Vobile®

Vobile Group Limited
阜博集團有限公司

(Incorporated in the Cayman Islands with limited liability)
Stock Code: 3738

2018
ANNUAL REPORT

CONTENTS

CORPORATE INFORMATION

EXECUTIVE DIRECTORS[1]

Mr. Yangbin Bernard WANG ("Mr. Wang")
(Chairman and Chief Executive Officer)
Mr. Michael Paul WITTE ("Mr. Witte")

NON-EXECUTIVE DIRECTORS

Mr. Vernon Edward ALTMAN ("Mr. Altman")
(Vice chairman of the Board)
Mr. J David WARGO ("Mr. Wargo")
Mr. WONG Wai Kwan ("Mr. Wong")

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHAN King Man Kevin ("Mr. Chan")
Mr. James Alan CHIDDIX ("Mr. Chiddix")
Mr. Charles Eric EESLEY ("Mr. Eesley")

COMPANY SECRETARY

Mr. HO Sai Hong Vincent ("Mr. Ho")

AUDIT COMMITTEE

Mr. CHAN King Man Kevin *(Chairperson)*
Mr. James Alan CHIDDIX
Mr. Charles Eric EESLEY
Mr. J David WARGO
Mr. WONG Wai Kwan

REMUNERATION COMMITTEE

Mr. James Alan CHIDDIX *(Chairperson)*
Mr. Vernon Edward ALTMAN
Mr. CHAN King Man Kevin
Mr. Charles Eric EESLEY
Mr. Yangbin Bernard WANG

NOMINATION COMMITTEE

Mr. Yangbin Bernard WANG *(Chairperson)*
Mr. Vernon Edward ALTMAN
Mr. CHAN King Man Kevin
Mr. James Alan CHIDDIX
Mr. Charles Eric EESLEY

REGISTERED OFFICE

P.O. Box 472, 2nd Floor, Harbour Place,
103 South Church Street,
George Town,
Grand Cayman KY1-1106,
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE US

2880 Lakeside Drive, Suite 360,
Santa Clara, CA 95054,
United States

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 3712, 37/F,
Tower 2, Times Square,
1 Matheson Street,
Causeway Bay,
Hong Kong

AUTHORIZED REPRESENTATIVES

Mr. HO Sai Hong Vincent
Mr. WONG Wai Kwan

(1) Mr. Xianming Zhu ("Mr. Zhu") had served as an executive director of the Company until July 13, 2018.

CORPORATE INFORMATION

AUDITOR

Ernst & Young
22/F., CITIC Tower,
1 Tim Mei Avenue,
Central, Hong Kong

LEGAL ADVISER

Pillsbury Winthrop Shaw Pittman LLP
2550 Hanover Street,
Palo Alto, CA 94304-1115,
United States

PRINCIPAL BANKERS

Silicon Valley Bank
The Hongkong and Shanghai Banking Corporation Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

International Corporation Services Ltd.
P.O. Box 472, 2nd Floor, Harbour Place,
103 South Church Street,
George Town,
Grand Cayman KY1-1106,
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 22 Hopewell Centre,
183 Queen's Road East,
Hong Kong

COMPANY WEBSITE

www.vobilegroup.com

COMPLIANCE ADVISER

VBG Capital Limited
18/F., Prosperity Tower,
39 Queen's Road Central,
Hong Kong

STOCK CODE

3738

CHAIRMAN'S STATEMENT

TO OUR SHAREHOLDERS:

2018 has been a year of great progress and advancement for Vobile Group. The Company completed its listing on the main board of the Hong Kong Stock Exchange, introduced new product lines across new geographies, furthered strategic alliances and completed a strategic acquisition. During the year we focused on consolidating our position as the leader in online video content protection and distribution. We have an ambitious vision for our future in a world where the explosive growth in content creation and 5G networks create exciting potential for our technologies and services.

First of all, I want to take a moment to acknowledge an achievement we at Vobile Group are very proud. On April 8, 2018, we received the 69th Annual Technology & Engineering Emmy Award from the National Academy of Television Arts & Sciences (NATAS), in recognition of the company's technology innovation and excellence in "Video Identification Technology to Protect Content Value and Copyright". For our company, the Emmy is a validation of many years of hard work in the field of video identification technology. It inspires us to take on new technology challenges and business opportunities.

In fact, very exciting challenges and opportunities are right in front of us. Our core service offerings have never been more important in a new era for content distribution in which direct-to-consumer business models are becoming a strategic priority for major media companies around the world. The massive growth of direct-to-consumer video offerings is already assured. We believe consumers' consumption of on-demand video will only increase as 5G becomes ubiquitous, with the smartphone becoming the "first screen" for film and television distribution.

We believe we are in the early days of this new industry phenomenon. Vobile, with its leadership in video content identification and measurement technologies, sits in a unique position to support the growth of new on-demand business models. Piracy and copyright infringement are already increasingly common in the online video industry. As we continue to expand our leadership in content protection, we are also investing in new development opportunities to expand our relevance in video distribution, leveraging our core VDNA technology and transactional video on demand (TVOD) capabilities. Over the past year, we have taken a few important early steps:

- We established a wholly-owned subsidiary in Melbourne, Australia called Vobile Australia Pty Ltd. We chose this location because of the strong technical research and product development talent available in Australia and the many business opportunities there. Subsequently, Vobile acquired the intangible assets of IP-Echelon including all software, related codes, copyrights and trademarks. Former IP-Echelon employees have joined Vobile Australia Pty Ltd.

- We formed strategic partnerships with content owners to continue building upon our existing strengths in online video content protection and monetization.

- In 2018 we signed strategic cooperation agreements with two of the largest smart phone makers in China to jointly build higher quality video content services.

- Finally, we are pleased to have the addition to our team of Michael Grindon, the former president of Sony Pictures Television International. Michael joins the company as a special advisor to help Vobile expand its video on-demand distribution platform. We have made good early progress in securing partnerships for long-form video content acquisition as we build out our platform in China. Michael's outstanding entertainment industry track record positions us to accelerate our efforts.

CHAIRMAN'S STATEMENT

GOING FORWARD

These achievements are just the beginning in our effort to establish Vobile as an innovator in the Direct-to-Consumer ("DTC") video market by creating a foundational model that brings together content creators, distributors and consumers. While the move to DTC is inevitable, the challenge to build a viable business is daunting for all but the best capitalized media companies. It takes substantial capital investment to license a critical mass of content and build and market a service that will appeal to subscribers willing to pay monthly fees for it. In addition to the content itself, tracking and measuring its usage for piracy protection and to account for viewership is also critical to delivering a profitable service. As the leading provider of online video content protection and measurement services, and a proven partner to leading content creators in Hollywood and beyond, we are in a unique position to solve these challenges through the development and application of our technologies in innovative offerings that both protect the interests of our customers' content and open low-risk new business opportunities for content creators and distributors. We believe our TVOD platform provides an ideal extension for studios to execute or extend their DTC strategies, particularly in marketing large content libraries that are not sought after on "skinny" VOD packages.

In summary, DTC is arguably the biggest priority for media companies of all sizes in a new era of technology-driven competition. Vobile's leadership in content protection and authentication, proprietary technology advantages, strong relationships with content owners and proven track record, provide us with the opportunity to create an exciting new business model for media companies seeking to develop or expand their DTC ambitions. In 2019, we will continue to advance our strategies on this front, through organic growth and strategic investment as well as industry alliances.

THANK YOU

On behalf of the Board of Directors, I would like to thank all the employees of the company for their efforts, and thank the shareholders, investors and business partners for their full trust and support. We look forward to updating you as we further develop our business and strive to create more value for our shareholders.

Yangbin Bernard WANG
Chairman, Executive Director and Chief Executive Officer
Vobile Group Limited

March 28, 2019

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS OVERVIEW AND PROSPECT

In 2018, we progressed on our strategy to further strengthen our global leadership position in online video content protection, with the objective of deploying and growing our innovative online video distribution platform through a revenue-sharing model. Our customers include some of the world's largest film studios, including the top seven global majors — along with many other — film studios, TV networks and other content owners. Through our proprietary software platforms, we help our customers protect their content from unauthorized use and monetize their content by enabling revenue-sharing for, or in connection with, the distribution of their video content. In addition, we offer content measurement platforms to help our customers measure the viewership of their content. Our business model can be categorized as:

- Subscription-based SaaS business — consisting primarily of content protection platforms (including VideoTracker and MediaWise) as well as content measurement platforms; and

- Transaction-based SaaS business — consisting of content monetization platforms to enable revenue-sharing for conventional home video distribution through our conventional pay per transaction ("PPT") platform and online video distribution through our online PPT platforms (including our advertising video-on-demand ("AVOD") PPT platform, or "ReClaim," and transactional video-on-demand ("TVOD") PPT platform).

Subscription-based SaaS Business

Our subscription-based SaaS business consists primarily of content protection platforms and content measurement platforms.

Content protection platforms

Our content protection platforms consist primarily of VideoTracker and MediaWise. VideoTracker provides critical protection to ensure exclusive delivery of premium content to theaters, set-top-boxes and smart devices worldwide. MediaWise enables publishers to manage digital media content to eliminate copyright infringements and help increase business opportunities. In today's content distribution market, rights infringers are constantly evolving their techniques to avoid detection by services such as ours. They do so by both manipulating content and by adopting alternative distribution methods. We are committed to investing in new capabilities based on our VDNA technology, including our VDNA algorithm and video search and discovery capability, to offer comprehensive content protection solutions covering almost all existing and emerging methods to redistribute potentially infringing content, and increase customer adoption of our content protection solutions.

We intend to acquire new customers and utilize economies of scale to increase our revenue and profit generating abilities for our content protection service. We also intend to expand the use of our services by our existing customers. For example, we believe there are opportunities for our current customers to elect to have us protect more of their content , and to leverage Vobile to search for potentially infringing content on additional content-sharing platforms.

On November 19, 2018, we completed the acquisition of certain assets from IP-Echelon Pty. Ltd., IP88 Research Pty. Ltd. (collectively, "IP-Echelon") and their controlling shareholder to acquire primarily intangible assets, including but not limited to all of their computer software, their underlying source codes, copyrights and trademarks.

The acquisition provides Vobile with access to an attractive research and product development talent pool in Australia as well as product and geographic growth opportunities. The acquisition supports our focus on solidifying our leadership position in content protection globally and strengthens our ability to provide comprehensive solutions against any emerging threats of content piracy online.

MANAGEMENT DISCUSSION AND ANALYSIS

Content measurement platforms

Our content measurement platforms consist primarily of TV Ad Tracking and Analysis and mSync. TV Ad Tracking and Analysis identifies and tracks advertisements, logos, and graphics across broadcast networks to help brands interpret ad data and validate content runs. mSync enables programming executives to create interactive shows that engage viewers using 2nd screen technology on mobile devices.

Advertisers are increasingly focused on integrating their products directly into video content in order to capture the attention of their target audiences and utilize a data-driven approach to measure the effectiveness of their marketing spend. We intend to increase the customer base for our TV Ad Tracking and Analytics platform. We also intend to offer data analytics products for content owners and other stakeholders in the media and entertainment industry through continuing development of computer vision, machine learning and data mining technology capabilities.

Transaction-based SaaS Business

Our transaction-based SaaS business consists primarily of content monetization platforms to enable revenue-sharing for conventional home video distribution through our conventional PPT platform and online video distribution through our online PPT platforms (including our AVOD PPT platform, or "ReClaim", and TVOD PPT platform).

Online PPT platforms

Our first online PPT platform, AVOD PPT platform, facilitates video distribution to online video sites under an advertising-based revenue model. We intend to grow our AVOD PPT platform and business by acquiring claiming rights from content owners and expanding our claiming service to cover additional online video sites.

Our second online PPT platform, TVOD PPT platform, facilitates online video distribution using a revenue-sharing model to online video sites that offer access to content on a rental or sell-through basis. We intend to grow our TVOD PPT platform and business by obtaining licensing rights to high-quality, long-form video content, and support the offering with our proprietary advanced measurement and auditing capabilities. We are developing partnerships that will result in a network of online video sites that will offer our licensed video content to end user consumers. Under this business model, content owners and online video sites are able to benefit from the monetization of entertainment studio library content in a new distribution channel, while assuming little to no business risk because of Vobile's underlying content protection and measurement capabilities.

Industry Outlook and the Group's Strategies

The advancement of video distribution technology and content digitization is a powerful force driving the online video entertainment market, providing consumers with abundant choice, easy access and flexible pricing models. The global video entertainment market size is estimated to grow from approximately US$570 billion in 2018 to approximately US$633 billion in 2021. We further believe the global online video entertainment market will grow from approximately US$54 billion in 2018 to US$87 billion in 2021, representing a compound annual growth rate ("CAGR") of approximately 17%. In comparison, we expect the online video entertainment market in China will grow from approximately US$53.2 billion in 2018 to US$83.1 billion in 2021, representing a CAGR of 26% compared to approximately 14% CAGR in the US during the same period.

MANAGEMENT DISCUSSION AND ANALYSIS

The risks of piracy and copyright violation remain pervasive in the online video sector. Online video content protection service providers like Vobile protect video content that can help facilitate critical business functions, including content identification, copyright protection and data intelligence. Because of the pervasive piracy of valuable online video content, content owners make up for this lost revenue be requiring online video distributors typically to commit large up front guaranteed fees to license copyrighted content . Our TVOD platform uses a revenue-sharing model that enables these distributors to access content without requiring upfront guarantees, instead sharing a portion of revenue generated from advertisement (AVOD) and/or consumer pay-per-view fees (TVOD). Due to the inherently lower cost and lower financial risk, the online video revenue-sharing model has achieved rapid expansion . Important to the proliferation of the TVOD model is the application of video measurement technology which measures video advertising performance and audience information. Operators are therefore devoting more attention to building these capabilities into their platforms and we believe technologies like Vobile's are essential to the growth of the online video ecosystem.

We intend to capitalize on these favorable industry dynamics by pursuing the following strategies:

- Continue to strengthen our leading market position in content protection
- Grow our online PPT and content measurement platforms
- Strategically pursue expansion opportunities in China and Europe
- Pursue business expansion via strategic alliances and acquisitions

FINANCIAL REVIEW

Consolidated Statement of Profit or Loss and Other Comprehensive Income Highlights

	2018 **US$'000**	2017 US$'000
Revenue	**15,225**	15,666
Gross profit	**12,224**	12,446
Loss before tax	**(2,524)**	(782)
Loss for the year attributable to owners of the Company	**(2,502)**	(2,546)

MANAGEMENT DISCUSSION AND ANALYSIS

Revenue

The following table shows our revenue breakdown by each product in our subscription-based SaaS business and transaction-based SaaS business:

	2018 US$'000	2017 US$'000
Subscription-based SaaS business		
Content Protection	10,002	9,350
Content Measurement	610	474
Subtotal	10,612	9,824
Transaction-based SaaS business		
— Conventional PPT	1,180	1,994
— Online PPT	3,433	3,848
Subtotal	4,613	5,842
Total	15,225	15,666
Businesses other than conventional PPT business	14,045	13,672
Conventional PPT business	1,180	1,994
Total	15,225	15,666

Our revenue in 2018 was US$15.2 million, representing a decrease of US$0.4 million as compared to 2017. The decrease was mainly attributable to the decrease in revenue from our Conventional PPT business from US$2.0 million in 2017 to US$1.2 million in 2018 which resulted from the change in consumers' consumption patterns from renting movies from video stores to renting movies online. Revenue from businesses other than conventional PPT business increased from US$13.7 million in 2017 to US$14.0 million in 2018.

Gross Profit and Gross Profit Margin

Our gross profit in 2018 was US$12.2 million, representing a decrease of US$0.2 million as compared to 2017. This decline was mainly attributable to the decrease in gross profit from our Conventional PPT business from US$1.0 million in 2017 to US$0.4 million in 2018 which resulted from the change in consumers' consumption patterns from renting movies from video stores to renting movies online. The gross profit from businesses other than conventional PPT business increased from US$11.4 million in 2017 to US$11.8 million in 2018.

Our gross profit margin increased from 79.4% in 2017 to 80.3% in 2018 as the proportion of revenue from businesses other than conventional PPT business increased.

MANAGEMENT DISCUSSION AND ANALYSIS

Selling and Marketing Expenses

Our selling and marketing expenses in 2018 were US$5.7 million, representing an increase of US$1.2 million as compared to 2017. The increase was mainly due to an increase in marketing activities performed in 2018, consistent with our plan to implement sales and marketing initiatives to expand our global customer base, upsell our existing customers, and cross-sell our customers with new products and services.

Administrative Expenses

Our administrative expenses in 2018 were US$7.6 million, representing an increase of US$0.6 million as compared to 2017. The increase mainly due to the incurrence of transaction costs incurred for our acquisition of certain assets from IP-Echelon in November 2018.

Research and Development Expenses

Our research and development expenses remained stable at US$1.6 million for both 2017 and 2018.

Income Tax Credit/(Expense)

On December 22, 2017, the US tax reform legislation, the "Tax Cuts and Jobs Act", was enacted, with most of the changes introduced effective beginning January 1, 2018. Due to the decrease in the statutory tax rate in the US, we incurred a one-time deferred tax expense of US$1.1 million in 2017. Despite this deferred tax expense, we believe that the reduction in the US statutory tax rate will positively impact our future earnings in the long term.

Our income tax credit for the year ended December 31, 2018 was mainly comprised of an over-provision of income tax in the prior years totaling US$0.3 million, offset by deferred tax expense of US$0.2 million.

Loss for the Year Attributable to Owners of the Company

The loss attributable to owners of the Company for 2018 remained stable at US$2.5 million as we incurred transaction costs for acquiring certain assets from IP-Echelon in 2018 and increased our sales and marketing expenses in order to expand our customer base.

Basic and diluted loss per share for 2018 is approximately US0.59 cent (2017: approximately US0.76 cent).

Dividend

The Board does not recommend any payment of dividends for 2018 (2017: Nil).

Consolidated Statement of Financial Position Highlights

	2018 **US$'000**	2017 US$'000
Total assets	**50,836**	24,593
Total liabilities	**7,003**	5,157
Net assets	**43,833**	19,436
Total equity	**43,833**	19,436

MANAGEMENT DISCUSSION AND ANALYSIS

Goodwill

Our goodwill amounted to US$13.6 million as at December 31, 2018, representing an increase of US$6.8 million as compared to December 31, 2017. The increase was attributable to the acquisition of certain assets from IP-Echelon in 2018.

Intangible Assets

Our intangible assets amounted to US$5.3 million as at December 31, 2018. The increase was mainly attributable to development costs incurred in 2018, consistent with our plan to expand research and development capabilities.

LIQUIDITY AND FINANCIAL RESOURCES

Working Capital

As of December 31, 2018, our cash and cash equivalents amounted to US$17.6 million, an increase of 193% or US$11.6 million. The increase was primarily due to the receipt of net proceeds from our global offering of US$21.3 million after deducting underwriting commission and all related expenses, offset by utilization of US$8.8 million in offering proceeds. As of December 31, 2018, our current assets amounted to US$28.7 million, including US$17.6 million of cash and cash equivalents and other current assets of US$11.1 million. Our current liabilities amounted to US$7.0 million, of which US$2.6 million was trade payables. As of December 31, 2018, our current ratio, which is equivalent to the current assets divided by the current liabilities, was 4.1 times as compared with 2.8 times as at December 31, 2017.

Significant Investments, Acquisitions and Disposal

Except for the acquisition of certain assets from IP-Echelon in November 2018 we did not make significant investments. For details, please refer to the announcements dated November 6, 2018 and November 19, 2018 on the respective websites of the Hong Kong Stock Exchange and the Company.

We did not have any material disposal during 2018.

Capital Expenditures

Our capital expenditures primarily include purchase of property, plant and equipment and incurrence of development costs, which will be capitalized as intangible assets. The amount of our capital expenditures in 2018 was US$5.8 million.

Indebtedness, Contingent Liabilities, Off Balance Sheet Commitments and Arrangements and Pledge of Assets

As of December 31, 2018 and the date of this report, we did not have (i) any outstanding bank borrowings, (ii) any material contingent liabilities or guarantees, (iii) any liabilities under acceptance trade receivables or acceptable credits, debentures, mortgages, charges, finance leases or hire purchase commitments, guarantee material covenants, or other material contingent liabilities, (iv) any material off-balance sheet arrangements, or (v) any unutilized banking facilities. We did not enter into any bank loan facilities as at December 31, 2018.

MANAGEMENT DISCUSSION AND ANALYSIS

Foreign Exchange Exposure

Our transactions are mainly settled in United States dollars ("US$") and therefore we have minimal exposure to foreign exchange risk. We have not used any derivative financial instrument to hedge against our exposure to foreign exchange risk but will monitor such risk closely on an ongoing basis.

Gearing Ratio

As of December 31, 2018, we did not have any bank borrowings. Thus, gearing ratio was not applicable to our Group.

Financial Instruments

Our major financial instruments include trade receivables, other receivables excluding prepayments, amounts due from related parties, cash and cash equivalents, borrowings, trade payables, other payables excluding non-financial liabilities, amounts due to related parties, convertible preferred shares and other non-current liabilities.

We manage such exposure to ensure appropriate measures are implemented on a timely and effective manner.

Use of Proceeds from IPO

The shares of the Company were listed on the Main Board of the Stock Exchange of Hong Kong Limited on January 4, 2018. The net proceeds received by the Company from the global offering amounted to US$21.3 million after deducting underwriting commissions and all related expenses. The net proceeds received from the global offering will be used in the manner consistent with that mentioned in the section headed "Future Plans and Use of Proceeds" of the prospectus of the Company.

As of December 31, 2018, the Company utilized US$8.8 million in offering proceeds, and the remaining net balance of proceeds was approximately US$12.5 million, which were being kept at the bank accounts of the Group as at December 31, 2018.

EVENTS AFTER THE REPORTING PERIOD

There was no significant event that took place after the reporting period and up to the date of the financial statements.

DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Yangbin Bernard WANG ("Mr. Wang"), aged 50, is an executive Director, the chairman of our Board and our chief executive officer. He is also the chairman of our nomination committee and a member of our remuneration committee. Being the founder of our Group, Mr. Wang joined our Group as the chief executive officer on May 20, 2005 when our first subsidiary Vobile US was established. He has been leading our Group for over 13 years, and has been responsible for corporate vision, product strategy, business development and operations of our Group since its founding. Mr. Wang obtained a Master of Science in Electrical Engineering from the University of Florida, Gainesville, United States in August 1993. He graduated with a Bachelor 's degree in Engineering from Zhejiang University in Hangzhou, Zhejiang Province, the PRC in July 1991.

Mr. Michael Paul WITTE ("Mr. Witte"), alias Mike Witte, aged 60, is an executive Director. He joined our Group on January 14, 2008 as our Executive Vice President of Business Development and Sales and is responsible for overseeing all sales and customer success of our content protection products in the US and other related business development activities, including sourcing new clients and managing and growing our existing client relationships, performing after-sales services and providing ongoing support to our customers, and manages our sales team in Silicon Valley. Mr. Witte has over ten years of experience in the SaaS business since joining our Group. Mr. Witte obtained a Bachelor of Arts majoring in English from the University of California in Santa Barbara, California, US in March 1982.

NON-EXECUTIVE DIRECTORS

Mr. Vernon Edward ALTMAN ("Mr. Altman"), aged 73, is a non-executive Director and has been designated as the vice chairman of the Board with effect from July 13, 2018. He is also a member of our remuneration committee and a member of our nomination committee. Mr. Altman has over 40 years of experience in providing consulting and advisory services. Mr. Altman joined Bain & Company, Inc. in June 1973 at its founding and was its Advisory Partner until Mr. Altman retired from Bain & Company, Inc. in June 2017. Mr. Altman has been a director of Abaxis, Inc. (NASDAQ: ABAX) since April 2011 and its lead independent director since April 2014. Mr. Altman graduated with a Master of Science in Management, a Master of Science in Electrical Engineering and a Bachelor of Science in Electrical Engineering from the Massachusetts Institute of Technology in Cambridge, Massachusetts, United States in June 1973.

Mr. J David WARGO ("Mr. Wargo"), aged 65, is a non-executive Director. He is also a member of our audit committee. In 1993, Mr. Wargo founded Wargo & Company, Inc., where he currently serves as President. Mr. Wargo has over 40 years of experience in the telecommunications, media, and technology industries. Since March 2015, Mr. Wargo has been a director of Liberty Broadband Corporation (NASDAQ: LBRDA). Since August 2014, Mr. Wargo has been a director of Liberty TripAdvisor Holdings, Inc. (NASDAQ: LTRPA). Since September 2008, he has been a director of Discovery Communications, Inc. (NASDAQ: DISCA). Since June 2005, Mr. Wargo has been a director of Liberty Global plc (NASDAQ: LBTYK). From May 2005 to September 2008, he served as a director of Discovery Holding Company. From August 2002 to June 2007, Mr. Wargo served as a director of OpenTV Corp. Since 2000, he has been a director of Strayer Education, Inc. (NASDAQ: STRA). Mr. Wargo graduated with a Masters in Management from the Sloan School of Management at the Massachusetts Institute of Technology, Cambridge, Massachusetts, United States in 1978, and a Masters in Engineering majoring in nuclear engineering in 1976. He has also obtained a Bachelor of Science majoring in Physics from the Massachusetts Institute of Technology in Cambridge, Massachusetts, United States in 1976.

DIRECTORS AND SENIOR MANAGEMENT

Mr. WONG Wai Kwan ("Mr. Wong"), aged 51, is a non-executive Director. He is also a member of our audit committee. Since July 2016, Mr. Wong has been the chief financial officer of ThinkTank Learning Holding Company. From December 2011 to June 2016, Mr. Wong served as the General Manager of the Financial Audit Department and the Managing Director of the Internal Audit Department of Shanghai Fosun High Technology (Group) Co., Ltd., a wholly-owned subsidiary of Fosun International Limited (Stock Code: 00656). From January 1997 to March 2000, Mr. Wong served in Ernst & Young's Shanghai office as Manager in its Assurance Department. From August 1992 to December 1996, Mr. Wong was employed by Ernst & Young's Hong Kong office and his last position was Senior Accountant in its Assurance Department. Mr. Wong has over 25 years of experience in finance, accounting, and financial management. Since May 2017, Mr. Wong has been an independent non-executive director of Starlight Culture Entertainment Group Limited (Stock Code: 01159). Since July 2015, Mr. Wong has been an independent non-executive director of Vision Fame International Holding Limited (Stock Code: 01315). From September 2013 to November 2014, he was an independent non-executive director of Karce International Holdings Company Limited (which changed its name to Sinogreen Energy International Group Limited in December 2013 and to Jimei International Entertainment Group Limited in December 2014 and is now known as Starlight Culture Entertainment Group Limited since August 2017) (Stock Code: 01159). From June 2010 to October 2013, he was an independent non-executive director of Shougang Concord Technology Holdings Limited (now known as HNA Holding Group Co. Limited) (Stock Code: 00521). Mr. Wong became a fellow member of Certified Practising Accountants (Australia) in June 2010. He has been a member of the Hong Kong Society of Accountants (now known as the Hong Kong Institute of Certified Public Accountants) since January 1997. Mr. Wong has been a member of the Association of Chartered Certified Accountants since January 1996. Mr. Wong graduated with a Master of Business Administration from Washington University in St. Louis, Missouri, United States in December 2009. He obtained a Bachelor of Arts with Honours in Accountancy from the City University of Hong Kong in Hong Kong in November 1992.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHAN King Man Kevin ("Mr. Chan"), aged 39, is an independent non-executive Director. He is also the chairman of our audit committee, a member of our remuneration committee and a member of our nomination committee. Since April 2008, Mr. Chan has worked for Grant Thornton China, where he currently serves as partner and where he is a member of the Grant Thornton China Advisory Steering Committee and is also responsible for leading a transaction advisory team. From July 2007 to April 2008, Mr. Chan was a Manager in the Corporate Finance (Transaction Services) department at Grant Thornton Services LLP. Mr. Chan obtained a Bachelor of Science in Economics and Accounting with a Language from the University of Bristol in the United Kingdom in June 2001. Mr. Chan has been a member of the Institute of Chartered Accountants of Scotland since December 2005. He has been a China Chapter Board member with the Association for Corporate Growth since January 2016.

Mr. James Alan CHIDDIX ("Mr. Chiddix"), aged 73, is an independent non-executive Director. He is also the chairman of our remuneration committee, a member of our audit committee and a member of our nomination committee. Mr. Chiddix has over 13 years of experience in the telecommunications, media, and technology industries through various positions and offices held. Since 2009, Mr. Chiddix has been a director of ARRIS International plc (NASDAQ: ARRS). From July 2008 to May 2013, Mr. Chiddix was an independent director of Virgin Media Inc., a provider of broadband internet, television, mobile telephony, and fixed line telephony services that offer a variety of entertainment and communications services to residential and commercial customers throughout the United Kingdom. From November 2007 to November 2011, Mr. Chiddix was also a director of Dycom Industries, Inc. (NYSE: DY). From February 2009 to May 2010, Mr. Chiddix was a non-executive director of Shougang Concord Technology Holdings Limited (now known as HNA Holding Group Co. Limited) (Stock Code: 00521). From April 2007 to November 2013, Mr. Chiddix was a director of Symmetricom, Inc. From March 2004 to November 2009, Mr. Chiddix was a director of OpenTV Corp, a provider of advanced digital television solutions dedicated to creating and delivering viewing experiences to customers of digital content worldwide, during which time he also served as its executive chairman and chief executive officer from May 2004 to March 2007, and as its vice chairman from May 2007 to November 2009.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Charles Eric EESLEY ("Mr. Eesley"), aged 39, is an independent non-executive Director. He is also a member of our audit committee, a member of our remuneration committee and a member of our nomination committee. Mr. Eesley has around eight years of experience in education and research focusing on technology and entrepreneurship. Since 2009, Mr. Eesley has worked at Stanford University, and is currently an Associate Professor in the Department of Management Science and Engineering and is David T. Morgenthaler Faculty Fellow in the Stanford Technology Ventures Program. As part of the Stanford Technology Ventures Program, he conducts research on technology entrepreneurship, specifically the impact of institutions and university environment on high growth technology entrepreneurship. In September 2015, he was selected as a Schulze Distinguished Professor under the Schulze Distinguished Professorship Program by the Richard M. Schulze Family Foundation. Mr. Eesley obtained a Doctor of Philosophy in Management from the Massachusetts Institute of Technology in Cambridge, Massachusetts, United States in June 2009 and a Bachelor of Science from Duke University in Durham, North Carolina, United States in May 2002.

SENIOR MANAGEMENT

Mr. Timothy John ERWIN ("Mr. Erwin"), alias Tim Erwin, aged 50, is our Senior Vice President of Sales and Customer Relations. He joined our Group on February 1, 2015 as Senior Vice President of Sales and Customer Relations and is responsible for overseeing sales, operations and business development activities of our PPT business. Mr. Erwin has over 28 years of experience in sales and operations for media measurement for the entertainment and media industries. From July 1991 to February 2015, he worked at Rentrak, where his last position was Senior Vice President of Sales and Customer Relations.

Mr. Benjamin Russell SMITH ("Mr. Smith"), alias Ben Smith, aged 43, is our Senior Vice President of Business Development. He joined our Group on February 1, 2014 as Senior Vice President of Business Development and is responsible for overseeing our ReClaim product sales and other related business development activities. From April 2012 to January 2014, Mr. Smith was the chief executive officer at Blayze. From September 2003 to October 2009 he served as Strategic Partner Development Senior Associate at Google Inc., where he acquired experience in business development. Mr. Smith graduated with a Bachelor of Arts, majoring in Political Science and minoring in Legal Studies from Beloit College in Beloit, Wisconsin, United States in December 1997.

Mr. HO Sai Hong Vincent ("Mr. Ho"), aged 33, is our Financial Controller and company secretary. He is responsible for overseeing overall accounting and financial reporting functions. Mr. Ho has over 10 years of experience in the auditing and accounting fields. From September 2008 to September 2015, Mr. Ho worked at the Assurance Department of Ernst & Young where he last served as Manager. Mr. Ho has been a member of the Hong Kong Institute of Certified Public Accountants since February 2012. He graduated with a Bachelor of Business Administration in Economics and Accounting from the Hong Kong University of Science and Technology in Hong Kong in May 2008.

DIRECTORS' REPORT

The Directors present their report and the audited financial statements for the year ended December 31, 2018.

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

The Company is a limited liability company incorporated in the Cayman Islands and its principal place of business in Hong Kong is Suite 3712, 37/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activities of the Group comprise of the provision of software as a service. The principal activities and other particulars of the subsidiaries of the Company are set out in note 1 to the financial statements. Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a description of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's business, can be found in the sections headed "Chairman's Statement" and the "Management Discussion and Analysis" set out on pages 4 to 5 and pages 6 to 12 of this annual report, respectively. This discussion forms part of this directors' report.

FIVE YEAR FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the last five financial years is set out in the section headed "Five Year Financial Summary" on page 96 of this annual report. The summary does not form part of the audited financial statements.

RESULTS AND DIVIDEND

The Group's loss for the year ended December 31, 2018 and the Group's financial position as at December 31, 2018 are set out in the financial statements on pages 41 to 95.

The Board does not recommend payment of any dividend in respect of the year ended December 31, 2018 (2017: Nil).

SHARE CAPITAL AND SHARE OPTION

Details of movements in the Company's share options are set out in note 21 to the financial statements.

There were no movements in the Company's share capital during the year.

DIRECTORS' REPORT

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association ("Articles") or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the year ended December 31, 2018, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

DISTRIBUTABLE RESERVES

As at December 31, 2018, the Company's reserves available for distribution mainly represent the share premium account, retained profits, merger reserve and other reserves, amounted to approximately US$46.8 million.

MAJOR CUSTOMERS AND SUPPLIERS

The Group's top five customers accounted for approximately 29.4 % of the total revenue. The top five suppliers accounted for approximately 49.7 % of the total purchases for the year. In addition, the Group's largest customer accounted for approximately 6.0% of the total revenue and the Group's largest supplier accounted for approximately 17.8% of the total purchases for the year.

None of the directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the directors, own more than 5% of the Company's share capital) had any beneficial interest in the Group's five largest customers and suppliers.

CHARITABLE DONATIONS

During the year ended December 31, 2018, the Group did not make any charitable donations.

DIRECTORS' REPORT

DIRECTORS

The Directors of the Company during the year ended December 31, 2018 and up to the date of this report are:

Executive Directors:[1]

Mr. Yangbin Bernard WANG *(Chairman and Chief Executive Officer)*
Mr. Michael Paul WITTE

Non-executive Directors:

Mr. Vernon Edward ALTMAN
Mr. J David WARGO
Mr. WONG Wai Kwan

Independent Non-executive Directors:

Mr. CHAN King Man Kevin
Mr. James Alan CHIDDIX
Mr. Charles Eric EESLEY

(1) Mr. Xianming Zhu ("Mr. Zhu") had served as an executive director of the Company until July 13, 2018.

APPOINTMENTS, RE-ELECTION AND REMOVAL OF DIRECTORS

Each of the executive Directors, non-executive Directors and independent non-executive Directors of the Company has entered into a service contract or letter of appointment with the Company for a specific term. The non-executive Directors and independent non-executive Directors have been appointed for a term of 3 years. The term of appointment of each Director is subject to retirement by rotation and re-election at each annual general meeting ("AGM") in accordance with the Articles and the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules").

Under the Articles, one-third of all Directors are subject to retirement by rotation and re-election at each AGM provided that every Director shall be subject to retirement at least once every three years. A retiring Director is eligible for re-election and continues to act as a Director throughout the meeting at which he/she retires.

The Articles provide that any Director appointed by the Board, either to fill a casual vacancy in the Board or as an addition to the existing Board, shall hold office only until the next following AGM of the Company and shall then be eligible for re-election.

Shareholders of the Company may, at any general meeting convened and held in accordance with the Articles, remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in the Articles or in any agreement between the Company and such Director.

DIRECTORS' REPORT

PERMITTED INDEMNITY PROVISION

Permitted indemnity provisions (as defined in section 469 of the Hong Kong Companies Ordinance) for the benefit of the Directors of the Company are currently in force and was in force during the year and at the date of this report.

CHANGES OF DIRECTORS' INFORMATION

Mr. Altman, a non-executive Director, retired from Bain & Company, Inc. in June 2017 and has been designated as the Vice Chairman of the Board with effect from July 13, 2018.

Mr. Zhu had served as an executive Director of the Company until July 13, 2018.

Save as disclosed herein, during the year ended December 31, 2018 and up to the date of this report, there had been no change in Director's information which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

DIRECTORS' SERVICE AGREEMENTS

Each of the Directors has entered into a service agreement or letter of appointment with the Company for a term of three years, which may be terminated by either party by giving one-week written notice or otherwise in accordance with the terms of the service agreement.

Saved as disclosed above, none of the Directors proposed for re-election at the forthcoming AGM has a service contract or letter of appointment with any member of the Group which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

EMPLOYEES AND REMUNERATION POLICIES

As at December 31, 2018, the Group employed a total of 71 staff as compared to 60 staff as at December 31. 2017. Salaries, bonuses and benefits are determined with reference to market terms and performance, qualifications and experience of each individual employee, and are subject to review from time to time.

The remuneration of the Directors is reviewed by the remuneration committee and approved by the Board. The relevant Director's experience, duties and responsibilities, time commitment, the Company's performance and the prevailing market conditions are taken into consideration in determining the emolument of the Directors.

The Company also adopted a pre-IPO share option scheme and a post-IPO share option scheme.

EMOLUMENTS OF DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Particulars of the emoluments of the Directors and the five highest-paid individuals of the Group during the year ended December 31, 2018 are set out in notes 7 and 8 to the financial statements.

DIRECTORS' REPORT

PRE-IPO SHARE OPTION SCHEME

The following is a summary of all the principal terms of the pre-IPO share option scheme ("Pre-IPO Share Option Scheme") conditionally adopted by a resolution passed by our then sole shareholder on December 30, 2016 (the "Adoption Date of Pre-IPO Share Option Scheme").

(a) Purpose of the Pre-IPO Share Option Scheme

The purpose of the Pre-IPO Share Option Scheme is to offer to employees, Directors (i.e. a member of the Board who is not an employee), consultants or advisers who perform bona fide services for, our Company, its parent or its subsidiary the opportunity to acquire equity in our Company through awards of Pre-IPO Share Option Scheme which may be Pre-IPO incentive stock options ("Pre-IPO ISOs") or Pre-IPO non-statutory stock options ("Pre-IPO NSOs").

(b) Exercise Price and Purchase Price of the Pre-IPO Share Option Scheme

Minimum exercise price for Pre-IPO ISOs: The exercise price per Share of a Pre-IPO ISO shall not be less than 100% of the fair market value of a Share on the date of grant; provided, however that the exercise price per share of a Pre-IPO ISO granted to an individual holding more than 10% of the voting power of our Company shall not be less than 110% of the fair market value of a share on the date of grant.

(c) Lapse of Option or Right

An option may be exercised in accordance with the terms of the Pre-IPO Share Option Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date of grant subject to the provisions of early termination thereof.

(d) Total Number of Shares Available for Issue under the Pre-IPO Share Option Scheme

The maximum number of Shares issuable upon exercise of all options to be granted under the Pre-IPO Share Option Scheme of the Company as from the Adoption Date (excluding, for this purpose, Shares issuable upon exercise of options which have been granted but which have lapsed in accordance with the terms of the Pre-IPO Share Option Scheme or any other share option schemes of the Company) must not exceed 24,000,000 shares, representing 5.81% of all the Shares in issue as at the January 4, 2018.

As at the date of this report, the outstanding share option granted under the Pre-IPO Share Option Scheme is 14,976,000 Shares, representing 3.52% of the issued share capital of the Company.

(e) Duration of the Pre-IPO Share Option Scheme

The Pre-IPO Share Option Scheme will remain in force for a period of 10 years commencing on the Adoption Date of Pre-IPO Share Option Scheme.

Outstanding share options

The table below shows details of the outstanding share options granted to all grantees under the Pre-IPO Share Option Scheme as of December 31, 2018. For further details on the movement of the options during the year, please see note 21 to the financial statements.

Grantee	Position Held	Exercise Price	Number of Shares under the Pre-IPO	Date of Grant	Approximate Percentage
Directors[1]					
Mr. Wang	Executive Director	US$0.1375	8,000,000	April 25, 2017	1.88
Mr. Witte	Executive Director	US$0.125	400,000	April 25, 2017	0.09
Mr. Wong	Non-executive Director	US$0.125	600,000	April 25, 2017	0.14
Subtotal			9,000,000		2.11
Senior Management					
Mr. Erwin	Senior Vice President of Sales and Customer Relations	US$0.125	800,000	April 25, 2017	0.19
Mr. Smith	Senior Vice President of Business Development	US$0.125	400,000	April 25, 2017	0.09
Mr. Ho	Financial Controller and Company Secretary	US$0.125	400,000	April 25, 2017	0.09
Subtotal			1,600,000		0.37
Mr. KWAN Ngai Kit	Consultant	US$0.125	600,000	April 25, 2017	0.14
Other 27 employees		US$0.125	3,776,000	April 25, 2017	0.90
Total			14,976,000		3.52

(1) Mr. Zhu had served as an executive Director of the Company until July 13, 2018 and the 400,000 share options granted to Mr. Zhu pursuant to the Pre-IPO Share Option Scheme were forfeited.

DIRECTORS' REPORT

POST-IPO SHARE OPTION SCHEME

The following is a summary of all the principal terms of the post-IPO share option scheme ("Post-IPO Share Option Scheme") conditionally adopted by a resolution passed by our shareholders on December 8, 2017 ("Adoption Date of Post-IPO Share Option Scheme").

(a) Purpose of the Post-IPO Share Option Scheme

The purposes of the Post-IPO Share Option Scheme are to attract and retain the best available personnel, to provide additional incentive to employees, directors, consultants and advisers of our Group and to promote the success of the business of our Group.

(b) Types of Options for Employees in the US

Two types of options may be granted under the Post-IPO Share Option Scheme to employees of our Group which are subject to taxation under the US Internal Revenue Code of 1986 (the "Code") — incentive stock options ("Post-IPO ISO(s)") or non-statutory stock options ("Post-IPO NSO(s)"). Post-IPO ISOs are options within the meaning of section 422 of the Code, while Post-IPO NSOs are options that are not Post-IPO ISOs or are not subject to tax under the Code.

(c) Exercise Price and Purchase Price of the Post-IPO Share Option Scheme

The amount payable for each Share to be subscribed for under an option in the event of the option being exercised shall be determined by the Board and shall be not less than the greater of

(i) the closing price of the Shares on the Main Board of the Stock Exchange as stated in the Stock Exchange's daily quotations sheet on the date of grant;

(ii) the average closing price of the Shares on the Main Board of the Stock Exchange as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and

(iii) the nominal value of the Shares.

(d) Lapse of Option or Right

An option shall lapse forthwith (to the extent not already exercised) on the earliest of expiry of the exercise period and under the other provisions as set out in the Post-IPO Share Option Scheme.

(e) Total Number of Shares Available for Issue under the Post-IPO Share Option Scheme

The maximum number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Post-IPO Share Option Scheme and any other schemes of our Company shall not exceed such number of Shares as shall represent 30% of the issued share capital of our Company from time to time. The total number of Shares issued and to be issued upon the exercise of the options granted to each eligible person (including exercised, cancelled and outstanding options) under the Post-IPO Share Option Share in any 12-month period shall not exceed 1% of the relevant class of securities of our Company in issue.

As at the date of this annual report, the outstanding number of options available for issue under the Share Option Scheme is 41,317,453 Shares, representing 9.72% of the issued share capital of the Company.

(f) Duration of the Post-IPO Share Option Scheme

The Share Option Scheme will remain in force for a period of 10 years commencing on the Adoption Date of the Post-IPO Share Option Scheme.

As at the date of this report, no option has been granted or agreed to be granted under the Post-IPO Share Option Scheme.

RETIREMENT BENEFITS PLANS

Particulars of retirement benefits plans of the Group as at December 31, 2018 are set out in note 2.4 to the financial statements.

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

As of December 31, 2018, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such provisions of the SFO); or (b) to be recorded in the register required to be kept pursuant to Section 352 of the SFO; or (c) as otherwise to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules ("Model Code") were as follows:

Name of Directors	Capacity	Number of shares held (note 1)	Percentage of the issued share capital (note 1)
Mr. Wang (note 2)	Beneficial owner; trustee of a trust; beneficiary of a trust	68,190,480	16.05%
Mr. Witte (note 3)	Beneficial owner	1,600,000	0.38%
Mr. Altman (note 4)	Beneficial owner	19,180,952	4.51%
Mr. Wargo (note 5)	Beneficial owner	10,848,672	2.55%
Mr. Wong (note 6)	Beneficial owner	600,000	0.14%
Mr. Chiddix (note 7)	Beneficial owner	80,000	0.02%

DIRECTORS' REPORT

Notes:

(1) All interests stated are long positions.

(2) Mr. Wang is a settlor, a trustee and a beneficiary of the JYW Trust. Mr. Wang and the JYW Trust are the settlors and Mr. Wang is the trustee of the YBW Trust. Mr. Wang is interested in 52,190,480 Shares held by him in his capacity as trustee of the JYW Trust, 8,000,000 Shares in his capacity as trustee of the YBW Trust and 8,000,000 Shares which may be issued pursuant to the exercise of options granted under the Pre-IPO Share Option Scheme.

(3) Mr. Witte is interested in 1,200,000 Shares beneficially owned by him and 400,000 Shares which may be issued pursuant to the exercise of options granted under the Pre-IPO Share Option Scheme.

(4) Mr. Altman is interested in 2,000,000 Shares beneficially owned by him and held by him in his personal capacity and 17,180,952 Shares held by him in his capacity as trustee of Altman Family Trust UDT dated January 28, 1998.

(5) Mr. Wargo is interested in 2,175,336 Shares beneficially owned by him and is deemed to be interested in 8,673,336 Shares held by VideoRec LLC, a corporation controlled by him.

(6) Mr. Wong Wai Kwan is interested in 600,000 Shares which may be issued pursuant to the exercise of options granted under the Pre-IPO Share Option Scheme.

(7) Mr. Chiddix is interested in 80,000 Shares beneficially owned by him.

Save as disclosed above, as of the date of this report, so far as is known to the Directors or chief executive of the Company, none of the Directors or chief executive of the Company had interests or short positions in the Shares, underlying Shares and debentures of the Company or its associated corporations which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein; or (c) were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

DIRECTORS' RIGHT TO ACQUIRE SHARES

Save as disclosed in this report, at no time during the year ended December 31, 2018 was the Company, or any of its subsidiaries or its fellow subsidiaries a party to any arrangement to enable the Directors and chief executives of the Company (including their spouses and children under 18 years of age) to hold any interest or short positions in the Shares, or underlying shares, or debentures, of the Company or its associated corporations (within the meaning of Part XV of the SFO).

DIRECTORS' REPORT

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

As of December 31, 2018, so far as was known to any Director or chief executive of the Company, the following persons (other than the Directors and chief executive of the Company) had interests and/or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company under section 336 of the SFO:

Name of shareholder	Nature of interest	Number of Shares[(1)]	Approximate percentage of shareholding (%)
Steamboat Ventures II, LLC[(2)]	Beneficial owner	37,340,928 (L)	8.79
Steamboat Ventures Manager II, LLC[(2)]	Interest in a controlled corporation	37,481,484 (L)	8.82
John BALL[(2)]	Interest in a controlled corporation	37,481,484 (L)	8.82
Leading Season Limited[(3)]	Beneficial owner	34,857,144 (L)	8.20
Wealth Ride Limited[(3)]	Interest in a controlled corporation	34,857,144 (L)	8.20
Guo Shaomu[(3)]	Interest in a controlled corporation	34,857,144 (L)	8.20
LU Jian	Beneficial owner	32,190,480 (L)	7.58
Navibell Venture Corp.[(4)]	Beneficial owner	31,800,000 (L)	7.48
Colombo Development Limited[(4)]	Interest in a controlled corporation	31,800,000 (L)	7.48
Equity Trustee Limited[(4)]	Interest in a controlled corporation	31,800,000 (L)	7.48
XIE Shihuang[(4)]	Interest in a controlled corporation	31,800,000 (L)	7.48
IPV Capital II HK Limited[(5)]	Beneficial owner	26,666,668 (L)	6.28
IPV Capital II, L.P.[(5)]	Interest in a controlled corporation	26,666,668 (L)	6.28
IPV Capital II-S, L.P.[(5)]	Interest in a controlled corporation	26,666,668 (L)	6.28
IPV Management II, L.P.[(5)]	Interest in a controlled corporation	26,666,668 (L)	6.28
IPV Management II, Ltd.[(5)]	Interest in a controlled corporation	26,666,668 (L)	6.28
Tingru LIU[(5)]	Interest in a controlled corporation	26,666,668 (L)	6.28
Terence Eng Chuan TAN[(5)]	Interest in a controlled corporation	26,666,668 (L)	6.28
EDB Investments Pte Ltd[(6)]	Beneficial owner	24,000,000 (L)	5.65
EDBI Pte Ltd.[(6)]	Interest in a controlled corporation	24,000,000 (L)	5.65
Economic Development Board of Singapore[(6)]	Interest in a controlled corporation	24,000,000 (L)	5.65

Notes:

(1) The letter "L" denotes the person's long position in the Shares.

(2) Steamboat Ventures II, LLC is a limited liability company organized under the laws of the state of Delaware of the US. Steamboat Ventures Manager II, LLC is the managing member of Steamboat Ventures II, LLC. Steamboat Ventures Manager II is also the general partner of Steamboat Ventures II Co-Investment Fund, LP, a limited partnership established under the laws of the state of Delaware of the US. Steamboat Ventures II, LLC and Steamboat Ventures II Co-Investment Fund, LP will hold 37,340,928 Shares and 140,556 Shares, respectively, and Steamboat Ventures Manager II, LLC is deemed to be interested in 37,481,484 Shares in aggregate held by Steamboat Ventures II, LLC and Steamboat Ventures II Co-Investment Fund, LP. John Ball is the managing member of Steamboat Ventures Manager II, LLC. Under the SFO, Steamboat Ventures Manager II, LLC and John Ball are deemed to be interested in the Shares held by Steamboat Ventures II, LLC and Steamboat Ventures II Co-Investment Fund, LP.

DIRECTORS' REPORT

(3) Leading Season Limited is wholly owned by Wealth Ride Limited, which is wholly owned by Guo Shaomu. Under the SFO, Guo Shaomu is deemed to be interested in the Shares held by Leading Season Limited.

(4) Navibell Venture Corp. is wholly owned by Colombo Development Limited, which is wholly owned by Equity Trustee Limited. Xie Shihuang is a trustee and a beneficiary of The XIE Family Trust which is the beneficiary of Equity Trustee Limited.

(5) IPV Capital II HK Limited is owned as to 59.73% by IPV Capital II, L.P. and 40.27% by IPV Capital II-S, L.P. IPV Management II, L.P. is the general partner of IPV Capital II, L.P. and IPV Capital II-S, L.P. The general partner of IPV Management II, L.P. is IPV Management II, Ltd., which is owned as to 50% by Tingru Liu and 50% by Terence Eng Chuan Tan. Under the SFO, IPV Capital II, L.P., IPV Capital II-S, L.P., IPV Management II, L.P., IPV Management II, Ltd., Tingru Liu and Terence Eng Chuan Tan are deemed to be interested in the Shares held by IPV Capital II HK Limited.

(6) EDB Investments Pte Ltd. is wholly owned by the Economic Development Board of Singapore. EDBI Pte. Ltd. is the sole exclusive fund manager of EDB Investments Pte Ltd. Under the SFO, the Economic Development Board of Singapore and EDBI Pte. Ltd. are deemed to be interested in the Shares held by EDB Investments Pte Ltd.

Save as disclosed above, as of December 31, 2018, the Directors have not been notified by any person (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares which shall be disclosed to the Company pursuant to Division 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept pursuant to Section 336 of the SFO.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this report and the prospectus, no transaction, arrangement or contract of significance subsisted in which a Director or an entity connected with a Director was materially interested, whether directly or indirectly, during or as at December 31, 2018.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year ended December 31, 2018.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at December 31, 2018, none of the Directors or their respective associates had any business or interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors during the reporting period namely, Mr. Chan, Mr. Chiddix and Mr. Eesley, an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all of them were independent during the year ended December 31, 2018.

DIRECTORS' REPORT

CONTINUING CONNECTED TRANSACTIONS

There was no connected transaction during the year ended December 31, 2018.

CORPORATE GOVERNANCE

The Corporate Governance Report is set out on pages 28 to 35 of this annual report.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The environmental, social and governance report of the Company prepared in accordance with Appendix 27 to the Listing Rules will be published within three months after the publication of this report on the websites of the Company and the Stock Exchange.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to the Company and to the best of the Directors' knowledge, information and belief, the Company has always maintained sufficient public float as required under the Listing Rules during the year ended December 31, 2018.

AUDITOR

Ernst & Young retires and a resolution for Ernst & Young's reappointment as auditor of the Company will be proposed at the forthcoming AGM.

On behalf of the Board

Yangbin Bernard WANG
Chairman, Executive Director and Chief Executive Officer

Hong Kong, March 28, 2019

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The Board of Directors is committed to maintaining high corporate governance standards. The Board believes that good corporate governance standards are essential in providing a framework for the Group to formulate its business strategies and policies, and to enhance its transparency and accountability.

During the year ended December 31, 2018, the Company has applied the principles as set out in the Corporate Governance Code ("CG Code") which are applicable to the Company.

In the opinion of the Directors, during the year ended December 31, 2018, the Company has complied with all applicable code provisions as set out in the CG Code, save and except for code provision A.2.1 which states that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual, details of which are set out in the "Chairman and Chief Executive Officer" of this report.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its code of conduct regarding securities transactions by the Directors. The Company has also set guidelines, at least as strict as the Model Code, on transactions of the Company's securities for relevant employees (as defined in the Listing Rules).

The Company has made specific inquiries to all Directors about their compliance with the Model Code, and they all confirmed that they complied with the standards specified in the Model Code during the year ended December 31, 2018. The Company has made specific inquiries of relevant employees about their compliance with the guidelines on transactions of the Company's securities, without noticing any violation of the guidelines.

BOARD OF DIRECTORS

Composition of the Board of Directors

As at the date of this report, the Board consisted of nine members comprising three executive Directors; three non-executive Directors and three independent non-executive Directors. The composition of the Board is as follows:

Executive Directors:[1]
Mr. Yangbin Bernard WANG *(Chairman and Chief Executive Officer)*
Mr. Michael Paul WITTE

Non-executive Directors:
Mr. Vernon Edward ALTMAN *(Vice Chairman of the Board)*
Mr. J David WARGO
Mr. WONG Wai Kwan

Independent Non-executive Directors:
Mr. CHAN King Man Kevin
Mr. James Alan CHIDDIX
Mr. Charles Eric EESLEY

(1) Mr. Xianming Zhu ("Mr. Zhu") had served as an executive director of the Company until July 13, 2018.

CORPORATE GOVERNANCE REPORT

The biographical details of all current Directors and senior management of the Company are set out on pages 13 to 15 of this annual report. To the best knowledge of the Company, save as disclosed under the section headed "Directors and Senior Management" on pages 13 to 15 of this annual report, there are no financial, business, family or other material or relevant relationships among the members of the Board and/or the senior management during the reporting period.

Chairman and Chief Executive Officer

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Yangbin Bernard WANG is both our chairman and chief executive Officer, and is responsible for the overall management of our Group and directing the strategic development and business plans of our Group. We believe Mr. Wang is instrumental to our growth and business expansion since our establishment in 2005. Our Board considers that the roles of chairman and chief executive officer being vested in the same person is beneficial to the business prospects, management and overall strategic direction of our Group by ensuring consistent leadership within our Group and facilitating more effective and efficient overall strategic planning and decision-making for our Group. After considering all the corporate governance measures that have been taken, the Board considers that the balance of power and authority will not be impaired by the present arrangement and the current structure will enable the Company to make and implement decisions more promptly and effectively. Thus, the Company does not segregate the roles of chairman and chief executive officer. The Board will continue to review the situation and consider splitting the roles of chairman and chief executive officer of the Company in due course after taking into account of the then overall circumstances of the Group.

Independent Non-executive Directors

During the year ended December 31, 2018, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his/her independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

NON-EXECUTIVE DIRECTORS AND DIRECTORS' RE-ELECTION

Code provision A.4.1 of the CG Code stipulates that non-executive directors shall be appointed for a specific term, subject to re-election, whereas code provision A.4.2 states that all directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting after appointment and that every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

Each of the executive Directors, non-executive Directors and independent non-executive Directors is appointed under a service contract for a term of three years which is determinable either party by giving one week's written notice to the other party.

CORPORATE GOVERNANCE REPORT

In accordance with the Articles, all Directors are subject to retirement by rotation and re-election at an AGM at least once every three years. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting and any Director appointed by the Board as an addition to the Board shall hold office until the next following AGM after his/her appointment and they will be subject to re-election at such meeting.

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. Directors of the Board take decisions objectively in the interests of the Company.

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

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

The Directors shall disclose to the Company details of other offices held by them and the Board regularly reviews the contribution required from each Director to perform his/her responsibilities to the Company.

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

Continuous Professional Development of Directors

Directors keep abreast of responsibilities as a director of the Company and of the conduct, business activities and development of the Company.

Every newly appointed Director will receive formal and comprehensive induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors should participate in appropriate continuous professional development ("CPD") to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. All Directors are encouraged to attend relevant training courses.

CORPORATE GOVERNANCE REPORT

The Directors and senior management have also reviewed the performance of the Company and the sales strategy of the industry and have also discussed the market condition of the industry. All the Directors received from time to time CPD and updates relating to Director's duties and regulatory and business development relevant to the Company and their CPD record for the year ended December 31, 2018 is received and summarized as follows.

Executive Directors:(1)	**Type of training**(2)
Mr. Yangbin Bernard WANG	A and B
Mr. Michael Paul WITTE	A and B
Non-executive Directors:	
Mr. Vernon Edward ALTMAN	A and B
Mr. J David WARGO	A and B
Mr. WONG Wai Kwan	A and B
Independent Non-executive Directors:	
Mr. CHAN King Man Kevin	A and B
Mr. James Alan CHIDDIX	A and B
Mr. Charles Eric EESLEY	A and B

(1) Mr. Xianming Zhu ("Mr. Zhu") had served as an executive director of the Company until July 13, 2018.

(2) Type of training

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

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

BOARD COMMITTEES

The Board has established three committees, namely, the audit committee, the remuneration committee and the nomination committee for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website (www.vobilegroup.com) and the Stock Exchange's website (www.hkexnews.hk) and are available to shareholders upon request.

The majority of the members of each Board committee are independent non-executive Directors and the list of the chairman and members of each Board committee is set out in the section headed "Corporate Information in this report".

Audit Committee

The primary duties of the audit committee are to review, supervise, and assist our Board in providing an independent view of, our financial reporting processes, and internal control and risk management systems, as well as to oversee the audit process, review our annual and interim financial statements, provide advice and comments to the Board on matters related to corporate governance, and perform other duties and responsibilities as assigned by our Board from time to time.

CORPORATE GOVERNANCE REPORT

The Audit Committee held three meetings during the year ended December 31, 2018 to review the interim and annual financial results and reports and significant issues on the financial reporting, operational and compliance controls, the effectiveness of the risk management and internal control systems and internal audit function, appointment of external auditors and relevant scope of work

The Audit Committee also met the external auditors twice without the presence of the Executive Directors during the year ended December 31, 2018.

Remuneration Committee

The primary duties of the remuneration committee are to (i) develop and review the policies the structure of the remuneration for our Directors and senior management; (ii) evaluate the performance of, and make recommendations on the remuneration packages and long-term incentive compensation or equity plans for, our Directors and senior management; and (iii) evaluate and make recommendations on employee benefit arrangements.

The Remuneration Committee met twice during the year ended December 31, 2018 to determine the remuneration packages of Executive Directors and senior management and to review and make recommendation to the Board on the remuneration policy and structure of the Company, and other related matters.

Details of the fees and other emoluments paid or payable to the Directors and the details of the remuneration by band of the members of the senior management (excluding Directors) for the year ended December 31, 2018 are set out in details in notes 7 and 8 to the audited financial statements continued in this report

Nomination Committee

The primary functions of the nomination committee are to make recommendations to our Board in relation to the appointment and removal of Directors and senior management, and on matters of succession planning.

In assessing the Board composition, the nomination committee would take into account various aspects set out in the Board diversity policy, including but not limited to professional qualifications, regional and industry experience, educational and cultural background, skills, industry knowledge, reputation and gender. The nomination committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

In identifying and selecting suitable candidates for directorships, the nomination committee would consider the candidate's character, qualifications, experience, independence and other relevant criteria necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

The Nomination Committee met twice to review the structure, size and composition of the Board and the independence of the Independent Non-executive Directors and to consider the qualifications of the retiring Directors standing for election at the AGM. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained and has not set any measurable objective implementing the Board diversity policy.

CORPORATE GOVERNANCE REPORT

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code.

The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and the guidelines, and the Company's compliance with the CG Code and disclosure in this corporate governance report.

ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS

The attendance record of each Director at the Board and Board Committee meetings and AGM of the Company held during the year ended December 31, 2018 is set out in the table below:

Name of Director	Board	Audit Committee	Remuneration Committee	Nomination Committee	AGM
Executive Directors					
Mr. Yangbin Bernard WANG	6/6	N/A	2/2	2/2	1/1
Mr. Michael Paul WITTE	6/6	N/A	N/A	N/A	1/1
Mr. Xianming ZHU(1)	3/3	N/A	N/A	N/A	0/1
Non-executive Directors					
Mr. Vernon Edward ALTMAN	6/6	N/A	2/2	2/2	1/1
Mr. J David WARGO	6/6	3/3	N/A	N/A	1/1
Mr. WONG Wai Kwan	6/6	3/3	N/A	N/A	1/1
Independent Non-executive Directors					
Mr. CHAN King Man Kevin	6/6	3/3	2/2	2/2	1/1
Mr. James Alan CHIDDIX	6/6	3/3	2/2	2/2	0/1
Mr. Charles Eric EESLEY	6/6	3/3	2/2	2/2	0/1

(1) Mr. Xianming Zhu ("Mr. Zhu") had served as an executive director of the Company until July 13, 2018.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended December 31, 2018.

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

The statement of the independent auditor of the Company about their reporting responsibilities on the financial statements is set out in the section headed "Independent Auditor's Report" on pages 36 to 40 of this annual report.

CORPORATE GOVERNANCE REPORT

AUDITOR'S REMUNERATION

An analysis of the remuneration that should be paid to the external auditor of the Company, Ernst & Young, for the audit of the year ended December 31, 2018 and non-audit services is set out below:

Service Category	**Fee Paid/ Payable** US$'000
Audit services of annual report	240
Non-audit services	392

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board is responsible for maintaining an effective risk management and internal control systems and reviewing their effectiveness to safeguard the Company's assets and the interests of Shareholders. The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems.

In order to achieve effective and efficient operations and reliable financial reporting and compliance with applicable laws and regulations, the Company has adopted various internal control rules and procedures, including the following:

- To adopt the internal control management measures, which sets out the procedures for effective implementation of internal control measures.

- To engage external professional advisers as necessary and work with our legal teams to conduct review to ensure that all registrations, licenses, permits, filings and approvals are valid and that the renewals of such documents are made in a timely manner.

- To appoint VBG Capital Limited, a corporation licenced to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, as our compliance adviser to advise us on compliance with the Listing Rules and other applicable securities laws and regulations in Hong Kong.

The Board has engaged an external professional service firm as its risk management and internal control review adviser ("the Adviser") to conduct the annual review of the risk management and internal control systems for the year ended December 31, 2018. Such review is conducted annually and cycles reviewed are under rotation basis. The scope of review was previously determined and approved by the Board. The Adviser has reported findings and areas for improvement to the Audit Committee and management. The Audit Committee are of the view that there are no material internal control defeats noted. All recommendations from the Adviser are properly followed up by the Group to ensure that they are implemented within a reasonable period of time. The Board therefore considered that the risk management and internal control systems are effective and adequate.

CORPORATE GOVERNANCE REPORT

COMPANY SECRETARY

Mr. Ho Sai Hong Vincent, aged 33, is the financial controller and company secretary of our Company. He has complied with requirements set out in Rule 3.29 of the Listing Rules by receiving relevant professional training for not less than 15 hours during the year ended December 31, 2018 .

INDEPENDENT AUDITOR'S REPORT

EY 安永

Ernst & Young
22/F, CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

安永會計師事務所
香港中環添美道1號
中信大廈22樓

Tel 電話 : +852 2846 9888
Fax 傳真: +852 2868 4432
ey.com

To the shareholders of Vobile Group Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Vobile Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 41 to 95, which comprise the consolidated statement of financial position as at December 31, 2018, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the 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 December 31, 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board (the "IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the Hong Kong Institute of Certified Public Accountants ("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.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS

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

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter	**How our audit addressed the key audit matter**
Impairment of goodwill	
As at December 31, 2018, the balance of goodwill of US$13,622,000 was generated from the acquisition of the Conventional Pay Per Transaction ("PPT") business, and the acquisition of the IP-Echelon business, against which no impairment was provided. The recoverable amounts of both CGUs (the Transaction-based SaaS business and the Peer to peer network technology business) have been determined based on a value-in-use calculation using five-year cash flow projections approved by senior management. This process involves management to estimate a projected number of rental transactions, projected number of videos to be scanned, the expected future market demand as a result of changes in current market conditions and technology, and latest invoice prices. An assessment was made at the end of the reporting period. We focused on this area because it requires a high level of management judgement and the amount involved is significant. Related disclosures are included in notes 2.4, 3 and 14 to the consolidated financial statements.	We obtained an understanding of the process in place in the impairment assessment of goodwill. Our audit procedures included, amongst others, involving our valuation experts to assist us in evaluating the assumptions and methodologies used by the Group, such as pre-tax discount rate and terminal growth rate. In particular, we assessed the recoverable amount of goodwill by reviewing the operating cash flows of the cash- generating unit, management's forecasts, the underlying assumptions and recent economic environment of the video entertainment industry by Comparing the prior year's forecast with the Group's actual performance in 2018, given this would be an indicator of the quality of the Group's forecasting process, reading industry reports and obtaining new contracts to substantiate the revenue growth rate estimated by management. We also focused on the adequacy of the Group's disclosures concerning those assumptions to which the outcome of the impairment test is most sensitive, such as revenue growth rate, gross profit margin and the discount rate, which have the most significant effect on the determination of the recoverable amount of goodwill. We assessed the sufficiency of the sensitivity analysis performed by the directors and performed further sensitivity analyses, primarily focused on changes in operating cash flows.

INDEPENDENT AUDITOR'S REPORT

Key audit matter	How our audit addressed the key audit matter
Recognition of deferred tax assets	
The balance of deferred tax assets as at December 31, 2018 amounted to US$2,376,000. Deferred tax assets had been provided for the losses available for offsetting against future taxable profits and temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. The Group had tax losses and unutilized deduction arising in the United States of US$8,738,000 as at December 31, 2018 that will expire in ten years for offsetting against future taxable profits. The deferred tax asset was calculated at a composite statutory tax rate of 27.68%, which consisted of a federal income tax rate and multiple state income tax rates. The assessment of future taxable income and the recognition of deferred tax assets requires judgement and estimates such as forecasted profits and the impact of potential future tax reforms on the deferred tax asset amounts and was therefore significant to our audit especially in light of the US Tax Cuts and Jobs Act ("TCJA") that became effective on January 1, 2018, according to which the federal tax rate in the US decreased from 34%to 21%. Related disclosures are included in notes 2.4, 3 and 15 to the consolidated financial statements.	We obtained an understanding of the deferred tax asset calculation, and performed substantive audit procedures on the recognition of deferred tax balances based on local tax regulations, and on the analysis of the recoverability of the deferred tax assets. We evaluated the Company's assumptions and estimates in relation to the likelihood of generating sufficient future taxable income based on budgets and plans, principally by performing sensitivity analyses and evaluating and testing the key assumptions used to determine the amounts recognized. We have also involved U.S. tax specialists to support us in these procedures in order to assess the impact of the TCJA on deferred tax asset as at December 31, 2018.

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The Directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the Directors of the Company 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

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

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

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

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

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional 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.

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

INDEPENDENT AUDITOR'S REPORT

- 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.

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

The engagement partner on the audit resulting in this independent auditor's report is Siu Fung Terence Ho.

Ernst & Young
Certified Public Accountants
Hong Kong

March 28, 2019

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended December 31, 2018

	Notes	2018 US$'000	2017 US$'000
REVENUE	5	**15,225**	15,666
Cost of services provided		**(3,001)**	(3,220)
Gross profit		**12,224**	12,446
Other income and gains	5	**262**	43
Selling and marketing expenses		**(5,687)**	(4,482)
Administrative expenses		**(7,563)**	(6,977)
Research and development expenses		**(1,577)**	(1,637)
Other expenses		**(183)**	(175)
LOSS BEFORE TAX	6	**(2,524)**	(782)
Income tax credit/(expense)	9	**22**	(1,764)
LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY		**(2,502)**	(2,546)
OTHER COMPREHENSIVE LOSS			
Exchange differences on translation of foreign operations		**(565)**	(5)
OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX		**(565)**	(5)
TOTAL LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY		**(3,067)**	(2,551)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY AND PREFERENCE EQUITY HOLDERS OF THE COMPANY			
Basic and diluted (US cent)	10	**(0.59)**	(0.76)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

December 31, 2018

	Notes	2018 US$'000	2017 US$'000
NON-CURRENT ASSETS			
Property, plant and equipment	12	**598**	410
Intangible assets	13	**5,340**	—
Goodwill	14	**13,622**	6,839
Deferred tax assets	15	**2,376**	2,585
Prepayments	17	**167**	405
Total non-current assets		**22,103**	10,239
CURRENT ASSETS			
Trade receivables	16	**8,156**	6,132
Prepayments, deposits and other receivables	17	**2,556**	2,191
Tax recoverable		**380**	—
Cash and cash equivalents	18	**17,641**	6,031
Total current assets		**28,733**	14,354
CURRENT LIABILITIES			
Trade payables	19	**2,618**	1,702
Other payables and accruals	20	**4,385**	3,455
Total current liabilities		**7,003**	5,157
NET CURRENT ASSETS		**21,730**	9,197
Net assets		**43,833**	19,436
EQUITY			
Share capital	22	**42**	8
Reserves	23	**43,791**	19,428
Total equity		**43,833**	19,436

Yangbin Bernard WANG
Director

WONG Wai Kwan
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year Ended December 31, 2018

	Attributable to owners of the Company							
	Share capital US$'000 (note 22)	**Share premium*** US$'000 (note 22)	**Merger reserve*** US$'000 (note 23)	**Other reserve*** US$'000 (note 23)	**Share option reserve*** US$'000 (note 21)	**Exchange fluctuation reserve*** US$'000	**Accumulated losses*** US$'000	**Total equity** US$'000
At January 1, 2017	8	—	376	25,686	—	30	(4,338)	21,762
Loss for the year	—	—	—	—	—	—	(2,546)	(2,546)
Other comprehensive loss for the year:								
Exchange differences related to foreign operations	—	—	—	—	—	(5)	—	(5)
Total comprehensive loss for the year	—	—	—	—	—	(5)	(2,546)	(2,551)
Equity-settled share option arrangement (note 21)	—	—	—	—	225	—	—	225
At December 31, 2017 and at January 1, 2018	8	—	376	25,686	225	25	(6,884)	19,436
Loss for the year	—	—	—	—	—	—	(2,502)	(2,502)
Other comprehensive loss for the year:								
Exchange differences related to foreign operations	—	—	—	—	—	(565)	—	(565)
Total comprehensive loss for the year	—	—	—	—	—	(565)	(2,502)	(3,067)
Equity-settled share option arrangement (note 21)	—	—	—	—	238	—	—	238
Issue of shares	9	30,242	—	—	—	—	—	30,251
Share issue expenses	—	(3,025)	—	—	—	—	—	(3,025)
Capitalization issue	25	(25)	—	—	—	—	—	—
At December 31, 2018	42	27,192	376	25,686	463	(540)	(9,386)	43,833

* These reserve accounts comprise the consolidated other reserves of US$43,791,000 (2017: US$19,428,000) in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CASH FLOWS

Year Ended December 31, 2018

	Notes	**2018** **US$'000**	2017 US$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax		**(2,524)**	(782)
Adjustments for:			
Interest income	5	**(224)**	(1)
Depreciation	12	**262**	232
Equity-settled share option expense	21	**238**	225
		(2,248)	(326)
Increase in trade receivables		**(2,024)**	(2,061)
Decrease/(increase) in prepayments		**256**	(702)
(Increase)/decrease in deposits and other receivables		**(383)**	207
Increase/(decrease) in other payables		**173**	(8)
(Decrease)/increase in accruals, deferred revenue and payroll and welfare accruals		**(1,043)**	1,763
Increase in trade payables		**916**	179
Cash used in operations		**(4,353)**	(948)
Interest received		**224**	1
Overseas taxes paid		**(149)**	(141)
Net cash flows used in operating activities		**(4,278)**	(1,088)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of items of property, plant and equipment		**(446)**	(19)
Purchases of items of intangible assets	13	**(5,327)**	—
Acquisition of a business	24	**(5,000)**	—
Proceeds from disposal of items of property, plant and equipment		**—**	5
Net cash flows used in investing activities		**(10,773)**	(14)
CASH FLOWS FROM FINANCING ACTIVITIES			
Net proceeds from issue of shares		**27,226**	—
Capital element of finance lease rental payments		**—**	(1)
Net cash flows from/(used in) financing activities		**27,226**	(1)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		**12,175**	(1,103)
Cash and cash equivalents at beginning of year		**6,031**	7,139
Effect of foreign exchange rate changes, net		**(565)**	(5)
CASH AND CASH EQUIVALENTS AT END OF YEAR		**17,641**	6,031
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	18	**17,641**	6,031

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

1. CORPORATE AND GROUP INFORMATION

Vobile Group Limited was incorporated as an exempted company with limited liability in the Cayman Islands on July 28, 2016 under the Companies Law, Chapter 22 of the Cayman Islands. The registered address of the office of the Company is P.O. Box 472, 2nd Floor, 103 South Church Street, Harbour Place, George Town, Grand Cayman KY1-1106, Cayman Islands.

The Company is an investment holding company. During the year, the Group is principally engaged in providing Software as a Service ("SaaS").

The ordinary shares of the Company were listed on the Main Board of the Stock Exchange of Hong Kong Limited (the "Stock Exchange") on January 4, 2018.

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Name	Place and date of incorporation/ registration and place of business	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company Direct	Indirect	Principal activities
Vobile, Inc. ("Vobile US")*	United States May 20, 2005	—	100%	—	SaaS
Vobile Japan, Inc. ("Vobile Japan")*	Japan September 5, 2009	JPY20,000,000	99.75%	—	SaaS
Vobile Group (HK) Limited ("Vobile Hong Kong")**	Hong Kong December 18, 2014	HK$1,000,000	100%	—	SaaS
Vobile Canada Inc. ("Vobile Canada")*	Canada January 30, 2015	—	100%	—	SaaS
LRC Oregon Inc. ("LRC")*	United States June 30, 1997	—	—	100%	—
Vobile Home Entertainment LLC ("Vobile LLC")*	United States January 29, 2015	US$1	—	100%	—
杭州阜博科技有限公司 ("Vobile Hangzhou")**	Mainland China February 28, 2018	RMB200,000,000	—	100%	SaaS
Vobile Australia Pty Ltd ("Vobile Australia")*	Australia October 23, 2018	AUD1	—	100%	SaaS

Notes:

* As at the date of this report, no audited financial statements of Vobile US, Vobile Japan, Vobile Canada, LRC and Vobile LLC have been prepared since the date of incorporation as these entities were not subject to any statutory audit requirements under the relevant rules and regulations in the jurisdictions of incorporation.

** Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs"), which comprise all standards and interpretations approved by the International Accounting Standards Board (the "IASB") and International Accounting Standards ("IASs") and Standing Interpretations Committee interpretations approved by the International Accounting Standards Committee that remain in effect, and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention. These financial statements are presented in United States dollars ("US$") and all values are rounded to the nearest thousand except when otherwise indicated.

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 December 31, 2018. 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.

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 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 Company. All intra-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 circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognizes (i) the assets and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognizes (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 recognized 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 has directly disposed of the related assets or liabilities.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised IFRSs for the first time for the current year's financial statements.

Amendments to IFRS 2	*Classification and Measurement of Share-based Payment Transactions*
Amendments to IFRS 4	*Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts*
IFRS 9	*Financial Instruments*
IFRS 15	*Revenue from Contracts with Customers*
Amendments to IFRS 15	*Clarifications to IFRS 15 Revenue from Contracts with Customers*
Amendments to IAS 40	*Transfers of Investment Property*
IFRIC 22	*Foreign Currency Transactions and Advance Consideration*
Annual Improvements 2014–2016 Cycle	Amendments to IFRS 1 and IAS 28

Except for the amendments to IFRS 2, amendments to IFRS 4, amendments to IAS 40, IFRIC 22 and Annual Improvements 2014-2016 Cycle, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised IFRSs are described below:

(a) IFRS 9 *Financial Instruments replaces IAS 39 Financial Instruments:* Recognition and Measurement for annual periods beginning on or after January 1, 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement, impairment and hedge accounting.

There is no significant impact on the Group's financial position and financial result upon initial application at January 1, 2018. Further details of the nature and effect of the changes to previous accounting policies and the transition approach are set out below:

Classification and measurement

IFRS 9 categorizes financial assets into three principal classification categories: measured at amortized cost, at fair value through other comprehensive income ("FVOCI") and at fair value through profit or loss ("FVPL"). These supersede IAS 39's categories of held-to-maturity investments, loans and receivables, available-for-sale financial assets and financial assets measured at FVPL. The classification of financial assets under IFRS 9 is based on the business model under which the financial asset is managed and its contractual cash flow characteristics.

Under IFRS 9, the classification for all of the Group's financial assets and financial liabilities measured at amortized cost remains the same. The carrying amounts for all financial assets and financial liabilities at January 1, 2018 have not been impacted by the initial application of IFRS 9.

Impairment

IFRS 9 requires an impairment on debt instruments recorded at amortized cost or at fair value through other comprehensive income, lease receivables, loan commitments and financial guarantee contracts that are not accounted for at fair value through profit or loss under IFRS 9, to be recorded based on an expected credit loss model either on a twelve-month basis or a lifetime basis. The Group applied the simplified approach and record lifetime expected losses that are estimated based on the present values of all cash shortfalls over the remaining life of all of its trade receivables. Furthermore, the Group applied the general approach and record twelve-month expected credit losses that are estimated based on the possible default events on its other receivables within the next twelve months. Further details of the Group's accounting policy for impairment of financial assets are disclosed in note 2.4.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(b) IFRS 15 and its amendments replace IAS 11 Construction Contracts, IAS 18 Revenue and related interpretations and it applies, with limited exceptions, to all revenue arising from contracts with customers. IFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under IFRS 15, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in IFRS 15 provide a more structured approach for measuring and recognizing revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The disclosures are included in note 5 to the financial statements. As a result of the application of IFRS 15, the Group has changed the accounting policy with respect to revenue recognition in note 2.4 to the financial statements.

There has been no significant impact on the Group's financial position and financial result upon initial application at January 1, 2018. Comparative information continues to be reported under IAS 11 and IAS 18.

2.3 ISSUED BUT NOT YET EFFECTIVE IFRSs

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

Amendments to IFRS 3	*Definition of a Business*[2]
Amendments to IFRS 9	*Prepayment Features with Negative Compensation*[1]
Amendments to IFRS 10 and IAS 28 (2011)	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[4]
IFRS 16	*Leases*[1]
IFRS 17	*Insurance Contracts*[3]
Amendments to IAS 1and IAS 8	*Definition of Material*[2]
Amendments to IAS 19	*Plan Amendment, Curtailment or Settlement*[1]
Amendments to IAS 28	*Long-term Interests in Associates and Joint Ventures*[1]
IFRIC 23	*Uncertainty over Income Tax Treatments*[1]
Annual Improvements 2015–2017 Cycle	Amendments to IFRS 3, IFRS 11, IAS 12 and IAS 23[1]

1 Effective for annual periods beginning on or after January 1, 2019
2 Effective for annual periods beginning on or after January 1, 2020
3 Effective for annual periods beginning on or after January 1, 2021
4 No mandatory effective date yet determined but available for adoption

Further information about those IFRSs that are expected to be applicable to the Group is described below.

Except for IFRS 16 as described below, the directors of the Group considered that the application of the other new and revised IFRSs will not have material impacts on the Group's consolidated financial results.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

2.3 ISSUED BUT NOT YET EFFECTIVE IFRSs (Continued)

IFRS 16 replaces IAS 17 Leases, IFRIC 4 Determining whether an Arrangement contains a Lease, SIC-15 Operating Leases — Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognize assets and liabilities for most leases. The standard includes two elective recognition exemptions for lessees — leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognize a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in IAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognize the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognize the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under IFRS 16 is substantially unchanged from the accounting under IAS 17. Lessors will continue to classify all leases using the same classification principle as in IAS 17 and distinguish between operating leases and finance leases. IFRS 16 requires lessees and lessors to make more extensive disclosures than under IAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group will adopt IFRS 16 from January 1, 2019. The Group plans to adopt the transitional provisions in IFRS 16 to recognize the cumulative effect of initial adoption as an adjustment to the opening balance of retained earnings at January 1, 2019 and will not restate the comparatives. In addition, the Group plans to apply the new requirements to contracts that were previously identified as leases applying IAS 17 and measure the lease liability at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate at the date of initial application. The right-of-use asset will be measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognized in the statement of financial position immediately before the date of initial application. The Group plans to use the exemptions allowed by the standard on lease contracts whose lease terms end within 12 months as of the date of initial application. During 2018, the Group has performed a detailed assessment on the impact of adoption of IFRS 16. The Group considers that the adoption of IFRS 16 will primarily affect the Group's accounting treatment as a lessee of leases which are currently classified as operating leases. The Group plans to use the exemptions allowed by the standard on lease contracts whose lease terms end within 12 months as of the date of initial application. During 2018, the Group has performed a detailed assessment on the impact of adoption of IFRS 16. The Group has estimated that right-of-use assets of US$1,777,000 and lease liabilities of US$1,777,000 will be recognized at January 1, 2019:

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business combinations and goodwill

Business combinations (other than business combinations under common control) are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

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 of 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 recognized in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognized in profit or loss. 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 recognized for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognized 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 December 31. 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.

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 recognized. An impairment loss recognized 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 the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Merger method of accounting for business combination under common control

The merger method of accounting involves incorporating the financial statement items of the combining entities or businesses in which the common control combination occurs as if they had been combined from the date when the combining entities or businesses first came under the control of the controlling party. No amount is recognized in respect of goodwill or the excess of the acquirers' interest in the net fair value of acquirees' identifiable assets, liabilities and contingent liabilities over the cost of investment at the time of common control combination. The consolidated statement of profit or loss and other comprehensive income includes the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under common control, where this is a shorter period, regardless of the date of the common control combination.

Fair value measurement

The Group measures its financial instruments at fair value at the end of each reporting period. 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 either in 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.

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, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized 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

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other 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 of disposal, 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.

An impairment loss is recognized only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognized impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognized impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortization) had no impairment loss been recognized for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

(b) the party is an entity where any of the following conditions applies:

(i) the entity and the Group are members of the same group;

(ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

(iii) the entity and the Group are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

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

(vi) the entity is controlled or jointly controlled by a person identified in (a);

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

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

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any 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 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 capitalized 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 recognizes such parts as individual assets with specific useful lives and depreciates them accordingly.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation (Continued)

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:

Computer equipment	20%
Leasehold improvements	Over the shorter of lease terms and 20%
Furniture and fixtures	20%–33%
Motor vehicles	20%

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 including any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognized in profit or loss in the year the asset is derecognized is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be finite. Intangible assets with finite lives are subsequently amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortized. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Research and development costs

All research costs are charged to profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalized and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Research and development costs (Continued)

Deferred development costs are stated at cost less any impairment losses and are amortized using the straight-line basis over the commercial lives of the underlying products, commencing from the date when the products are put into commercial production.

Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalized at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalized finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to profit or loss on the straight-line basis over the lease terms.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortized cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

All regular way purchases and sales of financial assets are recognized on the trade date, that is, the date that the Group commits to purchase or sell 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.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortized cost (debt instruments)

The Group measures financial assets at amortized cost if both of the following conditions are met:

— The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows.

— The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognized in the statement of profit or loss when the asset is derecognized, modified or impaired.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Group's consolidated statements 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 or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial assets (Continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, 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 recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes 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.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognizes an allowance for ECLs for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

Debt investments at fair value through other comprehensive income and financial assets at amortized cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

For other receivables, the Group recognizes a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include trade payables, other payables and accruals.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial liabilities

A financial liability is derecognized 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, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognized in profit or loss.

Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position, if and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, 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 which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement 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.

Provisions

A provision is recognized when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognized for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

A contingent liability recognized in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of (i) the amount that would be recognized in accordance with the general guidance for provisions above; and (ii) the amount initially recognized less, when appropriate, cumulative amortization recognized in accordance with the guidance for revenue recognition.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognized outside profit or loss is recognized outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities 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 recognized for all taxable temporary differences, except:

— when 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

— in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when 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 recognized for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilized, except:

— when 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 recognized 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 utilized.

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 utilized. Unrecognized deferred tax assets are reassessed at the end of each reporting period and are recognized 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized 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 and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognized when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

(a) Rendering of services

Revenue from the rendering of services is recognized over time or at a point in time with reference to the detailed terms of transactions as stipulated in the contracts entered into with its customers and counterparties.

Services revenue

Revenue on the rendering of services comprises the subscription-based SaaS business and the transaction-based SaaS business.

The subscription-based SaaS business is provided on a subscription basis, and a monthly subscription fee is charged to customers. Revenue generated from subscription fees is recognized over the subscription period on a straight-line basis.

The transaction-based SaaS business generates revenue from the Conventional PPT platform and the Online PPT platform.

Revenue from the Conventional PPT platform is recognized when the relevant transaction occurs as determined and verified by the Conventional PPT platform, including, in some cases, the processing fees for each of the DVD units shipped, and the end-of-term (end-of-lease) fee on each DVD unit shipped to a video store.

Revenue from the Online PPT platform is recognized when the relevant services are rendered.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Other income

Interest income is recognized on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including Directors) and consultants of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees and consultants for grants is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a Black-Scholes model, further details of which are given in note 21 to the financial statements.

The cost of equity-settled transactions is recognized in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognized as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognized. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognized as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognized for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognized for the award is recognized immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentage of its payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

Dividends

Final dividends are recognized as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the Directors the authority to declare interim dividends. Consequently, interim dividends are recognized immediately as a liability when they are proposed and declared.

Foreign currencies

These financial statements are presented in United States dollars, which is the Company's functional 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 prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognized in profit or loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

2.4 SUMMARY OF 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 measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognized in other comprehensive income or profit or loss is also recognized in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognizes the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries are currencies other than the US$. As at the end of the reporting period, the assets and liabilities of these entities are translated into US$ at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into US$ at the weighted average exchange rates for the year.

The resulting exchange differences are recognized 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 recognized in profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into US$ 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 US$ at the weighted average exchange rates for the year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

3. SIGNIFICANT ACCOUNTING ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. 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.

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 described below.

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade and other receivables is disclosed in note 16 and note 17 to the financial statements.

Deferred tax assets

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognized tax losses at December 31, 2018 was US$2,418,000 (2017: US$2,096,000). Further details are contained in note 15 to the financial statements.

Useful lives of property, plant and equipment and intangible assets

The Group determines the estimated useful lives and related depreciation/amortization charges for its property, plant and equipment and intangible assets. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment and intangible assets of similar nature and functions. It could change significantly as a result of technical innovations, or competitor actions in response to severe industry cycles. Management will increase the depreciation/amortization charge where useful lives are less than previously estimated lives, or it will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

3. SIGNIFICANT ACCOUNTING ESTIMATES (CONTINUED)

Estimation uncertainty (Continued)

Development costs

Development costs are capitalized in accordance with the accounting policy for research and development costs in note 2.4 to the financial statements. Determining the amounts to be capitalized requires management to make assumptions regarding the expected future cash generation of the assets, discount rates to be applied and the expected period of benefits. At December 31, 2018, the best estimate of the carrying amount of capitalized development costs was US$5,323,000 (2017: Nil).

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at December 31, 2018 was US$13,622,000 (2017: US$6,839,000). Further details are given in note 14.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group had only one reportable operating segment, which was offering SaaS to help content owners protect their content from unauthorized use, measure the viewership of their content, and monetize their content during the year. Since this is the only reportable operating segment of the Group, no further operating segment analysis thereof is presented.

Geographical information

(a) Revenue from external customers

	2018 **US$'000**	2017 US$'000
United States	**14,269**	14,773
Japan	**764**	657
Mainland China	**113**	75
Others	**79**	161
	15,225	15,666

The revenue information above is based on the locations of the customers.

(b) Non-current assets

Majority of significant non-current assets of the Group are located in the United States. Accordingly, no geographical information of segment assets is presented.

Information about major customer

During the years ended December 31, 2018 and 2017, there was no customer with whom transactions exceeded 10% of the Group's revenue.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

5. REVENUE AND OTHER INCOME AND GAINS

Revenue represents the value of services rendered during the year.

An analysis of revenue and other income and gains is as follows:

	2018 US$'000	2017 US$'000
Revenue		
Rendering of services	15,225	15,666
Other income and gains		
Interest income	224	1
Foreign exchange gain	35	42
Others	3	—
	262	43

6. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

	2018 US$'000	2017 US$'000
Cost of services provided	3,001	3,220
Employee benefit expense (excluding Directors' and chief executive's remuneration (Note 7)):		
Wages and salaries	5,279	5,435
Equity-settled share option expense	86	99
Other benefits	393	318
Pension scheme contributions	15	4
	5,773	5,856
Depreciation of items of property, plant and equipment (Note 12)	262	232
Minimum Lease payments under operating leases	1,108	543
Impairment of trade receivables, net	(13)	39
Research and development expenses	1,577	1,645
Auditor's remuneration		
— Statutory audit	240	148
— Listing fees expensed off	—	595
Other listing fees expensed off	377	3,919
Foreign exchange differences, net	92	(34)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

7. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Certain of the Directors received remuneration from the subsidiaries now comprising the Group for their appointment as Directors of these subsidiaries. The remuneration of each of these Directors as recorded in the financial statements of the subsidiaries is set out below:

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	2018 US$'000	2017 US$'000
Fees	—	—
Other emoluments:		
Salaries, allowances and benefits in kind	721	787
Equity-settled share option expense	152	130
Pension scheme contributions	—	—
	873	917

During the year, certain Directors were granted share options, in respect of their services to the Group, under the Pre-IPO Share Option Scheme, further details of which are set out in note 21 to the financial statements. The fair value of such options, which has been recognized in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above Directors' and chief executive's remuneration disclosures.

(a) Independent non-executive Directors

The fees paid to independent non-executive directors during the year were as follows:

	2018 US$'000	2017 US$'000
Mr. Chan King Man Kevin	15	—
Mr. James Alan Chiddix	15	—
Mr. Charles Eric Eesley	15	—
	45	—

There were no other emoluments payable to the independent non-executive directors during the year (2017: Nil).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

7. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(b) Executive Directors, non-executive Directors and the chief executive

	Fees US$'000	Salaries, allowances and benefits in kind US$'000	Equity-settled share option expense US$'000	Pension scheme contributions US$'000	Total US$'000
2018					
Executive Directors:					
— Mr. Yangbin Bernard Wang*	—	350	135	—	485
— Mr. Xianming Zhu**	—	91	—	—	91
— Mr. Michael Paul Witte	—	280	7	—	287
	—	721	142	—	863
Non-executive Directors:					
— Mr. Vernon Edward Altman	15	—	—	—	15
— Mr. J David Wargo	15	—	—	—	15
— Mr. Wong Wai Kwan	15	—	10	—	25
	45	721	152	—	918
2017					
Executive Directors:					
— Mr. Yangbin Bernard Wang*	—	350	110	—	460
— Mr. Xianming Zhu	—	165	6	—	171
— Mr. Michael Paul Witte	—	272	6	—	278
	—	787	122	—	909
Non-executive Directors:					
— Mr. Vernon Edward Altman	—	—	—	—	—
— Mr. J David Wargo	—	—	—	—	—
— Mr. Wong Wai Kwan	—	—	8	—	8
	—	787	130	—	917

* Mr. Yangbin Bernard Wang is also the chief executive officer of the Company.

** Mr. Xianming Zhu had served as an executive director of the Company until July 13, 2018.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

7. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

There was no arrangement under which a Director waived or agreed to waive any remuneration during the year.

During the year, no emoluments were paid by the Group to any of the persons who are Directors of the Company, or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

8. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two Directors (2017: three), details of whose remuneration are set out in Note 7(b) above. Details of the remuneration for the year of the remaining three (2017: two) highest paid employees who are neither a Director nor chief executive of the Group are as follows:

	2018 US$'000	2017 US$'000
Salaries, allowances and benefits in kind	510	380
Equity-settled share option expense	20	13
	530	393

The number of non-Director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees	
	2018	2017
HK$1,000,001 to HK$1,500,000	2	1
HK$1,500,001 to HK$2,500,000	1	1
HK$2,500,001 to HK$3,000,000	—	—
	3	2

During the year and in prior years, share options were granted to a non-Director and non-chief executive highest paid employee in respect of their services to the Group, further details of which are included in the disclosures in note 21 to the financial statements. The fair value of such options, which has been recognized in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-Director and non-chief executive highest paid employees' remuneration disclosures.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

9. INCOME TAX (CREDIT)/EXPENSE

Income tax consists primarily of the United States, Hong Kong and Japan enterprise income tax charged on the Group. United States income tax applicable to the Group is at the federal tax rate of 21% (2017: 34%) for the year ended December 31, 2018. The income tax applicable to Hong Kong profits was provided at a statutory tax rate of 16.5% during the year ended December 31, 2018. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates. The major components of income tax (credit)/expense for the year are as follows.

	2018 US$'000	2017 US$'000
Current — United States		
Charge for the year	(252)	41
Current — Hong Kong		
Charge for the year	1	1
Current — Japan		
Charge for the year	20	2
Deferred tax expenses from change in federal tax rate resulted from the TCJA (note 15)	492	1,130
Deferred tax (credit)/expenses — Others (note 15)	(283)	590
Total tax (credit)/expense for the year	(22)	1,764

A reconciliation of the U.S. federal statutory income tax rate of 21.0% (2017: 34.0%) to the Group's effective tax are as follows:

	2018 US$'000	2017 US$'000
Loss before tax	(2,524)	(782)
Tax at the U.S. federal statutory income tax rate	(530)	(266)
U.S. state income taxes, net of federal benefit	(64)	37
Lower tax rate for specific jurisdictions	217	(28)
Non-deductible expenses	136	724
Research and development credit	(115)	—
Effect on opening deferred tax of changes in rates	—	46
Change in federal tax rate resulted from the TCJA	492	1,130
Others	(158)	121
Tax charge at the Group's effective tax rate	(22)	1,764

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

10. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY AND PREFERENCE EQUITY HOLDERS OF THE COMPANY

The calculation of the basic loss per share amounts is based on the loss for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 423,640,015 (2017: 333,174,536) in issue during the year, as adjusted to reflect the rights issue during the year.

No adjustment has been made to the basic loss per share amounts presented for the years ended December 31, 2018 and 2017 in respect of a dilution as the impact of the share option scheme had an anti-dilutive effect on the basic earnings loss per share amounts presented.

The calculations of loss per share attributable to ordinary and preference equity holders of the Company for each of the years ended December 31, 2018 and 2017 are based on the following data:

	2018 US$'000	2017 US$'000
Loss		
Loss attributable to ordinary and preference equity holders of the Company, used in the basic and diluted loss per share calculation	**(2,502)**	(2,546)
Shares		
Weighted average number of ordinary shares in issue during the period used in the basic earnings per share calculation	**423,640,015**	333,174,536
Effect of dilution- Weighted average number of ordinary shares — Share options	**9,678,328**	6,454,664
	433,318,343*	339,629,200

Because the diluted loss per share amount is decreased when taking share options into account, the share options had an anti-dilutive effect on the basic loss per share for the year and were ignored in the calculation of diluted loss per share. Therefore, the diluted loss per share amounts are based on the loss for the year of US$2,502,000, and the weighted average number of ordinary shares of 423,640,015 in issue during the year.

11. DIVIDENDS

The Board does not recommend payment of any dividend for the year ended December 31, 2018 (2017: Nil).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

12. PROPERTY, PLANT AND EQUIPMENT

	Computer equipment US$'000	Leasehold improvements US$'000	Furniture and fixtures US$'000	Motor vehicle US$'000	Total US$'000
December 31, 2018					
At December 31, 2017 and at January 1, 2018					
Cost	988	233	170	—	1,391
Accumulated depreciation	(716)	(151)	(114)	—	(981)
Net carrying amount	272	82	56	—	410
At January 1, 2018, net of accumulated depreciation	272	82	56	—	410
Additions	9	276	16	145	446
Acquisition of business (note 24)	4	—	—	—	4
Depreciation provided during the year	(130)	(81)	(34)	(17)	(262)
At December 31, 2018, net of accumulated depreciation	155	277	38	128	598
At December 31, 2018:					
Cost	1,001	509	186	145	1,841
Accumulated depreciation	(846)	(232)	(148)	(17)	(1,243)
Net carrying amount	155	277	38	128	598
December 31, 2017					
At January 1, 2017					
Cost	1,093	220	170	—	1,483
Accumulated depreciation	(672)	(103)	(80)	—	(855)
Net carrying amount	421	117	90	—	628
At January 1, 2017, net of accumulated depreciation	421	117	90	—	628
Additions	6	13	—	—	19
Disposals	(5)	—	—	—	(5)
Depreciation provided during the year	(150)	(48)	(34)	—	(232)
At December 31, 2017, net of accumulated depreciation	272	82	56	—	410
At December 31, 2017:					
Cost	988	233	170	—	1,391
Accumulated depreciation	(716)	(151)	(114)	—	(981)
Net carrying amount	272	82	56	—	410

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

13. INTANGIBLE ASSETS

	Deferred development costs US$'000	Software US$'000	Total US$'000
December 31, 2018			
Cost at January 1, 2017, December 31, 2017 and January 1, 2018, net of accumulated amortization	—	—	—
Additions	5,323	4	5,327
Acquisition of a business (note 24)	—	13	13
At December 31, 2018	5,323	17	5,340
At December 31, 2018			
Cost	5,323	124	5,447
Accumulated amortization	—	(107)	(107)
Net carrying amount	5,323	17	5,340

14. GOODWILL

	US$'000
Cost as at December 31, 2017 and January 1, 2018	6,839
Acquisition of a business (note 24)	6,783
Impairment	—
Net carrying amount as at December 31, 2018	13,622

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the following cash-generating units for impairment testing:

- Transaction-based SaaS Business cash-generating unit; and
- Peer to peer network technology cash-generating unit.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

14. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

Transaction-based SaaS Business cash-generating unit

The Group purchased the Conventional PPT business on January 31, 2015, with knowledge of its declining trend, and made the acquisition not for its value as a stand-alone business but rather its value as a facilitator of the Group's nascent Online PPT business. Accordingly, the Group considered the Conventional PPT business an integral part of the Transaction-based SaaS Business cash-generating unit in the impairment assessment of goodwill.

The recoverable amount of the CGU has been determined based on a value-in-use calculation using five-year cash flow projections approved by senior management. An assessment was made at the end of the year.

Key assumptions used in the calculation are as follows:

	2018	2017
Revenue (% compound growth rate)	**11%**	11%
Gross margin (% of revenue)	**44%**	77%
Terminal growth rate	**3%**	3%
Pre-tax discount rate	**17%**	18%

Revenue — the basis used to determine the budgeted revenue is based on the historical data and management's expectation of the future market. The compound growth rate of revenue was estimated based on information available at the time of assessment, disregarding information that became available after the assessment. Such information includes the number of contracts signed and the progress of business under negotiation.

Gross margin — The basis used to determine the value assigned to the budgeted gross margin is the average gross margins achieved in the year immediately before the budget year for each product, increased for expected efficiency improvements, and expected market development.

Terminal growth rate — The terminal growth rate is based on the historical data and management's expectation on the future market.

Pre-tax discount rate — The pre-tax discount rate used is determined using the capital asset pricing model with reference to the beta coefficient and debt ratio of certain publicly listed companies in the technology industry.

If the pre-tax discount rate rose to 31% or the gross profit margin decreased to 35% (with other assumptions remaining unchanged), the recoverable amount of the cash-generating unit would be decreased to the carrying amount of goodwill. Except for these, any reasonably possible changes in the other key assumptions used in the value-in-use assessment model would not affect management's view on impairment at December 31, 2018.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

14. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

Transaction-based SaaS Business cash-generating unit (Continued)

Based on the impairment assessment conducted by the Group utilizing the above key assumptions, the recoverable amount of the cash-generating unit estimated from the cash flow forecast exceeded the carrying amount of goodwill and no impairment was considered necessary.

The values assigned to the key assumptions on market development of related services and discount rates are consistent with external information sources.

Peer to peer network technology cash-generating unit

The Group acquired the business from the IP-Echelon on November 19, 2018 to solidify its leadership position in content protection globally and strengthen its ability to provide comprehensive solutions against any emerging threats of content piracy online. The acquisition also enables the Group to implement its plan to proactively expand geographic coverage internationally.

The recoverable amount of the CGU has been determined based on a value-in-use calculation using five-year cash flow projections approved by senior management. An assessment was made at the end of the year.

December 31, 2018

Key assumptions used in the calculation are as follows:

	2018
Revenue (% compound growth rate)	8%
Gross margin (% of revenue)	85%
Terminal growth rate	3%
Pre-tax discount rate	17%

If the pre-tax discount rate rose to 22% or the terminal growth rate rose to 8% (with other assumptions remaining unchanged), the recoverable amount of the cash-generating unit would be decreased to the carrying amount of goodwill. Except for these, any reasonably possible changes in the other key assumptions used in the value-in-use assessment model would not affect management's view on impairment at December 31, 2018.

Based on the impairment assessment conducted by the Group utilizing the above key assumptions, the recoverable amount of the cash-generating unit estimated from the cash flow forecast exceeded the carrying amount of goodwill and no impairment was considered necessary.

The values assigned to the key assumptions on market development of related services and discount rates are consistent with external information sources.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

15. DEFERRED TAX ASSETS

The movements in deferred tax assets during the year are as follows:

	Losses available for offsetting against future taxable profits US$'000	Depreciation allowance in excess of related depreciation US$'000	Research and development costs US$'000	Tax deduction of goodwill US$'000	Others US$'000	Total US$'000
At January 1, 2017	3,804	(18)	704	(339)	154	4,305
Deferred tax credited/(charged) to profit or loss during the year	(1,708)	42	(64)	36	(26)	(1,720)
At December 31, 2017 and January 1, 2018	2,096	24	640	(303)	128	2,585
Deferred tax credited/(charged) to profit or loss during the year	322	19	291	(276)	(565)	(209)
At December 31, 2018	**2,418**	**43**	**931**	**(579)**	**(437)**	**2,376**

As at December 31, 2018, deferred tax assets related to Vobile US have been calculated at a composite statutory tax rate of 27.68%, which consisted of a federal income tax rate of 21% and multiple state income tax rates.

Deferred tax assets had been provided for the losses available for offsetting against future taxable profits. The Group had tax losses and unutilized deduction arising in the United States of US$8,738,000 as at December 31, 2018 (2017: US$7,653,000), that will expire in twenty years, from December 31, 2018 for offsetting against future taxable profits.

16. TRADE RECEIVABLES

	2018 US$'000	2017 US$'000
Trade receivables	**8,191**	6,180
Impairment	**(35)**	(48)
	8,156	6,132

The Group's trading terms with its debtors are usually 10 to 60 days. The Group always recognizes lifetime ECL for all trade receivables and measures the lifetime ECL on a specific basis according to management's assessment of the recoverability of an individual receivable. Management considers the number of days that an individual receivable is outstanding, historical experience and forward-looking information to determine the recoverability of the trade receivable. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are unsecured and non-interest-bearing.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

16. TRADE RECEIVABLES (Continued)

An ageing analysis of the current trade receivables as at December 31, 2018, based on the invoice date and net of loss allowance, is as follows:

	2018 US$'000	2017 US$'000
Within 90 days	3,675	3,718
91 to 180 days	1,345	1,670
181 to 365 days	2,106	744
Over 365 days	1,030	—
	8,156	6,132

The movements in loss allowance for impairment of trade receivables are as follows:

	2018 US$'000	2017 US$'000
At beginning of year	48	40
Impairment losses, net	(13)	8
At end of year	35	48

Impairment under IFRS 9 for the year ended December 31, 2018

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

16. TRADE RECEIVABLES (Continued)

Impairment under IFRS 9 for the year ended December 31, 2018 (Continued)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at December 31, 2018

		Past due			
	Current	Less than 3 months	3 to 6 months	Over 6 months	Total
Expected credit loss rate	0.01%	1.0%	1.1%	2.5%	0.4%
Gross carrying amount (US$'000)	5,020	1,075	2,047	49	8,191
Expected credit losses (US$'000)	—	11	23	1	35

Impairment under IAS 39 for the year ended December 31, 2017

Included in the above provision for impairment of trade receivables, which was measured based on incurred credit losses under IAS 39, as at December 31, 2017 was a provision for the impaired trade receivables of US$48,000 with a carrying amount before provision of US$48,000.

The ageing analysis of the current trade receivables as at December 31, 2017 that are not individually nor collectively considered to be impaired under IAS 39 is as follows:

	2017 US$'000
Neither past due nor impaired	4,333
Within 90 days	1,520
91 to 180 days	279
181 to 365 days	—
	6,132

Receivables that were neither past due nor impaired related to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent debtors that had a good track record with the Group. Based on past experience, the Directors are of the opinion that no provision for impairment under IAS 39 was necessary in respect of these balances as there had not been a significant change in credit quality and the balances were still considered fully recoverable.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

17. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	2018 US$'000	2017 US$'000
Prepayments	**2,173**	2,429
Deposits and other receivables	**550**	167
	2,723	2,596
Portion classified as current assets	**(2,556)**	(2,191)
Non-current portion	**167**	405

Deposits and other receivables mainly represent rental deposits and deposits with suppliers. The financial assets included in the above balances relate to deposits and receivables for which there was no recent history of default. The Group has thereby concluded that the expected credit loss rates for trade receivables are a reasonable approximation of the rates for the deposits and other receivables. Since the deposits and other receivables are related to receivables which are still in current and the payment is not due, the expected credit loss rates of deposits and other receivables are assessed to be minimal.

18. CASH AND CASH EQUIVALENTS

	2018 US$'000	2017 US$'000
Cash and bank balances	**7,459**	6,031
Time deposits	**10,182**	—
	17,641	6,031
Denominated in HK$	**10,983**	103
Denominated in US$	**5,383**	5,538
Denominated in RMB	**722**	—
Denominated in JPY	**461**	390
Denominated in AU$	**83**	—
Denominated in CA$	**9**	—
Cash and bank balances	**17,641**	6,031

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

18. CASH AND CASH EQUIVALENTS (Continued)

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term time deposits earn interest at deposit rates proposed by the banks. The bank balances are deposited with creditworthy banks with no recent history of default.

The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorized to conduct foreign exchange business

19. TRADE PAYABLES

An aging analysis of the trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

	2018 **US$'000**	2017 US$'000
Within 90 days	**2,618**	1,702

The trade payables are non-interest-bearing and are normally settled on 30 to 90 day terms.

20. OTHER PAYABLES AND ACCRUALS

	2018 **US$'000**	2017 US$'000
Other payables	**271**	98
Accruals	**3,146**	2,336
Deferred revenue	**520**	567
Payroll and welfare accruals	**448**	454
	4,385	3,455

Other payables are non-interest-bearing and repayable on demand.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

21. SHARE OPTION SCHEME

The Company operates a Pre-IPO Share Option Scheme for the purpose of providing additional incentive to eligible participants of the Group and to promote the success of the Group's operations. Eligible participants of the Pre-IPO Share Option Scheme include employees, Directors, consultants and advisers of the Group, and they could exercise with prices no less than 100% of the fair value of a share on the date of grant. The Pre-IPO Share Option Scheme became effective on December 30, 2016 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The Post-IPO Share Option Scheme shall be administered by the Board, who may delegate any or all administrative functions under the Post-IPO Share Option Scheme to one or more committees designated by the Board. Each committee shall consist of at least two Directors who have been appointed by the Board, who shall have the authority and be responsible for such functions as the Board has assigned to it. To the extent permitted by applicable law, the Board or a committee may also authorize one or more officers of the Company to designate employees of the Group to receive options and/or to determine the number of options to be received by such employees, subject to the Board specifying the total number of options that such officer may award.

The maximum number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Post-IPO Share Option Scheme and any other schemes of the Company shall not exceed such number of Shares as shall represent 30% of the issued share capital of the Company from time to time.

The Board may grant options under the Post-IPO Share Option Scheme, generally and without further authority, in respect of such number of Shares which may be issued upon exercise of all options to be granted under the Post-IPO Share Option Scheme and any other schemes in aggregate not exceeding 10% of the issued share capital of the Company as at the date on which dealings in the Shares commence on the Main Board of the Stock Exchange (the "Scheme Mandate Limit") (being 41,317,453 Shares). For the avoidance of doubt, options lapsed in accordance with the Post-IPO Share Option Scheme shall not be counted for the purpose of calculating the Scheme Mandate Limit.

The Scheme Mandate Limit may be renewed by obtaining approval of the Shareholders in a general meeting, provided that such renewed limit shall not exceed 10% of the Shares in issue as at the date of approval of such limit (the "Refreshed Limit"). Options previously granted under the Post-IPO Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with the Post-IPO Share Option Scheme or exercised options) shall not be counted for the purpose of calculating the Refreshed Limit.

The Board may grant options in excess of the Scheme Mandate Limit to specifically identified Eligible Persons by first obtaining approval of the Shareholders in a general meeting to grant the options in the amounts and to the Eligible Persons specified in the resolution.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

21. SHARE OPTION SCHEME (Continued)

The following share options were outstanding under the Pre-IPO Share Option Scheme during the year:

	2018 Weighted average exercise price US$ per share	2018 Number of options '000	2017 Weighted average exercise price US$ per share	2017 Number of options '000
At January 1	0.5250	4,000	—	—
Adjusted upon the Capitalization*	—	12,000	0.525	4,000
Forfeited during the year	0.1250	(1,024)	—	—
At December 31	0.1317	14,976	0.525	4,000

* On January 4, 2018, all Pre-IPO Options granted for an aggregate of 4,000,000 shares with an exercise price of US$0.50 (equivalent to approximately HK$3.9059) per share were adjusted to an aggregate of 16,000,000 shares with US$0.125 per share upon the Capitalization Issue, except that the Pre-IPO incentive stock options granted to Mr. Yangbin Bernard Wang with an exercise price of US$0.55 (equivalent to approximately HK$4.2965) per share were adjusted to US$0.1375 per share upon the Capitalization Issue.

2018

Number of options '000	Exercise price* US$ per share	Exercise period
14,976	0.1317	April 25, 2019 to April 25, 2027

2017

Number of options '000	Exercise price* US$ per share	Exercise period
4,000	0.525	April 25, 2019 to April 25, 2027

The fair value of share options granted during the year was estimated as at the date of grant using a Black-Scholes model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

The fair value of the share options granted during the year ended December 31, 2017 was US$985,200, US$0.2463 each.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

21. SHARE OPTION SCHEME (Continued)

	2017
Dividend yield (%)	0.0%
Expected volatility (%)	55.0%
Risk-free interest rate (%)	1.2%
Weighted average share price (US$ per share)	0.525

The expected life of the options is based on the historical data over the past three years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

22. SHARE CAPITAL

	2018 US$'000	2017 US$'000
Issued and fully paid (US$0.0001 per share):		
424,874,536 Ordinary Shares (2017: 32,199,429)	**42**	3
9,809,530 Series A Preference Shares (Authorized: 9,809,530 shares)	**—**	1
18,962,964 Series B Preference Shares (Authorized: 18,962,964 shares)	**—**	2
12,550,280 Series C Preference Shares (Authorized: 12,619,724 shares)	**—**	1
9,771,431 Series D Preference Shares (Authorized: 18,607,782 shares)	**—**	1
	42	8

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

22. SHARE CAPITAL (Continued)

A summary of movements in the Company's share capital is as follows:

	Number of shares in issue	Share capital US$'000
At January 1, 2017, December 31, 2017 and January 1, 2018	83,293,634	8
Capitalization issue of shares (a)	249,880,902	25
Issue of shares from initial public offering (b)	91,700,000	9
At December 31, 2018	424,874,536	42

Notes:

(a) Conditional on the share premium account of the Company being credited as a result of the issue of Offer Shares pursuant to the Global Offering. The Company capitalized US$24,988.0902 standing to the credit of the share premium account of the Company to pay up in full 249,880,902 new ordinary shares for allotment and issue pari passu to the then existing shareholders of the Company.

(b) In connection with the Company's initial public offering, 91,700,000 new shares of US$0.0001 each were issued at a price of HK$2.58 per share for a total cash consideration, before expenses, of approximately HK$236,586,000 on January 4, 2018.

23. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statements of changes in equity on page 43 of the financial statements.

Merger reserve

The merger reserve represents those reserves arising from the reorganization for the purpose of listing. Details of the movements in the merger reserve are set out in the consolidated statement of changes in equity.

Other reserve

The other reserve of the Group represents certain assignments and share-based payments under the share option scheme made by the Then Ultimate Holding Company on behalf of the Group.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

24. BUSINESS COMBINATION

On November 5, 2018, Vobile Inc, a wholly-owned subsidiary of the Company., entered into an agreement with IP-Echelon Pty. Ltd. and IP88 Research Pty. Ltd (together "IP-Echelon") and their controlling shareholder to acquire primarily the intangible assets, including but not limited to all computer software, their underlying source codes, copyrights and trademarks, from IP-Echelon. The Board believes that Australia offers an attractive talent pool in research and product development as well as growth opportunities, which will enable the Group to solidify its leadership position in content protection globally and strengthen its ability to provide comprehensive solutions against any emerging threats of content piracy online. The acquisition enables the Group to implement its plan to proactively expand geographic coverage internationally. The purchase consideration for the acquisition was in the form of cash and a contingent consideration, with US$5,000,000 paid at the acquisition date and the remaining US$1,800,000 as a consideration payable.

On November 19, 2018, the acquisition was completed.

The fair values of the identifiable assets and liabilities of IP-Echelon were as follows:

	Fair value recognized on acquisition US$'000
Property, plant and equipment (note 12)	4
Intangible assets (note 13)	13
Total identifiable net assets at fair value	17
Goodwill on acquisition**	6,783
Satisfied by cash consideration paid	5,000
Satisfied by consideration payable*	1,800
	6,800

* As part of the purchase agreement, contingent consideration is payable, which is dependent on the revenue generated by Peer to peer network technology during the 12 month period subsequent to the acquisition. The initial amount recognized was US$1,800,000 according to the revenue forecast and the purchase agreement, which was determined using the discounted cash flow model and is within Level 3 fair value measurement. At the date of approval of these financial statements, no further significant changes to the consideration are expected.

** Goodwill of US$6,783,000 recognized is expected to be deductible for income tax purposes under the US tax laws.

*** The Group incurred transaction costs of US$1,912,000 for this acquisition. These transaction costs have been expensed and are included in other expenses in profit or loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

24. BUSINESS COMBINATION (Continued)

An analysis of the cash flows in respect of the acquisition is as follows:

	US$'000
Cash consideration paid	5,000
Consideration unpaid	1,800
Net outflow of cash and cash equivalents included in cash flows from investing activities	(5,000)
Transaction costs of the acquisition included in cash flows from operating activities	(1,912)
	(6,912)

Since the acquisition, IP Echelon contributed US$410,000 to the Group's revenue and US$59,000 to the Group's profit for the year ended December 31, 2018.

25. OPERATING LEASE ARRANGEMENTS

The Group leases certain of its office properties under operating lease arrangements. Leases for office premises are negotiated for terms ranging from 2 to 6 years.

As at December 31, 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	2018 US$'000	2017 US$'000
Within one year	1,363	901
In the second to fifth years, inclusive	768	882
	2,131	1,783

26. CONTINGENT LIABILITIES

The Group had no significant contingent liabilities as at December 31, 2018 (2017: Nil).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

27. RELATED PARTY TRANSACTIONS

Outstanding balances with related parties:

As at December 31, 2018, there were no outstanding balances with related parties (2017: Nil).

28. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Financial assets — loans and receivables

	2018	2017
	US$'000	US$'000
Trade receivables	**8,156**	6,132
Financial assets included in prepayments, other receivables and other assets	**294**	101
Cash and cash equivalents	**17,641**	6,031
	26,091	12,264

Financial liabilities — financial liabilities at amortized cost

	2018	2017
	US$'000	US$'000
Trade payables	**2,618**	1,702
Financial liabilities included in other payables and accruals	**3,865**	2,888
	6,483	4,590

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

29. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts		Fair values	
	2018 US$'000	2017 US$'000	**2018 US$'000**	2017 US$'000
Financial liabilities				
Financial liabilities included in other payables and accruals	**1,800**	—	**1,800**	—

Management has assessed that the fair values of cash and cash equivalents, trade receivables, financial assets included in prepayments, deposits and other receivables, trade payables and financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The Directors review the results of the fair value measurement of financial instruments periodically for annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Below is a summary of the significant unobservable input to the valuation of financial instruments as at December 31, 2018:

As part of the purchases agreement, contingent consideration is payable, which is dependent on the revenue generated by Peer to peer network technology during the 12-month period subsequent to the acquisition. The initial amount recognized was US$1,800,000 according to the revenue forecast and the purchase agreement, which was determined using the discounted cash flow model and is within Level 3 fair value measurement. At the date of approval of these financial statements, no further significant changes to the consideration are expected.

Significant unobservable valuation input for the fair value measurement of contingent consideration is as follows:

It is expected that the amount of revenue generated by Peer to peer network technology during the 12-month period subsequent to the acquisition will exceed the expected level.

If the revenue generated by Peer to peer network technology during the 12-month period subsequent to the acquisition is below the expected level, there would be a significant decrease in the fair value of the contingent consideration liability.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

29. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy

The following tables illustrated the fair value measurement hierarchy of the Group's financial instruments:

Liabilities measured at fair value:

	Fair value measurement using			
	Quoted prices in active markets (Level 1)	**Significant observable inputs (Level 2)**	**Significant unobservable inputs (Level 3)**	**Total**
	US$'000	US$'000	US$'000	US$'000
Amounts included in other payables and accruals	—	—	1,800	1,800

The Group did not have any financial liabilities measured at fair value as at December 31 2018.

The movements in fair value measurements in Level 3 during the year are as follows:

Amounts included in other payables and accruals	
At January 1, 2017, December 31, 2017 and January 1, 2018	—
Addition	1,800
At December 31, 2018	1,800

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are credit risk and liquidity risk. The Directors review and agree policies for managing each of these risks and they are summarized below.

Credit risk

The Group trades only with recognized and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval from management.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Maximum exposure and year-end staging as at December 31, 2018

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at December 31, 2018. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

	12–month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	
	US$'000	US$'000	US$'000	US$'000	US$'000
Trade receivables*	—	—	—	8,156	8,156
Financial assets included in prepayments, other receivables and other assets—Normal**	294	—	—	—	294
Cash and cash equivalents not yet past due	17,641	—	—	—	17,641
	17,935	—	—	8,156	26,091

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 16 to the financial statements.

** The credit quality of the financial assets included in prepayments, other receivables and other assets and the amounts due from related parties is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

Maximum exposure as at December 31, 2017

The credit risk of the Group's other financial assets, which mainly comprise cash and cash equivalents and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments. In addition, trade receivable balances are monitored on an ongoing basis and the Group's exposure to bad debt is not significant.

At the end of year 2018, the Group had certain concentrations of credit risk as 3% (2017: 3%) and 8% (2017: 11%) of the Group's trade receivables were due from the Group's largest customer and the five largest customers, respectively.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 16 to the financial statements.

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets and projected cash flows from operations.

The maturity profile of the Group's financial liabilities as at December 31, 2017 and 2018, based on the contractual undiscounted payments, is as follows:

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

2018

	On demand US$'000	Within 1 year US$'000	Over 1 year US$'000	Total US$'000
Trade payables	—	2,618	—	2,618
Financial liabilities included in other payables and accruals	3,865	—	—	3,865
	3,865	2,618	—	6,483

2017

	On demand US$'000	Within 1 year US$'000	Over 1 year US$'000	Total US$'000
Trade payables	—	1,702	—	1,702
Financial liabilities included in other payables and accruals	2,888	—	—	2,888
	2,888	1,702	—	4,590

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximize shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year ended December 31, 2018 and December 31, 2017.

31. EVENTS AFTER THE REPORTING PERIOD

There was no significant event that took place after the reporting period and up to the date of the financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

32. 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:

	2018 **US$'000**	2017 US$'000
NON-CURRENT ASSETS		
Investments in subsidiaries	**404**	197
CURRENT ASSETS		
Prepayment	**—**	5
Due from subsidiaries	**44,698**	16,737
Cash and cash equivalents	**1,750**	3,500
Total current assets	**46,448**	20,242
CURRENT LIABILITIES		
Other payables and accruals	**24**	—
Net current assets	**46,424**	20,242
Net assets	**46,828**	20,439
EQUITY		
Share capital	**42**	8
Reserves	**46,786**	20,431
Total equity	**48,828**	20,439

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

A summary of the Company's reserves is as follows:

	Share premium US$'000	Share option reserve US$'000	Retained profits/ (accumulated losses) US$'000	Total equity US$'000
At January 1, 2017	20,128	—	—	20,128
Profit for the year	—	—	78	78
Equity-settled share option arrangements	—	225	—	225
At December 31, 2017 and January 1, 2018	20,128	225	78	20,431
Loss for the year	**—**	**—**	**(1,075)**	**(1,075)**
Equity-settled share option arrangements	**—**	**238**	**—**	**238**
Issue of shares	**30,242**	**—**	**—**	**30,242**
Share issue expenses	**(3,025)**	**—**	**—**	**(3,025)**
Capitalization issue	**(25)**	**—**	**—**	**(25)**
At December 31, 2018	**47,320**	**463**	**(997)**	**46,786**

33. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorized for issue by the board of Directors on March 28, 2019.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below.

	Year ended December 31,				
	2018	2017	2016	2015	2014
	US$'000	US$'000	US$'000	US$'000	US$'000
RESULTS					
Revenue	**15,225**	15,666	16,794	17,576	10,144
(Loss)/profit before tax	**(2,524)**	(782)	3,974	4,257	2,727
Income tax credit/(expense)	**22**	(1,764)	(1,136)	(1,630)	(914)
(Loss)/profit for the year attributable to owners of the Company	**(2,502)**	(2,546)	2,838	2,627	1,813

CONSOLIDATED ASSETS AND LIABILITIES

	As at December 31,				
	2018	2017	2016	2015	2014
	US$'000	US$'000	US$'000	US$'000	US$'000
Total assets	**50,836**	24,593	25,083	24,065	11,366
Total liabilities	**7,003**	5,157	3,321	25,310	20,365
Total equity/(deficiency in assets)	**43,833**	19,436	21,762	(1,245)	(8,999)