and skills for their job positions. The costs of qualified training courses are borne by the Group.

- *Training Activities*

The Group strives to provide an environment where our employees can grow professionally and develop their career path that meets the long-term growth of our business simultaneously. Our Group provides continuous on-the-job training to our employees to enhance their knowledge and skill. We also encourage our staff to attend courses or trainings for individual professional development organized by external entities.

### 層面B3:發展及培訓

本集團致力為僱員提供充足之培訓，以提高彼等履行工作職責及有關其職業發展之知識及技能。

- 僱員發展

本集團要求僱員根據部門或業務單位培訓計劃參加內部及外部培訓課程，包括新僱員入職及僱員繼續教育，以針對僱員職位提升其知識及技能。合資格培訓課程費用由本集團承擔。

- 培訓活動

本集團致力提供一個令員工專業發展及有利於其職業發展且同時滿足我們業務長期增長之環境。本集團為僱員提供持續在職培訓，以提升其知識及技能。我們亦鼓勵員工參加由外部實體組織之個人專業發展課程或培訓。

The Group also provides its directors with regular reading materials to ensure that they keep abreast of the latest regulatory requirements, corporate governance practices, financial information and market trends.

## Aspect B4: Labour Standards

The Group is committed to preventing child and forced labour in the workplace.

- *Preventing Child and Forced Labour*

Our Group has complied with all relevant laws and regulations that have a significant impact on us relating to the prevention of use of child and forced labour. We do not accept any form of forced labour service. We also prohibit employing child labour at any working place under any circumstances. Our Group will inspect applicant's documents and qualification strictly during the recruitment process to ensure that all relevant laws in respect thereof are complied with.

- *Compliance with Relevant Laws and Regulations that Have a Significant Impact on the Group*

For the year ended 31 December 2019, there were no confirmed non-compliance in relation to child and forced labour.

## Operating Practices

### Aspect B5: Supply Chain Management

Supply chain management is one of the important areas of our operation, which includes managing environmental and social risks of the supply chain.

本集團亦向其董事提供定期閱讀材料，確保其了解最新監管規定、企業管治常規、財務資料及市場趨勢。

## 層面B4:勞工準則

本集團致力在工作場所防止童工及強制勞工。

- *防止童工及強迫勞工*

本集團已遵守所有對我們具有重大影響之有關預防使用童工及強迫勞工之相關法律法規。我們不接受任何形式之強迫勞務。我們亦禁止在任何情況下在任何工作場所僱傭童工。本集團將於招聘過程中嚴格檢查申請人之檔案及資格，確保遵守所有相關法律。

- *遵守對本集團具有重大影響之相關法律及規例*

截至二零一九年十二月三十一日止年度，並無確認有關童工及強迫勞動之不合規事件。

## 營運慣例

### 層面B5:供應鏈管理

供應鏈管理是我們營運的重要領域之一，其中包括管理供應鏈之環境及社會風險。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

Suppliers are chosen subjecting to screening and evaluation procedures among the suppliers, based on the quality, service, delivery, price, and applicable environmental and social considerations. Also, the Group established supply chain management policies and procedures, including assessment, selection, approval, procurement, and performance evaluation.

As customers are becoming more concerned about environmental issues, the Group will continue to communicate those environmental issues to our suppliers.

### Aspect B6: Product Responsibility

Product responsibility refers to services quality and privacy matters relating to products and services provided.

- *Services quality*

The Group is fully responsible for our products and services. We believe that student satisfaction is the foundation of our survival. In order to ensure and maintain high quality services, the Group provides trainings for employees to familiarize them with the standard operational procedures.

- *Privacy Matters*

The Group is committed to protecting customer data and privacy information. Training to staff members in this regard and proper information system security are required.

待根據質量、服務、交付、價格及適用之環境及社會考慮因素進行供應商篩選及評估程序後，本集團方會選擇供應商。此外，本集團已制定供應鏈管理政策及程序，包括評估、選擇、批准、採購及績效評估。

由於客戶越來越關注環境問題，故本集團將繼續向供應商傳達該等環境問題。

### 層面B6:產品責任

產品責任指有關所提供產品及服務之服務質量及私隱事宜。

- *服務質量*

本集團對其產品及服務負全責。我們認為學生滿意度是我們生存的基礎。為確保及維持高質素服務，本集團為員工提供培訓，使彼等熟悉標準操作程序。

- *私隱事宜*

本集團致力保護客戶數據及私隱資料。本集團須就此及在適當信息系統安全方面對工作人員進行培訓。

- *Compliance with Relevant Laws and Regulations that Have a Significant Impact on the Group*

For the year ended 31 December 2019, there were no confirmed non-compliance in relation to services quality and privacy matters relating to products and services provided.

### **Aspect B7: Anti-corruption**

Our Group is committed to maintain ethics and integrity at the highest standard in business. We have zero tolerance to corruption and bribery. All directors and staff must strictly comply with our Group's Employee Handbook to prevent any action of bribery and corruption and they shall also follow relevant rules and guidelines when any conflict of interests arises. It is our Group's policy that no employee is allowed to solicit or accept any advantages from customer, potential customer, or company business partner. The types of advantages and interests include but not limited to money, gift, loan, fee, reward, employment, contract, service and favour. Our Group has a whistle-blowing policy and we encourage staff to report any suspected corruption case directly to our Group's top management.

- *Compliance with Relevant Laws and Regulations that Have a Significant Impact on the Group*

For the year ended 31 December 2019, there were no confirmed non-compliance in relation to bribery, extortion, fraud and money laundering.

- **遵守對本集團具有重大影響之相關法律及規例**

截至二零一九年十二月三十一日止年度，並無確認涉及有關所提供產品及服務之服務質量及私隱事宜之不合規事件。

### **層面B7:反貪污**

本集團致力於業務運作中維持最高道德及誠信標準。我們對貪污及賄賂零容忍。所有董事及員工必須嚴格遵守本集團僱員操守守則，以防止任何貪污受賄，且於出現任何利益衝突時，彼等必須遵守相關規則及指引。根據本集團政策，僱員不得向客戶、潛在客戶或與公司業務夥伴索取或接受彼等之任何好處。好處及利益類別包括但不限於金錢、禮物、貸款、酬金、報酬、僱傭、合約、服務及優惠。本集團制定舉報政策，且我們鼓勵員工直接向本集團最高管理層舉報任何涉嫌貪污事件。

- **遵守對本集團具有重大影響之相關法律及規例**

截至二零一九年十二月三十一日止年度，並無確認有關賄賂、勒索、欺詐及洗錢之不合規事件。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Community

#### Aspect B8: Community Investment

The Group focuses on the surrounding communities and to ensure the Group's activities take into consideration of the communities' interest.

- *Community Activities*

The Group encourages and supports employees to volunteer their time to help those who are less fortunate and advantaged in the community.

- *Environmental Protection*

All employees of the Group are encouraged to participate in environmental protection activities and raise the environmental awareness of people in the communities.

### 社區

#### 層面B8:社區投資

本集團專注周邊社區，並確保本集團之活動考慮到社區利益。

- *社區活動*

本集團鼓勵及支持僱員自願投入時間幫助社區中不幸人士及弱勢社群。

- *環保*

本集團鼓勵全體僱員參加環保活動，並提高社區居民之環保意識。

# Independent Auditor's Report

## 獨立核數師報告



To the shareholders of  
**China E-Information Technology Group Limited**  
(Incorporated in the Cayman Islands with limited liability)

### Opinion

We have audited the consolidated financial statements of China E-Information Technology Group Limited and its subsidiaries (collectively referred to as the "Group") set out on pages 92 to 222, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### Basis for Opinion

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

## 長青

致  
中國網絡信息科技集團有限公司股東  
(於開曼群島註冊成立的有限公司)

### 意見

本核數師已審計中國網絡信息科技集團有限公司及其附屬公司(統稱為「貴集團」)列載於第92至222頁的綜合財務報表，包括於二零一九年十二月三十一日的綜合財務狀況表，以及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

本核數師認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則真實而中肯地反映 貴集團於二零一九年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及其綜合現金流量，並已遵照香港公司條例之披露規定妥為擬備。

### 意見基準

本核數師已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。本核數師在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」)，本核數師獨立於 貴集團，並已履行守則中的其他專業道德責任。本核數師相信，本核數師所獲得的審計憑證能充足和適當地為本核數師的審計意見提供基礎。

# Independent Auditor's Report

## 獨立核數師報告

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matters we identified are: (i) impairment assessment of investment in an associate; (ii) impairment of right-of-use assets; and (iii) impairment and recoverability of the Group's other receivables.

### 關鍵審計事項

關鍵審計事項是根據本核數師的專業判斷，認為對本期間綜合財務報表的審計最為重要的事項。該等事項是在本核數師審計整體綜合財務報表及出具意見時進行處理的。本核數師不會對該等事項提供單獨意見。關鍵審計事項確認為：(i)於聯營公司投資之減值評估；(ii)使用權資產減值；及(iii)貴集團其他應收款項之減值及可收回性。

#### No. Key Audit Matter

#### How our audit addressed the Key Audit Matter

1	<p>Impairment assessment of investment in an associate</p> <p>Refer to the summary of significant accounting policies in note 4, significant accounting estimates in note 5 and the disclosures of investment in an associate in note 19 to the consolidated financial statements.</p> <p>The Group holds 49% equity interest in Beijing Youli Lianxu Technology Company Limited ("Beijing Youli"), a company established in the PRC and engaged in e-commerce business in the PRC. This investment is accounted for as an associate using the equity method because of the significant influence that comes from its voting power. Share of loss of the associate amounted to HK\$1,517,000 has been recognised in profit or loss during the year ended 31 December 2019.</p> <p>During the year ended 31 December 2019, the associate incurred a loss in its operation due to the decreasing of consumer spending and general economic conditions in the PRC. As a result, the management performed an impairment test using a value-in-use model to estimate the recoverable amount of the investment. The impairment was assessed by the management based on valuation performed by an independent company of professional valuer (the "Valuer") engaged by the Group.</p>	<p>Our procedures in relation to impairment assessment of investment in an associate included:</p> <ul style="list-style-type: none"><li>• Understanding the management's process for estimating the recoverable amounts of investment in an associate;</li><li>• Evaluating Valuer's competence, capabilities and objectivity;</li><li>• Assessing of the reasonableness of the assumptions, judgements, valuation techniques and the key inputs adopted by the Valuer by comparing these estimates and judgments, e.g. discount rate; and</li><li>• Checking, on a sample basis, the accuracy and relevance of the input data provided by management to the Valuer.</li></ul>
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## Key Audit Matters *(Continued)*

<b>No. Key Audit Matter</b>	<b>How our audit addressed the Key Audit Matter</b>
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We have identified the impairment of investment in an associate as a key audit matter because of its significance to the consolidated financial statements and because the Group's assessment of impairment of this associate is a judgemental process which requires estimates concerning the methods and assumptions to be applied in determining the value-in-use. The selection of valuation model, adoption of key assumptions and input data may be subject to management bias and changes in these assumptions and input to valuation model may result in significant financial impact.

# Independent Auditor's Report

## 獨立核數師報告

### 關鍵審計事項(續)

#### 編號 關鍵審計事項

#### 本核數師的審計如何處理關鍵審計事項

#### 1 於聯營公司投資之減值評估

參閱綜合財務報表附註4之主要會計政策、附註5之主要會計估計及附註19之於聯營公司投資之披露。

貴集團持有北京優力聯旭科技有限公司(「北京優力」, 於中國成立之公司及於中國從事電子商務業務) 49% 股權。該投資因來自其投票權之重大影響力而採用權益法入賬列作一間聯營公司。截至二零一九年十二月三十一日止年度, 已於損益確認應佔聯營公司虧損為 1,517,000 港元。

截至二零一九年十二月三十一日止年度, 該聯營公司因中國消費者支出減少及整體經濟狀況而產生營運虧損。因此, 管理層採用使用價值模式進行減值測試, 以估計投資的可收回金額。減值乃由管理層根據 貴集團委任的專業估值師獨立公司(「估值師」)進行的估值進行評估。

本核數師有關於聯營公司投資之減值虧損之程序包括:

- 了解管理層估計於聯營公司之投資之可收回金額之程序;
- 評估估值師之資歷、能力及客觀性;
- 透過比較估計及判斷(如貼現率)評估估值師採納之假設、判斷、估值技術及主要輸入數據之合理性;
- 抽樣檢查管理層向估值師提供之輸入數據之準確性及相關性。

## 關鍵審計事項<sup>(續)</sup>

編號 關鍵審計事項

本核數師的審計如何處理關鍵審計事項

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本核數師已將於聯營公司之投資減值識別為關鍵審計事項，乃由於其對綜合財務報表至關重要，並且由於 貴集團對該聯營公司減值的評估為一個判斷過程，需要就釐定使用價值所用的方法及假設作出估計。估值模型的選擇、主要假設及輸入數據的採納可能受管理層偏好所規限，而該等假設及估值模型輸入數據的變動可能引致重大的財務影響。

# Independent Auditor's Report

## 獨立核數師報告

### Key Audit Matters (Continued)

No.	Key Audit Matter	How our audit addressed the Key Audit Matter
(ii)	<p>Impairment of right-of-use assets</p> <p>Refer to the summary of significant accounting policies in note 4, significant accounting estimates in note 5 and the disclosures of right-of-use assets in note 18 to the consolidated financial statements.</p> <p>As at 31 December 2019, the Group has right-of-use assets with carrying amount of approximately HK\$4,843,000, management performed assessment at the end of the reporting period whether there is any indication that the right-of-use assets may be impaired. Should indication of impairment exists, an impairment assessment will be performed accordingly.</p> <p>The recoverable amounts of the right-of-use assets are assessed by value-in-use calculations which are based on future discounted cash flows on a cash generating unit basis. Management has concluded that there was no impairment in respect of the right-of-use assets as at 31 December 2019. This area is significant to our audit because of the significance of management judgment involved in determining the value-in-use prepared based on future discounted cash flows. For future discounted cash flows, the judgment focuses on revenue growth rates, gross/operating margins and discount rates. All these factors are with estimation uncertainties and may impact the results of the impairment assessments.</p>	<p>Our procedures in relation to impairment of right-of-use assets included:</p> <ul style="list-style-type: none"><li>• Testing the controls and review procedures around identification of impairment indicators;</li><li>• Evaluating the robustness of budgeting process, which is fundamental basis for the valuations;</li><li>• Evaluating management's methodologies in preparing impairment models and documented basis for key assumptions;</li><li>• Performing procedures on those cash generating units where management has identified impairment indicators; or where the recoverable amount is close to carrying value;</li><li>• Assessing the assumptions contained within the calculations including growth assumptions, and implications of industry changes; and</li><li>• Engaging a valuation specialist to assist us in evaluating the discount rates adopted in the value in use calculations using cash flow projection.</li></ul>

## 關鍵審計事項(續)

### 編號 關鍵審計事項

### 本核數師的審計如何處理關鍵審計事項

#### (ii) 使用權資產減值

參閱綜合財務報表附註4之主要會計政策、附註5之主要會計估計及附註18之使用權資產之披露。

於二零一九年十二月三十一日，本集團擁有賬面值約為4,843,000港元之使用權資產，管理層於報告期末進行評估，是否有任何跡象表明使用權資產可能已減值。倘存在減值跡象，將進行減值評估。

使用權資產之可收回金額以使用價值計算進行評估，乃基於未來現金產生單位的折現現金流量。管理層得出結論認為，截至二零一九年十二月三十一日，使用權資產並無發生任何減值。這對本核數師的審計具有重大意義，原因是管理層判斷對於涉及釐定基於未來折現現金流量而編製的使用價值所涉及的重要性。就未來折現現金流量而言，該判斷著重於收入增長率、毛／營業利潤率及折現率。該等所有因素均具有估計的不確定性，並可能影響減值評估結果。

本核數師有關使用權資產減值之程序包括：

- 測試圍繞減值指標識別的控制及審查程序；
- 評價預算過程的穩健性，為估值工作的基本依據；
- 於編製減值模型及關鍵假設的書面依據時評價管理層方法；
- 對管理層識別減值指標的；或可收回金額接近賬面值的該等現金產生單位執行程序；
- 評估計算中包含的假設，包括增長假設以及行業變化的影響；及
- 委聘估值專家協助本核數師使用現金流量預測計算的使用價值所採納的貼現率。

# Independent Auditor's Report

## 獨立核數師報告

### Key Audit Matters (Continued)

No.	Key Audit Matter	How our audit addressed the Key Audit Matter
(iii)	<p>impairment and recoverability of the Group's other receivables</p> <p>Refer to the summary of significant accounting policies in note 4, significant accounting estimates in note 5 and the disclosures of other receivables in note 21 to the consolidated financial statements.</p> <p>We identified the impairment and recoverability of other receivables as a key audit matter due to it accounted for approximately 63% of the Group's total assets (by value) and the significant degree of management's judgement in assessing their expected credit losses ("ECL").</p> <p>As at 31 December 2019, the Group had other receivables of approximately HK\$104,113,000 (net of allowance for impairment of approximately HK\$65,902,000) under which approximately HK\$86,926,000 are guaranteed by independent third parties.</p> <p>In assessing the ECL as well as recoverability of the other receivables, management applied judgement in assessing the ECL based on credit risk characteristics and the likelihood of recovery, taking into account the nature of debtors, the geographical locations and industries, and applying ECL rates to the carrying amount of other receivables. The ECL rates are determined based on historical credit losses experienced and were adjusted to reflect current and forward-looking information such as macroeconomic factors affecting the ability of debtors repay the outstanding debts.</p>	<p>Our procedures in relation to impairment and recoverability of the Group's other receivables included:</p> <ul style="list-style-type: none"><li>• Evaluating the design, implementation and operating effectiveness of key internal controls over credit control, debt collection and estimate of ECL;</li><li>• Assessing the reasonableness of the Group's ECL models by examining the model inputs used by management to form such judgements, including testing the accuracy of the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information including the economic variables and assumptions used in each of the economic scenarios and their probability weightings and assessing whether there was an indication of management bias when recognizing loss allowances;</li><li>• Assessing the financial capability of the guarantors as to whether they are able to provide such guarantees; and</li><li>• Engaging a valuation specialist to assist us in evaluating the appropriates of ECL models and relevant inputs.</li></ul>

## 關鍵審計事項(續)

### 編號 關鍵審計事項

### 本核數師的審計如何處理關鍵審計事項

#### (iii) 貴集團其他應收款項之減值及可收回性

參閱綜合財務報表附註4之主要會計政策、附註5之主要會計估計及附註21之其他應收款項之披露。

本核數師已將其他應收款之減值及可收回性識別為關鍵審計事項，原因為其約佔 貴集團總資產(按價值計算) 63%，及管理層於評估其預期信貸虧損(「預期信貸虧損」)時涉及重大判斷。

於二零一九年十二月三十一日，貴集團的其他應收款項約為104,113,000港元(扣除減值撥備約65,902,000港元)，其中約86,926,000港元以獨立第三方作擔保。

於評估預期信貸虧損及其他應收款項的可收回性時，管理層運用判斷，基於信貸風險特徵及收回款項的可能性，並考慮債務人的性質、地理位置及所處行業評估其預期信貸虧損，並其他應收款項的賬面值應用預期信貸虧損率。預期信貸虧損率乃基於過往信貸虧損釐定，並經調整反映當前及前瞻性資料，如影響債務人償還未償還貸款據之能力的宏觀經濟因素。

本核數師有關 貴集團其他應收款項之減值及可收回性之程序包括：

- 評估對信貸控制、收取債務及估計預期信貸虧損的關鍵內部控制設計、實施及運作有效性；
- 透過檢討管理層形成有關判斷所用的模型輸入數據評估 貴集團預期信貸虧損模型的合理性，包括測試過往虧損率有否就目前的經濟狀況及前瞻性資料(包括經濟可變因素以及各經濟情況下所用假設及其機率比重)適當地作出調整及評估是否有跡象顯示管理層確認虧損撥備的偏見；
- 評估擔保人之財務能力，以確定彼等是否有能力提供相關擔保；及
- 委聘估值專家協助本核數師評估預期信貸虧損模式及相關輸入數據是否適當。

# Independent Auditor's Report

## 獨立核數師報告

### Other Information

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

Our opinion on the consolidated financial statements does not cover the Other Information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the Other Information and, in doing so, consider whether the Other Information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this Other Information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Directors and Audit Committee for the Consolidated Financial Statements

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

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

The audit committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

### 其他資料

貴公司董事須對其他資料負責。其他資料包括 貴公司年報內的所有資料，不包括綜合財務報表及本核數師的核數師報告。

本核數師對綜合財務報表的意見並不涵蓋其他資料，本核數師亦不對該等其他資料發表任何形式的鑒證結論。結合本核數師對綜合財務報表的審計，本核數師的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或本核數師在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於本核數師已執行的工作，倘本核數師認為其他資料存在重大錯誤陳述，本核數師需要報告該事實。就此方面，本核數師並無任何報告。

### 董事及審核委員會就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及遵照香港公司條例的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

在擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

審核為奧運會協助董事履行監督 貴集團財務報告過程的職責。

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

## 核數師就審計綜合財務報表承擔的責任

本核數師的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括本核數師意見的核數師報告。本核數師僅向閣下(作為整體)報告，除此之外本報告別無其他目的。本核數師不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，本核數師運用專業判斷，保持專業懷疑態度。本核數師亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足及適當的審計憑證，作為本核數師意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部監控，以設計適當的審計程序，但目的並非對貴集團內部監控的有效性發表意見。

# Independent Auditor's Report

## 獨立核數師報告

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(Continued)*

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

### 核數師就審計綜合財務報表承擔的責任(續)

- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘本核數師認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則本核數師應當發表非無保留意見。本核數師的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體呈報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。本核數師負責 貴集團審計的方向、監督和執行。本核數師為審計意見承擔全部責任。

除其他事項外，本核數師與管理層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括本核數師在審計中識別出內部監控的任何重大缺陷。

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(Continued)*

We also provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

### **McMillan Woods (Hong Kong) CPA Limited**

*Certified Public Accountants*

#### **Lo Ka Ki**

Audit engagement director

Practising Certificate Number: P06633

3/F, Winbase Centre,

208 Queen's Road Central

Hong Kong

31 March 2020

## 核數師就審計綜合財務報表承擔的責任(續)

本核數師亦向審核委員會提交聲明，說明本核數師已符合有關獨立性的相關專業道德要求，並與彼等溝通有可能合理地被認為會影響本核數師獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與審核委員會溝通的事項中，本核數師確定哪些事項對財務報表的審計最為重要，因而構成關鍵審計事項。本核數師在核數師報告中描述該等事項，除非法律法規不允許公開披露該等事項，或在極端罕見的情況下，如果合理預期在本核數師報告中溝通某事項造成的負面後果超過產生的公眾利益，本核數師決定不應在報告中溝通該事項。

### 長青(香港)會計師事務所有限公司

執業會計師

#### 盧家麒

審計項目董事

執業證書編號：P06633

皇后大道中208號

勝基中心3樓

香港

二零二零年三月三十一日

# Consolidated Statement of Profit or Loss and other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>	7	<b>63,124</b>	57,856
Cost of services rendered	提供服務之成本		<b>(26,983)</b>	(28,892)
<b>Gross profit</b>	<b>毛利</b>		<b>36,141</b>	28,964
Other income	其他收益	8	<b>5,582</b>	15,176
Other losses	其他虧損	9	<b>(3,796)</b>	(10)
Administrative expenses	行政開支		<b>(60,207)</b>	(61,519)
Impairment loss on investment in an associate	投資聯營公司減值虧損	19	<b>(27,719)</b>	(55,027)
Equity-settled share-based payments	以股權結算之以股支付款項		<b>(30,800)</b>	–
Finance costs	融資成本	10	<b>(13,267)</b>	(10,225)
Share of result of an associate	應佔於一間聯營公司之業績		<b>(1,517)</b>	3,628
<b>Loss before tax</b>	<b>除稅前虧損</b>	11	<b>(95,583)</b>	(79,013)
Income tax	所得稅	13	–	–
<b>Loss for the year</b>	<b>本年度虧損</b>	11	<b>(95,583)</b>	(79,013)
<b>(Loss) profit for the year attributable to:</b> 以下人士應佔本年度(虧損)溢利：				
Owners of the Company	本公司持有人		<b>(104,222)</b>	(90,842)
Non-controlling interests	非控股權益		<b>8,639</b>	11,829
			<b>(95,583)</b>	(79,013)
<b>Loss per share (HK Cents)</b>	<b>每股虧損(港仙)</b>	15		
– Basic	– 基本		<b>(2.78 cents 仙)</b>	(2.44 cents 仙)
– Diluted	– 攤薄		<b>N/A 不適用</b>	N/A 不適用

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
	Notes 附註		
Loss for the year	本年度虧損	<b>(95,583)</b>	(79,013)
Other comprehensive expense	其他全面開支		
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可重新分類至損益的項目：</i>		
Exchange differences on translating foreign operations arising during the year	年內換算海外業務產生之匯兌差額	<b>(3,835)</b>	(5,432)
Realisation of exchange fluctuation reserve upon deregistration of a subsidiary	註銷一間附屬公司時變現匯兌波動儲備	<b>(541)</b>	-
<b>Other comprehensive expense, net of income tax</b>	<b>其他全面開支(扣除所得稅)</b>	<b>(4,376)</b>	(5,432)
<b>Total comprehensive expense for the year</b>	<b>本年度全面開支總額</b>	<b>(99,959)</b>	(84,445)
Total comprehensive (expense) income for the year attributable to:	以下人士應佔本年度全面(開支)收益總額：		
Owners of the Company	本公司持有人	<b>(108,598)</b>	(96,274)
Non-controlling interests	非控股權益	<b>8,639</b>	11,829
		<b>(99,959)</b>	(84,445)

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2019  
於二零一九年十二月三十一日

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		Notes 附註		
<b>Assets and liabilities</b>	<b>資產及負債</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Goodwill	商譽	16	1,838	–
Financial assets at fair value through profit or loss	透過損益按公平值列賬之金融資產	22	10,013	15,107
Property, plant and equipment	物業、廠房及設備	17	3,835	9,588
Right-of-use assets	使用權資產	18	4,483	–
Investment in an associate	投資聯營公司	19	22,000	51,000
			<b>42,169</b>	75,695
<b>Current assets</b>	<b>流動資產</b>			
Contingent consideration receivable	應收或然代價	20	16,025	14,619
Other receivables	其他應收賬款	21	104,113	88,374
Financial assets at fair value through profit or loss	透過損益按公平值列賬之金融資產	22	305	507
Cash and cash equivalents	現金及現金等值項目	23	18,967	70,898
			<b>139,410</b>	174,398
<b>Total assets</b>	<b>資產總值</b>		<b>181,579</b>	250,093
<b>Current liabilities</b>	<b>流動負債</b>			
Convertible notes	可換股票據	29	47,669	–
Lease liabilities	租賃負債	24	5,566	–
Other payables	其他應付賬款	25	40,229	29,249
			<b>93,464</b>	29,249

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		Notes 附註		
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Convertible notes	可換股票據	29	–	34,645
Lease liabilities	租賃負債	24	<b>1,381</b>	–
Deferred tax liabilities	遞延稅項負債	26	–	5,891
			<b>1,381</b>	40,536
<b>Total liabilities</b>	<b>負債總額</b>		<b>94,845</b>	69,785
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>45,946</b>	145,149
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>88,115</b>	220,844
<b>Net assets</b>	<b>資產淨額</b>		<b>86,734</b>	180,308
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	27	<b>375,130</b>	375,130
Reserves	儲備		<b>(292,122)</b>	(212,500)
Non-controlling interests	非控股權益		<b>3,726</b>	17,678
<b>Total equity</b>	<b>總權益</b>		<b>86,734</b>	180,308

The consolidated financial statement on pages 92 to 222 were approved and authorised for issue by the Board of Directors on 31 March 2020 and are signed on it behalf by:

第92頁至第222頁的綜合財務報表於二零二零年三月三十一日獲董事會批准及授權刊發，並由下列董事代表簽署：

**Yuan Wei**  
袁偉  
Director  
董事

**Zhang Jianxin**  
張建新  
Director  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

		Share capital	Share premium	Share-based payment reserve	Exchange fluctuation reserve	Convertible notes equity reserve	PRC staff award fund reserve	Accumulated losses	Total	Non controlling interests	Total equity
		股本	股份溢價	以股支付儲備	匯率波動儲備	可換股票據權益儲備	中國員工獎勵基金儲備	累計虧損	合計	非控股權益	權益合計
		Note 28 (c)(i)	Note 28 (c)(ii)	Note 28 (c)(ii)	Note 28 (c)(iii)	Note 28 (c)(iv)					
		附註28(c)(i)	附註28(c)(ii)	附註28(c)(ii)	附註28(c)(iii)	附註28(c)(iv)					
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2018	於二零一八年一月一日	356,590	332,783	78,953	9,194	29,815	11,730	(622,189)	196,876	5,849	202,725
(Loss) profit for the year	本年度(虧損)溢利	-	-	-	-	-	-	(90,842)	(90,842)	11,829	(79,013)
Other comprehensive expense for the year	本年度其他全面開支	-	-	-	(5,432)	-	-	-	(5,432)	-	(5,432)
Total comprehensive (expense) income for the year	本年度全面(開支)收益總額	-	-	-	(5,432)	-	-	(90,842)	(96,274)	11,829	(84,445)
Transfer upon the lapse of share options	購股權失效時轉撥	-	-	(2,919)	-	-	-	2,919	-	-	-
Issue of shares by exercised of share option	因購股權行使而發行股份	5,540	17,204	(6,216)	-	-	-	-	16,528	-	16,528
Issue of share placing	股份配售發行	13,000	32,500	-	-	-	-	-	45,500	-	45,500
At 31 December 2018	於二零一八年十二月三十一日	375,130	382,487	69,818	3,762	29,815	11,730	(710,112)	162,630	17,678	180,308
Impact on initial application of HKFRS 16	初步應用香港財務報告準則第16號之影響	-	-	-	-	-	-	(7,715)	(7,715)	-	(7,715)
At 1 January 2019, as restated	於二零一九年一月一日(如重列)	375,130	382,487	69,818	3,762	29,815	11,730	(717,827)	154,915	17,678	172,593
(Loss) profit for the year	本年度(虧損)溢利	-	-	-	-	-	-	(104,222)	(104,222)	8,639	(95,583)
Other comprehensive expense for the year	本年度其他全面開支	-	-	-	-	-	-	-	-	-	-
Exchange differences on translating foreign operations	換算海外業務之匯兌差額	-	-	-	(3,835)	-	-	-	(3,835)	-	(3,835)
Realisation of exchange fluctuation reserve upon deregistration of a subsidiary	註銷一間附屬公司時變現匯兌波動儲備	-	-	-	(541)	-	-	-	(541)	-	(541)
Total comprehensive (expense) income for the year	本年度全面(開支)收益總額	-	-	-	(4,376)	-	-	(104,222)	(108,598)	8,639	(99,959)
Transfer upon the lapse of share options	購股權失效時轉撥	-	-	(10,056)	-	-	-	10,056	-	-	-
Issue of share options	發行購股權	-	-	30,800	-	-	-	-	30,800	-	30,800
Release of deferred tax liabilities previously recognised	先前確認之遞延稅項負債解除	-	-	-	-	5,891	-	-	5,891	-	5,891
Dividends paid to non-controlling interest	向非控股權益支付股息	-	-	-	-	-	-	-	-	(22,591)	(22,591)
At 31 December 2019	於二零一九年十二月三十一日	375,130	382,487	90,562	(614)	35,706	11,730	(811,993)	83,008	3,726	86,734

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

	Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Cash flow from operating activities</b>	<b>經營業務產生之現金流量</b>		
Loss before tax	除稅前虧損	(95,583)	(79,013)
Adjustments for:	以下各項之調整：		
Finance costs, net	融資成本淨額	13,267	10,225
Depreciation of property, plant and equipment	物業、廠房及設備折舊	3,250	2,611
Depreciation of right-of-use assets	使用權資產折舊	1,123	–
Interest income	利息收入	(2,541)	(422)
Equity-settled share-based payments	以股權結算之以股支付款項	30,800	–
Net unrealised losses (gains) on financial assets at fair value through profit or loss	透過損益按公平值計量之金融資產未變現虧損(收益)淨值	3,796	(49)
Net share of result of an associate	應佔於一間聯營公司之業績淨額	1,517	(3,628)
Fair value change of contingent consideration receivable	應收或然代價公平值變動	(1,406)	(14,685)
Impairment loss on investment in an associate	投資一間聯營公司減值虧損	27,719	55,027
Impairment loss on other receivables	其他應收賬款減值虧損	–	3,000
Exchange (gains)/losses	匯兌(收益)/虧損	(174)	10
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(920)	–
Gain on deregistration of a subsidiary	註銷一間附屬公司之收益	(541)	–
<b>Operating cash flows before movements in working capital</b>	<b>營運資金變動前經營業務之現金流量</b>	<b>(19,693)</b>	<b>(26,924)</b>
Changes in other receivables	其他應收賬款變動	(15,707)	(14,031)
Changes in other payables	其他應付賬款變動	9,579	919
<b>Cash used in operations</b>	<b>經營業務所用現金</b>	<b>(25,821)</b>	<b>(40,036)</b>
Interest element of lease rentals paid	已付租賃租金之利息部分	(243)	–
Overseas taxes paid	已付海外稅項	–	–
<b>Net cash used in operating activities</b>	<b>經營業務所用現金淨額</b>	<b>(26,064)</b>	<b>(40,036)</b>

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

	Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Cash flow from investing activities</b>	<b>投資活動產生之現金流量</b>		
Payment of property, plant and equipment	就物業、廠房及設備支付之款項	(543)	(4,041)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	4,200	–
Purchases of financial assets at fair value through profit or loss	購買透過損益按公平值計量之金融資產	–	(15,000)
Redemption of financial assets at fair value through profit or loss	贖回透過損益按公平值計量之金融資產	1,500	–
Interest received	已收利息	2,541	302
Dividends paid to non-controlling interest of a subsidiary	向一間附屬公司之非控股權益支付之股息	(22,591)	–
Repayment of loans and interest from an associate	償還聯營公司貸款及利息	–	14,320
Capital injection to an associate	向一間聯營公司注資	(794)	(4,142)
Proceeds from disposal of investment held for sales	出售持作銷售投資之所得款項	–	38,000
Net cash outflows from acquisition of a subsidiary	收購一間附屬公司之現金流出淨額	(472)	–
<b>Net cash (used in) from investing activities</b>	<b>投資活動(所用)所得現金淨額</b>	<b>(16,159)</b>	<b>29,439</b>
<b>Cash flow from financing activities</b>	<b>融資活動所得現金流量</b>		
Proceeds from issue of shares by placements	通過配售發行股份之所得款項	–	45,500
Payment of lease liabilities	支付租賃負債	(6,649)	–
Exercised of share option	行使購股權	–	16,528
<b>Net cash (used in) from financing activities</b>	<b>融資活動(所用)所得現金淨額</b>	<b>(6,649)</b>	<b>62,028</b>
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>現金及現金等值項目之(減少)增加淨額</b>	<b>(48,872)</b>	<b>51,431</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>年初之現金及現金等值項目</b>	<b>70,898</b>	<b>20,767</b>
Effect of foreign exchange rate changes	匯率變動之影響	(3,059)	(1,300)
<b>Cash and cash equivalents at the end of the year</b>	<b>年終之現金及現金等值項目</b>	<b>18,967</b>	<b>70,898</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 1. GENERAL INFORMATION

China E-Information Technology Group Limited (the “Company”) is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (Revised) of the Cayman Islands on 10 July 2001. The shares of the Company are listed on the GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The addresses of the registered office and principal place of business of the Company are disclosed in the section of “Corporate Information” in the annual report.

The consolidated financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

The Company acts as an investment holding company. The principal activities of its principal subsidiaries are set out in note 41 to the consolidated financial statements.

### 1. 一般資料

中國網絡信息科技集團有限公司(「本公司」)為於二零零一年七月十日在開曼群島根據開曼群島公司法(經修訂)註冊成立之受豁免有限公司。本公司股份在香港聯合交易所有限公司(「聯交所」)GEM上市。

本公司註冊辦事處及主要營業地點之地址於年報「公司資料」一節披露。

綜合財務報表以港元列值。除另有指明者外，所有數值均四捨五入至最接近之千位數。

本公司為一間投資控股公司。本公司主要附屬公司的主要業務載於綜合財務報表附註41。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

The Group has applied the following new and revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year.

- Amendments to HKFRS 9 Prepayment Features with Negative Compensation
- Amendments to HKAS 19 Plan Amendment, Curtailment or Settlement
- HKFRS 16 Leases
- Amendments to HKAS 28 Long-term Interests in Associates and Joint Ventures
- HK (IFRIC)-Int 23 Uncertainty over Income Tax Treatments
- Annual Improvements 2015-2017 Cycle Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23

Except as describe in “Changes in accounting polices” stated in Note 4 in relation to the adoption of HKFRS 16, the application of the new and revised HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

### 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度，本集團首次應用以下由香港會計師公會(「香港會計師公會」)頒佈之新訂及經修訂香港財務報告準則。

- 香港財務報告準則 具有負補償的提前還款  
第9號之修訂本 特性
- 香港會計準則 計劃修訂、縮減或清償  
第19號之修訂本
- 香港財務報告準則 租賃  
第16號
- 香港會計準則 於聯營公司及合營企業  
第28號之修訂本 之長期權益
- 香港(國際財務報告 所得稅處理的不確定性  
詮釋委員會)  
— 詮釋第23號
- 二零一五年至 香港財務報告準則  
二零一七年週期 第3號、香港財務  
之年度改進 報告準則第11號、  
香港會計準則  
第12號及香港  
會計準則第23號  
之修訂本

除附註4所述之有關採納香港財務報告準則第16號之「會計政策變動」所述者外，於本年度應用新訂及經修訂香港財務報告準則並無對本集團本年度及過往年度之財務表現及狀況及／或該等綜合財務報表所載披露造成重大影響。

### 3. ISSUED BUT NOT YET EFFECTIVE HKFRSs

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective:

HKFRS 17	Insurance Contracts <sup>2</sup>
Amendments to HKFRS 3	Definition of a Business <sup>3</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</sup>
Amendments to HKAS 1 and HKAS 8	Definition of Material <sup>1</sup>
Amendments to HKAS 39, HKFRSs 7 and 9	Interest Rate Benchmark Reform <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2020.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2021.

<sup>3</sup> Effective for business combinations and asset acquisition for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 January 2020.

<sup>4</sup> Effective date not yet been determined.

The Group is in the process of making an assessment of what impact of these amendments and new standards is expected to be in the period of initial application. So for the directors of the Company anticipate that the application of the above new and amendments to HKFRSs will have no material impact on the results and the financial position of the Group.

### 3. 已頒佈惟尚未生效之香港財務報告準則

本集團尚未應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第17號	保險合約 <sup>2</sup>
香港財務報告準則第3號之修訂本	業務之定義 <sup>3</sup>
香港財務報告準則第10號及香港會計準則第28號之修訂本	投資者與其聯營公司或合營企業間之資產出售或投入 <sup>4</sup>
香港會計準則第1號及香港會計準則第8號之修訂本	重要性之定義 <sup>1</sup>
香港會計準則第39號、香港財務報告準則第7號及第9號之修訂本	利率基準改革 <sup>1</sup>

<sup>1</sup> 於二零二零年一月一日或以後開始之年度期間生效。

<sup>2</sup> 於二零二一年一月一日或以後開始之年度期間生效。

<sup>3</sup> 對收購日期為於二零二零年一月一日或之後開始之首個年度呈報期間開始時或之後的業務合併及資產收購生效。

<sup>4</sup> 尚未釐定生效日期。

本集團正評估該等修訂及新準則預期將於初步應用期間產生之影響。截至目前，本公司董事預期應用上述新訂香港財務報告準則及其修訂本不會對本集團之業績及財務狀況產生任何重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES

#### Statement of compliance

These consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange and the Hong Kong Companies Ordinance.

#### Changes in accounting policies

The following explain the impact of the adoption of HKFRS 16 Leases (“HKFRS 16”) on the Group’s consolidated financial statements and also discloses the new accounting policies that have been applied from 1 January 2019, where they are different to those applied in prior periods.

#### Adoption of HKFRS 16

HKFRS 16 supersedes HKAS 17 Leases, and the related interpretations, HK(IFRIC) 4 Determining whether an Arrangement contains a Lease, HK(SIC) 15 Operating Leases-Incentives and HK(SIC) 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. HKFRS 16 introduced a single accounting model for lessees, which requires a lessee to recognise a right-of-use asset and a lease liability for all leases, except for leases that have a lease term of 12 months or less and leases of low-value assets.

Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in HKAS 17. Therefore, HKFRS 16 did not have an impact on leases where the Group is the lessor. The lessor accounting requirements are brought forward from HKAS 17 substantially unchanged.

### 4. 主要會計政策

#### 合規聲明

綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則編製而成。此外，綜合財務報表包括聯交所GEM證券上市規則及香港公司條例規定之適用披露資料。

#### 會計政策變動

下文闡釋採納香港財務報告準則第16號租賃（「香港財務報告準則第16號」）對本集團綜合財務報表之影響，亦披露由二零一九年一月一日起應用之新會計政策，其與過往期間所應用者不同。

#### 採納香港財務報告準則第16號

香港財務報告準則第16號取代香港會計準則第17號「租賃」及相關詮釋、香港（國際財務報告詮釋委員會）詮釋第4號「釐定安排是否包括租賃」、香港（準則詮釋委員會）詮釋第15號「經營租賃－優惠」及香港（準則詮釋委員會）詮釋第27號「評估涉及租賃法律形式交易之內容」。香港財務報告準則第16號為承租人引入單一會計處理模式，要求承租人就所有租賃確認使用權資產及租賃負債，惟租期為12個月或以下之租賃及低價值資產租賃除外。

香港財務報告準則第16號大致沿用香港會計準則第17號的出租人會計處理方式。出租人將繼續使用與香港會計準則第17號中類似的原則將租賃分類為經營或融資租賃。因此，香港財務報告準則第16號對本集團為出租人的租賃並無影響。沿用香港會計準則第17號的出租人會計處理規定大致維持不變。

## 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Changes in accounting policies *(Continued)*

#### *Adoption of HKFRS 16 (Continued)*

HKFRS 16 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to assess the effect that leases have on the financial position, financial performance and cash flows of an entity.

The Group has initially applied HKFRS 16 as from 1 January 2019. The Group has elected to use the modified retrospective approach and has therefore recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2019. Comparative information has not been restated and continues to be reported under HKAS 17.

Further details of the nature and effect of the changes to previous accounting policies and the transition options applied are set out below:

#### (a) *New definition of a lease*

The change in the definition of a lease mainly relates to the concept of control. HKFRS 16 defines a lease on the basis of whether a customer controls the use of an identified asset for a period of time, which may be determined by a defined amount of use. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

## 4. 主要會計政策 *(續)*

### 會計政策變動 *(續)*

#### *採納香港財務報告準則第16號 *(續)**

香港財務報告準則第16號亦引入額外的定性及定量披露要求，旨在讓財務報表使用者評估租賃對實體財務狀況、財務表現及現金流量的影響。

本集團自二零一九年一月一日起首次應用香港財務報告準則第16號。本集團已選擇使用經修訂追溯法，因此將首次應用的累計影響確認為二零一九年一月一日之期初權益結餘的調整。比較資料不予重列，並繼續根據香港會計準則第17號報告。

有關過往會計政策變動的性質及影響以及所應用過渡選擇的進一步詳情載列如下：

#### (a) *租賃的新定義*

租賃定義的變動主要涉及控制的概念。香港財務報告準則第16號根據客戶是否於一段期間內控制已識別資產的使用而定義租賃，其可藉界定的使用量釐定。倘客戶既有權指示已識別資產的使用，亦有權自該使用中獲得絕大部分經濟利益，則控制權已轉移。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Changes in accounting policies (Continued)

##### Adoption of HKFRS 16 (Continued)

###### (a) New definition of a lease (Continued)

The Group applies the new definition of a lease in HKFRS 16 only to contracts that were entered into or changed on or after 1 January 2019. For contracts entered into before 1 January 2019, the Group has used the transitional practical expedient to grandfather the previous assessment of which existing arrangements are or contain leases. Accordingly, contracts that were previously assessed as leases under HKAS 17 continue to be accounted for as leases under HKFRS 16 and contracts previously assessed as non-lease service arrangements continue to be accounted for as executory contracts.

###### (b) Lessee accounting and transitional impact

HKFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by HKAS 17. Instead, the Group is required to capitalise all leases when it is the lessee, including leases previously classified as operating leases under HKAS 17, other than those short-term leases and leases of low-value assets which are exempt.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied the incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rate applied is 2.9%.

### 4. 主要會計政策(續)

#### 會計政策變動(續)

##### 採納香港財務報告準則第16號(續)

###### (a) 租賃的新定義(續)

本集團僅對於二零一九年一月一日或之後訂立或變更的合約應用香港財務報告準則第16號中的租賃新定義。對於二零一九年一月一日前訂立的合約，本集團已採用過渡性實際權宜方法，以令對現有安排為租賃或包含租賃的過往評估不受新規定限制。因此，先前根據香港會計準則第17號評估為租賃的合約繼續按香港財務報告準則第16號入賬列為租賃，而先前評估為非租賃服務安排的合約繼續入賬列為待履行合約。

###### (b) 承租人會計處理及過渡影響

香港財務報告準則第16號取消承租人將租賃分類為經營租賃或融資租賃的規定(如香港會計準則第17號先前所規定)。相反，本集團作為承租人時，須資本化所有租賃(包括先前根據香港會計準則第17號分類為經營租賃的租賃)，惟短期租賃及低價值資產租賃則獲豁免。

於確認先前分類為經營租賃的租賃的租賃負債時，本集團已應用於首次應用日期相關集團實體的增量借款利率。所應用的加權平均增量借款利率為2.9%。

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Changes in accounting policies (Continued)

#### Adoption of HKFRS 16 (Continued)

##### (b) Lessee accounting and transitional impact (Continued)

To ease the transition to HKFRS 16, the Group applied the following recognition exemption and practical expedients at the date of initial application of HKFRS 16:

- (i) elected not to apply the requirements of HKFRS 16 in respect of the recognition of lease liabilities and right-of-use assets to leases for which the remaining lease term ends within 12 months from the date of initial application of HKFRS 16, i.e. where the lease term ends on or before 31 December 2019;
- (ii) applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in a similar economic environment. Specifically, discount rate for certain leases of properties was determined on a portfolio basis;
- (iii) used hindsight based on facts and circumstances as at date of initial application in determining the lease term for the Group's leases with extension options;
- (iv) excluded initial direct costs from measuring the right-of-use assets at the date of initial application; and
- (v) relied on the assessment of whether leases are onerous by applying HKAS 37 as an alternative to an impairment review.

## 4. 主要會計政策(續)

### 會計政策變動(續)

#### 採納香港財務報告準則第16號(續)

##### (b) 承租人會計處理及過渡影響(續)

為方便過渡至香港財務報告準則第16號，本集團於首次應用香港財務報告準則第16號當日應用下列確認豁免及實際權宜方法：

- (i) 對於剩餘租期於首次應用香港財務報告準則第16號當日起計12個月內屆滿(即租期於二零二零年十二月三十一日或之前屆滿)的租賃，選擇不就確認租賃負債及使用權資產應用香港財務報告準則第16號的規定；
- (ii) 就剩餘租期相近之類似經濟環境的類似級別相關資產的租賃組合應用單一折現率。尤其是，就物業租賃折現率乃按組合基準釐定；
- (iii) 根據於初始應用日期的事實及情況使用事後方式為本集團具有延長選擇權的租賃釐定期；
- (iv) 於初始應用日期計量使用權資產時撇除初始直接成本；及
- (v) 透過應用香港會計準則第37號作為減值檢討的替代方法，評估租賃是否屬有償。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Changes in accounting policies (Continued)

##### Adoption of HKFRS 16 (Continued)

##### (b) Lessee accounting and transitional impact (Continued)

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

The following table reconciles the operating lease commitments as disclosed in note 29(b) as at 31 December 2018 to the opening balance for lease liabilities recognised as at 1 January 2019:

### 4. 主要會計政策(續)

#### 會計政策變動(續)

##### 採納香港財務報告準則第16號(續)

##### (b) 承租人會計處理及過渡影響(續)

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

就稅項扣減歸因於租賃負債之租賃交易而言，本集團將香港會計準則第12號「所得稅」規定分別應用於使用權資產及租賃負債。由於應用初步確認豁免，有關使用權資產及租賃負債之暫時差額並未於初步確認時於租期內確認。

下表載列附註29(b)披露之於二零一八年十二月三十一日之經營租賃承擔與於二零一九年一月一日確認之租賃負債的期初結餘對賬：

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Changes in accounting policies (Continued)

##### Adoption of HKFRS 16 (Continued)

##### (b) Lessee accounting and transitional impact (Continued)

#### 4. 主要會計政策(續)

##### 會計政策變動(續)

##### 採納香港財務報告準則第16號(續)

##### (b) 承租人會計處理及過渡影響(續)

		HK\$'000 千港元
Operating lease commitments at 31 December 2018 as disclosed in the Group's consolidated financial statements	如本集團綜合財務報表披露之於二零一八年十二月三十一日之經營租賃承擔	9,517
Discounted using the Group's incremental borrowing rate at 1 January 2019	使用於二零一九年一月一日本集團之遞增借貸利率貼現	8,772
Less: recognition exemption for short-term leases	減：短期租賃確認豁免	(1,057)
<b>Lease liabilities recognised at 1 January 2019</b>	<b>於二零一九年一月一日確認之租賃負債</b>	<b>7,715</b>

The right-of-use assets in relation to leases previously classified as operating leases have been recognised at an amount equal to the amount recognised for the remaining lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of consolidated financial position at 31 December 2018.

Refundable rental deposits paid, if any, are accounted under HKFRS 9 Financial Instruments ("HKFRS 9") and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

先前分類為經營租賃之租賃相關使用權資產已按相等於餘下租賃負債的已確認金額之金額確認，並按與於二零一八年十二月三十一日之綜合財務狀況表確認之租賃有關之任何預付或應計租賃付款金額進行調整。

已付可退回租賃按金(如有)根據香港財務報告準則第9號「金融工具」(「香港財務報告準則第9號」)入賬，初步按公平值計量。於初步確認時對公平值的調整被視為額外租賃付款並計入使用權資產成本。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Changes in accounting policies (Continued)

#### Adoption of HKFRS 16 (Continued)

#### (b) Lessee accounting and transitional impact (Continued)

The following table summaries the impacts of the adoption of HKFRS 16 on the Group's consolidated statement of financial position:

### 4. 主要會計政策(續)

#### 會計政策變動(續)

#### 採納香港財務報告準則第16號(續)

#### (b) 承租人會計處理及過渡影響(續)

下表概述採納香港財務報告準則第16號對本集團綜合財務狀況表之影響：

Line items in the consolidated statement of financial position impacted by the adoption of HKFRS 16	受採納香港財務報告準則第16號影響之簡明綜合財務狀況表項目	Carrying amount as at 31 December 2018	Recognition of leases	Impairment	Carrying amount as at 1 January 2019
		於二零一八年十二月三十一日之賬面值 HK\$'000 千港元	租賃確認 HK\$'000 千港元	減值 HK\$'000 千港元	於二零一九年一月一日之賬面值 HK\$'000 千港元
<b>Assets</b>	<b>資產</b>				
Right-of-use assets	使用權資產	-	7,715	(7,715)	-
<b>Liabilities</b>	<b>負債</b>				
Lease liabilities	租賃負債	-	7,715	-	7,715

## 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Changes in accounting policies *(Continued)*

#### Adoption of HKFRS 16 *(Continued)*

##### (c) *Impact of the financial results and cash flows of the Group*

After the initial recognition of right-of-use assets and lease liabilities as at 1 January 2019, the Group as a lessee is required to recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. This results in a positive impact on the reported profit from operations in the Group's consolidated statement of profit or loss, as compared to the results if HKAS 17 had been applied during the year.

In the cash flow statement, the Group as a lessee is required to split rentals paid under capitalised leases into their principal element and interest element (note 24). These elements are classified as financing cash outflows and operating cash outflows respectively. Although total cash flows are unaffected, the adoption of HKFRS 16 therefore results in a significant change in presentation of cash flows within the cash flow statement (note 24).

## 4. 主要會計政策 *(續)*

### 會計政策變動 *(續)*

#### 採納香港財務報告準則第16號 *(續)*

##### (c) 對本集團財務業績及現金流量之影響

於二零一九年一月一日初步確認使用權資產及租賃負債後，本集團作為承租人須確認租賃負債之未償還結餘累積之利息開支，以及使用權資產折舊，而非過往以直線法於租期內確認根據經營租賃產生之租賃開支之政策。與倘於期內應用香港會計準則第17號所得業績相比，其會對本集團之綜合損益表中之已呈報經營溢利產生積極影響。

於現金流量表中，本集團作為承租人須將根據資本化租賃所支付之租金分為本金部分及利息部分(附註24)。該等部分乃分別分類為融資現金流出及經營現金流出。儘管現金流量總額不受影響，但採納香港財務報告準則第16號導致現金流量表內現金流量之呈現方式發生重大變動(附註24)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Changes in accounting policies (Continued)

##### Adoption of HKFRS 16 (Continued)

#### (c) Impact of the financial results and cash flows of the Group (Continued)

The following tables give an indication of the estimated impact of the adoption of HKFRS 16 on the Group's financial result and cash flows for the year ended 31 December 2019, by adjusting the amounts reported under HKFRS 16 in these consolidated financial statements to compute estimates of the hypothetical amounts that would have been recognised under HKAS 17 if this superseded standard had continued to apply in 2019 instead of HKFRS 16, and by comparing these hypothetical amounts for 2019 with the actual 2018 corresponding amounts which were prepared under HKAS 17.

### 4. 主要會計政策(續)

#### 會計政策變動(續)

##### 採納香港財務報告準則第16號(續)

#### (c) 對本集團財務業績及現金流量之影響(續)

下表顯示採納香港財務報告準則第16號對本集團截至二零一九年十二月三十一日止年度之財務業績及現金流量之估計影響，方法為調整該等綜合財務報表中根據香港財務報告準則第16號所呈報之金額以計算根據香港會計準則第17號應確認之估計假設金額(倘該被取代準則而非香港財務報告準則第16號於二零一九年繼續適用)，以及將二零一九年之該等假設金額與二零一八年根據香港會計準則第17號編製之實際相應金額進行比較。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Changes in accounting policies (Continued)

##### Adoption of HKFRS 16 (Continued)

(c) Impact of the financial results and cash flows of the Group (Continued)

#### 4. 主要會計政策(續)

##### 會計政策變動(續)

##### 採納香港財務報告準則第16號(續)

(c) 對本集團財務業績及現金流量之影響(續)

		2019 二零一九年		2018 二零一八年		
			Deduct: Estimated amounts related to operating lease as if under HKAS 17 (note 1) 扣除：有關 經營租賃之 估計金額 (猶如根據 香港會計準 則第17號) (附註1)	Hypothetical amounts for 2019 as if under HKAS 17	Compared to amounts reported for 2018 under HKAS 17 根據 香港會計 準則第17號 與二零一八年 呈報之金額 比較	
Amounts reported under HKFRS 16	Add back: HKFRS 16 depreciation and interest expense	Amounts reported under HKFRS 16	HKFRS 16 expense	HKAS 17 HKAS 17	HKAS 17	
根據香港財務 報告準則 第16號呈報 之金額 HK\$' 000 千港元	加回：香港 財務報告 準則第16號 下的折舊及 利息開支 HK\$' 000 千港元	根據香港財務 報告準則 第16號呈報 之金額 HK\$' 000 千港元	根據香港會計 準則第17號 呈報之金額 HK\$' 000 千港元	二零一九年 之假設金額 (猶如根據 香港會計 準則第17號) HK\$' 000 千港元	二零一八年 呈報之金額 HK\$' 000 千港元	
Financial result for year ended 31 December 2019 impacted by the adoption of HKFRS 16:	受採納香港財務報告準則第16號影響之截至二零一九年十二月三十一日止年度之財務業績：					
Loss from operation	經營虧損	(82,316)	1,123	(8,757)	(89,950)	(68,788)
Finance costs	融資成本	(13,267)	243	-	(13,024)	(10,225)
Loss before taxation	除稅前虧損	(95,583)	1,366	(8,757)	(102,974)	(79,013)
Loss for the year	年內虧損	(95,583)	1,366	(8,757)	(102,974)	(79,013)

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Changes in accounting policies (Continued)

##### Adoption of HKFRS 16 (Continued)

(c) Impact of the financial results and cash flows of the Group (Continued)

### 4. 主要會計政策(續)

#### 會計政策變動(續)

##### 採納香港財務報告準則第16號(續)

(c) 對本集團財務業績及現金流量之影響(續)

	2019 二零一九年			2018 二零一八年
	Estimated amounts related to operating leases as if under HKAS 17 (note(s) 1 & 2) 有關經營租賃 之估計金額 根據香港財務 報告準則 第16號呈報 之金額 HK\$' 000 千港元	Hypothetical amounts for 2019 as if under HKAS 17 (猶如根據 香港會計準則 第17號) 香港會計 準則第17號) HK\$' 000 千港元		Compared to amounts reported for 2018 under HKAS 17 根據 香港會計 準則第17號 與二零一八年 呈報之金額 比較 HK\$'000 千港元
Line items in the consolidated cash flow statement for year ended 31 December 2019 impacted by the adoption of HKFRS 16:	受採納香港財務報告準則第16號影響之截至二零一九年十二月三十一日止年度之綜合現金流量表項目：			
Cash used in operations	(25,821)	(6,892)	(32,713)	(40,036)
Interest element of lease rentals paid	(243)	243	-	-
<b>Net cash used in operating activities</b>	<b>(26,064)</b>	<b>(6,649)</b>	<b>(32,713)</b>	<b>(40,036)</b>
Capital element of lease rentals paid	(6,649)	6,649	-	-
<b>Net cash (used in) from financing activities</b>	<b>(6,649)</b>	<b>6,649</b>	<b>-</b>	<b>62,028</b>

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Changes in accounting policies (Continued)

#### Adoption of HKFRS 16 (Continued)

#### (c) Impact of the financial results and cash flows of the Group (Continued)

Note 1: The “estimated amounts related to operating leases” is an estimate of the amounts of the cash flows in 2019 that relate to leases which would have been classified as operating leases, if HKAS 17 had still applied in 2019. This estimate assumes that there were no difference between rentals and cash flows and that all of the new leases entered into in 2019 would have been classified as operating leases under HKAS 17, if HKAS 17 had still applied in 2019. Any potential net tax effect is ignored.

Note 2: In this impact table these cash outflows are reclassified from financing to operating in order to compute hypothetical amounts of net cash generated from operating activities and net cash used in financing activities as if HKAS 17 still applied.

### Basis of preparation

The consolidated financial statements have been prepared under the historical cost convention, except for certain financial assets which have been measured at fair value, as explained in the accounting policies set out below.

## 4. 主要會計政策(續)

### 會計政策變動(續)

#### 採納香港財務報告準則第16號(續)

#### (c) 對本集團財務業績及現金流量之影響(續)

附註1：「有關經營租賃之估計金額」為在香港會計準則第17號於二零一九年仍然適用之情況下，有關會分類為經營租賃之租賃於二零一九年之現金流量估計金額。有關估計假設，租金與現金流量並無差異，以及在香港會計準則第17號於二零一九年仍然適用之情況下，所有於二零一九年訂立之新租賃根據香港會計準則第17號會分類為經營租賃。任何潛在淨稅務影響均忽略不計。

附註2：在此影響表中，該等現金流出由融資重新分類至經營，以計算在香港會計準則第17號仍然適用之情況下，經營活動所得之現金淨額以及融資活動所用之現金淨額之假設金額。

### 編製基準

綜合財務報表乃按過往成本法編製，惟如下文所載之會計政策所述，若干金融資產乃按公平值計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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截至二零一九年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2019. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All inter-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstance indicate that there are changes to one or more of the three elements of control described in the accounting policy for subsidiaries below. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

### 4. 主要會計政策(續)

#### 合併基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至二零一九年十二月三十一日止年度的財務報表。附屬公司的財務報表乃於與本公司相同的報告期間並採納一致的會計政策編製。附屬公司的業績由收購日期(即本集團取得控制權當日)起合併計算，並會繼續合併，直至有關控制權終止。

本集團母公司擁有人及非控股權益應佔損益及其他全面收益各組成部分，即使由此引致非控股權益結餘為負數。本集團成員公司之間交易所產生的所有集團內部資產及負債、權益、收入、支出及現金流均在綜合賬目時全數對銷。

倘事實及情況顯示下文附屬公司會計政策所述的三項控制因素之一項或多項出現變動，本集團會重新評估其是否控制被投資公司。附屬公司的所有權權益變動(並無失去控制權)，按權益交易入賬。

## 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Basis of consolidation *(Continued)*

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

### Subsidiaries

A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) The contractual arrangement with the other vote holders of the investee;
- (b) Rights arising from other contractual arrangements; and
- (c) The Group's voting rights and potential voting rights.

## 4. 主要會計政策 *(續)*

### 合併基準 *(續)*

(i)倘本集團失去對附屬公司的控制權，則會終止確認(i)該附屬公司的資產(包括商譽)及負債；(ii)任何非控股權益的賬面值；及(iii)計入權益的累計匯兌差額；並確認(i)已收代價的公平值；(ii)任何保留投資的公平值；及(iii)因此而計入損益的盈餘或虧蝕。先前已於其他全面收入確認的本集團應佔部分，乃在適當的情況下重新分類至損益或保留溢利，倘本集團已直接出售相關資產或負債則須以同一基準確認。

### 附屬公司

附屬公司為本公司直接或間接控制的實體(包括結構性實體)。當本集團對涉及投資對象的浮動回報承擔風險或享有權利以及能透過對投資對象的權力(即賦予本集團現有能以主導投資對象相關活動的既存權利)影響該等回報時，即取得控制權。

倘本公司直接或間接擁有少於投資對象大多數投票或類似權利，則本集團於評估其是否對投資對象擁有權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票持有人的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

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## 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Subsidiaries (Continued)

The results of subsidiaries are included in the Company's profit or loss to the extent of dividends received and receivable. The Company's investments in subsidiaries that are not classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are stated at cost less any impairment losses.

#### Associates

An associate is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition. On acquisition of the investment, any difference between the cost of the investment and the Group's share of the net fair value of the investee's identifiable assets and liabilities is accounted for as follows:

- (a) Goodwill relating to an associate is included in the carrying amount of the investment. Amortisation of that goodwill is not permitted.
- (b) Any excess of the group's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is included as income in the determination of the group's share of the associate's profit or loss in the period in which the investment is acquired.

### 4. 主要會計政策(續)

#### 附屬公司(續)

附屬公司業績以已收及應收股息為限計入本公司的損益表內。本公司於附屬公司的投資若根據香港財務報告準則第5號分類為持作出售之非流動資產及已終止業務並非分類為持作出售，即以成本減任何減值虧損列賬。

#### 聯營公司

聯營公司指本集團對其有重大影響力而無控制權之實體，通常附帶有20%至50%投票權之股權。於聯營公司之投資以權益會計法入賬。根據權益法，投資初始以成本確認，而賬面值則予以增加或減少，以確認投資者在收購日期後佔被投資方損益之比例。本集團於聯營公司之投資包括收購時已識別之商譽。於收購一項投資時，投資成本與本集團應佔被投資對象可識別資產及負債的淨公平值之間的任何差額乃按以下方式入賬：

- (a) 有關聯營公司的商譽計入投資的賬面值。有關商譽不得攤銷。
- (b) 於釐定本集團應佔該聯營公司於需要作出投資的期間之損益時，本集團應佔被投資對象可識別資產及負債的淨公平值超出投資成本之數額入賬列為收益。

#### 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

##### **Associates** *(Continued)*

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of post-acquisition profit or loss is recognised in the profit or loss, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

#### 4. 主要會計政策 *(續)*

##### **聯營公司** *(續)*

倘於聯營公司的所有權權益減少但仍保留重大影響力，先前於其他全面收益確認的金額僅按比例重新分類至損益(如適用)。

本集團收購後應佔的溢利或虧損於損益內確認，而收購後應佔其他全面收益變動於其他全面收益確認，並就投資賬面值作相應調整。倘本集團應佔聯營公司的虧損等於或超過所持聯營公司的權益(包括任何其他無抵押應收款項)，除非本集團承擔法定或推定責任或已代聯營公司付款，否則不會確認進一步虧損。

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## 綜合財務報表附註

For the year ended 31 December 2019  
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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Associates (Continued)

When the most recently available financial statements of an associate is different from the Group's reporting date, the Group may take advantage of the provision contained in HKAS 28 whereby it is permitted to include the attributable share of associate's results based on the financial statements drawn up to a noncoterminous period end where the difference must be no greater than three months. Adjustments shall be made for the effects of significant transactions or events that occur between that date and the date of the Group's consolidated financial statements.

Unrealised gains and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's investment in an associate, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of associate is not individually tested for impairment.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of profit of investments accounted for using equity method' in the profit or loss.

### 4. 主要會計政策(續)

#### 聯營公司(續)

倘聯營公司最近期可得之財務報表與本集團之報告日期存在差異，本集團可利用香港會計準則第28號所載之條文，據此，其准許根據聯營公司不同截算日期(但差距不得超過三個月)之財務報表計入應佔聯營公司之業績。須就當日及本集團綜合財務報表日期之間發生之重大交易或事件之影響作出調整。

本集團與其聯營公司之間進行之交易產生之未變現收益及虧損須以本集團於聯營公司之投資為限予以對銷，惟倘若未變現虧損可證明獲轉讓資產有所減值時除外。收購聯營公司產生之商譽不予獨立進行減值測試。

本集團在每個報告日期釐定於聯營公司的投資是否存在客觀減值證據。一旦存在減值證據，本集團會按聯營公司可收回金額與其賬面值之間的差額計算減值金額，並於損益內「應佔以權益法入賬之投資溢利」確認有關金額。

## 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Associates *(Continued)*

Gain or losses on dilution of equity interest in associates are recognised in the profit or loss.

### Business combination and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the group
- fair value of any asset or liability resulting from a contingent consideration arrangement; and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

## 4. 主要會計政策 *(續)*

### 聯營公司 *(續)*

於聯營公司之股權攤薄收益或虧損於損益內確認。

### 業務合併及商譽

業務合併採用收購法入賬。收購一間附屬公司轉讓的代價包括：

- 所轉讓資產的公平值
- 被收購業務前擁有人所產生的負債
- 本集團已發行股權
- 或然代價安排產生的任何資產或負債公平值；及
- 附屬公司任何預先存在股權的公平值。

在業務合併中所收購的可識別資產以及所承擔的負債及或然負債初步按其於收購日期的公平值計量(少數例外情況除外)。

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### 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### Business combination and goodwill *(Continued)*

For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

### 4. 主要會計政策 *(續)*

#### 業務合併及商譽 *(續)*

對於各項業務合併而言，收購方按公平值或應佔被收購方可識別資產淨值的比例計量被收購方的非控股權益。非控股權益的所有其他部分均按公平值計量。收購相關成本於產生時支銷。

當本集團收購業務時，須根據合約條款、收購日期的經濟環境及相關條件對涉及的金融資產及承擔的金融負債進行評估，以合理分類及指定，其中包括分離被收購方主合約中的嵌入式衍生工具。

若業務合併是分步驟進行，先前持有的股權按合併日的公平值重新計量，所產生的任何收益或損失於損益內確認。

## 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Business combination and goodwill *(Continued)*

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of HKFRS 9 is measured at fair value with changes in fair value either recognised in profit or loss or as a change to other comprehensive income. If the contingent consideration is not within the scope of HKFRS 9, it is measured in accordance with the appropriate HKFRS. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquire over the net identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets of the subsidiary acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

## 4. 主要會計政策 *(續)*

### 業務合併及商譽 *(續)*

收購方將予轉讓的任何或然代價於收購日期按公平值確認。倘或然代價被分類為一項屬於金融工具的資產或負債，且屬於香港財務報告準則第9號的範疇，則按公平值計量，公平值的變動於損益確認或確認為其他全面收益的變動。倘或然代價不屬於香港財務報告準則第9號的範疇，則按照適用的香港財務報告準則計量。倘將或然代價分類為權益，則毋須重新計量，後續結算於權益中入賬。

商譽初步按成本計量，即已轉讓代價、非控股權益之已確認金額及本集團之前持有的被收購方股權之任何公平值的總和，超出本集團購得的可識別資產淨值及所承擔負債的數額。倘此代價及其他項目之和低於購得的附屬公司的資產淨值的公平值，則其差額於重新評估後於損益確認為議價收購收益。

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽每年進行減值測試，而倘出現顯示賬面值可能減值的事件或情況變動，則會較頻密進行減值測試。本集團於十二月三十一日進行年度商譽減值測試。就減值測試而言，業務合併購入的商譽，由收購日期起分配到本集團各個預期會因合併的協同效應而得益的現金產生單位或現金產生單位組別，不論本集團的其他資產或負債有否分配至該等單位或單位組別。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Business combination and goodwill (Continued)

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

#### Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place within the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

### 4. 主要會計政策(續)

#### 業務合併及商譽(續)

減值乃透過評估與商譽有關的現金產生單位(或一組現金產生單位)的可收回金額釐定。倘現金產生單位(或一組現金產生單位)的可收回金額少於其賬面值,則確認減值虧損。已確認的商譽減值虧損不會於以後期間撥回。

當商譽已分配至一個現金產生單位(或一組現金產生單位)的一部分而該單位的某部分業務被出售時,於釐定出售該業務的收益或虧損時,與出售業務相關的商譽將包括在該業務的賬面值內。在此情況下出售的商譽將根據出售業務及現金產生單位的保留部分的相對價值計量。

#### 公平值計量

公平值為市場參與者於計量日期在有序交易中出售資產所收取的價格或轉讓負債所支付的價格。公平值計量乃根據假設出售資產或轉讓負債的交易於資產或負債主要市場或在沒有主要市場情況下,最具優勢資產或負債市場進行而作出。主要或最具優勢市場須為本集團可進入的市場。資產或負債的公平值乃按市場參與者(假設其會以最佳經濟利益行事)於資產或負債定價時所用的假設計量。

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Fair value measurement (Continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1	–	based on quoted prices (unadjusted) in active markets for identical assets or liabilities
Level 2	–	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
Level 3	–	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

## 4. 主要會計政策(續)

### 公平值計量(續)

非金融資產的公平值計量須計及市場參與者能自最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途的其他市場參與者，所產生的經濟效益。

本集團採納適用於不同情況且具備充分數據以供計量公平值的估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

所有於財務報表計量或披露公平值的資產及負債乃基於對公平值計量整體而言屬重大的最低級別輸入數據按以下公平值等級分類：

第一級	–	基於同類資產或負債於活躍市場中的報價(未經調整)
第二級	–	基於對公平值計量而言屬重大的可觀察(直接或間接)最低級別輸入數據的估值方法
第三級	–	基於對公平值計量而言屬重大的不可觀察最低級別輸入數據的估值方法

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### 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### Fair value measurement *(Continued)*

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### 4. 主要會計政策 *(續)*

#### 公平值計量 *(續)*

就按經常性基準於財務報表確認的資產及負債而言，本集團透過於各報告期末重新評估分類（基於對公平值計量整體而言屬重大的最低級別輸入數據）確定是否發生不同等級轉移。

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Property, plant and equipment

Property, plant and equipment held for use in the production or supply of goods and services, or for administrative purpose are stated at cost less subsequent accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold improvements	The shorter of the lease terms or 20%
Furniture, fixtures and office equipment	20%
Motor vehicles	20%

## 4. 主要會計政策(續)

### 物業、廠房及設備

就生產或供應貨品及服務或就行政目的而持有之物業、廠房及設備按成本減其後之累計折舊及累計減值虧損列賬。物業、廠房及設備項目之成本包括其購買價及使資產達至擬定用途的運作狀況及地點的任何直接應佔成本。

物業、廠房及設備項目投入運作後所產生之開支，如維修及保養等，一般均會於產生期間自損益扣除。於屬符合確認條件之情況下，大型檢修之開支於資產賬面值中資本化為一項重置。倘物業、廠房及設備之重要部分須分階段重置，則本集團將該等部分確認為具有特定使用年期及折舊之個別資產。

折舊乃就物業、廠房及設備各項目之估計可使用年期以直線法撇銷其成本至其剩餘價值計算。就此採用之主要折舊年率如下：

租賃物業裝修	租期或20% (以較短者為準)
傢俬、裝置辦公設備	20%
汽車	20%

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Property, plant and equipment (Continued)

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

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

#### Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than trade and other receivables, inventories and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

### 4. 主要會計政策(續)

#### 物業、廠房及設備(續)

倘物業、廠房及設備項目不同部分之可使用年期不同，則該項目之成本按合理基準於不同部分間分配，而各部分會分開折舊。剩餘價值、可使用年期及折舊方法至少於各財政年度末進行檢討及調整(如適用)。

物業、廠房及設備項目及初步確認之任何重大部分於出售時或預期使用或出售該項目將不會帶來未來經濟利益時取消確認。於資產取消確認之年度於益損內確認之出售或報廢之收益或虧損指相關資產銷售所得款項淨額與賬面值之差額。

#### 非金融資產減值

倘存在減值跡象，或需要對資產(貿易及其他應收賬款、存貨及金融資產除外)進行年度減值測試時，則會估計資產的可收回金額。資產的可收回金額乃以資產或現金產生單位的使用價值與其公平值減出售成本兩者中的較高者為準，並就個別資產作出釐定，惟倘資產並不產生基本上獨立於其他資產或資產組別的現金流入則當別論，在此情況下，可收回金額按資產所屬現金產生單位釐定。

## 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Financial assets

Financial assets are initially recognised on the trade date, that is, the date that the Group commits to purchase the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

#### ***Initial recognition and classification of financial assets***

The classification of financial assets at initial recognition depends on their contractual cash flow characteristics and the business model for managing the instruments. Financial assets are classified as measured at amortised cost, fair value through profit or loss (“FVTPL”) or fair value through other comprehensive income (“FVOCI”) (either with recycling to profit or loss for debt instruments or without recycling to profit or loss for equity investments). On initial recognition, the Group measures a financial asset (unless it is a trade receivable without a significant financial component that is initially measured at the transaction price) at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. The transaction costs of financial assets carried at FVTPL are recognised in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

The measurement of financial assets depends on their classification as follows:

## 4. 主要會計政策(續)

### 金融資產

金融資產初步於交易日(即本集團承諾購買資產當日)確認。正規途徑買賣或銷售乃要求於市場法規或慣例所一般確定之期內交付資產之金融資產買賣或銷售。

#### **金融資產的初始確認及分類**

於初始確認時，金融資產分類取決於金融資產的合約現金流量特點及管理該等工具的業務模式。金融資產分類為按攤銷成本、按公平值計入損益(「按公平值計入損益」)及按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量(債務工具可轉回至損益，而權益工具則不可轉回至損益)。於初始確認時，本集團金融資產(首次按交易價計量的並無重大融資部份的貿易應收款項除外)按其公平值加上與收購金融資產直接應佔的交易成本計量(倘屬並非按公平值計入損益計量的金融資產)。按公平值計入損益計量的金融資產的交易成本於損益確認。

確定具有嵌入衍生工具的金融資產的現金流量是否僅為支付本金及利息時，應整體考慮該等金融資產。

金融資產取決於其分類的計量如下：

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial assets (Continued)

##### Financial assets at amortised cost

Financial assets are measured at amortised cost if they meet both of the following conditions and are not designated as at FVTPL:

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

##### Debt investments at FVOCI

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated at FVTPL:

- It is held with a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### Equity investment at FVOCI

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment by investment basis.

### 4. 主要會計政策(續)

#### 金融資產(續)

##### 按攤銷成本計量的金融資產

倘金融資產同時符合以下條件，且並無指定按公平值計入損益，則該金融資產按攤銷成本計量：

- 目的是持有金融資產以收取合約現金流量的於業務模式內持有的金融資產；及
- 金融資產的合同條款於特定日期產生的現金流量僅為支付本金和未償還本金的利息。

##### 按公平值計入其他全面收益的債務投資

倘債務投資符合以下兩個條件並且未指定為按公平值計入損益，則債務投資按公平值計入其他全面收益計量：

- 目的是透過收取合約現金流量和出售金融資產實現的以業務模式持有的債務投資；及
- 債務投資的合同條款於特定日期產生的現金流量僅為支付本金和未償還本金的利息。

##### 按公平值計入其他全面收益的股權投資

於初次確認並非持作買賣用途的股權投資時，本集團可不可撤回地選擇於其他全面收益中呈列投資公平值的後續變動。該選擇乃按投資逐項作出。

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial assets (Continued)

#### Financial assets at FVTPL

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This included all derivative financial assets and equity investments that are held for trading. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets are held for trading when they have been purchased or issued primarily for short-term profit making through trading activities or form part of a portfolio of financial instruments that are managed together, for which there is evidence of a recent pattern of short-term profit taking.

#### Subsequent measurement

##### Financial assets at FVTPL

Financial assets at FVTPL are subsequently measured at fair value. Except for derivatives designated as hedging instruments, changes in fair value are recognised as net gains or losses in profit or loss. Interest and dividend income are recognised as other income in profit or loss.

##### Financial assets at amortised cost

These financial assets (including loans and receivables) are subsequently measured at amortised cost. Amortised cost is calculated by taking into account any discount or premium on issue funds, and costs that are an integral part of the effective interest rate ("EIR").

## 4. 主要會計政策(續)

### 金融資產(續)

#### 按公平值計入損益計量的金融資產

未按上述分類為攤銷成本或按公平值計入其他全面收益計量的所有金融資產均按公平值計入損益計量。此包括所有衍生金融資產及持作買賣股權投資。於初始確認時，本集團可不可撤回地指定金融資產(於其他方面符合按攤銷成本計量或按公平值計入其他全面收益的規定)為按公平值計入損益，前提是有關指定可消除或大幅減少會計錯配發生。

金融資產在購買或發行時主要是為了通過交易活動進行短期盈利或者是作為共同管理的金融工具組合的一部份而持作買賣，有證據表明最近短期盈利模式。

#### 後續計量

##### 按公平值計入損益計量的金融資產

按公平值計入損益計量的金融資產隨後按公平值計量。除指定為對沖工具的衍生工具外，公平值變動在損益中確認為淨收益或損失。利息及股息收入在損益中確認為其他收入。

##### 按攤銷成本計量的金融資產

該等金融資產(包括貸款和應收款項)隨後按攤銷成本計量。攤銷成本乃透過計及發行基金的任何折價或溢價，以及作為實際利率(「實際利率」)組成部分的成本計算。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Subsequent measurement (Continued)

##### Debt investments at FVOCI

Debt investments at FVOCI are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are reclassified to profit or loss.

##### Equity investments at FVOCI

Equity investments at FVOCI are subsequently measured at fair value. Dividends are recognised as other income in profit or loss when the Group's right to receive payments is established unless the dividend clearly represent a recovery of part of the cost of investment. Other net gains and losses are recognised in other comprehensive income and cannot be subsequently reclassified to profit or loss.

##### Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified at FVTPL if it is held for trading, is a derivative or is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value with net gains or losses, including interest expenses, recognised in profit or loss.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expenses and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

### 4. 主要會計政策(續)

#### 後續計量(續)

##### 按公平值計入其他全面收益計量的債務投資

按公平值計入其他全面收益計量的債務投資隨後按公平值計量。使用實際利率法計算利息收入、外匯損益及於損益中確認的減值。其他淨收益及虧損於其他全面收益確認。於終止確認時，其他綜合收益中累計的收益和損失將重新分類至損益。

##### 按公平值計入其他全面收益計量的股權投資

按公平值計入其他全面收益計量的股權投資隨後按公平值計量。股息於確立本集團收取付款權利時於損益中確認為其他收入(股息明確代表收回的部分投資成本)。其他淨收益和虧損於其他全面收益中確認，並不能隨後重新分類至損益。

##### 金融負債

金融負債分類為按攤銷成本或按公平值計入損益計量。倘金融負債持作買賣、為衍生品或於初始確認時指定為衍生品，則分類為按公平值計入損益計量。按公平值計入損益計量的金融負債按淨收益或虧損的公平值計量(包括利息支出)，於損益中確認。

其他金融負債其後以實際利率法按攤銷成本計量。利息支出和外匯損益於損益中確認。終止確認的任何收益或虧損亦於損益中確認。

## 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Financial liabilities *(Continued)*

#### Convertible notes

Convertible notes that can be converted to equity share capital at the option of the holder, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments which contain both a liability component and an equity component.

At initial recognition the liability component of the convertible notes is measured at fair value based on the present value of the future interest and principal payments, discounted at the market rate of interest applicable at the time of initial recognition to similar liabilities that do not have a conversion option. The equity component is initially recognised at the difference between the fair value of the convertible notes as a whole and the fair value of the liability component. Transaction costs that relate to the issue of a compound financial instrument are allocated to the liability and equity components in proportion to the allocation of proceeds.

The liability component is subsequently carried at amortised cost. The interest expense recognised in profit or loss on the liability component is calculated using the effective interest method. The equity component is recognised in the capital reserve until either the note is converted or redeemed.

If the note is converted, the capital reserve, together with the carrying amount of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued. If the note is redeemed, the capital reserve is released directly to retained profits.

## 4. 主要會計政策 *(續)*

### 金融負債 *(續)*

#### 可換股票據

可換股票據可按持有人的選擇轉換為股本，倘轉換後發行的股份數目及當時收取的代價價值並無變動，則可轉換票據作為兼具負債及權益成份的複合金融工具入帳。

於初始確認時，可換股票據的負債部分乃基於未來利息及本金付款的現值按公平值計量，並按初步確認時適用的市場利率折現至並無轉換權的類似負債。權益部分初步按可換股票據整體公平值與負債部分之公平值之間的差額確認。與發行複合金融工具有關的交易成本按所得款項分配比例分配至負債及權益部分。

負債部分其後按攤銷成本列賬。於損益中確認的負債部分的利息費用使用實際利率法計算。權益部分於資本儲備中確認，直至票據轉換或贖回。

倘轉換票據，則資本儲備連同轉換時負債部分的賬面值將轉撥至股本及股份溢價作為已發行股份之代價。倘票據被贖回，則資本儲備直接發放至保留溢利。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Reclassification of financial assets and liabilities

The Group does not reclassify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances in which the Group acquires, disposes of, or terminates a business line. Financial liabilities are never reclassified. The Group did not reclassify any of its financial assets or liabilities during the year.

#### Derecognition of financial assets and liabilities

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's combined statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

### 4. 主要會計政策(續)

#### 金融資產及負債之重新分類

除本集團收購、出售或終止業務線等例外情況外，本集團並無於初步確認後重新分類其金融資產。金融負債從不作重新分類。本集團於本年度內並無重新分類其任何金融資產或負債。

#### 終止確認金融資產及負債

當符合下列條件時根本上終止確認(即自本集團之合併財務狀況表移除)金融資產(或(如適用)金融資產的一部分或一組同類金融資產的一部分):

- 自資產收取現金流量之權利已屆滿；或
- 本集團已轉讓其自資產收取現金流量之權利及(a)本集團已轉讓該資產的絕大部分風險及回報，或(b)本集團既無轉讓亦無保留該資產的絕大部分風險及回報，但已轉讓該資產之控制權。

## 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Derecognition of financial assets and liabilities *(Continued)*

When the Group has transferred its rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified and the cash flows of the modified liability are substantially different, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability. The difference between the respective carrying value of the original financial liability and the consideration paid is recognised in profit or loss.

## 4. 主要會計政策 *(續)*

### 終止確認金融資產及負債 *(續)*

當本集團已轉讓其自資產收取現金流量之權利，則其評估是否已保留該資產之風險及回報及保留到何種程度。倘本集團既無轉讓亦無保留資產的絕大部分風險及回報，及並無轉讓該資產之控制權，則本集團繼續確認所轉讓之資產，並以本集團之持續參與為限。於此情況下，本集團亦確認相關負債。已轉讓資產及相關負債基於可反映本集團保留之權利及義務計量。

當金融負債項下之責任已履行、被取消或屆滿時，終止確認該金融負債。

當現有金融負債被同一債權人以另一金融負債替代，而該項金融負債之條款與現有負債之條款存在顯著差異，或現有負債之條款大幅改動及經修改後負債之現金流量大不相同，則該交換或改動被視為終止確認原有負債及確認一項新負債。原金融負債之各賬面值與已付代價之差額於損益內確認。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment of financial assets

The Group recognises a loss allowance for expected credit losses (“ECL”) on its receivables. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for its receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

### 4. 主要會計政策(續)

#### 金融資產減值

本集團就其他應收款項確認預期信貸虧損(「預期信貸虧損」)減值撥備。預期信貸虧損金額於個報告日期更新，以反映信貸風險自步確認相關金融工具以來的變動。

本集團一直就其應收款項確認全期預期信貸虧損。該等金融資產之預期信貸虧損乃根據本集團過往之信貸虧損經驗採用撥備矩陣估計，並就債務人之特定因素、整體經濟狀況以及於報告日期對現行及預測經濟狀況發展方向之評估(包括金錢時間值(如適用))作出調整。

就所有其他金融工具，倘信貸風險自初始確認後顯著增加，則本集團確認全期預期信貸虧損。然而，倘金融工具之信貸風險自初始確認後並無顯著增加，則本集團按相等於12個月預期信貸虧損之金額計量該金融工具之虧損撥備。

全期預期信貸虧損指於金融工具預計存續期內所有可能違約事件導致之預期信貸虧損。相對而言，12個月預期信貸虧損指全期預期信貸虧損中預期於報告日期後12個月內金融根工具可能發生之違約事件預期導致之部份。

## 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Impairment of financial assets *(Continued)*

#### **Significant increase in credit risk**

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

## 4. 主要會計政策 *(續)*

### 金融資產減值 *(續)*

#### **信貸虧損顯著增加**

評估金融工具的信貸風險自初始確認以來是否顯著上升時，本集團會比較金融工具於報告日期發生違約的風險與金融工具於初始確認日期發生違約的風險。作出評估時，本集團會考慮合理及具支持性的定量及定性資料，包括過往經驗及可以合理成本及精力獲取的前瞻性資料。所考慮的前瞻性資料包括獲取自經濟專家報告、金融分析師、政府機構及其他類似組織的本集團債務人經營所在行業的未來前景，以及考慮與本集團核心業務有關的各種實際及預測經濟資料。

具體而言，於評估信貸風險自初始確認時起是否顯著增加時會考慮以下資料：

- 金融工具之外部(如可得)或內部信貸評級實際或預期顯著下跌；
- 特定金融工具信貸風險的外部市場指標顯著惡化；
- 商業、金融或經濟情況出現預計會導致債務人償債能力顯著下降的現有或預期不利變動；

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment of financial assets (Continued)

##### Significant increase in credit risk (Continued)

- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- the financial instrument has a low risk of default,
- the debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and
- adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

### 4. 主要會計政策(續)

#### 金融資產減值(續)

##### 信貸虧損顯著增加(續)

- 債務人經營業績實際或預期顯著惡化；
- 同一債務人其他金融工具的信貸風險顯著增加；
- 債務人的監管、經濟或技術環境有實際或預期的顯著不利變動，導致債務人償還債項的能力顯著下降。

無論上述評估的結果如何，本集團假設倘合約付款逾期超過30天，則金融資產的信貸風險自初始確認以來顯著增加，除非本集團有能說明信貸風險並無顯著增加的合理可靠資料，則作別論。

儘管如此，如金融工具於報告日被認為具低信貸風險，則本集團可假設該金融工具之信貸風險自初始確認後未有顯著增加。金融工具具有較低之信貸風險，倘：

- 金融工具的違約風險較低，
- 債務人在短期內絕對有能力履行其合約現金流量之義務，及
- 經濟及商業條件長遠的不利變動，不一定會降低債務人履行合約現金流義務之能力。

## 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Impairment of financial assets *(Continued)*

#### **Significant increase in credit risk** *(Continued)*

The Group considers a financial asset to have low credit risk when the asset has external credit rating of “investment grade” in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of “performing”. Performing means that the counterparty has a strong financial position and there is no past due amounts.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

#### **Definition of default**

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or

## 4. 主要會計政策 *(續)*

### 金融資產減值 *(續)*

#### 信貸虧損顯著增加 *(續)*

倘根據全球信納之定義，金融工具內部或外部之信用評級被評為「投資級別」，或倘缺乏外部評級，而該資產獲得「優質」的內評級，則本集團認為該資產之信貸風險較低。優質評級意味著交易對手的財務狀況穩健且並無逾期金額。

就財務擔保合約而言，本集團訂立不可撤銷承諾之日期被視為評估金融工具減值之初步確認日期。於評估財務擔保合約之信貸風險自初始確認起是否顯著增加時，本集團考慮特定債務人之違約風險變動。

本集團定期監察用以確定信貸風險曾否顯著增加的標準的成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前確定信貸風險顯著增加。

#### 違約的定義

本集團認為以下情況就內部信貸風險管理目的而言構成違約事件，原因為過往經驗表明符合以下任何一項條件的應收款項一般無法收回。

- 交易對手違反財務契諾；或

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment of financial assets (Continued)

##### Definition of default (Continued)

- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

##### Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the counterparty;
- a breach of contract, such as a default or past due event;

### 4. 主要會計政策(續)

#### 金融資產減值(續)

##### 違約的定義(續)

- 內部產生或獲取自外部來源的資料表明，債務人不太可能向債權人(包括本集團)全額還款(不考慮本集團持有的任何抵押品)。

不計上述分析，本集團認為，倘金融工具逾期超過90天，則發生違約事件，除非本集團具有說明更寬鬆的違約標準更為合適的合理可靠資料，則作別論。

##### 信貸減值金融資產

當發生對金融資產的估計未來現金流產生不利影響的一件或多件事件之時，該金融資產即出現信貸減值。金融資產信貸減值的證據包括以下事件的可觀察數據：

- 發行人或對手方陷入嚴重財務困難；
- 違反合約，例如違約或逾期事件；

## 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Impairment of financial assets *(Continued)*

#### ***Credit-impaired financial assets*** *(Continued)*

- the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider; or
- it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation; or

the disappearance of an active market for that financial asset because of financial difficulties.

#### ***Write-off policy***

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

## 4. 主要會計政策 *(續)*

### 金融資產減值 *(續)*

#### ***信貸減值金融資產*** *(續)*

- 對手方的貸款人出於與對手方財困相關的經濟或合約原因，而向對手方授予貸款人原本不會考慮的優惠；或
- 對手方可能破產或進行其他財務重組；或

因財務困難導致金融資產的活躍市場消失。

#### ***撤銷政策***

當有資料顯示債務人陷入嚴重財務困境，且並無實際收回的可能之時（包括債務人已清算或進入破產程序）或金額逾期超過兩年（就應收貿易賬款而言）（以較早發生者為準），本集團會撤銷金融資產。已撤銷的金融資產仍可根據本集團的收回程序實施強制執行，在適當情況下考慮法律意見。任何收回款項會於損益中確認。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment of financial assets (Continued)

##### Measurement and recognition of ECL

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

### 4. 主要會計政策(續)

#### 金融資產減值(續)

##### 預期信貸虧損之計量及確認

預期信貸虧損計量的依據為違約概率、違約損失率(即違約時的損失程度)及違約風險的函數。評估違約概率及違約損失率乃依據過往數據，並按上述前瞻性資料調整。而金融資產的違約風險則以資產於報告日期的賬面總值表示；就財務擔保合約而言，風險包括於報告日期提取的金額連同任何基於歷史趨勢、本集團對債務人特定未來融資需求的理解以及其他相關前瞻性資料釐定的預計將於未來違約日期前提取的額外金額。

就金融資產而言，預期信貸虧損根據合約應付本集團的所有合約現金流量與本集團預期將收取的所有現金流量之間的差額估計，並按初始實際利率貼現。

## 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

### Cash and cash equivalents

For the purpose of the consolidated statement of cash flow, cash and cash equivalents comprise cash on hand and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the statements of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use. Cash and cash equivalents are assessed for ECL.

### Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the best estimate of consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligations, its carrying amount is the present value of those cash flow (where the effect is material).

## 4. 主要會計政策(續)

### 抵銷金融工具

金融資產及金融負債可抵銷及淨額於財務狀況表內呈報，前提是現時具有可執行權利可抵銷已確認金額並有意按淨額基準結算或同時變現資產及償付負債。

### 現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目包括手頭現金及短期高流動性投資(可隨時兌換為已知現金金額，價值變動風險不大，且期限短，一般為購入時起計三個月內)，減須按要求的償還及構成本集團現金管理一部分的銀行透支。

就財務狀況表而言，現金及現金等值項目指手頭現金及銀行現金，包括並無使用限制之定期存款及類似現金性質的資產。現金及現金等值項目已進行預期信貸虧損評估。

### 撥備

當本集團因過往事件而存有現行責任及本集團可能需要履行該責任，則確認撥備。撥備以作出於報告期末履行現行責任所需代價之最佳估計量，並計及履行責任之風險及不明朗因素。倘撥備按履行現行責任估計所需之現金流量計量，則其賬面值為有關現金流量之現值(如影響重大)。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable based on the consideration specified in a contract with a customer for the services in the ordinary course of the Group's activities. Revenue is shown, net of discounts. Revenue is recognised when the Group satisfies a performance obligation by transferring a promised goods or services (that is an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset; and when specific criteria have been met for each of the Group's activities on the following bases:

- (i) Tuition revenue from educational programs is recognised over time with reference to the detailed terms of relevant education programs as stipulated in the contracts. The performance obligation is satisfied over time as services are rendered.
- (ii) Revenue from sales of educational materials and products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods.
- (iii) Interest income is recognised as it accrues using the effective interest method.

### 4. 主要會計政策(續)

#### 收入確認

收入按已收或應收代價之公平值計量，乃基於於本集團日常業務過程中就有關服務與客戶之合約中所訂明之代價。收入於扣除折扣後列示。當本集團通過向客戶轉移所承諾之貨品或服務(即為一項資產)履行履約責任時即確認收入。當(或於)客戶取得資產之控制權時即表示資產已轉移；及按下列基準本集團各項業務活動符合具體標準時：

- (i) 教學課程之收入參考有關合約內規定之相關教學課程之詳盡條款隨時間確認。履約責任於提供服務時隨時間達成。
- (ii) 教學材料及產品之銷售收入於資產之控制權轉移客之時間點(通常為貨品交付時)確認。
- (iii) 利息收入於應計時使用實際利息法確認。

## 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Employee benefits

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

The obligations for contributions to defined contribution retirement scheme are recognised as an expense in the profit or loss as incurred. The assets of the scheme are held separately from those of the Group in an independent administered fund.

Employee entitlements to annual leave and long service payments are recognised when they accrue to employees. A provision will be made for the estimated liability for annual leave and long service payments as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity or paternity leave are not recognised until the time of leave.

## 4. 主要會計政策 *(續)*

### 僱員福利

**(i) 短期僱員福利及定額供款退休計劃之供款**

定額供款退休計劃之供款責任於產生時在損益確認為開支。該計劃之資產與本集團之資產分開持有，存放於獨立管理之基金。

僱員應得之年假及長期服務金於應計予僱員時確認。本集團將就僱員於報告期末前提供服務所得之年假及長期服務金涉及之估計負債作出撥備。

僱員應得之病假及產假或陪產假於休假時確認。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Employee benefits (Continued)

##### (ii) Share-based payments

The Group operates equity-settled share-based compensation scheme (“Scheme”) to remunerate its employees.

For share options granted under the Scheme, the fair value of the employees’ services rendered in exchange for the grant of the options is recognised as an expense immediately and credited to the share-based payment reserve under equity. Where the employees are required to meet vesting conditions before they become entitled to the options, the Group recognises the fair value of the options granted over the vesting periods. At the end of each reporting period, the Group revises its estimates of the number of options that are expected to become exercisable. It recognises the impact of the revision of the original estimates, if any, in the profit or loss, and a corresponding adjustment to the share-based payment reserve.

Equity-settled share-based payments to consultants are measured at the fair value of the services rendered or, if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

### 4. 主要會計政策(續)

#### 僱員福利(續)

##### (ii) 以股支付款項

本集團設有以股權結算之以股支付薪酬計劃(「計劃」)，藉以向僱員提供獎賞。

就根據該計劃授出之購股權而言，僱員就獲授購股權而提供之服務之公平值乃即時確認作開支並撥入權益項下之以股支付儲備。如僱員須達到歸屬條件才可享有購股權，本集團將會於歸屬期內確認所授購股權之公平值。於各報告期末，本集團修訂其預期可獲行使之購股權數目之估計。其於損益確認修訂原先估計(如有)之影響，並在以股支付儲備中作出相應調整。

向顧問支付之以股權結算之以股支付款項按所提供服務的公平值計量，或倘所提供服務的公平值不能可靠計量，則按所授出股本工具的公平值計量。公平值於本集團獲得服務當日計量，並確認為開支。

## 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Employee benefits *(Continued)*

#### (ii) *Share-based payments (Continued)*

Upon exercise of the share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price over the nominal value of the shares is recorded by the Company in the share premium account. The equity amount is recognised in the share-based payment reserve until the option is exercised when it is transferred to the share premium account. If the options lapse unexercised, the related share-based payment reserve is transferred directly to retained profits.

### Leases

#### *Definition of a lease*

A contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

#### *The Group as lessee*

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets.

## 4. 主要會計政策 *(續)*

### 僱員福利 *(續)*

#### (ii) 以股支付款項 *(續)*

於購股權獲行使後，本公司將把因此發行之股份按股份之面值記錄為額外股本，而行使價超出股份面值之數額則記入本公司股份溢價賬。權益金額於以股支付儲備內確認，直至購股權被行使，在此情況下將轉撥至股份溢價賬內。倘購股權失效而未有行使，相關以股支付儲備則會直接轉撥入保留溢利。

### 租賃

#### 租賃之定義

倘合約為換取代價而給予在一段時間內控制已識別資產使用之權利，則該合約為租賃或包含租賃。

#### 本集團作為承租人

本集團於合約初始日期評估合約是否屬租賃或包含租賃。本集團就其作為承租人的所有租賃安排確認使用權資產及相應租賃負債，除該等短期租賃（定義為租期為12個月或以下的租賃）及低值資產租賃外。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leases (Continued)

##### Lease liabilities

At the commencement date, the Group measures lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted by using the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate.

The lease liability is presented as a separate line in the consolidated statements of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

Lease liability is remeasured whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment;

### 4. 主要會計政策(續)

#### 租賃(續)

##### 租賃負債

於開始日期，本集團按當日尚未支付租賃付款的現值計量租賃負債。租賃付款乃採用租賃中的隱含利率進行貼現。倘該利率不能較容易地釐定，則本集團採用其遞增借款利率。

租賃付款包括固定付款(包括實質上的固定付款)減去任何應收租賃優惠、可變租賃付款(取決於一項指數或利率)及根據剩餘價值擔保預期應付金額。租賃付款亦包括本集團合理確定行使之購買期權之行使價以及終止租賃的罰金付款(倘租賃條款反映本集團行使終止租賃之選擇權)。

租賃負債於綜合財務狀況表內呈列為單獨項目。

租賃負債其後透過增加賬面值反映租賃負債的利息(採用實際利率法)及調減賬面值反映已支付的租賃付款進行計量。

倘出現以下情況，本集團重新計量租賃負債：

- 租期有所變動或行使購買選擇權之評估發生變化，在此情況下，相關租賃負債透過使用重新評估日期之經修訂貼現率貼現經修訂租賃付款而重新計量。

## 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Leases *(Continued)*

#### Lease liabilities *(Continued)*

- the lease payments change due to changes in expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

#### Right-of-use assets

The associated right-of-use assets were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the consolidated statement of financial position.

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses. They are depreciated on a straight-line basis over the shorter period of lease term and the useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset.

The Group presents right-of-use assets as a separate line item on the consolidated statements of financial position.

## 4. 主要會計政策 *(續)*

### 租賃 *(續)*

#### 租賃負債 *(續)*

- 租賃付款因擔保剩餘價值項下之預期付款變動而出現變動，在此情況下，相關租賃負債透過使用初始貼現率貼現經修訂租賃付款而重新計量。

#### 使用權資產

相關使用權資產按租賃負債的等值金額進行計量，並使用與於綜合財務狀況表內確認的租賃相關的任何預付或應計租賃付款金額作出調整。

使用權資產其後按成本減累計折舊及減值虧損計量。使用權資產使用直線基準按相關資產的租期與可使用年期中的較短者折舊。倘租賃轉讓相關資產的所有權或使用權資產的成本反映本集團預期行使購買期權，則相關使用權資產在相關資產的使用年期內折舊。

本集團於綜合財務狀況表內將使用權資產呈列為單獨項目。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred.

#### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

### 4. 主要會計政策(續)

#### 借貸成本

直接歸屬於收購、建造或生產合資格資產的一般及特定借貸成本於完成及準備資產作預定用途或銷售所需的期間內撥充資本。合格資產是需要花費相當長時間才能為其預定用途或銷售做好準備的資產。其他借貸成本於產生期間支銷。

#### 所得稅

所得稅包括即期及遞延稅項。與於損益外確認之項目有關之所得稅於損益外，在其他全面收益或直接於權益確認。

本期間及過往期間之即期稅項資產及負債乃按預期自稅務機關退回或向稅務機關支付之金額根據於報告期末已頒佈或實際上已頒佈之稅率（及稅法），並計及本集團經營所在國家當前之詮釋及慣例計量。

遞延稅項乃採用負債法，就於報告期末之資產及負債之計稅基準及該等項目就財務申報之賬面值之所有暫時差額作出撥備。

一切應課稅暫時差額均確認為遞延稅項負債，惟：

- 業務合併以外之交易中初步確認之商譽或資產或負債所產生，且於交易時並不應影響會計溢利或應課稅損益之遞延稅項負債除外；及

## 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Income tax *(Continued)*

- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

## 4. 主要會計政策 *(續)*

### 所得稅 *(續)*

- 就與於附屬公司、聯營公司及合資公司之投資有關之應課稅暫時差額而言，若撥回暫時差額之時間可以控制及暫時差額可能不會在可見之將來撥回除外。

所有可予扣減暫時差額、未動用稅項抵免結轉及未動用稅項虧損於可能獲得應課稅溢利作為抵銷該等可予扣減暫時差額、未動用稅項抵免結轉及未動用稅項虧損之情況下，均確認為遞延稅項資產，惟：

- 關乎業務合併以外之交易中初步確認之資產或負債所產生，且於交易時並不影響會計溢利或應課稅損益之可予扣減暫時差額之遞延稅項資產除外；及
- 就與於附屬公司、聯營公司及合資公司之投資有關之可予扣減暫時差額而言，僅於暫時差額可能會在可見之將來撥回及將有應課稅溢利抵銷暫時差額之情況下，才確認遞延稅項資產除外。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Income tax (Continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

#### Foreign currencies

These financial statements are presented in Hong Kong dollars ("HK\$"), which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the end of the reporting period. All differences are taken to the profit or loss.

### 4. 主要會計政策(續)

#### 所得稅(續)

遞延稅項資產之賬面值乃於各報告期末進行審閱，並予以相應扣減，直至不可能有足夠應課稅溢利以動用全部或部分遞延稅項資產為止。未確認遞延稅項資產於各報告期末重新評估，並於可能存有足夠應課稅溢利可供收回全部或部分遞延稅項資產時予以確認。

遞延稅項資產及負債乃根據於報告期末前已頒佈或實質頒佈之稅率(及稅法)，按變現資產或清償負債期間預期適用之稅率予以計量。

遞延稅項資產可與遞延稅項負債抵銷，惟必須存在容許將即期稅項資產抵銷即期稅項負債的可合法執行權利，且遞延稅項與同一應課稅實體及同一稅務當局有關，方可實行。

#### 外幣

該等財務報表均以港元(「港元」)呈列，而港元乃本公司之功能及呈報貨幣。本集團旗下各實體自行決定功能貨幣，而各實體財務報表中包含之項目以其功能貨幣計量。本集團之實體記錄之外幣交易按交易日期適用之各自功能貨幣匯率初步入賬。以外幣為單位之貨幣資產及負債以報告期末適用之功能貨幣匯率換算，差額一律記入損益。

## 4. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

### Foreign currencies *(Continued)*

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

The functional currencies of certain overseas subsidiaries and associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates ruling at the end of the reporting period and their profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the profit or loss.

For the purpose of the consolidated statement of cash flow, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

## 4. 主要會計政策 *(續)*

### 外幣 *(續)*

以歷史成本計量之外幣列值非貨幣項目，按初步交易日期之匯率換算。以外幣公平值計量之非貨幣項目，則以公平值被釐定日期之匯率換算。

若干海外附屬公司及聯營公司之功能貨幣乃港元以外貨幣。於報告期末，該等實體之資產及負債以報告期末適用之匯率換算為本公司之呈報貨幣，其損益則以全年加權平均匯率換算為港元。

所產生之匯率差額於其他全面收益內確認並於匯兌波動儲備內累計。出售海外業務時，與該特定海外業務有關之其他全面收入部分，在損益中予以確認。

就綜合現金流量表而言，海外附屬公司之現金流量均按現金流量日期之匯率換算為港元。海外附屬公司在年內經常出現之現金流量均按年內加權平均匯率換算為港元。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Related parties

A party is considered to be related to the Group if:

- (a) the party, directly or indirectly through one or more intermediaries, (i) controls, is controlled by, or is under common control with, the Group; (ii) has an interest in the Group that gives it significant influence over the Group; or (iii) has joint control over the Group;
- (b) the party is an associate;
- (c) the party is a jointly-controlled entity;
- (d) the party is a member of the key management personnel of the Group or its parent;
- (e) the party is a close member of the family of any individual referred to in (a) or (d);
- (f) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (d) or (e); or
- (g) the party is a post-employment benefit plan for the benefit of the employees of the Group, or of any entity that is a related party of the Group.

### 4. 主要會計政策(續)

#### 關連方

在下列情況下，有關方將被視為與本集團有關連：

- (a) 有關方直接或間接透過一名或多名中介人(i)控制本集團、受本集團控制，或與本集團受到共同控制；(ii)於本集團擁有的權益足以令其對本集團造成重大影響；或(iii)擁有對本集團的共同控制權；
- (b) 有關方為聯營公司；
- (c) 有關方為共同控制實體；
- (d) 有關方為本集團或其母公司之主要管理層人員；
- (e) 有關方為(a)或(d)項所述任何個人之近親；
- (f) 有關方屬於被(d)或(e)項所述任何個人直接或間接控制、共同控制、或實施重大影響，或對該實體有重大投票權之實體；或
- (g) 有關方為就本集團或屬本集團關連方之任何實體的僱員的利益而設的離職後福利計劃。

## 5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATIONS

The preparation of the Group's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

### Judgments

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

#### Significant increase in credit risk

As explained in note 4, ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. HKFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward looking information.

#### Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

## 5. 關鍵會計判斷及估計

編製本集團財務報表須由管理層於報告期末作出影響收入、開支、資產及負債之報告金額及或然負債之披露之判斷、估計及假設。然而，有關該等假設及估計之不明朗因素會導致可能須對日後受到影響之資產或負債賬面值進行重大調整之後果。

### 判斷

於應用本集團之會計政策過程中，除涉及估計者外，管理層作出以下對在財務報表中已確認之數額具有重大影響之判斷：

#### 信貸風險顯著增加

誠如附註4所述，預期信貸虧損就第1階段資產按等於12個月預期信貸虧損的撥備計量，就第2階段或第3階段資產按全期預期信貸虧損的撥備計量。資產在其信貸風險自初步確認後顯著增加時轉入第2階段。香港財務報告準則第9號並無界定構成信貸風險顯著增加的因素。於評估資產的信貸風險是否顯著上升時，本集團會考慮合理及可靠的定量及定性前瞻性資料。

#### 估計不明朗因素

具有重大風險而可導致對下一財政年度資產及負債賬面值作出重大調整之有關未來之主要假設及於報告期末估計不明朗因素之其他主要來源，茲論述如下。

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### 5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATIONS

(Continued)

#### Estimation uncertainty (Continued)

##### **Depreciation of property, plant and equipment and right-of-use assets**

Property, plant and equipment and right-of-use assets are depreciated on a straight-line basis over their estimated useful lives, after taking into account their estimated residual value. The Company assesses annually the residual value and the useful lives of the property, plant and equipment and right-of-use assets and if the expectation differs from the original estimates, such differences from the original estimates will affect the depreciation charges in the year in which the estimates change.

As at 31 December 2019, the carrying amounts of property, plant and equipment and right-of-use assets are approximately HK\$3,835,000 and HK\$4,483,000 (2018: HK\$9,588,000 and nil) respectively. No impairment loss was recognised in respect of property, plant and equipment (2018: nil) and right-of-use assets during the year ended 31 December 2019.

##### **Impairment loss on other receivables**

Management regularly reviews the recoverability of the other receivables. Appropriate impairment for expected credit losses is recognised in the profit or loss.

The Group has applied HKFRS 9's simplified approach and has calculated ECLs based on lifetime expected credit losses. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

### 5. 關鍵會計判斷及估計(續)

#### 估計不明朗因素(續)

##### **物業、廠房及設備以及使用權資產之折舊**

物業、廠房及設備以及使用權資產於考慮估計剩餘價值後按直線法於彼等之估計使用期限內計提折舊。本公司每年評估物業、廠房及設備以及使用權資產之剩餘價值及使用期限，倘預期偏離原先估計，則與原先估計之差異將影響估計改變年度之折舊費用。

於二零一九年十二月三十一日，物業、廠房及設備以及使用權資產之賬面值分別為3,835,000港元及4,483,000港元(二零一八年：9,588,000港元及零)。截至二零一九年十二月三十一日止年度，概無就物業、廠房及設備(二零一八年：無)及使用權資產確認減值虧損。

##### **貿易及其他應收賬款之減值虧損**

管理層定期檢討其他應收賬款之可收回情況。預期信貸虧損的適當減值於損益確認。

本集團已應用香港財務報告準則第9號之簡化方法並基於全期預期信貸虧損計算預期信貸虧損。本集團已建立一個撥備矩陣，其基於本集團之過往信貸虧損經驗，並就債務人特定之前瞻性因素及經濟環境作出調整。

## 5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATIONS

(Continued)

### Estimation uncertainty (Continued)

#### Impairment loss on other receivables (Continued)

As at 31 December 2019, the carrying amount of other receivables was approximately HK\$104,113,000 (2018: HK\$88,374,000). No allowance for impairment loss on other receivables was recognised during the year ended 31 December 2019 (2018: approximately HK\$3,000,000).

#### Valuation of share options granted

The fair value of share options granted was calculated using the Binomial Option Pricing Model which requires the management's estimates and assumptions on significant calculation inputs, including the estimated life of share options granted, the volatility of share price and expected dividend yield. Change in the subjective input assumptions could materially affect the fair value estimate.

During the year ended 31 December 2019, equity-settled share-based payment of approximately HK\$30,800,000 was recognised in profit or loss (2018: nil).

#### Impairment loss of goodwill

Determining whether goodwill needs impairment requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flow is less than expected, a material impairment loss may arise.

As at 31 December 2019, the carrying amount of goodwill was approximately HK\$1,838,000 arose from the acquisition of Earth Spa Inc Pte Ltd. No impairment loss on goodwill was recognised during the year ended 31 December 2019.

## 5. 關鍵會計判斷及估計(續)

### 估計不明朗因素(續)

#### 貿易及其他應收賬款之減值虧損(續)

於二零一九年十二月三十一日，其他應收款項之賬面值約為104,113,000港元(二零一八年：88,374,000港元)。截至二零一九年十二月三十一日止年度，概無就其他應收款項減值虧損計提撥備(二零一八年：約3,000,000港元)。

#### 已授出購股權之估值

已授出購股權之公平值乃使用二項式期權定價模式計算，該模式要求管理層對重大計算參數作出估計及假設，當中包括已授出購股權之估計期限、股價波幅及預期股息率。倘主觀輸入參數假設有任何改變，可能對公平值估計造成重大影響。

截至二零一九年十二月三十一日止年度，以股權結算之以股支付款項約30,800,000港元於損益確認(二零一八年：無)。

#### 商譽減值虧損

釐定商譽是否需要減值時須對獲分配商譽之現金產生單位之使用價值作出估計。計算使用價值時實體須估計預期未來來自現金產生單位之現金流量及適用折現率以計算現值。倘實際未來現金流量較預期少，則會產生重大減值虧損。

於二零一九年十二月三十一日，收購Earth Spa Inc Pte Ltd產生之商譽之賬面值約為1,838,000港元。截至二零一九年十二月三十一日止年度，概無就商譽確認減值虧損。

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For the year ended 31 December 2019  
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### 5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATIONS

(Continued)

#### Estimation uncertainty (Continued)

##### *Impairment loss of investment in an associate*

The Group assesses if investment in associate has suffered any impairment in accordance with HKAS 36. Details of the approach are stated in the respective accounting policies. The assessment requires an estimation of future cash flows, including expected dividends and the selection of appropriate discount rates. Future changes in financial performance and position of these entities would affect the estimation of impairment loss and cause the adjustments of their carrying amounts.

The carrying amount of investment in an associate at the end of the reporting period was approximately HK\$22,000,000 (2018: HK\$51,000,000) and an impairment loss of approximately HK\$27,719,000 (2018: HK\$55,027,000) was recognised during the year. Details of the impairment loss calculation are provided in note 19 to the consolidated financial statements.

##### *Fair value measurements and valuation processes*

Some of the Group's assets are measured at fair value for financial reporting purposes. The directors have determined the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of the Group's contingent consideration receivable and unlisted financial assets at fair value through profit or loss, the Group uses market-observable data to the extent it is available. The management of the Group will exercise its judgements based on its experience to establish and determine the appropriate valuation techniques and inputs to the valuation model. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the board of directors of the Company.

### 5. 關鍵會計判斷及估計(續)

#### 估計不明朗因素(續)

##### *投資一間聯營公司之減值虧損*

本集團根據香港會計準則第36號評估於聯營公司之投資有否發生任何減值。有關方法之詳情載於各自之會計政策中。評估須估計未來現金流量(包括預期股息)，並選用合適之貼現率。該等實體之財務表現及狀況於未來之變動會影響到減值虧損估計，因而須調整其賬面值。

於報告期末，投資聯營公司之賬面值約為22,000,000港元(二零一八年：51,000,000港元)及於年內確認減值虧損約27,719,000港元(二零一八年：55,027,000港元)。減值虧損計算之詳情載於綜合財務報表附註19。

##### *公平值計量及估值程序*

本集團部分資產就財務報告用途按公平值計量。董事已就公平值計量釐定適當的估值技術及輸入數據。

在估計本集團應收或然代價及透過損益按公平值列賬之未上市金融資產的公平值時，本集團使用現有市場可觀察數據。本集團管理層將基於經驗作出判斷，以制定及釐定適當的估值技術及估值模型輸入數據。如資產的公平值有重大變動，波動原因將向本公司董事彙報。

## 6. OPERATING SEGMENT INFORMATION

### Business segments

Operating segments are identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

Despite the Group acquired the entire equity interest of Earth Spa Inc Pte Ltd. ("Earth Spa"), a company incorporated in Singapore and engaging in the provision of healthcare services in Singapore, however the Group is currently having one continuing operating segment on a single business in a single geographical location, which is the provision of an internet platform for the facilitation of education program in Chinese medicine and other advisory and training programs in the PRC, which is only one single reportable segment of the Group which is regularly reviewed by the chief operating decision maker.

As at 31 December 2019, the Group's non current assets of approximately HK\$22,857,000 (2018: HK\$51,800,000) and HK\$7,761,000 (2018: HK\$2,435,000) were located in the PRC and Singapore respectively. In addition, there were approximately HK\$11,551,000 (2018: HK\$21,460,000) located in Hong Kong.

### Information about a major customer

No transactions with a single external customer amount to 10% or more of the Group's revenue during the years ended 31 December 2019 and 2018.

## 6. 經營分類資料

### 業務分類

經營分部以有關本集團的組成部分的內部報告作為基準進行辨識，報告乃定期由主要營運決策者審視，以便對有關分部進行資源分配及評估其表現。

儘管本集團收購Earth Spa Inc Pte Ltd(「Earth Spa」，一間於新加坡註冊成立之有限公司及從事於新加坡提供醫療保健服務)，然而，本集團目前於單一地區擁有一個持續經營業務分部，進行單一業務，即於中國從事提供互聯網平台以促進中醫教育項目及其他諮詢及培訓項目，其為本集團的唯一單一報告分部及由主要營運決策者定期檢討。

於二零一九年十二月三十一日，本集團約22,857,000港元(二零一八年：51,800,000港元)及7,761,000港元(二零一八年：2,435,000港元)之非流動資產分別位於中國及新加坡。此外，約11,551,000港元(二零一八年：21,460,000港元)位於香港。

### 主要客戶之資料

於截至二零一九年及二零一八年十二月三十一日止年度，概無單一外部客戶之交易額佔本集團收入10%或以上。

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### 7. REVENUE

An analysis of the Group's turnover for the years is as follows:

### 7. 收入

本集團於年內之營業額分析如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Tuition fee revenue recognised over time	隨時間確認之教學課程之收入	<b>63,124</b>	57,856

### 8. OTHER INCOME

### 8. 其他收入

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Interest income	利息收入	<b>2,541</b>	422
Sundry income	雜項收入	-	20
Net exchange gains	匯兌收益淨額	<b>174</b>	-
Gain on disposal of property plant and equipment	出售物業、廠房及設備之收益	<b>920</b>	-
Net unrealised gains on financial assets at fair value through profit or loss	透過損益按公平值計量之金融資產之未變現收益淨額	-	49
Fair value change of contingent consideration receivable	應收或然代價之公平值變動	<b>1,406</b>	14,685
Gain on deregistration of a subsidiary	註銷一間附屬公司之收益	<b>541</b>	-
		<b>5,582</b>	15,176

## 9. OTHER LOSSES

## 9. 其他虧損

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Net unrealised losses on financial assets at fair value through profit or loss	透過損益按公平值計量之金融資產 之未變現虧損淨值	3,796	-
Net exchange losses	匯兌虧損淨額	-	10
		<b>3,796</b>	10

## 10. FINANCE COSTS

## 10. 融資成本

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Effective interest expense on convertible notes	可換股票據之實際利息開支	13,024	10,225
Finance cost on lease liabilities	租賃負債之融資成本	243	-
		<b>13,267</b>	10,225

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## 綜合財務報表附註

For the year ended 31 December 2019  
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### 11. LOSS FOR THE YEAR

### 11. 本年度虧損

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loss for the year tax has been arrived at after charging (crediting):	本年度虧損已扣除(計入)下列各項:		
Staff costs (including directors' emoluments)	僱員成本(包括董事酬金)		
– Basic salaries and allowances	– 基本薪金及津貼	22,708	16,829
– Contributions to defined contribution plans	– 定額供款計劃之供款	2,127	918
– Other	– 其他	320	555
– Equity-settled share-based payments	– 以股權結算之以股支付款項	27,300	–
Total staff costs	總僱員成本	52,455	18,302
Auditors remuneration:	核數師酬金:		
– Audit service	– 核數服務	600	800
Legal and professional fee	法律及專業費用	2,940	12,263
Depreciation of property, plant and equipment	物業、廠房及設備折舊	3,250	2,611
Depreciation of right-of-use assets	使用權資產折舊	1,123	–
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(920)	–
Gain on deregistration of a subsidiary	註銷一間附屬公司之收益	(541)	–
Equity-settled share-based payments (including staff, directors and consultants)	以股權結算之以股支付款項 (包括僱員、董事及顧問)	30,800	–
Impairment loss on other receivables	其他應收賬款減值虧損	–	3,000
Impairment loss on investment in an associate	投資聯營公司之減值虧損	27,719	–

## 12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

## 12. 董事及僱員酬金

### a. Directors' emoluments

### a. 董事酬金

		Salaries, allowances and benefits	Fees 薪金、津貼及 袍金	Retirement scheme contributions 退休計劃 供款	Equity- settled share-based payments 以股權結算之 以股支付款項	Performance related bonuses 表現 相關花紅	Payments for termination of service of directors 終止董事 服務之付款	Total 總計
		HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元
<b>For the year ended</b>	<b>截至二零一九年十二月</b>							
<b>31 December 2019</b>	<b>三十一日止年度</b>							
<b>Executive Directors</b>	<b>執行董事</b>							
Mr. Yuan Wei	袁偉先生	1,500	41	18	2,692	-	-	4,251
Ms. Zhang Jianxin	張建新女士	600	-	-	440	-	-	1,040
Mr. Zheng Zhijing	鄭植京先生	600	-	-	-	-	-	600
Ms. Lin Yan	林艷女士	600	-	18	-	-	-	618
Ms. Wong Hiu Pui	王曉貝女士	600	-	-	-	-	-	600
<b>Independent Non- Executive Directors</b>	<b>獨立非執行董事</b>							
Ms. Yang Qingchun	楊慶春女士	115	-	6	176	-	-	297
Mr. Tang Jiuda	湯究達先生	115	-	-	176	-	-	291
Ms. Lu Xiaowei	盧曉薇女士	115	-	-	176	-	-	291
		<b>4,245</b>	<b>41</b>	<b>42</b>	<b>3,660</b>	<b>-</b>	<b>-</b>	<b>7,988</b>

# Notes to the Consolidated Financial Statements

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### 12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

### 12. 董事及僱員酬金(續)

#### a. Directors' emoluments (Continued)

#### a. 董事酬金(續)

		Salaries, allowances and benefits	Fees in kind	Retirement scheme contributions	Equity-settled share-based payments	Performance related bonuses	Payments for termination of service of directors	Total
		薪金、津貼及袍金	實物利益	退休計劃供款	以股權結算之	表現	終止董事服務之付款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>For the year ended</b>	<b>截至二零一八年十二月</b>							
<b>31 December 2018</b>	<b>三十一日止年度</b>							
<b>Executive Directors</b>	<b>執行董事</b>							
Mr. Yuan Wei	袁偉先生	1,500	112	18	-	-	-	1,630
Ms. Zhang Jianxin	張建新女士	600	-	-	-	-	-	600
Mr. Zheng Zhijing	鄭植京先生	600	-	-	-	-	-	600
Ms. Lin Yan	林艷女士	600	-	8	-	-	-	608
Ms. Wong Hiu Pui	王曉貝女士	600	-	-	-	-	-	600
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>							
Ms. Yang Qingchun	楊慶春女士	42	-	2	-	-	-	44
Mr. Tang Jiuda	湯究達先生	70	-	-	-	-	-	70
Mr. Li Qunsheng	李群盛先生	59	-	-	-	-	-	59
Mr. Wang Xinsheng	王新生先生	29	-	-	-	-	-	29
Ms. Lu Xiaowei	蘆曉薇女士	100	-	-	-	-	-	100
		4,200	112	28	-	-	-	4,340

## 12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS *(Continued)*

### a. Directors' emoluments *(Continued)*

The amounts of equity-settled share-based payments for the year ended 31 December 2019 were measured according to the Group's accounting policies for share-based payment transactions as set out in note 4 to the consolidated financial statements.

None of the directors of the Company waived or agreed to waive any emoluments paid by the Company and no incentive payment for joining the Company to any director of the Company during the two years ended 31 December 2019 and 2018.

## 12. 董事及僱員酬金 *(續)*

### a. 董事酬金 *(續)*

截至二零一九年十二月三十一日止年度之以股權結算之以股支付款項乃根據綜合財務報表附註4所載本集團有關以股支付交易之會計政策計量。

截至二零一九年及二零一八年十二月三十一日止兩個年度，概無本公司董事放棄或同意放棄任何由本公司支付之酬金，亦無就加入本公司支付任何獎賞款項予本公司任何董事。

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### 12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

#### b. Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, one (2018: one) was director of the Company, whose remunerations are included in the disclosures above. The remunerations of the remaining four (2018: four) individuals were as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries allowances and benefits in kind	薪金、津貼及實物利益	2,425	5,798
Retirement scheme contributions	退休計劃供款	18	18
Equity-settled share-based payments	以股權結算之以股支付款項	11,665	-
		<b>14,108</b>	<b>5,816</b>

Their remunerations were within the following band:

		Number of individuals 人數	
		2019 二零一九年	2018 二零一八年
HK\$ Nil to HK\$1,000,000	零至1,000,000港元	0	1
HK\$1,000,001 to HK\$6,000,000	1,000,001港元至6,000,000港元	5	4

#### c. Directors' material interests in transactions, arrangement or contracts

No significant transaction, arrangement and contract in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 12. 董事及僱員酬金(續)

#### b. 五位最高薪人士

本集團五位最高薪人士包括本公司一名(二零一八年: 一名)董事, 彼等之薪酬於上文披露。支付予其餘四名(二零一八年: 四名)人士之薪酬如下:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries allowances and benefits in kind	薪金、津貼及實物利益	2,425	5,798
Retirement scheme contributions	退休計劃供款	18	18
Equity-settled share-based payments	以股權結算之以股支付款項	11,665	-
		<b>14,108</b>	<b>5,816</b>

彼等之薪酬處於下列範圍內:

		Number of individuals 人數	
		2019 二零一九年	2018 二零一八年
HK\$ Nil to HK\$1,000,000	零至1,000,000港元	0	1
HK\$1,000,001 to HK\$6,000,000	1,000,001港元至6,000,000港元	5	4

#### C. 董事於交易、安排或合約之重大權益

於年末或年內任何時間, 本公司概無訂立任何涉及本集團業務而本公司董事或董事的關聯方於其中直接或間接擁有重大權益之重要交易、安排或合約。

## 13. INCOME TAX

During the year ended 31 December 2019, no Hong Kong profits tax has been provided in the financial statements as the Group did not generate any taxable profits in Hong Kong (2018: Nil).

PRC subsidiaries are subject to PRC Enterprise Income tax at 25% (2018: 25%). Taxation arising in other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

The tax charge for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

## 13. 所得稅

截至二零一九年十二月三十一日止年度，由於本集團並無於香港產生任何應課稅溢利，故並無於財務報表作出香港利得稅撥備(二零一八年：無)。

中國附屬公司乃按25%(二零一八年：25%)的稅率繳納中國企業所得稅。其他司法權區產生之稅項按各個司法權區之現行稅率計算。

本年度的稅費與綜合損益及其他全面收益表之除稅前虧損對賬如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loss before tax	除稅前虧損	<b>(95,583)</b>	(79,013)
Tax at respective applicable tax rates	按相關適用稅率計算之稅項	<b>(17,884)</b>	(15,230)
Tax effect of expenses not deductible for tax purposes	不可扣稅開支之稅務影響	<b>34,173</b>	30,619
Tax effect of income not taxable for tax purposes	毋須課稅收入之稅務影響	<b>(18,393)</b>	(17,949)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	<b>2,104</b>	2,560
Income tax for the year	本年度的所得稅	-	-

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### 14. DIVIDEND

No dividend was paid or proposed for the year ended 31 December 2019, nor has any dividend been proposed since the end of the reporting period (2018: Nil).

### 15. LOSS PER SHARE

The calculation of the basic loss per share is based on the loss for the year attributable to the owners of the Company of approximately HK\$104,222,000 (2018: HK\$90,842,000), and based on the weighted average number of shares in issue during the year of approximately 3,751,297,033 ordinary shares (2018: 3,725,476,210 ordinary shares, as adjusted to reflect the shares by exercise of share options and placing of shares during the year).

### 16. GOODWILL

### 14. 股息

截至二零一九年十二月三十一日止年度並無派付或擬派付任何股息，於報告期末後亦無建議派付任何股息(二零一八年：無)。

### 15. 每股虧損

每股基本虧損乃根據本年度本公司持有人應佔虧損約104,222,000港元(二零一八年：90,842,000港元)，以及經調整以反映年內行使購股權及股份配售而發行股份之年內已發行股份加權平均數目約3,751,297,033股普通股(二零一八年：3,725,476,210股普通股，經調整以反映因行使購股權及配售股份計算)。

### 16. 商譽

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Reconciliation of carrying amount</b>	<b>賬面值對賬</b>		
At beginning of reporting period	於報告期初	-	-
Acquisition of a subsidiary (Note 30)	收購一間附屬公司(附註30)	1,838	-
At end of reporting period	於報告期末	1,838	-

On 31 December 2019, the Group acquired 100% issued share capital of Earth Spa Inc Pte Ltd. ("Earth Spa") from an independent third party at a consideration of approximately SGD100,000 (equivalent of approximately HK\$574,000). Earth Spa is a company incorporated in Singapore with limited liability. Earth Spa is principally engaged in the provision of healthcare services in Singapore. The directors are of the view that the acquisition provides opportunities to the Company to broaden its business portfolio.

於二零一九年十二月三十一日，本集團自一名獨立第三方收購Earth Spa Inc Pte Ltd. (「Earth Spa」)的100%已發行股本，代價為約100,000新加坡元(相當於約574,000港元)。Earth Spa為一間於新加坡註冊成立之有限公司。Earth Spa主要從事於新加坡提供醫療保健服務。董事認為，收購提供機會以讓本公司拓闊其業務組合。

## 16. GOODWILL (Continued)

Goodwill is allocated to the cash-generating units (“CGUs”) that are expected to benefit from the business combination. The carrying amount of goodwill had been allocated to the Group’s CGU’s identified as healthcare service business from Earth Spa.

The Group tests goodwill annually for impairment, or more frequently, if there are indications that goodwill might be impaired.

The recoverable amount of CGU has been determined on the basis of value in use calculation which uses cash flow projections based on financial budgets approved by management covering a five-year period by applying average growth rate of 3% from 2020 to 2024. Cash flows beyond the five-year period are extrapolated using the estimated growth rate of 3% per annum. The discount rates used, which management estimates to reflect current market assessments of the time value of money and the risks specific to the CGU’s cash flows are 11%.

The directors believe that any reasonably possible change in any of these assumptions would not cause the carrying amount of goodwill of Earth Spa to exceed its recoverable amount.

## 16. 商譽(續)

商譽獲分配至預期可從有關業務合併中得益之現金產生單位(「現金產生單位」)。商譽之賬面值已分配至本集團之現金產生單位已識別為Earth Spa之醫療保健服務。

本集團每年進行商譽減值測試，或倘有跡象顯示商譽可能減值，則會更頻繁測試。

現金產生單位之可收回金額已根據使用價值計算釐定，該等計算使用管理層核批之涵蓋五年期財務預算之現金流量預測，並於二零二零年至二零二四年應用3%的平均增長率。超出五年期之現金流量使用估計年增長率3%進行推算。所使用的貼現率(管理層估計以反映當時市場對金錢時間值之評估及現金產生單位之現金流量的特定風險)為11%。

董事認為任何該等假設之任何合理可能變動不會導致Earth Spa之商譽賬面值超過其可收回金額。

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### 17. PROPERTY, PLANT AND EQUIPMENT

### 17. 物業、廠房及設備

		Leasehold improvements	Furniture, fixtures and office equipment	Motor vehicles	Total
		租賃物業裝修	傢俬、裝置及辦公室設備	汽車	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Cost</b>	<b>成本</b>				
At 1 January 2018	於二零一八年十二月三十一日	2,698	14,264	9,113	26,075
Additions	添置	120	820	3,101	4,041
Exchange realignment	匯兌調整	-	(793)	(60)	(853)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	2,818	14,291	12,154	29,263
Additions	添置	-	543	-	543
Acquisition of a subsidiary (Note 30)	收購一間附屬公司 (附註30)	-	35	-	35
Disposal	出售	-	(4,701)	(7,406)	(12,107)
Exchange realignment	匯兌調整	1	(472)	(2)	(473)
At 31 December 2019	於二零一九年十二月三十一日	2,819	9,696	4,746	17,261

## 17. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

## 17. 物業、廠房及設備(續)

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture, fixtures and office equipment 傢俬、裝置及辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Accumulated depreciation and impairment</b>	<b>累計折舊及減值</b>				
At 1 January 2018	於二零一八年一月一日	1,248	13,886	2,713	17,847
Charge for the year	年內計提	600	148	1,863	2,611
Exchange realignment	匯兌調整	-	(719)	(64)	(783)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	1,848	13,315	4,512	19,675
Charge for the year	年內計提	<b>720</b>	<b>471</b>	<b>2,059</b>	<b>3,250</b>
Disposal	出售	-	<b>(4,469)</b>	<b>(4,358)</b>	<b>(8,827)</b>
Exchange realignment	匯兌調整	<b>1</b>	<b>(657)</b>	<b>(16)</b>	<b>(672)</b>
At 31 December 2019	於二零一九年十二月三十一日	<b>2,569</b>	<b>8,660</b>	<b>2,197</b>	<b>13,426</b>
<b>Carrying amounts</b>	<b>賬面值</b>				
<b>At 31 December 2019</b>	<b>於二零一九年十二月三十一日</b>	<b>250</b>	<b>1,036</b>	<b>2,549</b>	<b>3,835</b>
At 31 December 2018	於二零一八年十二月三十一日	970	976	7,642	9,588

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## 綜合財務報表附註

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### 18. Right-of-use assets

The movements in right-of-use assets are as follows:-

### 18. 使用權資產

使用權資產之變動如下：—

		HK\$' 000 千港元
<b>Right-of-use assets</b>	<b>使用權資產</b>	
Impact on initial application of HKFRS 16	初步應用香港財務報告準則第16號之影響	7,715
Impairment	減值	(7,715)
At 1 January 2019	於二零一九年一月一日	—
Additions	添置	4,972
Acquisition of a subsidiary (Note 30)	收購一間附屬公司(附註30)	634
Depreciation charge for the year	年內折舊支出	(1,123)
At 31 December 2019	於二零一九年十二月三十一日	4,483

Depreciation charge on the right-of-use assets is recognised using the straight-line method over a period of 1 to 2 years.

使用權資產之折舊支出使用直線法於一至二年期間內確認。

## 19. INVESTMENT IN AN ASSOCIATE

## 19. 投資聯營公司

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1 January	於一月一日	51,000	101,743
Addition	增加	794	4,142
Share of (losses) profits	分攤(虧損)溢利	(1,517)	3,628
Impairment loss	減值虧損	(27,719)	(55,027)
Exchange realignment	匯兌調整	(558)	(3,486)
At 31 December	於十二月三十一日	<b>22,000</b>	51,000

During the year, the Group made a provision for impairment loss on investment in an associate, Beijing Youli Lianxu Technology Co., Ltd (“Beijing Youli”), of approximately HK\$27,719,000 (2018: HK\$55,027,000) due to decreasing consumer spending and general economic conditions. Following the outbreak of trade war in 2018, it continuously affect global economies. The trade war brought negative effect on the economies where the associate operates, consumers are losing confidence and sacrifice online shopping.

The entire carrying amount of the investment in an associate is tested for impairment in accordance with HKAS 36 Impairment of Assets by comparing its recoverable amount with its carrying amount.

年內，本集團已就於一間聯營公司北京優力之投資計提減值虧損撥備約27,719,000港元(二零一八年：55,027,000港元)，乃由於消費支出不斷減少以及總體經濟狀況。隨二零一八年爆發貿易戰之後，其持續影響全球經濟。貿易戰對聯營公司營運所在經濟體造成負面影響，而消費者失去信心並減少網上購物。

根據香港會計準則第36號資產減值，將其可收回金額與其賬面值進行比較，對聯營公司投資的全部賬面值進行減值測試。

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## 綜合財務報表附註

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### 19. INVESTMENT IN AN ASSOCIATE

(Continued)

The Group has appointed an independent professional valuer to perform an appraisal of the recoverable amount of the associate as at 31 December 2019. The recoverable amount of the associate has been determined on the basis of value in use calculation. The value in use calculation uses cash flow projections based on financial budgets from 2020 to 2024 by applying average growth rate of 26%. Cash flows beyond the five-year period are extrapolated using the estimated growth rate of 3% per annum. The discount rate used is 14%. Cash inflows/outflows have been determined based on past performance and management's expectations for the market development.

The recoverable amount of the associate is less than its carrying amount. Accordingly, a provision for impairment of approximately HK\$27,719,000 (2018: HK\$55,027,000) was recognised during the year.

Details of the Group's associate are as follows:

Name of entity	Place of business/ country of incorporation	Principal activities	% of ownership interest	Measurement method
企業名稱	經營地點／註冊成立 地點	主營業務	權益百分比	計量方法

Shares held indirectly:  
間接持有之股份：

			2019	2018	
Beijing Youli 北京優力	PRC 中國	e-commerce business 電子商務業務	49%	49%	Equity 權益法

Set out below are the summarised financial information of an associate which is accounted for using equity method.

### 19. 投資聯營公司(續)

於二零一九年十二月三十一日，本集團已委任一名獨立專業估值師對聯營公司的可收回金額進行評估。聯營公司的可收回金額乃根據使用價值計算法釐定。使用價值計算法透過應用平均增長率26%，採用基於二零二零年至二零二四年之財務預算的現金流量預測。超過五年期的現金流使用每年估計增長率3%進行推算。貼現率為14%。現金流入/流出已根據過往表現及管理層對市場發展的預期而釐定。

聯營公司的可收回金額低於其賬面值。因此，於本年度確認減值撥備約為27,719,000港元（二零一八年：55,027,000港元）。

本集團之聯營公司詳列如下：

按權益法入賬之一間聯營公司之摘要財務資料如下。

## 19. INVESTMENT IN AN ASSOCIATE

(Continued)

### Summarised financial information

## 19. 投資聯營公司(續)

### 財務資料概要

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Current</b>	<b>流動</b>		
Cash and cash equivalents	現金及現金等值項目	1,784	4,220
Current assets (excluding cash and cash equivalents)	流動資產(不包括現金及現金等值項目)	63,778	55,685
Total current assets	總流動資產	65,562	59,905
Current liabilities	流動負債	35,675	26,890
<b>Non-current</b>	<b>非流動</b>		
Assets	資產	857	698
Net assets	淨資產	30,744	33,713
Revenue	收益	94,504	96,237
Expenses	開支	(97,599)	(88,833)
Total (loss) profit for the year attributable to the associate	聯營公司應佔年度(虧損)溢利總額	(3,095)	7,404

There were no contingent liabilities relating to the Group's interests in an associate as at 31 December 2019 and 2018.

As of 31 December 2019, the bank and cash balances of the Group's associate in the PRC denominated in Renminbi amounted to approximately HK\$1,784,000 (2018: HK\$4,220,000) which is not a freely convertible currency and the remittance of funds out of the PRC is subject to the exchange control imposed by the PRC government. The Group's associate is permitted to exchange Renminbi to other foreign currencies through banks authorised to conduct the foreign exchange business.

於二零一九年及二零一八年十二月三十一日，本集團於一間聯營公司之權益並無或然負債。

於二零一九年十二月三十一日，本集團之中國聯營公司之銀行及現金結餘約1,784,000港元(二零一八年：4,220,000港元)乃以人民幣列值，而人民幣並非自由兌換貨幣，向中國國外匯款受到中國政府的外匯管制規限。本集團之聯營公司獲准透過獲授權從事外匯業務之銀行將人民幣兌換為其他外幣。

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### 20. CONTINGENT CONSIDERATION RECEIVABLE

### 20. 應收或然代價

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Contingent consideration receivable	<b>16,025</b>	14,619

References are made to the announcements dated 11 and 24 October 2017 issued by the Company in relation to the acquisition of 49% equity interest in Beijing Youli. Pursuant to the sales and purchases agreement, the consideration payable to the vendors shall be HK\$91,581,000 subject to adjustments as follows:

If Beijing Youli failed to meet the 2017 Profit Target (being the net profit after tax of Beijing Youli for the period from 1 April 2017 to 31 March 2018 in the amount of HK\$12,600,000), the consideration will be reduced in accordance with the following formula:

Amount to be deducted from the consideration = (2017 Profit Target – 2017 Actual Profit) x 15 x 51% x 40%.

In respect of the aforesaid reduction in consideration, the maximum amount to be reduced shall not exceed 40% of the consideration in any event.

For the year ended 31 December 2018, Beijing Youli met the 2017 Profit Target.

茲提述本公司於二零一七年十月十一日及二十四日刊發之公告，內容有關收購北京優力49%股權。根據買賣協議，應付賣方代價為91,581,000港元，可作如下調整：

如北京優力未能實現二零一七年溢利目標（即目標公司於二零一七年四月一日至二零一八年三月三十一日期間的除稅後純利12,600,000港元），代價將按照以下公式減少：

從代價扣除的金額 = (二零一七年溢利目標 – 二零一七年實際溢利) x 15 x 51% x 40%。

就上述代價減少而言，減少的最高金額在任何情況下不得超過代價的40%。

截至二零一八年十二月三十一日止年度，北京優力達致二零一七年溢利目標。

## 20. CONTINGENT CONSIDERATION RECEIVABLE (Continued)

If Beijing Youli failed to meet the 2018 Profit Target (being the net profit after tax of Beijing Youli for the period from 1 April 2018 to 31 March 2019 in the amount of HK\$15,120,000), the Consideration will be reduced in accordance with the following formula:

Amount to be deducted from the consideration = (2018 Profit Target – 2018 Actual Profit) x 15 x 51% x 20%.

In respect of the aforesaid reduction in consideration, the maximum amount to be reduced shall not exceed 20% of the Consideration in any event.

For the year ended 31 December 2019, Beijing Youli failed to meet the 2018 Profit Target, the consideration payable to the vendors shall be reduced by approximately HK\$11,261,429.

As disclosed in the announcement dated 25 April 2017 issued by the Company, the convertible notes in the aggregate value of HK\$91,581,000 have been issued to the vendors. Since at the date of completion of the acquisition, the amounts of the reductions in consideration are contingent, the Group recognised a contingent consideration receivable at date of completion of the acquisition. The contingent consideration receivable was initially recognised at fair value and subsequently measured at fair value with changes recognised in profit or loss. In determining the fair value of the contingent consideration receivable, management considers the probability of meeting the 2017 and 2018 Profit Target based on the historical information and profit forecast.

## 20. 應收或然代價(續)

如北京優力未能實現二零一八年溢利目標(即目標公司於二零一八年四月一日至二零一九年三月三十一日期間的除稅後純利15,120,000港元),代價將按照以下公式減少:

從代價扣除的金額=(二零一八年溢利目標—二零一八年實際溢利) x 15 x 51% x 20%。

就上述代價減少而言,減去的最高金額在任何情況下不得超過代價的20%。

截至二零一九年十二月三十一日止年度,北京優力未能達致二零一八年溢利目標,應付賣方之代價減少約11,261,429港元。

誠如本公司刊發之日期為二零一七年四月二十五日之公告所披露,總額91,581,000港元的可換股票據已發行予賣方。由於於完成收購日期,代價之扣減金額屬或然,本集團於完成交易日期確認應收或然代價。應收或然代價初步按公平值確認,其後按公平值計量及相關變動於損益內確認。於釐定應收或然代價之公平值時,管理層基於歷史資料及溢利預測考慮符合二零一七年及二零一八年溢利目標之可能性。

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### 21. OTHER RECEIVABLES

### 21. 其他應收賬款

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Deposits and other receivables	按金及其他應收款項	<b>152,328</b>	145,887
Deferred expenses	遞延開支	<b>15,072</b>	8,551
Prepayments	預付款項	<b>2,615</b>	2,774
Less: impairment losses	減：減值虧損	<b>(65,902)</b>	(68,838)
		<b>104,113</b>	88,374

At the end of each reporting period, the Group's other receivables were individually determined to be impaired. The individually impaired receivables are recognised based on the ECL. It considering the historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

於各報告期末，本集團之其他應收賬款乃個別釐定是否需要減值。個別減值之應收款項根據預期信貸虧損確認。當中考慮過往信貸虧損經驗，並就債務人之特定前瞻性因素以及經濟環境作出調整。

As at 31 December 2019, approximately HK\$86,926,000 (2018: HK\$50,028,000) of the other receivables are guaranteed by independent third parties.

於二零一九年十二月三十一日，其他應收賬款約86,926,000港元(二零一八年：50,028,000港元)由獨立第三方擔保。

The movement for provision of impairment of other receivables is as follows:

有關其他應收款項減值撥備之變動如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1 January	於一月一日	<b>68,838</b>	68,898
Impairment	減值	-	3,000
Exchange realignment	匯兌調整	<b>(2,936)</b>	(3,060)
At 31 December	於十二月三十一日	<b>65,902</b>	68,838

## 22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

## 22. 透過損益按公平值計量之金融資產

		2019 二零一九年	2018 二零一八年
Listed securities	上市證券		
– Equity securities listed in Hong Kong (i)	– 香港上市的股本證券(i)	305	507
Unlisted fund investments (ii)	非上市基金投資(ii)	10,013	15,107
		<b>10,318</b>	15,614

(i) The fair value of listed securities is based on quoted market prices in active markets at the end of the reporting period.

(ii) The fair value of the unlisted investment fund is determined with reference to the prices quoted by the respective General Partner at the end of the reporting period. During the year ended 31 December 2019, the Group early redeemed HK\$1,500,000 on the investment fund.

Details of the fair value measurement of the Group's listed equity securities and unlisted fund investments are set out in note 36 to the consolidated financial statements.

(i) 上市證券之公平值基於報告期末活躍市場之市場報價。

(ii) 非上市基金投資之公平值乃參考於報告期末各普通合夥人所報之價格釐定。截至二零一九年十二月三十一日止年度，本集團提早贖回投資基金1,500,000港元。

本集團上市股本證券及非上市股本證券之公平值計量詳情載於綜合財務報表附註36。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
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### 23. CASH AND CASH EQUIVALENTS

### 23. 現金及現金等值項目

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Bank balances	銀行結餘	18,946	70,877
Cash balances	現金結餘	21	21
Cash and cash equivalents in the consolidated statement of cash flow	綜合現金流量表的現金及現金等值項目	18,967	70,898

Cash and cash equivalents of approximately HK\$18,867,000 (2018: HK\$35,915,000) for the Group are denominated in Renminbi, which is not a freely convertible currency and the remittance of funds out of the PRC is subject to the exchange control imposed by the PRC government. The Group is permitted to exchange Renminbi for other currencies through banks authorised to conduct foreign exchange business.

Deposits with banks are interest bearing at the prevailing market rates.

At the end of reporting period, included in the Group's cash and cash equivalents of approximately HK\$4,286,000 (2018: HK\$31,029,000) were held by Beijing University of Chinese Medicine.

本集團之現金及現金等值項目約18,867,000港元(二零一八年：35,915,000港元)乃以人民幣列值，而人民幣並非自由兌換貨幣，向中國國外匯款受到中國政府的外匯管制規限。本集團獲准透過獲授權從事外匯業務之銀行為其他客戶兌換人民幣。

銀行存款按現行市場利率計息。

本集團於報告期末之現金及現金等值項目包括存置於北京中醫藥大學之款項約4,286,000港元(二零一八年：31,029,000港元)。

## 24. Lease liabilities

At transition, lease liabilities were measured at the present value of the remaining leases payments, discounted at the Group's incremental borrowing rate, and the aggregate effect is as follows:

## 24. 租賃負債

於過渡時，租賃負債按剩餘租賃付款之現值並以本集團之增量借貸利率貼現進行計量，總計影響如下：

		HK\$' 000 千港元
At 1 January 2019 (upon the adoption of HKFRS 16, Leases)	於二零一九年一月一日(採納香港財務報告準則第16號租賃之後)	7,715
Addition	添置	4,972
Acquisition of a subsidiary (Note 30)	收購一間附屬公司(附註30)	666
Lease payments made during the year	年內支付之租賃付款	(6,649)
Finance costs on lease liabilities	租賃負債之融資成本	243
<b>At 31 December 2019</b>	<b>於二零一九年十二月三十一日</b>	<b>6,947</b>
<b>Represented by:</b>	<b>呈列為：</b>	
Amount classified under current liabilities	流動負債項下分類之金額	5,566
Amount classified under non-current liabilities	非流動負債項下分類之金額	1,381
<b>At 31 December 2019</b>	<b>於二零一九年十二月三十一日</b>	<b>6,947</b>

The directors considered the Group's incremental borrowing rate to be appropriate in view of the market environment and economic conditions under which each remaining lease operates.

鑒於各項餘下租賃運作所處的市場環境及經濟狀況，董事認為本集團之增量借貸利率屬合適。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 24. Lease liabilities (Continued)

### 24. 租賃負債(續)

		Minimum lease payments		Present value of minimum lease payments	
		最低租賃付款		最低租賃付款之現值	
		2019	2018	2019	2018
		二零一九年	二零一八年	二零一九年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Within one year	一年內	6,069	–	5,566	–
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	1,430	–	1,381	–
		7,499		6,947	
Less: Future finance charges	減：未來融資支出	(552)	–	N/A	N/A
Present value of lease obligations	租賃責任之現值	6,947	–	6,947	–
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：十二個月內到期償還之款項(列作流動負債)			(5,566)	–
Amount due for settlement after 12 months	十二個月後到期償還之款項			1,381	–

### 25. OTHER PAYABLES

### 25. 其他應付賬款

		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Other payables	其他應付款項	5,251	5,629
Receipts in advance	預收款項	30,439	21,377
Accrued charges	應計費用	4,539	2,243
		40,229	29,249

## 26. DEFERRED TAXATION

At the end of the reporting date, the Group had unused tax losses of approximately HK\$25,180,000 (2018: HK\$39,722,000) available for offset against future profits. No deferred tax assets have been recognised in respect of such losses due to the unpredictability of future profit streams. The Group had tax losses arising in Hong Kong of approximately HK\$18,601,000 (2018: HK\$17,930,000) that are available to carry forward indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

The Group also had tax losses arising in the PRC of approximately HK\$6,579,000 (2018: HK\$21,792,000) that will expire in one to five years for offsetting against future taxable profits.

### Deferred taxation

The followings are the major deferred tax liabilities recognised and movements thereon during the current and prior years:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>At the beginning of the year</b>	年初	<b>5,891</b>	5,891
Derecognition and reverse during the year	於年內取消確認及撥回	<b>(5,891)</b>	–
<b>At the end of the year</b>	年末	<b>–</b>	5,891

## 26. 遞延稅項

於報告日期完結時，本集團可用作對銷未來溢利之未動用稅項虧損約為25,180,000港元(二零一八年：39,722,000港元)。由於未能預測未來溢利來源，故並無就該等虧損確認遞延稅項資產。本集團於香港產生之稅項虧損約18,601,000港元(二零一八年：17,930,000港元)，可供無限期結轉，以抵銷產生虧損之公司之未來應課稅溢利。

本集團於中國產生之稅項虧損約6,579,000港元(二零一八年：21,792,000港元)可於一至五年內用作抵銷未來應課稅溢利。

### 遞延稅項

以下為本年度以及過往年度確認之主要遞延稅項負債及其變動：

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### 27. SHARE CAPITAL

#### The Group and the Company

		Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
At 1 January 2018, 31 December 2018, 1 January 2019 and 31 December 2019	於二零一八年一月一日、 二零一八年十二月三十一 日、二零一九年一月一日及 二零一九年十二月三十一日		
Ordinary shares of HK\$0.1 each	每股面值0.1港元之普通股	50,000,000,000	5,000,000
<b>Issued and fully paid:</b>	<b>發行及繳足：</b>		
At 1 January 2018	於二零一八年一月一日		
Ordinary shares of HK\$0.1 each	每股面值0.1港元之普通股	3,565,897,033	356,590
Issue of shares by exercised of share options	因行使購股權而發行股份	55,400,000	5,540
Issue of share placing	因股份配售發行股份	130,000,000	13,000
<b>At 31 December 2018, 1 January 2019 and 31 December 2019</b>	<b>於二零一八年十二月三十一 日、二零一九年一月一日及 二零一九年十二月三十一日</b>		
<b>ordinary shares of HK\$0.1 each</b>	<b>每股面值0.1港元之普通股</b>	<b>3,751,297,033</b>	<b>375,130</b>

### 28. RESERVES

#### (a) The Group

The amounts of the Group's reserves and movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 96 of the annual report.

### 28. 儲備

#### (a) 本集團

本年度及以往年度本集團儲備之數額及其變動於年報第96頁之綜合權益變動表中呈列。

## 28. RESERVES (Continued)

### (b) The Company

		Share premium	Share-based payment reserve	Convertible note equity reserve	Accumulated losses	Total
	Notes	股份溢價 HK\$'000 千港元	以股支付儲備 HK\$'000 千港元	可換股票據 權益儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	合計 HK\$'000 千港元
1 January 2018	二零一八年一月一日	332,783	78,953	29,815	(535,518)	(93,967)
Total comprehensive loss for the year	本年度全面虧損 總額	-	-	-	(241,375)	(241,375)
Issue of shares by exercised of share option	因行使購股權而發行股份	17,204	(6,216)	-	-	10,988
Issue of share placing	透過配售發行新股份	32,500	-	-	-	32,500
Transfer upon the lapse of share option	於購股權失效時轉撥	-	(2,919)	-	2,919	-
At 31 December 2018	於二零一八年十二月三十一日	382,487	69,818	29,815	(773,974)	(291,854)
Impact on initial application of HKFRS 16	初步應用香港財務報告準則第16號之影響	-	-	-	(7,715)	(7,715)
At 1 January 2019, as restated	於二零一九年一月一日 (如重列)	382,487	69,818	29,815	(781,689)	(299,569)
Total comprehensive loss for the year	本年度全面虧損 總額	-	-	-	(73,985)	(73,985)
Issue of share options	發行購股權	-	30,800	-	-	30,800
Transfer upon the lapse of share option	於購股權失效時轉撥	-	(10,056)	-	10,056	-
Release of deferred tax liabilities previously recognised	先前確認之遞延稅項負債解除	-	-	5,891	-	5,891
At 31 December 2019	於二零一九年十二月三十一日	382,487	90,562	35,706	(845,618)	(336,863)

## 28. 儲備(續)

### (b) 本公司

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## 綜合財務報表附註

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### 28. RESERVES (Continued)

#### (b) The Company (Continued)

The capital reserve of the Group represents the excess of the nominal value of the share capital and the share premium account of the subsidiaries acquired pursuant to the Group reorganisation over the nominal value of the share capital of the Company issued in exchange therefore.

Pursuant to the Companies Law of the Cayman Islands and the Company's Articles of Association, the share premium of the Company is distributable to the shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay its debts as they fall due in the ordinary course of business. At 31 December 2019, in the opinion of the directors of the Company, the Company did not have any reserve available for distribution to shareholders (2018: Nil).

#### (c) Nature and purpose of reserves

##### (i) Share premium

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business. Share premium represents premium arising from the issue of shares at a price in excess of their par value per share and after deduction of capitalisation issue and issuance costs of shares.

### 28. 儲備(續)

#### (b) 本公司(續)

本集團資本儲備指根據集團重組而收購之附屬公司之股本面值及股份溢價賬超逾本公司就此發行之股本面值之差額。

根據開曼群島公司法及本公司組織章程細則，倘於緊隨擬派股息當日後，本公司有能力償還於日常業務中到期之債項，則本公司可向股東分派股份溢價。於二零一九年十二月三十一日，本公司董事認為本公司並無任何可向股東分派之儲備(二零一八年：無)。

#### (c) 儲備之性質及目的

##### (i) 股份溢價

根據開曼群島公司法，本公司股份溢價賬之資金可供分派予本公司股東，惟緊隨建議分派股息日期後，本公司須有能力償還其於日常業務過程中已到期之債務。股份溢價指按超出每股股份面值之價格發行股份，並扣除資本化發行及股份發行成本後產生之溢價。

## 28. RESERVES (Continued)

### (c) Nature and purpose of reserves (Continued)

#### (ii) Share-based payment reserve

The share-based payment reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payment transactions in note 4 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to accumulate losses should the related options expire or be forfeited.

#### (iii) Convertible notes equity reserve

The convertible notes equity reserve represents the value of the unexercised equity component of convertible notes issued by the Company recognised in accordance with the accounting policy adopted for convertible notes in note 4 to the consolidated financial statements.

#### (iv) Exchange fluctuation reserve

The exchange fluctuation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4 to the consolidated financial statements.

## 28. 儲備(續)

### (c) 儲備之性質及目的(續)

#### (ii) 以股支付儲備

以股支付儲備包括已授出但尚未行使之購股權之公平值，詳見財務報表附註4有關以股支付交易之會計政策。若相關購股權獲行使，相關數額將轉撥入股份溢價賬，若相關購股權屆滿或作廢，相關數額將轉撥入累計虧損。

#### (iii) 可換股票據權益儲備

可換股票據權益儲備指本公司已發行但尚未行使可換股票據之權益部分之價值，並根據綜合財務報表附註4就可換股票據採納之會計政策確認。

#### (iv) 匯兌波動儲備

匯兌波動儲備包括換算海外業務財務報表產生之所有匯兌差額。該儲備乃根據綜合財務報表附註4所載之會計政策處理。

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### 29. CONVERTIBLE NOTES

The movement of the convertible notes for the year is set out below:

### 29. 可換股票據

可換股票據於年內的變動載於下文:

		<b>Liability component</b>	<b>Equity component</b>	<b>Total</b>
		負債部分	權益部分	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Carrying amount at 1 January 2018	於二零一八年一月一日之賬面值	24,420	29,815	54,235
Effective interest expense	實際利息開支	10,225	-	10,225
Carrying amount at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及 二零一九年一月一日之 賬面值	34,645	29,815	64,460
Effective interest expense	實際利息開支	<b>13,024</b>	-	<b>13,024</b>
Release of deferred tax liabilities previously recognised	先前確認之遞延稅項 負債解除	-	<b>5,891</b>	<b>5,891</b>
Carrying amount at 31 December 2019	於二零一九年十二月三十一日 之賬面值	<b>47,669</b>	<b>35,706</b>	<b>83,375</b>

## 29. CONVERTIBLE NOTES (Continued)

### 2011 D Convertible notes

On 14 September 2011, the Company issued 3% coupon convertible notes (the "CN 2011 D"), the principal terms of the CN 2011 D are as follows:

Date of issue	14 September 2011
Aggregate principal amount	HK\$22,500,000
Interest rate	3%
Conversion price	HK\$0.50
Maturity date	12 months from the date of issue

As at 1 January 2014, the outstanding principal amount of the CN 2011 D was HK\$12,800,000. On 6 March 2014, the Company has redeemed one trench of CN 2011 D with the principal amount of HK\$10,000,000 in accordance with notice from the holder. The Company was contacting the holder of CN 2011 D with the principal amount of HK\$2,800,000 in order to settle the remaining convertible notes. As at 31 December 2019, the Company has yet received any reply or notice from the holder of CN 2011 D while the Company has funds available for settlement. Therefore the Company has accrued such amount of HK\$2,800,000 together with its interest accrued at the year ended 31 December 2019.

## 29. 可換股票據(續)

### 二零一一年可換股票據D

於二零一一年九月十四日，本公司發行票息為3%的可換股票據(「二零一一年可換股票據D」)，二零一一年可換股票據D的主要條款如下：

發行日期	二零一一年九月十四日
本金總額	22,500,000港元
息率	3%
換股價	0.50港元
到期日	自發行日期起12個月

於二零一四年一月一日，二零一一年可換股票據D之未償還本金額為12,800,000港元。於二零一四年三月六日，本公司根據持有人通知，贖回本金額10,000,000港元之一批二零一一年可換股票據D。本公司正在聯絡本金額2,800,000港元之二零一一年可換股票據D之持有人，以償還餘下可換股票據。於二零一九年十二月三十一日，本公司尚未接獲二零一一年可換股票據D之持有人的任何回覆或通知，而本公司已備好結算資金。因此，本公司於截至二零一九年十二月三十一日止年度已產生2,800,000港元連同應計利息。

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### 29. CONVERTIBLE NOTES (Continued)

#### CN2020 Convertible notes

On 25 April 2017, the Company issued zero coupon convertible notes (the "CN2020"), the principal terms of the CN2020 are as follows:

Date of issue	25 April 2017
Aggregate principal amount	HK\$91,581,000
Interest rate	–
Conversion price	HK\$0.238
Maturity date	36 months from the date of issue

#### (a) Conversion period

The noteholder shall have the right to convert the whole or any part of the outstanding principal of the note in an amount of not less than HK\$500,000 on each conversion (save that if at any time, the principal outstanding amount of the note is less than HK\$500,000, the whole (but not part only) of the principal outstanding amount of the notes may be converted) into shares in board lot or multiples thereof at any time from the issue date at the initial conversion price of HK\$0.238 per share up to (and excluding) the fifth business day immediately before the maturity date.

### 29. 可換股票據(續)

#### 二零二零年可換股票據

於二零一七年四月二十五日，本公司發行票息為零的可換股票據(「二零二零年可換股票據」)，二零二零年可換股票據的主要條款如下：

發行日期	二零一七年四月二十五日
本金總額	91,581,000港元
息率	–
換股價	0.238港元
到期日	自發行日期起計36個月

#### (a) 兌換期間

票據持有人有權於自發行日期起至緊接到期日期前第五個營業日(不包括該日)任何時間按每股0.238港元的初步換股價將票據之全部或任何部分未償還本金額兌換為一手或多手股份，每次兌換票據的未償還本金額不少於500,000港元(惟倘於任何時間可換股票據的未償還本金額少於500,000港元，則可兌換可換股票據之全部(而非僅一部分)未償還本金額)。

## 29. CONVERTIBLE NOTES (Continued)

### CN2020 Convertible notes (Continued)

#### (b) Issuer early redemption option

The Company may at its sole and absolute discretion redeem the notes (or any part thereof) at its principal amount outstanding together with interest at any time and from time to time on or before the notes maturity date.

#### (c) Valuation of liability component

The fair value of CN2020 as at 25 April 2017 amounted to HK\$91,581,000 of which the fair value of the debt component and call option together is HK\$32,070,000. The debt component and call option are included in the liability component of the convertible notes. The fair value is calculated using binomial tree models at a rate based on the discount rate of 9.46%.

The noteholders converted CN2020 in the principal amount of HK\$36,632,400 on 15 May 2017.

#### (d) Reduction of convertible notes

For the year ended 31 December 2019, Beijing Youli failed to meet the 2018 Profit Target (being the net profit after tax of Beijing Youli for the period from 1 April 2018 to 31 March 2019 in the amount of HK\$15,120,000), the consideration payable to the vendors shall be reduced by approximately HK\$11,261,429 based on the formula set out in note 20 to the consolidated financial statements.

## 29. 可換股票據(續)

### 二零二零年可換股票據(續)

#### (b) 發行人提早贖回選擇權

本公司可於票據到期日或之前任何時間及不時以其未償還本金連同利息全權酌情贖回票據(或任何部分票據)。

#### (c) 負債部分之估值

二零二零年可換股票據於二零一七年四月二十五日的公平值為91,581,000港元，其中債務部分及認購期權之公平值合共為32,070,000港元。債務部分及認購期權計入可換股票據之負債部分。公平值乃使用二叉樹模型按9.46%的貼現率計算。

於二零一七年五月十五日，票據持有人兌換二零二零年可換股票據的本金額36,632,400港元。

#### (d) 減少可換股票據

截至二零一九年十二月三十一日止年度，北京優力未能達致二零一八年溢利目標(即北京優力於二零一八年四月一日至二零一九年三月三十一日期間的除稅後純利15,120,000港元)，根據綜合財務報表附註20所載公式，應付賣方之代價減少約11,261,429港元。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 29. CONVERTIBLE NOTES (Continued)

#### CN2020 Convertible notes (Continued)

##### (d) Reduction of convertible notes (Continued)

As at 31 December 2019, the exercise in full of the vested conversion rights would result in the issue and allotment of approximately 183,559,542 new shares of the Company.

### 30. ACQUISITION OF A SUBSIDIARY

On 31 December 2019, the Group acquired 100% issued share capital of Earth Spa from an independent third party at a consideration of approximately SGD100,000 (equivalent of approximately HK\$574,000). Earth Spa is a company incorporated in Singapore with limited liability. Earth Spa is principally engaged in the provision of healthcare services in Singapore.

It is the Group's long-term mission to maintain a diversified investment portfolio and to explore suitable investment opportunities. The directors are of the view that the acquisition provides opportunities to the Company to broaden its business portfolio.

### 29. 可換股票據(續)

#### 二零二零年可換股票據(續)

##### (d) 減少可換股票據(續)

於二零一九年十二月三十一日，悉數行使已歸屬之兌換權將導致發行及配發約183,559,542股本公司新股份。

### 30. 收購一間附屬公司

於二零一九年十二月三十一日，本集團自一名獨立第三方收購Earth Spa的100%已發行股本，代價為約100,000新加坡元(相當於約574,000港元)。Earth Spa為一間於新加坡註冊成立之有限公司。Earth Spa主要從事於新加坡提供醫療保健服務。

本集團之長期使命是保持多元化的投資組合並發掘合適的投資機會。董事認為，收購提供機會以讓本公司拓闊其業務組合。

### 30. ACQUISITION OF A SUBSIDIARY

(Continued)

The goodwill arising on the acquisition of Earth Spa is attributable to the benefit of expected revenue growth and future market development. These benefits are not recognised separately from goodwill as they do not meet the recognition criteria for intangible assets.

Given that the acquisition date is 31 December 2019, Earth Spa contributed revenue of approximately nil and profit of approximately nil in the period between the date of acquisition and the end of the reporting period. If the acquisition had been completed on 1 January 2019, the Group's revenue for the year would have been approximately HK\$64,937,000, and loss before tax for the year would have been approximately HK\$96,031,000.

### 30. 收購一間附屬公司(續)

收購Earth Spa產生的商譽來自預期收益增長及未來市場發展的效益。該等效益未與商譽分開確認，原因是不符合無形資產的確認標準。

鑒於收購日期為二零一九年十二月三十一日，Earth Spa於收購日期至報告期末之期間貢獻收入及溢利均為零。倘收購已於二零一九年一月一日完成，則本集團本年度之收入將為約64,937,000港元，及年內除稅前虧損將為約96,031,000港元。

HK\$'000  
千港元

Consideration satisfied by:

Cash paid

代價支付方式：

已付現金

574

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
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### 30. ACQUISITION OF A SUBSIDIARY

(Continued)

The recognised amount of the identifiable assets and liabilities of Earth Spa at the date of acquisition is as follows:

### 30. 收購一間附屬公司(續)

於收購日期，Earth Spa之可識別資產及負債之已確認金額如下：

		HK\$'000 千港元
Net assets (liabilities) acquired:	所收購資產(負債)淨值：	
Property, plant and equipment (Note 17)	物業、廠房及設備(附註17)	35
Right-of-use assets (Note 18)	使用權資產(附註18)	634
Other receivables	其他應收款項	32
Cash and cash equivalents	現金及現金等值項目	102
Lease liabilities (Note 24)	租賃負債(附註24)	(666)
Other payables	其他應付款項	(1,401)
Total identifiable net liabilities	可識別負債淨值總額	(1,264)
Goodwill (Note 16)	商譽(附註16)	1,838
Total consideration	總代價	574
Net cash outflow arising on acquisition:	收購時產生的現金流出淨額：	
Cash consideration paid	已付現金代價	(574)
Cash and cash equivalents acquired	所收購現金及現金等值項目	102
		(472)

### 31. DEREGISTRATION OF A SUBSIDIARY

Pursuant to an approval of deregistration issued by the local authority, a wholly-owned subsidiary of the Group, Beijing Ke Xiong Education Company Limited was deregistered during the year.

### 31. 註銷一間附屬公司

根據當地機構發出之註銷批准，本集團之全資附屬公司北京科雄教育有限公司於年內註銷。

		HK\$'000 千港元
Net assets disposed of:	所出售的資產淨值：	
Other receivables	其他應收款項	-
		-
Realisation of exchange fluctuation reserve	匯率波動儲備之兌現	(541)
Gain on deregistration of a subsidiary	註銷一間附屬公司之收益	(541)

There was no net inflow/outflow of cash equivalents in respect of the deregistration of a subsidiary during the year.

年內並無有關註銷附屬公司的現金及現金等值項目流入／流出淨額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
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### 32. COMMITMENTS

#### (a) Capital commitments

Significant capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

Commitment to provide funding for joint venture's capital      向合營公司提供資金之承擔

2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
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<b>40,117</b>	40,980
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#### (b) Non-cancellable operating leases

At the end of the reporting date, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of office premises and other asset, which fall due as follows:

		2018 二零一八年 HK\$'000 千港元
Within one year	一年內	7,004
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	2,513
		<b>9,517</b>

### 32. 承擔

#### (a) 資本承擔

於報告期末已訂約但未確認為負債之重資本開支如下：

#### (b) 不可撤銷經營租約

於報告日期完結時，本集團就辦公室物業及其他資產之不可撤銷經營租約承擔之未來最低租賃款項到期情況如下：

### 33. CONTINGENT LIABILITIES

The Group did not have materially contingent liabilities at the end of the reporting period (2018: Nil).

### 34. PLEDGED OF ASSETS

At the end of the reporting period, none of the Group's assets (2018: Nil) were pledged to secure the Group's banking facilities.

### 35. RELATED PARTY TRANSACTIONS

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

Unless otherwise disclosed in these consolidated financial statements, the Group did not enter into any material related party transactions during the year and did not have any material balances with related parties at the end of the reporting period.

The remuneration of directors and other members of key management during the year are disclosed in the note 12 to the consolidated financial statements.

The Group also identified other related party as below.

### 33. 或然負債

於報告期末，本集團概無擁有重大或然負債(二零一八年：無)。

### 34. 資產抵押

於報告期末，本集團概無資產(二零一八年：無)已抵押作為本集團銀行信貸之擔保。

### 35. 關連方交易

本公司與其附屬公司(其為本公司之關連方)間之結餘及交易於綜合時已對銷，並無於本附註披露。

除該等綜合財務報表所披露者外，本集團於年內並無訂立任何重大關連方交易，且於報告期末與關連方並無任何重大結餘。

年內，本集團董事及主要管理層之其他成員之酬金載於綜合財務報表附註12。

本集團亦識別其他關連方如下。

Name 名稱	Type 類型	Place of incorporation 註冊成立地點	Ownership interest 所有權權益	
			2019	2018
Beijing Youli 北京優力	Associate 聯營公司	PRC 中國	49%	49%

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
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### 35. RELATED PARTY TRANSACTIONS

(Continued)

Transactions with related parties are shown below:

#### Loans to an associate

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Beginning of the year	年初	-	14,304
Loans repayment	償還貸款	-	(14,320)
Interest charged	收取利息	-	16
End of year	年末	-	-

### 35. 關連方交易(續)

與關連方進行之交易列示如下：

#### 聯營公司貸款

## 36. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

The Group's major financial instruments include other receivables, contingent consideration receivable, financial assets at fair value through profit or loss, cash and cash equivalents, other payables, lease liabilities and convertible notes. Details of these financial instruments are disclosed in respective notes.

The main risks arising from the Group's financial instruments are credit risk, interest rate risk, foreign currency risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below. The Group's accounting policies in relation to derivatives are set out in note 4 to the consolidated financial statements.

### Credit risk

The Group's maximum exposure to credit risk in the event that counterparties fail to perform their obligations at 31 December 2019 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. The Group's credit risk is primarily attributable to its other receivables. In order to minimise credit risk, management has certain monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual receivables regularly at each reporting date to ensure that adequate impairment losses are adequately made for irrecoverable amounts. The credit risk on liquid funds is limited because the counterparties are commercial banks with high credit-ratings assigned by international credit-rating agencies. The Group has no significant concentration of credit risk, with exposure spread over a number of counterparties and customers.

## 36. 財務風險管理宗旨及政策

本集團之主要金融工具包括其他應收款項、應收或然代價、透過損益按公平值計量之金融資產、現金及現金等值項目、其他應付賬款、租賃負債及可換股票據。該等金融工具之詳情於有關附註內披露。

本集團金融工具產生之主要風險為信貸風險、利率風險、外匯風險及流動資金風險。董事會檢討及同意此等各項風險之管理政策並於下文概述。本集團有關衍生工具之會計政策載於綜合財務報表附註4。

### 信貸風險

倘若交易對手方無法履行彼等截至二零一九年十二月三十一日有關每類已確認金融資產之債項，本集團承受之最大信貸風險為綜合財務狀況表內所列示之該等資產之賬面值。本集團承受之信貸風險主要來自其他應收款項。為盡量降低信貸風險，管理層已設立若干監管程序，確保能採取跟進行動追收逾期債務。此外，於各報告日期，本集團定期檢討每宗個別應收貿易賬款之可收回金額，確保就無法收回金額作出足夠之減值虧損。由於交易對手方為獲國際信貸評級機構評為高信貸評級之商業銀行，故流動資金之信貸風險有限。本集團並無高度集中之信貸風險，風險分佈於數目眾多之交易對手方及客戶。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
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### 36. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

(Continued)

#### Interest rate risk

The Group's interest rate risk arises primarily from the Group's bank deposits. All the deposits are on a floating rate basis.

The Group does not use financial derivatives to hedge against the interest rate risk. However, the interest rate profile of the Group's net deposits (being bank deposits less any interest-bearing financial liabilities) is closely monitored by management.

At 31 December 2019, it is estimated that a general increase/decrease of 50 basis points (2018: 50 basis points) in interest rates, with all other variables held constant, would decrease/increase the Group's loss before tax and accumulated losses by approximately HK\$95,000 (2018: HK\$354,000).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the reporting date and had been applied to the exposure to interest rate risk for the non-derivative financial liabilities in existence at that date. The 50 basis points increase/decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting date. The analysis is performed on the same basis for 2018.

#### Foreign currency risk

The Group has transactional currency exposures, primarily with respect to Renminbi ("RMB"), for the years 2019 and 2018. Such exposure arises from Company's subsidiary's intergroup transactions with the Company and recognised liabilities denominated in HK\$ that is not the functional currency of the subsidiary whose functional currency is RMB.

### 36. 財務風險管理宗旨及政策(續)

#### 利率風險

本集團之利率風險主要來自本集團之銀行存款。所有存款均以浮息利率計息。

本集團並無利用金融衍生工具來對沖利率風險。然而，本集團之存款淨額(即銀行存款減去任何計息金融負債)之利率情況由管理層密切監察。

於二零一九年十二月三十一日，估計利率普遍上升/下跌50個基點(二零一八年：50個基點)(所有其他變數保持不變)，將導致本集團除稅前虧損及累計虧損減少/增加約95,000港元(二零一八年：354,000港元)。

上述之敏感度分析乃經假設於報告日期利率出現變動而釐定，且已應用於當日存在之非衍生金融負債之利率風險。利率上升/下跌50個基點顯示出管理層對下年度報告日期前期間內利率之合理可能變動作出之評估。二零一八年按相同基準進行有關分析。

#### 外匯風險

於二零一九年及二零一八年年，本集團面對的交易性貨幣風險主要涉及人民幣(「人民幣」)。該等風險產生自本公司一間附屬公司與本公司進行之集團內公司交易，其已確認負債以港元計值，港元並非該附屬公司之功能貨幣，其功能貨幣為人民幣。

## 36. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

(Continued)

### Foreign currency risk (Continued)

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure closely and will consider hedging significant foreign currency exposure should the need arise.

As at 31 December 2019, it is estimated that a general increase/decrease of 10 basis points (2018: 10 basis points) in HK\$/RMB exchange rate, with all other variables held constant, would increase/decrease the Group's loss before tax and accumulated losses by approximately HK\$253,000 (2018: HK\$178,000).

### Liquidity risk

For the management of the Group's liquidity risk, the Group monitors and maintains a sufficient level of cash and cash equivalents considered adequate by management to finance the Group's operations and mitigate the effects of fluctuation in cash flows. Management reviews and monitors its working capital requirements regularly.

The following table details the contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates) and the earliest date the Group can be required to pay:

	On demand or within one year 應要求 或一年內 HK\$'000 千港元	More than one year but less than two years 一年以上 但兩年以內 HK\$'000 千港元	More than two years but less than five years 兩年以上 但五年以內 HK\$'000 千港元	Total undiscounted cash flow 未折現現金 流量總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
<b>At 31 December 2019</b>					
<b>Financial liabilities</b>					
Other payables	40,229	-	-	40,229	40,229
Lease liabilities	6,069	1,430	-	7,499	6,947
Convertible notes	54,949	-	-	54,949	47,669
<b>At 31 December 2018</b>					
<b>Financial liabilities</b>					
Other payables	29,249	-	-	29,249	29,249
Convertible notes	-	54,949	-	54,949	34,645

## 36. 財務風險管理宗旨及政策(續)

### 外匯風險(續)

本集團目前並無外幣對沖政策。然而，管理層密切監察外匯風險，並會於需要時考慮對沖重大外幣風險。

於二零一九年十二月三十一日，估計港元兌人民幣匯率普遍上升／下跌10個基點(二零一八年：10個基點)所有其他變數保持不變，將導致本集團除稅前虧損及累計虧損增加／減少約253,000港元(二零一八年：178,000港元)。

### 流動資金風險

為管理本集團之流動資金風險，本集團監控及維持現金及現金等值項目於管理層認為足夠之水平，以為本集團業務提供充足資金及減輕現金流量波動之影響。管理層會定期檢討及監控其營運資金需求。

下表詳列本集團於報告期末的金融負債合約到期情況，金融負債根據已訂約未折現現金流量(包括以訂約利率計算之利息付款)與本集團或須支付款項之最早日期計算：

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### 36. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

(Continued)

#### Financial instruments

#### Categories of financial instruments

### 36. 財務風險管理宗旨及政策(續)

#### 金融工具

#### 金融工具之分類

		31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Fair value through profit or loss	透過損益按公平值計量		
– Contingent consideration receivable	– 應收或然代價	16,025	14,619
– Fund investments	– 基金投資	10,013	15,107
– Held for trading equity securities	– 持作買賣股本投資	305	507
Amortised cost (including cash and cash equivalents)	攤銷成本(包括現金及現金等值項目)	105,393	147,947
<b>Financial liabilities</b>	<b>金融負債</b>		
Amortised cost	攤銷成本	16,737	42,517

## 36. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

(Continued)

### Financial instruments (Continued)

#### Fair value hierarchy on a recurring basis

#### Financial assets

	金融資產	Level 1 第一級 HK\$' 000 千港元	Level 2 第二級 HK\$' 000 千港元	Level 3 第三級 HK\$' 000 千港元	Total 合計 HK\$' 000 千港元
Held for trading-listed equity securities	持作買賣一上市 股本證券	305	-	-	305
Contingent consideration receivable	應收或然代價	-	-	16,025	16,025
Unlisted fund investments	非上市基金投資	-	10,013	-	10,013

## 36. 財務風險管理宗旨及政策(續)

### 金融工具(續)

#### 按經常性基準計量之公平值層級

#### Fair value hierarchy as at 31/12/2019

於二零一九年十二月三十一日之公平值層級

	Level 1 第一級 HK\$' 000 千港元	Level 2 第二級 HK\$' 000 千港元	Level 3 第三級 HK\$' 000 千港元	Total 合計 HK\$' 000 千港元
Held for trading-listed equity securities	305	-	-	305
Contingent consideration receivable	-	-	16,025	16,025
Unlisted fund investments	-	10,013	-	10,013

#### Fair value hierarchy as at 31/12/2018

於二零一八年十二月三十一日之公平值層級

	Level 1 第一級 HK\$' 000 千港元	Level 2 第二級 HK\$' 000 千港元	Level 3 第三級 HK\$' 000 千港元	Total 合計 HK\$' 000 千港元
Held for trading-listed equity securities	507	-	-	507
Unlisted fund investments	-	15,107	-	15,107
Contingent consideration receivable	-	-	14,619	14,619

#### Financial assets

	金融資產	Level 1 第一級 HK\$' 000 千港元	Level 2 第二級 HK\$' 000 千港元	Level 3 第三級 HK\$' 000 千港元	Total 合計 HK\$' 000 千港元
Held for trading-listed equity securities	持作買賣一上市 股本證券	507	-	-	507
Unlisted fund investments	非上市基金投資	-	15,107	-	15,107
Contingent consideration receivable	應收或然代價	-	-	14,619	14,619

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
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### 36. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

(Continued)

#### Financial instruments (Continued)

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. A market is regarded as active if quotes prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the group is the current bid price. The instruments are included in level 1.

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

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2018: Nil).

### 36. 財務風險管理宗旨及政策(續)

#### 金融工具(續)

在活躍市場買賣之金融工具之公平值根據報告期末之市場報價列賬。當報價可即時和定期從證券交易所、交易商、經紀、業內人士、定價服務者或管理機構獲得，而該等價格代表按公平交易基準進行之實際和常規市場交易時，該市場被視為活躍。本集團持有之金融資產使用之市場報價為當時買方報價。此等工具包括在第一級。

沒有在活躍市場上買賣之金融工具之公平值採用估值方法釐定。該等估值方法盡量採用可觀察之市場數據(如可得到)，並盡少倚賴實體特定估計。倘計量工具公平值所需之所有重要數據可觀察，則該工具將計入第二級。

年內，金融資產及金融負債之第一級及第二級之間均無轉移公平值計量，亦無轉入或轉出第三級(二零一八年：無)。

## 36. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

(Continued)

### Financial instruments (Continued)

Reconciliation of assets measured at fair value based on level 3:

		<b>Contingent consideration receivable</b>	
		應收或然代價	
		<b>2019</b>	2018
		二零一九年	二零一八年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
At 1 January	於一月一日	<b>14,619</b>	520
Fair value change recognised in profit or loss	於損益確認時公平值變動	<b>1,406</b>	14,685
Exchange realignment	匯兌調整	-	(586)
		<b>16,025</b>	14,619

Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at the end of reporting period:

For level 3 fair value measurements, the Group will normally engage external valuation experts with the recognised professional qualifications and recent experience to perform the valuations.

## 36. 財務風險管理宗旨及政策(續)

### 金融工具(續)

根據第三級按公平值計量之資產對賬：

本集團於報告期末所用估值程序及公平值計量所用估值技術及輸入數據披露：

就第三級公平值計量而言，本集團通常會委聘經認可專業合資格及有近期估值經驗之外部估值專家。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 36. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

(Continued)

#### Financial instruments (Continued)

Level 3 fair value measurements

Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs 輸入數據增加對公平值之影響
描述	估值技術	不可觀察輸入數據	範圍	
Contingent consideration receivable 應收或然代價	Discounted cash flows 已折現現金流量	Profit forecast 溢利預測	HK\$4,044,430 to HK\$6,066,646 (2018:HK\$4,044,430 to HK\$6,066,646) 4,044,430港元至6,066,646港元 (二零一八年：4,044,430港元至6,066,646港元)	Increase 增加
		Discount rate 折現率	4.9% (2018: 4.9%) (二零一八年：4.9%)	Increase 增加

#### Fair value

The directors consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

#### Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt, which mainly includes convertible notes, and equity attributable to owners of the Company, comprising issued share capital and reserves.

### 36. 財務風險管理宗旨及政策(續)

#### 金融工具(續)

第三級公平值計量

#### 公平值

董事認為，於綜合財務報表確認的金融資產及金融負債的賬面值與其公平值相若。

#### 資本風險管理

本集團管理其資本，確保本集團實體能夠持續經營，同時亦透過適度平衡負債與權益結餘而為利益相關者爭取最高回報。本集團整體策略自去年以來保持不變。

本集團的資本結構包括債項，當中主要包括可換股票據及本公司擁有人應佔權益，包括已發行股本及儲備。

## 36. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

(Continued)

The directors of the Company review the capital structure on regular basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

The externally imposed capital requirements for the Group is in order to maintain its listing on the GEM of the Stock Exchange it has to have a public float of at least 25% of the shares.

The Group receives a report from the share registrars regularly on substantial share interests showing the non-public float and it demonstrates continuing compliance with the 25% limit throughout the year. As at 31 December 2019, more than 25% (2018: 25%) of the Company's shares were in public hands.

## 37. SHARE-BASED EMPLOYEE COMPENSATION

At annual general meeting of the Company held on 23 May 2011, the Company adopted a new share option scheme ("Share Option Scheme") and the share option scheme adopted on 24 November 2001 (the "Old Scheme") became terminated therefrom. The Share Option Scheme became effective on 23 May 2011 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. Upon termination of Old Scheme, no further Options under the Old Scheme can be granted but the Options which have been granted during the life of the Old Scheme shall continue to be exercisable in accordance with their terms of issue and the provisions of Chapter 23 of the GEM Listing Rules.

## 36. 財務風險管理宗旨及政策(續)

本公司董事定期檢討資本結構。檢討過程中，董事考慮資本成本及各類別資本相關的風險。根據董事的建議，本集團將透過發行新股份及股份購回以及發行新債項或贖回現有債項，平衡整體資本結構。

本集團之外部資本要求為維持其於聯交所之上市地位，須具備至少25%股份之公眾持股量。

本集團定期接獲股份過戶登記處發出之列示非公眾持股量之重大股份權益報告，該報告顯示本集團於整個年度持續符合25%之限制。於二零一九年十二月三十一日，本公司股份之逾25% (二零一八年：25%) 由公眾持有。

## 37. 以股支付僱員薪酬

在本公司於二零一一年五月二十三日舉行之股東週年大會上，本公司採納新的購股權計劃(「購股權計劃」)，而於二零零一年十一月二十四日採納之購股權計劃(「舊計劃」)即時終止。購股權計劃由二零一一年五月二十三日起生效，除非獲註銷或修訂，否則將由該日起計十年內有效。待終止舊計劃後，概不得根據舊計劃進一步授出購股權，而於舊計劃有效期內已授出之購股權將繼續根據其發行條款及GEM上市規則第23章之條文可予行使。

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### 37. SHARE-BASED EMPLOYEE COMPENSATION (Continued)

#### Share Option Scheme

The purpose of the Share Option Scheme is to provide the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the participants and for such other purposes as the Board may approved from time to time.

Pursuant to Share Option Scheme, the Board may grant Options to any participants, including full time and part time employees, directors (including non-executive directors and independent non-executive directors), consultants, advisors, suppliers and customers of the Group, and the Invested Entity and other persons who, at the sole determination of the Board, have made contributions or will contribute to the Group, to subscribe for shares of the Company at a price determined by the Board and shall be no less than the highest of (i) the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of offer of the Option which must be a business day, (ii) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of offer of the Options; and (iii) the nominal value of a share on the date of offer of the Options.

An offer of Option shall remain open for acceptance by the participant to whom an offer is made for a period from the offer date to such date as the Board may determine and specify in the offer letter (both days inclusive), provided that no such offer shall be open for acceptance after the 10th anniversary from the adoption date of the Share Option Scheme or after the Share Option Scheme has been terminated in accordance with the provisions hereof, whichever is earlier. A nominal consideration of HK\$1 is payable on acceptance of the offer of an Option.

### 37. 以股支付僱員薪酬(續)

#### 購股權計劃

購股權計劃之目的為使本公司可以有更靈活的方式給予參與人士激勵、獎勵、報酬、補償及／或福利及董事會不時批准之其他目的。

根據購股權計劃，董事會可向任何參與者，包括本集團之全職及兼職僱員、董事（包括非執行董事及獨立非執行董事）、顧問、諮詢人、供應商及客戶及被投資實體以及董事會全權酌情認為曾經或將會對本集團作出貢獻之任何其他人士授出可認購本公司股份之購股權，價格由董事會釐訂，惟不得低於下列各項之最高者：(i)授出購股權當日（必須為營業日）股份於聯交所日報表上所報之收市價，(ii)緊接授出購股權當日前五個營業日股份於聯交所日報表上所報之平均收市價；及(iii)授出購股權當日股份之面值。

購股權要約將維持就自要約日期起至董事會可能釐定並於要約函件內列明之有關日期之期間（包括首尾兩日）可供作出要約之參與者接納，惟自購股權計劃採納日期起第10週年後或購股權計劃根據其條文予以終止後（以較早者為準）概無有關要約可供接納。名義代價1港元須於報納購股權要約時支付。

## 37. SHARE-BASED EMPLOYEE COMPENSATION *(Continued)*

### Share Option Scheme *(Continued)*

The total number of shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other share option scheme of the Company shall not in aggregate exceed 10% of the total number of shares of the Company in issue at as the date of approval of the limit. The maximum number of shares issuable under the Option to each eligible participant in the Scheme Option Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time.

Any grant of Options to a participant who is a director, chief executive or substantial shareholder of the Company or their respective associates must be approved by the independent non-executive directors (excluding independent non-executive director who is grantee). In addition, any Options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the closing price of the Company's shares at the date of the grant) in excess of HK\$5,000,000, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

## 37. 以股支付僱員薪酬(續)

### 購股權計劃(續)

根據購股權計劃及本公司任何其他購股權計劃將授出之所有購股權獲行使時可予發行之股份總數，合共不得超過於任何時間已發行股份總數10%。於任何十二個月期間內，根據購股權可發行予各購股權計劃的合資格參與者的股份最高數目限於本公司任何時間已發行股份的1%。

向參與者(即本公司董事、最高行政人員或主要股東或彼等各自之聯繫人士)授出購股權，須獲獨立非執行董事(不包括身為承授人之獨立非執行董事)批准。此外，於任何十二個月期間內，向本公司主要股東或獨立非執行董事或彼等之任何聯繫人士授出任何超出本公司任何時間已發行股份0.1%及總值(按本公司股份於授出日期的價格計算)超過5,000,000港元的購股權須獲股東於股東大會上事先批准。

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### 37. SHARE-BASED EMPLOYEE COMPENSATION (Continued)

#### Share Option Scheme (Continued)

On 2 July 2019, a total of 375,100,000 share options (the “Share Options”) were granted by the Company to certain eligible participants (the “Grantees”) to subscribe for ordinary shares of HK\$0.1 each of the Company (the “Shares”) pursuant to the Share Option Scheme adopted by the Company on 23 May 2011.

The exercise price of Share Options granted is HK\$0.155 per Share, which represents the highest of (i) HK\$0.144, being the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant; (ii) HK\$0.155, being the average of the closing prices of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) HK\$0.1, being the nominal value of each Share. The consideration for the grant of the Share Options is HK\$1 to be paid by each of the Grantees upon acceptance of the Share Options granted. The validity and exercise period of the Share Options is 10 years from the date of grant.

Among the above 375,100,000 Share Options granted, a total of 46,600,000 Share Options were granted to the directors and chief executive.

### 37. 以股支付僱員薪酬(續)

#### 購股權計劃(續)

於二零一九年七月二日，根據本公司於二零一一年五月二十三日採納之購股權計劃，本公司向若干合資格參與者(「承授人」)授出的共計375,100,000份購股權(「購股權」)認購本公司每股面值0.1港元之普通股(「股份」)。

已授出的購股權行使價為每股0.155港元，相當於下列各項之最高者：(i)0.144港元，即授出當日股份於聯交所日報表上所報之收市價；(ii)0.155港元，即緊接授出當日前五個營業日股份於聯交所日報表上所報之平均收市價；(iii)0.1港元，即每股股份之面值。授出購股權之代價由每名承授人於接納授出購股權時支付1港元。購股權的有效期限及行使期為自授出日期起計10年。

在上述375,100,000份授出之購股權中，共有46,600,000份購股權授予董事及行政總裁。

### 37. SHARE-BASED EMPLOYEE COMPENSATION (Continued)

#### Share Option Scheme (Continued)

The movements in the Options during the year ended 31 December 2019 are shown in the following table:

Name of the participant	Date of grant	Exercise period and vesting period	Exercise price per share	At 1 January 2019	Granted during the year	Exercised during the year	Lapsed/Cancelled during the year	At 31 December 2019
參與者姓名	授出日期	行使期及歸屬期	每股行使價 HK\$ 港元	於 二零一九年 一月一日	年內授出	年內行使	年內 失效/註銷	於 二零一九年 十二月三十一日
<b>Directors</b>								
<b>董事</b>								
Yuan Wei	09/09/2015	09/09/2015 - 08/09/2025	0.28	20,000,000	-	-	-	20,000,000
袁偉	15/12/2016	15/12/2016 - 14/12/2026	0.311	10,000,000	-	-	-	10,000,000
	17/05/2017	17/05/2017 - 16/05/2027	0.285	3,000,000	-	-	-	3,000,000
	02/07/2019	02/07/2019 - 01/07/2029	0.155	-	30,600,000	-	-	30,600,000
Zhang Jianxin	09/09/2015	09/09/2015 - 08/09/2025	0.28	5,000,000	-	-	-	5,000,000
張建新	15/12/2016	15/12/2016 - 14/12/2026	0.311	5,000,000	-	-	-	5,000,000
	02/07/2019	02/07/2019 - 01/07/2029	0.155	-	5,000,000	-	-	5,000,000
Zheng Zhijing	17/05/2017	17/05/2017 - 16/05/2027	0.285	10,000,000	-	-	-	10,000,000
鄭植京								
Yang Qingchun	02/07/2019	02/07/2019 - 01/07/2029	0.155	-	2,000,000	-	-	2,000,000
楊慶春								
Tang Jiuda	02/07/2019	02/07/2019 - 01/07/2029	0.155	-	2,000,000	-	-	2,000,000
湯究達								
Lu Xiaowei	02/07/2019	02/07/2019 - 01/07/2029	0.155	-	2,000,000	-	-	2,000,000
蘆曉薇								
<b>Deputy Chief Executive Officer</b>								
<b>副行政總裁</b>								
Wang Hui	02/07/2019	02/07/2019 - 01/07/2029	0.155	-	5,000,000	-	-	5,000,000
王慧								
Subtotal				53,000,000	46,600,000	-	-	99,600,000
小計								

### 37. 以股支付僱員薪酬(續)

#### 購股權計劃(續)

截至二零一九年十二月三十一日止年度，本公司購股權之變動載於下表：

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### 37. SHARE-BASED EMPLOYEE COMPENSATION (Continued)

### 37. 以股支付僱員薪酬(續)

#### Share Option Scheme (Continued)

#### 購股權計劃(續)

Name of the participant	Date of grant	Exercise period and vesting period	Exercise price per share	At 1 January 2019 於二零一九年一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed/Cancelled during the year 年內失效/註銷	At 31 December 2019 於二零一九年十二月三十一日
<b>Others</b>								
<b>其他</b>								
In aggregate 合共	09/07/2009	09/07/2009 - 08/07/2019	0.652	14,936,322	-	-	(14,936,322)	-
In aggregate 合共	09/09/2015	09/09/2015 - 08/09/2025	0.28	81,000,000	-	-	-	81,000,000
In aggregate 合共	15/12/2016	15/12/2016 - 14/12/2026	0.311	283,000,000	-	-	-	283,000,000
In aggregate 合共	17/05/2017	17/05/2017 - 16/05/2027	0.285	255,200,000	-	-	-	255,200,000
In aggregate 合共	02/07/2019	02/07/2019 - 01/07/2029	0.155	-	328,500,000	-	-	328,500,000
				634,136,322	328,500,000	-	(14,936,322)	947,700,000
Exercisable at the end of the year 於期末可行使								1,047,300,000
Weighted average exercise price 加權平均行使價				HKD0.303港元	HKD0.155港元	-	HKD0.652港元	HKD0.245港元

### 37. SHARE-BASED EMPLOYEE COMPENSATION (Continued)

#### Share Option Scheme (Continued)

The movements in the Options during the year ended 31 December 2018 are shown in the following table:

Name of the participant	Date of grant	Exercise period and vesting period	Exercise price per share	At 1 January 2018 於 二零一八年 一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed/Cancelled during the year 失效/註銷 年內	At 31 December 2018 於 二零一八年 十二月三十一日
<b>Directors</b>								
<b>董事</b>								
Yuan Wei 袁偉	09/09/2015	09/09/2015 - 08/09/2025	0.28	20,000,000	-	-	-	20,000,000
	15/12/2016	15/12/2016 - 14/12/2026	0.311	10,000,000	-	-	-	10,000,000
	17/05/2017	17/05/2017 - 16/05/2027	0.285	3,000,000	-	-	-	3,000,000
Zhang Jianxin 張建新	09/09/2015	09/09/2015 - 08/09/2025	0.28	5,000,000	-	-	-	5,000,000
	15/12/2016	15/12/2016 - 14/12/2026	0.311	5,000,000	-	-	-	5,000,000
Zheng Zhijing 鄭植京	17/05/2017	17/05/2017 - 16/05/2027	0.285	10,000,000	-	-	-	10,000,000
Li Qunsheng (resigned on 02/08/2018) 李群盛(於二零一八年 八月二日辭任)	17/05/2017	17/05/2017 - 16/05/2027	0.285	3,000,000	-	-	-	3,000,000
Subtotal 小計				56,000,000	-	-	-	56,000,000

### 37. 以股支付僱員薪酬(續)

#### 購股權計劃(續)

截至二零一八年十二月三十一日止年度，本公司購股權之變動載於下表：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 37. SHARE-BASED EMPLOYEE COMPENSATION (Continued)

### 37. 以股支付僱員薪酬(續)

#### Share Option Scheme (Continued)

#### 購股權計劃(續)

Name of the participant	Date of grant	Exercise period and vesting period	Exercise price per share	At 1 January 2018 於二零一八年一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed/Cancelled during the year 年內失效/註銷	At 31 December 2018 於二零一八年十二月三十一日
<b>Others</b> 其他								
In aggregate 合共	28/08/2008	28/08/2008 - 27/08/2018	1.281	9,230,311	-	-	(9,230,311)	-
In aggregate 合共	09/07/2009	09/07/2009 - 08/07/2019	0.652	14,936,322	-	-	-	14,936,322
In aggregate 合共	09/09/2015	09/09/2015 - 08/09/2025	0.28	99,600,000	-	(18,600,000)	-	81,000,000
In aggregate 合共	15/12/2016	15/12/2016 - 14/12/2026	0.311	315,000,000	-	(32,000,000)	-	283,000,000
In aggregate 合共	17/05/2017	17/05/2017 - 16/05/2027	0.285	257,000,000	-	(4,800,000)	-	252,200,000
				695,766,633	-	(55,400,000)	(9,230,311)	631,136,322
Exercisable at the end of the year 於年末可行使								687,136,322
Weighted average exercise price 加權平均行使價				HKD0.32港元	-	HKD0.30港元	HKD1.28港元	HKD0.30港元

## 37. SHARE-BASED EMPLOYEE COMPENSATION (Continued)

### Share Option Scheme (Continued)

(a) (Continued)

On 2 July 2019, the Company granted 375,100,000 Options to Grantees under the Company's Share Option Scheme adopted on 23 May 2011.

During the year ended 31 December 2018, no share options were granted by the Company.

During the year ended 31 December 2019, the number of Options granted was 375,100,000. Of which, 46,600,000 Options were granted to the directors of the Company (the "Directors"), 288,500,000 Options were granted to the employees of the Company (the "Employees") and 40,000,000 Options were granted to the Company's external consultants (the "Consultants"). The fair value of Options granted under the Share Option Scheme, amounted to HK\$30,800,000 of average HK\$0.082 each. The fair values of the outstanding Options were derived from Binomial Option Pricing Model by applying the following assumptions:

Date of grant (dd.mm.yy) 授出日期 (日-月-年)	Grantee 承授人	Expected volatility 預期波幅	Contractual life (in years) 合約年期 (年)	Risk-free interest rate 無風險利率	Expected dividend yield 預期股息率
02.07.2019 二零一九年七月二日	Directors 董事	73.5%	10	1.50%	Nil 無
	Employees 僱員	73.5%	10	1.50%	Nil 無
	Consultants 顧問	73.5%	10	1.50%	Nil 無

## 37. 以股支付僱員薪酬(續)

### 購股權計劃(續)

(a) (續)

於二零一九年七月二日，本公司根據於二零一一年五月二十三日採納之購股權計劃，向承授人授出375,100,000份購股權。

截至二零一八年十二月三十一日止年度，本公司概無授出購股權。

於截至二零一九年十二月三十一日止年度，授出的購股權數目為375,100,000份。其中，46,600,000份購股權授予本公司董事(「董事」)、288,500,000份購股權授予本公司僱員(「僱員」)以及40,000,000份購股權授予本公司外聘顧問(「顧問」)。根據購股權計劃所授出購股權的公平值為30,800,000港元，每份購股權平均為0.082港元。尚未行使購股權的公平值以二項式期權定價模式計算，所採用假設如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 37. SHARE-BASED EMPLOYEE COMPENSATION (Continued)

#### Share Option Scheme (Continued)

(a) (Continued)

During the year ended 31 December 2019, the Group recognised the total expenses of approximately HK\$30,800,000 in relation to share Options granted by the Company.

- (i) the expected volatilities for the Options granted were based on the historical volatility of the share prices of the Company as extracted from Bloomberg.
- (ii) the applicable risk free rates were generated from Bloomberg based on the Hong Kong Government 10 years Bond Yield matching the assumed life of the Options.
- (iii) the expected dividend yields were estimated based on the historical dividend, which was zero.

### 37. 以股支付僱員薪酬(續)

#### 購股權計劃(續)

(a) (續)

截至二零一九年十二月三十一日止年度，本集團確認有關本公司授出購股權之總開支約為30,800,000港元。

- (i) 授出購股權的預期波幅乃根據摘自Bloomberg本公司之股價之歷史波幅釐定。
- (ii) 適用無風險利率乃自Bloomberg根據香港政府10年期債券孳息率所產生，與購股權之假設年期相配合。
- (iii) 預期股息率乃按歷史股息(零)估計。

## 37. SHARE-BASED EMPLOYEE COMPENSATION (Continued)

### Share Option Scheme (Continued)

- (b) The values of the Options are subject to the limitations of the Binomial Option Pricing Model and a number of assumptions which are subjective and difficult to ascertain. Changes in the subjective input assumptions could materially affect the fair value estimate.
- (c) The outstanding Options under the Share Option Scheme as at 31 December 2019 was 1,047,300,000 (2018: 687,136,322) representing about 27.9% (2018: 18.32%) of the shares of the Company at the year end date.
- (d) If Options are forfeited before expiration or lapsed, the related share-based payment will be transferred directly to retained earnings/accumulated losses.

## 38. EVENTS AFTER THE REPORTING PERIOD

Since early 2020, the epidemic of Coronavirus Disease 2019 (the “COVID-19 outbreak”) has spread across the PRC and other countries and it has affected the business and economic activities of the Group to some extent. The overall financial effect cannot be reliably estimated as of the date of these consolidated financial statements. The Group will closely monitor the development of the COVID-19 outbreak and continue to evaluate its impact on the business, the financial position and operating results of the Group.

## 37. 以股支付僱員薪酬(續)

### 購股權計劃(續)

- (b) 購股權的價值受二項式期權定價模式之限制以及多項主觀及難以確定之假設所影響。主觀假設之變動可對公平值估計造成重大影響。
- (c) 於二零一九年十二月三十一日，購股權計劃項下之尚未行使的購股權為1,047,300,000份(二零一八年：687,136,322份)，佔本公司於年結日已發行股份的27.9%(二零一八年：18.32%)。
- (d) 倘若購股權於期滿或失效前被沒收，有關以股支付款項將直接轉撥至保留盈利／累計虧損。

## 38. 報告期後事項

自二零二零年初以來，新型冠狀病毒肺炎(「COVID-19疫情」)已在中國及其他國家蔓延，並在一定程度上對本集團的業務及經濟活動造成影響。截至該等綜合財務報表日期，整體財務影響無法可靠估計。本集團將密切監察COVID-19疫情的發展，並繼續評估其對本集團業務、財務狀況及經營業績的影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 39. NOTES TO CONSOLIDATED STATEMENTS OF CASH FLOWS

Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Impact of initial application of HKFRS 16		Interest charged on lease liabilities					
1 January 2019	HKFRS 16	Addition	Acquisition of a subsidiary	on lease liabilities	Cash flow	31 December 2019		
二零一九年一月一日	初步應用香港財務報告準則第16號之影響	添置	收購一間附屬公司	就租賃負債收取之利息	現金流量	二零一九年十二月三十一日		
HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000		
千港元	千港元	千港元	千港元	千港元	千港元	千港元		
Lease liabilities (Note 24)	租賃負債(附註24)	-	7,715	4,972	666	243	(6,649)	6,947

### 39. 綜合現金流量表附註

融資活動所產生負債之對賬

下表載列本集團融資活動所產生負債之變動詳情，包括現金及非現金變動。融資活動所產生之負債為現金流量已經或其未來現金流量將會於本集團綜合現金流量表分類為融資活動之現金流量之負債。

## 40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

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

## 40. 本公司財務狀況表

本公司於報告期末之財務狀況表資料如下：

	Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Assets and liabilities</b>	<b>資產及負債</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	337	977
Right-of-use assets	使用權資產	447	–
Financial assets at fair value through profit or loss	透過損益按公平值計量之金融資產	10,013	15,107
Investments in subsidiaries	於附屬公司之投資	–	9,996
		<b>10,797</b>	26,080
<b>Current assets</b>	<b>流動資產</b>		
Other receivables	其他應收賬款	79,441	75,177
Amounts due from subsidiaries	應收附屬公司款項	3,750	4
Financial assets at fair value through profit or loss	透過損益按公平值計量之金融資產	304	507
Cash and cash equivalents	現金及現金等值項目	(247)	27,980
		<b>83,248</b>	103,668
<b>Total assets</b>	<b>資產總值</b>	<b>94,045</b>	129,748
<b>Current liabilities</b>	<b>流動負債</b>		
Lease liabilities	租賃負債	2,818	–
Other payables	其他應付賬款	5,291	5,936
Convertible notes	可換股票據	47,669	–
		<b>55,778</b>	5,936
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Convertible notes	可換股票據	–	34,645
Deferred tax liabilities	遞延稅項負債	–	5,891
		–	40,536
<b>Total liabilities</b>	<b>負債總額</b>	<b>55,778</b>	46,472

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
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### 40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

(Continued)

### 40. 本公司財務狀況表(續)

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		Notes 附註		
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>27,470</b>	97,732
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>38,267</b>	123,812
<b>Net assets</b>	<b>資產淨額</b>		<b>38,267</b>	83,276
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	27	<b>375,130</b>	375,130
Reserves	儲備	28	<b>(336,863)</b>	(291,854)
<b>Total equity</b>	<b>總權益</b>		<b>38,267</b>	83,276

**Yuan Wei**

袁偉

Director

董事

**Zhang Jianxin**

張建新

Director

董事

## 41. PARTICULARS OF SUBSIDIARIES

Particulars of the principal subsidiaries as at 31 December 2019 are as follows:

## 41. 附屬公司之詳情

主要附屬公司於二零一九年十二月三十一日之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立/ 註冊/經營地點	Paid up share capital/ registered capital 繳足股本/註冊資本	Proportion interest held by the Company 本公司持有權益比例				Principal activities 主要業務
			Directly 直接		Indirectly 間接		
			2019	2018	2019	2018	
			二零一九年	二零一八年	二零一九年	二零一八年	
China E-Learning (Hong Kong) Limited 中國網絡教育(香港) 有限公司	Hong Kong 香港	Ordinary shares HK\$1 1港元普通股	100%	100%	-	-	Provision of management services to group companies 向集團公司提供管理服務
New Beida Business StudyNet Group Limited 新北大商學網集團有限公司	BVI 英屬處女群島	Ordinary shares US\$10,000 10,000美元普通股	100%	100%	-	-	Investment holding 投資控股
Best Boom Enterprises Limited	BVI 英屬處女群島	Ordinary shares US\$10 10美元普通股	-	-	100%	100%	Investment holding 投資控股
Beijing Hua Tuo Education Technology Company Limited (note a) 北京華拓教育科技有限公司 (附註a)	PRC 中國	Registered capital HK\$40,000,000 40,000,000港元註冊資本	-	-	100%	100%	Provision of occupational education, industry certification course, skills training and education consultation 提供職業教育行業認證課程、 技能培訓及教育諮詢
Beijing Ke Xiong Education Company Limited (note a and b) 北京科雄教育有限公司 (附註a及b)	PRC 中國	Registered capital RMB5,000,000 人民幣5,000,000元 註冊資本	-	-	-	100%	Provision of occupational education, industry certification course, skills training and education consultation 提供職業教育行業認證課程、 技能培訓及教育諮詢
ILN Medical (BVI) Group Limited 國訊醫藥(BVI)集團有限公司	BVI 英屬處女群島	Ordinary shares HK\$13,677,288 13,677,288港元普通股	-	-	100%	100%	Investment holding 投資控股
ILN Medical Group Limited 國訊醫藥實業有限公司	Hong Kong 香港	Ordinary shares HK\$3,000,000 3,000,000港元普通股	-	-	100%	100%	Investment holding 投資控股

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
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### 41. PARTICULARS OF SUBSIDIARIES

(Continued)

### 41. 附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立/ 註冊/經營地點	Paid up share capital/ registered capital 繳足股本/註冊資本	Proportion interest held by the Company 本公司持有權益比例				Principal activities 主要業務
			Directly 直接		Indirectly 間接		
			2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	
Hunan IIN Medical Network Technology Development Company Limited (note a) 湖南國訊醫藥網絡科技開發 有限公司(附註a)	PRC 中國	Registered capital RMB14,530,808 人民幣14,530,808元 註冊資本	-	-	100%	100%	Investment holding 投資控股
Distance Education College of Beijing University of Chinese Medicine 北京中醫藥大學 遠程教育學院	PRC 中國	Registered capital RMB900,000 人民幣900,000元註冊資本	-	-	51%	51%	Provision of distance learning program in Chinese medicine 提供中醫藥遠程教育課程
Sinzhongyi Consultancy PTE. Ltd. 新中醫諮詢服務有限公司	Singapore 新加坡	Registered capital SGD1,746,725 1,746,725新元註冊資本	100%	100%	-	-	Chinese medicine health center and training center 中醫健康中心及培訓中心
Earth Spa Inc PTE Ltd.	Singapore	Registered capital SGD50,000	-	-	100%	-	Provision of healthcare services
Earth Spa Inc PTE Ltd.	新加坡	50,000新元註冊資本					提供醫療保健服務

Note:

- a. These are wholly-foreign owned enterprises established in the PRC.
- b. Pursuant to an approval of deregistration issued by the local authority, Beijing Ke Xiong Education Company Limited was deregistered during the year. Details of the deregistration was set out in note 31.

附註：

- a. 為在中國成立之外商獨資企業。
- b. 根據當地機構發出之註銷批准，北京科雄教育有限公司已於年內註銷。註銷之詳情載列於附註31。

None of the subsidiaries had any debt securities subsisting at the end of the year or at any time during the year.

於年終或年內任何時候，該等附屬公司並無任何債務證券。

## 41. PARTICULARS OF SUBSIDIARIES

(Continued)

Details of non-wholly owned subsidiary that have material non-controlling interests:

The table below shows details of non-wholly-owned subsidiary of the Group that have material non-controlling interests:

Name of subsidiary	Place of incorporation and principal place of business	Proportion of interests held by non-controlling interests		Profit allocated to non-controlling interests		Dividend paid to non-controlling interests		Accumulated non-controlling interests	
		31/12/19	31/12/18	31/12/19	31/12/18	31/12/19	31/12/18	31/12/19	31/12/18
附屬公司名稱	註冊地點及主要營業地點	非控股權益所持權益比例	分配予非控股權益之溢利	已付非控股權益股息	累計非控股權益				
		31/12/19	31/12/18	31/12/19	31/12/18	31/12/19	31/12/18	31/12/19	31/12/18
		一九年	一八年	一九年	一九年	一九年	一八年	一九年	一八年
		十二月三十一日	十二月三十一日	十二月三十一日	十二月三十一日	十二月三十一日	十二月三十一日	十二月三十一日	十二月三十一日
				HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
				千港元	千港元	千港元	千港元	千港元	千港元
Distance Education College of Beijing University of Chinese Medicine	PRC	49%	49%	8,639	11,829	22,591	-	3,726	17,678
北京中醫藥大學遠程教育學院	中國								

Summarised financial information in respect of the Group's subsidiary that has material non-controlling interest is set out below. The summarised financial information below represents amounts before intragroup eliminations.

## 41. 附屬公司之詳情(續)

非全資附屬公司而有重大非控股權益之詳情：

下表顯示本集團非全資附屬公司而有重大非控股權益之詳情：

有關本集團附屬公司而有重大非控股權益之概述財務資料載列如下。下列概述財務資料為集團內部對沖前之金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
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### 41. PARTICULARS OF SUBSIDIARIES

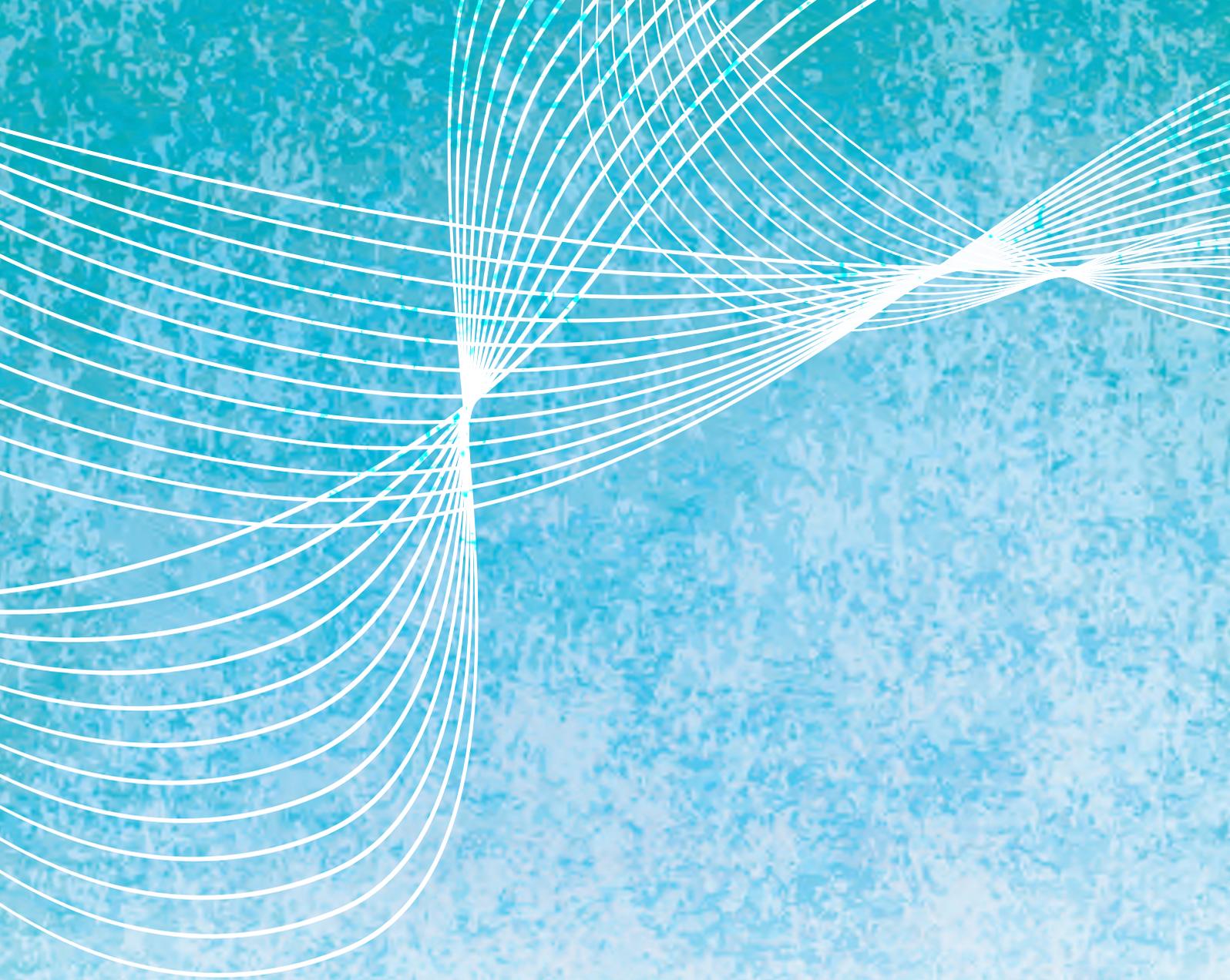
(Continued)

Distance Education College of Beijing University of Chinese  
Medicine

### 41. 附屬公司之詳情 (續)

北京中醫藥大學遠程教育學院

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current assets	流動資產	<b>19,371</b>	39,591
Non-current assets	非流動資產	<b>383</b>	685
Current liabilities	流動負債	<b>(30,439)</b>	(22,631)
Non-current liabilities	非流動負債	-	-
Revenue	收益	<b>63,124</b>	57,856
Other income	其他收益	<b>12</b>	11
Total expenses	開支總額	<b>(45,505)</b>	(33,726)
Profit for the year	年內溢利	<b>17,631</b>	24,141
Total comprehensive income for the year	年內全面收益總額	<b>17,631</b>	24,141
Net cash flow generated from operating activities	經營活動所得之現金流量淨額	<b>19,352</b>	25,525
Net cash flow generated from (used in) investing activities	投資活動所得(所用) 之現金流量淨額	<b>12</b>	(569)
Net cash flow used in financial activities	融資活動所用之現金流量淨額	<b>(46,105)</b>	-
Net change in cash and equivalents	現金及現金等值項目變動淨額	<b>(26,741)</b>	24,956



**CHINA E-INFORMATION TECHNOLOGY GROUP LIMITED**  
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