

AUTOMATED

A Member of the Teamsun Group

Automated Systems Holdings Limited

自動系統集團有限公司*

(Incorporated in Bermuda with Limited Liability)

(在百慕達註冊成立之有限公司)


Stock Code 股份代號 : 771

ANNUAL REPORT 2019 年報

For the year ended 31st December 2019

截至二零一九年十二月三十一日止年度

- 
- ▶ **EMPOWER** 賦能
 - ▶ **SECURE** 安全
 - ▶ **MANAGE** 管理



Local Support • **Global Delivery**
本地支援 • **全球交付**

Hong Kong • Mainland China • United States • Europe • Taiwan • Macau • Thailand • Singapore • Malaysia
香港 • 中國內地 • 美國 • 歐洲 • 台灣 • 澳門 • 泰國 • 新加坡 • 馬來西亞

* For identification purpose only

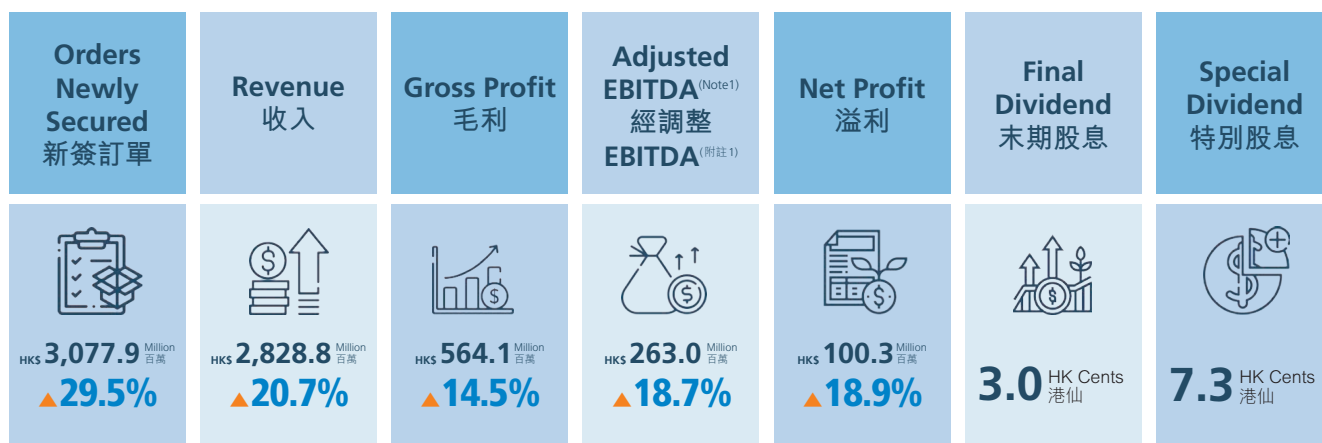
* 僅供識別

ASL at a Glance 自動系統業務概覽

CORPORATE OVERVIEW 集團簡介

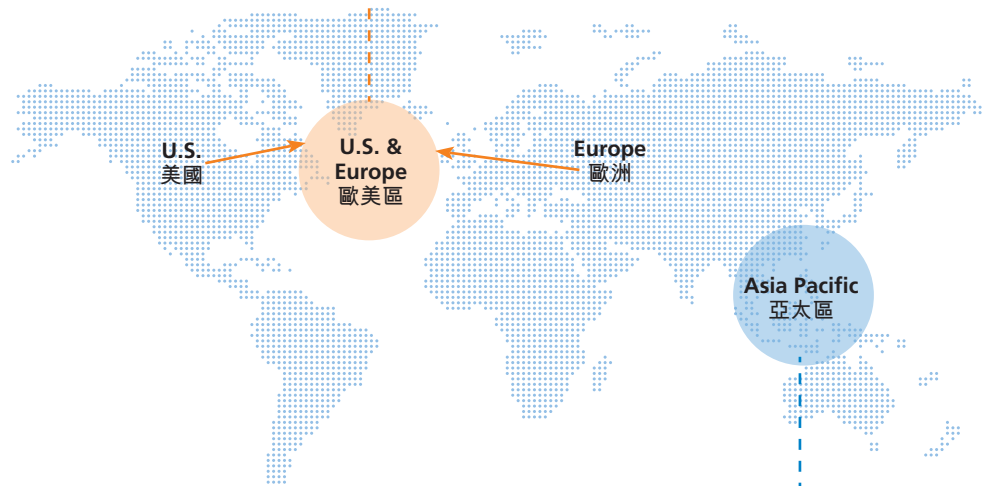
- Information Technology (IT) services provider since 1973
- Beijing Teamsun Technology Co., Ltd. (SHSE Stock Code: 600410) becomes the Company's ultimate holding company in September 2009
- Dedicated to delivering innovative, industry-specific and one-stop IT solutions and services to customers across the region with business operations in Hong Kong, Mainland China, United States, Europe, Taiwan, Macau, Thailand, Singapore and Malaysia, etc.
- 自一九七三年起提供資訊科技服務
- 北京華勝天成科技股份有限公司(上海證券交易所之股份代號：600410)於二零零九年九月成為本公司最終控股公司
- 致力為區內客戶提供創新、行業為本及一站式資訊科技解決方案及服務，業務遍及香港、中國內地、美國、歐洲、台灣、澳門、泰國、新加坡及馬來西亞等地

Group Performance Overview 集團核心業績概覽



Group Performance Overview (In HK\$ million) 集團表現概覽(百萬港元)

Region 地區	Orders Newly Secured 新簽訂單	% Change % 變動	Revenue 收入	% Change % 變動	Adjusted EBITDA 經調整 EBITDA	% Change % 變動
Hong Kong 香港區	1,986.2	▲24.3	1,785.3	▲17.9	105.5	▲12.0
Asia Pacific Subsidiaries 亞太區附屬公司	167.4	▲61.3	117.8	▲6.8	3.1	▲181.8
Asia Pacific 亞太區	2,153.6	▲26.6	1,903.2	▲17.2	108.6	▲13.9
U.S. & Europe 歐美區	924.3	▲36.9	925.6	▲28.5	154.4	▲22.3



Business Review - Asia Pacific 亞太區業務回顧



Operational Highlights - Asia Pacific 亞太區業務亮點

3 core businesses divisions contributed approximately 80% adjusted EBITDA of entire Asia Pacific
三大主營業務部門為亞太區業務的主要貢獻者，佔亞太區業務經調整 EBITDA 約 80%



Innovative Solutions Business
創新行業解決方案業務

Win cases

- **ASL ranked #1 - SOA-QPS 4 contracts**
(according to the total contract amount received from application development projects, as well as the cumulative total contract amount of all service category contracts)
- Received a **mobile application** project that can benefit the 7 million citizens in Hong Kong from a **healthcare authority**

Key projects

- Equipped with new and diversified delivery model, such as **Agile** and **DevOps**
- Staffed with 800+ technical staff with **current** and **new technologies**

成功案例

- **ASL 位列第一** - 「優質資訊科技專業服務常備承辦協議四」範疇中的服務項目 (按應用程式開發的項目總金額，以至按所有服務類別合約累計總金額計算)
- 成功自一**醫療決策機構**接獲能受惠全港 700 萬市民的**流動應用程式**項目

重點項目

- 交付模式多樣化，如**敏捷**及 **DevOps** 的新型交付模式
- 800+ 名技術人員具備**當前**及**新型的創新技術**



Intelligent Cybersecurity Services Business
智能網絡安全服務業務

Win cases

- Leveraged its domain knowledge, network and security competitive advantages to obtain orders from the **various industries**
- Provided cybersecurity services for **SWIFT-related applications** for banking and finance industries & built comprehensive **networking infrastructure** and implementation of network construction for the world's busiest airport

Key projects

- Launched the **A-TIP**, an ASL Threat Intelligence Portal, and leveraged Security Operation Center *Plus* to provide security services

成功案例

- 利用自身的行業知識，網絡及安全方面的競爭優勢，**成功取得來自各行各業**的訂單
- 為銀行及金融行業提供 **SWIFT 相關** 的應用程式網絡安全服務，並為全球最繁忙的機場實施全面的**網絡基礎設施**及網絡鋪設服務

重點項目

- 推出 ASL 威脅情報智能平台 (**A-TIP**)，利用安全運作中心+ 提供安全服務



Integrated Managed Services Business
資訊科技集成管理服務業務

Win cases

- Provision of **IT Managed Service** for most of the public housing estates' management offices in Hong Kong
- Provision of IT operation services for more than 20,000 users from a **healthcare authority**
- Provision of IT operation services for more than tens of thousands users from numerous **China-funded and multi-national banks**

Key projects

- Signed partnership with **Apple** and **Equinix** to enhance managed services

成功案例

- 為全港大部分公共房屋的管理處提供 **IT 管理服務**
- 為一**醫療決策機構**超過 20,000 名用戶提供 IT 營運服務
- 為多間**中資及跨國銀行**提供 IT 營運服務，支援超過數萬名用戶

重點項目

- 與**蘋果公司**和 **Equinix** 締結夥伴關係，從而提升管理服務的質素

Revenue Distribution - Asia Pacific 亞太區收入分佈

Non-core Businesses
非主營業務
17.5%

HK\$ **334.6** Million
百萬

Integrated Managed Services Business
資訊科技集成管理服務業務
52.8%

HK\$ **1,004.9** Million
百萬

Innovative Solutions Business
創新行業解決方案業務
14.4%

HK\$ **273.4** Million
百萬

Intelligent Cybersecurity Services Business
智能網絡安全服務業務
15.3%

HK\$ **290.3** Million
百萬



Competitive Advantages - Asia Pacific 亞太區競爭優勢



Empower: Application Development · Business Intelligence

賦能：應用程式開發 · 商業智能

<p>Top 800+ Application development talents</p>	<p>Top Government IT Service Provider</p>		<p>名列前茅 政府資訊科技服務商</p>	<p>頂尖 800+ 應用開發人才</p>
<p>#1* 150+ Agile professionals 100+ Agile professionals in healthcare industry</p>	<p>Hong Kong Citizens May benefit from the mobile application project</p>		<p>全港市民 均能受惠的流動應用程式項目</p>	<p>#1* 150+ 敏捷專才 100+ 醫療行業的 敏捷專才</p>
<p>Excellent 60+ Business intelligence experts</p>	<p>One of the Biggest Business Analytics Projects</p>		<p>最大 業務分析項目之一</p>	<p>優秀 60+ 商業智能專家</p>



Security: Network Services · Security Solutions · ASL Threat Intelligence Portal

安全：網絡服務 · 安全解決方案 · ASL 威脅情報智能平台

<p>#1 Network ^ Huawei network (H.K.)</p>	<p>The Busiest Airport in the World Network Infrastructure Revamp</p>		<p>全球最繁忙機場 網絡基礎設施革新</p>	<p>#1 網絡 ^ 華為網絡 (香港)</p>
<p>Top 3 H.K. security services provider IDC</p>	<p>SWIFT Certified Partner Customer Security Program</p>		<p>SWIFT 認證合作夥伴 客戶安全計劃</p>	<p>前三名 香港安全服務提供商 IDC</p>
<p>Highest Global security brand partner level</p>	<p>Carrier-grade to Enterprise Protects all industries</p>		<p>電信級至企業 保護所有行業</p>	<p>最高級 合作夥伴級別 國際安全品牌</p>
<p>Biggest IoT & OT SOC</p>	<p>ASL Threat Intelligence Portal</p>		<p>ASL 威脅情報 智能平台</p>	<p>頂尖 IoT & OT SOC</p>



Manage: Managed Services

管理：管理服務

<p>ITSM Unified N2N support Automation & data cognitive Flexible delivery model</p>	<p>Most of Public Housing Estates' Management Offices</p>		<p>大部分公共房屋 的管理處</p>	<p>ITSM 統一 N2N 支援 自動化與數據認知 靈活的交付模式</p>
<p>#1* 40+ ITIL certified 12 ITIL experts ITIL team in H.K.</p>	<p>100,000+ Equipment Maintenance Items</p>		<p>100,000+ 設備保養項目</p>	<p>#1* 40 多個 ITIL 認證 12 位 ITIL 專家 香港 ITIL 團隊</p>
<p>#1* 1,000 professionals infrastructure support</p>	<p>Numerous PRC/ Global Banks Users</p>		<p>眾多中資 / 跨國銀行 用戶</p>	<p>#1* 1,000 名專業人員 基礎設施支援</p>



Top 3
Local IT
services provider
in Hong Kong

前3名
香港
本地IT
服務提供商

Data source: IDC (according to revenue**)
資料來源：IDC (按收入計算**)



EMPOWER
賦能

18.4%

CY19 Order-in
2019 財年新簽訂單 **HK\$ 335.3** Million
百萬

Order-in GP
新簽訂單毛利 **HK\$ 68.7** Million
百萬

Order-in GP%
新簽訂單毛利率 **20.5%**



SECURE
安全

19.1%

CY19 Order-in
2019 財年新簽訂單 **HK\$ 346.6** Million
百萬

Order-in GP
新簽訂單毛利 **HK\$ 65.1** Million
百萬

Order-in GP%
新簽訂單毛利率 **18.8%**



MANAGE
管理

59.1%

CY19 Order-in
2019 財年新簽訂單 **HK\$ 1,075.9** Million
百萬

Order-in GP
新簽訂單毛利 **HK\$ 141.5** Million
百萬

Order-in GP%
新簽訂單毛利率 **13.1%**

新簽訂單為三個主營業務部門的 2019 年新簽訂單，僅供參考。
Order-in represents the 2019 Orders newly secured in 3 Core Businesses Divisions, for reference only.

Business Review - U.S. and Europe 歐美區業務回顧



Operational Highlights - U.S. and Europe 歐美區業務亮點

Win Cases

- Revenue from increased customers reaches **HK\$100 million** approximately
- Continues to serve the **Fortune 500** customers, including Google and Apple
- Opens up 1/3 more customers in the retail sector, and added more logos in other industries
- Wins significant contracts, e.g. enhancement of the client's omni-selling products and experience from one of the largest department stores in the U.S.

Key Investment Achievements

- Grid Dynamics International, Inc (Grid Dynamics or GDI), located at Silicon Valley, was acquired by the Group in 2017 and the Group intended to spin GDI off in November 2019
- Grid Dynamics, was named a leader among midsize agile software development service providers by **Forrester** (NASDAQ: FORR), one of the world's most influential research and consultancy firms. The recognition is attributable to the implementation of a new share option scheme, an incentive measure thereby encouraging employee's further contribution to the Group, and also to the R&D investment amounted to **US\$7.0 million** to continuously promote the technological change of Grid Dynamics
- Enhances brand awareness by participating in various large-scale marketing activities hosted in different locations, e.g. dispatching data scientists as speakers in AI Ukraine conference in Kyiv, Ukraine and more

成功案例

- 來自若干客戶的收入達到約**億港元**
- 繼續為 **財富 500 強** 客戶提供服務，如 Google 和 Apple
- 在零售界別客戶量增幅逾三成及其他行業別客戶量均呈增長
- 贏得標誌性合約，例如為美國最大的百貨公司之一提升其客戶的多渠道產品銷售體驗

重點投資成效

- 2017 年收購位於美國矽谷的 Grid Dynamics International, Inc (Grid Dynamics 或 GDI)，集團於 2019 年 11 月擬將其分拆
- Grid Dynamics 於 2019 年被 **Forrester** (NASDAQ: FORR) 評為中型敏捷軟件開發服務提供商的領導者，是次獲得業界認可，有賴早前推出一項鼓勵員工進一步為集團作出貢獻的激勵措施，以及投資 **7 百萬美元** 於研發以持續推動 Grid Dynamics 的技術變革
- 透過參與不同地區의 各種大型市場推廣活動來提升品牌知名度，例如派出數據科學家於在烏克蘭基輔舉行的烏克蘭人工智能專題會議等擔任講者



Market Penetration - U.S. and Europe 歐美區市場滲透情況

1

Google & Apple
(**Top** IT companies)
choose GDI's data analytics services

Google & Apple
(**頂級** IT公司)
選擇 GDI 的數據分析服務

2

World's largest
store adopts GDI's e-commerce
services for its online shop

全球最大
商店為其網上商店採用 GDI 的
電子商務服務

3

2016-2019
Revenue CAGR Compound
Annual Growth Rate
29.5%

2016-2019
收入複合年增長率
29.5%

4

2016 – 2019
gross profit margin
at **38-45%**
(much higher than the market benchmark of 30%)
Adjusted EBITDA
increased by
20% +
compared to last year

2016 – 2019
毛利率
38-45%
(遠高於市場基準的 30%)
經調整 EBITDA
較去年增加
20% 以上

Outlooks 未來展望

- The merger agreement between Grid Dynamics and ChaSerg Technology Acquisition Corp. (“ChaSerg”) has been completed on 5 March 2020 (Pacific Time), the closing price was US\$12.0, with a market value of approximately US\$650.0 million (approximately HK\$5,093.0 million). Grid Dynamics was successfully merged with ChaSerg, a NASDAQ listed company, with a structure of a reverse triangular merger followed immediately by a forward triangular merger through ChaSerg, in order to finally achieve listing on NASDAQ and traded under the name of Grid Dynamics Holdings, Inc (ticker symbol: GDYN). (“Grid Dynamics Holdings”). Upon completion, the Group received cash consideration of approximately US\$93.8 million (equivalent to approximately HK\$731.6 million) and was interested in approximately 38.3% of the issued share capital of Grid Dynamics Holdings as at the date of Completion
- The listing of Grid Dynamics Holdings will greatly improve the Group’s asset-liability structure, through acquiring sufficient cash to support the development of major operating businesses, thereby coping with the current macroeconomic downward pressure, and further promoting and refining the business layout and development in the Asia-Pacific region
- With respect to Asia Pacific business, the Group will:
 - launch an omni-channel and cloud-based service platform
 - continue its annual promotional activity “ASL Solution Tour” to promote the Group’s Unified Technology Services
 - carry out “as-a-Service” strategy for unifying ASL services capabilities to cater customers’ needs
- Grid Dynamics 與 ChaSerg Technology Acquisition Corp. (「ChaSerg」) 的合併協議已於太平洋時間 3 月 5 日完成，完成時的收市價為 12.0 美元，市值約 650.0 百萬美元 (約 50.9 億港元)。Grid Dynamics 成功與納斯達克上市的公司 ChaSerg 合併，並通過 ChaSerg 進行反向、正向的兩次三角併購，以最終實現於納斯達克掛牌上市，並以 Grid Dynamics Holdings, Inc. (「Grid Dynamics Holdings」) 於市場流通 (股票代號為「GDYN」)。本次交易完成後，本集團獲得約 93.8 百萬美元 (相當於約 731.6 百萬港元) 之現金代價及擁有 Grid Dynamics Holdings 於完成日期約 38.3% 之已發行股本
- Grid Dynamics Holdings 上市將極大改善集團的資產負債結構，並獲得充足現金支持常規業務的發展，從而應對當前宏觀經濟下行的壓力，並進一步推動和完善在亞太區的業務佈局和發展
- 亞太區業務，集團將：
 - 推出一全渠道及基於雲的服務平台
 - 繼續年度推廣活動「ASL 解決方案巡演」推廣集團的融合科技服務
 - 推行「即服務」(as-a-Service) 策略來融合集團的服務能力以滿足客戶需求



Note 1: Adjusted Earnings Before Interest, Taxes, Depreciation, and Amortisation (Adjusted EBITDA) is calculated based on profit for the year excluding interest income and expenses, tax, depreciation, amortisation, fair value change on revaluation of investment properties, equity-settled share-based payments expense, share of results of associates, impairment loss recognised on interests in associates, fair value change on contingent consideration payable, fair value change on financial liabilities at fair value through profit or loss and equity-transaction-related expenses (mainly include professional fees). Upon adoption of HKFRS 16 “Leases” during the year, the rental expenses of the Group’s leases are recorded as depreciation of right-of-use assets and finance charges on lease liabilities, these expenses are excluded from 2019 Adjusted EBITDA, the prior year’s rental expenses were included in lease charges and included in 2018 Adjusted EBITDA.

附註 1: 經調整除息稅、折舊及攤銷前利潤金額 (經調整 EBITDA) 乃基於年內溢利扣除利息收入及開支、稅項、折舊、攤銷、重估投資物業之公允價值收益、有關購股權的以股份為基礎的付款開支、應佔聯營公司業績、聯營公司權益減值虧損、應付或然代價之公允價值虧損、按公允價值透過損益列賬的金融負債之公允價值變動及與股權交易相關之開支 (主要包括專業費用) 計算。於年內採納香港財務報告準則第 16 號「租賃」後，本集團租賃之租賃開支乃入賬列作使用權資產之折舊及租賃負債之財務費用，該等費用不包括在二零一九經調整 EBITDA 內，而上年度之租賃開支乃列入經營租賃租金，並包括在二零一八經調整 EBITDA 內。

* In terms of number of team members. Internal figures for reference only.

* 按團隊成員人數計算。內部數據，僅供參考。

△ In terms of sales volume. Internal figures for reference only.

△ 按銷量計算。內部數據，僅供參考。

** IDC Asia/Pacific Semiannual Services Tracker, 2H 2017

** 據國際數據公司 (IDC) 於二零一七年下半年亞太區半年服務追蹤報告顯示

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Automated Systems Holdings
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Quality Policy of ASL

自動系統的優質承諾



我們矢志成為最優秀的資訊科技服務夥伴，為客戶提供創新、優質及一站式的綜合資訊科技服務及解決方案。我們透過建立策略性聯盟和本集團的核心價值，致力滿足客戶的業務需要。

- 力求卓越** – 以最大的努力和最高的標準完成工作，力求不斷進步。
- 解決問題** – 以有效的方法及時解決問題，能夠洞悉問題癥結所在，以誠實的態度提供確切可行的解決方案。
- 克盡己任** – 在個人的職責範圍內克盡己任，為本公司的目標而努力和負責，管理和跟進工作至圓滿成功。
- 智勇俱備** – 勇於求變及創新 – 能迅速應變以提升本公司效率和競爭力。追求創意，尋求全新的工作方式，以提升領先地位。
- 群策群力** – 視己為團隊的一份子，與隊員互相合作，貢獻所長，發揮團隊精神以達至成功。樂意給予同僚協助、提供建議和分享知識。

We are committed to be the excellent IT services partner by providing customers innovative, quality and integrated one-stop IT services and solutions. We aim at satisfying our customers' business needs through forging strategic alliance with our business partners and the core values of the Group – "SPACT":

"S" – Strive for Excellence

Perform work with best effort and the highest standard. Always looking for ways to make further improvement.

"P" – Problem Solving

Solve problem with effective solutions in a timely manner and be able to identify the core of the problems and provide workable solutions in an honest manner.

"A" – Accountable

Be accountable for one's area of responsibilities whilst working towards the goal of the company, be responsible for managing and following up with the work until complete success.

"C" – Courage

To change and innovate – respond timely to change and to enable the company to become efficient and competitive. Eager to invent new ideas and new ways of work to advance in a leading position.

"T" – Teamwork

Work as part of the team, co-operate and contribute to team effort and success. Willing to offer help, share ideas and knowledge.



Automated Systems (H.K.) Limited 自動系統(香港)有限公司



ISO 9001 : 2015
Certificate No.: CC 1505
Service Delivery
服務交付



ISO 9001 : 2015
Certificate No.: CC 5337
Sales Operation Division
銷售運作部



ISO/IEC 20000-1 : 2011
Certificate No.: CC 5406
IT Service Center
資訊科技服務中心



ISO/IEC 27001 : 2013
Certificate No.: HK12/00068
Security Operation Center Plus
安全運作中心+



Capability Maturity Model Integration for Development (CMMI)
Version 1.3 - Maturity Level 3 - DEV
Software Development and Support Service Organization
軟件開發及支援服務組織

ELM Computer Technologies Limited 榆林電腦科技有限公司



ISO 9001 : 2015
Certificate No.: CC 3268
Service Delivery
服務交付

Customer Service Excellence with Corporate Responsibility

履行企業責任，力臻優質客戶服務

IT Racing Championship
IT 賽車冠軍賽



Kharkiv Summer Party
2019
哈爾科夫夏日派對
2019



Tung Chung Family
Walk 2019
東涌健步行 2019



Staff Award of
Excellence
傑出員工獎勵計劃



Graduate Trainee Program's Graduation Ceremony
畢業實習生計劃畢業典禮



ASL is awarded the Best HR Awards 2018's Best Employee Wellness Award by the CTgoodjobs, a member of the Hong Kong Economic Times Group in January 2019
自動系統於2019年1月榮獲由香港經濟日報集團旗下成員CTgoodjobs 舉辦的 Best HR Awards 2018 - 最佳關顧員工健康大賞

ASL is committed to care the community, the employees and the environment by organizing various kinds of activities, including "Graduate Trainee Program", "Tung Chung Family Walk 2019", "Staff Award of Excellence", "Kharkiv Summer Party 2019", "Kyiv Summer Party 2019", "Race of Heroes", "Annual Airport Run Marathon", "IT Racing Championship", "Big Concert", "New Year Party", etc. Besides, the leading human resources platform CTgoodjobs bestowed the "Best HR Awards 2018" to ASL to recognize its outstanding talent management. Furthermore, ASL was awarded the "Triple Gold Award" under the Web Accessibility Recognition Scheme to recognize its contributions and commitments towards an accessible digital city.

自動系統致力通過舉辦各種活動來關懷社區、員工和環境，包括「畢業實習生計劃」、「東涌健步行 2019」、「傑出員工獎勵計劃」、「哈爾科夫夏日派對 2019」、「基輔夏日派對 2019」、「英雄競賽」、「年度機場馬拉松」、「IT 賽車冠軍賽」、「企業慶祝音樂會」、「新年派對」等。另外，領先的人力資源平台 CTgoodjobs 向自動系統頒發「Best HR Awards 2018」以表揚其優化人才方面有傑出表現。再者，自動系統獲頒無障礙網頁嘉許計劃的「三連金獎」以肯定其為推動無障礙城市所作出的貢獻。



Web Accessibility
Recognition Scheme
Triple Gold Award
無障礙網頁嘉許
計劃的「三連金獎」

Corporate Information

公司資料

EXECUTIVE DIRECTORS

WANG Weihang (*Chairman*)
WANG Yueou (*Chief Executive Officer*)

NON-EXECUTIVE DIRECTORS

LI Wei
CUI Yong

INDEPENDENT NON-EXECUTIVE DIRECTORS

PAN Xinrong
DENG Jianxin
OR Siu Ching, Rerina

AUDIT COMMITTEE

DENG Jianxin (*Chairman*)
LI Wei
PAN Xinrong
OR Siu Ching, Rerina

REMUNERATION COMMITTEE

PAN Xinrong (*Chairman*)
LI Wei
OR Siu Ching, Rerina

NOMINATION COMMITTEE

WANG Weihang (*Chairman*)
PAN Xinrong
DENG Jianxin

MANAGEMENT COMMITTEE

WANG Yueou (*Chairman*)
LI Wei
CUI Yong

INVESTMENT COMMITTEE

WANG Weihang (*Chairman*)
WANG Yueou
PAN Xinrong
DENG Jianxin

COMPANY SECRETARY

NGAN Wai Hing

執行董事

王維航(主席)
王粵鷗(行政總裁)

非執行董事

李偉
崔勇

獨立非執行董事

潘欣榮
鄧建新
柯小菁

審核委員會

鄧建新(主席)
李偉
潘欣榮
柯小菁

薪酬委員會

潘欣榮(主席)
李偉
柯小菁

提名委員會

王維航(主席)
潘欣榮
鄧建新

管理委員會

王粵鷗(主席)
李偉
崔勇

投資委員會

王維航(主席)
王粵鷗
潘欣榮
鄧建新

公司秘書

顏偉興

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited

SOLICITORS

Jones Day
Woo Kwan Lee & Lo
Appleby

AUDITOR

Grant Thornton Hong Kong Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Estera Management (Bermuda) Limited
Victoria Place, 5th Floor,
31 Victoria Street,
Hamilton HM 10, Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited
Level 54, Hopewell Centre,
183 Queen's Road East, Hong Kong

SHARE LISTING

The Stock Exchange of Hong Kong Limited
Stock Code: 771

REGISTERED OFFICE

Victoria Place, 5th Floor, 31 Victoria Street,
Hamilton HM 10, Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

15th Floor, Topsail Plaza, 11 On Sum Street,
Shatin, New Territories, Hong Kong

主要來往銀行

香港上海滙豐銀行有限公司
恒生銀行有限公司

律師

眾達國際法律事務所
胡關李羅律師行
毅柏律師事務所

核數師

致同(香港)會計師事務所有限公司

主要股份過戶登記處

Estera Management (Bermuda) Limited
Victoria Place, 5th Floor,
31 Victoria Street,
Hamilton HM 10, Bermuda

香港股份過戶登記分處

卓佳登捷時有限公司
香港皇后大道東 183 號
合和中心 54 樓

股份上市

香港聯合交易所有限公司
股份代號：771

註冊辦事處

Victoria Place, 5th Floor, 31 Victoria Street,
Hamilton HM 10, Bermuda

總辦事處及主要營業地點

香港新界沙田
安心街 11 號華順廣場 15 樓

Financial Calendar

財務日誌

RESULTS ANNOUNCEMENT

業績公告

08/2019

Interim

(for the six months ended 30th June 2019)

27th August 2019

中期

(截至二零一九年六月三十日止六個月)

二零一九年八月二十七日

03/2020

Annual

(for the year ended 31st December 2019)

25th March 2020

年度

(截至二零一九年十二月三十一日止年度)

二零二零年三月二十五日

DIVIDEND

股息

05/2020

Proposed special dividend

(7.3 HK cents per share)

20th May 2020

建議特別股息

(每股 7.3 港仙)

二零二零年五月二十日

06/2020

Proposed final dividend

(3.0 HK cents per share)

24th June 2020

建議末期股息

(每股 3.0 港仙)

二零二零年六月二十四日

CLOSURE OF REGISTER OF MEMBERS

暫停辦理股份過戶登記

04/2020

29th April 2020

二零二零年四月二十九日

05/2020

22nd May 2020 to 27th May 2020

二零二零年五月二十二日至二零二零年五月二十七日

06/2020

3rd June 2020 to 5th June 2020

二零二零年六月三日至二零二零年六月五日

ANNUAL GENERAL MEETING

股東週年大會

05/2020

27th May 2020

二零二零年五月二十七日

Financial Summary

財務摘要

RESULTS

業績

		For the year ended 31st December 截至十二月三十一日止年度				
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Revenue	收入	2,828,773	2,344,457	1,917,453	1,521,985	1,506,041
Profit before income tax	除所得稅前溢利	139,381	127,335	69,748	38,978	27,578
Income tax expense	所得稅開支	(39,073)	(43,002)	(17,169)	(10,181)	(7,874)
Profit for the year	年內溢利	100,308	84,333	52,579	28,797	19,704
Profit for the year attributable to non-controlling interests	非控股權益應佔年內溢利	7,032	-	-	-	-
Profit for the year attributable to equity holders of the Company	本公司股本持有人應佔年內溢利	93,276	84,333	52,579	28,797	19,704

ASSETS AND LIABILITIES

資產及負債

		At 31st December 於十二月三十一日				
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Total assets	總資產	2,798,592	2,381,032	2,264,893	1,166,328	1,175,121
Total liabilities	總負債	1,345,810	1,168,155	1,167,075	447,295	491,771
Equity attributable to equity holders of the Company	本公司股本持有人應佔權益	1,405,272	1,212,877	1,097,818	719,033	683,350

Chairman's Statement

主席報告

In 2020, Grid Dynamics, a business of the Group in Europe and the United States, has successfully listed on NASDAQ which will further promote and improve the Group's business layout and development in the Asia Pacific.

於二零二零年，本集團旗下歐美區業務 Grid Dynamics 於納斯達克成功上市，進一步推動和完善本集團在亞太區的業務佈局和發展。

Mr. WANG Weihang
Chairman
王維航 主席



On behalf of the Board of Directors (the "Board"), I am pleased to present to the shareholders the annual report of Automated Systems Holdings Limited (the "Company") and its subsidiaries (collectively "ASL" or the "Group").

2019 definitely marks another year of prosperity, for we recorded growth in both revenue and profit. It was attributable to the assiduous implementation of the digital transformation within the Group, technological upgrades and service capabilities and being resolute in tapping into comparative advantages endowed in the industry. All these brought to the continuous consolidation of our market position.

In 2019, the Group recorded a revenue of HK\$2,828.8 million, increased by 20.7%, compared to the same period of last year. The increase in revenue was primarily due to approximately 30.0% growth in newly secured orders of the Group's regular business in Hong Kong, Macau, Asia Pacific and Europe and the United States, compared to that of previous year. During the year, profit increased by 18.9%, compared to last year; profit attributable to equity holders of the Company during the year increased by 10.6% to HK\$93.3 million. The Group maintained a healthy financial position, with bank balances and cash standing at approximately HK\$456.1 million. The Board has resolved to recommend the payment of a final dividend of 3.0 HK cents per share and a special dividend of 7.3 HK cents per share.

During the year, our businesses in the Asia Pacific, Europe and the United States has grown in tandem with vigour. In the Asia Pacific market, we are faced with the pressing demand from the customers on unifying both existing and ever-evolving leading technologies, namely, cloud, big data analytics and forecast, and artificial intelligence, among others. To this end, the Group, has achieved remarkable progress by adhering to its core value of unified technology services, and forging ahead with its three core businesses, including Innovative Solutions business, Intelligent Cybersecurity Services business and Integrated Managed Services business. The Group received benchmarking orders from various industry sectors, including our proprietary mobile application project, which can benefit to 7 million citizens in Hong Kong, a comprehensive networking infrastructure for the busiest airport across the globe and the provision of IT operation to serve more than 20,000 users in a healthcare authority. By dint of technological competencies and meticulous services, the Group was awarded with a vast number of technology and service awards from IT service vendors and industry players. Encouraging results have been achieved, for instance, the Group was honourably elected as one of 2019 Huawei's best-selling partners in Hong Kong, along with five grand prizes from the Mob-Ex Awards 2019.

本人謹代表董事會（「董事會」）向股東發表自動系統集團有限公司（「本公司」）及其附屬公司（統稱「自動系統」或「本集團」）年報。

二零一九年為另一豐收年度，本集團之收入和溢利均錄得增長。這有賴本集團貫徹執行數碼轉型，提升技術及服務能力，深耕行業優勢，繼續鞏固市場地位。

本集團二零一九年度的總收入按年增長20.7%至2,828.8百萬港元。收入上升主要是由於本集團於香港、澳門、亞太地區及歐美地區之常規業務之新簽訂單較去年增長約30.0%。年內溢利較去年上升18.9%。本公司股本持有人應佔年內溢利上升10.6%至93.3百萬港元。本集團的財務狀況維持穩健，本集團的銀行存款及現金約為456.1百萬港元。董事會已議決建議派付末期股息每股3.0港仙及特別股息每股7.3港仙。

年內，亞太區及歐美區業務比翼驅進，動力充盈。亞太區市場方面，客戶對可以融合現有及瞬息萬變的領先科技（如雲計算、大數據分析與預測及人工智能等）需求殷切。有見及此，本集團以融合科技服務的核心價值理念，推動三大核心業務的發展，包括創新行業解決方案（Innovative Solutions）業務、智能網絡安全服務（Intelligent Cybersecurity Services）業務和資訊科技集成管理服務（Integrated Managed Services）業務，成效顯著。本集團從多個行業接獲不少具標誌性的訂單，例如自家研發全港7百萬市民可受惠的流動應用程式項目、為全球最繁忙機場實施全面的網絡基礎設施及未來3年的網絡鋪設、為一醫療決策局超過20,000名用戶提供資訊科技營運等。憑藉卓越技術與服務，集團榮獲IT廠商及市場頒發眾多技術及服務相關獎項，如榮膺華為二零一九年香港最高銷售的合作夥伴之一，與及在Mob-Ex Awards 2019中勇奪五項大獎，成績令人鼓舞。

During the year, aside from implementing the predesignated strategies, ASL also rolled out its in-house branded services, including the launch of ASL Threat Intelligence Portal (A-TIP), while the preparation work for an omni-channel and cloud-based service platform is underway, that served to boost our competitive edges. The Group continued to work with Huawei, Alibaba Cloud, Apple Inc., Equinix, Check Point and many other top-notch partners worldwide, and we hosted promotional activities on solutions and services for the three core businesses in Hong Kong and other areas. It is noteworthy that the Group's annual event "ASL Solution Tour" has received an overwhelming support, which further solidified the Group's reputation within the area.

For overseas business, Grid Dynamics International, Inc. ("Grid Dynamics"), a subsidiary of the Group operated in Silicon Valley, continued to benefit from the immediate demand for digital transformation and outstanding results performance accomplished during the year. At the end of 2019, the Group announced that it intended to spin off Grid Dynamics at a valuation approximately US\$390.0 million (approximately HK\$3,043.0 million), and was successfully merged with ChaSerg Technology Acquisition Corp. ("ChaSerg") on 5th March 2020 (Pacific Time). The closing price upon the completion was US\$12.0, with a market value of approximately US\$650.0 million (approximately HK\$5,093.0 million), with an increase of 17.8% compared with its contracted issue price. Grid Dynamics was successfully merged with ChaSerg, a NASDAQ listed company, with a structure of a reverse triangular merger followed immediately by a forward triangular merger through ChaSerg, in order to finally achieve listing on NASDAQ and traded under the name of Grid Dynamics Holdings, Inc (ticker symbol: GDYN). ("Grid Dynamics Holdings"). Marking a successful end to the Grid Dynamics listing plan with a planning period of up to one year, and marking a new milestone for the Group.

Looking ahead, the spin-off and separate listing of Grid Dynamics is expected to further consolidate the Group's position in the IT industry in the United States. Besides, the Group received cash consideration of approximately US\$93.8 million (equivalent to approximately HK\$731.6 million) and was interested in approximately 38.3% of the issued share capital of Grid Dynamics Holdings as at the date of completion. The Group is convinced that the additional funding is able to prepare us for the prevailing downside persisted in the economy, as well as helping facilitate the next round of rapid development ventures in the Asia Pacific. With the backing of adequate funding, we are poised to leverage on our unique competitive strength and are ready to enter into potential markets.

Being a forward-looking technology service and solution provider, we regard both transformation and restructuring as a boundless journey. The Group will continue to strive to nurture the finest talents and technical expertise, to expand regional markets, to pursue operational excellence, and to leap forward with an innovative mindset by achieving sustainable business development. Based on an "as-a-Service" business operation mode, we manage to integrate application development, cybersecurity and omni-channel managed services into three-in-one professional technical service capabilities. As such, we aim to provide the best application experience, and support customers in advancing business transformation with innovative technology. We also aspire stride forward, hand-in-hand, with our valued customers.

The Group's fruit-bearing results of the year is largely attributable to the loyalty, hard work and innovative mindset of all our staff members, the strategic guidance and directives of all members of the Board, as well as the unfailing support from shareholders, business partners, and customers. To all of you, we deeply extend our sincere gratitude.

Wang Weihang
Chairman

Hong Kong, 25th March 2020

年內，自動系統除了貫徹策略，推出自家品牌服務，如成功啟用ASL威脅情報智能平台(A-TIP)及籌備推進全渠道及雲端服務基礎上的服務平台，以增加服務優勢外，本集團亦繼續與華為、阿里雲、蘋果電腦、Equinix及Check Point等眾多世界頂尖夥伴合作，分別於香港及其他地區就三大核心業務之解決方案和服務舉辦推廣活動。值得一提的是本集團之年度活動「ASL 解決方案巡演」反應熱烈，進一步鞏固本集團於區內的知名度。

海外業務方面，本集團一間位於美國矽谷之附屬公司Grid Dynamics International, Inc. (「Grid Dynamics」)繼續受惠數碼轉型之需求，年內業績亮麗。二零一九年年底，本集團宣佈擬以約3.90億美元(約為30.43億港元)的估值分拆Grid Dynamics，並於太平洋時間二零二零年三月五日Grid Dynamics與ChaSerg Technology Acquisition Corp. (「ChaSerg」)達成合併協議，完成時的收市價為12.0美元，市值約650.0百萬美元(約50.9億港元)，與簽約發行價相比升幅達17.8%。Grid Dynamics成功與納斯達克上市的公司ChaSerg合併，並通過ChaSerg進行反向、正向的兩次三角併購，以最終實現於納斯達克掛牌上市，並以Grid Dynamics Holdings, Inc. (「Grid Dynamics Holdings」)於市場流通(股票代號為「GDYN」)。為籌劃長達一年之久的上市計畫劃上圓滿句號。本集團亦邁入新的里程。

展望未來，本集團將Grid Dynamics分拆上市，預料能進一步鞏固本集團在美國資訊科技行業的地位。此外，本集團獲得約93.8百萬美元(相當於約731.6百萬港元)之現金代價及擁有Grid Dynamics Holdings於完成日期約38.3%之已發行股本，相信不僅可以應對現時經濟下行壓力，而且亦可繼續把握自身的獨特優勢及發展潛力，推動下一輪亞太區之快速發展。

作為高瞻遠矚的科技服務及解決方案供應商，變革轉型是一個永無休止的歷程。本集團將繼續致力栽培優秀及技術高端的人才，開拓地區市場，追求卓越營運，繼續創新，實現業務持續發展。並以「即服務」(as-a-Service)的業務形式，整合應用程式開發、網絡安全及全渠道管理式服務成三位一體的專業技術服務能力，以創新科技為顧客帶來業務變革，提供更佳應用體驗，與客戶並肩向前邁進。

本集團於年內能夠取得豐碩成果，實有賴本集團所有員工的忠誠努力，創意思維，以及所有董事會成員的策略性指導，還有股東、業務夥伴及顧客的支持，本人謹向他們致以衷心謝意。

王維航
主席

香港，二零二零年三月二十五日

Chief Executive Officer's Statement

行政總裁報告



The Group continued to run digital transformation, improve its technical and service capabilities, further cultivate advantageous industries and strengthen its market position in 2019.

本集團 2019 財政年度貫徹執行數碼轉型，提升技術及服務能力，深耕行業優勢，繼續鞏固市場地位。

WANG Yueou Chief Executive Officer
王粵鷗 行政總裁

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Results

For the year ended 31st December 2019, total revenue of the Group was HK\$2,828.8 million, representing a 20.7% increase from last year, among which, sales in Hong Kong, Macau and Asia Pacific were increased by 17.2% to HK\$1,903.2 million and sales in Europe and the United States were increased by 28.5% to HK\$925.6 million. The increase in revenue was mainly attributable to approximately 30% growth in newly secured orders of the Group's regular business in Hong Kong, Macau and Asia Pacific as well as Europe and the United States, as compared to last year.

For the year ended 31st December 2019, product sales and service revenue contributed 36.3% and 63.7% to total revenue respectively, compared to 34.9% and 65.1% last year. Commercial and public sector sales contributed 64.3% and 35.7% to total revenue respectively, compared to 62.7% and 37.3% last year.

Gross profit for the year ended 31st December 2019 was HK\$564.1 million, an increase of HK\$71.5 million or 14.5% compared with last year, among which, gross profit of the Group's regular business in Hong Kong, Macau and Asia Pacific were increased by 4.4% to HK\$209.2 million and in Europe and the United States were increased by 21.4% to HK\$354.9 million. Gross profit margin for the year was 19.9% and at similar level as last year.

管理層討論及分析

財務業績

截至二零一九年十二月三十一日止年度，本集團之總收入為2,828.8百萬港元，較去年同期增加20.7%，其中本集團於香港、澳門、亞太地區之銷售上升17.2%至1,903.2百萬港元，而歐美地區則上升28.5%至925.6百萬港元。收入上升主要是由於其中本集團於香港、澳門、亞太地區及歐美地區之常規業務之新簽訂單較去年增長約30%。

截至二零一九年十二月三十一日止年度，產品銷售及服務收入分別佔總收入的36.3%及63.7%，而去年同期則分別為34.9%及65.1%。私營及公營機構銷售分別佔總收入的64.3%及35.7%，而去年同期則分別為62.7%及37.3%。

截至二零一九年十二月三十一日止年度的毛利為564.1百萬港元，較去年同期增加71.5百萬港元或14.5%，其中本集團於香港、澳門、亞太地區之常規業務之毛利上升4.4%至209.2百萬港元，而歐美地區則上升21.4%至354.9百萬港元。年內的毛利率為19.9%，與去年同期相若。

The Group recorded a profit for the year of HK\$100.3 million, a rise of 18.9% compared to last year of HK\$84.3 million, of which profit attributable to the Company's equity holders was HK\$93.3 million, representing a 10.6% increase compared to last year.

For the year ended 31st December 2019, orders newly secured by the Group amounted to approximately HK\$3,077.9 million, an increase of 29.5% from HK\$2,376.3 million of last year, among which, newly secured orders in Hong Kong, Macau and Asia Pacific were increased by 26.6% to HK\$2,153.6 million and newly secured orders in Europe and the United States were increased by 36.9% to HK\$924.3 million. As at 31st December 2019, the order book balance was approximately HK\$1,322.7 million, an increase of 17.2% compared to last year of HK\$1,128.2 million. The Group's cash stood at approximately HK\$456.1 million with a working capital ratio of 1.19:1. The Group maintained a healthy financial position and outstanding borrowings amounted to HK\$439.8 million as at 31st December 2019.

Business Review

The Group's business recorded a substantial increase in 2019. As one of the innovative service leaders in the global IT industry, remarkable results have been achieved attributable to its advantages and core competitiveness, with the performance reaching a new high in recent years.

At present, the Group's business has covered the Asia Pacific, Europe and the United States; the core business in each region is developing well. For the year ended 31st December 2019, the Group's revenue, gross profit, profit and adjusted EBITDA were in HK\$2,828.8 million, HK\$564.1 million, HK\$100.3 million and HK\$263.0 million, respectively, with a significant year-on-year increase of 20.7%, 14.5%, 18.9% and 18.7% respectively.

Revenue, gross profit and adjusted EBITDA in Asia Pacific (including its subsidiaries in and outside Hong Kong) were HK\$1,903.2 million, HK\$209.2 million, and HK\$108.6 million respectively, with a year-on-year increase of 17.2%, 4.4%, and 13.9% respectively, accounting for 67.3%, 37.1%, and 41.3% of the Group's overall business respectively.

Business in Hong Kong

The Group's core business division is a major contributor to the business in the Asia-Pacific, accounting for 82.4% and 78.3% of the Asia-Pacific business revenue and adjusted EBITDA, while the revenue and adjusted EBITDA recorded HK\$1,568.6 million and HK\$85.0 million respectively.

The core business division achieved satisfactory growth, with the orders newly secured amounted to more than HK\$1,757.8 million, including many major landmark projects. The revenue of the core business division recorded a year-on-year increase of 34.3%, reflecting the favorable results made by the Group due to its continuous technological upgrades and service transformation.

本集團錄得年內溢利100.3百萬港元，較去年同期的84.3百萬港元上升18.9%，其中公司股本持有人應佔年內溢利為93.3百萬港元，較去年同期增加10.6%。

截至二零一九年十二月三十一日止年度，本集團之新簽訂單約為3,077.9百萬港元，較去年同期的2,376.3百萬港元上升29.5%，其中於香港、澳門、亞太地區較去年增長26.6%至2,153.6百萬港元，而歐美地區則增長36.9%至924.3百萬港元。於二零一九年十二月三十一日，本集團手頭訂單餘額約為1,322.7百萬港元，較去年同期1,128.2百萬港元上升17.2%。本集團的現金淨額約為456.1百萬港元，而營運資本比率為1.19:1。本集團的財務狀況維持穩健。於二零一九年十二月三十一日，借貸餘額為439.8百萬港元。

業務回顧

本集團的業務於2019財政年度錄得大幅增長。作為創新的全球資訊科技行業服務領導者之一，在我們自身優勢及核心競爭力下，取得不俗的成果，業績創近年新高。

現時，本集團業務已覆蓋亞太區及歐美地區，各區之核心業務均發展理想。截至二零一九年十二月三十一日止年度，本集團於之收入、毛利、溢利及經調整EBITDA分別錄得2,828.8百萬港元、564.1百萬港元、100.3百萬港元及263.0百萬港元，較去年同期顯著增加，分別為20.7%、14.5%、18.9%及18.7%。

亞太區（包括香港及香港以外之亞太區附屬公司）之收入、毛利及經調整EBITDA分別錄得1,903.2百萬港元、209.2百萬港元及108.6百萬港元，較去年同期增加，分別為17.2%、4.4%及13.9%，分別佔本集團整體業務的67.3%、37.1%及41.3%。

香港區業務

本集團的主營業務部門為亞太區業務的主要貢獻者，佔亞太區業務收入及經調整EBITDA分別為82.4%及78.3%，錄得收入及經調整EBITDA分別為1568.6百萬港元及85.0百萬港元。

主營業務發展理想，新簽訂單逾1,757.8百萬港元，當中獲取不少具有標誌性的重大項目。主營業務部門收入較去年同期錄得34.3%之增長，反映本集團一直進行之技術提升及服務轉型取得理想成效。

Chief Executive Officer's Statement

行政總裁報告

During the year, the Group continued to improve its service capabilities, captured market demand, and by virtue of solid customer relations, it further cultivated advantageous industries to gradually secure competitive advantages in the industries. In addition, the Group adheres to its core value of unified technology services to effectively promote the development of its three core businesses, as follows:

- (1) Innovative Solutions business
- (2) Intelligent Cybersecurity Services business
- (3) Integrated Managed Services business

Innovative Solutions Business

The innovative solutions achieved strong performance during the year, with overall service orders newly secured enjoying a growth of reaching 60.9%. Service revenue was HK\$242.6 million, with a significant year-on-year increase of 26.4%.

Leading-edge Technology and Industry Advantages

The Group has more than 800 application development talents and a large agile development team in Hong Kong. The technical professionals possess both depth and width of expertise and know-how of current technologies and a variety of innovative technologies such as cloud, artificial intelligence, etc. The Group also offers diversified and new delivery models such as agile and DevOps, so as to empower the Group to successfully seize numerous business opportunities.

In response to the public's keen demand for electronic government services, the Group has, during the year, undertaken a number of government service projects under the Standing Offer Agreement for Quality Professional Services 4. The Group ranks No.1 in terms of the total dollar amount awarded from application development projects and also the cumulative total dollar amount of all service category contracts, and the Group outperformed far more than its competitors. In the healthcare sector, the Group has successfully received a mobile application project from a healthcare authority, which can benefit Hong Kong's 7 million citizens, thus improving experience in the overall healthcare journey of the citizens.

Intelligent Cybersecurity Business

Service orders newly secured in the business performed well with outstanding results, with a year-on-year increase of 48.1%. Service revenue recorded HK\$126.6 million, with a significant year-on-year increase of 19.7%.

年內，本集團繼續提升服務能力，把握市場需要，憑藉堅實客戶關係，深耕優勢行業，逐漸形成行業的競爭優勢。此外，本集團秉持融合科技服務的核心價值理念，有效推動本集團以下三大核心業務的發展，包括：

- (一) 創新行業解決方案(Innovative Solutions)業務
- (二) 智能網絡安全服務(Intelligent Cybersecurity Services)業務
- (三) 資訊科技集成管理服務(Integrated Managed Services)業務

創新行業解決方案業務

創新行業解決方案業務於年內表現強勁，整體新簽服務訂單錄得增幅高達60.9%。服務收入錄得242.6百萬港元，較去年同期顯著增加26.4%。

技術領先及行業優勢

本集團擁有超過800名應用開發人才及龐大的敏捷開發團隊，技術人員的專業知識與技能既廣且深，包括現有技術及多種創新技術如雲計算、人工智能等等，並且交付模式多樣化，如敏捷及DevOps的新型交付模式等，使本集團成功抓緊無數商機。

因應市民對電子政府服務的殷切需求，本集團年內承辦政府多項「優質資訊科技專業服務常備承辦協議四」範疇中的服務項目，按應用程式開發的項目總金額，以至按所有服務類別合約累計總金額計算，均位列第一，成績遠超同行。醫療機構方面，本集團成功自一醫療決策機構接獲受惠全港700萬市民的流動應用程式項目，令市民整體的醫療保健旅程更趨完善。

智能網絡安全服務業務

該業務接獲新簽服務訂單情況表現突出，較去年同期增長48.1%。服務收入錄得126.6百萬港元，較去年同期顯著增加19.7%。

Leading-edge Technology and Industry Advantages

This business consists of two major services covering implementing network related solutions and combating various kinds of cyberattacks for customers.

As the highest level partner of many leading cybersecurity vendors and being among the top three local security service providers, the Group leverages and integrates the industry advantages that it has accumulated in cybersecurity, to successfully assist customers from all walks of life with technologies to meet their increasingly complex application scenarios, such as certified in the Society for Worldwide Interbank Financial Telecommunication (SWIFT)'s Customer Security Programme (CSP) which enhances the operational security of the financial industry in the application related to SWIFT. In addition, as one of the highest sales revenue contribution partners of Huawei in Hong Kong in 2019, the Group has made use of Huawei's excellent technology to build comprehensive network infrastructure for the world's busiest airport and implement network construction in the next three years.

In addition, another important initiative of the Group is to launch its own brand. For example, the ASL Threat Intelligence Portal (A-TIP) of the Group was successfully launched in 2019. This platform combines global defense information, big data analytics and the Group's industry experience, and leverages the Security Operation Center Plus (SOC+) established by the Group in Hong Kong, to deliver all new security services such as threat prevention and interdiction to customers and obtain favorable feedbacks from customers.

Integrated Managed Services Business

During the year, service orders newly secured of the business performed desirably, recorded 28.8% growth, and service revenue recorded HK\$444.9 million.

The business growth is attributed to the Group's achievements in expanding its IT managed service support capability from frontend to backend, and with advantages in human resources, process (ITSM) and technology.

Leading-edge Technology and Industry Advantages

With the increasing demand for mobile experience, the Group has entered into a partnership with Apple Inc. to expand its development potential in product sales, mobile application development, maintenance and Device as a Service. In addition, in the field of multi-cloud management, the Group has become a partner of Equinix, the world's top data center provider, to provide customers with more comprehensive managed services.

During the year, the Group has continued to perform well in the government, healthcare and banking industries by virtue of its technical advantages, high-quality services and solid customer relations, and thus has secured many orders. Among other things, the landmark projects have been to provide IT managed services for a public housing management organization, covering the public housing throughout Hong Kong; and to provide IT operations to more than 20,000 users of a healthcare authority, and to provide IT operations to more than tens of thousands of users from a number of Chinese banks and multinational banks.

技術領先及行業優勢

此業務由兩大服務組成，為客戶實施網絡相關方案，以及為客戶抵禦各式各樣的網絡攻擊。

作為全球多間領先網絡安全廠家的最高級別夥伴和首三大本地安全服務供應商，本集團利用和整合自身於網絡安全所累積的行業優勢，成功以科技協助各行各業客戶滿足其日益複雜應用場景的需要，如認證於環球銀行金融電信協會(SWIFT)「客戶安全計畫」(CSP)，為金融行業在SWIFT的應用上加強運作安全。另外，集團作為華為二零一九年香港最高銷售的合作夥伴之一，利用華為卓越的技術，為全球最繁忙的機場實施全面的網絡基礎設施及未來3年的網絡鋪設。

此外，推出自家品牌亦是本集團發展的另一重要方向。例如，本集團的ASL威脅情報智能平台(A-TIP)亦成功於二零一九年推出，此平台結合全球化防禦資訊、大數據分析和本集團豐富的行業經驗，再利用本集團於香港建立的安全運作中心+(SOC+)，為客戶帶來全新的威脅預防及阻截等的安全服務，並獲客戶稱讚。

資訊科技集成管理服務業務

該業務於年內新簽服務訂單情況表現理想，錄得28.8%增長，服務收入錄得444.9百萬港元。

業務增長反映本集團深化由前端到後端資訊科技管理服務支援能力的成果，在人力、流程(ITSM)與技術上擁有優勢。

技術領先及行業優勢

有見企業在移動體驗的需求日增，集團與蘋果公司締結夥伴關係，在產品銷售、移動應用程式開發、維護以至Device as a Service的服務上，擴大發展潛力。此外，在多雲管理的領域上，本集團亦成為全球頂尖數據中心提供商Equinix的合作夥伴，為客戶提供更全面的管理服務。

年內，憑藉技術優勢、優質服務及堅實的客戶關係，集團於政府、醫療及銀行業繼續表現出色，並取得不少訂單，當中具標誌性的項目分別是為一公共房屋管理機構提供IT管理服務，涉及全香港的公共房屋；為一醫療決策局超過20,000名用戶提供資訊科技營運，以及為多間中資銀行及跨國銀行提供資訊科技營運，支援超過數萬名用戶。

Business in Europe and the United States

In its business in Europe and the United States, Grid Dynamics International, Inc. ("Grid Dynamics") recorded a strong growth during the year, with its revenue and gross profit significantly increased by 28.5% and 21.4% respectively compared with last year. On the whole, the number of orders newly secured increased by more than 36.9%, driving the overall revenue growth of the Group. The Group continued to focus on the financial, retail and technology industries and expand the customer base, with encouraging results.

In 2019, Grid Dynamics was named by Forrester as a Leader among midsize agile software development service providers. The recognition is attributed to the implementation of a new share option scheme, an incentive measure thereby encouraging employee's further contribution to the Group, and also to the R&D investment amounted to US\$7.0 million to continuously promote the technological change of Grid Dynamics. During the year, the Group introduced a new strategic investor in Silicon Valley, and announced that it intended to spin off Grid Dynamics with a valuation of about US\$390.1 million (approximately HK\$3,042.8 million), with a structure of a reverse triangular merger followed immediately by a forward triangular merger through ChaSerg Technology Acquisition Corp. ("ChaSerg"), a NASDAQ listed company, in order to finally achieve listing on NASDAQ.

Annual Marketing Event – ASL Solution Tour

The Group successfully launched the ASL Solutions Tour in the first half of 2019, in Macau, Taiwan and Hong Kong respectively, so as to promote its diversified and innovative IT services and solutions and help the customers in Macau, Taiwan and Hong Kong to carry out digital transformation.

Outlook and Prospects

The outbreak of the Coronavirus Disease ("COVID-19") since early 2020 has posed a tremendous challenge to the overall global economy. The Group has been closely monitoring the impact of the development of the coronavirus on the Group's businesses and services to customers. As of this stage, the Group's business and operations remain broadly normal. There may be adverse effect on the subsequent financial performance, depending on the development of COVID-19 and its impact on the economic conditions. The Group will closely monitor the situation and, to the extent applicable, taking proactive actions to minimize the impact of COVID-19.

In 2020, the Group will embark on a new milestone. Grid Dynamics was successfully merged with ChaSerg, a NASDAQ listed company, with a structure of a reverse triangular merger followed immediately by a forward triangular merger through ChaSerg, in order to finally achieve listing on NASDAQ and traded under the name of Grid Dynamics Holdings, Inc (ticker symbol: GDYN). ("Grid Dynamics Holdings"). The completion took place on 5th March, 2020 (Pacific Time), the closing price upon the completion of the trade day was USD12.0, with a market value of approximately USD650.0 million (approximately HK\$5,093.0 million), with an increase of 17.8% compared with its issue price, marking a successful end to the Grid Dynamics listing plan with a planning period of up to one year.

歐美區業務

歐美區業務方面，Grid Dynamics International, Inc. (「Grid Dynamics」)於年內錄得強勁的增長，其收入及毛利較去年分別錄得28.5%及21.4%之顯著增長。整體而言，新簽訂單數量增幅逾36.9%，帶動本集團整體收入增長，並持續深耕金融、零售及科技行業，以及擴大客戶群，成績令人鼓舞。

Grid Dynamics於二零一九年被福雷斯特研究公司(Forrester)評為中型敏捷軟件開發服務提供商的領導者，是次獲得業界認可的Grid Dynamics反映本集團推行了新的股權激勵政策，一項鼓勵員工進一步為集團作出貢獻的激勵措施，以及投資7百萬美元於研發以持續推動Grid Dynamics的技術變革。年內，本集團引入了矽谷新的戰略投資商，宣佈擬以約3.90億美元(約30.43億港元)的估值分拆Grid Dynamics，並通過於納斯達克(「NASDAQ」)上市的公司ChaSerg Technology Acquisition Corp. (「ChaSerg」)進行反向、正向的兩次三角併購，以最終實現於納斯達克掛牌上市。

自動系統解決方案巡演年度市場活動

本集團於二零一九年上半年成功舉辦「ASL解決方案巡演」，分別在澳門、台灣及香港舉行，推廣其多元化及創新的資訊科技服務及方案，協助兩岸三地客戶推行數碼化轉型，場面盛大。

前景與展望

新型冠狀病毒(「COVID-19」)自二零二零年初爆發以來，已為整體全球經濟帶來巨大挑戰。本集團已密切監察COVID-19之發展對本集團之業務及客戶服務之影響。現階段，本集團之業務及運作仍大致正常。但視乎COVID-19的發展及其對經濟狀況的影響而定，其可能對隨後的財務表現造成不利影響。本集團將密切監察有關狀況，並在適用情況下採取主動措施將COVID-19所帶來的影響減至最低。

本集團於二零二零邁入新里程，Grid Dynamics成功與納斯達克(「NASDAQ」)上市的公司ChaSerg合併，並通過ChaSerg進行反向、正向的兩次三角併購，以最終實現於納斯達克掛牌上市，並以Grid Dynamics Holdings, Inc. (「Grid Dynamics Holdings」)於市場流通(股票代號為「GDYN」)。項目於太平洋時間二零二零年三月五日完成。項目完成時的首日收市價為12.0美元，市值約650.0百萬美元(約50.9億港元)，與簽約發行價相比升幅達17.8%，為籌劃期長達一年之久的Grid Dynamics上市計畫劃上圓滿句號。

The Group has reaped considerable return on investment through Grid Dynamics listing. Pre-investment valuation of Grid Dynamics has more than tripled compared to that in 2017. Upon completion, the Group received cash consideration of approximately USD93.8 million (equivalent to approximately HK\$731.6 million) and was interested in approximately 38.3% of the issued share capital of Grid Dynamics Holdings as at the date of Completion. This will greatly improve the Group's asset-liability structure and support the development of operating business with sufficient cash flow, so as to cope with the pressure of the current macroeconomic downturn, and further promote and improve the business layout and development in Asia Pacific.

As the single largest shareholder of Grid Dynamics Holdings, the Group will continue to carry out in-depth collaboration with Grid Dynamics Holdings in three aspects: technical capability improvement, delivery capability complementarity, and customer resources sharing.

In its business in the Asia Pacific, the Group expects to officially and comprehensively launch a service platform based on omni-channel and cloud services in a greater length in the first half of 2020, so as to achieve the potential of sustainable development and strengthen the depth of cooperation with customers. Many customers express their welcome to this new generation of managed services.

Meanwhile, the Group will continue with the annual marketing activity "ASL Solution Tour" to promote the Group's Unified Technology Services to customers, while a brand-new in-house branded services will be exhibited.

Finally, going forward, the Group's strategy will integrate application development, cybersecurity, and omni-channel managed services into three-in-one professional technical service capabilities in the form of an "as-a-Service" business model. In the fields of cloud computing, big data and more, combined with rich industry experience, the Group will help customers realize the integration of technology into application scenarios, and assist customers in carrying out business transformation with technological innovation to create value for customers, while bringing satisfactory returns for the investors.

Note:

Adjusted Earnings Before Interest, Taxes, Depreciation, and Amortisation (Adjusted EBITDA) is calculated based on profit for the year excluding interest income and expenses, tax, depreciation, amortisation, fair value change on revaluation of investment properties, equity-settled share-based payments expense, share of results of associates, impairment loss recognised on interests in associates, fair value change on contingent consideration payable, fair value change on financial liabilities at fair value through profit or loss and equity-transaction-related expenses (mainly include professional fees). Upon adoption of HKFRS 16 "Leases" during the year, the rental expenses of the Group's leases are recorded as depreciation of right-of-use assets and finance charges on lease liabilities, these expenses are excluded from 2019 Adjusted EBITDA, the prior year's rental expenses were included in lease charges and included in 2018 Adjusted EBITDA.

Financial Resources and Liquidity

As at 31st December 2019, the Group's total assets of HK\$2,798.6 million were financed by current liabilities of HK\$1,264.3 million, non-current liabilities of HK\$81.5 million and total equity of HK\$1,452.8 million. The Group had a working capital ratio of approximately 1.19:1.

本集團透過Grid Dynamics上市獲得了可觀的投資回報，其投前估值已較二零一七年升幅逾三倍。項目完成後，本集團獲得約93.8百萬美元(相當於約731.6百萬港元)之現金代價及擁有Grid Dynamics Holdings於完成日期約38.3%之已發行股本。這將極大改善本集團的資產負債結構，並獲得充裕現金支持常規業務的發展，從而應對當前宏觀經濟下行的壓力，並進一步推動和完善在亞太區的業務佈局和發展。

作為Grid Dynamics Holdings的單一最大股東，集團將在技術能力提升、交付能力互補及客戶資源共享等三個方面和Grid Dynamics Holdings繼續進行深度協同，攜手並進。

亞太區業務方面，本集團預計今年上半年將於市場正式及全面推出一全渠道及雲端服務基礎上的服務平台，以獲得持續發展的潛力及強化與客戶的合作深度，不少客戶對此新一代管理服務表示歡迎。

同時，本集團會繼續年度推廣活動「ASL解決方案巡演」，向客戶推廣本集團融合科技服務(Unified Technology Services)，屆時將展出一系列嶄新的自家品牌服務。

最後，展望未來，本集團策略將以「即服務」(as-a-Service)的業務形式，整合應用程式開發、網絡安全 and 全渠道管理式服務成三位一體的專業技術服務能力，在雲計算及大數據等領域，結合豐富的行業實踐經驗，幫助客戶實現技術與應用場景的接軌，以科技創新協助客戶進行業務變革，為客戶創造價值、為投資者帶來理想回報。

附註：

經調整除息稅、折舊及攤銷前利潤金額(經調整EBITDA)乃基於年內溢利扣除利息收入及開支、稅項、折舊、攤銷、重估投資物業之公允價值收益、有關購股權的以股份為基礎支付開支、應佔聯營公司業績、聯營公司權益減值虧損、應付或然代價之公允價值虧損、按公允價值透過損益列賬的金融負債之公允價值變動及與股權交易相關之開支(主要包括專業費用)計算。於年內採納香港財務報告準則第16號「租賃」後，本集團租賃之租賃開支乃入賬列作使用權資產之折舊及租賃負債之財務費用，該等費用不包括在二零一九經調整EBITDA內，而上年度之租賃開支乃列入經營租賃租金，並包括在二零一八經調整EBITDA內。

財政資源及流動資金

於二零一九年十二月三十一日，本集團之資產總值為2,798.6百萬港元，資金來自流動負債1,264.3百萬港元、非流動負債81.5百萬港元及總權益1,452.8百萬港元。本集團之營運資本比率約為1.19:1。

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As at 31st December 2019, the Group had an aggregate composite banking facility from banks of approximately HK\$363.4 million (2018: HK\$388.1 million). The Group had pledged land and buildings of HK\$171.2 million (2018: HK\$165.6 million), investment properties of HK\$55.8 million (2018: HK\$54.0 million) and restricted bank deposits HK\$0.6 million (2018: HK\$0.8 million) for bank borrowings and performance bonds granted to the Group respectively. The performance bonds issued by the Group to customers as security of contracts were approximately HK\$85.9 million as at 31st December 2019 (2018: HK\$68.5 million). The Group's gearing ratio (total borrowings over equity attributable to equity holders of the Company) was 31.3% as at 31st December 2019 (2018: 39.7%).

Material Acquisition and Disposal

Reference is made to the announcement of the Company dated 13th November 2019, the circular of the Company dated 31st December 2019 and the announcement of the Company dated 8th March 2020, respectively, in relation to, among other matters, very substantial disposal and very substantial acquisition in relation to the mergers and proposed spin-off and separate listing of Grid Dynamics and completion of disposal and spin-off of Grid Dynamics (the "Completion"). On 13th November 2019 (after trading hours), the Company, Grid Dynamics, ChaSerg, CS Merger Sub 1 Inc. ("Merger Sub 1") and CS Merger Sub 2 LLC ("Merger Sub 2") entered into the conditional merger agreement (the "Merger Agreement"). The transactions contemplated under the Merger Agreement involving the acquisition of Grid Dynamics by ChaSerg (a special purpose acquisition company the shares of which are listed on Nasdaq) through the two-step mergers (the "Mergers") between Grid Dynamics and the wholly-owned subsidiaries of ChaSerg, Merger Sub 1 and Merger Sub 2, are effectively an injection of Grid Dynamics in exchange for cash and equity interest in ChaSerg and thereby effecting the separate listing of Grid Dynamics on Nasdaq.

The shareholders of the Company approved the mergers and proposed spin-off in the special general meeting held on 22nd January 2020.

On 5th March 2020 (pacific time), all the conditions precedent set out in the Merger Agreement have been fulfilled in accordance with the terms of the Merger Agreement (the "Completion"). Upon Completion, Grid Dynamics has effectively become a wholly owned subsidiary of Grid Dynamics Holdings, Inc. ("GDH", formerly known as ChaSerg) and Grid Dynamics is effectively listed on Nasdaq (ticker symbol of GDH: GDYN). In connection with the Mergers, the Company received cash consideration of approximately USD93.8 million (equivalent to approximately HK\$731.6 million) which will predominantly be used to repay the relevant liabilities. Immediately upon Completion, the Company was interested in approximately 38.3% of the issued share capital of GDH as at the date of Completion, being the single largest shareholder of GDH, and was entitled to appoint up to two directors to the board of GDH. As Grid Dynamics is no longer a subsidiary of the Company, the Company will account for the results of GDH as an associate in the results of the Group.

Save as disclosed above, during the year ended 31st December 2019, neither the Company nor any of its subsidiaries had material acquisition or disposal.

於二零一九年十二月三十一日，本集團自銀行取得之綜合銀行融資總額約達363.4百萬港元(二零一八年：388.1百萬港元)。本集團已抵押土地及樓宇為171.2百萬港元(二零一八年：165.6百萬港元)、投資物業為55.8百萬港元(二零一八年：54.0百萬港元)，及受限制銀行存款為0.6百萬港元(二零一八年：0.8百萬港元)以分別獲得授予本集團之銀行借貸及履約保證。本集團給予客戶作為合約抵押之履約保證於二零一九年十二月三十一日約為85.9百萬港元(二零一八年：68.5百萬港元)。於二零一九年十二月三十一日，本集團之資本負債比率(總借貸除以本公司股本持有人應佔權益)為31.3%(二零一八年：39.7%)。

重大收購及出售

茲提述本公司日期為二零一九年十一月十三日之公告(「該公告」)，本公司日期為二零一九年十二月三十一日之通函及二零二零年三月八日之公告，內容有關(其中包括)該等合併事項之非常重大出售事項及非常重大收購事項及Grid Dynamics之建議分拆及單獨上市。於二零一九年十一月十三日(交易時段後)，本公司、Grid Dynamics、ChaSerg、CS合併附屬公司一(「合併附屬公司一」)與CS合併附屬公司二(「合併附屬公司二」)訂立有條件合併協議(「合併協議」)。根據合併協議擬進行之交易涉及ChaSerg(一間特殊目的收購公司，其股份在納斯達克上市)透過Grid Dynamics、合併附屬公司一與合併附屬公司二的兩次合併收購Grid Dynamics，實質上為併入Grid Dynamics以換取現金及ChaSerg之股權，繼而令Grid Dynamics在納斯達克單獨上市。

本公司股東已在二零二零年一月二十二日舉行的特別股東大會上批准該等合併事項及建議分拆。

於二零二零年三月五日(太平洋時間)，合併協議之所有先決條件已獲達成及根據合併協議之條款完成(「完成」)。完成後，Grid Dynamics已成為Grid Dynamics Holdings, Inc.(「GDH」，前稱ChaSerg)之全資附屬公司及Grid Dynamics已在納斯達克上市(GDH之股票代號為「GDYN」)。有關該等合併事項，本公司已收取約93.8百萬美元(相當於約731.6百萬港元)之現金代價將主要用作償還相關負債。於緊隨完成後，本公司擁有GDH於完成日期已發行股本約38.3%，為GDH之單一最大股東，及有權委任GDH董事會之最多兩名董事。由於Grid Dynamics不再是本公司的附屬公司，本公司會將GDH(作為聯營公司)之業績合併計入本集團之業績內。

除上述披露外，截至二零一九年十二月三十一日止年度，本公司或其任何附屬公司概無任何重大收購及出售。

Fund Raising Activities

Conversion of Convertible Bonds

Reference is made to the circular of the Company dated 24th February 2017, the announcement of the Company dated 21st March 2017 in relation to, among other things, the Placing of convertible bonds (the "Convertible Bonds") under the Specific Mandate, the announcements of the Company dated 8th June 2017 and 8th June 2018, respectively, in relation to, among other things, the adjustment to the conversion price of the Convertible Bonds (the "Adjusted Conversion Price"), and the announcement of the Company dated 29th June 2018 in relation to a transfer of Convertible Bonds.

On 20th November 2019, Triple Wise Asset Holdings Ltd. ("Triple Wise") exercised the conversion rights attaching to the Convertible Bonds in the principal amount of HK\$20,000,000 at the Adjusted Conversion Price of HK\$0.91 per share (the "Conversion"). As a result of the Conversion, on 20th November 2019, the Company allotted and issued 21,978,022 Conversion Shares (the "Conversion Shares") to Triple Wise, representing approximately 2.66% of the number of issued Shares as enlarged by the allotment and issue of Conversion Shares. The Conversion Shares ranks pari passu with all the existing Shares at the date of allotment and among themselves in all respects. The aggregate outstanding principal amount of the Convertible Bonds reduced to HK\$230,000,000 immediately after the Conversion.

Save as disclosed above, during the year ended 31st December 2019, there was no conversion or redemption of the Convertible Bonds.

Treasury Policies

The Group generally financed its operations with internally generated resources and credit facilities provided by banks. Bank facilities available for the Group include trust receipt loans, clean import loans, overdrafts and term loans. The interest rates of most of them are fixed by reference to the respective countries' Interbank Offer Rate. The bank deposits are mainly denominated in Hong Kong dollars ("HKD") and United States dollars ("USD"). The bank borrowings are denominated in HKD.

Foreign Exchange Exposure

The Group mainly earns revenue and incurs costs in HKD and USD. Foreign exchange exposure to USD of the Group will continue to be minimal as long as the policy of The Government of the Hong Kong Special Administrative Region to link HKD to USD remains in effect. There was no material exposure to fluctuations in exchange rates and therefore no related hedging financial instrument was applied during the year ended 31st December 2019 (2018: same).

Contingent Liabilities

As at 31st December 2019, the Group had HK\$0.6 million (2018: HK\$0.8 million) restricted bank deposits held as security for performance bonds. As at 31st December 2019, performance bonds of approximately HK\$85.9 million (2018: HK\$68.5 million) had been issued by the bank on behalf of the Group to customers as security of contracts.

集資活動

轉換可換股債券

茲提述本公司日期為二零一七年二月二十四日之通函、本公司日期為二零一七年三月二十一日之公告、內容有關(其中包括)根據特別授權配售可換股債券、本公司日期分別為二零一七年六月八日及二零一八年六月八日之公告、內容有關(其中包括)調整可換股債券之換股價(「經調整換股價」),以及本公司日期為二零一八年六月二十九日之公告、內容有關轉讓可換股債券。除非另有指明者外,本公告所採用詞彙應與該通函所界定者具有相同涵義。

於二零一九年十一月二十日, Triple Wise Asset Holdings Ltd. (「Triple Wise」) 按經調整換股價每股0.91港元行使本金額為20,000,000港元之可換股債券所附帶之轉換權(「該轉換」)。因該轉換,本公司於二零一九年十一月二十日向Triple Wise配發及發行21,978,022股換股股份(「換股股份」),佔經配發及發行換股股份擴大後之已發行股份數目約2.66%。換股股份於所有方面與於配發日期之所有現有股份及彼此之間享有同等地位。緊隨該轉換後,尚未行使之可換股債券本金總額降至230,000,000港元。

除上述披露外,截至二零一九年十二月三十一日止年度,概無轉換或贖回可換股債券。

庫務政策

本集團之營運經費一般以內部資源及銀行提供之信貸融資而撥付。本集團可動用之銀行融資包括信託票據貸款、無抵押進口貸款、透支及有期貨貸。該等貸款之利率大部分參考有關國家之銀行同業拆息釐定。銀行存款主要以港元(「港元」)及美元(「美元」)為單位。銀行借貸以港元為單位。

外匯風險

本集團賺取之收益及產生之成本主要為港元及美元。倘香港特別行政區政府一直維持港元與美元掛鈎政策,則本集團所承受之美元外匯風險水平將維持輕微。截至二零一九年十二月三十一日止年度,並無重大匯率波動之風險,因此並無應用相關對沖金融工具(二零一八年:相同)。

或然負債

於二零一九年十二月三十一日,本集團0.6百萬港元(二零一八年:0.8百萬港元)之受限制銀行存款已用作履約保證。於二零一九年十二月三十一日,由銀行代表本集團給予客戶作為合約抵押之履約保證約為85.9百萬港元(二零一八年:68.5百萬港元)。

Chief Executive Officer's Statement

行政總裁報告

Capital Commitments

As at 31st December 2019, the Group had contracted capital commitments amounting to approximately HK\$10.8 million (2018: HK\$11.5 million).

Major Customers and Suppliers

During the year ended 31st December 2019, the five largest customers and single largest customer of the Group accounted for approximately 27.8% and 7.6%, respectively, of the Group's revenue. The five largest suppliers and single largest supplier of the Group accounted for approximately 35.4% and 11.2%, respectively, of the Group's purchases.

At no time during the year ended 31st December 2019 did a Director, their close associate or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the number of the Company's issued shares) has an interest in any of the Group's five largest customers or suppliers.

Employee and Remuneration Policies

As at 31st December 2019, the Group, excluding its associates, employed 2,493 permanent and contract staff in Hong Kong, Mainland China, Taiwan, Macau, Thailand, the United States, Russia, Poland, Ukraine and Serbia. The Group remunerates its employees based on their performance, working experience and the prevailing market conditions. Bonuses are granted on a discretionary basis. Other employee benefits include mandatory provident fund, insurance, medical coverage and share option scheme.

CLOSURE OF REGISTER OF MEMBERS FOR 2020 ANNUAL GENERAL MEETING

The Company will convene the forthcoming annual general meeting on Wednesday, 27th May 2020. For determining the entitlement to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from Friday, 22nd May 2020 to Wednesday, 27th May 2020, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to determine the entitlement to attend and vote at the forthcoming annual general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 21st May 2020.

CLOSURE OF REGISTER OF MEMBERS FOR PROPOSED FINAL DIVIDEND

The proposed final dividend is subject to the approval of the Shareholders at the forthcoming annual general meeting. The record date for entitlement to the proposed final dividend is Friday, 5th June 2020. For determining the entitlement of the final dividend, the register of members of the Company will be closed from Wednesday, 3rd June 2020 to Friday, 5th June 2020, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 2nd June 2020. The final dividend warrants are expected to be despatched to the qualifying shareholders of the Company on or before Wednesday, 24th June 2020.

資本承擔

於二零一九年十二月三十一日，本集團已訂約的資本承擔約10.8百萬港元(二零一八年：11.5百萬港元)。

主要客戶及供應商

截至二零一九年十二月三十一日止年度，來自五大客戶及最大客戶之營業額分別約佔本集團總收入之27.8%及7.6%。五大供應商及最大供應商之購貨額分別約佔本集團總購貨額之35.4%及11.2%。

截至二零一九年十二月三十一日止年度，本公司之董事、董事的緊密聯繫人或任何股東(據董事所知擁有5%以上本公司發行股份數目者)未曾擁有於本集團之五大客戶或供應商權益之利益。

僱員及薪酬政策

於二零一九年十二月三十一日，本集團(不包括其聯營公司)於香港、中國內地、台灣、澳門、泰國、美國、俄羅斯、波蘭、烏克蘭及塞爾維亞僱用2,493名長期及合約員工。本集團乃根據僱員之表現、工作經驗及當時市況釐定其酬金。花紅乃按酌情方式發放。其他僱員福利包括強制性公積金、保險、醫療保險及購股權計劃。

就二零二零年股東週年大會暫停辦理股份過戶登記手續

本公司將於二零二零年五月二十七日(星期三)舉行應屆股東週年大會。為釐定出席應屆股東週年大會及於會上投票之權利，本公司將於二零二零年五月二十二日(星期五)至二零二零年五月二十七日(星期三)(包括首尾兩日)止期間暫停辦理股東登記手續，於此期間亦不會辦理股份過戶登記。為了釐定符合有權出席應屆股東週年大會及於會上投票之資格，所有已填妥之過戶文件連同有關股票必須於二零二零年五月二十一日(星期四)下午四時三十分前送達本公司之香港股份過戶登記分處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)辦理登記手續。

就建議末期股息暫停辦理股份過戶登記手續

建議末期股息須待於應屆股東週年大會上獲股東批准。獲發建議末期股息權利之記錄日期為二零二零年六月五日(星期五)。為釐定有權獲發末期股息之資格，本公司將於二零二零年六月三日(星期三)至二零二零年六月五日(星期五)(包括首尾兩日)止期間暫停辦理股東登記手續，於此期間亦不會辦理股份過戶登記手續。為了符合獲發末期股息之資格，所有已填妥之過戶文件連同有關股票必須於二零二零年六月二日(星期二)下午四時三十分前送達本公司之香港股份過戶登記分處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)辦理登記手續。末期股息單預期將於二零二零年六月二十四日(星期三)或之前寄發予本公司合資格股東。

CLOSURE OF REGISTER OF MEMBERS FOR SPECIAL GENERAL MEETING

The Company will convene the special general meeting on Thursday, 23rd April 2020 to approve the proposed special dividend. For determining the entitlement to attend and vote at the special general meeting, the register of members of the Company will be closed from Monday, 20th April 2020 to Thursday, 23rd April 2020, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to determine the entitlement to attend and vote at the special general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 17th April 2020.

CLOSURE OF REGISTER OF MEMBERS FOR THE PROPOSED SPECIAL DIVIDEND

The proposed special dividend is subject to the approval of the Shareholders at a general meeting. The record date for entitlement to the proposed special dividend is Wednesday, 29th April 2020. For determining the entitlement to the special dividend, the register of members of the Company will be closed on Wednesday, 29th April 2020, on which no transfer of shares of the Company will be registered. In order to qualify for the special dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 28th April 2020. The special dividend warrants are expected to be despatched to the qualifying shareholders of the Company on or before Wednesday, 20th May 2020.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31st December 2019, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

AUDIT COMMITTEE

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, risk management and internal control systems and financial reporting matters including the review of the audited annual results.

By Order of the Board

WANG Yueou
Chief Executive Officer

Hong Kong, 25th March 2020

就股東特別大會暫停辦理股份過戶登記手續

本公司將於二零二零年四月二十三日(星期四)舉行股東特別大會以批准建議特別股息。為釐定出席股東特別大會及於會上投票之權利,本公司將於二零二零年四月二十日(星期一)至二零二零年四月二十三日(星期四)(包括首尾兩日)止期間暫停辦理股東登記手續,於此期間亦不會辦理股份過戶登記。為了釐定符合有權出席股東特別大會及於會上投票之資格,所有已填妥之過戶文件連同有關股票必須於二零二零年四月十七日(星期五)下午四時三十分前送達本公司之香港股份過戶登記分處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)辦理登記手續。

就建議特別股息暫停辦理股份過戶登記手續

建議特別股息須待於股東大會上獲股東批准。獲發建議特別股息權利之記錄日期為二零二零年四月二十九日(星期三)。為釐定有權獲發特別股息之資格,本公司將於二零二零年四月二十九日(星期三)暫停辦理股東登記手續,於當天亦不會辦理股份過戶登記手續。為了符合獲發特別股息之資格,所有已填妥之過戶文件連同有關股票必須分別於二零二零年四月二十八日(星期二)下午四時三十分前送達本公司之香港股份過戶登記分處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)辦理登記手續。特別股息單預期將於二零二零年五月二十日(星期三)分或之前寄發予本公司合資格股東。

購買、出售或贖回上市證券

於截至二零一九年十二月三十一日止年度,本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

審核委員會

審核委員會聯同管理層已審閱本集團所採納之會計原則及慣例,並就審核、風險管理及內部監控系統及財務報表等事宜(包括審閱經審核全年業績)進行磋商。

承董事會命

王粵鵬
行政總裁

香港,二零二零年三月二十五日

Activity Highlights 活動花絮



ASL Solution Tour 2019 Macau
ASL 解決方案巡演 2019 澳門站

ASL Solution Tour 2019
Hong Kong
ASL 解決方案巡演
2019 香港站



ASL Solution Tour 2019 Taiwan
ASL 解決方案巡演 2019 台灣站

The year 2019 was an exciting year for ASL. ASL's local and regional activities covering hot topics in various technologies, aimed to promote ASL's diversified and innovative IT services and solutions.

對自動系統來說，2019 年是令人振奮的一年。自動系統的本地及區域性活動，題材涉及各種科技熱門議題，旨在推廣自動系統的多元化和創新的資訊科技服務和解決方案。



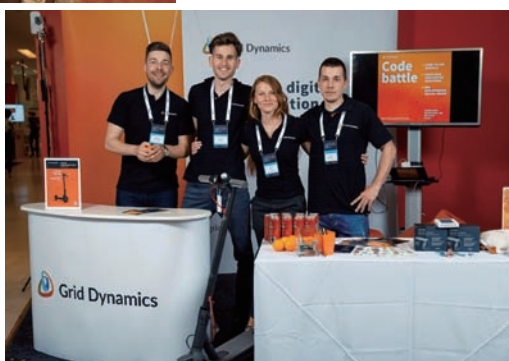
■ Mr. Leon Wang, Executive Director and CEO of ASL delivers a speech at the Signing Ceremony of the spin-off Grid Dynamics and Listing on NASDAQ Roadshow - Beijing Stop
自動系統執行董事兼行政總裁王粵鷗先生，於分拆 Grid Dynamics 並將其於 NASDAQ 上市的路演 - 北京站的簽約儀式上發表演講



■ Wins 5 Mob-Ex Awards 2019 held by the Marketing Magazine, Asia's leading media
勇奪由亞洲領先的媒體 Marketing Magazine 舉辦的 Mob-Ex Awards 2019 五項大獎



■ Receives the FY19 NetApp Partner Award Outstanding Post-Sales Support
取得「2019 年 NetApp 傑出售後支援夥伴大獎」



■ Showcases leading solutions at the HolyJS Conference in Saint Petersburg, Russia
於俄羅斯聖彼得堡的 HolyJS 會議展示領先方案



■ Showcases Grid Dynamics' latest smart technologies at the YOUCON IT-conference in Saratov, Russia
於俄羅斯薩拉托夫舉行的 YOUCON 科技會議展出 Grid Dynamics 最新的智慧技術

■ Digital Transformation Isn't a Buzzword - It's the Way Seminar
「如何落實數碼轉型講座」



■ Exhibits and being a speaker at the UiPath Shanghai Together conference
於「UiPath Shanghai Together」會議參展並擔任講者

Major Contracts Secured in the Year

於年內所獲之重要合約

CUSTOMER 客戶	SCOPE OF WORK 合約範圍
A government authority —政府機構	Re-engineering the registration platform's business and system workflows on E-APP by redeveloping the online system and the website 透過重建網絡系統及網站來重整電子報名平台的業務和系統流程
A government authority —政府機構	Provision of IT managed services for the customer, covering the public housing throughout Hong Kong 為客戶提供 IT 管理服務，涉及全香港的公共房屋
A government bank in Thailand —泰國政府銀行	Provision of application development and infrastructure services based on DevOps practice 以 DevOps 模式提供應用程式研發及基礎設施服務
A large-scale integrated resort in Macau —澳門大型綜合娛樂場所	Provision of face-recognition technology system and implementation services 提供面容識別技術的系統及實施服務
A leading Chinese bank —領先中資銀行	Enhancement of the operational security in the application related to SWIFT 在 SWIFT 相關的應用上加強運作安全
A multinational computer technology company —跨國電腦科技公司	Development of open-source machine learning platform 以開放源碼開發機械學習平台
A number of Chinese banks and a multinational bank 多間中資銀行及一跨國銀行	Provision of IT operations to more than tens of thousands of users 提供資訊科技營運，支援逾數萬名用戶
A renowned university in Macau —澳門知名大學	Provision of advanced artificial intelligence supercomputing platform 提供先進的人工智能超算平台
A world-leading airline company based in Hong Kong —扎根香港的世界領先航空公司	Provision of large-scale business intelligence and analytics services 提供大型商業智能及分析服務
One of the busiest airports in the world 世界最繁忙的機場之一	Making use of Huawei's excellent technology to build comprehensive network infrastructure for the customer and implementing network construction in the next three years 利用華為卓越的技術，為客戶實施全面的網絡基礎設施及未來3年的網絡鋪設
One of the largest department stores in the U.S. 美國最大的百貨公司之一	Enhancement of omni-channel customer shopping experience 改善客戶多渠道產品銷售體驗
One of the world's largest Japanese style chained department stores 世界最大的日式連鎖百貨公司之一	Revamping the security network and ransomware protection solution 革新網絡安全和勒索軟件保護解決方案
One of the largest home improvement retailers in the U.S. 美國最大的家居改善零售商之一	Building of machine learning model to better understand customer's search behaviors 建立機械學習模型以加深了解客戶的搜尋行為

Profile of Directors and Senior Management

董事及高級管理人員簡介

EXECUTIVE DIRECTORS

執行董事



Mr. WANG Weihang
王維航先生

Chairman
主席

Mr. Wang, aged 53, has been the Chairman of the Board of the Company since May 2019 and a Director of the Company since September 2009 and was re-designated from a Non-Executive Director to an Executive Director in May 2014. Mr. Wang is currently the chairman and a director of Beijing Teamsun Technology Co., Ltd. ("Teamsun") and the sole director of Teamsun Technology (HK) Limited ("Hong Kong Teamsun"), the Company's immediate holding company. Hong Kong Teamsun is a wholly-owned subsidiary of Teamsun, the Company's ultimate holding company listed on the Shanghai Stock Exchange (Stock Code: 600410.SH). Mr. Wang is currently a director of certain subsidiaries of Teamsun. Prior to re-designation as the chairman and president of Teamsun, Mr. Wang was the vice chairman and general manager of the first board of directors of Teamsun, and the vice chairman and president of the second, third and fourth board of directors of Teamsun. Mr. Wang was also the president of the seventh council of Beijing Software Industry Association. Mr. Wang holds an Executive Master's Degree in Business Administration from Tsinghua University in the People's Republic of China ("PRC") and a Master's Degree in Semi-Conductor Materials and Microelectronic Technology from the Information and Electronic Engineering Department of Zhejiang University in the PRC. Mr. Wang was awarded as 中國軟件產業傑出企業家 (China Software Industry Outstanding Entrepreneur Laureate*) and 中國軟件產業功勳人物 (China Software Industry Prestige Award Laureate*) by China Software Industry Association in 2009. He was also awarded the "Innovation Outstanding Personality of Chinese Brand Award" in 2011.

王先生，現年五十三歲，自二零一九年五月起出任本公司董事會主席及自二零零九年九月起出任本公司董事，並於二零一四年五月由非執行董事調任為執行董事。王先生現為本公司於上海證券交易所上市（股份代號：600410.SH）之最終控股公司北京華勝天成科技股份有限公司（「華勝天成」）之董事長及董事，並為本公司之直接控股公司華勝天成科技（香港）有限公司（「香港華勝天成」）唯一董事。香港華勝天成乃華勝天成於香港之全資擁有附屬公司。王先生現為華勝天成若干附屬公司之董事。於調任為華勝天成之董事長兼總裁前，王先生曾任華勝天成第一屆董事會副董事長兼總經理及第二、三及四屆董事會副董事長兼總裁。王先生亦曾任北京軟件行業協會第七屆理事會會長。王先生持有中華人民共和國（「中國」）清華大學頒發之高級管理人員工商管理碩士學位及中國浙江大學信息電子工程學系頒發之微電子學碩士學位。王先生於二零零九年獲中國軟件行業協會頒發中國軟件產業傑出企業家及中國軟件產業功勳人物。彼亦於二零一一年獲頒發「中國品牌創新傑出人物獎」。

SENIOR MANAGEMENT

高級管理人員



Mr. WANG Yueou
王粵鷗先生

Chief Executive Officer
行政總裁

Mr. Wang Yueou, aged 45, has been the Chief Executive Officer and an Executive Director of the Company since September 2016 and September 2015 respectively. Mr. Wang joined the Group in 2011 and was the Financial Controller, the Chief Financial Officer and the Joint Company Secretary of the Group. He is currently a director of certain subsidiaries and associates of the Company (i.e. the directorships of i-Sprint Holdings Limited and i-Sprint Innovations Pte Ltd), and a supervisor of Victorysoft Technology Ltd, the joint venture company of the Company in the PRC. He has been appointed as a director of Teamsun since December 2017 and is currently the chief financial officer and a director of Carnation Software Ltd., a subsidiary of Teamsun. Mr. Wang was the chief financial officer and a board secretary of Guangzhou Headway Technology Co., Ltd. and the regional finance manager (China) of Wistron Information Technology & Services Corporation. Mr. Wang holds a Bachelor's Degree in International Accounting from Jinan University in the PRC, a Master's Degree in Business Administration from University of Wales in the United Kingdom and an Executive Master's Degree in Business Administration from Research Institute of Tsinghua University in the PRC.

王粵鷗先生，現年四十五歲，分別自二零一六年九月及二零一五年九月起出任本公司之行政總裁及執行董事。王先生於二零一一年加盟本集團及曾為本集團之財務總經理、財務總監及聯席公司秘書。彼現時為本公司若干附屬公司及聯營公司之董事（即i-Sprint Holdings Limited及i-Sprint Innovations Pte Ltd之董事），以及本公司於中國之合資公司北京軟勝科技有限公司之監事。彼自二零一七年十二月獲委任為華勝天成之董事以及現為華勝天成之附屬公司廣州石竹計算機軟件有限公司之財務總監及董事。王先生曾為廣州衡緯科技有限公司之財務總監及董事會秘書，以及緯創軟件股份有限公司之中國區財務經理。王先生持有中國暨南大學頒發之國際會計學士學位、英國威爾斯大學頒發之工商管理碩士學位，以及中國清華大學研究院頒發之高級管理人員工商管理碩士學位。

Profile of Directors and Senior Management 董事及高級管理人員簡介

NON-EXECUTIVE DIRECTORS 非執行董事



Mr. LI Wei
李偉先生

Mr. Li, aged 55, has been a Non-Executive Director since September 2015. He has been appointed as a director of Teamsun since March 2014. Mr. Li is currently a director of certain subsidiaries of Teamsun. He was the Chairman of the Board of the Company and the acting chief financial officer of Teamsun, an instructor of Jinling Institute of Technology, the manager of Jiangsu East Securities Brokerage Company, a wholly-owned subsidiary of Huatai Securities Co., Ltd. (formerly known as Jiangsu Securities Co., Ltd.), a company listed on the Shanghai Stock Exchange (Stock Code: 601688.SH), the general manager of Nanjing Weizhong Technology Industrial Co., Ltd., the general manager of Nanning Yinhe South Software Co., Ltd., a wholly-owned subsidiary of Galaxy Biomedical Investment Co., Ltd. (formerly known as Beihai Yinhe Industry Investment Co., Ltd.), a company listed on the Shenzhen Stock Exchange (Stock Code: 000806.SZ), a director of the East China Representative Office of China Venture Capital Research Institute and the general manager of Shanghai Business Department of the International Division of China Potevio Co., Ltd., in the PRC. Mr. Li holds a Bachelor's Degree from East China Normal University in the PRC, a Master's Degree from Nanjing Normal University in the PRC and an Executive Master's Degree in Business Administration from Cheung Kong Graduate School of Business in the PRC.

李先生，現年五十五歲，自二零一五年九月起出任本公司非執行董事。彼自二零一四年三月獲委任為華勝天成之董事。李先生現為華勝天成若干附屬公司之董事。彼曾任本公司董事會主席及於中國曾任華勝天成代理財務總監、金陵科技學院講師、上海證券交易所上市公司華泰證券股份有限公司(前名：江蘇省證券公司)(股份代號：601688.SH)之全資附屬公司江蘇東方證券經紀公司經理、南京偉中科技實業有限公司總經理、深圳證券交易所上市公司北海銀河生物產業投資股份有限公司(前名：北海銀河產業投資股份有限公司)(股份代號：000806.SZ)之全資附屬公司南寧銀河南方軟件有限公司總經理、中國風險投資研究院華東代表處主任及中國普天信息產業股份有限公司國際事業本部上海業務部總經理。李先生持有中國華東師範大學頒發之學士學位、中國南京師範大學頒發之碩士學位，以及中國長江商學院頒發之高級管理人員工商管理碩士學位。



Mr. CUI Yong
崔勇先生

Mr. Cui, aged 52, has been a Non-Executive Director of the Company since September 2015. He joined Teamsun in March 2005. He has been appointed as a director, the executive vice president and the general manager of the system information product (plate) and service (plate) division in Teamsun since December 2017, January 2017 and January 2015 respectively. During his tenure with Teamsun, Mr. Cui was the general manager of various divisions, including telecommunications industry, value-added storage business division and system product business division. Mr. Cui holds an Executive Master of Business Administration from Guanghua School of Management in Peking University in the PRC.

崔先生，現年五十二歲，自二零一五年九月獲委任為本公司非執行董事。彼於二零零五年三月加盟華勝天成。彼分別自二零一七年十二月、二零一七年一月及二零一五年一月起獲委任為華勝天成董事、執行副總裁及系統信息產品(板塊)和服務(板塊)總經理。崔先生於華勝天成任職期間，曾擔任多個部門總經理，其中包括電訊行業、存儲增值事業部及系統產品事業部。崔先生持有中國北京大學光華管理學院頒發之高級管理人員工商管理碩士學位。

INDEPENDENT NON-EXECUTIVE DIRECTORS 獨立非執行董事



Mr. PAN Xinrong
潘欣榮先生

Mr. Pan, aged 65, has been an Independent Non-Executive Director of the Company since September 2015. He was an executive director and the deputy chairman of Sinopec Kantons Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (Stock Code: 934) from 2004 to 2007 and was the chief executive officer of Petro-Cyberworks Information Technology Co., Ltd. from 2006 to 2014. Mr. Pan also held financial positions in various companies, including China Petroleum & Chemical Corporation ("SINOPEC"), China Petrochemical Corporation, China Eastern United Petrochemical (Group) Company Limited and SINOPEC Anqing Company (formerly known as China Petrochemical Anqing Petrochemical Plate). Mr. Pan graduated from China Huazhong University of Science and Technology with a profession in Quantitative Economics. Mr. Pan was awarded the "Outstanding Management Award" by China Petroleum and Chemical Industries Integration of Informatization and Industrialization in 2011 and the First Prize of SINOPEC Technology Advancement in 2014.

潘先生，現年六十五歲，自二零一五年九月獲委任為本公司獨立非執行董事。彼曾於二零零四年至二零零七年在香港聯合交易所有限公司主板上市公司中石化冠德控股有限公司(股份代號：934)擔任執行董事兼副主席及於二零零六年至二零一四年於石化盈科信息技術有限責任公司擔任首席執行官職位。潘先生亦曾於中國石油化工股份有限公司(「中國石化」)、中國石油化工集團公司、中國東聯石化集團有限責任公司及中國石化安慶分公司(前名：中國石化安慶石油化工有限公司總廠)等多間公司出任財務職位。潘先生畢業於中國華中科技大學數量經濟專業。潘先生於二零一一年獲中國石油和化工行業兩化融合頒發「傑出管理獎」及於二零一四年獲頒發中國石化科學技術進步獎一等獎。



Mr. DENG Jianxin
鄧建新先生

Mr. Deng, aged 55, has been an Independent Non-Executive Director of the Company since September 2015. He is currently an executive director of Shenzhen Zhuoyuan Capital Investment Management Co., Ltd.# (深圳市卓元道成投資管理有限公司), an executive director of Shenzhen Zhuoyuan Management Consulting Co., Ltd.# (深圳市卓元管理諮詢有限公司), an executive director of Shenzhen Zhuoyuan Enterprise Consultants Co., Ltd.# (深圳市卓元企業顧問有限公司), the chairman of Shanghai Debimai Enterprise Management Consulting Co., Ltd.# (上海德必脈企業管理諮詢有限公司), the chairman of Shanghai 4Smart Technology Co., Ltd. and the chairman of Hangzhou Zhuoyuan Ledao Holding Co., Ltd.. Mr. Deng was a supervisor of Shanghai Dobe Cultural & Creative Industry Development (Group) Co., Ltd., a partner of Beijing JD Capital Co., Ltd., a partner of Deloitte Touche Tohmatsu Limited ("Deloitte"), a full-time member of the 7th and 8th Stock Offering Approval Committee of China Securities Regulatory Commission, an independent director of Guangbo Group Stock Co., Ltd., a company listed on the Shenzhen Stock Exchange (Stock Code: 002103.SZ), a director of Suzhou Gardens Construction Industry Corporation, a company listed on the National Equities Exchange and Quotations System (the "New Third Board") in the PRC (Stock Code: 833209.OC) and a director of Shandong Bori Bioenergy Co., Ltd., a company listed on the New Third Board (Stock Code: 871585.OC). Mr. Deng was mainly responsible for managing and auditing the listing of companies as well as the merger and acquisition services in Deloitte. Mr. Deng holds a Bachelor Degree in Accounting from Zhongnan University of Economics and Law in the PRC and an Executive Master's Degree in Business Administration from Cheung Kong Graduate School of Business in the PRC.

鄧先生，現年五十五歲，自二零一五年九月獲委任為本公司獨立非執行董事。彼現為深圳市卓元道成投資管理有限公司執行董事、深圳市卓元管理諮詢有限公司執行董事、深圳市卓元企業顧問有限公司執行董事、上海德必脈企業管理諮詢有限公司董事長、上海精運智能科技有限公司董事長及杭州卓元樂道控股有限公司董事長。鄧先生曾任上海德必文化創意產業發展(集團)有限公司監事、北京昆吾九鼎投資管理有限公司合夥人、德勤會計師事務所(「德勤」)合夥人、中國證監會第七屆及第八屆股票發行審核委員會專職委員、深圳證券交易所上市公司廣博集團股份有限公司(股份代號：002103.SZ)獨立董事、中國全國中小企業股份轉讓系統(「新三板」)上市公司蘇州園林營造產業股份有限公司(股份代號：833209.OC)董事及新三板上市公司山東寶力生物質能源股份有限公司(股份代號：871585.OC)董事。鄧先生於德勤主要負責企業上市的主持及審核，並負責併購服務業務。鄧先生持有中國中南財經政法大學會計系學士學位及中國長江商學院頒發之高級管理人員工商管理碩士學位。

Profile of Directors and Senior Management 董事及高級管理人員簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS

(Continued)

獨立非執行董事 (續)



Ms. Or Siu Ching, Rerina
柯小菁女士

Ms. Or Siu Ching, Rerina, aged 50, has been an Independent Non-Executive Director of the Company since April 2017. She has been a senior vice-president of Schneider Electric SE (collectively with its subsidiaries "Schneider Electric"), a company listed on the Euronext Paris Stock Exchange (Stock Code: SU) since February 2019.

She joined Schneider Electric in 1994 and held various positions with Schneider Electric, including the director and president of Schneider Electric (Hong Kong) Limited, a wholly-owned subsidiary of Schneider Electric SE between 2015 and January 2019, the vice president of global purchasing of Schneider Electric between 2012 and 2014, the president of Schneider Electric Taiwan Co., Ltd. between 2008 and 2011 and the director of certain subsidiaries of Schneider Electric. Ms. Or has also been appointed as a member of Energy Advisory Committee of Environment Bureau of The Government of Hong Kong Special Administrative Region since 2016. She has more than 20 years' management experience in energy management and automation industry. Ms. Or holds an Executive Master's Degree in Business Administrative from the Kellogg School of Management at Northwestern University in the United States of America and the Hong Kong University of Science and Technology, and a Master's degree of Science in Management from ESSEC Graduate School of Management in France.

柯小菁女士，現年五十歲，自二零一七年四月獲委任為本公司獨立非執行董事。彼自二零一九年二月起擔任巴黎泛歐證券交易所上市公司施耐德電氣股份有限公司(股份代號：SU)(連同其附屬公司，統稱「施耐德電氣」)之全球高級副總裁。彼於一九九四年加入施耐德電氣後曾任多個職位，包括於二零一五年至二零一九年一月期間為施耐德電氣股份有限公司全資附屬公司施耐德電氣(香港)有限公司董事及總裁、於二零一二年至二零一四年期間為施耐德電氣全球採購部副總裁、於二零零八年至二零一一年期間為台灣施耐德電氣有限公司總裁及擔任施耐德電氣若干附屬公司之董事。柯女士亦自二零一六年獲委任為香港特別行政區環境局能源諮詢委員會成員。彼於能源管理及自動化行業擁有超過二十年管理經驗。柯女士持有美國西北大學凱洛格管理學院及香港科技大學行政人員工商管理碩士學位及法國高等經濟商業管理研究院(ESSEC)管理學碩士學位。

SENIOR MANAGEMENT

高級管理人員



Mr. NGAN Wai Hing
顏偉興先生

Financial Controller and Company Secretary
財務總經理及公司秘書

Mr. Ngan, aged 48, has been the Financial Controller and the Company Secretary of the Company since September 2016. Mr. Ngan joined the Company in 2009 and was a financial controller of a subsidiary of the Company. He was also the Joint Company Secretary of the Company from September 2014 to August 2016. Mr. Ngan holds a Bachelor's Degree in Financial Administration (major in accounting) from University of New England in Australia and is a certified public accountant of Hong Kong Institute of Certified Public Accountants and a certified practicing accountant of CPA Australia.

顏先生，現年四十八歲，自二零一六年九月起出任本公司財務總經理及公司秘書。顏先生於二零零九年加盟本公司及曾出任本公司一間附屬公司之財務總經理。彼亦自二零一四年九月至二零一六年八月出任本公司之聯席公司秘書。顏先生持有澳洲新英格蘭大學之財務管理學士學位(主修會計學)，彼亦為香港會計師公會註冊會計師及澳洲會計師公會執業會計師。

For identification purpose only

僅供識別

Corporate Governance Report

企業管治報告

The Company recognises the importance of good corporate governance to the Company's healthy growth and has devoted considerable efforts to identifying and formulating corporate governance practices appropriate to the needs of its business.

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code (the "Code") set out in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). During the year ended 31st December 2019, the Company has complied with all the code provisions, save and except for code provisions A.6.7 and E.1.2, details of which are explained below. The Company regularly monitors and reviews its corporate governance practices to ensure these continue to meet the increasing stringent regulatory requirements and to improve its practices.

The Company wishes to highlight the importance of its Board of Directors (the "Board") in ensuring effective leadership and control of the Company and transparency and accountability of all operations.

The key corporate governance principles and practices of the Company are summarised as follows:

THE BOARD

Responsibilities

The Company has formalised and adopted the written terms on the division of functions reserved to the Board and delegated to the management.

The Board provides leadership and approves strategic policies and plans with a view to enhancing shareholder interests while the day-to-day operations of the Company are delegated to the management.

The Board reserves its decisions for all major matters of the Company, including the approval of long term objectives and strategies, changes to capital and overall corporate structure, risk management and internal control systems, material transactions (in particular those which may involve conflicts of interests), financial information, appointment of Directors and other significant financial and operational matters.

All Directors have full and timely access to all relevant information as well as the advice and services from the Company Secretary, with a view to ensuring that Board procedures and all applicable rules and regulations are followed.

Each Director is normally able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

The day-to-day management, administration and operations of the Company are delegated to the Chief Executive Officer and senior management. The delegated functions and work tasks are periodically reviewed. Approvals have to be obtained from the Board prior to entering into any significant transactions by the above-mentioned officers.

The Board has the full support from the Chief Executive Officer and senior management to discharge its responsibilities.

本公司認同良好之企業管治對本公司穩健發展之重要性，並付出相當努力，以選取及制定切合其業務需要之企業管治常規。

本公司之企業管治常規乃按照香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄14所載之《企業管治常規守則》(「守則」)所載之原則及守則條文而制定。截至二零一九年十二月三十一日止年度，本公司已遵守所有守則條文，惟偏離守則條文第A.6.7條及第E.1.2條之規定，有關詳情將於下文闡釋。本公司定期監察及檢討其企業管治常規，以確保繼續符合日趨嚴謹的監管規定及改善其常規。

本公司認同其董事會(「董事會」)扮演著重要角色，為本公司提供有效領導及控制，並確保所有業務運作維持透明度及問責性。

本公司之主要企業管治原則及常規概述如下：

董事會

職責

本公司已正式制定及採納有關職能劃分之職權範圍書，訂明董事會自行承擔及授予管理層的職責。

董事會發揮領導角色及審批策略政策及計劃，務求提高股東權益，至於本公司之日常運作，則由管理層負責。

董事會保留對本公司所有重大事宜之決定權，包括批准長遠目標及策略、資本及整體企業架構變更、風險管理及內部監控系統、重大交易(特別是可能涉及利益衝突之交易)、財務資料、董事任命及其他重要財務及營運事宜。

全體董事均可全面及時取得一切有關資料，以及獲得公司秘書之意見及服務，藉此確保董事會議事程序及所有適用規則及規例獲得遵從。

於適當情況下，各董事一般可向董事會提出要求，以利用本公司之公費徵詢獨立專業意見。

本公司之日常管理、行政及營運工作乃委派予行政總裁及高級管理層。委派職能及工作會定期檢討。上述高級職員於進行任何重大交易前須事先取得董事會批准。

董事會獲得行政總裁及高級管理層全力支持，以履行其職責。

THE BOARD (Continued)

Composition

The Board has in its composition a balance of skills, experience and diversity of perspectives necessary for independent decision making and fulfilling its business needs.

The Board currently comprises seven members, consisting of two Executive Directors, two Non-Executive Directors and three Independent Non-Executive Directors. The number of Independent Non-Executive Directors represents more than one-third of the Board as required by Rule 3.10A of the Listing Rules.

The Board currently comprises the following members:

Executive Directors

Mr. Wang Weihang (*Chairman*)

Mr. Wang Yueou (*Chief Executive Officer*)

Non-Executive Directors

Mr. Li Wei

Mr. Cui Yong

Independent Non-Executive Directors

Mr. Pan Xinrong

Mr. Deng Jianxin

Ms. Or Siu Ching, Rerina

None of the members of the Board has any financial, business, family or other material relationships with each other.

The biographical details of the Directors are set out in the section headed "Profile of Directors and Senior Management" on pages 23 to 26 of this annual report.

The list of Directors (by category) is also disclosed in all corporate communications issued by the Company from time to time pursuant to the Listing Rules and is available on the websites of the Company and the Stock Exchange.

During the year ended 31st December 2019, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three Independent Non-Executive Directors with at least one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received from each Independent Non-Executive Director an annual confirmation of his/her independence pursuant to the requirements of the Listing Rules. The Company considers all Independent Non-Executive Directors are independent in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules.

董事會 (續)

組成

董事會之組成應具備所需技巧、經驗及多樣的觀點與角度，以達致獨立決策及切合業務需求。

董事會現時由七名成員組成，包括兩名執行董事、兩名非執行董事及三名獨立非執行董事。獨立非執行董事佔董事會人數三分之一以上，符合上市規則第3.10A條規定。

本公司之現任董事會由以下董事組成：

執行董事

王維航先生 (*主席*)

王粵鷗先生 (*行政總裁*)

非執行董事

李偉先生

崔勇先生

獨立非執行董事

潘欣榮先生

鄧建新先生

柯小菁女士

董事會成員彼此概無任何財務、業務、家屬及任何其他重大關係。

董事的個人履歷資料載於本年報第23至第26頁「董事及高級管理人員簡介」一節。

董事名單 (按類別) 亦已根據上市規則規定披露於本公司不時刊發之所有公司通訊內，並可於本公司及聯交所網站查閱。

截至二零一九年十二月三十一日止年度，董事會一直符合上市規則有關委任最少三名獨立非執行董事，而其中最少一名須具備適當專業資格或會計或有關財務管理專業知識之規定。

本公司已收取各獨立非執行董事根據上市規則之規定呈交之年度獨立性確認書。根據上市規則第3.13條所載之獨立性指引，本公司認為全體獨立非執行董事確屬獨立人士。

THE BOARD (Continued)

Composition (Continued)

The Non-Executive Directors and Independent Non-Executive Directors bring a wide range of business and financial expertise, experiences and independent judgement to the Board. Through active participation in Board meetings and affairs of the Company, taking the lead in managing issues involving potential conflicts of interests and serving in Board committees, all Non-Executive Directors and Independent Non-Executive Directors make various contributions to the effective direction of the Company.

Appointment and Re-election of Directors

The Company has established formal, considered and transparent procedures for the appointment of Directors.

The Company has adopted the procedures for shareholders to propose a person for election as a Director of the Company. These procedures are available and accessible on the Company's website at <http://www.asl.com.hk>.

The procedures and process of appointment, re-election and removal of Directors are as set out in the Bye-laws of the Company. The Board established a Nomination Committee to review the structure, size, composition and diversity of the Board at least annually, identify suitable candidates for the Board, and to make recommendations on any matters in relation to the appointment and re-appointment of members of the Board. Appointment of new Directors is reserved for the Board's approval.

The Nomination Committee ensures that the Board comprises members with a diverse range of skills and experience with the appropriate knowledge necessary to oversee the business development, strategies, operations, challenges and opportunities of the Company and its subsidiaries (the "Group"). The Nomination Committee takes that person's skills, qualifications and expected contributions to the Company into account before making any recommendations to the Board in relation to the appointment or re-appointment of members of the Board.

Where vacancies on the Board exist, the Board will carry out the selection process, with the advice provided by the Nomination Committee, by making reference to the proposed candidates' skills, experience, professional knowledge, personal integrity and time commitments as well as the needs of the Company and other relevant statutory requirements and regulations. An external recruitment agency may be engaged to carry out the recruitment and selection process when necessary.

In accordance with the Bye-laws of the Company, at each annual general meeting of the Company ("AGM") one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, provided that every Director shall be subject to retirement by rotation at least once every three years and any new Director appointed to fill a casual vacancy or as additional Director shall be subject to re-election by shareholders at the first general meeting after appointment.

董事會 (續)

組成 (續)

非執行董事及獨立非執行董事為董事會帶來多方面之營商及財務專業知識、經驗及獨立判斷。透過積極參與董事會會議及本公司之事務、處理涉及潛在利益衝突之事宜及成為董事會轄下委員會成員，所有非執行董事及獨立非執行董事對有效領導本公司作出多方面之貢獻。

董事之委任及重選

本公司已就董事之委任，確立正式、經審慎考慮及具透明度之程序。

本公司已採納股東提名人選參選本公司董事的程序。此等程序可於本公司網站 <http://www.asl.com.hk> 查閱及存取。

本公司之公司細則載有委任、重選及罷免董事的程序及步驟。董事會已成立提名委員會至少每年檢討董事會的架構、人數、組成及成員多元化，物色合適人選加入董事會及就任何有關委任及重新委任董事會成員的事宜提供推薦建議。新董事的委任須待董事會批准。

提名委員會確保董事會成員具備廣泛而必要的技能與經驗及適當知識，以監督本公司及其附屬公司(統稱「本集團」)業務發展、策略、營運、挑戰及機遇。在向董事會就委任或重新委任董事會成員提供任何推薦建議前，提名委員會考慮該名人士的技能、資歷及預期對本公司作出的貢獻。

倘董事會出現空缺，董事會將參考由提名委員會建議董事候選人的技能、經驗、專業知識、個人誠信及可撥出時間、本公司的需要及其他相關法定要求及規例而作出遴選。如有必要可聘請外界招聘代理，以進行招聘及遴選程序。

根據本公司之公司細則，於每一次本公司股東週年大會(「股東週年大會」)所有其時三分之一之董事，或若其數目並非三或三之倍數，則最接近之數目但不少於三分之一之董事須予退任，而每位董事須至少每三年輪值退任一次，而獲委任以填補臨時空缺或作為新增董事之任何新董事須於獲委任後之首屆股東大會上由股東重選。

THE BOARD (Continued)

Appointment and Re-election of Directors (Continued)

Each of the Non-Executive Directors is appointed under a specific term and they are subject to retirement by rotation and re-election at AGM in accordance with the Bye-laws of the Company.

The Company has formal letters of appointment for all Non-Executive Directors (including Independent Non-Executive Directors) or service contracts for Executive Directors setting out the key terms and conditions of their appointment and the terms of references have set out the work scope of the Board committees and delegation were made by the Board in respect of the responsibilities of the Non-Executive Directors (including Independent Non-Executive Directors) in such Board Committees.

In accordance with the Bye-laws of the Company, Mr. Wang Weihang, Mr. Deng Jianxin and Mr. Cui Yong will retire by rotation at the forthcoming AGM and being eligible, offer themselves for re-election.

The Board recommended the re-appointment of these Directors standing for re-election at the forthcoming AGM.

The Company's circular regarding the notice of the forthcoming AGM contains detailed information of the Directors standing for re-election.

Training for Directors

Directors keep abreast of responsibilities as a Director of the Company and of the conduct, business activities and development of the Company. Each newly-appointed Director receives a comprehensive, formal and tailored induction on the first occasion of his/her appointment, so as to ensure that he/she has an appropriate understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

The Company is responsible for arranging and funding suitable training for its Directors. All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Continuing briefing and professional development for Directors are arranged where necessary.

董事會 (續)

董事之委任及重選 (續)

每位非執行董事乃根據特定指定任期獲委任。彼等需根據本公司之公司細則於股東週年大會上輪值告退及膺選連任。

本公司擁有正式的董事委任函予全體非執行董事(包括獨立非執行董事)或服務合同予執行董事，當中訂明彼等委任的主要條款及條件。而董事會已就全體非執行董事(包括獨立非執行董事)制定職權範圍，當中載有董事會轄下委員會的工作範圍及職權。

根據本公司之公司細則，王維航先生、鄧建新先生及崔勇先生將於應屆股東週年大會上輪值告退，並符合資格及願意膺選連任。

董事會建議重新委任願意於應屆股東週年大會上膺選連任之董事。

本公司有關應屆股東週年大會通告之通函載有膺選連任之董事詳情。

董事之培訓

董事不時留意作為本公司董事的責任及操守，以及有關本公司業務活動及發展的事宜。每名新委任董事均於獲委任時獲提供全面、正式兼特為其而設的就任須知，確保新委任董事可適當掌握本公司業務及營運，並充份了解彼根據上市規則及相關監管規定之職務與責任。

本公司負責為其董事安排合適培訓及提供相關資助。本公司鼓勵全體董事參與持續專業發展計劃，以發展及更新彼等之知識及技能。董事持續獲提供法規及監管制度之發展，以及業務環境之最新信息，以協助履行彼等之職責。本公司將在有需要時為董事安排持續的簡報及專業發展。

THE BOARD (Continued)

Training for Directors (Continued)

During the year ended 31st December 2019, a training session was organised by the Company in August 2019 titled “IPO Code: Techniques for Overseas Listings by Chinese Companies” and provided Directors with relevant training materials. The training session was conducted by a professional institute with a presentation and briefing materials. All Directors have provided the Company with records of the trainings during the Year. According to the training records maintained by the Company, the types of trainings received by each of the Directors during the Year are summarised as follows:

Name of Director	董事姓名	Types of Training	
		Receiving updates and briefings from the Company/self-study	Attending seminar(s)/ conference and/or forums conducted by the Company or external parties
		收取由本公司提供的更新資料及簡介/自習	出席由本公司或外部單位舉辦的研討會/會議及/或論壇
Executive Directors	執行董事		
Wang Weihang	王維航		✓
Wang Yueou	王粵鷗		✓
Non-executive Directors	非執行董事		
Li Wei	李偉	✓	
Cui Yong	崔勇		✓
Independent Non-executive Directors	獨立非執行董事		
Pan Xinrong	潘欣榮		✓
Deng Jianxin	鄧建新	✓	✓
Or Siu Ching, Rerina	柯小菁		✓

Insurance Cover for Directors

The Company has arranged appropriate insurance cover in respect of legal action against its Directors to comply with the requirement of the Code.

Attendance Records of Directors and Committee members

Number of Meetings and Directors' Attendance

The Board has at least four regular meetings a year and holds additional meetings on other occasions as needed.

During the year ended 31st December 2019, the Board held five Board meetings.

董事會 (續)

董事之培訓 (續)

截至二零一九年十二月三十一日止年度，本公司於二零一九年八月舉辦了一次主題為「上市密碼：中國企業海外上市顯／潛規則」的培訓會議並向董事提供相關培訓材料。培訓會議由專業學會進行，並提供專題介紹及簡報資料。所有董事均向本公司提供了於年內的培訓記錄。根據本公司保存的培訓記錄，各董事於年內所接受的培訓類別總結如下：

Name of Director	董事姓名	Types of Training	
		Receiving updates and briefings from the Company/self-study	Attending seminar(s)/ conference and/or forums conducted by the Company or external parties
		收取由本公司提供的更新資料及簡介/自習	出席由本公司或外部單位舉辦的研討會/會議及/或論壇
Executive Directors	執行董事		
Wang Weihang	王維航		✓
Wang Yueou	王粵鷗		✓
Non-executive Directors	非執行董事		
Li Wei	李偉	✓	
Cui Yong	崔勇		✓
Independent Non-executive Directors	獨立非執行董事		
Pan Xinrong	潘欣榮		✓
Deng Jianxin	鄧建新	✓	✓
Or Siu Ching, Rerina	柯小菁		✓

董事的保險安排

本公司已就其董事所面對的法律行動安排合適的保險，以符合《守則》規定。

各董事及委員會成員出席記錄

會議次數及董事出席人數

董事會於每年定期舉行最少四次會議，並將於有需要時就其他事宜舉行額外的會議。

截至二零一九年十二月三十一日止年度，董事會共舉行五次會議。

THE BOARD (Continued)

Attendance Records of Directors and Committee members (Continued)

Number of Meetings and Directors' Attendance (Continued)

The individual attendance records of each Director at the Board meetings, meetings of Board committees and/or the general meetings of the Company held during the year ended 31st December 2019 are set out below:

Name of Directors	董事姓名	Attendance/Number of Meetings held during the tenure of directorship							2019 AGM 二零一九年 股東週年大會
		Board 董事會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會	Nomination Committee 提名委員會	Management Committee 管理委員會	Investment Committee 投資委員會	於董事任期內出席/已舉行會議次數	
Executive Directors	執行董事								
Wang Weihang	王維航	5/5	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	3/3	1/1	
Wang Yueou	王粵鷗	5/5	N/A 不適用	N/A 不適用	N/A 不適用	3/3	3/3	1/1	
Non-Executive Directors	非執行董事								
Li Wei ¹	李偉 ¹	0/5	0/3	0/4	0/1	0/3	N/A 不適用	0/1	
Cui Yong	崔勇	3/5	N/A 不適用	N/A 不適用	N/A 不適用	2/3	N/A 不適用	0/1	
Independent Non-Executive Directors	獨立非執行董事								
Pan Xinrong	潘欣榮	5/5	3/3	4/4	1/1	N/A 不適用	3/3	1/1	
Deng Jianxin	鄧建新	5/5	N/A 不適用	4/4	1/1	N/A 不適用	3/3	1/1	
Or Siu Ching, Rerina	柯小菁	5/5	3/3	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1	

Note:

- Mr. Li Wei was not able to present in person in the three Management Committee meetings during his business trips, and one of the three Management Committee meetings was attended and voted on his behalf by Mr. Wang Weihang.

Save as disclosed above, none of the meetings set out above was attended by any alternate Director.

Apart from regular Board meetings, the Chairman of the Board held a meeting with the Non-Executive Directors (including the Independent Non-Executive Directors) without the presence of Executive Directors during the year ended 31st December 2019.

董事會 (續)

各董事及委員會成員出席記錄 (續)

會議次數及董事出席人數 (續)

各董事於截至二零一九年十二月三十一日止年度舉行的本公司董事會及其轄下委員會的會議及/或股東大會之個別出席記錄載列如下：

Name of Directors	董事姓名	Attendance/Number of Meetings held during the tenure of directorship							2019 AGM 二零一九年 股東週年大會
		Board 董事會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會	Nomination Committee 提名委員會	Management Committee 管理委員會	Investment Committee 投資委員會	於董事任期內出席/已舉行會議次數	
Executive Directors	執行董事								
Wang Weihang	王維航	5/5	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	3/3	1/1	
Wang Yueou	王粵鷗	5/5	N/A 不適用	N/A 不適用	N/A 不適用	3/3	3/3	1/1	
Non-Executive Directors	非執行董事								
Li Wei ¹	李偉 ¹	0/5	0/3	0/4	0/1	0/3	N/A 不適用	0/1	
Cui Yong	崔勇	3/5	N/A 不適用	N/A 不適用	N/A 不適用	2/3	N/A 不適用	0/1	
Independent Non-Executive Directors	獨立非執行董事								
Pan Xinrong	潘欣榮	5/5	3/3	4/4	1/1	N/A 不適用	3/3	1/1	
Deng Jianxin	鄧建新	5/5	N/A 不適用	4/4	1/1	N/A 不適用	3/3	1/1	
Or Siu Ching, Rerina	柯小菁	5/5	3/3	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1	

附註：

- 李偉先生因公幹之故未能親自出席三次管理委員會會議，其中一次授權王維航先生代為出席並投票。

除上文所述之外，上述會議概無由任何替任董事出席。

除董事會常規會議外，截至二零一九年十二月三十一日止年度，董事會主席曾與非執行董事（包括獨立非執行董事）在執行董事避席的情況下舉行一次會議。

THE BOARD (Continued)

Practices and Conduct of Meetings

Regular Board meetings are scheduled in advance to facilitate maximum attendance of the Directors. Notices of regular Board meetings are served to all Directors at least 14 days before the meetings. For other Board meetings and Board committees meetings, reasonable notice is generally given.

Agenda and Board papers together with all appropriate, complete and reliable information are sent to all Directors at least three days (or such other period as agreed) before each Board meeting or Board committees meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. The Board and each Director also have separate and independent access to the senior management whenever necessary.

The management has provided all members of the Board with monthly updates giving a balanced and understandable assessment of the Company's performance, position and prospects in sufficient detail to enable the Board as a whole and each Director to discharge their duties.

The Company Secretary is responsible to take and keep minutes of all Board meetings and Board committees meetings. Draft minutes are normally circulated to Directors for comment within a reasonable time after each meeting and the final version is open for Directors' inspection.

According to current Board practice, any material transaction, which involves a conflict of interest for a substantial shareholder or a Director, will be considered by the Board and dealt with by a physical board meeting rather than a written resolution. The Company's Bye-laws also contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Company fully supports the division of responsibility between the Chairman of the Board and the Chief Executive Officer to ensure a balance of power and authority.

The positions of Chairman and Chief Executive Officer are held by Mr. Wang Weihang and Mr. Wang Yueou respectively. Their respective responsibilities are clearly defined and set out in writing.

The Chairman provides leadership and is responsible for the effective functioning of the Board in accordance with good corporate governance practice. With the support of the senior management, the Chairman is also responsible for ensuring that the Directors receive adequate, complete and reliable information in a timely manner and appropriate briefing on issues arising at Board meetings.

The Chief Executive Officer focuses on implementing objectives, policies and strategies approved and delegated by the Board. He is in charge of the Company's day-to-day management and operations. The Chief Executive Officer is also responsible for developing strategic plans and formulating the organisational structure, control systems and internal procedures and processes for the Board's approval.

董事會 (續)

會議常規及程序

定期董事會會議的舉行日期乃預先編定，以便更多董事出席會議。定期舉行之董事會會議之通告乃於會議舉行前最少十四日送達予所有董事。至於其他董事會會議及其轄下委員會會議，一般會發出合理通知。

議程及董事會文件連同所有合適、完整及可靠之資料會於各董事會會議或其下轄委員會會議舉行前最少三日(或協定的其他時間內)寄發予所有董事，以通知董事本公司之最近發展及財政狀況，讓彼等達致知情決定。董事會及各董事亦可於有需要時個別獨立接觸高級管理層。

管理層就本公司的表現、狀況及前景向全體董事會成員提交公平及易於理解的每月詳盡評估，以讓董事會整體及各董事履行彼等之職務。

公司秘書負責編製及保存所有董事會會議及其轄下委員會會議之會議記錄。會議記錄初稿一般於會議後之合理時間內向董事傳閱以供彼等給予意見，而最終版本乃公開供董事查閱。

根據現時之董事會常規，任何涉及大股東或董事利益衝突之重大交易將由董事會予以考慮及以舉行董事會會議(而非書面決議)方式處理。本公司之公司細則亦載有條文，規定董事須於批准該等董事或彼等之任何聯繫人士擁有重大利益之交易之大會上放棄投票，且不計入有關會議之法定人數。

主席及行政總裁

本公司完全支持分開董事會主席及行政總裁之職責，以確保權力及授權兩者之平衡。

主席及行政總裁之職位分別由王維航先生及王粵鷗先生擔任。彼等各自之職責已清楚界定，並以書面記載。

主席負責領導及根據良好之企業管治常規有效地運作董事會。憑藉高級管理層之支持，主席亦負責確保董事及時收取充足、完整及可靠之資料，並就於董事會會議上提出之事宜獲得適當簡報。

行政總裁則專注於實踐董事會所批准及委派之目標、政策及策略。彼負責本公司之日常管理及營運。行政總裁亦負責發展策略計劃，及制定組織架構、監控制度及內部程序及過程，以供董事會批准。

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy effective since 30th August 2013. All board appointments will be based on meritocracy, and candidates will be considered based on objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge, independence and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

As at the date of this report, the Board comprises seven Directors. One of them is female. Three of them are Independent Non-Executive Directors, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of gender, professional background and skills.

DIVIDEND POLICY

The Board has adopted a dividend policy effective since 31st December 2018. This policy aims to set out guidelines for the Board to determine whether dividends are to be declared and paid, and the level of dividend to be paid to the shareholders of the Company. The Board endeavours to maintain a balance between meeting Shareholders' expectations and prudent capital management with a sustainable dividend policy.

In proposing any dividend payout, the Board should also take into account, inter alia, the following factors:-

- (a) the actual and expected financial results of the Group;
- (b) economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group;
- (c) the Group's business strategies, including future cash commitments and investment needs to sustain the long-term growth aspect of the business;
- (d) any restrictions on payment of dividends that may be imposed by the Group's lenders;
- (e) the current and future operations, liquidity position and capital requirements of the Group; and
- (f) any other factors that the Board deems appropriate.

董事會成員多元化政策

董事會已採納董事會成員多元化政策，自二零一三年八月三十日起生效。所有董事會成員委任乃基於用人唯才，而為有效達致董事會成員多元化，將考慮候選人之客觀條件。

甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識、獨立性及服務年期方面。最終將按人選的長處及其可為董事會提供的貢獻而作決定。

於本報告日期，董事會包括七名董事。其中一名為女性。董事會成員中三名為獨立非執行董事，藉以作出批判檢討及監控管理過程。就性別、專業背景及技能方面而言，董事會均屬相當多元化。

股息政策

董事會已採納股息政策，自二零一八年十二月三十一日起生效。此政策旨在為董事會制定指引以決定是否宣佈及派發股息及派發予本公司股東之股息幅度。董事會通過可持續股息政策，在符合股東期望與審慎資本管理之間努力保持平衡。

在建議派發任何股息時，董事會應考慮(其中包括)下列因素：

- (甲) 本集團的實際及預期的財務業績；
- (乙) 影響本集團業務或財務表現及財務地位之經濟條件及其他內部或外部因素；
- (丙) 本集團之業務經營策略，包括未來現金承諾及投資需要以維持業務方面的長期增長；
- (丁) 本集團貸款人可能對股息支付所施加之任何限制；
- (戊) 本集團之當前及未來之業務，流動資金狀況和資本要求；及
- (己) 其他董事會認為適用之任何因素。

DIVIDEND POLICY (Continued)

Subject to the Laws of Bermuda, the Bye-Laws of the Company and any applicable laws, rules and regulations, dividends may be paid in cash or be satisfied wholly or partly in the form of allotment of shares of the Company. The Board may also consider the issuance of bonus shares on a basis permitted by the applicable laws and regulations. The dividend shall include scrip dividends, distributions in specie or in kind, capital distributions and capitalisation issues.

The Board may from time to time determine and pay to the Company's shareholders interim dividends as appear to the Board to be justified by the position of the Company. The Board may recommend the payment of final dividends which are required to be approved by shareholders of the Company in general meetings.

BOARD COMMITTEES

The Board has established five committees, namely Remuneration Committee, Audit Committee, Nomination Committee, Management Committee and Investment 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 Remuneration Committee, the Audit Committee and the Nomination Committee are posted on the websites of the Company and the Stock Exchange and/or are available to shareholders upon request.

Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

The Board shall establish other committees for specific purposes from time to time to facilitate the Company's operations.

Remuneration Committee

The Remuneration Committee currently comprises one Non-Executive Director and two Independent Non-Executive Directors, namely Mr. Li Wei, Mr. Pan Xinrong and Ms. Or Siu Ching, Rerina. Mr. Pan Xinrong is the chairman of the Remuneration Committee.

The primary objectives of the Remuneration Committee include making recommendations on and approving the remuneration policy and structure and remuneration packages of all Directors and the senior management and share options matters. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions.

股息政策 (續)

根據百慕達法律，本公司之公司細則和任何適用法例、規則及規例，股息可以現金支付或以配發本公司股份形式派發全部或部份股息。董事會或會考慮於符合適用的法例和規例所規定之基準上發行紅股。股息包括以股代息、實物分配、資本分配和資本化發行。

董事會可能在認為適當的情況下，不時決定及派發中期股息予本公司股東。董事會可能建議派發末期股息，但須獲本公司股東於股東大會上批准。

董事會轄下委員會

董事會轄下已成立五個委員會，分別為薪酬委員會、審核委員會、提名委員會、管理委員會及投資委員會，以監督本公司事務之各特定方面。本公司之所有董事會轄下委員會的職權範圍均以書面界定。薪酬委員會、審核委員會及提名委員會之職權範圍已刊載於本公司及聯交所網站及／或當有需要時提供予所有股東。

董事會轄下委員會獲提供充足資源以履行彼等之職責，並能於作出合理要求時在適當情況下尋求獨立專業意見，費用由本公司承擔。

董事會將不時就特定目標成立其他委員會，以促進本公司之業務運作。

薪酬委員會

薪酬委員會現由一名非執行董事及兩名獨立非執行董事組成，分別為李偉先生、潘欣榮先生及柯小菁女士。潘欣榮先生為薪酬委員會主席。

薪酬委員會之主要目標包括建議及批准有關全體董事及高級管理人員之薪酬政策及架構及薪酬組合，以及有關購股權之事宜。薪酬委員會亦負責成立發展該薪酬政策及架構之具透明度程序，以確保並無董事或其任何聯繫人士將參與決定其本身之薪酬，其薪酬將參照個別人士及本公司之表現，以及市場慣例及情況而釐定。

BOARD COMMITTEES (Continued)

Remuneration Committee (Continued)

The Remuneration Committee shall meet at least once a year for reviewing the remuneration policy and structure and determination of the annual remuneration packages of all Directors and the senior management and other related matters. The Remuneration Committee shall consult the Chairman of the Board and/or the Chief Executive Officer of the Company about these recommendations on remuneration policy and structure and remuneration packages.

The Remuneration Committee held three meetings during the year ended 31st December 2019. At the meeting, the Committee reviewed and/or discussed the Directors' remuneration packages (including their service agreements) and bonuses payable and matters concerning share options of a subsidiary, and determined, with delegated responsibility, the change and remuneration packages of all Directors and senior management.

Details of the Directors' remuneration are set out in Note 14 to the consolidated financial statements. In addition, pursuant to the code provision B.1.5, the annual remuneration of a member of the senior management by band for the year ended 31st December 2019 is set out below:

Remuneration band	Number of Individual
HKD2,500,001 – HKD3,000,000	1

Audit Committee

The Audit Committee currently comprises one Non-Executive Director and three Independent Non-Executive Directors, namely Mr. Li Wei, Mr. Pan Xinrong, Mr. Deng Jianxin and Ms. Or Siu Ching, Rerina, among them one Independent Non-Executive Director possesses the appropriate professional qualifications or accounting or related financial management expertise. Mr. Deng Jianxin is the chairman of the Audit Committee. None of the members of the Audit Committee is a former partner of the Company's existing external auditor.

The main duties of the Audit Committee include the following:

- to review the financial statements and reports and consider any significant or unusual items raised by the management, internal auditor or external auditor before submission to the Board;
- to review the relationship with the external auditor with reference to the work performed by the auditor, its independence, fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of external auditor;
- to review the adequacy and effectiveness of the Company's financial reporting system, risk management and internal control systems and associated procedures; and
- to report the findings and make recommendations to the Board for improvements or implementations in relation to the above matters.

董事會轄下委員會 (續)

薪酬委員會 (續)

薪酬委員會每年最少舉行一次會議，以檢討薪酬政策與架構，以及釐定全體董事及高級管理人員之全年薪酬組合及其他相關事宜。薪酬委員會須諮詢董事會主席及／或本公司行政總裁有關薪酬政策與架構及薪酬組合之推薦意見。

截至二零一九年十二月三十一日止年度，薪酬委員會舉行三次會議。在該等會議上，薪酬委員會審閱及／或討論董事之薪酬組合（包括服務合約）及其獎勵花紅、一間附屬公司的購股權事宜，及確定並授權所有董事和高級管理人員的變動及薪酬方案。

董事酬金詳情載列於綜合財務報表附註14。此外，根據守則條文第B.1.5條，截至二零一九年十二月三十一日止年度，高級管理人員年度酬金分級載列如下：

酬金分級	人數
2,500,001 港元 - 3,000,000 港元	1

審核委員會

審核委員會現由一名非執行董事及三名獨立非執行董事組成，分別為李偉先生、潘欣榮先生、鄧建新先生及柯小菁女士，彼等包括一名擁有適當專業資格或會計或相關財務管理專長之獨立非執行董事。鄧建新先生為審核委員會主席。概無審核委員會之成員乃本公司現時外聘核數師之前任合夥人。

審核委員會之主要職責包括下列各項：

- 審閱財務報表及報告，考慮由管理層、內部核數師或外聘核數師提出之任何重大或不尋常事項，然後提交董事會；
- 根據外聘核數師履行之工作、其獨立性、收費及委聘條款，檢討與該核數師之關係，並就委聘、續聘及撤換外聘核數師之事宜，向董事會提出推薦意見；
- 檢討本公司財務報告系統、風險管理及內部監控系統以及相關程序是否足夠及有效；及
- 就上述事項向董事會匯報工作結果，並提出改進或實施之建議。

BOARD COMMITTEES (Continued)

Audit Committee (Continued)

The Audit Committee held four meetings during the year ended 31st December 2019. At these meetings, the Committee reviewed and/or discussed the following:

- (a) the financial results and reports, financial reporting and compliance procedures;
- (b) the reports from the external auditor, management letters and management response;
- (c) the corporate governance matters;
- (d) the matters in relation to the risk management and internal control systems as well as internal audit function; and
- (e) the re-appointment of the external auditor.

The Audit Committee also met the external auditor twice during the year ended 31st December 2019.

There is no material uncertainty relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

There is no disagreement between the Board and the Audit Committee regarding the selection, appointment, resignation or dismissal of external auditor.

The Company's annual results for the year ended 31st December 2019 have been reviewed by the Audit Committee.

Nomination Committee

The Nomination Committee currently comprises the chairman of the Board and two Independent Non-Executive Directors, namely Mr. Wang Weihang, Mr. Pan Xinrong and Mr. Deng Jianxin. Mr. Wang Weihang is the chairman of the Nomination Committee.

The primary functions of the Nomination Committee include the following:

- (a) to review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge, independence and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to assess the independence of Independent Non-Executive Directors; and
- (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the chief executive.

董事會轄下委員會 (續)

審核委員會 (續)

截至二零一九年十二月三十一日止年度，審核委員會舉行四次會議。在該等會議上，審核委員會審閱及/或討論以下各項：

- (甲) 財務業績及報告、財務申報及合規程序；
- (乙) 外聘核數師報告、管理層函件及管理層回應；
- (丙) 企業管治事宜；
- (丁) 有關風險管理及內部監控系統以及內部審核功能之事宜；及
- (戊) 外聘核數師之續聘。

截至二零一九年十二月三十一日止年度，審核委員會亦曾與外聘核數師會面兩次。

現時並無任何可能對本公司之持續經營能力產生重大疑問之重大不明朗事件或狀況。

董事會與審核委員會在篩選、委任、辭任或解僱外聘核數師方面並無意見分歧。

審核委員會已審閱本公司截至二零一九年十二月三十一日止年度之業績。

提名委員會

提名委員會現由董事會主席及兩名獨立非執行董事組成，分別為王維航先生、潘欣榮先生及鄧建新先生。王維航先生為提名委員會主席。

提名委員會之主要職責包括下列各項：

- (甲) 至少每年檢討董事會的架構、人數、組成及多元化(包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識、獨立性及服務年期方面)，並就任何為配合公司的公司策略而擬對董事會作出的變動提出建議；
- (乙) 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- (丙) 評核獨立非執行董事的獨立性；及
- (丁) 就董事委任或重新委任以及董事(尤其是董事會主席及行政總裁)繼任計劃向董事會提出建議。

BOARD COMMITTEES (Continued)

Nomination Committee (Continued)

The Nomination Committee held one meeting during the year ended 31st December 2019. At the meeting, the Committee reviewed and/or discussed the following:

- (a) the structure, size, composition and diversity of the Board;
- (b) the independence of Independent Non-Executive Directors;
- (c) to make recommendation to the Board about the proposed re-election of Directors who were due to retire at the AGM; and
- (d) the time spent by Non-Executive Directors to fulfill their duties.

A set of nomination procedures for selection of candidates for directorship of the Company has been adopted by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of such individuals, the Company's needs and other relevant statutory requirements and regulations.

A nomination policy of the Company (the "Nomination Policy") has been adopted by the Board on 31st December 2018. The key nomination criteria and principles of the Company for the nomination of Directors constitute the Nomination Policy as set out below:

- (a) to review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge, independence and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the chief executive;
- (d) before recommending an appointment, to evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Nomination Committee shall:
 - (i) use such method or methods to facilitate the search as it may deem appropriate;
 - (ii) consider candidates from a wide range of backgrounds; and
 - (iii) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, taking care that candidates have enough time available to devote to the position; and

董事會轄下委員會(續)

提名委員會(續)

截至二零一九年十二月三十一日止年度，提名委員會曾舉行一次會議。在該會議上，提名委員會審閱及／或討論以下各項：

- (甲) 董事會的架構、人數、組成及多元化；
- (乙) 獨立非執行董事的獨立性；
- (丙) 就股東週年大會上建議重選退任之董事向董事會提出建議；及
- (丁) 非執行董事所投入的時間以履行其職責。

提名委員會已採納一套提名程序，參考本公司董事候選人的技能、經驗、專業知識、個人誠信及可撥出時間、本公司的需要及其他相關法定要求及規例而作出遴選。

董事會於二零一八年十二月三十一日採納本公司的提名政策（「提名政策」）。本公司於提名董事時所考慮的主要元素及準則，構成以下提名政策：

- (甲) 至少每年檢討董事會的架構、人數、組成及多元化（包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識、獨立性及服務年期方面），並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；
- (乙) 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- (丙) 就董事委任或重新委任以及董事（尤其是董事會主席及行政總裁）繼任計劃向董事會提出建議；
- (丁) 在建議作出委任之前，評估董事會的技能、知識、經驗和多元化方面的均衡性，並按評估結果，就個別需被委任之董事的角色及所需具備的能力等編制說明文件。在物色適當人選時，委員會應：
 - (i) 採用其認為有助物色人才的適當方法；
 - (ii) 考慮來自各種背景的人選；及
 - (iii) 根據人選本身的條件，並以客觀標準充分顧及董事會成員多元化的裨益來考慮人選，並確保有關人選能投入足夠時間履行有關職務；及

BOARD COMMITTEES (Continued)

Nomination Committee (Continued)

(e) to ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings, where appropriate.

Management Committee

The Management Committee currently comprises one Executive Director and two Non-Executive Directors, namely Mr. Wang Yueou, Mr. Li Wei and Mr. Cui Yong. Mr. Wang Yueou is the chairman of the Management Committee.

The Management Committee is primarily responsible for managing and reviewing the Company's day-to-day operations and financial reporting, and making recommendations in respect of the objectives and strategies of the Group. The Management Committee meets as appropriate and when required to discuss the related issues.

Investment Committee

The Investment Committee currently comprises two Executive Directors and two Independent Non-Executive Directors, namely Mr. Wang Weihang, Mr. Wang Yueou, Mr. Pan Xinrong and Mr. Deng Jianxin. Mr. Wang Weihang is the chairman of the Investment Committee.

The Investment Committee is primarily responsible for identifying and evaluating existing and potential investment opportunities for the Company, and making recommendations to the Board. The Investment Committee meets as and when required to discuss the related issues.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the year ended 31st December 2019.

The Company has also established written guidelines on no less exacting terms than the Model Code (the "Employees Written Guidelines") for securities transactions by employees who are likely to be in possession of unpublished inside information of the Company.

No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

董事會轄下委員會 (續)

提名委員會 (續)

(戊) 在適用情況下確保非執行董事獲委任加入董事會時收到正式聘書，當中列明董事會期望他們付出的時間、在委員會的服務，以及參與董事會會議之外的活動。

管理委員會

管理委員會現由一名執行董事及兩名非執行董事組成，分別為王粵鵬先生、李偉先生及崔勇先生。王粵鵬先生為管理委員會主席。

管理委員會主要負責管理及檢討本公司之日常運作及財務申報程序，並就本集團之目標及策略提供建議。管理委員會於適當及當有需要時均會舉行會議討論有關事項。

投資委員會

投資委員會現由兩名執行董事及兩名獨立非執行董事組成，分別為王維航先生、王粵鵬先生、潘欣榮先生及鄧建新先生。王維航先生為投資委員會主席。

投資委員會主要負責鑑定和評估公司現有和潛在的投資機會並向董事會提出建議。投資委員會當有需要時均會舉行會議討論有關事項。

證券交易之標準守則

本公司已採納上市規則附錄 10 所載之上市發行人董事進行證券交易之標準守則（「標準守則」）。

本公司已向所有董事作出特定查詢，而董事已確定彼等於截至二零一九年十二月三十一日止年度一直遵守標準守則。

本公司亦已就可能掌握本公司之非公布內幕消息之僱員進行證券交易設立不遜於標準守則之書面指引（「僱員書面指引」）。

本公司並無發現任何僱員違反僱員書面指引之事件。

CORPORATE GOVERNANCE FUNCTIONS

The Board has delegated the duties and responsibilities in performing its corporate governance functions to the Audit Committee. The Audit Committee is responsible for corporate governance functions with the following duties:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees; and
- (e) to review the Company's compliance with the Code and disclosure in the Corporate Governance Report.

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 31st December 2019.

The Directors are responsible for overseeing the preparation of financial statements of the Company with a view to ensuring that such financial statements give a true and fair view of the state of affairs of the Group and that relevant statutory and regulatory requirements and applicable accounting standards are complied with.

The Board has received from the management explanation and relevant information which enable the Board to make an informed assessment for approving the financial statements.

AUDITOR'S REMUNERATION

The statement of external auditor of the Company about their reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report" on pages 85 to 89 of this annual report.

The remuneration paid and payable to Grant Thornton Hong Kong Limited, the existing external auditor of the Company, in respect of audit services and non-audit services for the year ended 31st December 2019 amounted to HK\$1,550,000 and HK\$1,011,000 respectively.

企業管治職能

董事會已授權審核委員會履行董事會的企業管治職能的職務及職責。審核委員會負責企業管治職能，職務如下：

- (甲) 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- (乙) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (丙) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (丁) 制定、檢討及監察適用於董事及僱員的操守準則及合規手冊(如有)；及
- (戊) 檢討本公司遵守《守則》的情況及在《企業管治報告》內的披露。

有關財務報表之董事責任

董事確切知悉彼等須負責編製本公司截至二零一九年十二月三十一日止年度之財務報表。

董事負責監督本公司財務報表的編製，以確保該等財務報表真實而公平地反映本集團之事務狀況，並符合相關法規及監管規定及適用會計準則。

董事會已接獲管理層提供的解釋及相關資料，致使董事會就批准財務報表作出知情評估。

核數師酬金

本公司之外聘核數師就彼等呈報財務報表之責任之聲明載於第85至第89頁之「獨立核數師報告」內。

截至二零一九年十二月三十一日止年度，就審核服務及非審核服務向本公司現任外聘核數師致同(香港)會計師事務所有限公司已付及應付之酬金則分別為1,550,000港元及1,011,000港元。

RISK MANAGEMENT AND INTERNAL CONTROL

The main features of the Group's risk management and internal control systems are to provide a clear governance structure, policies and procedures, as well as reporting mechanism to facilitate the Group to manage its risks across business operations.

The Group has established a risk management framework, which consists of the Board of Directors, the Audit Committee and the senior management. The Board has evaluated and determined the nature and extent of risks that shall be taken in achieving the Group's strategic objectives, and has overseen the senior management in the design, implementation and monitoring of the risk management and internal control systems.

The Group has formulated and adopted Risk Management Policy in providing direction in identifying, evaluating and managing significant risks. At least on an annual basis, the senior management identifies risks that would adversely affect the achievement of the Group's objectives, and assesses and prioritises the identified risks according to a set of standardised criteria. Risk mitigation plans and risk owners are then established for those risks considered to be significant.

In addition, the Group has engaged an independent professional advisor to assist the Board and the Audit Committee in ongoing monitoring of internal control systems of the Group. Deficiencies in the design and implementation of internal controls are identified and recommendations are proposed for improvement. Significant internal control deficiencies are reported to the Audit Committee and the Board on a timely basis to ensure prompt remediation actions are taken.

Risk management report and internal control report which covered financial, operational and compliance control for the year ended 31st December 2019, has submitted for the Audit Committee's and the Board's reviews. The Group has an internal audit function in place to provide an independent appraisal of the adequacy and effectiveness of the Group's risk management and internal control systems in accordance with the Code. The Board had performed an annual review on the effectiveness of the Group's risk management and internal control systems during the year, including but not limited to the change, since the last annual review, in nature and extent of significant risk, and the Group's ability to respond to changes in its business and external environment; the scope and quality of management's ongoing monitoring of risk management and internal control systems; the extent and frequency of communication with the Board in relation to monitoring result of risk and internal control review; significant failures or weaknesses identified and their related implications; and the effectiveness of the Company's processes for financial reporting and Listing Rules compliance. The Board considers the Group's risk management and internal control systems are effective and adequate. The Board in particular considers the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions.

The risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

風險管理及內部監控

本集團的風險管理及內部監控系統的特點是提供清晰的治理架構、政策及程序以及彙報機制，以促進本集團管理各業務範疇的風險。

本集團已成立風險管理組織架構，由董事會、審核委員會及高級管理層組成。董事會已評估及釐定本集團達成策略目標時所願意接納的風險性質及程度，董事會亦監督高級管理層對風險管理及內部監控系統的設計、實施及監察。

本集團亦已制定及採納企業風險管理制度以提供有效的辨認、評估及管理重大風險的指引。高級管理層至少每年一次對為本集團實現業務目標帶來負面影響的風險事項進行識別，並通過規範的機制進行評價及排序，對主要風險制定風險緩解計劃及指定風險負責人。

此外，本集團外聘獨立專業機構以協助董事會及審核委員會持續監督本集團的內部監控系統，識別內部控制設計及運行中的缺陷並提出適當的改進意見。如發現嚴重的內部監控缺失，會及時向審核委員會及董事會彙報，且適時跟進，確保情況得以改善。

於截至二零一九年十二月三十一日止年度之風險管理報告和內部監控報告(涵蓋財務、營運及合規監控)已提交審核委員會及董事會審核。本集團已設立內部審核功能，根據《守則》對本集團的風險管理及內部監控系統就有關系統是否足夠及有效作出獨立評估。董事會於年內就本集團的風險管理及內部監控系統是否有效進行一次年度檢討，包括但不限於自上年檢討後重大風險的性質及嚴重程度的轉變、以及本集團應付其業務轉變及外在環境轉變的能力、管理層持續監察風險及內部監控系統的工作範疇及素質、向董事會傳達風險及內部監控審核的監控結果的詳盡程度及次數、期內發生的重大監控失誤或發現的重大監控弱項以及有關影響、本集團有關財務報告及遵守上市規則規定的程序是否有效等。董事會認為本集團風險管理及內部監控系統有效及足夠。董事會特別考慮公司會計、內部審核及財務匯報職能方面之資源、員工資歷及經驗，以及其培訓課程及預算是否足夠。

上述風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險。因此，該等系統只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

RISK MANAGEMENT AND INTERNAL CONTROL

(Continued)

Procedures and Internal Controls for the Handling and Dissemination of Inside Information

The Group complies with requirements of Securities & Futures Ordinance (“SFO”) and the Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the Safe Harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensure that information contained in announcements are not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group’s business performance and strategies. The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through AGMs and other general meetings. The Chairman of the Board, all Executive Directors, Non-Executive Directors, Independent Non-Executive Directors, and the Chairmen of all Board committees or their delegate(s) will make themselves available at each AGM to meet shareholders and answer their enquiries.

The Board has adopted a shareholders’ communication policy setting out the Company’s procedures in providing the shareholders with clear communication and easy access to information about the Company.

The 2019 AGM was held on 22nd May 2019 (the “2019 AGM”). The notice of 2019 AGM was sent to shareholders at least 20 clear business days before the 2019 AGM.

Code provision A.6.7 stipulates that independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the view of shareholders. Two Non-Executive Directors were unable to attend the 2019 AGM due to other commitments.

Code provision E.1.2 stipulates that the chairman of the Board should attend the annual general meeting. The former chairman of the Board, Mr. Li Wei, was unable to attend the 2019 AGM due to other commitments. However, the chairmen of the Remuneration Committee, Audit Committee, Nomination Committee, Management Committee and Investment Committee or their delegate, and the Company’s external auditor have attended the 2019 AGM to answer questions.

風險管理及內部監控(續)

處理及發布內幕消息的程序及內部監控措施

本集團遵循證券及期貨條例(「證券及期貨條例」)和上市規則的規定，本集團於知悉任何內幕消息後，在合理並切實可行的範圍內，會儘快向公眾披露該消息，除非有關消息屬於證券及期貨條例下任何安全港條文的範圍。本集團在向公眾全面披露有關消息前，會確保該消息絕對保密。若本集團認為無法保持所需的機密性，或該消息可能已外泄，會即時向公眾披露該消息。本集團亦致力確保公告中所載的資料在重大事實方面不構成虛假或具誤導性，或鑑以清晰平衡的方式呈現消息(就正面及負面事實需要同等披露而言)不構成令到重大事實遺漏而導致虛假或誤導。

與股東及投資者通訊

本公司認為，與股東有效通訊乃促進投資者關係及投資者了解本集團業務表現及策略的必要元素。本公司致力保持與股東持續對話，尤其透過股東週年大會及其他股東大會與股東溝通。董事會主席、全體執行董事、非執行董事、獨立非執行董事及所有董事委員會主席(或彼等之代表)將出席股東週年大會，與股東見面並回答彼等的提問。

董事會採納一項股東溝通政策，當中載列的程序為股東提供清晰的溝通，以便查閱本公司資料。

二零一九年股東週年大會已於二零一九年五月二十二日舉行(「二零一九年股東週年大會」)。二零一九年股東週年大會通告已於二零一九年股東週年大會舉行前最少二十個完整營業日寄發予股東。

守則條文第A.6.7條規定，獨立非執行董事及其他非執行董事應出席股東大會，並對股東的意見有公正的了解。兩位非執行董事由於其他職務未能出席二零一九年股東週年大會。

守則條文第E.1.2條規定，董事會主席應出席股東週年大會。前任董事會主席李偉先生由於其他職務，未能出席二零一九年股東週年大會。然而，薪酬委員會、審核委員會、提名委員會、管理委員會、投資委員會的主席及/或彼等之代表，以及本公司外聘核數師已出席二零一九年股東週年大會以回答問題。

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS (Continued)

To promote effective communication, the Company maintains a website at <http://www.asl.com.hk>, where extensive information and updates on the Company's business developments and operations, financial information, corporate governance practices and other information are posted.

The Company continues to enhance communication and relationships with its investors. Designated senior management maintains regular dialogue with institutional investors and analysts to keep them abreast of the Company's developments. Enquiries from investors are dealt with in an informative and timely manner.

During the year under review, the Company has not made any changes to its Memorandum of Association and Bye-laws. An updated version of the Company's Memorandum of Association and Bye-laws are available on the websites of the Company and the Stock Exchange.

SHAREHOLDERS' RIGHTS

To safeguard shareholder interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual Directors. Save as provided under the Listing Rules, resolutions put to vote at the general meetings of the Company (other than procedural matters) are taken by poll and poll results will be posted on the websites of the Company and the Stock Exchange after the general meetings.

Convening of Special General Meetings on Requisition by Shareholders

Under Bermuda Companies Act 1981 (the "Companies Act"), shareholders holding in aggregate of not less than one-tenth (10%) of the paid up capital of the Company may convene a SGM by written requisition.

The written requisition, duly signed by the shareholders concerned, must state the purposes of the meeting and must be deposited at the registered office of the Company.

The Company would take appropriate actions and make necessary arrangements, and the shareholders concerned would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Section 74 of the Companies Act once a valid requisition is received.

If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a SGM, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a SGM, but any SGM so convened shall not be held after the expiration of three months from the date of deposit of the requisition.

A SGM so convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.

與股東及投資者通訊(續)

為促進有效溝通，本公司亦設置網頁(網址為 <http://www.asl.com.hk>)，其內將載入有關本公司業務發展及營運、財務資料、企業管治常規及其他資料之詳盡資料及更新。

本公司繼續加強與投資者之通訊及關係。指定之高級管理人員會與機構投資者及分析員維持定期對話，以令彼等瞭解本公司之發展。投資者的查詢會獲提供資料並及時處理。

回顧年內，本公司組織章程大綱及公司細則並無變動。最新本公司組織章程大綱及公司細則可於本公司及聯交所網站查閱。

股東權利

為保障股東權益及權利，本公司將就各重大個別事宜(包括選舉個別董事)於股東大會上提呈獨立決議案。除上市規則規定者外，於本公司股東大會上提呈之決議案(程序事宜除外)將進行投票表決，而投票表決結果將於股東大會結束後在本公司及聯交所網站刊載。

應股東要求召開股東特別大會

根據百慕達一九八一年公司法(「公司法」)，持有本公司合共不少於十分之(10%)繳足股本的股東可提出書面請求，要求召開股東特別大會。

經有關股東正式簽署之書面請求須列明會議目的並須送交本公司註冊辦事處。

本公司將於接獲有效請求後採取適當行動及作出必要安排，而有關股東須根據公司法第74條規定，負責支付進行該等行動及安排所產生的開支。

如董事未能於提交請求日期起計二十一日內正式召開股東特別大會，則要求人，或代表彼等所持總投票權一半以上的任何要求人，可自行召開股東特別大會，惟任何就此召開的股東特別大會不得於提交請求日期起計三個月屆滿後舉行。

由要求人就此召開的股東特別大會須盡可能以由董事召開的同等會議的同樣方式召開。

SHAREHOLDERS' RIGHTS (Continued)

Procedures for Making Proposals at General Meetings by Shareholders

The Companies Act allows certain shareholders to make requisition to the Company to give notice to the shareholders in respect of any resolution which is intended to be moved at AGM of the Company or circulate a statement in respect of any proposed resolution or business to be considered at a general meeting of the Company.

The number of shareholders necessary to put forward such proposal for consideration at a general meeting of the Company shall be:

- (a) either any number of members representing not less than one-twentieth (5%) of the total voting rights of all the shareholders having at the date of the requisition a right to vote at the meeting; or
- (b) not less than 100 shareholders.

The requisition specifying the proposal, duly signed by the shareholders concerned and together with a statement of not more than 1,000 words with respect to the matter referred to in the proposal, must be deposited at the registered office of the Company. The Company would take appropriate actions and make necessary arrangements, and unless the Company otherwise resolves, the shareholders concerned would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Sections 79 and 80 of the Companies Act once valid documents are received.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board of the Company, shareholders may send written enquiries to the Company Secretary who will direct the enquiries to the Board for handling. The contact details of the Company Secretary are as follows:

Contact Details

The Company Secretary
Automated Systems Holdings Limited
15th Floor, Topsail Plaza, 11 On Sum Street, Shatin, New Territories, Hong Kong
Tel: (852) 2601 6998
Fax: (852) 2608 6585
Email: ir@asl.com.hk

For avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

股東權利(續)

股東於股東大會提呈建議之程序

公司法准許若干股東就任何擬於本公司股東週年大會上動議的決議案要求本公司向股東發出通知，或就任何擬於本公司股東大會上提呈的決議案或考慮的事項要求本公司傳閱聲明。

要求於本公司股東大會上提呈動議以供考慮的股東人數須為：

- (甲) 於請求日期佔有權在該大會上投票的全部股東的總投票權中不少於二十分之一(5%)的任何股東人數；或
- (乙) 不少於一百名股東。

經有關股東正式簽署並列明建議的請求連同不多於一千字關於建議內所述事宜的聲明須送交本公司註冊辦事處。本公司將於接獲有效文件後採取適當行動及作出必要安排，而有關股東須根據公司法第79及第80條規定，負責支付進行該等行動及安排所產生的開支，惟本公司另有議決者除外。

向董事會作出查詢

股東如欲向本公司董事會作出任何查詢，可向公司秘書寄發書面查詢，公司秘書會將查詢交予董事會處理。公司秘書之聯絡詳情如下：

聯絡詳情

公司秘書
自動系統集團有限公司
香港新界沙田安心街11號華順廣場15樓
電話：(852) 2601 6998
傳真：(852) 2608 6585
電郵：ir@asl.com.hk

為免生疑，股東須於上述地址存置正式簽署的書面請求、通知或聲明或查詢(視情況而定)之正本及將該等正本郵寄至上述地址，並提供彼等的全名、聯絡詳情及身份，以便本公司回覆。股東資料或會根據法例規定而予以披露。

COMPANY SECRETARY

The Company Secretary, Mr. Ngan Wai Hing (“Mr. Ngan”), a full time employee of the Company, who is responsible for advising the Board through the Chairman of the Board on governance matters and facilitates induction and professional development of Directors. The Company Secretary reports to the Chairman of the Board. All Directors have access to the advice and services of the Company Secretary to ensure that Board procedures, all applicable law, rules and regulations are followed.

The Company has complied with Rule 3.29 of the Listing Rules since Mr. Ngan has undertaken no less than 15 hours of relevant professional training during the year ended 31st December 2019.

On behalf of the Board

Wang Yueou

Chief Executive Officer

Hong Kong, 25th March 2020

公司秘書

公司秘書顏偉興先生（「顏先生」）為本公司之全職僱員，負責透過董事會主席就管治事宜向董事會提供意見，並協助董事就任及專業發展。公司秘書向董事會主席報告。全體董事均可獲公司秘書提供意見及服務，以確保遵守董事會程序以及所有適用法例、規則及規例。

由於顏先生於截至二零一九年十二月三十一日止年度均已接受不少於十五個小時的相關專業培訓，故本公司已遵守上市規則第3.29條。

代表董事會

王粵鵬

行政總裁

香港，二零二零年三月二十五日

Environmental, Social and Governance Report

環境、社會及管治報告

BASIS OF PREPARATION

This Environmental, Social and Governance (“ESG”) report, complying with the “comply or explain” provisions of the ESG Reporting Guide in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “ESG Guide”), provides our stakeholders with an annual update of the Group’s corporate social responsibility performance and gives them a better understanding of it. Unless otherwise stated, the scope of the ESG report covers issues of environmental and social aspects in relation to the Group’s core business operations in Hong Kong headquarters for the year ended 31st December 2019. The ESG report should be read in conjunction with the Company’s annual report, in particular the Corporate Governance Report contained therein.

BUSINESS OF THE GROUP

The Group is dedicated to offering professional and trustworthy information technology (“IT”) services to corporate clients around the world which include solutions consultancy services, application development services, productized solutions, security consultancy services, 24x7 real-time holistic IT security protection, basic infrastructure services, IT operation outsourcing services, corporate-level application outsourcing services and industry applications of Software as a Service (SaaS).

BOARD MANAGEMENT & RESPONSIBILITY

The Company is committed to good corporate governance, which promotes the long-term interests of shareholders and the healthy growth of the Company. The Company’s identifying significant risks related to ESG matters relies on evaluation of management of the Company. The Board has overseen the senior management on their ESG governance and compliance effort. The Company’s risk management measures, which include ESG, consider annually whether the Company’s policies and programs adequately identify and respond to the material ESG risks that it faces. The Company’s risk management and internal control systems are important to the sustainable development of the Company since they help ensuring protection of the Company’s stakeholders, for examples, a series of well-established employment policies to protect the rights of employees, regular trainings to employees for providing of high-quality products and services to customers to maintain sustainable business growth, and the compliance with applicable laws and regulations to maintain a healthy growth of the Company and strengthen the confidence of shareholders and investors in the Company.

The ESG report has been reviewed and approved by the Board.

A. ENVIRONMENTAL ASPECTS

Environmental Policies and Performance

The Group’s Environmental Policy stresses carbon reduction and waste reduction with the principle of “Reduce, Reuse and Recycle” to promote better utilization of environmental resources. To further encourage stakeholder engagement in protecting the environment, the Group is committed to promoting an environmental-friendly ambience among its employees.

編製基礎

本環境、社會及管治（「環境、社會及管治」）報告就符合香港聯合交易所有限公司證券上市規則附錄27《環境、社會及管治報告指引》（「《環境、社會及管治指引》」）「不遵守就解釋」條文向我們的持份者提供本集團企業社會責任表現的年度最新資料及讓他們對其有更深入的了解。除另有指明外，環境、社會及管治報告的範圍涵蓋有關本集團截至二零一九年十二月三十一日止年度位於香港總部的核心業務營運之環境及社會方面之事宜。本環境、社會及管治報告應與本公司年報一併閱讀，尤其是其中所載的《企業管治報告》。

本集團業務

本集團致力為全球客戶提供專業可靠的資訊科技服務（「資訊科技」），包括解決方案諮詢服務、應用程式開發服務及產品化的解決方案、安全諮詢服務、7x24全方位的實時安全科技保障、一般基礎設施服務、資訊科技運營外包服務、企業級的應用程式外包，以及「軟件即服務」（SaaS）的行業化應用。

董事會管理及責任

本公司致力奉行良好企業管治，旨在促進股東長遠利益及本公司的穩健發展。本公司識別環境、社會及管治的相關重大風險基於本公司管理層的評估。董事會負責監督高級管理層對環境、社會及管治的治理及合規工作。本公司每年檢討其風險管理措施，包括環境、社會及管治，以考慮本公司的政策及方案是否足以識別及應對所面臨的重大環境、社會及管治風險。本公司的風險管理及內部監控系統對本公司的可持續發展十分重要，因它們有助確保本公司持份者得到保障，例如，一系列完善的僱傭政策以保障僱員權益、定期培訓員工為客戶提供高質量的產品和服務以保持可持續的業務增長，以及遵守適用之法律及法規以維持本公司穩健發展及增強股東及投資者對本公司的信心。

本環境、社會及管治報告經董事會審閱及審批。

A. 環境層面

環境政策及績效

本集團的環境政策以「減廢、重用及回收」為原則，強調減少碳及廢棄物排放，促進環境資源的有效利用。為進一步鼓勵持份者保護環境，本集團致力於提升員工的環保意識。

In the long run, the Company will enhance its energy saving management in minimizing the usage of lighting, air-conditioning and electronic appliances and track its energy consumption regularly in the coming years.

In the following sections, unless otherwise specified, the environmental data covers the Group's business operations in overseas are excluded from scope as scale of each of them are insignificant as compared to the Group's operation in Hong Kong headquarters. The total floor area coverage and the total employees of the Group's operation in Hong Kong headquarters are 7970 m² and 600 respectively.

A.1 Emissions¹

Our main business being IT services, our environmental impact, on the whole, is relatively low. Our emissions, energy consumption and water consumption mainly come from the use of resources in our offices in Hong Kong. During the year, there was no material non-compliance with applicable legislation or regulations.

Greenhouse gas ("GHG") emissions

During the year, the total GHG emissions in two respective scopes:

- Scope 1: Direct emissions in terms of fuel consumed by corporate vehicles
- Scope 2: Indirect emissions from purchased electricity

The total GHG emissions and intensity in Hong Kong headquarters in 2019 and 2018 are as follows:

Issue 事項		2019 二零一九年	2018 二零一八年
Fuel consumed by corporate vehicles 公司車輛消耗燃料	Total (litre) 總量(公升)	2,186	2,174
Purchased Electricity 購買電力	Total (kWh) 總量(千瓦時)	2,054,077	1,996,265
GHG emissions ² for Scope 1 and 2 屬於範圍1及範圍2的溫室氣體排放 ²	Total (tonnes) 總量(噸)	1,052.74	1023.23
GHG emissions for Scope 1 and 2 per floor area 每平方米樓面面積內屬於範圍1及範圍2的溫室氣體排放	Total (tonnes/m ²) 總量(噸/平方米)	0.1321	0.1284
GHG emissions for Scope 1 and 2 per employee 每名員工於範圍1及範圍2內的溫室氣體排放	Total (tonnes/employee) 總量(噸/員工)	1.7546	1.7054

Notes:

1. Due to our business nature, the significant air emissions of the Group are the GHG emissions, arising mainly from the use of electricity and fuels derived from fossil fuels.
2. GHG emissions data is presented in carbon dioxide equivalent and was based on the reporting requirements of the "Guideline to Account for and Report on Greenhouse Gas Emissions and Removals for Buildings (Commercial, Residential or Institutional Purposes)" issued by the Electrical and Mechanical Services Department and the Environmental Protection Department in Hong Kong.

長遠而言，本公司將於未來幾年透過節約使用照明、空調及電器提高節能管理，並會定期檢查其能源消耗。

由於本集團於各海外業務的營運規模與本集團於香港總部的營運相比並不顯著，因此以下部份並不包括本集團於各海外業務營運之環境數據(除非另有指明)。本集團於香港總部營運覆蓋的樓面總面積及僱員總人數分別為7970平方米及600人。

A.1 排放物¹

我們的主要業務為資訊科技服務，總括而言，我們對環境造成的影響相對較少。我們的排放物、能源消耗及用水量主要源於我們位於香港的辦事處對有關資源的使用。年內並無嚴重違反適用法律或規例。

溫室氣體(「溫室氣體」)排放

年內，溫室氣體的總排放量分別包括兩個範圍：

- 範圍1：公司車輛消耗燃料產生的直接排放
- 範圍2：購買電力產生的間接排放

香港總部於二零一九年及二零一八年溫室氣體的總排放量及密度如下：

		2019 二零一九年	2018 二零一八年
Fuel consumed by corporate vehicles 公司車輛消耗燃料	Total (litre) 總量(公升)	2,186	2,174
Purchased Electricity 購買電力	Total (kWh) 總量(千瓦時)	2,054,077	1,996,265
GHG emissions ² for Scope 1 and 2 屬於範圍1及範圍2的溫室氣體排放 ²	Total (tonnes) 總量(噸)	1,052.74	1023.23
GHG emissions for Scope 1 and 2 per floor area 每平方米樓面面積內屬於範圍1及範圍2的溫室氣體排放	Total (tonnes/m ²) 總量(噸/平方米)	0.1321	0.1284
GHG emissions for Scope 1 and 2 per employee 每名員工於範圍1及範圍2內的溫室氣體排放	Total (tonnes/employee) 總量(噸/員工)	1.7546	1.7054

附註：

1. 由於業務性質使然，本集團的主要氣體排放為溫室氣體排放，主要用由電及使用化石燃料產生。
2. 溫室氣體排放數據以二氧化碳當量呈列，並以香港機電工程署及環保署發布的《建築物(商業、住宅或公共用途)的溫室氣體排放及減除的核算和報告指引》所載的報告要求為基準。

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Waste Management

For the business operations of the Group's major subsidiaries, a standard policy and procedures for handling damaged components and materials have been established to ensure all damaged components and materials are properly identified and handled. For handling hazardous waste produced in Hong Kong, the Company has registered as a Chemical Waste Producer under the Waste Disposal (Chemical Waste) (General) Regulation and sent the waste to specialists for recycling. A scheme named The Producer Responsibility Scheme on waste electrical and electronic equipment implemented by Environmental Protection Department (EPD) is also integrated into our Quality Management System (QMS) and deployed successfully through sufficient briefings and appropriate operational change demonstrated in corresponding procedures and internal audit. The impact and effectiveness of QMS will be reviewed by the management of the Company annually to ensure its continual suitability and alignment with the business strategic direction and related external issues surroundings. There was no material non-compliance with applicable legislation or regulations during the year.

The total hazardous waste and total non-hazardous waste produced in Hong Kong headquarters in 2019 and 2018 are as follows:

Issue 事項		2019 二零一九年	2018 二零一八年
Hazardous waste (i.e. used computers and server batteries) 有害廢棄物(即舊電腦及伺服器電池)	Total (tonnes) 總量(噸)	3.8	3.2
Non-hazardous waste (i.e. used computers and components) 無害廢棄物(即舊電腦及部件)	Total (tonnes) 總量(噸)	85	71

A.2 Use of Resources

Energy Consumption

The total energy consumption, total energy consumption per floor area, total energy consumption per employee and direct energy consumption in terms of electricity in Hong Kong headquarters in 2019 and 2018 are as follows:

Issue 事項		2019 二零一九年	2018 二零一八年
Energy consumption 能源消耗	Total (kWh) 總計(千瓦時)	2,054,077	1,996,265
Energy consumption per floor area 每平方米樓面面積能源消耗	Total (kWh/m ²) 總計(千瓦時/平方米)	257.73	250.47
Energy consumption per employee 每名僱員能源消耗	Total (kWh/employee) 總計(千瓦時/僱員)	3423.46	3327.11

廢棄物管理

對於本集團主要附屬公司的業務營運而言，本公司已制定處理損壞部件及材料的標準政策及程序，以確保正確識別及處理所有損壞的部件及材料。就處理於香港產生的有害廢棄物而言，本公司已根據《廢物處置(化學廢物)(一般)規例》登記為化學廢物產生者，並將廢物送至專門機構回收。環境保護署(EPD)實施名為廢電器電子產品生產者責任計劃也已整合到我們的質量管理體系(QMS)中，並透過充分簡報和適當營運變更於相應程序和內部審計中而成功地展開。本公司的管理層將每年審核質量管理體系的影響和有效性，以確保其持續的適用性並與業務策略方向和相關的外部問題環境一致並行。年內並無嚴重違反適用的法律或規例。

香港總部於二零一九年及二零一八年所產生的有害廢棄物總量及無害廢棄物總量如下：

A.2 資源使用

能源消耗

香港總部於二零一九年及二零一八年的能源消耗總量、每平方米樓面面積能源消耗總量、每名僱員能源消耗總量及用電方面的直接能源消耗如下：

Water Consumption

The total water consumption and total water consumption per floor area in Hong Kong headquarters in 2019 and 2018 are as follows:

Issue 事項		2019 二零一九年	2018 二零一八年
Water consumption 耗水量	Total (m ³) 總計(立方米)	464	431
Water consumption per floor area 每平方米樓面面積耗水量	Total (m ³ /m ²) 總計(立方米/平方米)	0.0582	0.0540

Water management is not a material area for the Group. Much of our water consumption is for basic cleaning and sanitation, as well as certain catering facilities in our offices. The Company encourages all staff to save water.

Since the Group is principally engaged in the delivery of comprehensive one-stop IT services, no significant levels of pollutants were discharged into the air or water and no substantial amount of packaging materials was used during the reporting period. Therefore, disclosures relating to these aspects, as set forth in the ESG Guide, are not applicable to the Group and so have not been made.

During the year, the Company adopted the following procedures in its office to minimizing carbon emission and waste generation:

- Use energy saving light across all office areas
- Utilize electronic communication where applicable such as e-form system, e-leave, e-memo and e-cards for festival greetings
- Use high performance and quality all-in-one "multi-function printers" that incorporate printer, scanner and copier functions into a single device. This can be shared among teams in order to reduce a large number of devices with different functions so as to minimize power consumption and carbon footprint as well as follow-up maintenance
- Send used toner cartridges to specialists for further recycling when feasible
- Redeploy usable and suitable office furniture within the Company to reduce the amount of material going to landfills
- Redeploy usable and suitable computers or notebooks within the Company
- Reuse or recycle computer parts by selection from a team of engineers; for those parts and materials cannot be reused by the Company will be further sent to specialist for further recycling
- Send spent batteries to specialists for recycling

Minimise waste wherever feasible

耗水

香港總部於二零一九年及二零一八年的總耗水量及每平方米樓面面積總耗水量如下：

		2019 二零一九年	2018 二零一八年
Water consumption 耗水量	Total (m ³) 總計(立方米)	464	431
Water consumption per floor area 每平方米樓面面積耗水量	Total (m ³ /m ²) 總計(立方米/平方米)	0.0582	0.0540

用水管理並非本集團的主要範疇。我們的大部份耗水乃用於辦公室內的基本清潔及衛生以及若干餐飲設施。本公司鼓勵全體員工節約用水。

由於本集團主要從事綜合的資訊科技服務，報告期內並無排放大量污染物至空氣或水中，且並無使用大量的包裝材料。因此，《環境、社會及管治指引》中所載的有關上述方面的披露不適用於本集團，及無就此作出相關披露。

年內，本公司於其辦公室採納以下流程以盡量減少碳排放及廢物產生：

- 於辦公室範圍全面使用節能燈
- 適用情況下使用電子通訊，例如電子表格系統、電子請假單、電子備忘錄及電子節日賀卡
- 使用高性能及優質的多合一「多功能打印機」，集打印機、掃描儀及複印機功能於一身，可供各團隊共用以減少大量不同功能的設備，進而盡量減少電力消耗及碳足跡以及後續維修
- 可行情況下將已使用的碳粉匣送交專業人士作進一步回收
- 重新配置本公司內可用及適合的辦公傢俱以減少廢棄物料
- 重新配置本公司內可用及適合的電腦或筆記本
- 重用或回收經工程師團隊甄選的電腦部件，不能由本公司再利用的部件及材料將送交專業人士作進一步回收利用
- 廢電池將交予專業人士作回收

可行情況下盡量減少廢棄物

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A.3 The Environment and Natural Resources

Although the core business of the Group has a minimal impact on the environment and natural resources, we recognize the corporate social responsibility in minimizing the negative environmental impact of our business operations and investment portfolio as our ongoing commitment, in order to achieve a sustainable development for generating long-term values to our stakeholders and community as a whole. We regularly assess the environmental risks of our business, and adopt preventive measures, where necessary, to reduce the risks and ensure the compliance of relevant laws and regulations.

B. SOCIAL ASPECTS

Employment and Labour Practices

The Group values its human capital with a belief that its employees are pivotal to its success in the IT industry. The Group has established a series of policies and measures regarding employment policy, health and safety, development and training, labour standards and workplace quality to provide its employees with a fair and comfortable working environment.

B.1 Employment Policy

The Group ensures our employees in different locations are protected by the law of employment in such jurisdictions and has implemented its comprehensive Employment Policy which comprises recruitment, change of employment in relation to promotion and transfer, working hours, annual leave entitlement, maternity and paternity leave, annual salary review through annual performance appraisal, job-related allowances, insurance schemes, compensation and termination of employment. The Group stresses equal opportunities in relation to recruitment or promotion of an individual, without discrimination against their age, gender, race, family status, sexual orientation, disability, nationality or region. There was no material non-compliance with the Employment Ordinance and other applicable legislation or regulations during the year.

B.2 Health and Safety

Being committed to maintaining a safe and healthy working environment for its employees, the Company has established a safety and health policy and complied with applicable laws regarding safety in the workplace in Hong Kong. For safety measures, the Administrative Department of the Company is responsible for monitoring and reviewing the safety and security management from time to time and performing regular checking in the entire office to ensure furniture, fixtures and fittings are well-maintained and replaced when necessary to avoid unnecessary physical injuries. For health measures, smoking is prohibited in the entire office premises including enclosed offices, conference rooms and other open areas while maintaining proper lighting and ventilation to safeguard employees' health. In addition, first aid kits are available at an easily-accessible location on every floor of the entire office. Policies are also set up to cover the prevention of injuries and illnesses and workplace violence. There was no non-compliance with legislation or regulations related to occupational safety and health during the year.

A.3 環境及天然資源

儘管本集團的核心業務對環境及天然資源的影響甚微，我們盡量減少自身業務經營及投資組合的負面環境影響，並視此為我們的企業社會責任上的持續承諾，以實現可持續發展進而為我們的持份者及社區帶來整體長期價值。我們定期評估自身業務的環境風險，並採納必要的預防措施減少風險及確保遵守相關法律及規例。

B. 社會層面

僱傭及勞工常規

本集團重視其人員資本，深信僱員對其於資訊科技行業取得成功至關重要。本集團已就僱傭政策、健康與安全、發展及培訓、勞工準則及工作場所質素制定一系列政策及措施，以為僱員提供公平及舒適的工作環境。

B.1 僱傭政策

本集團確保我們於不同地區的僱員受其管轄區域的僱傭法律所保障，並已實施全面的僱傭政策，其中包括招聘、有關升遷及調任的僱傭變動、工時、年假資格、產假及侍產假、透過年度表現考核檢討年度薪酬、工作相關補貼、保險計劃、補償及終止僱用。本集團為個人的招聘或升遷提供平等的機會，不會因年齡、性別、種族、家庭狀況、性向、殘疾、國籍或地區產生歧視。年內，概無嚴重不遵守《僱傭條例》或其他適用法律或規例。

B.2 健康與安全

本公司致力於向其僱員提供安全及健康的工作環境，並為此制定安全與健康政策及遵守適用於香港有關安全工作環境的法律。就安全措施而言，本公司行政部門負責不時監督及審閱安全及保安管理，並定期檢查整個辦公室，以確保傢具、裝置及設備均保養良好，並於需要時進行替換，以避免不必要的身體損傷。就健康措施而言，整個辦公室物業（包括間隔辦公室、會議室及其他公共區域）均為禁煙，並保持適當照明及通風，以保障僱員健康。此外，整個辦公室每個樓層均放置便於取用的急救藥箱。政策亦涵蓋預防受傷、疾病及於工作環境的暴力行為。年內，概無不遵守有關職業安全及健康的任何法例及規例的情況。

B.3 Development and Training

The Group understands that training and development are indispensable for its staff to keep abreast of the latest trend in the IT industry and the dynamic pace in the current domestic market. In light of this, the Group provides employees with regular training, development programmes and training sponsorship. For the development of IT staff in Hong Kong, the Company promotes an e-Learning platform to hone their hard and soft skills. For the development of non-IT staff, the Company encourages department heads to work closely in assessing areas of training and development for their subordinates to improve their capabilities and ability in career advancement. Sponsorships are available to employees who have met certain conditions set by the Company.

During the year, the Group spent approximately HK\$1.6 million on staff training in Hong Kong's subsidiaries, and most of them were spent on strengthening staff's competence and aiding them in obtaining qualifications.

B.4 Labour Standard

There was no child nor forced labour in the Group's operations in the reporting period. Meanwhile, each candidate's personal particulars are confirmed during recruitment processes. The Group also ensures a fair recruitment process and working environment without any coercive acts. There was no non-compliance with legislation or regulations related to child labour or forced labour during the year.

Workplace Quality

The Group is concerned about its employees' quality of life and promotes a positive work-life balance. During the year, the Group has organized a few events to enhance work-life balance and to strengthen employee relations. The Group always makes its best endeavours to develop a happy and caring working environment for its employees.

Moreover, the Group is committed to building a family-friendly environment so as to allow its staff to achieve their full potential. During the year, the Group has implemented a series of measures to promote a balance between work and family. In Hong Kong, the Company provides its employees with marriage leave, compassionate leave and welcome red packets to its employees' newborn babies. The Company is also proud of having set up a nursing room with comprehensive facilities and strict privacy in its office to support its breastfeeding employees.

Operating Practices

The Group believes that monitoring and evaluation of the vendors are important management tools to track the business progress and facilitate decision making and, in return, the Group could serve the customers towards their satisfaction through the products and services with the best quality. The Group will continue to maintain the vendor management policy and proactively seek room for improvement.

B.3 發展及培訓

本集團明白培訓及發展對其僱員緊貼資訊科技行業最新趨勢及目前當地市場動態而言不可缺少。因此，本公司為僱員提供定期培訓、發展計劃及培訓資助。就於香港資訊科技員工的發展而言，本公司為彼等提供網絡教學平台，鍛煉彼等的軟硬技能。就非資訊科技員工的發展而言，本公司鼓勵部門主管緊密合作，對下屬的培訓及發展情況進行評估，提高其職業發展能力。符合本公司設定的若干條件之僱員可獲得資助。

年內，本集團於香港附屬公司員工培訓方面支出約1.6百萬港元，其中大部分用於加強員工能力並幫助彼等獲得資格證書。

B.4 勞工標準

於報告期內，本集團業務內概無童工及強迫勞動。同時，於招聘過程中，本集團會確認每名求職者的個人資料。本集團亦確保提供無強迫之公正招聘流程及工作環境。年內，概無不遵守有關童工或強迫勞動法例及規例的情況。

工作環境質量

本集團關切其僱員的生活質量，並致力提升工作與生活的平衡。年內，本集團組織了數個活動以提升工作與生活的平衡及加強員工關係。本集團始終致力為其僱員提供輕鬆愉快的工作環境。

此外，本集團致力營造家庭友善的工作環境，讓員工全面發揮所長。年內，本集團實施了一系列促進工作與家庭平衡的措施。於香港，本公司為僱員提供婚假、喪假及向僱員的新生嬰兒派發歡迎利是。本公司對其配備設施齊全的哺乳室及於辦公室內嚴格保障母乳餵哺僱員的隱私感到自豪。

營運慣例

本集團認為對供應商的監督和評核是重要的管理工具，幫助監察業務進展從而加快決策過程，最終可從產品及服務質量提昇令客戶更滿意。本集團將繼續實行供應商管理政策，並會繼續留意任何改進的空間。

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B.5 Supply Chain Management

The Company's two major Hong Kong subsidiaries, Automated Systems (H.K.) Limited ("ASLHK") and ELM Computer Technologies Limited ("ELM"), are committed to complying with a vendor management policy established for ensuring the quality of services offered. The policy covers the control of vendors, including nomination and evaluation, selection, monitoring, suspension and blacklisting when necessary. A list of approved vendors has been created and updated on an ongoing basis according to procedures clearly stated in the policy. The Company's another major subsidiary.

ASLHK demonstrates our commitment to high standards of quality in provision of supply chain management services in accordance with ISO 9001:2015 from Hong Kong Quality Assurance Agency.

During the year, the Group evaluated the top 15 product vendors for our two major Hong Kong subsidiaries in 2019 in terms of the purchase amount which equal to 75.6% of the total product purchase amount. For service vendors, the Group particularly got the relevant service delivery team(s) involved in selecting, monitoring and performance evaluation of service vendors to ensure the quality of services provided to customers.

In view of increasing environmental concerns in society, the Company is aware of the importance in managing environmental and social risks of its supply chain. The top 10 IT product brands from which ASLHK purchased during the year demonstrated excellent environmental awareness. The IT product brands took initiatives in minimizing their negative operational impacts on the environment and society. The Company will continue to monitor its supply chain in accordance with environmental and social standards.

B.6 Product (Service) Responsibility

Customers' support has been of paramount importance to the Group. The Group therefore put strong emphasis on assuring the quality and reliability of its services.

The Group has implemented its IT Security Policy on the major subsidiaries in Hong Kong over a decade, the policy ensures the confidentiality, integrity and availability of internal and customers' security systems, which addresses security considerations in physical security, access control security, data security, security on application systems, network & communication security, security risk assessment & auditing and security incident management. The Group's relevant staff must comply with regulations in relation to physical security, access control security, data security and network and communication security, which are all covered in the IT Security Policy, to protect the customers' privacy. For redressing security incidents, such as network or systems software malfunctions, the Company has adopted a set of reporting and handling procedures, which are executed by the relevant staff and a Customer Care Unit (the "Unit"). There was no non-compliance with legislation or regulations related to the services provided by the Group during the year.

B.5 供應鏈管理

本公司兩大香港附屬公司自動系統(香港)有限公司(「香港自動系統」)及榆林電腦科技有限公司(「榆林」)致力遵守供應商管理政策，確保所提供服務的質素。該政策涵蓋對供應商的監控，包括有關從提名、評估、甄選、監督、暫停採購並在必要時列入黑名單的程序。我們已根據政策清晰列明的程序創建核准供應商名單並持續對其進行更新。

香港自動系統展示我們對高質量標準的承諾，其供應鏈管理服務取得由香港品質保證局發出的質量管理認證 ISO 9001:2015。

年內，本集團向二零一九年我們兩大香港附屬公司之首十五間購買貨品金額總和相等於 75.6% 總貨品購買金額的供應商進行評審。而服務供應商方面，本集團特別要求相關服務交付團隊須參與甄選、監督服務供應商並評估其表現，從而確保向客戶提供優質服務。

鑒於社會對環境的關注日增，本公司明白管理其供應鏈中的環境及社會風險之重要性。香港自動系統年內向其採購的前十大資訊科技產品品牌已彰顯我們高度的環保意識。該等資訊科技產品品牌已採取措施盡量減輕其營運對環境及社會的負面影響。本公司將繼續遵照環境及社會標準監控其供應鏈。

B.6 產品(服務)責任

客戶的支持對本集團而言至關重要。因此，本集團著重保證其服務的質量及可靠性。

本集團已向於香港的主要附屬公司實施其資訊科技安全政策逾十年。該政策確保內部及客戶安全系統的機密性、完整性及可得性，處理於實體安全、存取控制安全、數據安全、應用系統安全、網絡通訊安全、安全風險評估及審核及安全事故管理的安全考慮。本集團之相關員工必須遵守有關實體安全、存取控制安全、數據安全及網絡通訊安全的規例，以保護客戶私隱，而資訊科技安全政策已涵蓋所有該等方面。就解決安全事故(如網絡或系統軟件故障)而言，本公司已採納一套由相關員工及客戶關懷小組(「小組」)執行的匯報及處理程序。年內，本集團所提供的服務並無未遵守法律或規例的情況。

In addition, the Group has long established a policy with a set of procedures to handle customers' feedbacks or complaints in a professional manner. The Unit reviews the feedbacks or complaints and coordinates relevant teams to address the concerns. The Unit will also escalate the feedbacks or complaints to appropriate level(s) of management if necessary.

Intellectual Property Rights

Regarding intellectual property rights, employees of the Group are reminded that the Group has exclusive ownership of its intellectual property while all materials made or compiled by them in the course of employment is the property of the Group, details of which are set out in Business and Ethical Code of Conduct of the Group or relevant guidelines of its subsidiaries.

Personal Data Protection

In relation to the customers' data protection, the Group requires its staff to handle customers' data in a strictly confidential manner to prevent data leakage, details of which are set out in our IT Security Policy. The staff shall observe and comply with the non-disclosure agreements made with the Group and the agreements entered into between the Group and customers from time to time. Besides, the Group may collect personal data from different parties through the enquiry box on the Company's website, from candidates or employees through recruitment or employment during the year. A privacy policy statement and the relevant personal information collection statements have been set out and uploaded on the Company's website so that relevant parties were timely informed before giving their personal information. During the year, the Company follows the six general principles relating to data protection as set down by the Hong Kong Privacy Commission. During the year, there was no confirmed case or non-compliance with any rules and regulation of the Group as regards the Personal Data (Privacy) Ordinance (Cap.486) and Personal Data (Privacy) (Amendment) Ordinance, as well as any applicable rules and regulations in the United States.

此外，本集團早已制訂包含一套程序的政策，以專業方式處理客戶反饋或投訴。小組負責審閱反饋或投訴，並調配相關團隊處理有關問題。小組亦將於必要時將有關反饋或投訴上報適當的管理層處理。

知識產權

就知識產權而言，本集團僱員已獲悉本集團對其知識財產擁有獨家擁有權，而彼等於僱傭過程中所作出或編撰的所有材料均屬本集團財產，詳情載於本集團的商業道德行為守則或其附屬公司的相關指引。

個人資料保障

就客戶的資料保障而言，本集團要求其員工以絕對保密的方式處理客戶資料，以防資料洩露，有關詳情載於資訊科技安全政策。員工須遵從及遵守其與本集團作出的不予披露協議以及本集團與客戶不時訂立的協議。此外，本集團年內可能透過本公司網站的查詢信箱從各方及透過招聘或僱傭從候選人或僱員收集個人資料。私隱政策聲明及相關個人資料收集聲明已刊登並上載至本公司網站，以便有關方於提供其個人資料之前及時獲悉。年內，本公司遵從香港私隱專員公署所定六項有關資料保護的一般原則。年內，就個人資料(私隱)條例(第486章)及個人資料(私隱)(修訂)條例及任何於美國適用的規則及規例而言，本集團並無任何涉及任何法律及規例的確認個案或違規行為。

Environmental, Social and Governance Report

環境、社會及管治報告

Quality Assurance

For quality assurance, the quality office of the Group has performed quality reviews and internal audit functions monitoring the effectiveness of the corrective actions taken and advised any risk mitigation plans can be taken for years. The Company's two major subsidiaries, ASLHK and ELM, have been confident in their quality management systems, IT service management system and information security management system.

In recent years, our major subsidiaries have been recognised with the following quality achievements:

品質保證

就品質保證而言，多年來，本集團品質部門已執行質量評審及內部審核職能監督所採取糾正措施的成效並建議可採納的任何風險紓解計劃。本公司兩間主要附屬公司香港自動系統及榆林對其質量管理系統、資訊科技服務管理系統及資訊安全管理系統充滿信心。

近年，我們的主要附屬公司已獲授以下品質成就：

Major Subsidiaries 主要附屬公司	Quality Achievement 品質成就	Type of Service Provision 提供服務類別	Awarding Bodies 頒獎機構
ASLHK 香港自動系統	ISO 9001:2015 Quality Management System ISO 9001:2015 品質管理系統	Enterprise Information Technology Services 企業資訊科技服務	Hong Kong Quality Assurance Agency 香港品質保證局
	ISO 9001:2015 Quality Management System ISO 9001:2015 品質管理系統	Supply Chain Management Services on Computer-related Products 電腦相關產品的供應鏈管理服務	Hong Kong Quality Assurance Agency 香港品質保證局
	ISO/IEC 20000-1:2011 IT Service Management System ISO/IEC 20000-1:2011 資訊科技服務管理系統	Service Desk Operation, Hosting Services, Infrastructure Hardware & Software Maintenance Services 服務台操作、託管服務、基礎設施硬件及軟件維護服務	Hong Kong Quality Assurance Agency 香港品質保證局
	ISO/IEC 27001:2013 Information Security Management System ISO/IEC 27001:2013 資訊安全管理系統	Information Security Monitoring Service 資訊安全管理服務	SGS Hong Kong Limited 香港通用檢測認證有限公司
	Capability Maturity Model® Integration for Development (CMMI-DEV) Version 1.3 Maturity Level 3 Capability Maturity Model® Integration for Development (CMMI-DEV) 1.3 版第三級評級	Software Development and Support Services Organization 軟件開發及支援服務組織	CMMI Institute CMMI 研究所
ELM 榆林	ISO 9001:2015 Quality Management System ISO 9001:2015 品質管理系統	IT System Integration, Software Development, Installation and Maintenance Support Services 資訊科技系統整合、軟件開發、安裝及維護支援服務	Hong Kong Quality Assurance Agency 香港品質保證局

B.7 Anti-corruption

The Company has established an anti-corruption policy included in Business and Ethical Code of Conduct of the Group. Employees must not solicit or accept an advantage as a reward or inducement for doing any act or showing favour to any person or corporate without the permission of the Company. Any gifts or souvenirs offered or received shall be reported and passed to the Company. Besides the antibribery policy, employees are encouraged to report without fear of reprisal any business malpractices including questionable accounting and auditing matters. In line with the Group's commitment to anti-corruption, a whistle-blower policy is also placed to allow employees to report any malpractice and misconduct to the Legal Manager of the Company with completed confidentiality. During the year, there was no confirmed case of corruption or non-compliance with any rules and regulation of the Group as regards anti-corruption such as the Prevention of Bribery Ordinance.

A competition compliance policy has also been adopted in the Company's subsidiaries involving business conducted in Hong Kong, of which to prohibit any conduct that prevents, restricts or distorts competition in Hong Kong. During the year, Hong Kong Competition Tribunal handed down a case and found four information technology companies liable for contravening the first conduct rule of the Competition Ordinance by engaging in bid-rigging. As such, several case sharing workshops had been held by the Company for relevant employees to help employees to increase their awareness of the competition compliance policy and the Competition Ordinance. Online training workshop is available on the Company's intranet. Any employees in doubt about the legality of any business activity may consult the Legal Manager of the Company. Employees are also encouraged to make a complaint or disclose any potential violations of such policy in accordance with the Company's whistle-blower policy and procedure. During the year, there was no confirmed case or non-compliance with any rules and regulation of the Group as regards the Competition Ordinance.

Community

B.8 Community investment

Apart from taking the social vulnerable groups into consideration, the Group is dedicated to developing a social responsibility culture among its employees. Our core subsidiary, ASLHK, has long been recognised by the Hong Kong Council of Social Service with "Caring Company Award" under Caring Company Scheme for ten consecutive years. The Group joined Tung Chung Family Walk 2019 and continued in building up its volunteer team during the year.

B.7 反貪污

本公司已制定反貪污政策並收錄於本集團商業及道德行為守則。未經本公司批准，僱員不得擅自索取或收受利益作為報酬或利誘，為任何人士或法團作出任何行為，或使其受惠。所有禮物或紀念品的饋贈或收受必須呈上並向本公司匯報。除反賄賂政策外，本公司鼓勵僱員上報包括可疑的會計和審核事務等不當商業行為，而無需懼怕遭到報復。為配合本集團對反貪污的承諾，本公司亦已實施舉報政策，允許僱員在完全保密的情況下向本公司法務經理上報任何不法行為及不當行為。年內，概無已確認之反貪污案件及不遵守競爭條例等本集團有關的任何規則及規例的情況。年內，概無已確認之反貪污案件及不遵守防止賄賂條例等本集團有關反貪污的任何規則及規例的情況。

本公司所有涉及香港業務的附屬公司均須遵守本公司所制定的競爭條例合規政策。該政策旨在禁止妨礙、限制或扭曲在香港的競爭行為。年內，香港競爭事務審裁處就一宗案件作出裁決，裁定四間資訊科技公司因參與圍標而違反《競爭條例》的第一條行為守則。因此，本公司為相關僱員舉辦了數次案例分享研討會，以幫助僱員提高對競爭條例合規政策和《競爭條例》的意識。本公司的內聯網亦提供網上教學。倘僱員對任何商業活動的合法性存在懷疑，可諮詢本公司法務經理。本公司亦鼓勵僱員按舉報政策及程序作出投訴或披露任何潛在違反該政策的事宜。年內，概無已確認之案件或不遵守本集團有關競爭條例的任何規則及規例。

社區

B.8 社區投資

除關注社會弱勢群體外，本集團亦致力於在僱員間發展社會責任文化。我們的核心附屬公司香港自動系統已連續十年獲得由香港社會服務聯會策動的商界展關懷計劃頒發的「商界展關懷」標誌。年內，本集團參與東涌健步行2019並繼續擴大其義工團隊。

DIRECTORS' REPORT

董事會報告

The Directors present their report and the audited consolidated financial statements for the year ended 31st December 2019.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and provides corporate management services. The principal activities of its major subsidiaries and associates are set out in Notes 48 and 22, respectively, to the consolidated financial statements.

RESULTS AND APPROPRIATION

The results of the Group for the year ended 31st December 2019 are set out in the consolidated statement of profit or loss and consolidated statement of comprehensive income on pages 90 and 91 of the annual report respectively.

The board recommended the payment of a final dividend of 3.0 HK cent per share held by the shareholders of the company whose names appear on the register of members on Friday, 5th June 2020 for the year ended 31st December 2019 (2018: Nil).

The board also recommended the payment of a special dividend of 7.3 HK cent per share held by the shareholders of the company whose names appear on the register of members on Wednesday, 29th April 2020 (2018: Nil).

2020 ANNUAL GENERAL MEETING

The Company will convene the forthcoming annual general meeting on Wednesday, 27th May 2020. For determining the entitlement to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from Friday, 22nd May 2020 to Wednesday, 27th May 2020, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to determine the entitlement to attend and vote at the forthcoming annual general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 21st May 2020.

BUSINESS REVIEW

A fair review of the Group's business during the year, a description of the principal risks and uncertainties facing, particulars of important events affecting the Group that have occurred since the end of the financial year 2019 and an indication of likely future development in the Group's business as required by schedule 5 of the Companies Ordinance (Cap.622) are set out in the "Chairman's Statement", "Chief Executive Officer's Statement" and Note 49 to the consolidated financial statements on pages 8 to 9, 10 to 19 and 214 of the annual report, respectively. For the financial key performance indicators for an understanding of the development, performance or position of the Group's business, it can also be found under the same sections and the financial summary on page 7 of the annual report.

In addition, discussion on the Group's environmental policies and performance, relationships with the Group's key stakeholders as well as compliance with relevant laws and regulations which have significant impact on the Company are set out in the "Environmental, Social and Governance Report" on pages 46 to 55 respectively.

董事提呈彼等截至二零一九年十二月三十一日止年度之報告及經審核之綜合財務報表。

主要業務

本公司主要作為投資控股公司及提供公司管理服務，其主要附屬及聯營公司之主要業務詳情分別載於綜合財務報表附註48及22。

業績及分配

本集團截至二零一九年十二月三十一日止年度之業績分別載於年報第90頁及第91頁之綜合損益賬及綜合全面收益表。

董事會建議向於二零二零年六月五日(星期五)名列股東名冊之本公司股東，派發截至二零一九年十二月三十一日止年度末期股息每股3.0港仙(二零一八年：無)。

董事會亦建議向於二零二零年四月二十九日(星期三)名列股東名冊之本公司股東，派發特別股息每股7.3港仙(二零一八年：無)。

二零二零年股東週年大會

本公司將於二零二零年五月二十七日(星期三)舉行應屆股東週年大會。為釐定出席應屆股東週年大會及於會上投票之權利，本公司將於二零二零年五月二十二日(星期五)至二零二零年五月二十七日(星期三)(包括首尾兩日)止期間暫停辦理股東登記手續，於此期間亦不會辦理股份過戶登記。為了釐定符合有權出席應屆股東週年大會及於會上投票之資格，所有已填妥之過戶文件連同有關股票必須於二零二零年五月二十一日(星期四)下午四時三十分前送達本公司之香港股份過戶登記分處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)辦理登記手續。

業務審視

按《公司條例》第622章附表五規定，對本集團年內業務的中肯審視、面對的主要風險及不明朗因素的描述、於二零一九年財政年度終結後發生、對本集團有影響的重大事件的詳情及本集團業務相當可能有的未來發展的揭示，分別載列於年報第8頁至第9頁、第10頁至第19頁及第214頁之「主席報告」、「行政總裁報告」及綜合財務報表附註49中。而有關了解本集團業務的發展、表現或狀況的財務關鍵表現指標，亦載列於同一部份及年報第7頁之財務摘要。

此外，有關本集團環境政策及表現、本集團與主要持份者的關係以及遵守對本集團有重大影響的相關法律及規例之討論分別載列於第46頁至第55頁之「環境、社會及管治報告」。

BUSINESS REVIEW (Continued)

During the year, the Group was not aware of any non-compliance with any relevant laws and regulations that had a significant impact on it.

To achieve the Company's vision of becoming the most competitive entity in Asia information technology ("IT") sector, strengthening business practices in environmental protection and corporate social responsibilities are always an integral part of the Group's corporate business strategy.

RESERVES

Movements in the reserves of the Group during the year ended 31st December 2019 are set out in the consolidated statement of changes in equity on pages 94 to 95 of the annual report.

As at 31st December 2019, the Group's special reserve and retained earnings totalled approximately HK\$622,286,000 (2018: HK\$484,223,000).

The Company's reserves are available for distribution to the shareholders as at 31st December 2019 included special reserve and retained earnings totaling approximately HK\$78,293,000 (2018: HK\$96,587,000).

PROPERTY, PLANT AND EQUIPMENT

During the year ended 31st December 2019, the Group spent approximately HK\$22,776,000 (2018: HK\$16,390,000) on property, plant and equipment.

Details of these and other movements during the year ended 31st December 2019 in property, plant and equipment of the Group are set out in Note 19 to the consolidated financial statements.

MAJOR SUPPLIERS AND CUSTOMERS

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

During the year ended 31st December 2019, the five largest customers and single largest customer of the Group accounted for approximately 27.8% and 7.6% of the Group's revenue respectively. The five largest suppliers and single largest supplier of the Group accounted for approximately 35.4% and 11.2% of the Group's purchases respectively.

At no time during the year ended 31st December 2019 did a Director, an associate of a Director or a shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the number of the Company's issued shares) had an interest in any of the Group's five largest customers or suppliers.

SHARE CAPITAL

Movements during the year ended 31st December 2019 in share capital of the Company are set out in Note 31 to the consolidated financial statements.

業務審視(續)

年內，本集團並無知悉其未有遵守任何對本集團有重大影響的相關法律及規例。

為實現本公司成為亞洲資訊科技(「資訊科技」)行業最具競爭力的願景，加強在環境保護及企業社會責任的商業實踐一直是本集團企業經營戰略不可或缺的一部分。

儲備

本集團儲備於截至二零一九年十二月三十一日止年度內之變動載於年報第94頁至第95頁之綜合權益變動表。

於二零一九年十二月三十一日，本集團之特別儲備及保留盈利合共約622,286,000港元(二零一八年：484,223,000港元)。

於二零一九年十二月三十一日，本公司可供分派予股東之儲備包括特別儲備及保留盈利合共約78,293,000港元(二零一八年：96,587,000港元)。

物業、廠房及設備

截至二零一九年十二月三十一日止年度內，本集團在物業、廠房及設備方面支付了約22,776,000港元(二零一八年：16,390,000港元)。

上述及截至二零一九年十二月三十一日止年度內其他有關本集團在物業、廠房及設備變動之詳情載於綜合財務報表附註19。

主要供應商及客戶

主要供應商及客戶佔本集團購貨額及銷售額之百分比如下：

截至二零一九年十二月三十一日止年度內，來自五大客戶及最大客戶之收入分別佔本集團總收入約27.8%及7.6%。五大供應商及最大供應商之購貨額分別佔本集團總採購額約35.4%及11.2%。

截至二零一九年十二月三十一日止年度內，本公司之董事、董事之聯繫人士或股東(據董事所知擁有5%以上本公司發行股份數目者)未曾擁有於本集團之五大客戶或供應商之利益。

股本

本公司之股本於截至二零一九年十二月三十一日止年度內之變動載於綜合財務報表附註31。

DIRECTORS' REPORT

董事會報告

DIRECTORS

The Directors of the Company during the year ended 31st December 2019 and up to the date of this report were:

Executive Directors

Wang Weihang
Wang Yueou

Non-Executive Directors

Li Wei
Cui Yong

Independent Non-Executive Directors

Pan Xinrong
Deng Jianxin
Or Siu Ching, Rerina

In accordance with Bye-law 99 of the Company, Mr. Wang Weihang, Mr. Deng Jianxin and Mr. Cui Yong will retire by rotation at the forthcoming annual general meeting and, be eligible, offer themselves for election.

As at the date of this report, each of the Directors has entered into either a service contract or a letter of appointment with the Company. All Directors are subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company.

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

The Company has received, from each of the Independent Non-Executive Directors, an annual confirmation of his/her independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange. The Company considers all of the Independent Non-Executive Directors are independent.

UPDATE ON DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of Directors of the Company are set out below:

Details of changes

Ms. Or Siu Ching, Rerina ("Ms. Or") has been appointed as a senior vice president of Schneider Electric S.E. (collectively with its subsidiaries, referred to as "Schneider Electric"), a company listed on Euronext Paris Stock Exchange (Stock Code: SU), in February 2019. Ms. Or resigned as a director and a president of Schneider Electric (Hong Kong) Limited and a director of certain subsidiaries of Schneider Electric in January 2019.

董事

本公司於截至二零一九年十二月三十一日止年度內及直至本報告日期之董事如下：

執行董事

王維航
王粵鷗

非執行董事

李偉
崔勇

獨立非執行董事

潘欣榮
鄧建新
柯小菁

按照本公司之公司細則第99條，王維航先生、鄧建新先生及崔勇先生將於應屆股東週年大會上輪值告退，並符合資格及願意膺選連任。

於本報告日期，各董事已與本公司訂立服務合約或委任函，惟彼等須根據本公司之公司細則輪值告退及膺選連任。

在應屆股東週年大會上擬膺選連任之董事概無與本公司或其附屬公司訂立本集團不可於一年內在不予賠償（法定賠償除外）的情況下終止的服務合約。

本公司已收取各獨立非執行董事根據聯交所證券上市規則（「上市規則」）第3.13條呈交之年度確認書，確認其獨立性。本公司認為全體獨立非執行董事確屬獨立人士。

更新董事資料

根據上市規則第13.51B(1)條，本公司董事資料之變動載列如下：

變動詳情

柯小菁女士（「柯女士」）於二零一九年二月獲委任為巴黎泛歐證券交易所上市公司施耐德電氣股份有限公司（股份代號：SU）（連同其附屬公司，統稱「施耐德電氣」）之高級副總裁。柯女士於二零一九年一月辭任施耐德電氣（香港）有限公司之董事及總裁和施耐德電氣若干附屬公司之董事。

UPDATE ON DIRECTORS' INFORMATION (Continued)

Details of changes (Continued)

Mr. Wang Weihang ("Mr. Wang") has been appointed as the chairman of the Board and the chairman of the nomination committee of the Company ("Nomination Committee") with effect from the conclusion of the annual general meeting of the Company held on 22nd May 2019 (the "2019 AGM"). In conjunction with the appointment of Mr. Wang as the chairman of the Board and the chairman of the Nomination Committee, Mr. Li Wei ("Mr. Li") has ceased to be the chairman of the Board and the chairman of the Nomination Committee with effect from the conclusion of the 2019 AGM. Mr. Wang has been appointed as a member of the management committee of the Company ("Management Committee") with effect from 31st March 2020.

Mr. Li entered into a renewed secondment agreement with the Company for extending term of one year with effect from 1st July 2019. The annual director's fee payable to Mr. Li is HK\$55,000 for serving on the Board and HK\$480,000 for secondment of monitoring the Group's operation temporarily, which is determined with reference to Mr. Li's duties and responsibilities. Mr. Li resigned as a director of Beijing Teamsun Technology Co., Ltd. ("Teamsun") in January 2020. Besides, Mr. Wang resigned as a non-executive director of the Company, a member of the audit committee of the Company ("Audit Committee"), a member of the remuneration committee of the Company ("Remuneration Committee") and a member of the Management Committee with effect from 31st March 2020.

Mr. Deng Jianxin ("Mr. Deng") resigned as a director of Shandong Bori Bioenergy Co., Ltd., a company listed on the National Equities Exchange and Quotations System in the PRC (Stock Code: 871585.OC) in September 2019. Mr. Deng has been appointed as a member of the Remuneration Committee with effect from 31st March 2020.

Mr. Wang Yueou resigned as a director of Teamsun in February 2020.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in the section headed "Connected and Related Party Transactions" below, no transactions, arrangements or contracts of significance to which the Company, or any of its holding companies or fellow subsidiaries or subsidiaries was a party and in which a Director of the Company or his or her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the year ended 31st December 2019 or at any time during the year ended 31st December 2019.

更新董事資料(續)

變動詳情(續)

王維航先生(「王先生」)獲委任為董事會主席及本公司提名委員會(「提名委員會」)主席，於二零一九年五月二十二日舉行的股東週年大會(「二零一九年股東週年大會」)結束時生效。隨王先生獲委任為董事會主席及提名委員會主席後，李偉先生(「李先生」)不再擔任董事會主席及提名委員會主席，並於二零一九年股東週年大會結束時生效。王先生獲委任為本公司管理委員會(「管理委員會」)成員，於二零二零年三月三十一日生效。

李先生已與本公司訂立更新的借調合同，自二零一九年七月一日起計延期一年。就加入董事會而應付予李先生之每年董事酬金為55,000港元及借調以暫時監察本集團營運之酬金480,000港元，乃按李先生之職責及職務而決定。李先生於二零二零年一月辭任北京華勝天成科技股份有限公司(「華勝天成」)董事。此外，李先生辭任本公司非執行董事、本公司審核委員會(「審核委員會」)成員、本公司薪酬委員會(「薪酬委員會」)成員及管理委員會成員，於二零二零年三月三十一日生效。

鄧建新先生(「鄧先生」)於二零一九年九月辭任中國全國中小企業股份轉讓系統上市公司山東寶力生物質能源股份有限公司(股份代號：871585.OC)董事。鄧先生獲委任為薪酬委員會成員，於二零二零年三月三十一日生效。

王粵鷗先生於二零二零年二月辭任華勝天成董事。

董事之交易、安排或合約權益

除下文「關連及關連人士交易」所披露者外，於截至二零一九年十二月三十一日止年度結算日或該年度內任何時間，董事或其有關連實體並無於本公司、其任何控股公司、同系附屬公司或附屬公司所訂立並對本公司業務而言確屬重要之其他交易、安排或合約中擁有任何直接或間接之重大實益權益。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Pursuant to Rule 8.10 of the Listing Rules, during the year ended 31st December 2019, the following Directors were considered to have interests in the businesses which competed or were likely to compete, either directly or indirectly, with the businesses of the Group, particulars of which are set out below:

董事於競爭業務之權益

根據上市規則第8.10條規定，於截至二零一九年十二月三十一日止年度內，以下董事被認為直接或間接於與本集團業務構成競爭或可能與本集團業務構成競爭之業務中擁有權益，其詳情載列如下：

Name of Director 董事姓名	Name of the entities which were considered to compete or likely to compete with the businesses of the Group 被認為與本集團業務構成或可能構成競爭之實體名稱	Description of businesses of the entities which were considered to compete or likely to compete with the businesses of the Group 被認為與本集團業務構成或可能構成競爭之實體之業務描述	Nature of Director's interest in the entities 董事於該等實體之權益性質
Wang Weihang 王維航	Teamsun 華勝天成	IT product service, application software development, value-added distribution and system integration 資訊科技產品服務、應用程式軟件開發、增值分銷及系統整合	Chairman and president, director and substantial shareholder 董事長兼總裁、董事及主要股東
	Teamsun Technology (HK) Limited ("Hong Kong Teamsun") 華勝天成科技(香港)有限公司 ("香港華勝天成")	Window company of Teamsun in Hong Kong and mainly provides administrative support to the clients of Teamsun in the PRC and Hong Kong 華勝天成駐香港視窗公司，主要向華勝天成之客戶於中國及香港提供行政支援	Sole director 唯一董事
	Certain subsidiaries of Teamsun 華勝天成之若干附屬公司	IT related 相關資訊科技	Director 董事
Wang Yueou 王粵鷗	Teamsun 華勝天成	IT product service, application software development, value-added distribution and system integration 資訊科技產品服務、應用程式軟件開發、增值分銷及系統整合	Director 董事
	Carnation Software Ltd. (a subsidiary of Teamsun) 廣州石竹計算機軟件有限公司 (華勝天成之附屬公司)	IT related 相關資訊科技	Director 董事
Li Wei 李偉	Teamsun 華勝天成	IT product service, application software development, value-added distribution and system integration 資訊科技產品服務、應用程式軟件開發、增值分銷及系統整合	Director 董事
	Certain subsidiaries and associates of Teamsun 華勝天成之若干附屬公司及聯營公司	IT related 相關資訊科技	Director 董事
Cui Yong 崔勇	Teamsun 華勝天成	IT product service, application software development, value-added distribution and system integration 資訊科技產品服務、應用程式軟件開發、增值分銷及系統整合	Director, executive vice president and general manager of the system information product (plate) division 董事、執行副總裁及系統信息產品(板塊)總經理
Deng Jianxin 鄧建新	Shanghai 4Smart Technology Co., Ltd. 上海精運智能科技有限公司	Cloud computation and cloud services 雲計算及雲服務	Chairman 主席

DIRECTORS' INTERESTS IN COMPETING BUSINESS

(Continued)

As the Board is independent from the board of directors of the aforesaid companies, and as none of the above Directors controls the Board, the Group is capable of carrying on its business independently of, and at arm's length from, the businesses of the aforesaid companies.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31st December 2019, the interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) 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 or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were recorded in the register required to be kept by the Company under Section 352 of the SFO; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), to be notified to the Company and the Stock Exchange ("Directors' and Chief Executives' Interests in Shares and Underlying Shares"), were as follows:

(a) Shares

Name of company 公司名稱	Director 董事	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other 其他	Total 總計	Approximate percentage of shareholding 股權概約百分比
The Company 本公司	Li Wei 李偉	412,500 ¹	-	-	-	412,500	0.05%
Teamsun, the ultimate holding company of the Company 華勝天成·本公司之最終控股公司	Wang Weihang 王維航	92,069,358	-	-	41,170,975 ²	133,240,333	12.08%
	Li Wei 李偉	602,520	-	-	-	602,520	0.05%
	Cui Yong 崔勇	480,000	-	-	-	480,000	0.04%

(b) Underlying shares

Name of company 公司名稱	Director 董事	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other 其他	Total 總計	Approximate percentage of shareholding 股權概約百分比
The Company 本公司	Wang Yueou 王粵鵬	4,620,000 ³	-	-	-	4,620,000	0.56%
	Li Wei 李偉	907,500 ³	-	-	-	907,500	0.11%
	Cui Yong 崔勇	1,320,000 ³	-	-	-	1,320,000	0.16%
Grid Dynamics International, Inc. ("Grid Dynamics")	Wang Yueou 王粵鵬	113,190 ⁴	-	-	-	113,190	0.88%

董事於競爭業務之權益 (續)

由於董事會獨立於上述公司之董事會及以上董事概無控制董事會，本集團可獨立於上述公司之業務以公平磋商形式開展其業務。

董事及最高行政人員之股份及相關股份之權益

於二零一九年十二月三十一日，董事及本公司最高行政人員於本公司及其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉(包括根據證券及期貨條例之該等條文被假設或視為擁有之權益或淡倉)；或(b)根據證券及期貨條例第352條本公司須予備存之登記冊所記錄之權益或淡倉；或(c)根據上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之權益或淡倉(「董事及最高行政人員之股份及相關股份之權益」)如下：

(甲)股份

(乙)相關股份

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND UNDERLYING SHARES (Continued)

Notes:

1. Mr. Li Wei exercised his share option to subscribe for 412,500 shares of the Company on 12th July 2018 and 412,500 shares of the Company were allotted on 19th July 2018.
2. 41,170,975 shares of Teamsun were directly held by a trust scheme, of which a company with 51% equity interest holding by Mr. Wang Weihang, Beijing Jianzheng Investment Limited* (北京健正投資有限公司), is one of the founders, which has 100% voting rights of the shares of Teamsun held by the trust scheme. For the purpose of the SFO, Mr. Wang Weihang, being a beneficiary of the trust scheme, is deemed to be interested in 41,170,975 shares of Teamsun.
3. Share options to acquire ordinary shares of the Company under a share option scheme adopted on 13th March 2017, further details of which are set out in section headed "Share Option Schemes" below. The Company adjusted the number of outstanding share options after the completion of the bonus issue on 8th June 2018.
4. Share options to subscribe for shares of common stock of Grid Dynamics ("GDI Share(s)") under a share option scheme of Grid Dynamics adopted on 21st December 2018, further details of which are set out in section headed "Share Option Schemes" below.

Save as disclosed above, as at 31st December 2019, none of the Directors and the chief executives of the Company had any Directors' Interests in Shares and Underlying Shares.

* For identification purpose only

SHARE OPTION SCHEMES

A. 2002 Share Option Scheme

The Company adopted a share option scheme (the "2002 Share Option Scheme") on 8th August 2002. The 2002 Share Option Scheme expired on 7th August 2012. As a result, the Company can no longer grant any further share options under the 2002 Share Option Scheme. However, all share options granted prior to 7th August 2012 will remain in full force and effect. A summary of the 2002 Share Option Scheme is as follows:

The purpose of 2002 Share Option Scheme is to provide incentives and rewards to any employee and/or Director of the Company or any of its subsidiaries. Under the 2002 Share Option Scheme, the Directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares of the Company.

董事及最高行政人員之股份及相關股份之權益(續)

附註：

1. 李偉先生於二零一八年七月十二日行使其購股權以認購412,500股本公司股份，412,500股本公司股份於二零一八年七月十九日配發。
2. 41,170,975股華勝天成股份由一個信託計劃直接持有，王維航先生持有51%股權的公司北京健正投資有限公司為該信託計劃創立人之一，並擁有信託計劃所持有華勝天成股份100%表決權。根據證券及期貨條例，王維航先生為該信託計劃的受益人而被視為於41,170,975股華勝天成股份中擁有權益。
3. 於二零一七年三月十三日採納之購股權計劃項下認購本公司普通股之購股權，有關之進一步詳情載於下文「購股權計劃」一節。於二零一八年六月八日，本公司完成紅股發行後對尚未行使之購股權數目進行調整。
4. 根據Grid Dynamics於二零一八年十二月二十一日採納之Grid Dynamics購股權計劃認購Grid Dynamics普通股股份（「GDI股份」）的購股權，有關之進一步詳情載於下文「購股權計劃」一節。

除上文所述者外，於二零一九年十二月三十一日，概無董事及本公司最高行政人員擁有任何董事之股份及相關股份之權益。

購股權計劃

A. 二零零二年購股權計劃

本公司於二零零二年八月八日採納購股權計劃（「二零零二年購股權計劃」）。二零零二年購股權計劃於二零一二年八月七日屆滿。因此，本公司不得再根據二零零二年購股權計劃進一步授出任何購股權。然而，於二零一二年八月七日前已授出之所有購股權將仍然具有十足效力及效用。二零零二年購股權計劃之概要如下：

二零零二年購股權計劃旨在為本公司或其任何附屬公司的任何僱員及／或董事提供激勵及獎勵。根據二零零二年購股權計劃，本公司董事可向合資格僱員（包括本公司及其附屬公司的董事）授予認購本公司股份的購股權。

SHARE OPTION SCHEMES (Continued)

A. 2002 Share Option Scheme (Continued)

The total number of shares in respect of which options may be granted under the 2002 Share Option Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time. The total number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time. As at the date of this annual report, the total number of shares of the Company available to be issued upon exercise of the outstanding options under the 2002 Share Option Scheme is 727,328, representing 0.09% of total number of issued shares of the Company as at that date.

Options granted must be taken up within 28 days of the date of offer, upon payment of HK\$1 as consideration per grant. There is no general requirement that an option must be held for any minimum period before it can be exercised but the directors of the Company are empowered to impose at its discretion any such minimum period at the time of grant of any particular option. The period during which an option may be exercised will be determined by the directors of the Company at its absolute discretion, save that no option may be exercised more than 10 years after it has been granted.

The exercise price is determined by the Board and shall not be less than the higher of (a) the closing price of the shares of the Company on the Stock Exchange's daily quotation sheets on the date of grant, which must be a business day; (b) the average of the closing prices of the shares of the Company as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant; and (c) the nominal value of a share of the Company. Details of the 2002 Share Option Scheme are set out in Note 38(i) to the consolidated financial statements.

The following table discloses movements in the Company's share options under the 2002 Share Option Scheme during the year:

Participants 參與者	Date of grant 授出購股權日期	Exercise Period 行使期	Adjusted Exercise Price 經調整行使價 HK\$ 港元	Number of Shares to be issued upon exercise of share options 於行使購股權時所發行之股票						
				At 1st January 2019 於二零一九年一月一日	Granted during the year 於年度內授出	Exercised during the year 於年度內行使	Lapsed during the year 於年度內失效	Cancelled during the year 於年度內註銷	Adjusted during the year 於年度內調整	At 31st December 2019 於二零一九年十二月三十一日
Other Employees 其他僱員	19.3.2012	19.3.2013 to 18.3.2022	0.704 ¹	557,100	-	-	-	-	-	557,100
	2.5.2012	2.5.2013 to 1.5.2022	0.728 ¹	170,228	-	-	-	-	-	170,228
Total 合共				727,328	-	-	-	-	-	727,328

購股權計劃(續)

A. 二零零二年購股權計劃(續)

根據二零零二年購股權計劃可授出購股權的股份總數，在任何時間不得超過本公司已發行股份的10%。在任何一年內，可向個人授出的購股權的股份總數，在任何時間不得超過本公司已發行股份的1%。於本年報日期，根據二零零二年購股權計劃尚未行使購股權之可發行的股份總數為727,328股，佔於該日期本公司已發行股份總數的0.09%。

已授出購股權必須於授出日期起計28天內接納，接納每項授出時須支付1港元作為代價。一般並無規定購股權於可行使前須持有之最短時間，惟本公司董事有權酌情於授出任何個別購股權時釐定任何最短之持有期限。購股權可行使之期限將由本公司董事酌情釐定，惟概無購股權可於授出10年後行使。

行使價格乃由董事會釐定，惟將不會少於以下三者中之較高者：(a)本公司股份於授出日期在聯交所每日報價表所列之收市價；(b)本公司股份於緊接購股權授出日期前五個營業日在聯交所每日報價表所列之平均收市價；及(c)一股本公司股份的面值。二零零二年購股權計劃之詳情載於綜合財務報表附註38(i)。

本公司二零零二年購股權計劃項下之購股權於年內之變動如下：

SHARE OPTION SCHEMES (Continued)

A. 2002 Share Option Scheme (Continued)

Notes:

1. The exercise prices of the outstanding share options under the 2002 Share Option Scheme were adjusted as a result of the bonus issue of the Company on 8th June 2018, the details of which are disclosed in the Company's announcement dated 8th June 2018.
2. All of the above share options were vested equally on each of the first, second and third anniversaries of the date of grant.
3. No Director held any share options under the 2002 Share Option Scheme during the year ended 31st December 2019.
4. The weighted average closing price of the share of the Company immediately before the date on which the share options were exercised was not applicable.

B. 2017 Share Option Scheme

The Company adopted a new share option scheme (the "2017 Share Option Scheme") on 13th March 2017. The 2017 Share Option Scheme will expire on 12th March 2027. A summary of the 2017 Share Option Scheme is as follows:

The purpose of the 2017 Share Option Scheme is to enable the Company to grant options to eligible participants as incentives or rewards for their contribution to the Company and/or the subsidiaries to subscribe for ordinary shares of par value HK\$0.10 each of the Company. The eligible participants include any employee, executive or officer of the Company or any of its subsidiaries (including executive, non-executive and independent non-executive directors of each of the abovementioned companies).

The total number of shares of the Company which may be issued upon exercise of all options to be granted under the 2017 Share Option Scheme and any other share option schemes of the Company (if any) shall not in aggregate exceed 10% of the total number of shares of the Company in issue as at 13th March 2017, the date of approval of the adoption of the 2017 Share Option Scheme. The maximum number of shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2017 Share Option Scheme and any other share option schemes of the Company shall not exceed 30% of the total number of shares of the Company in issue from time to time. The total number of shares of the Company available for issue under the 2017 Share Option Scheme is 52,618,335, representing 10% and 6.36% of the total number of shares of the Company in issue as at the date of approval of the adoption of the 2017 Share Option Scheme and as at the date of this annual report, respectively. As at the date of this annual report, the total number of shares of the Company may be issued upon exercise of options which available to be granted under the 2017 Share Option Scheme is 20,198,160, representing 2.44% of total number of issued shares of the Company as at that date.

購股權計劃(續)

A. 二零零二年購股權計劃(續)

附註：

1. 二零零二年購股權計劃項下尚未行使之購股權行使價已因應本公司於二零一八年六月八日發行紅股作調整。詳情披露於本公司日期為二零一八年六月八日之公告內。
2. 上述所有購股權已經於授出日期的第一、第二及第三週年屆滿時等份歸屬。
3. 於截至二零一九年十二月三十一日止年度，概無董事擁有任何二零零二年購股權項下之購股權。
4. 本公司緊接行使購股權日期前股份的加權平均收市價概不適用。

B. 二零一七年購股權計劃

本公司於二零一七年三月十三日採納一項新購股權計劃(「二零一七年購股權計劃」)，二零一七年購股權計劃將於二零二七年三月十二日屆滿，二零一七年購股權計劃概要如下：

二零一七年購股權計劃之目的旨在讓本公司向合資格參與者授出購股權作為彼等對本公司及／或其附屬公司作出貢獻的激勵或獎勵，以認購本公司每股面值0.10港元之普通股。合資格之參與者包括本公司或其任何附屬公司之僱員、行政人員或高級職員(包括上述各公司的執行董事、非執行董事及獨立非執行董事)。

根據二零一七年購股權計劃及本公司任何其他購股權計劃(如有)將予授出的所有購股權獲行使時可發行的本公司股份總數，合共不得超過於二零一七年三月十三日(批准採納二零一七年購股權計劃之日)本公司已發行股份總數之10%。在二零一七年購股權計劃及本公司任何其他購股權計劃項下已授出而尚未行使的全部購股權獲行使時可發行的最高股份數目，不得超過不時已發行股份總數的30%。根據二零一七年購股權計劃可發行的本公司股份總數為52,618,335股，分別佔於批准採納二零一七年購股權計劃之日及於本年報日期本公司已發行股份總數之10%及6.36%。於本年報日期，根據二零一七年購股權計劃可供授出購股權予以行使時發行之本公司股份總數為20,198,160股，佔於該日期本公司已發行股份總數的2.44%。

SHARE OPTION SCHEMES (Continued)

B. 2017 Share Option Scheme (Continued)

Unless approved by the shareholders of the Company, the total number of shares issued and to be issued upon exercise of the options granted to each eligible participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the total number of shares of the Company in issue.

Options granted must be taken up within 28 days of the date of offer, upon payment of HK\$1 as consideration per grant. The Board may at its absolute discretion impose any minimum period for which an option must be held before it can be exercised and/or any performance targets which must be achieved by the eligible participant before the option can be exercised. The period during which an option may be exercised will be determined by the Directors at its absolute discretion, save that no option may be exercised more than 10 years after it has been granted.

The exercise price is determined by the Board, and shall be at least the higher of (a) the closing price of the shares of the Company on the Stock Exchange's daily quotation sheets on the date an offer is made; (b) the average of the closing prices of the shares of the Company on the Stock Exchange for the five business days immediately preceding the date an offer is made; and (c) the nominal value of a share of the Company. Details of the 2017 Share Option Scheme are set out in Note 38(ii) to the consolidated financial statements.

The following table discloses movements in the Company's share options under the 2017 Share Option Scheme during the year:

Participants	Date of grant 授出購股權日期	Vesting Period and Exercise Period 歸屬期及行使期	Exercise Price 行使價 HK\$ 港元	Number of Shares to be issued upon exercise of share options 於行使購股權時所發行之股票						
				At 1st January 2019 於二零一九年一月一日	Granted during the year 於年度內授出	Exercised during the year 於年度內行使	Lapsed during the year 於年度內失效	Cancelled during the year 於年度內註銷	Adjusted during the year 於年度內調整	At 31st December 2019 於二零一九年十二月三十一日
Directors 董事										
Wang Yueou 王粵鵬	31.3.2017	(Note 2) (附註2)	0.970 ¹	4,620,000	-	-	-	-	-	4,620,000
Li Wei 李偉	31.3.2017	(Note 2) (附註2)	0.970 ¹	907,500	-	-	-	-	-	907,500
Cui Yong 崔勇	31.3.2017	(Note 2) (附註2)	0.970 ¹	1,320,000	-	-	-	-	-	1,320,000
Other Employees 其他僱員										
	31.3.2017	(Note 2) (附註2)	0.970 ¹	17,014,800	-	(111,375)	(693,825)	-	-	16,209,600
	28.4.2017	(Note 2) (附註2)	0.909 ¹	7,260,000	-	-	-	-	-	7,260,000
	13.12.2017	(Note 2) (附註2)	0.867 ¹	1,665,600	-	-	(218,400)	-	-	1,447,200
Total 合共				32,787,900	-	(111,375)	(912,225)	-	-	31,764,300

購股權計劃(續)

B. 二零一七年購股權計劃(續)

除獲本公司股東批准外，於任何12個月期間內授予每位合資格參與者的購股權(包括已行使及尚未行使的購股權)獲行使而發行及將予發行的股份總數，不得超過本公司已發行股份總數的1%。

已授出購股權必須於授出日期起計28天內接納，接納每項授出時須支付1港元作為代價。董事會可全權酌情施加於購股權可予行使前合資格參與者須持有購股權之任何最短期限及/或購股權可予行使前合資格參與者須達致之任何表現目標。可行使購股權之期限將由本公司董事全權酌情釐定，惟任何購股權一律不得於授出日期起計10年過後行使。

行使價乃由董事會釐定，惟將不會少於以下三者中之較高者：(a)本公司股份於提出要約之日期在聯交所每日報價表所列之收市價；(b)本公司股份於緊接購股權授出日期前五個營業日在聯交所每日報價表所列之平均收市價；及(c)一股本公司股份的面值。二零一七年購股權計劃之詳情載於綜合財務報表附註38(ii)。

本公司二零一七年購股權計劃項下之購股權於年度內之變動如下：

SHARE OPTION SCHEMES (Continued)

B. 2017 Share Option Scheme (Continued)

Notes:

- The exercise prices of outstanding share options under the 2017 Share Option Scheme were adjusted as a result of the bonus issue of shares of the Company on 8th June 2018, the details of which are disclosed in the Company's announcement dated 8th June 2018.
- On 31st March 2017, the Company granted share options to certain eligible participants under the 2017 Share Option Scheme to subscribe for a total of 19,140,000 shares of the Company at the exercise price of HK\$1.28. The share options are divided into four tranches, each of which consists of one fourth of the share options and is associated with performance targets within a specific financial period, the details of which are disclosed in the Company's announcement dated 31st March 2017.

On 28th April 2017, the Company granted share options to certain eligible participants under the 2017 Share Option Scheme to subscribe for a total of 6,500,000 shares of the Company at the exercise price of HK\$1.20. The share options are divided into four tranches, each of which consists of one fourth of the share options and is associated with performance targets within a specific financial period, the details of which are disclosed in the Company's announcement dated 28th April 2017.

On 13th December 2017, the Company granted share options to certain eligible participants under the 2017 Share Option Scheme to subscribe for a total of 1,388,000 shares of the Company at the exercise price of HK\$1.04. The share options are divided into four tranches, each of which consists of one fourth of the share options and is associated with performance targets within a specific financial period, the details of which are disclosed in the Company's announcement dated 13th December 2017.

The vesting period and exercise period of each tranche of the share options granted on 31st March 2017, 28th April 2017 and 13th December 2017, respectively, are as follows:

Date of grant 授出日期	Tranches 批次	Vesting Period 歸屬期	Exercise Periods 行使期	Percentage of options of each tranche shall be exercisable 各批購股權 可予行使之百分比
31.3.2017	First tranche 第一批	31.3.2017 to 至 1.4.2019	31.3.2017 to 至 30.3.2027	50%
			1.4.2018 to 至 30.3.2027	25%
			1.4.2019 to 至 30.3.2027	25%
	Second tranche 第二批	28.3.2018 to 至 1.4.2020	28.3.2018 to 至 30.3.2027	50%
			1.4.2019 to 至 30.3.2027	25%
			1.4.2020 to 至 30.3.2027	25%
	Third tranche 第三批	20.3.2019 to 至 1.4.2021	20.3.2019 to 至 30.3.2027	50%
			1.4.2020 to 至 30.3.2027	25%
			1.4.2021 to 至 30.3.2027	25%
	Fourth tranche 第四批	25.3.2020 to 至 1.4.2022	25.3.2020 to 至 30.3.2027	50%
			1.4.2021 to 至 30.3.2027	25%
			1.4.2022 to 至 30.3.2027	25%

購股權計劃(續)

B. 二零一七年購股權計劃(續)

附註：

- 二零一七年購股權項下授出而尚未行使之購股權行使價已因應本公司於二零一八年六月八日發行紅股作調整，詳情披露於本公司日期為二零一八年六月八日之公告內。
- 於二零一七年三月三十一日，本公司根據二零一七年購股權計劃向若干合資格參與者授出購股權，以認購合共19,140,000股本公司股份，行使價為1.28港元。授出之購股權分作四批，每批包括四分之一之購股權及與特定財務期間內之表現目標有關，詳情披露於本公司日期為二零一七年三月三十一日之公告內。

於二零一七年四月二十八日，本公司根據二零一七年購股權計劃向若干合資格參與者授出購股權，以認購合共6,500,000股本公司股份，行使價為1.20港元。授出之購股權分作四批，每批包括四分之一之購股權及與特定財務期間內之表現目標有關，詳情披露於本公司日期為二零一七年四月二十八日之公告內。

於二零一七年十二月十三日，本公司根據二零一七年購股權計劃向若干合資格參與者授出購股權，以認購合共1,388,000股本公司股份，行使價為1.04港元。授出之購股權分作四批，每批包括四分之一之購股權及與特定財務期間內之表現目標有關，詳情披露於本公司日期為二零一七年十二月十三日之公告內。

分別於二零一七年三月三十一日、二零一七年四月二十八日及二零一七年十二月十三日授出之各批購股權之歸屬期及行使期如下：

SHARE OPTION SCHEMES (Continued)

B. 2017 Share Option Scheme (Continued)

Notes: (Continued)

2. (Continued)

Date of grant 授出日期	Tranches 批次	Vesting Period 歸屬期	Exercise Periods 行使期	Percentage of options of each tranche shall be exercisable 各批購股權 可予行使之百分比
28.4.2017	First tranche 第一批	1.6.2018 to 至 1.6.2020	1.6.2018 to 至 27.4.2027	50%
			1.6.2019 to 至 27.4.2027	25%
			1.6.2020 to 至 27.4.2027	25%
	Second tranche 第二批	1.6.2019 to 至 1.6.2021	1.6.2019 to 至 27.4.2027	50%
1.6.2020 to 至 27.4.2027			25%	
1.6.2021 to 至 27.4.2027			25%	
Third tranche 第三批	1.6.2020 to 至 1.6.2022	1.6.2020 to 至 27.4.2027	50%	
		1.6.2021 to 至 27.4.2027	25%	
		1.6.2022 to 至 27.4.2027	25%	
Fourth tranche 第四批	1.6.2021 to 至 1.6.2023	1.6.2021 to 至 27.4.2027	50%	
		1.6.2022 to 至 27.4.2027	25%	
		1.6.2023 to 至 27.4.2027	25%	
13.12.2017	First tranche 第一批	1.4.2019 to 至 1.4.2021	1.4.2019 to 至 12.12.2027	50%
			1.4.2020 to 至 12.12.2027	25%
			1.4.2021 to 至 12.12.2027	25%
	Second tranche 第二批	1.4.2020 to 至 1.4.2022	1.4.2020 to 至 12.12.2027	50%
1.4.2021 to 至 12.12.2027			25%	
1.4.2022 to 至 12.12.2027			25%	
Third tranche 第三批	1.4.2021 to 至 1.4.2023	1.4.2021 to 至 12.12.2027	50%	
		1.4.2022 to 至 12.12.2027	25%	
		1.4.2023 to 至 12.12.2027	25%	
Fourth tranche 第四批	1.4.2022 to 至 1.4.2024	1.4.2022 to 至 12.12.2027	50%	
		1.4.2023 to 至 12.12.2027	25%	
		1.4.2024 to 至 12.12.2027	25%	

- The offer for a total number of 6,500,000 options was made to eligible participants, in which an offer of 1,000,000 options was not accepted by an eligible participant, pursuant to the 2017 Share Option Scheme, the offer of these options was automatically lapsed and became null and void.
- The closing prices of the shares of the Company immediately before 31st March 2017, 28th April 2017 and 13th December 2017 on which the share options were granted under the 2017 Share Option Scheme were HK\$1.25, HK\$1.08 and HK\$0.90 per share of the Company, respectively.
- The weighted average closing price of the share of the Company immediately before the dates on which the share options were exercised was HK\$1.05.

購股權計劃(續)

B. 二零一七年購股權計劃(續)

附註：(續)

2. (續)

- 就向合資格參與者授出總數6,500,000股購股權的要約，其中1,000,000股購股權的要約未被一名合資格參與者接納，根據二零一七年購股權計劃，該購股權要約會自動失效，並作廢及無效。
- 於緊接二零一七年三月三十一日、二零一七年四月二十八日及二零一七年十二月十三日根據二零一七年購股權計劃授出購股權前，本公司股份收市價分別為每股1.25港元、1.08港元及0.90港元。
- 本公司緊接行使購股權日期前股份的加權平均收市價為1.05港元。

SHARE OPTION SCHEMES (Continued)

C. Share Option Scheme of a subsidiary of the Company

Grid Dynamics, an indirect subsidiary of the Company, adopted a share option scheme (the "GDI Share Option Scheme") on 21st December 2018. The GDI Share Option Scheme will be expired on 20th December 2028. A summary of the GDI Share Option Scheme is as follows:

The purpose GDI Share Option Scheme is to advance the interests of Grid Dynamics and its shareholders by providing an incentive to attract, retain and reward persons performing services for Grid Dynamics, its parent companies or subsidiaries (the "Participating Company Group") and by motivating such persons to contribute to the growth and profitability of Grid Dynamics. The participants include employees, consultants and directors of the Participating Company Group.

The total number of shares which may be issued upon exercise of all options to be granted under the GDI Share Option Scheme and any other share option schemes of Grid Dynamics which, unless otherwise permitted under the Listing Rules, must not in aggregate exceed 10% of the total number of GDI Shares in issue as at 21st December 2018, the date of approval of the adoption of the GDI Share Option Scheme. Grid Dynamics may seek approval by its shareholders and the shareholders of the Company in general meeting to refresh the 10% limit such that the total number of the GDI Shares which may be issued upon exercise of all Options to be granted under the GDI Share Option Scheme and any other share option schemes of Grid Dynamics under the limit as "refreshed" shall not exceed 10% of the total number of the GDI Shares in issue as at the date of approval to refresh such limit. Grid Dynamics may seek separate approval by its shareholders and the shareholders of the Company in general meeting for granting options beyond the 10% limit above, provided that the Options in excess of such limit are granted only to participants specifically identified by Grid Dynamics and the Company before such approval is sought.

Unless approved by the shareholders of the Company, the aggregate number of GDI Shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the GDI Shares in issue (the "Single Participant Limit").

Option shall be deemed to have been granted and accepted by the participants and to have taken effect when the duplicate of the stock option agreement comprising acceptance of the offer has been duly signed by the participants within 28 days. No payment is required to accept an offer.

購股權計劃(續)

C. 本公司一間附屬公司之購股權計劃

本公司之間接附屬公司Grid Dynamics於二零一八年十二月二十一日採納一項購股權計劃(「GDI購股權計劃」)。GDI購股權計劃將於二零二八年十二月二十日屆滿，GDI購股權計劃簡介如下：

GDI購股權計劃之目的旨在透過激勵以吸引、保留及獎勵向Grid Dynamics、其母公司及附屬公司(「參與公司集團」)提供服務之人士，並透過激勵有關人士為Grid Dynamics的增長及盈利作出貢獻，從而提高Grid Dynamics及其股東之利益。合資格之參與者包括參與公司集團之僱員、顧問及董事。

根據GDI購股權計劃及Grid Dynamics任何其他購股權計劃將予授出的所有購股權獲行使時可發行的股份總數，合共不得超過於二零一八年十二月二十一日(即批准採納GDI購股權計劃當日)已發行股份總數的10%。Grid Dynamics可尋求其股東及本公司股東於股東大會上批准更新10%上限，但按照「經更新」上限根據GDI購股權計劃及Grid Dynamics任何其他購股權計劃將予授出的所有購股權獲行使時可發行的股份總數，不得超過批准更新該上限當日已發行股份總數的10%。Grid Dynamics可另行尋求其股東及本公司股東於股東大會上批准，以授出超過10%上限的購股權，但超出該上限的購股權僅可授予Grid Dynamics及本公司尋求有關批准前特別確認的參與者。

除獲股東批准外，於任何12個月期間內因授予每位合資格參與者的購股權(包括已行使及尚未行使的購股權)獲行使而發行及將予發行的GDI股份總數，不得超過已發行GDI股份總數的1%(「個別參與者限額」)。

倘購股權協議之副本(包括接納要約)經參與者於28天內正式簽署，則購股權應被視為已授出並獲參與者接納以及生效。毋須就接納要約付款。

SHARE OPTION SCHEMES (Continued)

C. Share Option Scheme of a subsidiary of the Company (Continued)

The board of directors of Grid Dynamics (the "GDI Board") shall have the full and final power and authority, in its discretion, to determine any minimum period for which an option must be held before it can be exercised and/or any performance targets which must be achieved before an option can be exercised.

The options will be exercisable until the expiration of ten (10) years after the effective date of grant of such option, or such other applicable date (i.e. no incentive stock option granted to a person who, at the time an option is granted to such person, owns stock possessing more than ten percent (10%) of the total combined voting power of all classes of stock of the Participating Company Group, shall be exercisable after the expiration of five (5) years after the effective date of grant of such option, and with the exception of (i) an option granted to an officer, a director of the Participating Company Group (the "GDI Scheme Director") or a consultant, a person engaged to provide consulting or advisory services (other than as an employee or a GDI Scheme Director) to the Participating Company Group and (ii) an option that is exercisable based on the accomplishment of specific performance-based milestones, no option shall become exercisable at a rate less than twenty percent (20%) per year over a period of five (5) years from the effective date of grant of such option, subject to the participant's continued service).

The exercise price for each option will be determined by the GDI Board and shall be not less than the fair market value of a GDI Share, as determined by an independent third party valuation company engaged by GDI, on the effective date of grant of the Option. Notwithstanding the foregoing, an option may be granted with an exercise price lower than the minimum exercise price set forth above if such option is granted pursuant to an assumption or substitution for another option in a manner qualifying under the provisions of Section 424(a) of the Internal Revenue Code of 1986. However, the exercise price of options to be granted after the Company has resolved to seek a separate listing of Grid Dynamics on any stock exchange and up to the listing date of Grid Dynamics must be not lower than the new issue price (if any).

Details of the GDI Share Option Scheme are set out in Note 38(iii) to the consolidated financial statements.

購股權計劃(續)

C. 本公司一間附屬公司之購股權計劃(續)

Grid Dynamics 董事會(「GDI 董事會」)擁有酌情完全及最終權力和權限決定購股權在行使前所須持有之最短期限和/或在行使購股權前必須達到的任何業績目標。

購股權將可予行使直至有關購股權生效日期後十(10)年屆滿, 或有關其他適用日期(即向百分之十股東授出的激勵購股權在有關購股權授出生效日期後五(5)年屆滿後不得行使, 惟以下情況除外: (i) 購股權乃授予高級職員、參與公司集團之董事(「GDI 計劃董事」)或顧問(除僱員或 GDI 計劃董事外的獲委聘向參與公司集團提供顧問或諮詢服務的人士)及(ii) 購股權可否行使乃基於完成特定的業績里程碑而定, 在參與者繼續提供服務的情況下, 自有關購股權授出生效日期起五(5)年期限內任何購股權不得以低於每年百分之二十(20%)的比率行使)為止。

每份購股權的行使價應由 GDI 董事會酌情釐定; 然而, 購股權的每股行使價不得低於 GDI 股份於授出購股權生效日期的公平市值。儘管有上述規定, 但倘購股權按符合一九八六年美國國內稅收法第 424(a) 條規定的方式, 根據另一種購股權的假設或替代授出, 則該購股權可以低於上文所述之最低行使價的行使價授出。然而, 於本公司已決議尋求 Grid Dynamics 於任何證券交易所單獨上市後及直至 Grid Dynamics 上市日期期間授出的購股權行使價不得低於新發行價(如有)。

GDI 購股權計劃之詳細內容載於綜合財務報表附註 38(iii)。

SHARE OPTION SCHEMES (Continued)

購股權計劃(續)

C. Share Option Scheme of a subsidiary of the Company
(Continued)

C. 本公司一間附屬公司之購股權計劃(續)

The following table discloses movements in the share options under the GDI Share Option Scheme during the year:

GDI購股權計劃項下之購股權於年度內之變動如下：

Participants 參與者	Date of grant 授予日期	Vesting Period and Exercise Period 歸屬日期和行使日期	Exercise Price 行權價格 US\$ 美元	Number of GDI Shares to be issued upon exercise of share options 行使購股權時將發行之GDI股份數量						
				At 1st January 2019 於二零一九年一月一日	Granted during the year 於年內授予	Exercised during the year 於年內行使	Lapsed during the year 於年內屆滿	Cancelled during the year 於年內取消	Adjusted during the year 於年內調整	At 31st December 2019 於二零一九年十二月三十一日
Director of the Company 公司董事										
Wang Yueou 王粵鷗	21.12.2018	(Note 1) (附註1)	7.54	90,000	-	-	-	-	-	90,000
	22.05.2019	(Note 4) (附註4)	7.55	-	23,190	-	-	-	-	23,190
Excess Single Participant Limit 超出個別參與者限制之參與者										
Leonard Livschitz ²	21.12.2018	(Note 1) (附註1)	7.54	937,500	-	-	-	-	-	937,500
	22.05.2019	(Note 4) (附註4)	7.55	-	241,568	-	-	-	-	241,568
Victoria Livschitz ²	21.12.2018	(Note 1) (附註1)	7.54	300,000	-	(150,000)	-	-	-	150,000
	22.05.2019	(Note 4) (附註4)	7.55	-	77,301	(11,025)	-	-	-	66,276
Yury Gryzlov ²	21.12.2018	(Note 1) (附註1)	7.54	150,000	-	-	-	-	-	150,000
	22.05.2019	(Note 4) (附註4)	7.55	-	38,650	-	-	-	-	38,650
Stan Klimoff	21.12.2018	(Note 1) (附註1)	7.54	120,000	-	(60,000)	-	-	-	60,000
	22.05.2019	(Note 4) (附註4)	7.55	-	30,920	(4,410)	-	-	-	26,510
Vadim Kozyrkov	21.12.2018	(Note 1) (附註1)	7.54	120,000	-	-	-	-	-	120,000
	22.05.2019	(Note 4) (附註4)	7.55	-	30,920	-	-	-	-	30,920
Max Martynov	21.12.2018	(Note 1) (附註1)	7.54	120,000	-	-	-	-	-	120,000
	22.05.2019	(Note 4) (附註4)	7.55	-	30,920	-	-	-	-	30,920
Employees of GDI GDI僱員	21.12.2018	(Note 1) (附註1)	7.54	412,500	-	-	-	-	-	412,500
	22.05.2019	(Note 4) (附註4)	7.55	-	103,716	-	-	-	-	103,716
Others 其他	22.05.2019	(Note 3) (附註3)	7.54	-	20,000	-	-	-	-	20,000
	22.05.2019	(Note 4) (附註4)	7.55	-	5,154	-	-	-	-	5,154
Total 總計				2,250,000	602,339	(225,435)	-	-	-	2,626,904

SHARE OPTION SCHEMES (Continued)

C. Share Option Scheme of a subsidiary of the Company (Continued)

Notes:

- On 12th November 2018 (Pacific Time), GDI Board proposed to granted shares options to 57 participants under the GDI Share Option Scheme to subscribe for up to 2,250,000 GDI Shares at the exercise price of US\$7.54 per share (the "Exercise Price"). The grant of share options exceeding the Scheme Mandate Limit was approved by the shareholders of the Company at the special general meeting held on 21st December 2018 (the "SGM"). Among the abovementioned Options: (i) Options to subscribe for 2,127,500 GDI Shares were granted to 16 grantees who are directors of Grid Dynamics or senior management of Participating Company Group and are so granted in such capacity (the "GDI Senior Management Grant"); and (ii) Options to subscribe for 122,500 GDI Shares were granted to 41 grantees who were so to be granted in their capacity as employees and/or officers of the Participating Company Group (the "GDI Employees Grant"). Options of the above Grants are divided into four tranches. There will be no performance target which much be achieved before the unvested options may be exercised, the details of which are disclosed in the Company's announcements dated 21st December 2018 and 18th March 2019, respectively.

The vesting period and exercise period of the share options granted on 21st December 2018 under the GDI Senior Management Grant are as follows:

Date of grant (Pacific Time) 授予日期(太平洋時間)	Tranches 批次	Vesting Period 歸屬期	Exercise Period 行使期	Percentage of options of each tranche shall be exercisable 每批購股權之可行使百分比
21.12.2018	First tranche 第一批	12.11.2018	12.11.2018 to 至 11.11.2028	25%
	Second tranche 第二批	1.1.2019	1.1.2019 to 至 11.11.2028	25%
	Third tranche 第三批	1.1.2020	1.1.2020 to 至 11.11.2028	25%
	Fourth tranche 第四批	1.1.2021	1.1.2021 to 至 11.11.2028	25%

Immediately prior to the consummation of a change in control of Grid Dynamics (including Ownership Change Event as defined in the appendix to the Company's Circular dated 3rd December 2018 or the liquidation or dissolution of Grid Dynamics), all the unvested options shall automatically vest in full.

The vesting period and exercise period of the share options granted on 21st December 2018 under the GDI Employees Grant are as follows:

Date of grant (Pacific Time) 授予日期(太平洋時間)	Tranches 批次	Vesting Period 歸屬期	Exercise Period 行使期	Percentage of options of each tranche shall be exercisable 每批購股權之可行使百分比
21.12.2018	First tranche 第一批	12.11.2018	12.11.2018 to 至 11.11.2028	25%
	Second tranche 第二批	12.11.2019	12.11.2019 to 至 11.11.2028	25%
	Third tranche 第三批	12.11.2020	12.11.2020 to 至 11.11.2028	25%
	Fourth tranche 第四批	12.11.2021	12.11.2021 to 至 11.11.2028	25%

購股權計劃(續)

C. 本公司一間附屬公司之購股權計劃(續)

附註：

- 於二零一八年十一月十二日(太平洋時間)，GDI董事會建議根據GDI購股權計劃向57名參與者授予購股權以行使價每股7.54美元(「行使價」)認購最多225,000,000股GDI股份。授出超過計劃授權限額的購股權已由本公司股東於二零一八年十二月二十一日舉行之特別股東大會(「股東特別大會」)上批准。上述之購股權當中：(i)認購2,127,500股GDI股份的購股權將授予16名承授人，包括GDI董事或參與公司集團的高級管理層，並以該等身份獲授予購股權(「GDI高級管理層授出」)；及(ii)認購122,500股GDI股份的購股權將授予41名承授人，包括參與公司集團的僱員及／或行政人員，並以該等身份獲授予購股權(「GDI僱員授出」)。上述授出的購股權分為四批。未歸屬購股權可予行使前並無任何須實現之表現目標。詳情披露於日期分別為二零一八年十二月二十一日及二零一九年三月十八日之本公司公告。

根據GDI高級管理層授出項下於二零一八年十二月二十一日授出的購股權之歸屬期及行使期如下：

緊接完成GDI控制權變動(包括公司於二零一八年十二月三日發出之通函附錄所界定之擁有權變更事件或清算或解散GDI)前，所有未歸屬購股權自動悉數歸屬。

根據GDI僱員授出項下於二零一八年十二月二十一日授出的購股權之歸屬期及行使期如：

SHARE OPTION SCHEMES (Continued)

C. Share Option Scheme of a subsidiary of the Company (Continued)

Notes: (Continued)

1. (Continued)

Immediately prior to the consummation of a change in control of Grid Dynamics (including Ownership Change Event as defined in the appendix to the Company's circular dated 3rd December 2018 or the liquidation or dissolution of Grid Dynamics), the vesting of options shall accelerate by an additional 12 months.

Notwithstanding the foregoing vesting schedules, certain options may be exercised by the participants for issuance of both vested and unvested GDI Shares. In the event a participant elects to exercise the unvested options, the unvested GDI Shares issued thereunder shall be treated as restricted stock and are entitled to the same rights as vested GDI Shares, including rights to receive dividends or other distributions to shareholders of Grid Dynamics as well as the right to vote the shares, save that, the holder shall not transfer, assign or dispose of any interest in the unvested GDI Shares, which is subject to a right of repurchase in favor of Grid Dynamics in the event the participant (i) ceases to provide services to Grid Dynamics or (ii) attempts to dispose of such restricted stock which are issued pursuant to the exercise of unvested options. The restricted shares will continue to vest in accordance with the above vesting schedule and the transfer restriction and Grid Dynamics's right of repurchase shall lapse in accordance with the above vesting schedule.

- At the SGM, the shareholders of the Company approved the grant of options to Leonard Livschitz, Victoria Livschitz and Yury Gryzlov exceeding the Single Participant Limit to subscribe for up to 937,500 GDI Shares, 300,000 GDI Shares, and 150,000 GDI Shares, respectively, under the GDI Share Option Scheme which represent approximately 7.81%, 2.50%, and 1.25%, respectively, of the total GDI Shares in issue as at that date. For details, please refer to the Company's announcement dated 21st December 2018.
- On 27th March 2019, the GDI Board has resolved to grant options to two participants under the GDI Share Option Scheme to subscribe for an aggregate of up to 20,000 GDI Shares subsequent to the passing of an ordinary resolution of the shareholders of the Company at the 2019 AGM approving the refreshment of scheme mandate limit (i.e. options to subscribe for up to 2,250,000 GDI Shares) for further grant of options to subscribe for up to 750,000 GDI Shares at the exercise price of US\$7.54 per GDI Share. The foregoing two participants are not the director, chief executive or substantial shareholder of the Company or their respective associate. Options of the above grants are divided into four tranches. There will be no performance target which must be achieved before the unvested options may be exercised.

The vesting period and exercise period of the share options granted on 22nd May 2019 under are as follows:

Date of grant (Pacific Time) 授予日期 (太平洋時間)	Tranches 批次	Vesting Period 歸屬期	Exercise Period 行使期	Percentage of options of each tranche shall be exercisable 每批購股權之可行使百分比
22.5.2019	First tranche 第一批	1.2.2020	1.2.2020 to 至 26.3.2029	25%
	Second tranche 第二批	1.2.2021	1.2.2021 to 至 26.3.2029	25%
	Third tranche 第三批	1.2.2022	1.2.2022 to 至 26.3.2029	25%
	Fourth tranche 第四批	1.2.2023	1.2.2023 to 至 26.3.2029	25%

購股權計劃(續)

C. 本公司一間附屬公司之購股權計劃(續)

附註：(續)

1. (續)

緊接完成 Grid Dynamics 控制權變動(包括公司於二零一八年十二月三日發出之通函附錄所界定之擁有權變更事件或清算或解散 Grid Dynamics)前，所有授予 GDI 僱員之購股權之歸屬將另外推前 12 個月。

儘管有前述歸屬時間表，參與者仍可行使若干購股權發行已歸屬及未歸屬 GDI 股份。倘參與者選擇行使未歸屬購股權，據此發行的未歸屬 GDI 股份應被視為受限制股份，享有與已歸屬 GDI 普通股相同的權力，包括有權收取股息或其他 Grid Dynamics 股東分派及股份投票權(唯持有人不得轉讓或出售任何未歸屬 GDI 股份權益)，而倘出現以下情況，則 Grid Dynamics 有權購回未歸屬的 GDI 股份：(i) 參與者終止向 GDI 提供服務，或(ii) 參與者擬出售該等因未歸屬購股權獲行使而發行的受限制股份。受限制股份將根據上述歸屬時間表及轉讓限制而繼續歸屬，及 Grid Dynamics 回購權利應根據上述歸屬時間表而失效。

- 於特別股東大會上，本公司股東批准向 Leonard Livschitz、Victoria Livschitz 和 Yury Gryzlov 授出超過個別參與者限額的購股權，分別為 937,500、300,000 和 150,000 股 GDI 股份，約佔 GDI 購股權計劃於當日已發行之 GDI 股份總數的 7.81%、2.50% 和 1.25%。詳情請參閱本公司日期為二零一八年十二月二十一日之公告。
- 於二零一九年三月二十七日 GDI 董事會決議在本公司股東於二零一九股東週年大會上通過一項普通決議案以批准更新計劃授權限額(即可認購最多 2,250,000 股 GDI 股份之購股權)以進一步按每股 GDI 股份 7.54 美元之行使價授出可認購最多 750,000 股 GDI 股份之購股權後，根據 GDI 購股權計劃向兩位參與者授出可認購合共最多 20,000 股 GDI 股份之購股權，而該兩位參與者並非為本公司董事、最高行政人員或主要股東又或其各自的聯繫人。上述授出的購股權分為四批。未歸屬購股權可予行使前並無任何須實現之表現目標。

於二零一九年五月二十二日授出的購股權之歸屬期及行使期如下：

SHARE OPTION SCHEMES (Continued)

C. Share Option Scheme of a subsidiary of the Company (Continued)

Notes: (Continued)

3. (Continued)

Immediately prior to the consummation of a change in control of Grid Dynamics (including Ownership Change Event as defined in the appendix of the Company's circular dated 3rd December 2018, or the liquidation or dissolution of Grid Dynamics), all the unvested Options shall automatically vest in full.

Notwithstanding the foregoing vesting schedules, certain Options may be exercised by the Grantees for issuance of both vested and unvested GDI Shares. In the event a participant elects to exercise the unvested Options, the unvested GDI Shares issued thereunder shall be treated as restricted stock are entitled to the same rights as vested shares of GDI's common stock. The details of which are disclosed in the Company's announcement dated 27th March 2019.

4. On 22nd May 2019, the GDI Board has further resolved to grant options to 57 participants under the GDI Share Option Scheme to subscribe for an aggregate of up to 582,339 GDI Shares at the exercise price of US\$7.55 per GDI Share. The Grant involved granting Options to six Grantees in excess of the Single Participant Limit which is subject to the approval of the Shareholders. Options of the above grants are divided into two batches. There will be no performance target which must be achieved before the unvested options may be exercised.

Options granted to the Grantees are divided into two tranches, comprising Options to subscribe for an aggregate of 166,118 GDI Shares and Options to subscribe for an aggregate of 416,221 GDI Shares, respectively, and the two tranches have different vesting schedules. Options to subscribe for an aggregate of 166,118 GDI Shares are granted pursuant to the true-up policy under the GDI Share Option Scheme (the True-Up Policy) in connection with a subscription of equity interest in Grid Dynamics at an aggregate consideration of US\$15,000,000 (please refer to the announcements of the Company dated 6th May 2019 and 17th May 2019 for details), whilst Options to subscribe for an aggregate of 416,221 GDI Shares are granted to provide incentive and promote the listing of Grid Dynamics in the US (the SPAC Listing Grant).

購股權計劃(續)

C. 本公司一間附屬公司之購股權計劃(續)

附註：(續)

3. (續)

緊接完成Grid Dynamics控制權變動(包括公司於二零一八年十二月三日發出之通函附錄所界定之擁有權變更事件或清算或解散Grid Dynamics)前，所有未歸屬購股權自動悉數歸屬。

儘管有前述歸屬時間表，承授人仍可行使若干購股權以發行已歸屬及未歸屬GDI股份。倘參與者選擇行使未歸屬購股權，據此發行的未歸屬GDI股份將視作受限制股份及享有與已歸屬GDI普通股相同的權利。詳情披露於本公司日期為二零一九年三月二十七日之公告。

4. 於二零一九年五月二十二日，GDI董事會已進一步議決根據GDI購股權計劃向五十七位承授人按每股GDI股份7.55美元之行使價授出可認購合共582,339股GDI股份之購股權。授出事項涉及向六名承授人授出超出個別參與者限額之購股權，須待股東批准方始作實。以上授出之購股權分為兩批。毋須實現任何表現目標以使該等未歸屬購股權可予行使。

授予承授人之購股權分為兩批，分別包括認購合共166,118股GDI股份之購股權及認購合共416,221股GDI股份之購股權，而兩批購股權有不同歸屬時間表。可供認購合共166,118股GDI股份之購股權乃為按總代價15,000,000美元認購Grid Dynamics之股權而根據GDI購股權計劃項下之調整政策(「調整政策」)授出(詳情請參閱本公司日期為二零一九年五月六日及二零一九年五月十七日之公告)，而可供認購合共416,221股GDI股份之購股權則為提供激勵並推動Grid Dynamics在美國上市(「特殊目的收購公司上市授出」)而授出。

SHARE OPTION SCHEMES (Continued)

購股權計劃(續)

C. Share Option Scheme of a subsidiary of the Company
(Continued)

C. 本公司一間附屬公司之購股權計劃(續)

Notes: (Continued)

附註：(續)

4. (Continued)

4. (續)

The vesting period and exercise period of the for an aggregate of 416,221 share options granted on 22nd May 2019 are as follows:

於二零一九年五月二十二日授出之416,221份購股權之歸屬期及行使期如下：

Grantees 承授人	Number of Options 購股權數目	Proportion of Options 購股權比例	75%		25%	
Directors of GDI or senior management of the Participating Company Group (Note 1) GDI 之董事或參與公司集團之高級管理層 (附註1)	391,816	Vesting date 歸屬日期	To vest on the closing date of a merger or consolidation by a special purpose acquisition company, GDI and the Company (the "Initial Vesting Date") 於特殊目的收購公司、GDI及本公司完成合併或重 整當日(「首次歸屬日期」)歸屬			To vest on 1st January 2021 於二零二一年一 月一日歸屬
		Exercise period 行使期	Vesting date till 21st May 2029 (both dates inclusive) 由歸屬日期起計直至二零二九年五月二十一日 (包括首尾兩日)			
Employees and/or officers of GDI GDI 之僱員 及/或行政人員	20,721	Proportion of Options 購股權比例	50%	25%	25%	
		Vesting date 歸屬日期	To vest on the Initial Vesting Date 於首次歸屬日期歸屬	To vest on 12th November 2020 於二零二零年 十一月十二日 歸屬	To vest on 12th November 2021 於二零二一年 十一月十二日 歸屬	
		Exercise period 行使期	Vesting date till 21st May 2029 (both dates inclusive) 由歸屬日期起計直至二零二九年五月二十一日 (包括首尾兩日)			
Other Participants (Note 2) 其他參與者 (附註2)	3,684	Proportion of Options 購股權比例	25%	25%	25%	25%
		Vesting date 歸屬日期	To vest on the Initial Vesting Date 於首次歸屬 日期歸屬	To vest on 1st February 2021 於二零二一年 二月一日歸屬	To vest on 1st February 2022 於二零二二年二 月一日歸屬	To vest on 1st February 2023 於二零二三年二 月一日歸屬
		Exercise period 行使期	Vesting date till 21st May 2029 (both dates inclusive) 由歸屬日期起計直至二零二九年五月二十一日 (包括首尾兩日)			

SHARE OPTION SCHEMES (Continued)

C. Share Option Scheme of a subsidiary of the Company (Continued)

Notes: (Continued)

4. (Continued)

Note 1: The Grantees comprise Mr. Wang Yueou, the relevant Grantees to whom Options are granted in excess of the Single Participant Limit (a total of 321,832 Options) and directors and senior management of Grid Dynamics (a total of 53,409 Options). Pursuant to the SPAC Listing Grant, Mr. Wang Yueou was granted 16,575 Options, and Options granted to the relevant Grantees were as follows: Mr. Leonard Livschitz was granted 172,657 Options, Ms. Victoria Livschitz was granted 55,250 Options, Mr. Yury Gryzlov was granted 27,625 Options and each of Mr. Kozyrkov Vadim, Mr. Klimoff Stan and Mr. Martynov Max was granted 22,100 Options.

Note 2: The Grantees comprise external consultants to Grid Dynamics.

Immediately prior to the consummation of a change in control of Grid Dynamics (including Ownership Change Event as defined in the appendix to the Company's circular dated 3rd December 2018 or the liquidation or dissolution of Grid Dynamics), some of the Options will vest in full immediately prior to the consummation of the change in control as indicated in the table above.

購股權計劃(續)

C. 本公司一間附屬公司之購股權計劃(續)

附註：(續)

4. (續)

附註1： 承授人包括王粵鷗先生、獲授購股權超過個別參與者限額之相關承授人(合共321,832份購股權)以及Grid Dynamics之董事及高級管理層(合共53,409份購股權)。根據特殊目的收購公司上市授出，王粵鷗先生獲授16,575份購股權，而授予相關承授人之購股權如下：Leonard Livschitz 先生獲授172,657份購股權、Victoria Livschitz 女士獲授55,250份購股權、Yury Gryzlov 先生獲授27,625份購股權以及Kozyrkov Vadim先生、Klimoff Stan 先生及Martynov Max先生各自獲授22,100份購股權。

附註2： 承授人包括Grid Dynamics之外部顧問。

緊接完成Grid Dynamics控制權變動(包括本公司於二零一八年十二月三日發出之通函附錄所界定之擁有權變更事件或清算或解散Grid Dynamics)前，部分購股權將於緊接完成控制權變動前如下表所示已悉數歸屬。

SHARE OPTION SCHEMES (Continued)

購股權計劃(續)

C. Share Option Scheme of a subsidiary of the Company
(Continued)

C. 本公司一間附屬公司之購股權計劃(續)

Notes: (Continued)

附註：(續)

4. (Continued)

4. (續)

The vesting period and exercise period of the 166,118 share options granted on 22nd May 2019 are as follows:

於二零一九年五月二十二日授出 166,118 份購股權之歸屬期及行使期如下：

Grantees 承授人	Number of Options 購股權數目	Proportion of Options 購股權比例	25%	25%	25%	25%
Directors of GDI or senior management of the Participating Company Group (Note 1) GDI 之董事或參與公司集團之高級管理層 (附註 1)	156,378	Vesting date 歸屬日期	Vested on date of grant 於授出日期歸屬		Vested on 1st January 2020 於二零二零年一月一日歸屬	To vest on 1st January 2021 於二零二一年一月一日歸屬
			All the unvested Options shall automatically vest in full immediately prior to the consummation of a Change in Control 所有未歸屬購股權將於緊接完成控制權變動前自動悉數歸屬			
		Exercise period 行使期	Vesting date till 21st May 2029 (both dates inclusive) 由歸屬日期起計直至二零二九年五月二十一日 (包括首尾兩日)			
Employees and/or officers of GDI GDI 之僱員及/或行政人員	8,270	Vesting date 歸屬日期	Vested on date of grant 於授出日期歸屬	Vested on 12th November 2019 於二零一九年十一月十二日歸屬	To vest on 12th November 2020 於二零二零年十一月十二日歸屬	To vest on 12th November 2021 於二零二一年十一月十二日歸屬
			The vesting of Options shall automatically accelerate by an additional 12 months immediately prior to the consummation of a Change in Control 購股權將於緊接完成控制權變動前自動提前額外十二個月歸屬			
		Exercise period 行使期	Vesting date till 21st May 2029 (both dates inclusive) 由歸屬日期起計直至二零二九年五月二十一日 (包括首尾兩日)			
Other Participants (Note 2) 其他參與者 (附註 2)	1,470	Vesting date 歸屬日期	Vested on 1st February 2020 於二零二零年二月一日歸屬	To vest on 1st February 2021 於二零二一年二月一日歸屬	To vest on 1st February 2022 於二零二二年二月一日歸屬	To vest on 1st February 2023 於二零二三年二月一日歸屬
			All the unvested Options shall automatically vest in full immediately prior to the consummation of a Change in Control 所有未歸屬購股權將於緊接完成控制權變動前自動悉數歸屬			
		Exercise period 行使期	Vesting date till 21st May 2029 (both dates inclusive) 由歸屬日期起計直至二零二九年五月二十一日 (包括首尾兩日)			

SHARE OPTION SCHEMES (Continued)

C. Share Option Scheme of a subsidiary of the Company (Continued)

Notes: (Continued)

4. (Continued)

Note 1: The Grantees comprise Mr. Wang Yueou, the relevant Grantees to whom Options are granted in excess of the Single Participant Limit (a total of 128,447 Options) and directors and senior management of Grid Dynamics (a total of 21,316 Options). Pursuant to the True-Up Policy, Mr. Wang Yueou was granted 6,615 Options, and Options granted to the relevant Grantees were as follows: Mr. Leonard Livschitz was granted 68,911 Options, Ms. Victoria Livschitz was granted 22,051 Options, Mr. Yury Gryzlov was granted 11,025 Options and each of Mr. Kozyrkov Vadim, Mr. Klimoff Stan and Mr. Martynov Max was granted 8,820 Options.

Note 2: The Grantees comprise external consultants to Grid Dynamics.

Notwithstanding the foregoing vesting schedules, certain Options may be exercised by the Grantees for issuance of both vested and unvested GDI Shares. In the event a Grantee elects to exercise the unvested Options, the unvested GDI Shares issued thereunder shall be treated as restricted stock and are entitled to the same rights as vested shares of GDI's common stock, including rights to receive dividends or other distributions to shareholders as well as the right to vote the shares, save that the holder shall not transfer, assign or dispose of any interest in the unvested GDI Shares, which is subject to a right of repurchase in favor of Grid Dynamics in the event the Grantee (i) ceases to provide services to Grid Dynamics or (ii) attempts to dispose of such restricted stock which are issued pursuant to the exercise of unvested Options. The restricted shares will continue to vest in accordance with the above vesting schedule and the transfer restriction and Grid Dynamics's right of repurchase shall lapse in accordance with the above vesting schedule.

購股權計劃(續)

C. 本公司一間附屬公司之購股權計劃(續)

附註：(續)

4. (續)

附註1： 承授人包括王粵鷗先生、獲授購股權超過個別參與者限額之相關承授人(合共128,447份購股權)以及Grid Dynamics之董事及高級管理層(合共21,316份購股權)。根據調整政策，王粵鷗先生獲授6,615份購股權，而授予相關承授人之購股權如下：Leonard Livschitz先生獲授68,911份購股權、Victoria Livschitz女士獲授22,051份購股權、Yury Gryzlov先生獲授11,025份購股權以及Kozyrkov Vadim先生、Klimoff Stan先生及Martynov Max先生各自獲授8,820份購股權。

附註2： 承授人包括Grid Dynamics之外部顧問。

儘管有上述歸屬時間表，承授人仍可行使若干購股權以發行已歸屬及未歸屬GDI股份。倘承授人選擇行使未歸屬購股權，據此發行之未歸屬GDI股份將視作受限制股份並享有與已歸屬GDI普通股相同之權利，包括有權收取股息或其他股東分派及股份投票權(唯持有人不得轉讓或出售任何未歸屬GDI股份權益)，而倘出現以下情況，則Grid Dynamics有權購回未歸屬之GDI股份：(i)承授人終止向Grid Dynamics提供服務或(ii)承授人擬出售該等因未歸屬購股權獲行使而發行之受限制股份。受限制股份將根據上述歸屬時間表及轉讓限制而繼續歸屬，而Grid Dynamics回購權利應根據上述歸屬時間表而失效。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than as disclosed in the sections headed "Directors' and Chief Executives' Interests in Shares and Underlying Shares" and "Share Option Schemes" above, at no time during the year ended 31st December 2019 was the Company, or any of its holding companies or fellow subsidiaries or subsidiaries a party to any arrangements to enable the Directors of the Company or their connected entities to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

CONNECTED AND RELATED PARTY TRANSACTIONS

On 26th October 2018, the Company and Teamsun entered into a supply agreement in relation to the sale and purchase of products between the Group and Teamsun and its subsidiaries ("Teamsun Group") and the provision or sharing of services (the "Supply Agreement"). The term of the transactions contemplated under the Supply Agreement shall commence on 26th October 2018 and shall end on 31st December 2020 (both days inclusive), unless terminated earlier in accordance with the terms and conditions of the Supply Agreement. Teamsun is a controlling shareholder and a connected person of the Company, thus the transactions contemplate under the Supply Agreement constitute continuing connected transactions of the Company. The transactions contemplate under the Supply Agreement and the relevant annual caps are subject to the reporting, announcement and annual review requirements under Chapter 14A of the Listing Rules but are exempt from the independent Shareholders' approval requirement.

Both the Group and Teamsun Group are reputable IT infrastructure, solution and services providers, and have well established distribution channels and networks in Hong Kong, Southeast Asia, Europe, United States and the PRC, respectively. The entering into of the Supply Agreement will enhance the efficiency and sales capabilities of ASH Group's existing distribution channels and networks by sharing the business know-how between the Group and Teamsun Group. In addition, the Directors believe that the cooperation between the Group and Teamsun Group would allow the realisation of substantial synergies in terms of, among others, convenience, support and marketing of the Group Products and services.

董事購買股份或債權證之權利

除上文「董事及最高行政人員之股份及相關股份之權益」及「購股權計劃」所披露者外，本公司、其任何控股公司、同系附屬公司或附屬公司於截至二零一九年十二月三十一日止年度內任何時間概無作出任何安排，致使本公司之董事或其有關連實體可藉購買本公司或任何其他法人團體之股份或債權證而獲利。

關連及關連人士交易

於二零一八年十月二十六日，本公司與華勝天成訂立供應協議，內容有關本集團與華勝天成及其附屬公司（「華勝天成集團」）之間買賣產品及提供或分享服務。供應協議項下之交易條款將自二零一八年十月二十六日開始並將於二零二零年十二月三十一日（包括首尾兩日）終止，惟根據供應協議之條款及條件提早終止則除外。華勝天成為本公司的控股股東和關連人士，因此根據供應協議項下擬進行之交易構成本公司的持續關聯連交易。供應協議項下擬進行之交易及相關全年上限，須遵守上市規則第14A章項下之申報、公告及年度審閱之規定，但獲豁免遵守獨立股東批准規定。

本集團及華勝天成集團均為知名資訊科技基建、解決方案及服務供應商，且已分別在香港、東南亞、歐洲、美國及中國建立良好分銷渠道及網絡。訂立供應協議可讓本集團及華勝天成集團互相分享業務專業技術，從而提升本集團現有分銷渠道及網絡之效率及銷售能力。此外，董事相信，本集團與華勝天成集團之間之合作將可於（其中包括）本集團之產品及服務之便利性、支援及推廣方面實現重大協同效益。

CONNECTED AND RELATED PARTY TRANSACTIONS

(Continued)

Set out below are the relevant annual caps and actual transaction amounts of the continuing connected transactions which occurred during the period from 1st January 2019 to 31st December 2019 pursuant to the Supply Agreement:

關連及關連人士交易 (續)

以下為根據供應協議於二零一九年一月一日至二零一九年十二月三十一日期間發生之持續關連交易的相關全年上限及實際交易金額。

Name of company 公司名稱	Description of the transactions 交易詳情	Annual cap of the transactions for the year ended 31st December 2019 截至二零一九年 十二月三十一日 止全年交易上限 HK\$'000 千港元	Actual annual transaction amount for the year ended 31st December 2019 截至二零一九年 十二月三十一日 止全年實際 交易金額 HK\$'000 千港元
Teamsun 華勝天成	Amount payable by the Group in respect of the purchase of products from Teamsun Group 本集團就購買華勝天成集團產品應付金額	10,000	-
	Amount receivable by the Group in respect of the supply of products of the Group to Teamsun Group 本集團就向華勝天成集團供應本集團產品應收款項	10,000	-
	Amount payable by the Group in respect of the services provided by Teamsun 本集團就華勝天成提供的服務應付金額	25,000	78
	Amount receivable by the Group in respect of the provision of services to Teamsun 本集團就向華勝天成提供服務應收款項	25,000	-

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised), "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740, "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The Auditor has issued an unqualified letter containing their findings and conclusions in respect of the Continuing Connected Transactions disclosed by the Group above in accordance with Rule 14A.56 of the Listing Rules. The auditor of the Company has also confirmed to the Board in writing that the above continuing connected transactions for the year ended 31st December 2019:

- (i) have received the approval of the Board;
- (ii) have been entered into in accordance with the relevant pricing policies of the Group;
- (iii) have been entered into in accordance with the relevant agreements governing the transactions; and

本公司核數師已獲聘請根據香港會計師公會發出的香港保證服務準則第3000號(經修訂)「審核及審閱歷史財務資料以外的保證服務」,以及參考執行指引第740號「根據香港上市規則發出的關連交易核數師函件」以匯報本集團持續關連交易。核數師已根據上市規則第14A.56條出具無保留意見函件,函件載有對本集團已披露的持續關連交易的發現和總結。本公司核數師亦已向董事會書面確認上述截至二零一九年十二月三十一日止年度的持續關連交易:

- (i) 已獲董事會批准;
- (ii) 已根據本集團的相關定價政策進行;
- (iii) 根據有關交易的協議進行;及

CONNECTED AND RELATED PARTY TRANSACTIONS

(Continued)

(iv) have not exceeded the relevant annual caps.

All of the Independent Non-Executive Directors of the Company have reviewed and confirmed that the above continuing connected transactions were entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or better; and
- (iii) in accordance with the relevant agreements governing them on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole.

Save as disclosed above, during the year ended 31st December 2019, none of the related party transactions entered into by the Group set out in the section headed "Related Party Transactions" in Note 47 to the consolidated financial statements constitutes connected transaction or continuing connected transaction which is required to be disclosed under the Listing Rules. The Directors confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

關連及關連人士交易 (續)

(iv) 無超逾相關年度上限。

本公司所有獨立非執行董事均已審閱並確認，上述持續關連交易：

- (i) 為本集團的一般及正常業務過程中進行；
- (ii) 按照一般商業條款或更佳條款進行；及
- (iii) 根據有關交易的協議進行，條款公平合理，並且符合本公司股東之整體利益。

除上文所述者外，截至二零一九年十二月三十一日止年度概無載於綜合財務報表附註47「關連人士交易」一節的本集團關連人士交易構成須根據上市規則予以披露的關連交易或持續關連交易而。董事確認，本公司已根據上市規則第14A章遵守披露規定。

SUBSTANTIAL SHAREHOLDERS

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

(a) Shares

Name of shareholder 股東名稱	Capacity 職責	Nature 性質	Number of ordinary shares of the Company held 持有本公司 普通股之股份數目	Percentage of issued share capital 佔已發行 股本之百分比
Hong Kong Teamsun 香港華勝天成	Beneficial owner 受益人	Long Position 好倉	455,268,915	55.03%
Teamsun 華勝天成	Interest of controlled corporation 控股公司權益	Long Position 好倉	455,268,915 ¹	55.03%
Beijing International Trust Co., Ltd. ("Beijing Trust") 北京國際信託有限公司 (「北京信託」)	Trustee 受託人	Long Position 好倉	107,841,742 ²	13.04%
China Construction Bank Corporation ("CCBC") 中國建設銀行股份有限公司 (「中國建行」)	Interest of controlled corporation 控股公司權益	Long Position 好倉	21,978,022 ³	2.66%
Central Huijin Investment Ltd. ("Central Huijin") 中央匯金投資有限公司 (「中央匯金」)	Interest of controlled corporation 控股公司權益	Long Position 好倉	21,978,022 ⁴	2.66%

(b) Underlying shares

Name of shareholder 股東名稱	Capacity 職責	Nature 性質	Number of ordinary shares of the Company held 持有本公司 普通股之股份數目	Percentage of issued share capital 佔已發行 股本之百分比
CCBC 中國建行	Interest of controlled corporation 控股公司權益	Long Position 好倉	252,747,252 ³	30.55%
Central Huijin 中央匯金	Interest of controlled corporation 控股公司權益	Long Position 好倉	252,747,252 ⁴	30.55%

主要股東

於二零一九年十二月三十一日，就董事及本公司最高行政人員所知，董事或本公司最高行政人員以外的人士，於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露或根據證券及期貨條例第336條本公司須予備存之登記冊所記錄之權益或淡倉如下：

(a) 股份

Name of shareholder 股東名稱	Capacity 職責	Nature 性質	Number of ordinary shares of the Company held 持有本公司 普通股之股份數目	Percentage of issued share capital 佔已發行 股本之百分比
Hong Kong Teamsun 香港華勝天成	Beneficial owner 受益人	Long Position 好倉	455,268,915	55.03%
Teamsun 華勝天成	Interest of controlled corporation 控股公司權益	Long Position 好倉	455,268,915 ¹	55.03%
Beijing International Trust Co., Ltd. ("Beijing Trust") 北京國際信託有限公司 (「北京信託」)	Trustee 受託人	Long Position 好倉	107,841,742 ²	13.04%
China Construction Bank Corporation ("CCBC") 中國建設銀行股份有限公司 (「中國建行」)	Interest of controlled corporation 控股公司權益	Long Position 好倉	21,978,022 ³	2.66%
Central Huijin Investment Ltd. ("Central Huijin") 中央匯金投資有限公司 (「中央匯金」)	Interest of controlled corporation 控股公司權益	Long Position 好倉	21,978,022 ⁴	2.66%

(b) 相關股份

Name of shareholder 股東名稱	Capacity 職責	Nature 性質	Number of ordinary shares of the Company held 持有本公司 普通股之股份數目	Percentage of issued share capital 佔已發行 股本之百分比
CCBC 中國建行	Interest of controlled corporation 控股公司權益	Long Position 好倉	252,747,252 ³	30.55%
Central Huijin 中央匯金	Interest of controlled corporation 控股公司權益	Long Position 好倉	252,747,252 ⁴	30.55%

SUBSTANTIAL SHAREHOLDERS (Continued)

Note:

1. Teamsun was interested in the entire issued share capital of Hong Kong Teamsun and was therefore deemed to be interested in the 455,268,915 shares of the Company in which Hong Kong Teamsun was interested.
2. Beijing Trust held 107,841,742 shares of the Company, being the trustee of a unit trust of BOC – BJITIC Overseas Market Financing 016.
3. Triple Wise Asset Holdings Ltd. ("Triple Wise"), a controlled corporation of CCBC, held the convertible bonds of a principal amount of HK\$250,000,000 issued by the Company on 21st March 2017 (the "Convertible Bonds") at the adjusted conversion price of HK\$0.91 per share. On 20th November 2019, Triple Wise exercised its conversion rights attaching to the Convertible Bonds in the principal amount of HK\$20,000,000 at the adjusted conversion price of HK\$0.91 per share and 21,978,022 conversion shares were allotted and issued to Triple Wise; subsequently, the aggregate outstanding principal amount of the Convertible Bonds reduced to HK\$230,000,000. CCBC, through Triple Wise, was interested in 252,747,252 underlying shares to be derived from the Convertible Bonds and 21,978,022 shares of the Company.
4. Triple Wise was wholly owned by CCB International Overseas (Cayman) Limited ("CCB Cayman"), a company wholly owned by CCB International (Holdings) Limited ("CCB Holdings"). CCB Holdings was wholly owned by CCB Financial Holdings Limited ("CCB Financial"), a company wholly owned by CCB International Group Holdings Limited ("CCB Group"). CCB Group was wholly owned by CCBC, 57.11% of total ordinary shares issued of which was owned by Central Huijin. Therefore, CCB Cayman, CCB Holdings, CCB Financial, CCB Group, CCBC and Central Huijin are deemed to be interested in the 252,747,252 underlying shares and 21,978,022 shares of the Company in which Triple Wise was interested.

Save as mentioned above, as at 31st December 2019, there was no other person (other than the Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company or the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register of interest required to be kept by the Company under Section 336 of the SFO.

CONVERTIBLE BONDS

Details of the convertible bonds are set out in the "Chief Executive Officer's Statement" on page 17 of the annual report and Note 35(ii) to the consolidated financial statements.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31st December 2019, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

主要股東(續)

附註：

1. 華勝天成於香港華勝天成全部已發行股本中擁有權益，故被視作於香港華勝天成擁有權益之455,268,915股本公司股份中擁有權益。
2. 北京信託持有107,841,742股本公司股份，為一項單位信託，即北京信託-境外市場理財016號單一資金信託之受託人。
3. 中國建設銀行之受控法團Triple Wise Asset Holdings Ltd. (「Triple Wise」)持有本公司於二零一七年三月二十一日發行之本金額250,000,000港元之按經調整換股價每股0.91港元計算之可換股債券(「可換股債券」)。於二零一九年十一月二十日，Triple Wise按經調整換股價每股0.91港元行使本金額為20,000,000港元之可換股債券所附帶之轉換權，本公司向Triple Wise配發及發行21,978,022股換股股份。其後，尚未行使之可換股債券本金總額降至230,000,000港元。中國建設銀行於其受控法團Triple Wise持有的將衍生自可換股債券之252,747,252股相關股份及21,978,022股本公司股份中擁有權益。
4. Triple Wise由CCB International Overseas (Cayman) Limited(「CCB Cayman」)一家由CCB International (Holdings) Limited(「CCB Holdings」)全資擁有的公司)全資擁有。CCB Holdings由CCB Financial Holdings Limited(「CCB Financial」)一家由CCB International Group Holdings Limited(「CCB Group」)全資擁有的公司)全資擁有。CCB Group由中國建設銀行全資擁有，中央匯金於中國建設銀行擁有57.11%的總發行普通股股份。因此，CCB Cayman、CCB Holdings、CCB Financial、CCB Group、中國建設銀行及中央匯金各自被視為於Triple Wise擁有權益的252,747,252股相關股份及21,978,022股本公司股份中擁有權益。

除上文所述者外，於二零一九年十二月三十一日，並無任何董事或本公司最高行政人員以外的人士於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露或根據證券及期貨條例第336條本公司須予備存之權益登記冊所記錄之權益或淡倉。

可換股債券

可換股債券的詳情載列於年報第17頁之「行政總裁報告」內及綜合財務報表附註35(ii)。

購買、出售或贖回上市證券

於截至二零一九年十二月三十一日止年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-laws of the Company, or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

CORPORATE GOVERNANCE

The Company has complied with the Corporate Governance Code (the "Code") set out in Appendix 14 to the Listing Rules throughout the year ended 31st December 2019, except as noted below:

- (a) with respect to Code provision A.6.7, two Non-Executive Directors were unable to attend the 2019 AGM due to other commitments; and
- (b) with respect to Code provision E.1.2, Mr. Li Wei, the former chairman of the Board, was unable to attend the 2019 AGM due to other commitments.

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all Directors, all Directors confirmed they have complied with the required standard set out in the Model Code during the year ended 31st December 2019.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained a sufficient public float throughout the year ended 31st December 2019.

PERMITTED INDEMNITY PROVISIONS

As permitted by the Bye-laws of the Company, a director of the Company may be indemnified out of the Company's assets against any liability incurred by the director, to the extent permitted by Bermuda law. Such permitted indemnity provision has been in force during the year and is currently in force at the time of approval of this report.

The Company has also taken out and maintained directors' and officers' liability insurance during the year, which provides appropriate cover for certain legal actions brought against its directors and officers.

As permitted by the articles of association of the Company's subsidiaries in Hong Kong ("Hong Kong Subsidiaries"), a director or a former director of the Hong Kong Subsidiaries may be indemnified out of the Hong Kong Subsidiaries' assets against any liability incurred by the director to a person other than the Hong Kong Subsidiaries or an associated company of the Hong Kong Subsidiaries, to the extent permitted by law. Such permitted indemnity provision is currently in force at the time of approval of this report.

優先認購權

在本公司之公司細則或百慕達法例下，並無有關強制本公司按比例向現有股東發售新股之優先認購權之規定。

企業管治

本公司於截至二零一九年十二月三十一日止年度內一直遵守上市規則附錄14所載之《企業管治守則》（「守則」），除如下：

- (甲) 就守則條文第A.6.7條而言，兩位非執行董事由於其他職務，未能出席二零一九年股東週年大會；及
- (乙) 就守則第E.1.2條而言，前任董事會主席李偉先生由於其他職務，未能出席二零一九年股東週年大會。

本公司已採納上市規則附錄10所載之標準守則。本公司已就董事於截至二零一九年十二月三十一日止年度內是否有遵守標準守則作出查詢，全體董事均確認他們已完全遵從標準守則所規定之準則。

公眾持股量

根據本公司可公開獲取之資料及據董事所知，董事確認本公司於截至二零一九年十二月三十一日止年度內一直維持充足之公眾持股量。

獲准許的彌償條文

本公司之公司細則允許本公司董事可在百慕達法律允許的範圍內，獲得從本公司於其資產中補償所有責任。此等獲准許的彌償條文於本年度內及至批准本報告時仍為有效。

本公司於年內已購買及維持董事及高級職員責任保險，為其董事及高級職員面對若干法律行動時提供適當的保障。

本公司於香港附屬公司（「香港附屬公司」）之組織章程細則允許香港附屬公司董事或前董事可在法律允許的範圍內，獲得從香港附屬公司於其資產中補償所有除香港附屬公司或香港附屬公司相聯公司以外因該董事為香港附屬公司董事的任何責任。此等獲准許的彌償條文至批准本報告時仍為有效。

DIRECTORS' REPORT

董事會報告

AUDIT COMMITTEE

The Audit Committee met four times during the year ended 31st December 2019. During the meetings, the Audit Committee reviewed with the management accounting principles and practices adopted by the Group including the review of the annual results and interim results, and discussed various auditing, financial reporting and risk management and internal control system matters.

AUDITOR

A resolution will be tabled in the forthcoming annual general meeting to re-appoint Grant Thornton Hong Kong Limited as Auditor of the Company.

On behalf of the Board

Wang Yueou

Chief Executive Officer

Hong Kong, 25th March 2020

審核委員會

審核委員會已於截至二零一九年十二月三十一日止年度內舉行四次會議。審核委員會已聯同管理層審閱本集團採納之會計原則及慣例，包括審閱年度業績及中期業績，並與管理層討論若干核數、財務申報及風險管理及內部監控系統事宜。

核數師

本公司將於應屆股東週年大會上提呈決議案以續聘致同(香港)會計師事務所有限公司為本公司之核數師。

代表董事會

王粵鵬

行政總裁

香港，二零二零年三月二十五日

Independent Auditor's Report

獨立核數師報告



To the members of Automated Systems Holdings Limited

自動系統集團有限公司

(incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Automated Systems Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 90 to 214, which comprise the consolidated statement of financial position as at 31st December 2019, the consolidated statement of profit or loss, the consolidated statement of 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 31st December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

致：自動系統集團有限公司

全體股東

(於百慕達註冊成立之有限公司)

意見

本核數師(以下簡稱「我們」)已審核列載於第90至第214頁自動系統集團有限公司(以下簡稱「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，此等綜合財務報表包括於二零一九年十二月三十一日的綜合財務狀況表以及截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒布的香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於二零一九年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港《公司條例》的披露規定妥為編製。

意見基準

我們已根據香港會計師公會頒布的香港審計準則(「香港審計準則」)進行審核。我們於該等準則項下承擔的責任已於本報告「核數師就審核綜合財務報表須承擔的責任」部份進一步闡述。根據香港會計師公會頒布的專業會計師道德守則(「守則」)，我們獨立於 貴集團，並已履行守則中的其他道德責任。我們認為我們所獲得的審核憑證屬充足及適當，可為我們的意見提供基準。

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.

關鍵審核事項

關鍵審核事項是根據我們的專業判斷，認為對本期間綜合財務報表的審核最為重要的事項。該等事項是在我們審核整體綜合財務報表及出具我們的意見時進行處理的，且我們不會對該等事項提供單獨的意見。

Key Audit Matter 關鍵審核事項

How the Key Audit Matter were addressed in our audit 我們的審核如何處理關鍵審核事項

Impairment assessment of goodwill and customer relationships arising from the acquisition of the Grid Dynamics Group 收購 Grid Dynamics 集團產生的商譽及客戶關係之減值評估

Refer to notes 4(b)(v) and 21 to the consolidated financial statements – Goodwill and Customer Relationships

請參閱綜合財務報表附註 4(b)(v) 及 21 – 商譽及客戶關係

As at 31st December 2019, the Group had goodwill and customer relationships of approximately HK\$766,816,000 and HK\$100,824,000 respectively, which were arose from the acquisition of Grid Dynamics International, Inc. and its subsidiaries (the “Grid Dynamics Group”).

於二零一九年十二月三十一日，貴集團之商譽及客戶關係分別為約 766,816,000 港元及 100,824,000 港元，其乃由收購 Grid Dynamics International, Inc 及其附屬公司（「Grid Dynamics 集團」）產生。

Goodwill and customer relationships have been allocated to the cash generating units (“CGU”) of Grid Dynamics Group under the information technology services operating segment. The management assessed the recoverable amount of the CGU with reference to an independent valuation prepared by a firm of external valuers and concluded that no impairment on goodwill and customer relationships is required.

商譽及客戶關係已分配至資訊科技服務經營分部下 Grid Dynamics 集團之現金產生單位（「現金產生單位」）。經參考由一間外部估值師公司編製之獨立估值，管理層已評估現金產生單位之可收回金額並認為商譽及客戶關係並無需要減值。

We identified the impairment assessment of goodwill and customer relationships as a key audit matter due to the calculation of recoverable amount involves significant estimate and judgement about future market conditions, including the revenue growth rate and discount rate applied in the calculation.

我們將商譽及客戶關係之減值評估視為一項關鍵審核事項，此乃由於計算可收回金額涉及對未來市況之重大估計及判斷，包括計算應用之增長率及貼現率。

Our audit procedures on impairment assessment of goodwill and customer relationships included the following:

我們就商譽及客戶關係之減值評估進行的審核程序包括以下各項：

- evaluated the independent external valuer's competence, capabilities, objectivity and independence;
評估外部獨立評估師之技能、能力、客觀性及獨立性；
- assessed the appropriateness and reasonableness of the methodology and the key assumptions adopted by the independent external valuer in calculating the recoverable amount;
評估外部獨立估值師在計算可收回金額時採納之方法及關鍵假設之適當性及合理性；
- checked, on a sample basis, the accuracy and reliance of the input data used; and
抽樣檢查所用輸入數據之準確性及可靠性；及
- checked the mathematical accuracy of the calculation of the recoverable amount.
核對可收回金額計算之準確性。

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information in the 2019 annual report of the Company, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors 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. We report our opinion solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, 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.

其他資料

董事須對其他資料負責。其他資料包括貴公司二零一九年年報所載的所有資料，惟不包括綜合財務報表及核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦並不會就其他資料發表任何形式的核證結論。

就我們對綜合財務報表的審核而言，我們的責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或我們在審核過程中獲悉的資料存在重大不符，或存在重大錯誤陳述。

倘若我們基於已執行的工作所作出之結論認為其他資料存在重大錯誤陳述，我們須報告此有關事實。我們就此並無任何事宜須予報告。

董事就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會頒布之香港財務報告準則及香港《公司條例》之披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實董事認為必要之相關內部控制，以使綜合財務報表之編製不存在因欺詐或錯誤而導致的重大錯誤陳述。

於編製綜合財務報表時，董事須負責評估 貴集團持續經營的能力、披露與持續經營有關的事項（如適用），除非董事有意將貴集團清盤，或停止營運，或除此之外並無其他實際可行的替代方案，否則須採用持續經營為基礎的會計處理法。

董事在審核委員會的協助下履行其監督貴集團財務報告程序的職責。

核數師就審核綜合財務報表須承擔的責任

我們的目標，是對綜合財務報表是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。根據百慕達一九八一年公司法第90條，我們僅向閣下（作為整體）報告我們的意見，除此以外本報告並無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審核在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，倘合理預期彼等單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決策，則有關的錯誤陳述可被視作重大。

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

(Continued)

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

核數師就審核綜合財務報表須承擔的責任(續)

在根據香港審計準則進行審核的過程中，我們運用了專業判斷，在整個審核過程中抱持專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對這些風險，以及取得充足和適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部控制，以設計適當的審核程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及所作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所得的審核憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對貴集團持續經營的能力產生重大懷疑。倘我們認為存在重大不確定性，則須在核數師報告中提請使用者注意綜合財務報表中的相關披露資料，或倘有關披露資料不足，則修訂我們的意見。我們的結論乃基於截至核數師報告日期止所取得的審核憑證。然而，未來事件或情況可能導致貴集團不能繼續持續經營。
- 評價綜合財務報表(包括披露資料)的整體列報方式、結構及內容，以及綜合財務報表是否公允反映交易和事項。
- 就貴集團中實體或業務活動的財務資料獲取充分及適當的審核憑證，以對綜合財務報表發表意見。我們負責指導、監督及執行集團審核。我們僅對我們的審核意見承擔責任。

除其他事項外，我們與審核委員會溝通了計劃的審核範圍、時間安排、重大審核發現等事項，包括我們在審核期間識別的內部控制的任何重大缺陷。

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

(Continued)

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

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the 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.

核數師就審核綜合財務報表須承擔的責任(續)

我們亦向審核委員會提交聲明，說明我們已遵守有關獨立性的相關專業道德要求，並與彼等溝通所有可能合理地被認為會影響我們獨立性的所有關係及其他事項，以及在適用的情況下，相關防範措施。

從與審核委員會溝通的事項中，我們決定哪些事項對本期綜合財務報表的審核最為重要，因而構成關鍵審核事項。我們會在核數師報告中描述這些事項，惟法律法規不允許公開披露這些事項，或在極端罕見的情況下，若有合理預期在我們的報告中溝通某事項而造成的負面後果會超過產生的公眾利益，我們決定不會在報告中溝通該事項。

Grant Thornton Hong Kong Limited

Certified Public Accountants

Level 12

28 Hennessy Road

Wanchai

Hong Kong

25th March 2020

Lam Yau Hing

Practising Certificate No.: P06622

致同(香港)會計師事務所有限公司

執業會計師

香港

灣仔軒尼詩道28號

12樓

二零二零年三月二十五日

林友鑫

執業證書編號：P06622

Consolidated Statement of Profit or Loss

綜合損益表

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

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue	收入	7	2,828,773	2,344,457
Cost of goods sold	銷貨成本		(917,883)	(716,939)
Cost of services rendered	提供服務之成本		(1,346,740)	(1,134,891)
Other income	其他收入	8	8,488	7,979
Other loss, net	其他淨虧損	9	(6,771)	(15,686)
Fair value gain on revaluation of investment properties	重估投資物業之公允價值收益	20	1,800	1,700
Selling expenses	銷售費用		(156,929)	(114,083)
Administrative expenses	行政費用		(239,508)	(217,307)
Finance income	財務收入	10	172	259
Finance costs	財務成本	11	(23,734)	(22,726)
Share of results of associates	應佔聯營公司業績	22	(8,287)	(5,428)
Profit before income tax	除所得稅前溢利	12	139,381	127,335
Income tax expense	所得稅開支	16	(39,073)	(43,002)
Profit for the year	年內溢利		100,308	84,333
Profit for the year attributable to:	年內溢利歸屬：			
Equity holders of the Company	本公司股本持有人		93,276	84,333
Non-controlling interests	非控股權益		7,032	–
			100,308	84,333
Earnings per share attributable to equity holders of the Company:	本公司股本持有人應佔每股盈利		HK cents 港仙	HK cents 港仙
Basic	基本	18	11.55	10.48
Diluted	攤薄		9.22	8.93

The notes on pages 97 to 214 are an integral part of these consolidated financial statements.

載於第97至第214頁之附註構成綜合財務報表之不可或缺部分。

Consolidated Statement of Comprehensive Income

綜合全面收益表

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

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profit for the year	年內溢利		100,308	84,333
Other comprehensive income/(loss):	其他全面收益/(虧損) :			
<i>Items that will not be reclassified subsequently to profit or loss:</i>	<i>其後將不會被重新分類至損益表的項目 :</i>			
Revaluation surplus of land and buildings	土地及樓宇重估盈餘	19	19,249	17,969
Deferred taxation arising from revaluation surplus of land and buildings	土地及樓宇重估盈餘產生之遞延稅項	36	(3,176)	(2,965)
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後將可能被重新分類至損益表的項目 :</i>			
Exchange differences on translation of overseas operations	換算海外業務之匯兌差異		(4,087)	(778)
Share of other comprehensive income/(loss) of associates	應佔聯營公司其他全面收益/(虧損)	22	193	(431)
Total comprehensive income for the year	年內全面收益總額		112,487	98,128
Total comprehensive income for the year attributable to:	年內全面收益總額歸屬 :			
Equity holders of the Company	本公司股本持有人		105,754	98,128
Non-controlling interests	非控股權益		6,733	–
			112,487	98,128

The notes on pages 97 to 214 are an integral part of these consolidated financial statements.

載於第97至第214頁之附註構成綜合財務報表之不可或缺部分。

Consolidated Statement of Financial Position

綜合財務狀況表

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

	Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current assets			
非流動資產			
Property, plant and equipment	19	321,595	304,495
Investment properties	20	55,800	54,000
Intangible assets	21	107,243	118,053
Goodwill	21	766,816	771,173
Interests in associates	22	19,625	27,662
Equity investment	23	598	598
Finance lease receivables	27	4,946	1,128
Deferred income tax assets	36	16,341	5,384
		1,292,964	1,282,493
Current assets			
流動資產			
Inventories	25	267,938	178,595
Trade receivables	26	344,219	315,007
Finance lease receivables	27	2,729	3,346
Other receivables, deposits and prepayments	28	70,135	44,596
Contract assets	29	362,333	260,462
Tax recoverable		1,660	3,588
Restricted bank deposits	30	556	762
Bank balances and cash	30	456,058	292,183
		1,505,628	1,098,539
Total assets		2,798,592	2,381,032
Equity			
權益			
Share capital	31	82,731	80,522
Share premium		395,830	377,146
Reserves		926,711	755,209
Equity attributable to equity holders of the Company		1,405,272	1,212,877
Non-controlling interests		47,510	-
Total Equity		1,452,782	1,212,877

The notes on pages 97 to 214 are an integral part of these consolidated financial statements.

載於第97至第214頁之附註構成綜合財務報表之不可或缺部分。

Consolidated Statement of Financial Position

綜合財務狀況表

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

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Borrowings	借貸	35	–	257,425
Deferred income tax liabilities	遞延所得稅負債	36	78,299	76,420
Lease liabilities	租賃負債	37	3,236	–
			81,535	333,845
Current liabilities	流動負債			
Trade payables	應付貿易款項	32	360,282	258,940
Other payables and accruals	其他應付款項及應計費用	33	184,612	139,415
Contingent consideration payable	應付或然代價	6(d)	–	69,565
Receipts in advance	預收收益	34	176,533	132,017
Current income tax liabilities	即期所得稅負債		25,352	10,083
Borrowings	借貸	35	439,770	224,290
Financial liabilities at fair value through profit or loss	按公允價值透過損益列賬的 金融負債	39	75,017	–
Lease liabilities	租賃負債	37	2,709	–
			1,264,275	834,310
Total liabilities	總負債		1,345,810	1,168,155
Total equity and liabilities	總權益及負債		2,798,592	2,381,032
Net current assets	流動資產淨額		241,353	264,229
Total assets less current liabilities	總資產減流動負債		1,534,317	1,546,722

WANG Weihang

王維航
Director
董事

WANG Yueou

王粵鵬
Director
董事

The notes on pages 97 to 214 are an integral part of these consolidated financial statements.

載於第97至第214頁之附註構成綜合財務報表之不可或缺部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Attributable to equity holders of the Company 本公司股本持有人應佔										
		Share capital 股本	Share premium 股份溢價賬	Special reserve (Note (i)) 特別儲備 (附註(i))	Property revaluation reserve 物業重估儲備	Translation reserve 匯兌儲備	Convertible bonds reserve 可換股債券儲備	Share-based payment reserve 以股份為基礎 支付儲備	Retained earnings 保留盈利	Total 總額	Non-controlling interests 非控股權益	Total equity 權益總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1st January 2018	於二零一八年一月一日	67,054	376,464	34,350	220,657	(1,851)	11,097	4,425	385,622	1,097,818	-	1,097,818
Comprehensive income:	全面收益：											
Profit for the year	年內溢利	-	-	-	-	-	-	-	84,333	84,333	-	84,333
Other comprehensive income/(loss):	其他全面收益/(虧損)：											
Revaluation surplus of land and buildings	土地及樓宇重估盈餘	-	-	-	17,969	-	-	-	-	17,969	-	17,969
Deferred taxation arising from revaluation surplus of land and buildings	土地及樓宇重估盈餘產生之遞延稅項	-	-	-	(2,965)	-	-	-	-	(2,965)	-	(2,965)
Exchange differences on translation of overseas operations	換算海外業務之匯兌差異	-	-	-	-	(778)	-	-	-	(778)	-	(778)
Share of other comprehensive loss of associates (Note 22)	應佔聯營公司其他全面虧損(附註22)	-	-	-	-	(431)	-	-	-	(431)	-	(431)
Total comprehensive income/(loss) for the year	年內全面收益/(虧損)總額	-	-	-	15,004	(1,209)	-	-	84,333	98,128	-	98,128
Transactions with owners:	與擁有人之交易：											
Final dividend for the year ended 31st December 2017 (Note 17)	派發截至二零一七年十二月三十一日止年度之末期股息(附註17)	-	-	-	-	-	-	-	(6,707)	(6,707)	-	(6,707)
Issue of ordinary shares upon exercise of share options (Note 31)	行使購股權時發行之普通股(附註31)	54	682	-	-	-	-	(183)	-	553	-	553
Issue of ordinary shares on bonus issue (Note 31(i))	發行紅股下發行之普通股(附註31(i))	13,414	-	-	-	-	-	-	(13,414)	-	-	-
Forfeiture of unclaimed dividend	沒收未領股息	-	-	-	-	-	-	-	2	2	-	2
Recognition of equity-settled share-based payment	確認以股份為基礎支付之開支	-	-	-	-	-	-	23,083	-	23,083	-	23,083
Lapse of share options transferred to retained earnings	轉撥至保留盈利之失效購股權	-	-	-	-	-	-	(37)	37	-	-	-
Total transactions with owners	與擁有人之交易總額	13,468	682	-	-	-	-	22,863	(20,082)	16,931	-	16,931
At 31st December 2018	於二零一八年十二月三十一日	80,522	377,146	34,350	235,661	(3,060)	11,097	27,288	449,873	1,212,877	-	1,212,877

The notes on pages 97 to 214 are an integral part of these consolidated financial statements.

載於第97至第214頁之附註構成綜合財務報表之不可或缺部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Attributable to equity holders of the Company 本公司股本持有人應佔										
		Share capital	Share premium	Special reserve	Property revaluation reserve	Translation reserve	Convertible bonds reserve	Share-based payment reserve	Retained earnings	Total	Non-controlling interests	Total equity
		股本	股份溢價賬	特別儲備	物業重估儲備	匯兌儲備	可換股債券儲備	以股份為基礎支付儲備	保留盈利	總額	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1st January 2019	於二零一九年一月一日	80,522	377,146	34,350	235,661	(3,060)	11,097	27,288	449,873	1,212,877	-	1,212,877
Adjustment from adoption of HKFRS 16 (Note 2(a))	採納香港財務報告準則第16號之調整(附註2(a))	-	-	-	-	-	-	-	(99)	(99)	-	(99)
		80,522	377,146	34,350	235,661	(3,060)	11,097	27,288	449,774	1,212,778	-	1,212,778
Comprehensive income:	全面收益:											
Profit for the year	年內溢利	-	-	-	-	-	-	-	93,276	93,276	7,032	100,308
Other comprehensive income/(loss):	其他全面收益/(虧損):											
Revaluation surplus of land and buildings	土地及樓宇重估盈餘	-	-	-	19,249	-	-	-	-	19,249	-	19,249
Deferred taxation arising from revaluation surplus of land and buildings	土地及樓宇重估盈餘產生之遞延稅項	-	-	-	(3,176)	-	-	-	-	(3,176)	-	(3,176)
Exchange differences on translation of overseas operations	換算海外業務之匯兌差異	-	-	-	-	(3,788)	-	-	-	(3,788)	(299)	(4,087)
Share of other comprehensive income of associates (Note 22)	應佔聯營公司其他全面收益(附註22)	-	-	-	-	193	-	-	-	193	-	193
Total comprehensive income/(loss) for the year	年內全面收益/(虧損)總額	-	-	-	16,073	(3,595)	-	-	93,276	105,754	6,733	112,487
Transactions with owners:	與擁有人之交易:											
Issue of ordinary shares upon exercise of share options (Note 31)	行使購股權時發行之普通股(附註31)	11	133	-	-	-	-	(36)	-	108	-	108
Recognition of equity-settled share-based payment	確認以股份為基礎支付之開支	-	-	-	-	-	-	25,877	-	25,877	-	25,877
Lapse of share options transferred to retained earnings	轉撥至保留盈利之失效購股權	-	-	-	-	-	-	(97)	97	-	-	-
Disposal of partial interests in a subsidiary (Note 44)	出售於一間附屬公司部份權益(附註44)	-	-	-	-	-	-	(3,895)	44,789	40,894	40,777	81,671
Conversion of convertible bonds (Note 35(ii))	可換股債券之轉換(附註35(ii))	2,198	18,551	-	-	-	(888)	-	-	19,861	-	19,861
Total transactions with owners	與擁有人之交易總額	2,209	18,684	-	-	-	(888)	21,849	44,886	86,740	40,777	127,517
At 31st December 2019	於二零一九年十二月三十一日	82,731	395,830	34,350	251,734	(6,655)	10,209	49,137	587,936	1,405,272	47,510	1,452,782

Note (i) The special reserve of Automated Systems Holdings Limited (the "Company") and its subsidiaries (together the "Group") represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of the Group reorganisation prior to the listing of the Company's shares in 1997.

附註(i): 自動系統集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)之特別儲備指於一九九七年本公司股份上市前進行集團重組時,被收購之附屬公司已發行股份之面值,與就該收購而發行的本公司股份之面值,兩者之間之差額。

The notes on pages 97 to 214 are an integral part of these consolidated financial statements.

載於第97至第214頁之附註構成綜合財務報表之不可或缺部分。

Consolidated Statement of Cash Flows

綜合現金流量表

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

	Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Operating activities	經營業務		
Cash generated from operations	41(a)	197,846	185,491
Tax paid			
– Hong Kong profits tax		(2,026)	(8,910)
– Overseas profits tax		(35,075)	(19,939)
Tax refunded			
– Overseas profits tax		1,084	24,905
Net cash from operating activities	經營業務之現金收入淨額	161,829	181,547
Investing activities	投資活動		
Cash outflow in respect of acquisition of subsidiaries		(70,624)	(111,224)
Purchase of property, plant and equipment		(17,034)	(16,390)
Additions to intangible assets		(5,372)	(9,582)
Proceeds from disposal of partial interest in an associate		–	336
Proceeds from disposal of partial interests in a subsidiary	44(a)	23,961	–
Proceeds from disposal of property, plant and equipment		1	53
Interests received	8	1,901	785
Dividends received from an associate	22	154	485
Cash outflow in respect of professional fees related to equity transactions		(9,062)	–
Net cash used in investing activities	投資活動之現金支出淨額	(76,075)	(135,537)
Financing activities	融資活動		
Repayment of bank borrowings		(33,750)	(25,000)
Principal portion of lease payments		(5,361)	–
Net proceeds from issuance of ordinary shares		108	553
Proceed from issuance of financial liabilities at fair value through profit or loss	39	72,565	–
Proceed from disposal of partial interests in a subsidiary	44(b) & (c)	57,710	–
Interests paid		(12,070)	(9,044)
Dividends paid		–	(6,707)
Net cash from/(used in) financing activities	融資活動之現金收入/(支出)淨額	79,202	(40,198)
Net increase in cash and cash equivalents	現金及現金等價物之增加淨額	164,956	5,812
Cash and cash equivalents at the beginning of the year		292,183	286,771
Effect of foreign exchange rate changes		(1,081)	(400)
Cash and cash equivalents at the end of the year	30	456,058	292,183

The notes on pages 97 to 214 are an integral part of these consolidated financial statements.

載於第97至第214頁之附註構成綜合財務報表之不可或缺部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

1. GENERAL INFORMATION

Automated Systems Holdings Limited (the “Company”) was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). At 31st December 2019, its immediate holding company is Teamsun Technology (HK) Limited (“Hong Kong Teamsun”), a company incorporated in Hong Kong. Its ultimate holding company is Beijing Teamsun Technology Co., Ltd. (“Teamsun”), a company incorporated in the People’s Republic of China (the “PRC”) and its shares are listed on the Shanghai Stock Exchange of the PRC. The addresses of the registered office and principal place of business of the Company are Canon’s Court, 22 Victoria Street, Hamilton HM12, Bermuda, and 15th Floor, Topsail Plaza, 11 On Sum Street, Shatin, New Territories, Hong Kong, respectively.

The Company is an investment holding company and provides corporate management services to its subsidiaries. The principal activities of its major associates and subsidiaries are set out in Notes 22 and 48 respectively.

The consolidated financial statements are presented in thousands of units of Hong Kong dollars (HK\$’000), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors (the “Board”) on 25th March 2020.

2. BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKAS”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the accounting principles generally accepted in Hong Kong.

The consolidated financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance and include the applicable disclosure requirements of the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange.

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarised in Note 3. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended HKFRSs and the impacts on the Group’s consolidated financial statements, if any, are disclosed below.

The consolidated financial statements have been prepared under the historical cost basis except that the land and buildings, investment properties, equity investment classified as financial assets at fair value through other comprehensive income, contingent consideration payable and financial liabilities at fair value through profit or loss are stated at fair values.

1. 一般事項

自動系統集團有限公司(「本公司」)於百慕達註冊成立為一家受豁免有限公司，其股份在香港聯合交易所有限公司(「聯交所」)上市。於二零一九年十二月三十一日，其直接控股公司為於香港成立之華勝天成科技(香港)有限公司(「香港華勝天成」)，其最終控股公司為於中華人民共和國(「中國」)成立及其股份於上海證券交易所上市之北京華勝天成科技股份有限公司(「華勝天成」)。本公司之註冊辦事處及主要營業地點之地址分別為Canon’s Court, 22 Victoria Street, Hamilton HM12, Bermuda及香港新界沙田安心街11號華順廣場15樓。

本公司從事投資控股公司及提供公司管理服務予其附屬公司，其主要聯營及附屬公司之主要業務之詳情分別列於附註22及48。

除另有指明外，綜合財務報表乃以港元(千港元)呈列。綜合財務報表已獲董事會(「董事會」)於二零二零年三月二十五日批准刊發。

2. 編製基準

本綜合財務報表是按照香港財務報告準則(「香港財務報告準則」)編制，此統稱包括所有由香港會計師公會(「香港會計師公會」)頒佈的個別適用的香港財務報告準則、香港會計準則(「香港會計準則」)和詮釋及香港公認之會計原則。

本綜合財務報表同時符合適用的香港公司條例披露規定及包括適用的聯交所證券上市規則(「上市規則」)披露規定。

編制此等綜合財務報表時所採用重大會計政策於附註3披露。除另有說明外，此等政策已獲一致應用於所有呈報期間。採納新訂或經修訂香港財務報告準則及對本集團綜合財務報表之影響(如有)於下文概述。

本綜合財務報表乃根據歷史成本法編製，惟土地及樓宇、投資物業、分類為按公允價值透過其他全面收益列賬之金融資產之股權投資，以公允價值列賬之應付或然代價及按公允價值透過損益列賬之金融負債除外。

2. BASIS OF PREPARATION (Continued)

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

The impacts of the adoption of the new and amended HKFRSs are discussed below:

(a) New and amended HKFRSs that are effective for the annual periods beginning on 1st January 2019:

In the current year, the Group has applied for the first time the following new and amended HKFRSs issued by the HKICPA, which are relevant to the Group's operations and effective for the Group's consolidated financial statements for the annual period beginning on 1st January 2019:

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

Other than as noted below, the adoption of these new and amended HKFRSs had no material impact on how the results and financial position of the Group for the current and prior periods have been prepared and presented.

2. 編製基準 (續)

編製符合香港財務報告準則之綜合財務報表要求使用若干關鍵會計估計。其亦要求管理層於應用本集團之會計政策時行使其判斷。涉及高度判斷或複雜性或涉及對綜合財務報表而言屬重大之假設及估計，均已於附註4披露。

採納新訂及經修訂香港財務報告準則之影響概述如下：

(a) 於二零一九年一月一日開始之財政年度期間生效之新訂及經修訂香港財務報告準則：

於本年度，本集團首次應用下列由香港會計師公會頒布與本集團營運相關並於二零一九年一月一日開始之財政年度對本集團之綜合財務報表生效之新訂及經修訂之香港財務報告準則：

香港財務報告準則第16號	租賃
香港財務報告準則第9號 (修訂本)	具有負補償之提前還款特性
香港會計準則第19號 (修訂本)	計劃修改、縮減或結算
香港會計準則第28號 (修訂本)	於聯營公司及合營公司之長期權益
香港財務報告準則 (修訂本)	二零一五年至二零一七年週期之香港財務報告準則年度改進
香港 (國際財務報告詮釋委員會) – 詮釋第23號	所得稅處理之不確定性

除下列所列載外，採納之新訂及經修訂之香港財務報告準則對本集團本期及上期已準備及公布的業績及財務狀況並無造成重大影響。

2. BASIS OF PREPARATION (Continued)

(a) New and amended HKFRSs that are effective for the annual periods beginning on 1st January 2019: (Continued)

HKFRS 16 "Leases"

HKFRS 16 "Leases" replaced HKAS 17 "Leases" along with three Interpretations (HK(IFRIC)-Int 4 "Determining whether an Arrangement contains a Lease", HK(SIC)-Int 15 "Operating Leases-Incentives" and HK(SIC)-Int 27 "Evaluating the Substance of Transactions Involving the Legal Form of a Lease"). HKFRS 16 has been applied using the modified retrospective approach, with the cumulative effect of adopting HKFRS 16 being recognised in equity as an adjustment to the opening balance of retained earnings for the current period. Prior periods have not been restated.

For contracts in place at the date of initial application, the Group has elected to apply the definition of a lease from HKAS 17 and HK(IFRIC)-Int 4 and has not applied HKFRS 16 to arrangements that were previously not identified as lease under HKAS 17 and HK(IFRIC)-Int 4.

As a Lessee

The Group has elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of initial application of HKFRS 16, being 1st January 2019. At this date, the Group has also elected to measure the right-of-use assets as if HKFRS 16 had been applied since the commencement date by using the incremental borrowing rate at the date of initial application.

Instead of performing an impairment review on the right-of-use assets at the date of initial application, the Group has relied on its historical assessment as to whether leases were onerous immediately before the date of initial application of HKFRS 16.

On transition, for leases previously accounted for as operating leases with a remaining lease term of less than 12 months and for leases of low-value assets, the Group has applied the optional exemptions to not recognise right-of-use assets but to account for the lease expense on a straight-line basis over the remaining lease term.

The weighted average incremental borrowing rate applied to lease liabilities recognised under HKFRS 16 was 5.1%.

2. 編製基準 (續)

(a) 於二零一九年一月一日開始之財政年度期間生效之新訂及經修訂香港財務報告準則：(續)

香港財務報告準則第16號「租賃」

香港財務報告準則第16號「租賃」取代香港會計準則第17號「租賃」連同三項詮釋，包括香港(國際財務報告詮釋委員會) – 詮釋第4號「釐定安排是否包含租賃」、香港(準則詮釋委員會) – 詮釋第15號「經營租賃 – 優惠」及香港(準則詮釋委員會) – 詮釋第27號「評估涉及租賃法律形式交易之內容」。應用香港財務報告準則第16號時已使用經修訂之追溯方式，並於權益確認採納香港財務報告準則第16號之累積效應作為對本期間保留盈利之期初結餘之調整。過往期間並無予以重列。

就於首次應用日期已訂立之合約而言，本集團就先前於香港會計準則第17號及香港(國際財務報告詮釋委員會) – 詮釋第4號項下並非識別為租賃之安排選擇應用香港會計準則第17號項下租賃之定義及香港(國際財務報告詮釋委員會) – 詮釋第4號，且並未應用香港財務報告準則第16號。

作為承租人

本集團已選擇在計量於香港財務報告準則第16號首次應用日期(即二零一九年一月一日)已存在之經營租賃之使用權資產時，不計入初始直接成本。同日，本集團亦已選擇計量使用權資產猶如自租賃開始日期起採用香港財務報告準則第16號，並用於期初應用時之增量借貸率計算。

本集團已依據其過往評估以決定租賃於緊接香港財務報告準則第16號首次應用日期前是否屬虧損性質，而非就首次應用日期之使用權資產進行減值評估。

於過渡期間，就先前以經營租賃列賬且剩餘租期少於12個月之租賃而言，本集團已應用選擇性豁免，故並不會確認使用權資產，惟會於剩餘租期以直線法基準列賬租賃開支。

根據香港財務報告準則第16號確認之租賃負債所應用之加權平均增量借貸利率為5.1%。

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

2. BASIS OF PREPARATION (Continued)

(a) New and amended HKFRSs that are effective for the annual periods beginning on 1st January 2019: (Continued)

HKFRS16 "Leases" (Continued)

As a Lessee (Continued)

The following is a reconciliation of total operating lease commitments at 31st December 2018 to the lease liabilities recognised at 1st January 2019:

		HK\$'000 千港元
Total operating lease commitments disclosed at 31st December 2018	於二零一八年十二月三十一日所披露之營業租約承擔總額	22,020
Recognition exemptions:	確認豁免：	
– Leases with remaining lease term of less than 12 months	– 剩餘租期為少於12個月之租賃	(16,171)
Operating leases liabilities before discounting	於貼現前之營業租賃負債	5,849
Discounting using incremental borrowing rate as at 1st January 2019	於二零一九年一月一日採用增量借貸利率進行之貼現	(284)
Operating lease liabilities recognised under HKFRS 16 at 1st January 2019	於二零一九年一月一日根據香港財務報告準則第16號確認之經營租賃負債	5,565

The following table summarises the impact of transition to HKFRS 16 on the Group's consolidated statement of financial position at 1st January 2019:

		HK\$'000 千港元
Increase in right-of-use assets presented in property, plant and equipment	於物業、廠房及設備呈列之使用權資產增加	5,466
Increase in lease liabilities	租賃負債增加	5,565
Decrease in retained earnings	保留盈利減少	(99)

The adoption of HKFRS 16 also results in changes in accounting policy of leases, details of which are as set out in Note 3(y).

2. 編製基準 (續)

(a) 於二零一九年一月一日開始之財政年度期間生效之新訂及經修訂香港財務報告準則：(續)

香港財務報告準則第16號「租賃」(續)

作為承租人(續)

於二零一八年十二月三十一日之營業租約承擔總額與於二零一九年一月一日之租賃負債之對賬如下：

		HK\$'000 千港元
Total operating lease commitments disclosed at 31st December 2018	於二零一八年十二月三十一日所披露之營業租約承擔總額	22,020
Recognition exemptions:	確認豁免：	
– Leases with remaining lease term of less than 12 months	– 剩餘租期為少於12個月之租賃	(16,171)
Operating leases liabilities before discounting	於貼現前之營業租賃負債	5,849
Discounting using incremental borrowing rate as at 1st January 2019	於二零一九年一月一日採用增量借貸利率進行之貼現	(284)
Operating lease liabilities recognised under HKFRS 16 at 1st January 2019	於二零一九年一月一日根據香港財務報告準則第16號確認之經營租賃負債	5,565

下表概述過渡至香港財務報告準則第16號對本集團於二零一九年一月一日之綜合財務狀況表所造成之影響：

		HK\$'000 千港元
Increase in right-of-use assets presented in property, plant and equipment	於物業、廠房及設備呈列之使用權資產增加	5,466
Increase in lease liabilities	租賃負債增加	5,565
Decrease in retained earnings	保留盈利減少	(99)

採納香港財務報告準則第16號同時造成租賃會計政策改變，詳情列載於附註3(y)。

2. BASIS OF PREPARATION (Continued)

(b) Issued but not yet effective HKFRSs:

At the date of authorisation of these consolidated financial statements, certain new and amended HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

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

¹ Effective for annual periods beginning on or after 1st January 2020

² Effective for annual periods beginning on or after 1st January 2021

³ Effective date not yet determined

⁴ Effective for business combination and asset acquisition for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1st January 2020

The directors anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning after the effective date of the pronouncement. The new and amended HKFRSs are not expected to have a material impact on the Group's financial statements.

2. 編製基準 (續)

(b) 頒布但尚未生效的香港財務報告準則：

於此等綜合財務報表之授權刊發日期，若干新訂及經修訂香港財務報告準則經已刊發但尚未生效，且未被本集團提早採用。

香港財務報告準則第17號	保險合約 ²
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或注資 ³
香港財務報告準則第3號(修訂本)	業務的定義 ⁴
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號(修訂本)	利率基準改革 ¹
香港會計準則第1號及香港會計準則第8號(修訂本)	重要性的定義 ¹

¹ 於二零二零年一月一日或之後開始的年度期間生效

² 於二零二一年一月一日或之後開始的年度期間生效

³ 尚未釐定強制性生效日期

⁴ 對於收購日期在二零二零年一月一日或之後開始的第一個年度期間或之後的企業合併和資產收購生效

董事預期所有準則將於該等準則生效日期後開始之首個期間應用於本集團之會計政策。新訂及經修訂香港財務報告準則預期並不會對本集團財務報表造成重大影響。

3. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31st December each year. Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power over the entity, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity holders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and consolidated statement of comprehensive income as an allocation of the profit or loss and total comprehensive income for the period between non-controlling interests and the equity holders of the Company.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

3. 主要會計政策

下文載列編製此等綜合財務報表應用之主要會計政策。除另有指明外，該等政策已在所有呈列年度貫徹應用。

(a) 綜合基準

綜合財務報表包括本公司及其附屬公司截至每年十二月三十一日的財務報表。附屬公司是指受本集團控制的實體。本集團具有承擔或享有參與有關實體所得之可變回報的風險或權利，並能透過其在該實體的權力影響該等回報，即本集團對該實體具有控制權。當評估本集團是否對該實體具有該權力時，只會考慮由本集團或其他人士之實質權。

於附屬公司的投資於控制權開始日期至控制權終止日期期間於綜合財務報表中綜合計算。集團內公司間的結餘、交易及現金流以及集團內公司間之交易所產生的任何未變現溢利，均於編製綜合財務報表時悉數對銷。集團內公司間之交易產生的未變現虧損均按與未變現收益相同的方式對銷，惟僅限於無減值憑證時方予對銷。

非控股權益指於附屬公司並非直接或間接歸屬於本公司的權益，而就此而言，本集團並無與該等權益持有人協定任何可導致本集團整體就該等權益具有符合金融負債定義的合約責任的額外條款。

非控股權益於綜合財務狀況表中的權益呈列，並獨立於本公司股本持有人應佔權益。本集團業績所載的非控股權益於綜合損益表及綜合全面收益表內按非控股權益及本公司股本持有人之間應佔期內總溢利或虧損及全面收益總額的分配呈列。

倘本集團於附屬公司之權益變動不會導致喪失控制權，則作為股權交易入賬，而於綜合權益內之控股及非控股權益金額會作出調整，以反映相關權益變動，惟商譽不會予以調整及確認盈虧。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(a) Basis of consolidation (Continued)

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Where certain assets of the subsidiary are measured at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Company had directly disposed of the related assets (i.e., reclassified to profit or loss or transferred directly to retained earnings). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 "Financial Instruments" or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses, unless the investment is classified as held for sale or included in a disposal group. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

(b) Business combination

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred 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. Acquisition-related costs are recognised in profit or loss as incurred.

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

3. 主要會計政策 (續)

(a) 綜合基準 (續)

當本集團失去附屬公司之控制權時，出售產生之損益乃按以下兩者之差額計算：(i) 所收代價之公允價值與任何保留權益之公允價值之總額；及(ii) 附屬公司之資產（包括商譽）及負債及任何非控股權益之先前賬面值。倘該附屬公司之若干資產乃按重估金額或公允價值計量，而相關之累計收益或虧損已於其他全面收益中確認並於權益累計，則先前已於其他全面收益確認並於權益累計之金額以猶如本公司已直接出售相關資產之方式入賬（即重新分類至損益或直接轉撥至保留盈利）。於失去控制權之日於前附屬公司保留之任何投資之公允價值，根據香港財務報告準則第9號「金融工具」，會於其後入賬時被視為初步確認之公允價值，或（倘適用）初步確認於聯營公司或合營企業之投資之成本。

於本公司財務狀況表內，於附屬公司的投資以成本除去減值虧損予以列帳，惟分類為持作出售或已計入出售組別之投資除外。成本會作出調整以反映或然代價修訂所產生之代價變動。成本亦包括與投資直接相關之成本。

附屬公司之業績仍由本公司按已收及應收股息基準入帳。所有收購前或後溢利所收股息均包括於本公司的損益中確認。

(b) 業務合併

收購附屬公司及業務按收購法入賬。於業務合併中轉讓之代價以公允價值計量，公允價值則按本集團所轉讓資產、由本集團向被收購方前擁有人所產生之負債以及本集團為換取被收購方之控制權而發行股本權益於收購日期之公允價值總和計算。與收購有關之成本會於產生時在損益確認。

於收購日期，於業務合併中已收購之可識別資產及須承擔之負債及或然負債按其公允價值予以初步確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Business combination (Continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed. If, after assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value on the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as bargain purchase gain.

Where the consideration the Group transfers in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and considered as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments being made against goodwill or gain on bargain purchase. Measurement period adjustments are adjustments that arise from additional information obtained during the measurement period about facts and circumstances that existed as of the acquisition date. Measurement period does not exceed one year from the acquisition date. The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounting for within equity. Contingent consideration that is classified as a financial liability is remeasured at subsequent reporting dates at fair value with corresponding gain or loss being recognised in profit or loss.

Changes in the value of the previously held equity interest recognised in other comprehensive income and accumulated in equity before the acquisition date are reclassified to profit or loss when the Group obtains control over the acquiree.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

3. 主要會計政策 (續)

(b) 業務合併 (續)

商譽按所轉讓代價、被收購方之任何非控股權益金額及收購方先前於被收購方持有之股本權益公允價值(如有)之總額超出所收購可識別資產扣除所承擔負債後於收購日期之金額之差額計量。倘經評估後,所收購可識別資產扣除所承擔負債後於收購日期之金額超出所轉讓代價、被收購方之任何非控股權益金額及收購方先前於被收購方持有之權益公允價值(如有)之總額,則該超出之金額即時在損益內確認為議價收購收益。

當本集團於一項業務合併轉移之代價包括或然代價安排所產生之資產或負債,則或然代價乃按收購日期之公允價值計算,並視為業務合併轉移之代價之一部份。合資格作計量期間調整之或然代價之公允價值變動乃追溯調整,並對商譽或議價收購收益作出相應調整。計量期間調整為於計量期間因取得於收購日期已存在之事件及環境之額外資料而作出之調整。計量期間不得超過收購日期起計一年。不符合作為計量期間調整之或然代價公允價值變動之其後會計處理,取決於或然代價如何分類。分類為權益之或然代價於其後期末日不會重新計量,其後結算於權益內進行入賬處理。分類為金融負債之或然代價於其後期末日按公允價值重新計量,而相應收益或虧損乃於損益中確認。

當本集團取得對被收購方的控制權時,於收購日期前持有之股本權益並於其他綜合收益及累計權益確認的價值變動會重新分類至損益。

倘業務合併之初步會計處理於合併產生之報告期末仍未完成,則本集團會就仍未完成會計處理之項目呈報暫定金額。該等暫定金額於計量期間內作出調整,或確認額外資產或負債,以反映獲得有關於收購日期已存在事實及情況之新資料,而倘知悉該等資料,將會影響於當日確認之金額。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(c) Interests in associates

An associate is an entity in which the Group has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment. Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss or consolidated statement of comprehensive income. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interests in associates, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset in accordance with HKFRS 9.

3. 主要會計政策 (續)

(c) 聯營公司權益

聯營公司指本集團或本公司對其管理層有重大影響力(而非控制或共同控制),包括參與財務及經營決策之實體。

於聯營公司之投資按權益法於綜合財務報表入賬,除非該投資分類為持作出售。根據權益法,投資初步按成本記賬,並按本集團應佔被投資公司於收購日期可識別淨資產之公允價值超出投資成本之差額(如有)作出調整。其後,投資乃就本集團應佔被投資公司收購後之淨資產變動及與投資有關之任何減值虧損作出調整。收購日期超出成本之任何差額、本集團應佔被投資公司於收購後及除稅後業績以及本年度任何減值虧損乃於綜合損益表確認,而本集團應佔被投資公司於收購後及除稅後其他全面收益項目乃於綜合損益表或綜合全面收益表內確認。本公司會作出調整至令可能存在之任何不類同會計政策一致化。

當本集團應佔聯營公司之虧損超出其權益時,本集團之權益將減至零,並不再確認進一步虧損,除非本集團已承擔法律或推定責任,或代被投資公司付款外。就此而言,本集團之權益為根據權益法計算之投資賬面值,連同實質上構成本集團於聯營公司淨投資一部分之本集團長期權益。

本集團與其聯營公司間之交易所產生之未變現損益,乃以本集團於聯營公司之權益為限予以對銷,除非未變現虧損提供已轉讓資產之減值證據,在此情況下,則該等未變現虧損乃即時於損益中確認。

倘於聯營公司之投資變為於合營企業之投資或出現相反情況,則不會重新計量保留權益。反之,該投資繼續根據權益法入賬。

於其他情況下,倘本集團不再對聯營公司有重大影響力,其乃被視作出售於該被投資公司的全部權益,而所產生的盈虧將於損益中確認。任何在喪失重大影響力或共同控制的日期仍保留在該前被投資公司的權益按公允價值確認,而此金額將根據香港財務報告準則第9號被視為初步確認金融資產的公允價值。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that makes strategic decisions.

(e) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars (HKD or HK\$), which is the Company's functional currency and the Group's presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of profit or loss.

Foreign exchange gains and losses that relate to borrowings are presented in the statement of profit or loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit or loss on a net basis within other gains/(losses), net.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income are recognised in other comprehensive income.

3. 主要會計政策 (續)

(d) 分部報告

經營分部之報告方式須與主要營運決策者獲提供之內部報告之方式一致。作出決策之執行董事是主要經營決策者，其負責分配資源並且評核營運分部之表現。

(e) 外幣折算

(i) 功能及呈列貨幣

本集團旗下各實體之財務報表所列項目均以該實體經營所在主要經濟環境之通行貨幣（「功能貨幣」）計量。綜合財務報表以港元呈列，其亦為本公司之功能貨幣及本集團之呈列貨幣。

(ii) 交易及結餘

外幣交易按交易日期或估值日期（倘重新計量項目）之通行匯率折算為功能貨幣。因繳付該等交易及按年末匯率折算以外幣列值之貨幣資產及負債所產生之外匯收益及虧損，均於綜合損益表中確認。

有關借貸之外匯收益及虧損與財務成本一同於綜合損益表內呈列。所有其他外匯收益及虧損於綜合損益表之其他收益／（虧損）下以淨額呈列。

按公允價值計量之外幣非貨幣性項目按公允價值釐定當日之匯率折算。按公允價值列賬之資產及負債之折算差額列報為公允價值收益或虧損之一部份。例如，非貨幣性資產及負債（如按公允價值透過損益持有之權益）之折算差額於損益確認為公允價值收益或虧損之一部份，而非貨幣性資產（如按公允價值透過其他全面收益分類之權益）之折算差額於其他全面收益中確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(e) Foreign currency translation (Continued)

(iii) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the reporting date;
- (ii) income and expenses for each statement of profit or loss presented are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income and accumulated separately in the translation reserve in equity.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income and accumulated separately in the translation reserve in equity.

(f) Property, plant and equipment

Land and buildings are stated at fair value. Property, plant and equipment, other than land and buildings, are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the items.

Land and buildings are stated in the consolidated statement of financial position at their revalued amounts, being the fair value at the date of revaluation less any subsequent accumulated depreciation and amortisation and accumulated impairment losses. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the reporting date.

3. 主要會計政策 (續)

(e) 外幣折算 (續)

(iii) 集團公司

集團所有實體之功能貨幣如與呈列貨幣不一致(其中並無任何實體使用通脹嚴重經濟體系之貨幣)，其業績及財務狀況均按以下方法折算為呈列貨幣：

- (i) 每份財務狀況表之資產及負債均按該期末日之收市匯率折算；
- (ii) 每份損益表之收入及開支均按平均匯率折算(除非該平均匯率並非合理反映按交易日期之通行匯率計算之累計結果，在此情況下，則按交易日期之匯率折算收入及開支)；及
- (iii) 所有產生之匯兌差異均確認為其他全面收益及分別累積在權益的匯兌儲備。

收購海外實體所產生之商譽及公允價值調整均視為海外實體之資產及負債，並按收市匯率折算。所產生之匯兌差額於其他全面收益確認及分別累積在權益的匯兌儲備。

(f) 物業、廠房及設備

土地及樓宇以公允價值列賬。物業、廠房及設備(土地及樓宇除外)乃按成本值減去累積折舊及累積減值虧損後列賬。成本包括購置該等項目所產生之直接支出。

土地及樓宇乃按於重估日之公允價值減任何隨後之累積折舊及攤銷及累積減值虧損後於綜合財務狀況表列賬。重估是以足夠而有規律性進行的，因此於期末日之賬面金額和公允價值沒有重大分別。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Property, plant and equipment (Continued)

Any revaluation increase arising on revaluation of land and buildings is credited to the property revaluation reserve, except to the extent that it reverses a revaluation decrease of the same assets previously recognised as an expense, in which case the increase is credited to the consolidated statement of profit or loss to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of an asset is dealt with as an expense to the extent that it exceeds the balance, if any, on the revaluation reserve relating to a previous revaluation of that asset.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate cost or revalued amounts to their residual values over their estimated useful lives, as follows:

Land and buildings	Over the remaining term of the lease or 50 years, whichever is shorter
Furniture and fixtures	10% – 33 $\frac{1}{3}$ %
Motor vehicles	20%
Computer and office equipment	16 $\frac{2}{3}$ % – 50%
Right-of-use assets	Shorter of lease term or useful life of 2 – 5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the consolidated statement of profit or loss. When revalued assets are sold, the amounts included in other reserves are transferred to retained earnings.

(g) Investment properties

Property that is held for long-term rental yields and is not occupied by the Group, is classified as investment properties. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Cost includes expenditure that is directly attributable to the acquisition of the investment property.

3. 主要會計政策 (續)

(f) 物業、廠房及設備 (續)

任何於重估土地及樓宇時產生之重估增值計入物業重估儲備，惟直至撥回就相同資產先前確認為開支之重估減值，而增加則計入綜合損益表，直至先前扣除之減值。重估一項資產所產生之淨賬面金額之減少乃以開支處理，直至超逾有關先前重估該資產之重估儲備結餘(如有)。

物業、廠房及設備之折舊採用以下估計可使用年期將成本或重估金額按直線法分攤至剩餘價值計算：

土地及樓宇	按租約餘下年期或五十年 (以較短者為準)
傢俬及裝置	10% – 33 $\frac{1}{3}$ %
汽車	20%
電腦及辦公室設備	16 $\frac{2}{3}$ % – 50%
使用權資產	租賃年期或 可使用年期2-5年 (比較短者為準)

資產之剩餘價值及可使用年期在各期末日進行檢討及在適當時進行調整。

若資產之賬面金額高於其估計可收回金額，其賬面金額會即時撇減至可收回金額。

出售收益及虧損會透過比較所得款項與賬面金額而釐定，並於綜合損益表確認。當出售重估資產時，計入其他儲備之金額會轉撥至保留盈利。

(g) 投資物業

持有作為長期收取租金，而並非由本集團所佔用之物業乃分類為投資物業。投資物業初步按其成本(包括相關交易成本及適用之借貸成本)計量。成本包括購置投資物業所產生之直接支出。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(g) Investment properties (Continued)

After initial recognition at cost, investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. Changes in fair values are recorded in the consolidated statement of profit or loss.

If an item of property, plant and equipment becomes an investment property because its use has changed, any difference resulting between the carrying amount and the fair value of this item at the date of transfer is recognised in equity as a revaluation of property, plant and equipment. However, if a fair value gain reverses a previous impairment loss, the gain is recognised in the consolidated statement of profit or loss.

(h) Goodwill

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the Group's interest in the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment as described below in Note 3(j).

On subsequent disposal of a subsidiary, the attributable amount of goodwill capitalised is included in the determination of the amount of gain or loss on disposal.

3. 主要會計政策 (續)

(g) 投資物業 (續)

在初步確認成本後，投資物業按公允價值列賬，公允價值指由外聘估值師於各個期末日釐定之公開市值。公允價值根據活躍市場價格計算，如有需要就個別資產之性質、地點或狀況之任何差異作出調整。如沒有此項資料，本公司利用其他估值方法，例如較不活躍市場之近期價格或貼現現金流量預測法。公允價值之變動則於綜合損益表中確認。

倘物業、廠房及設備項目因用途轉變而成為投資物業，於該轉讓日期該項目之賬面金額與公允價值間之任何差額於權益確認為物業、廠房及設備重估。然而，倘公允價值收益撥回先前之減值虧損，則收益會於綜合損益表確認。

(h) 商譽

業務合併產生之商譽於獲得控制權之日(收購日期)確認為資產。商譽按於收購日期已轉讓代價的公允價值、於被收購方任何非控股權益之金額及收購方先前持有的被收購方股權(如有)的公允價值之總額，超過本集團於被收購方可識別資產及負債淨公允價值之權益的差額計量。

倘若於重新評估後，本集團於被收購方可識別淨資產公允價值之權益超過已轉讓代價、於被收購方任何非控股權益之金額以及收購方先前持有的被收購方股權(如有)的公允價值之總和，則超出部分將立即於損益內確認為議價收購收益。

商譽按成本減累計減值虧損列賬。商譽分配至現金產生單位並每年如以下附註3(j)所描述進行減值測試。

其後出售附屬公司時，釐定出售所產生收益或虧損之款額乃包括已撥充資本之商譽應佔款額。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(i) Intangible assets (other than goodwill)

Technical know-how and customer relationship

Technical know-how and customer relationships acquired in business combination are recognised initially at fair value at the acquisition date. After initial recognition, those have finite useful lives and are subsequently carried at cost less amortisation and any impairment losses. Amortisation for technical know-how and customer relationships is provided on the straight-line basis over the estimated useful lives of 3 years and 15 years, respectively.

Intangible assets, with finite and indefinite useful lives, are tested for impairment as described below in Note 3(j).

Research and development expenditure

Costs associated with research activities are expensed in the consolidated statement of profit or loss as incurred. Costs that are directly attributable to development activities are recognised as intangible assets provided they meet the following recognition requirements:

- (a) demonstration of technical feasibility of the prospective product for internal use or sale;
- (b) there is intention to complete the intangible asset and use or sell it;
- (c) the Group's ability to use or sell the intangible asset is demonstrated;
- (d) the intangible asset will generate probable economic benefits through internal use or sale;
- (e) sufficient technical, financial and other resources are available for completion; and
- (f) the expenditure attributable to the intangible asset can be reliably measured.

The amount initially recognised for internally-generated intangible asset is the sum of the direct costs incurred from the date when the intangible asset first meets the recognition criteria. Where no internally-generated intangible asset can be recognised, development expenditure is recognised as an expense in the period in which it is incurred. Direct costs include employee costs incurred on development activities along with an appropriate portion of relevant overheads.

Subsequent to initial recognition, internally-generated intangible asset is reported at cost less amortisation and any impairment losses. Amortisation is calculated using straight-line method over the estimated useful life of 3 years.

The assets' amortisation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

3. 主要會計政策 (續)

(i) 無形資產 (商譽除外)

技術知識及客戶關係

於業務合併時取得之技術知識及客戶關係按照於收購日期之公允價值予以初步確認。於初步確認後，具有有限可使用年期之無形資產按成本減去累計攤銷及任何減值虧損列賬。技術知識及客戶關係之攤銷乃分別按估計可使用年期，即三年及十五年以直線基準計提。

擁有有限及無限可使用年期的無形資產按附註3(j)所述進行減值測試。

研發開支

與研究活動有關之成本於產生時在綜合損益表內支銷。開發活動直接應佔之成本在符合以下確認規定時確認為無形資產：

- (a) 供內部使用或銷售的潛在產品之技術可行性之證明；
- (b) 有意圖完成並使用或出售無形資產；
- (c) 顯示出本集團有能力使用或出售無形資產；
- (d) 無形資產將可透過內部使用或銷售產生經濟利益；
- (e) 有充足技術、財務及其他資源可供完成研發；及
- (f) 無形資產應佔開支能可靠計量。

內部產生無形資產之初始確認金額為自無形資產首次符合確認標準之日起產生之直接成本總額。倘未能確認任何內部產生無形資產，則開發開支於其產生期間確認為開支。直接成本包括來自開發活動之僱員成本以及有關間接開支的適當部分。

於初始確認後，內部產生無形資產按成本減去累計攤銷及任何減值虧損列賬。攤銷乃以直線法按估計可使用年期三年計算。

資產之攤銷方法及可使用年期在各期末日進行檢討及在適當時進行調整。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Impairment of non-financial assets

The following assets are subject to impairment testing:

- Goodwill arising on acquisition of subsidiaries;
- Other intangible assets;
- Property, plant and equipment (including right-of-use assets);
- Interests in associates; and
- The Company's investments in subsidiaries

Goodwill and other intangible assets with indefinite useful life or those not yet available for use are not subject to amortisation and are tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions less costs of disposal, and value in use. 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 assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e., a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Corporate assets are allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified. Goodwill in particular is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose and not be larger than an operating segment.

Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost of disposal, or value in use, if determinable.

3. 主要會計政策 (續)

(j) 非金融資產之減值

以下資產須進行減值測試：

- 收購附屬公司產生的商譽；
- 其他無形資產；
- 物業、廠房及設備(包括使用權資產)；
- 聯營公司權益；及
- 本公司於附屬公司的投資

不論是否有任何減值跡象，商譽及具有無限使用年期或該等尚未可供使用之其他無形資產，無須進行攤銷，惟須最少每年進行一次減值測試。所有其他資產於有任何跡象顯示資產賬面值可能無法收回時進行減值測試。

當資產之賬面值高於其可收回金額時，高出金額為減值虧損並立即被確認為開支。可收回金額為公允價值(反映市場情況減去出售成本)與使用價值之較高者。於評估使用價值時，本集團會使用可反映目前市場對貨幣時值之評估及該項資產具有之風險之除稅前貼現率，將估計日後現金流量貼現至其現值。

就評估減值而言，若一項資產所產生之現金流入大致上不能獨立於其他資產所產生之現金流入，可收回金額則以能獨立產生現金流入之最細資產類別(即現金產生單位)釐定。因此，部分資產個別進行減值測試，部分則在現金產生單位層次進行測試。商譽會被特別分配至預期可從相關業務合併之協同效應中獲益，及代表本集團內為內部管理目的而監控商譽之最低水平且不大於經營分部之現金產生單位。

就已分配商譽之現金產生單位確認之減值虧損初步計入商譽之賬面值。除資產賬面值不會調減至低於其個別公允價值減出售成本或使用價值(如可釐定)外，任何剩餘減值虧損按比例自該現金產生單位之其他資產扣除。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Impairment of non-financial assets (Continued)

An impairment loss on goodwill is not reversed in subsequent periods. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

(k) Financial assets and liabilities

(i) Financial assets

Classification

The Group classifies its financial assets in the following measurement categories:

- debt instruments to be measured at amortised cost; and
- equity instrument to be measured subsequently at fair value through other comprehensive income ("FVOCI").

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For debt instruments, the classification depends on the entity's business model for managing the financial assets and its contractual cash flows characteristics. For investment in equity instrument, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

3. 主要會計政策 (續)

(j) 非金融資產之減值 (續)

商譽之減值虧損不可於其後期間撥回。就其他資產而言，倘用以釐定資產可收回金額之估計出現有利變動，減值虧損予以撥回，惟資產之賬面值不得超過倘並無確認減值虧損而應已釐定之賬面值（經扣除折舊或攤銷）。

在中期期間就商譽所確認之減值虧損不會在其後期間撥回。即使只在與中期期間有關的財政年度結束時進行減值評估將不會導致確認虧損或只會確認輕微虧損，情況亦會一樣。

(k) 金融資產及負債

(i) 金融資產

分類

本集團將其金融資產按以下計量類別分類：

- 按攤銷成本計量之債務工具；及
- 隨後按公允價值透過其他全面收益列賬之權益工具。

其分類取決於實體管理金融資產的業務模型及其現金流之合同條款。

對於債務工具，其分類取決於實體管理金融資產的業務模型及其合約現金流之特徵。對於權益工具之投資，這將取決於本集團在最初確認時是否作出不可撤銷的選擇按公允價值透過其他全面收益確認該股權投資。

本集團會於及只會於其管理金融資產的業務模型改變時重新分類其債務工具。

確認及終止確認

正常買賣之金融資產於交易日期（即本集團承諾購買或銷售該資產當日）確認。當從金融資產收取現金流量之權利已屆滿或轉讓，且本集團已將擁有權之所有風險及回報轉讓時，金融資產即終止確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Financial assets and liabilities (Continued)

(i) *Financial assets (Continued)*

Measurement

At initial recognition, the Group 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 that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Debt instruments at amortised cost

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. Assets that are held for collection of contractual cash flows where those cash flow represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses.

The Group's financial assets are amortised cost comprise "trade receivables", "other receivables and deposits", "finance lease receivables", "restricted bank deposits" and "bank balances and cash" as set out in the consolidated statement of financial position.

Equity instruments

The Group subsequently measures all equity investment at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the consolidated statement of profit or loss. Dividends from such investments continue to be recognised in the consolidated statement of profit or loss as other income when the Group's right to receive dividend payments is established. Impairment losses (and reversal of impairment losses) on equity investments at FVOCI are not reported separately from other changes in fair value.

3. 主要會計政策 (續)

(k) 金融資產及負債 (續)

(i) *金融資產 (續)*

計量

於初次確認時，本集團按金融資產之公允價值加（倘並非按公允價值透過損益列賬之金融資產）購置該金融資產之直接交易成本計量。按公允價值透過損益列賬之金融資產的交易成本會被視為費用計入損益。

按攤銷成本計量的債務工具

續計量取決於集團管理金融資產的業務模型及資產的現金流特徵。持作收回合約現金流量之資產，倘該等資產之現金流僅指支付之本金及利息，則按攤銷成本計量。該等金融資產之利息收入乃按實際利率法計入金融收入。任何因終止確認而產生之收益或虧損會直接於損益內確認並與外匯收益及虧損一併於其他收益／（虧損）呈列。

本集團按攤銷成本計量的金融資產包括綜合財務狀況表內之「應收貿易款項」、「其他應收款項及按金」、「應收融資租賃款項」、「受限制銀行存款」及「銀行存款及現金」。

權益工具

本集團按公允價值後續計量所有股權投資。倘本集團管理層選擇於其他全面收益表列報股權投資之公允價值收益及虧損，概無後續重新分類公允價值收益及虧損至綜合損益表。當本集團有權收取股息時，該等投資之股息繼續於綜合損益表確認為其他收入。按公允價值透過其他全面收益列賬之股權投資的減值損失（及減值虧損撥回）不會與公允價值變動分開列報。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Financial assets and liabilities (Continued)

(ii) Financial liabilities

The Group's financial liabilities include "trade payables", "other payables", "contingent consideration payable", "liability component of convertible bonds", "bank borrowings", "lease liabilities" and "financial liabilities at fair value through profit or loss". They are included in the consolidated statement of financial position as trade payables, other payables and accruals, contingent consideration payable, borrowings, lease liabilities and financial liabilities at fair value through profit or loss ("FVTPL").

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instruments. Financial liabilities (other than lease liabilities) are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at FVTPL.

Subsequently, financial liabilities (other than lease liabilities) are measured at amortised cost using the effective interest method except for derivatives which are not designated and effective as hedging instruments and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

All interest related charges are recognised in accordance with the Group's accounting policy for borrowing costs (see Note 3(w)).

Accounting policies of lease liabilities/finance lease liabilities are set out in Note 3(y).

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Where 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 the recognition of a new liability, and the difference in the respective carrying amount is recognised in profit or loss.

Trade payables and other payables and accruals

They are recognised initially at fair value, net of transaction costs incurred and subsequently measured at amortised cost, using the effective interest method.

3. 主要會計政策 (續)

(k) 金融資產及負債 (續)

(ii) 金融負債

本集團之金融負債包括「應付貿易款項」、「其他應付款項及應計費用」、「應付或然代價」、「可換股債券之負債部份」、「銀行借貸」、「租賃負債」及「按公允價值透過損益列賬的金融負債」並已包括在綜合財務狀況表之應付貿易款項、其他應付款項及應計費用、應付或然代價、借貸、租賃負債及按公允價值透過損益列賬(「按公允價值透過損益列賬」)的金融負債內。

金融負債乃於本集團成為金融工具合約條文之一方時確認。金融負債(租賃負債除外)最初按公允價值計量,以及(如適用)交易成本調整,除非本集團指定以公允價值透過損益列賬的金融負債計量。

隨後,金融負債(租賃負債除外)為使用實際利率法按攤銷成本計量,惟未指定為對沖有效的衍生工具和以公允價值計量透過損益列賬的金融負債除外,並其後按公允價值列賬,在損益中確認盈虧。

所有利息相關開支乃根據本集團就借貸成本採納之會計政策確認(見附註3(w))。

租賃負債/融資租賃負債之會計政策列載於附註3(y)。

金融負債乃於有關負債項下的義務被解除或註銷或屆滿時終止確認。

倘一項現有金融負債被相同借款人按重大不同條款提供之另一項債項取代,或現有負債條款被重大修改,則有關取代或修改會被視作終止確認原有負債及確認一項新負債,而各賬面值間之差額乃於損益內確認。

應付貿易款項及其他應付款項及應計費用

各項均以公允價值扣除所產生之交易成本以初始確認,其後利用實際利率法按攤銷成本計量。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Financial assets and liabilities (Continued)

(ii) Financial liabilities (Continued)

Borrowings

They are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

They are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Contingent consideration payable

Contingent consideration payable is classified as financial liability and is subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

Convertible bonds

Convertible bonds that can be converted to equity share capital at the option of the holder, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments which contain a liability component, a derivative component and an equity component.

Convertible bonds issued by the Group that contain both financial liability and equity components are classified separately into respective liability, derivative and equity components on initial recognition. On initial recognition, the fair value of the liability component is determined using the prevailing market interest rate for similar non-convertible debts. The difference between the proceeds of the issue of the convertible bonds and the fair value assigned to the liability component, representing the call option for conversion of the convertible bonds into equity, is included in equity as convertible bonds reserve.

The liability component is subsequently carried at amortised cost using the effective interest method. The equity component will remain in equity until conversion or redemption of the bond.

When the convertible bond is converted, the equity component of convertible bond and the carrying value of the liability component at the time of conversion are transferred to share capital and share premium as consideration for the shares issued. If the bond is redeemed, the convertible bonds reserve is released directly to retained earnings.

3. 主要會計政策 (續)

(k) 金融資產及負債 (續)

(ii) 金融負債 (續)

借貸

借貸按公允價值(扣除所產生的交易成本)予以初始確認。借貸其後按攤銷成本列賬;所得款項(扣除交易成本)與贖回價值的任何差額於借貸期間採用實際利率法在損益中確認。

除非本集團擁有無條件權利,可將負債之償還日期遞延至期末日後至少十二個月,否則金融負債被分類為流動負債。

應付或然代價

應付或然代價分類為金融負債,及於其後按公允價值重新計量,有關之公允價值變動則在損益中確認。

可換股債券

當可換股債券的持有人可以選擇將該債券轉換成權益性股本,而轉換的股票數量和轉換對價隨後不會變動,則可換股債券按照包含負債部分、衍生部分和權益部分的混合金融工具進行會計處理。

本集團所發行包含財務負債及權益部分之可換股債券,於初步確認時乃分別列入負債、衍生工具及權益部分。於初步確認時,負債部分之公允價值按類似之非可換股負債之現行市場利率釐定。發行可換股債券所得款項與分配為負債部分公允價值之差額為將可換股債券轉換為權益之認購期權,乃於權益列為可換股債券儲備。

負債部分於其後使用實際利息法按攤銷成本列賬。股權部分將一直列於權益內,直至轉換或贖回債券為止。

當轉換債券時,於轉換之時可換股債券之股權部份及負債部分之賬面值撥入股本及股份溢價賬,作為已發行股份之代價。倘債券被贖回,可換股債券儲備直接撥回至保留盈利。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Financial assets and liabilities (Continued)

(ii) Financial liabilities (Continued)

Convertible preferred shares

Convertible preferred shares issued by a subsidiary of the Company are designated as financial liabilities at FVTPL on initial recognition. The conversion option allows the holder to convert the preferred shares into ordinary shares and will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the subsidiary's own equity instruments, and therefore it does not meet the equity classification. At the end of each reporting period, subsequent to initial recognition, the entire convertible preferred shares are measured at fair value, with changes in fair value arising on remeasurement recognised directly in profit or loss in the period in which they arise, except for changes in fair value arising from the subsidiary's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss.

Transaction costs that relate to the issuance of the convertible preferred shares designated as financial liabilities at FVTPL are charged to profit or loss immediately.

Derivative financial instruments

Derivative financial instruments, in individual contracts or separated from hybrid financial instruments, are initially recognised at fair value on the date the derivative contract is entered into and subsequently remeasured at fair value. Derivatives that are not designated as hedging instruments are accounted for as financial assets or financial liabilities at FVTPL. Gains or losses arising from changes in fair value are taken directly to profit or loss.

(iii) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

3. 主要會計政策 (續)

(k) 金融資產及負債 (續)

(ii) 金融負債 (續)

可換股優先股

由本公司附屬公司所發行之可換股優先股於初步確認時被指定為按公允價值透過損益列賬的金融負債。轉換選擇權允許持有人將優先股轉換為普通股，並以定額現金或其他金融資產換取附屬公司本身固定數目權益工具以外的方式結算，因此其並不符合股權分類。於初步確認後的各期末日，全部可換股優先股均按公允價值計量，而重新計量產生的公允價值變動則於其產生期間直接於損益確認，惟附屬公司自有之信貸風險所產生之公允價值變動除外，有關變動於其他全面收益中呈列，而後並無重新分類至損益表。

與發行指定為按公允價值透過損益列賬的金融負債之可換股優先股有關的交易成本即時於損益中扣除。

衍生金融工具

於個別合約或與混合式金融工具分開的衍生金融工具，乃初步按訂立衍生工具合約當日的公允價值確認，並隨後按公允價值重新計量。並非指定作對沖工具的衍生工具入賬為按公允價值透過損益列賬的金融資產或金融負債。公允價值變動所產生的收益或虧損直接計入損益。

(iii) 抵銷金融工具

倘本公司擁有抵銷已確認金額之法定權利及有意按淨值基準償付或將資產變現並同時償付負債，則金融資產及負債可作抵銷及於綜合財務狀況表內以淨額呈報。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(I) Impairment of financial assets and contract assets

The Group assesses on a forward looking basis the expected credit losses ("ECL") associated with its debt instruments carried at amortised cost and contract assets as recognised and measured under HKFRS 15.

The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 6(b) details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables, contract assets and finance lease receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

For all other financial assets, the Group adopted a "three-stage" model for impairment based on changes in credit quality since initial recognition as summarised below:

- The receivables with low credit risk on initial recognition is classified in "Stage 1" and has its credit risk continuously monitored by the Group;
- If a significant increase in credit risk since initial recognition is identified, the receivables is moved to "Stage 2" but is not yet deemed to be credit impaired;
- If the receivables is credit-impaired, the financial instrument is then moved to "Stage 3".

Receivables in Stage 1 have their ECL measured at an amount equal to the portion of lifetime ECL that result from default events possible within the next 12 months. Instruments in Stage 2 or 3 have their ECL measured based on ECL on a lifetime basis.

3. 主要會計政策 (續)

(I) 金融資產及合約資產之減值

本集團按前瞻性基準評估相關之預期信貸虧損(「預期信貸虧損」)與其按攤銷成本列賬之債務工具及根據香港財務報告準則第15號確認及計量之合約資產。

採用之減值方法視乎信貸風險是否顯著增加。附註6(b)詳述本集團如何釐定信貸風險是否顯著增加。

對於應收貿易款項、合約資產及應收融資租賃款項，本集團採用香港財務報告準則第9號允許的簡化方法，其要求從應收賬款初始確認時確認預期使用期限虧損。

對於其他應收款項，本集團採納一種「三階段」減值模型，其基於自初始確認以來的信用質素變動，概述如下：

- 應收款項在初始確認時有較低信用風險，被分類為「階段一」，其信用風險由本集團持續監控；
- 倘識別出信用風險自初始確認後顯著增加，應收款項被轉移至「階段二」，但尚未被視為信用減值；
- 倘應收賬款已信用減值，則金融工具轉移到「階段三」。

階段一的應收款項的預期信貸虧損，其計量金額等於在未來十二個月內可能發生的違約事件所導致全期預期信貸虧損的一部分。階段二或階段三的工具的預期信貸虧損其基於使用期限的預期信貸虧損計量。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(l) Impairment of financial assets and contract assets (Continued)

Measurement of ECLs

Measurement of the ECL is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

When estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

For all other financial instruments, the Group recognises 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.

Detailed analysis of the ECL assessment of trade receivables, contract assets, finance lease receivables and other financial assets measured at amortised cost are set out in Note 6(b).

(m) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see Note 3(u)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECL in accordance with the policy set out in Note 3(l) and are reclassified to receivables when the right to the consideration has become unconditional (see Note 3(k)).

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see Note 3(u)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see Note 3(k)). Contract liability is disclosed as receipts in advance in the consolidated statement of financial position.

3. 主要會計政策 (續)

(l) 金融資產及合約資產之減值 (續)

預期信貸虧損的計量

預期信貸虧損之計量按金融工具預計使用年內信貸虧損之概率加權估計釐定。

當估算預期信貸虧損時，本集團考慮其相關且毋需太多成本或努力即可獲得合理且可支持的資訊。這包括基於本集團的過往經驗與知情信用評估的定量與定性的資訊及分析，亦包括前瞻性資訊。

預期信貸虧損採用以下基準計量：

- 十二個月預期信貸虧損：預期在期末日後十二個月內可能發生之違約事件而導致之虧損；及
- 全期預期信貸虧損：預期採用預期信貸虧損模式之項目在預計年限內所有可能發生之違約事件而導致之虧損。

就所有其他金融工具而言，本集團確認之虧損撥備相等於十二個月預期信貸虧損，除非自初始確認起金融工具之信貸風險顯著增加，於此情況下，虧損撥備按相等於全期預期信貸虧損之金額計量。

應收貿易款項、合約資產、應收融資租賃款項及其他按攤銷成本計量的金融資產的預期信貸虧損評估之仔細分析列載於附註6(b)。

(m) 合約資產及合約負債

本集團在有權無條件收取合約所載付款條款之代價前確認收益(見附註3(u))時確認合約資產。合約資產根據附註3(l)所載政策就預期信貸虧損評估，並在代價權利成為無條件後獲重新分類至應收款項(見附註3(k))。

本集團確認相關收益前，合約負債會於客戶支付代價時確認(見附註3(u))。倘本集團有無條件權利於本集團確認相關收益前收取代價，則合約負債亦會獲確認。於此情況下，相應應收款項亦會獲確認(見附註3(k))。合約負債在綜合財務狀況表中作為預收收益披露。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(m) Contract assets and contract liabilities (Continued)

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

(n) Inventories

(i) Inventories

Inventories comprise goods held for resale and goods pending for customers' acceptance and are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out method. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

(ii) Other contract costs

Other contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer which are not capitalised as inventory (Note 3(n)(i)), property, plant and equipment (Note 3(f)) or intangible assets (Note 3(i)).

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained e.g. an incremental sales commission. Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered. Costs that relate directly to an existing contract or to a specifically identifiable anticipated contract may include direct labour, direct materials, allocations of costs, costs that are explicitly chargeable to the customer and other costs that are incurred only because the group entered into the contract (for example, payments to sub-contractors). Other costs of fulfilling a contract, which are not capitalised as inventory, property, plant and equipment or intangible assets, are expensed as incurred.

3. 主要會計政策 (續)

(m) 合約資產及合約負債 (續)

就與客戶之單一合約而言，予以呈列淨合約資產或淨合約負債其一。就多份合約而言，不相關合約之合約資產及合約負債不會按淨額基準呈列。

(n) 存貨

(i) 存貨

存貨包括持作轉售之貨品及有待客戶接納之貨品，以成本及可變現淨值兩者中之較低者入賬。成本以先進先出法釐定。可變現淨值為日常業務過程中之估計售價減適當可變銷售開支計算。

(ii) 其他合約成本

其他合約成本為取得客戶合約之增量成本或為履行客戶合約之成本，其並無資本化為存貨（附註3(n)(i)）、物業、廠房及設備（附註3(f)）或無形資產（附註3(i)）。

取得合約之增量成本為本集團就取得客戶合約而產生，倘未能取得合約則不會產生之成本（例如增量銷售佣金）。倘有關收益之成本將在未來報告期內確認，而成本預期可收回，則取得合約之增量成本於產生時會資本化。取得合約之其他成本於產生時支銷。

倘履行合約之成本與現有合約或可識別之預期合約直接有關；產生或提升將於未來用於提供產品或服務之資源；並預期可收回，則會資本化。與現有合約或可識別之預期合約直接有關之成本可能包括直接勞工、直接材料、成本分配、明確向客人收取之成本及僅由於本集團訂立合約而產生之其他成本（例如向分包商支付款項）。其他履行合約之成本（其並無資本化為存貨、物業、廠房及設備或無形資產）於產生時支銷。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(n) Inventories (Continued)

(ii) Other contract costs (Continued)

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

Amortisation of capitalised contract costs is charged to profit or loss when the revenue to which the asset relates is recognised. The accounting policy for revenue recognition is set out in Note 3(u).

(o) Trade receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See Note 26 for further information about the Group's accounting for trade receivables and Note 3(l) for a description of the Group's impairment policies.

(p) Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with banks with original maturities of three months or less, and bank overdrafts.

3. 主要會計政策 (續)

(n) 存貨 (續)

(ii) 其他合約成本 (續)

資本化之合約成本按成本減累計攤銷及減值虧損列賬。倘合約成本資產之賬面值超過(i)本集團預期收取以交換有關該資產之產品或服務之代價餘下金額，減(ii)任何直接有關提供該等產品或服務，而未確認為開支之成本之淨額，則會確認減值虧損。

當與資產有關之收益獲確認時，資本化之合約成本攤銷將自損益中扣除。收益確認之會計政策載於附註3(u)。

(o) 應收貿易款項

應收貿易款項為於日常業務過程中客戶就已售商品或已提供服務之欠款。倘應收貿易款項預期可於一年或以內(或於正常業務週期內(如較長))收回，則獲分類為流動資產。不然以非流動資產呈列。

應收貿易款項以屬無條件之代價金額為初始確認，除非彼等包含重大融資組成部分，則按公允價值確認。本集團持有應收貿易款項是以收取合約現金流量為目標，因此其後使用實際利率法按攤銷成本計量。有關本集團就應收貿易款項入賬之進一步資料，請參閱附註26，而有關於本集團減值政策之描述，請參閱附註3(l)。

(p) 現金及現金等價物

在綜合現金流量表內，現金及現金等價物包括手頭現金、原定期限於三個月或以內之存放於銀行之通知存款及銀行透支。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(q) Share capital

Ordinary shares are classified as equity. Incremental cost directly attributable to the issue of new shares or options are shown in equity as deduction, net of tax, from the proceed.

(r) Trade and other payables

Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities unless payment is not due within 12 months after the reporting period.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(s) Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated statement of profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the places/countries where the Group's entities operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

3. 主要會計政策 (續)

(q) 股本

普通股乃分類為權益。因發行新股份或股份期權而直接產生的增量成本於權益內列作所得款的扣減項目(扣除稅項)。

(r) 應付貿易款項及其他應付款項

應付貿易款項及其他應付款項為於日常業務過程中向供應商購入之貨品或服務之付款責任。除非款項並非於期末日後十二個月內到期，應付貿易款項及其他應付款項會被分類為流動負債。

應付貿易款項及其他應付款項初步按公允價值確認，其後按實際利率法以攤銷成本計量。

(s) 即期及遞延所得稅

本期間稅項支出包括即期及遞延稅項。稅項乃於綜合損益表確認，惟與在綜合其他全面收益或直接在權益確認之項目有關者除外。在此情況下，稅項亦分別在綜合其他全面收益或直接在權益確認。

期內所得稅開支或抵免指根據各司法權區之適用所得稅稅率就即期應課稅收入計算應付之稅項，並經暫時差額及未動用稅項虧損導致之遞延稅項資產及負債之變動作出調整。

(i) 即期所得稅

即期所得稅開支以本集團之實體之營運及產生應課稅收入所在地／國家於期末日已頒佈或實質頒佈之稅法為基準計算。管理層定期就適用稅務規例須作出詮釋之情況評估報稅單，並按預期支付予稅務機關之適當數額計提合適之撥備。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(s) Current and deferred income tax (Continued)

(ii) Deferred income tax

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

When different tax rates apply to different levels of taxable income, deferred tax assets and liabilities are measured using the average tax rates that are expected to apply to the taxable income of the periods in which the temporary differences are expected to reverse.

The determination of the average tax rates requires an estimation of (1) when the existing temporary differences will reverse and (2) the amount of future taxable profit in those years. The estimate of future taxable profit includes:

- income or loss excluding reversals of temporary differences; and
- reversals of existing temporary differences

(iii) Offsetting

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

3. 主要會計政策 (續)

(s) 即期及遞延所得稅 (續)

(ii) 遞延所得稅

遞延所得稅就資產及負債之稅基與綜合財務報表所示賬面金額之間之暫時差額，以負債法確認。然而，倘遞延稅項負債於初步確認商譽時產生，則不獲確認，倘遞延所得稅於交易（業務合併除外）中初步確認資產或負債時產生及在交易時不影響會計或應課稅損益，則不予列賬。遞延所得稅按期末日前已實施或實際實施，並以在變現有關遞延所得稅資產或清償遞延所得稅負債時預期將會適用之稅率（及法例）而釐定。

遞延所得稅資產就可能有未來應課稅盈利而就此可使用暫時差異方會確認。

遞延所得稅就於附屬公司及聯營公司之投資產生之暫時差異而撥備，惟其暫時差異之撥回時間由本集團控制且在可預見將來可能不會撥回之遞延所得稅負債除外。

當不同稅率適用於不同水平之應課稅收入時，遞延稅項資產及負債按預期適用於暫時性差額預期撥回期間之應課稅收入之平均稅率計量。

釐定平均稅率須估計(1)現有暫時性差額將於何時撥回及(2)該等年度未來應課稅溢利之金額。未來應課稅溢利估計包括：

- 扣除暫時性差額撥回之收入或虧損；及
- 現有暫時性差額之撥回

(iii) 抵銷

當存在法律上可執行權利以將即期稅項資產抵銷即期稅項負債，以及當遞延所得稅項資產及負債乃關於同一稅務機關時，遞延所得稅資產可抵銷負債。當實體有法律上可執行權利以將即期稅項資產抵銷即期稅項負債及有意按淨額基準償付餘款時，所得稅資產可抵銷負債。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(t) Provisions, contingent liabilities and financial guarantee contract

(i) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

(ii) Contingent liabilities

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Group, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(iii) Financial guarantee contract

A financial guarantee contract is a contract that requires the issuer (or guarantor) to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

Subsequently, financial guarantees are measured at the higher of the amount determined in accordance with ECL under HKFRS 9 as set out in Note 3(l) and the amount initially recognised less, where appropriate, the cumulative amount of income recognised over the guarantee period.

3. 主要會計政策 (續)

(t) 撥備，或然負債及財務擔保合約

(i) 撥備

在出現以下情況時作出撥備：本集團因已發生之事件而產生現有之法律或推定責任；可能需有資源流出以償付責任；及金額已經可靠估計。未來經營虧損概不作撥備。如有多項類似責任，其需要在償付中流出資源之可能性是根據責任之類別作整體考慮。縱使在同一責任類別所包含之任何一個項目相關之資源流出之可能性極低，仍須確認撥備。撥備按預期履行責任所需開支之現值，以可反映現時市場評估之貨幣時間價值及責任之特定風險之稅前比率計量。時間過去產生之撥備升幅確認為利息開支。

(ii) 或然負債

如果經濟效益外流的可能性較低，或是無法對有關數額作出可靠的估計，便會披露為或然負債，資源外流的可能性極低則除外。若果本公司的義務須視乎某宗或多宗未來不明確和未能被公司全權控制的事件是否發生才能確定是否存在，亦會披露為或然負債，但資源外流可能性極低的則除外。

(iii) 財務擔保合約

財務擔保合約乃規定發行人（或擔保人）需作出特定款項以償付持有人蒙受損失之合約，而發生損失之原因為指定債務人未能按照債務工具條款於該債項到期時作出款項。

倘本集團發行財務擔保，該擔保之公允價值初始確認為貿易及其他應收款項內之遞延收益。倘就發行擔保已收或應收代價時，該代價將按適用於該資產類別之本集團政策確認。倘並無已收或應收有關代價，則任何遞延收益於初始確認時將一筆即時開支於損益確認。

其後，財務擔保根據附註3(l)所載香港財務報告準則第9號項下預期信貸虧損所釐定金額與初步確認金額減（如適用）於擔保期間確認之收入累計金額兩者間之較高者計量。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(u) Revenue recognition

Revenue arises mainly from the sales of IT products and contracts for the IT services.

To determine whether to recognise revenue, the Group follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied

In all cases, the total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

Revenue is recognised either at a point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method.

3. 主要會計政策 (續)

(u) 收益確認

收入主要來自出售資訊科技產品及提供資訊科技服務。

於決定是否確認收入時，本集團跟隨以下五個步驟：

- 步驟 1：識別與客戶之合約
- 步驟 2：識別合約內之履約義務
- 步驟 3：釐定交易價格
- 步驟 4：按合約內履約義務分配交易價格
- 步驟 5：當（或於）本集團滿足履約義務時確認收入

於所有情況下，合約之總交易價格根據相對單獨售價分配至不同履約義務。合約之交易價格不包括代表第三方收取之任何款項。

當（或於）本集團將承諾的商品或服務轉移予客戶以滿足履約義務時，收入以一個時點確認或以一段時間確認。

倘合約載有向客戶提供超過十二個月重大融資利益之融資組成部份，則收入按應收款項之現值計量，並使用反映於與有關客戶之個別融資交易之貼現率貼現，且利息收入按實際利率法分開應計。倘合約載有向本集團提供重大融資利益之融資組成部份，則根據該合約確認之收入包括按實際利率法合約責任所附之利息開支。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(u) Revenue recognition (Continued)

Further details of the Group's revenue and other income recognition policies are as follows:

(i) *Sales of goods and rendering of services*

Revenue from the sale of goods for a fixed fee is recognised when (or as) the Group transfers control of the assets to the customer.

For stand-alone sales of goods that are neither customised by the Group nor subject to significant integration services, control transfers at the point in time when the customer takes undisputed delivery of the goods.

When such items are either customised or sold together with significant integration services, the goods and services represent a single combined performance obligation over which control is considered to transfer over time. This is because the combined product is unique to each customer (has no alternative use) and the Group has an enforceable right to payment for the work completed to date. Revenue for these performance obligations is recognised over time as the customisation or integration work is performed, using the cost-to-cost method to estimate progress towards completion. As costs are generally incurred uniformly as the work progresses and are considered to be proportionate to the entity's performance, the cost-to-cost method provides a faithful depiction of the transfer of goods and services to the customer.

(ii) *Installation service*

For sales of goods together with installation service, where the installation is simple and does not include an integration service and could be performed by another party, such installation is accounted for as a separate performance obligation. In this case, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices. Where these are not directly observable, they are estimated based on expected cost plus margin. For sales of goods, control transfers at the point in time when the customer takes undisputed delivery of the goods. Where the installation is complex and goods or services are highly interdependent or interrelated (i.e. the sales of goods are significantly affected by the successful installation services in the contract), the installation and goods or services are not separately identifiable and revenue is recognised upon completion of the installation.

3. 主要會計政策 (續)

(u) 收益確認 (續)

本集團之收入及其他收益之確認政策如下：

(i) *銷售商品及提供服務*

以固定費用銷售商品的收入於(或在)本集團向客戶轉移資產控制權時確認。

對於獨立銷售商品，其既非客戶定制亦不受重大綜合服務的影響，控制權於客戶接受無可爭議的商品交付時轉移。

當該等物品被定制或連同重大綜合服務一起出售，則商品與服務代表一個單一合併履約義務，其控制權被視為隨時間推移而轉移。此乃因為合併產品對每個客戶而言為獨一無二(無其他替代用途)，且本集團就迄今為止已完成工作的付款擁有可強制執行權利。該等履約義務的收入隨定制或集成工作進行的時間而確認，並採用成本法估計完成進度。由於成本通常隨着工作進展而均衡產生，並且被視為與該實體的效能成正比，因此成本法提供向客戶轉移商品與服務的可靠描述。

(ii) *安裝服務*

對於銷售附帶安裝服務的產品，當安裝簡單且不包括集成服務並可由其他方執行時，該安裝被視為單獨履約義務。在此情況下，交易價格將按照獨立銷售服務相對價格分配給每個履約義務。在該等無法直接觀察的情況下，其按照預期成本加利潤率進行估計。對於銷售商品，控制權於客戶接受無可爭議的商品交付時轉移。當安裝十分複雜，且商品或服務高度相互依存或相互關聯(即商品銷售受合約中成功安裝服務的重大影響)，安裝及商品或服務不能單獨識別，收入在完成安裝時確認。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(u) Revenue recognition (Continued)

(iii) Maintenance service

The Group enters into fixed price maintenance contracts with its customers. Customers are required to pay in advance and the relevant payment due dates are specified in each contract. Revenue is recognised over time based on the maintenance service period.

(iv) Rental income

Rental income is recognised in the consolidated statement of profit or loss on a straight-line basis over the terms of the relevant leases.

(v) Finance income

Finance income implicit in finance lease is recognised as interest income over the period of the lease so as to produce an approximately constant periodic rate of return of the outstanding net investment in the leases for each accounting period.

(vi) Interest income

Interest income is recognised using the effective interest method.

(v) Retirement benefit costs

The Group operates Mandatory Provident Fund Scheme (the “MPF Scheme”) and other defined contribution retirement benefit plans for all qualifying employees. The MPF Scheme is established under the Mandatory Provident Fund Ordinance in December 2000. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the consolidated statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme and other defined contribution retirement benefit plans are held separately from those of the Group, in funds under the control of trustees. The Group’s contributions vest fully with the employees when contributed into the MPF Scheme and other defined contribution retirement benefit plans.

In addition, the Group offers a defined contribution retirement benefit plan under section 401(k) of the Inland Revenue Code of the United States of America for substantially all of its US based employees who are eligible to participate in. The scheme is a qualified profit-sharing plan that allows employees to contribute a portion of their wages to individual accounts up to 60% of their eligible compensation, subject to the maximum allowed by Internal Revenue Service. The Group is not required to make contributions to the plan but can make discretionary contributions.

3. 主要會計政策 (續)

(u) 收益確認 (續)

(iii) 保養服務

本集團與客戶簽訂固定價格保養合約。客戶需提前付款，而在每個合約中規定相關付款到期日。收入基於保養服務期隨時間轉移而確認。

(iv) 租金收入

租金收入按有關租期以直線法於綜合損益表內確認。

(v) 融資租賃收入

融資租賃收入隱含財務收入按租期確認為利息收入，以令每個會計年度期間剩餘之淨租賃投資定期回報率大致相同。

(vi) 利息收入

利息收入採用實際利息法進行確認。

(v) 退休福利成本

本集團為所有合資格僱員營辦一項強積金計劃「(強積金計劃)」及其他界定福利計劃。強積金計劃乃於二零零零年十二月根據強制性公積金條例設立。供款乃按僱員基本薪金之某一百分比計算，並於根據強積金計劃之規則須支付時於綜合損益表中扣除。強積金計劃及其他界定福利計劃之資產由信託人控制之基金持有，與本集團資產分開存放。本集團向強積金計劃及其他界定福利計劃供款後，供款即全數撥歸僱員所有。

此外，本集團按美國《稅務法》第401(k)條，為其絕大部分合資格參與並於美國定居的僱員提供界定供款退休福利計劃。該計劃為合資格溢利分享計劃，允許僱員按其合資格報酬最多60%之薪金比例向個人賬戶進行供款，該上限需經美國國家稅務局批准。本集團無須向該計劃供款，惟可酌情作出供款。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(w) Borrowing costs

Borrowing costs incurred, net of any investment income earned on the temporary investment of the specific borrowings, for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

Borrowing costs are capitalised as part of the cost of a qualifying asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

(x) Share-based payment

The fair value of services received were determined by reference to the fair value of shares and share options granted at the grant date and expensed on a straight-line basis over the vesting period or recognised as an expense in full at the grant date when the shares and share options granted vest immediately, with a corresponding increase in equity (share-based payment reserve).

At each reporting date, the Group revises its estimates of the number of shares and share options that are expected to ultimately vest. The impact of the revision of the estimates during the vesting period, if any, is recognised in the consolidated statement of profit or loss, with a corresponding adjustment to share-based payment reserve.

At the time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. After vesting date, when the shares or share options are forfeited after the vesting date or are still not exercised at the expiry dates, the amount previously recognised in share-based payment reserve will be transferred to retained earnings.

3. 主要會計政策 (續)

(w) 借貸成本

就收購、建造或生產任何合資格資產而產生之借貸成本(扣除就特別借貸之暫時投資賺取之任何投資收入)，於完成及準備資產投入其擬定用途所需期內撥充資本。合資格資產乃指需要頗長時間方可達致其擬定用途或出售的資產。其他借貸成本於產生時支銷。

當資產產生開支、借貸成本產生及就資產投入其擬定用途或出售而言屬必要的準備工作進行時，借貸成本乃撥充資本作為合資格資產成本之部分。當就合資格資產投入其擬定用途或出售而言屬必要的絕大部分準備工作完成時，借貸成本則停止撥充資本。

(x) 以股份為基礎支付之款項

所接收服務之公允價值乃參考於授出日期所授出股份及購股權之公允價值而釐定，以直線法於歸屬期內支銷，或倘授出之股份及購股權立即歸屬，則於授出日期悉數支銷，並於權益計入相應數額(以股份為基礎支付儲備)。

於各期末日，本集團修訂其對預期將最終歸屬之股份及購股權數目之估計。估計變動於歸屬期(如有)之影響於綜合損益表確認，並對以股份為基礎支付儲備作出相應調整。

購股權獲行使時，過往於購股權儲備中確認之數額將轉撥至股份溢價賬。在歸屬日後，當股份或購股權於歸屬日後被沒收或於屆滿日期仍未行使，則過往於以股份為基礎支付儲備確認之金額將轉撥至保留盈利。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(y) Leases

(i) *The Group as a lessee*

Policy applicable from 1st January 2019

Definition of lease

For any new contracts entered into on or after 1st January 2019, the Group considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an identified asset (the underlying asset) for a period of time in exchange for consideration'.

To apply this definition, the Group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group;
- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
- the Group has the right to direct the use of the identified asset throughout the period of use.

The Group assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

For leases of office premises, staff quarter and computer equipment in which the Group is a lessee, the Group elected not to separate non-lease components and will instead account for the lease and non-lease components as a single lease component.

Measurement and recognition of leases as a lessee

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the consolidated statement of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the underlying asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any lease incentives received).

While the Group's land and buildings presented in property, plant and equipment are carried at revaluation model, the Group has elected not to apply revaluation model to right-of-use office premises held by the Group.

3. 主要會計政策 (續)

(y) 租賃

(i) 本集團作為承租人

自二零一九年一月一日起適用

租賃之定義

就於二零一九年一月一日或以後所簽訂之任何新合約而言，本集團會考慮合約是否屬於或包含租賃。租賃已定義為「以代價換取已識別資產（相關資產）於一段時間之使用權之一項合約或合約之一部分」。

為應用此定義，本集團評估有關合約是否符合以下三個主要評估：

- 有關合約是否包含一項已識別資產，無論有關資產於合約中明示或透過資產在可供本集團使用時獲識別之方式作出暗示；
- 考慮到就有關合約所訂明範圍內之權利，本集團是否有權獲得於整個使用期間內使用已識別資產所產生之絕大部分經濟利益；及
- 本集團是否有權於使用期間內指示已識別資產之用途。

本集團評估其是否有權於使用期間內指示資產之「使用方式及用途」。

就本集團作為承租人之物業、員工宿舍及電腦設備租賃而言，本集團選擇不區分非租賃組成部分，並將租賃及非租賃組成部份入賬列為單一租賃組成部分。

作為承租人之租賃計量及確認

於租賃開始日期，本集團於綜合財務狀況表確認使用權資產及租賃負債。使用權資產以成本計量，而成本包括租賃負債之初步計量、任何由本集團產生之初步直接成本、估計於租賃結束時拆卸並移除相關資產所需之任何成本及任何於租賃開始日期前預付之租賃付款（扣除任何已收取之租賃優惠）。

儘管本集團於物業、廠房及設備呈列之土地及樓宇按重估模式列賬，本集團已選擇不應用重估模式於本集團持有的使用權資產之辦公室物業。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(y) Leases (Continued)

(i) *The Group as a lessee (Continued)*

Policy applicable from 1st January 2019 (Continued)

Measurement and recognition of leases as a lessee (Continued)

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use assets or the end of the lease term. The Group also assesses the right-of-use assets for impairment when such indicator exists.

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable payments based on an index or rate, and amounts expected to be payable under a residual value guarantee. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payment of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

Subsequent to initial measurement, the liability will be reduced for lease payments made and increased for interest cost on the lease liability. It is remeasured to reflect any reassessment or lease modification, or if there are changes in in-substance fixed payments. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Group has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these leases are recognised as an expense in profit or loss on a straight-line basis over the lease term. Short-term leases are leases with a lease term of 12 months or less.

3. 主要會計政策 (續)

(y) 租賃 (續)

(i) 本集團作為承租人 (續)

自二零一九年一月一日起適用 (續)

作為承租人之租賃計量及確認 (續)

由租賃開始日期起直至使用權資產可使用年期結束或租期結束 (以較早者為準) 本集團將使用權資產以直線法折舊。當出現減值跡象時, 本集團亦會為使用權資產作減值評估。

於開始日期, 本集團按於該日期尚未支付之租賃付款之現值計量租賃負債, 並以租賃隱含之利率或 (倘該利率不易釐定) 本集團之增量借貸利率貼現。

計入租賃負債計量之租賃付款包括固定付款 (包括實質固定付款) 減任何應收租賃優惠、基於指數或利率之可變付款及剩餘價值擔保下之預期應付款項。租賃付款亦包括合理確定將由本集團行使之購買權之行使價及為終止租賃而支付之罰款 (倘租期反映本集團正行使終止權)。

於初步計量之後, 負債將就已作出之租賃付款予以減少, 並就租賃負債之利息成本予以增加。倘有任何重估或租賃修改, 則重新計量負債以作反映, 而倘實質固定付款有所變化, 亦會重新計量負債。並非基於指數或利率之可變租賃付款於導致付款之事件或條件發生期間被確認為開支。

當重新計量租賃負債時, 相應之調整反映於使用權資產或倘使用權資產已減少至零則反映於損益中。

本集團已選擇就短期租賃使用可行權宜方法入賬。有關該等租賃之付款於租期內以直線法於損益內確認為開支, 而不會確認使用權資產及租賃負債。短期租賃為租期為 12 個月或以下之租賃。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(y) Leases (Continued)

(i) The Group as a lessee (Continued)

Policy applicable from 1st January 2019 (Continued)

Measurement and recognition of leases as a lessee (Continued)

On the consolidated statement of financial position, right-of-use assets have been included in property, plant and equipment and lease liabilities have been presented separately.

Refundable rental deposits paid are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Policy applicable before 1st January 2019

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property is classified as investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease; and
- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

3. 主要會計政策 (續)

(y) 租賃 (續)

(i) 本集團作為承租人 (續)

自二零一九年一月一日起適用 (續)

作為承租人之租賃計量及確認 (續)

於綜合財務狀況表，使用權資產已計入物業、廠房及設備及租賃負債已獨立呈列。

已付可退還的租金按金是根據香港財務報告準則第9號入賬和最初以公允價值計量。初始調整公允價值確認被視為額外租賃付款，並計入使用權資產的成本。

於二零一九年一月一日前適用

倘本集團釐定由一項交易事項或一系列交易事項組成的安排涵蓋個別資產或多項資產於協定年期內的使用權，以換取付款或一系列付款，則該項安排乃屬或包含一項租賃。有關釐定工作乃以評估該項安排的實質內容為基準，而不論該項安排是否擁有租賃的法律形式。

本集團承租之資產之分類

對於本集團以租賃持有的資產，如有關租賃將擁有資產的絕大部分風險和回報轉移至本集團，有關資產便會劃歸為以融資租賃持有。不向本集團大幅轉移所有風險及回報的租賃乃列作經營租賃，惟下列者除外：

- 根據經營租賃方式持有而被分類為投資物業的物業則屬例外，該等物業會作個別分類作投資物業分類訂定，並以融資租賃列賬；及
- 根據經營租賃持有自用之土地，而其公允價值無法與於其上興建之樓宇於租約生效時之公允價值分開計量，有關土地則根據融資租賃持有入賬，惟有關樓宇亦明顯根據經營租賃持有則例外。就此而言，租賃生效之時間為本集團首次訂立租賃之時間，或從先前承租人接管租賃之時間。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(y) Leases (Continued)

(i) The Group as a lessee (Continued)

Policy applicable before 1st January 2019 (Continued)

Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to the consolidated statement of profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term except where the property is classified as an investment property.

(ii) The Group as a lessor

Assets leased out under finance leases as the lessor

When assets are leased out under finance leases, the risks and rewards of ownership are transferred out to customers. When assets are leased out under finance leases, the present value of the lease payments is recognised as a receivable.

(z) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and Company's financial statements in the year in which the dividends are approved by the Company's shareholders or directors, where appropriate.

3. 主要會計政策 (續)

(y) 租賃 (續)

(i) 本集團作為承租人 (續)

於二零一九年一月一日前適用 (續)

經營租賃

倘本集團有權使用根據經營租賃持有的資產，則根據租賃作出的付款於租期內按直線法於損益表內扣除，惟倘有另一種基準可更妥當地展示自租賃資產獲得收益之時間模式則除外。

以經營租賃所持有土地的收購成本乃以直線法於租賃期內攤銷，惟該物業歸類為投資物業除外。

(ii) 本集團作為出租人

根據融資租約作為出租人租出之資產

當資產根據融資租約租出時，擁有權之風險及回報即轉嫁予客戶。當資產根據融資租約租出時，租賃款項之現值將確認為應收款項。

(z) 股息分派

向本公司股東派付之股息於本公司股東或董事 (如適用) 批准派付股息之年度內在本集團及本公司之財務報表中確認為負債。

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(aa) Related parties

For the purposes of these consolidated financial statements, 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, is related to the Group if that person:

- (1) has control or joint control over the Group;
- (2) has significant influence over the Group; or
- (3) is a member of the key management personnel of the Group or the Group's parent.

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

- (1) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
- (2) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (3) Both entities are joint ventures of the same third party;
- (4) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (6) The entity is controlled or jointly controlled by a person identified in (a);
- (7) A person identified in (a)(1) 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); or
- (8) The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

3. 主要會計政策 (續)

(aa) 關連人士

對於該等綜合財務報表而言，一方將被認為是與本集團有關連的，如：

(a) 有關方為一名人士，則該人士或該人士之近親與本集團有關連：

- (1) 對本集團擁有控制權或共同控制權；
- (2) 對本集團有重大影響；或
- (3) 為本集團或本集團之母公司之主要管理層成員。

(b) 有關方為實體並符合下列任何條件，則與本集團有關連：

- (1) 該實體與本集團屬同一集團之成員公司(即母公司、附屬公司及同系附屬公司彼此間有關連)；
- (2) 一間實體為另一實體之聯營公司或合營企業(或另一實體所屬集團旗下成員公司之聯營公司或合營企業)；
- (3) 兩間實體均為同一第三方之合營企業；
- (4) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司；
- (5) 實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃；
- (6) 實體受(a)項所述人士控制或共同控制；
- (7) 於(a)(1)項所述人士對實體有重大影響或為實體(或實體之母公司)之主要管理層成員；或
- (8) 該實體或其所屬集團之任何成員公司向報告主體或報告主體之母公司提供主要管理人員服務。

某人士之近親乃指與該實體交易時預期可影響該人士或受該人士影響之家庭成員。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(a) Critical accounting judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, management has made the following accounting judgements:

(i) *Provision for impairment of trade receivables within the scope of ECL under HKFRS 9*

The provisioning policy for trade receivables of the Group is based on the evaluation of the risk of default and the expected loss rate. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, which include the current creditworthiness, the past collection history, the realisation of any repayment pattern promised as well as forward looking estimates at the end of each reporting period. Details of which are as set out in Note 6(b). As at 31st December 2019, the aggregate carrying amounts of trade receivables amounted to HK\$344,219,000 (net of loss allowance of HK\$2,158,000) (2018: HK\$315,007,000 (net of loss allowance of HK\$9,417,000)).

(ii) *Income taxes*

The Group is subject to income taxes in jurisdictions in which the Group operates. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made.

(b) Sources of estimation uncertainty

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(i) *Revenue recognition*

According to the accounting policy as stated in Note 3(u), the Group uses the cost-to-cost method to estimate progress towards completion for revenue recognised over time from sales of goods and services (other than installation service and maintenance services). The progress is measured by reference to the actual costs incurred up to the reporting date as a percentage of total estimated costs of completion. When the outcome of a contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred that it will be probably recoverable.

4. 重大會計估計及判斷

(a) 採納本集團會計政策時的重要會計判斷

於採納本集團會計政策過程時，管理層已作出下列的會計判斷：

(i) *香港財務報告準則第9號的預期信貸虧損範圍內的應收貿易款項之減值撥備*

本集團應收貿易款項之撥備政策乃根據對違約風險及預期虧損率之估計而制定。評估該等應收款項之最終變現能力時須作出大量判斷，包括目前之信譽、過往還款記錄、任何已承諾還款模式之兌現以及於各報告期末之前瞻性估計。有關詳情列載於附註6(b)。於二零一九年十二月三十一日，應收貿易款項之總賬面值為344,219,000港元(扣除減值撥備2,158,000港元)(二零一八年：315,007,000港元(扣除減值撥備9,417,000港元))。

(ii) *所得稅*

本集團須於本集團經營所在地之司法權區繳納所得稅。在釐定所得稅撥備時需要運用相當程度之判斷。於日常業務過程中有頗多未能確定最終稅項之交易及計算。本集團依據會否有到期應繳納額外稅項之估計而確認預期稅務審計項目之負債。倘該等事項之最終稅務結果與初步記錄之金額不同，則有關差異將影響作出釐定之年度之所得稅及遞延稅項撥備。

(b) 估計不確性因素來源

本集團作出有關未來之估計及假設。顧名思義，所作會計估計甚少與有關之實際結果相同。存有重大風險導致下個財政年度之資產及負債之賬面值作出重大調整之估計和假設討論如下：

(i) *收益確認*

根據附註3(u)所述之會計政策，本集團採用成本法以估計銷售商品及提供服務之完成進度(不包括安裝服務及維修服務)確認隨時間轉移之收益。完工比例參考截至期末日止已產生之實際成本佔完工之估計總成本之百分比計算。當完工百分比合約之結果不能以可靠方式估計，收益僅於合約成本產生及其將可能可收回之情況下確認。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued) 4. 重大會計估計及判斷(續)

(b) Sources of estimation uncertainty (Continued)

(ii) Valuation of investment properties, land and buildings

The best evidence of fair value is current prices in an active market for similar leases and other contracts. In the absence of such information, the Group determines the amount within a range of reasonable fair values estimated. In making its estimates, the Group considers the information from the valuations of investment properties and land and buildings performed by external professional valuers by using the market comparison approach. The market comparison approach is referenced to recent sale price of comparable properties on a price per square foot basis, adjusted for a premium or a discount specific to the quality and floor of the Group's buildings compared to the recent sales.

Had the Group used different valuation techniques, the fair value of the investment properties and land and buildings would be different and thus may have an impact to the consolidated statement of profit or loss.

At 31st December 2019, the carrying amount of the Group's land and buildings and investment properties carried at revalued amount/fair value were HK\$290,100,000 (2018: HK\$280,700,000) and HK\$55,800,000 (2018: HK\$54,000,000) respectively.

(iii) Estimated impairment of interests in associates

An impairment exists when the carrying value of an asset or 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 value in use was determined based on the estimated present value of the estimated future cash flows expected to be generated by i-Sprint Holdings Limited and its subsidiaries ("i-Sprint Group"), including cash flows from the operations of i-Sprint Group and estimated terminal value. Based on the assessment, the recoverable amount of i-Sprint Group is higher than its carrying amount. Hence, no impairment loss (2018: impairment loss of HK\$11,900,000) on the interests in i-Sprint Group was recognised in the consolidated statement of profit or loss during the year ended 31st December 2019.

(b) 估計不確性因素來源(續)

(ii) 投資物業、土地及樓宇之估值

公允價值之最佳憑證為類似租賃及其他合約於活躍市場中之現行價格。倘缺乏有關資料，本集團將會把金額釐訂在合理之公允價值估計範圍內。於作出估計時，本集團考慮由外聘專業估值師以市場比較法進行之投資物業、土地及樓宇估值所得資料。市場比較法乃參考最近可比較物業每平方尺之銷售價格而釐定，並按本集團物業質量及樓層與最近銷售比較作溢價或折扣調整。

倘本公司使用不同之估值方法，投資物業、土地及樓宇之公允價值將有所出入，而對綜合損益表可能構成影響。

於二零一九年十二月三十一日，本集團土地及樓宇以及投資物業按重估金額／公允價值列賬之賬面值分別為290,100,000港元（二零一八年：280,700,000港元）及55,800,000港元（二零一八年：54,000,000港元）。

(iii) 聯營公司權益之估計減值

當資產或現金產生單位之賬面值超出其可收回金額（即其公允價值減出售成本與其使用價值之較高者）時即存在減值。

可使用價值乃基於i-Sprint Holdings Limited及其附屬公司（統稱為「i-Sprint集團」）預期產生之估計未來現金流量（包括i-Sprint集團業務經營產生的現金流量及最終價值）之估計現值而釐定。根據評估，i-Sprint集團的可收回金額高於其賬面值。因此，於截至二零一九年十二月三十一日止年度，於綜合損益表並無就i-Sprint集團權益確認減值虧損。（二零一八年：減值虧損為11,900,000港元）

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued) 4. 重大會計估計及判斷 (續)

(b) Sources of estimation uncertainty (Continued)

(iv) Recognition of share-based compensation expenses

The Company has approved and adopted the subsidiary share option scheme on 21st December 2018 and share options were granted to the subsidiary's management, employees and other parties during the years ended 31st December 2018 and 2019. The directors, with the assistance of an independent professional valuer, have used the Binomial Option Pricing Model to determine the total fair value of the options granted, which is to be expensed over the vesting period as appropriate. Significant estimate on assumptions, such as share price volatility and dividend yield, is required to be made by the directors in applying the Binomial Option Pricing Model. Details of share-based compensation expenses are set out in Note 38.

(v) Estimated impairment of goodwill and intangible assets

The Group determined whether goodwill is impaired at least on an annual basis, while for the acquired intangible assets, technical know-how and customer relationship, with finite useful lives, they are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable. This requires an estimation of the value in use of the cash-generating units to which goodwill and the acquired intangible assets are allocated. Estimating the value in use requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value of those cash flows. Details of goodwill and intangibles assets are set out in Note 21.

(vi) Valuation of financial liabilities at FVTPL

The fair value of financial liabilities that are not traded in an active market is determined by using valuation techniques. The Group uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. Changes in these assumptions and estimates could materially affect the respective fair value of these financial liabilities. Details of financial liabilities at FVTPL and fair value measurement are set out in Notes 39 and 6(d), respectively.

(b) 估計不確性因素來源 (續)

(iv) 確認以股份為基礎支付之開支

本公司於二零一八年十二月二十一日已批准及採納附屬公司之購股權計劃，並於截至二零一八年及二零一九年十二月三十一日止年度授予附屬公司管理層、員工及其他人士購股權。董事在獨立專業估值師的協助下已採用二項式期權定價模型確定了授出的購股權的公允價值總額，其將於歸屬期內列支（如適用）。董事於採用二項式期權定價模式時需就股份價格波動及股息率等假設作出重大估計。以股份為基礎支付之開支之詳情載於附註38。

(v) 商譽和無形資產的估計減值

本集團至少每年釐定商譽是否發生減值，而對於具有有限可使用年期之收購的無形資產，包括技術知識以及客戶關係，在有跡象表明該資產的賬面值可能無法收回時進行減值測試。這需要估計已獲分配商譽和所收購無形資產的現金產生單位的使用價值。估計使用價值需要本集團估計預期由現金產生單位產生的未來現金流量及適當貼現率以計算該等現金流量的現值。商譽和無形資產的詳情載於附註21。

(vi) 按公允價值透過損益列賬的金融負債之估值

非於活躍市場交易的金融負債之公允價值乃使用估值方法釐定。本集團主要根據期末日已存在之市場狀況以判斷選擇不同的方法及作出假設。假設及估計之改變可以重大影響此等金融負債之公允價值。按公允價值透過損益列賬的金融負債及公允價值計量之詳情分別列載於附註39及6(d)。

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

5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities within the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of equity attributable to equity holders of the Company, comprising issued capital, reserves and retained earnings as disclosed in the consolidated statement of changes in equity.

The directors of the Company review the capital structure periodically. As part of this review, the directors of the Company prepare the annual budget taking into account of the provision of funding. Based on the proposed annual budget, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the management of the Group, the Group will balance its overall capital structure through the payment of dividends, new share issues, bank borrowings and share buy-backs as well as the issue of new debt or the redemption of existing debt, if necessary.

As at 31st December 2019, the Group's debt-to-equity ratio was 31.3% (2018: 39.7%), which was calculated as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Borrowings	借貸	439,770	481,715
Equity attributable to equity holders of the Company	本公司股本持有人應佔權益	1,405,272	1,212,877
Debt-to-equity ratio	總債務與總權益比率	31.3%	39.7%

There are no changes on the Group's approach to capital risk management during the year.

5. 資本風險管理

本集團管理其資本乃為確保本集團之實體有能力持續經營，並通過優化債務及權益平衡，盡量增大股東之回報。

本集團之資本結構包括股權持有人應佔本公司之權益，並由已發行股本、儲備及保留盈利構成，該等項目於綜合權益變動表內披露。

本公司董事定期檢討其資本結構。作為檢討其中一環，本公司董事在顧及資金撥備下編製年度預算。根據所提交之年度預算，本公司董事考慮資本成本及連同每個資本類別之風險。根據本集團管理層之建議，本集團將通過支付股息、發行新股份、銀行借貸及購回股份及在有需要時另行舉借或償還現有債務，以平衡整體資本結構。

於二零一九年十二月三十一日，本集團之總債務對總權益比率為31.3%（二零一八年：39.7%），乃按如下計算：

本集團管控資本風險之辦法於年內並無改變。

6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), credit risk, and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Market risk

(i) Foreign exchange risk

The Group mainly earns revenue and incurs costs in HKD and United States dollars ("USD"). Foreign exchange exposure to USD of the Group will continue to be minimal as long as the policy of the Government of the Hong Kong Special Administrative Region to peg the HKD to the USD remains in effect. There was no material exposure to fluctuations in exchange rates, and therefore no related hedging financial instrument was applied during the years ended 31st December 2019 and 2018.

(ii) Interest rate risk

The Group's exposure to interest rate risk mainly concentrated on the fluctuation in relations to variable interest rate on bank balances and bank borrowings. The Group currently does not have any interest rate hedging policy.

The sensitivity analysis below have been determined based on the exposure to interest rates for non-derivative instruments including bank balances and bank borrowings, at the reporting date and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period in the case of instruments that have floating rates. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rate.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's profit for the year ended 31st December 2019 would decrease/increase by approximately HK\$592,000 (2018: HK\$443,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank borrowings.

6. 財務風險管理及公允價值計量

本集團之業務承受多種財務風險：市場風險（包括外匯風險及利率風險）、信貸風險及流動性風險。本集團之整體風險管理政策集中關注難以預測之金融市場，並致力將對本集團財務表現造成之潛在不利影響減至最低。

(a) 市場風險

(i) 外匯風險

本集團賺取之收益及產生之成本主要為港元及美元（「美元」）。倘香港特別行政區政府一直維持港元與美元掛鈎政策，則本集團所承受對美元之外匯風險水平將維持輕微。截至二零一九年及二零一八年十二月三十一日止年度，並無重大匯率波動之風險，因此並無應用相關對沖金融工具。

(ii) 利率風險

本集團之利率風險，主要集中在銀行結餘及銀行借貸之相關浮動利率波幅。本集團現時並無任何利率對沖政策。

以下敏感度分析乃按非衍生工具（包括銀行結餘及銀行借貸）於期末日所面臨之利率風險，以及於財政年度開始時已規定之變動及（若為以浮動利率計息之工具）於整個報告期間內以劃一利率計息為基準。50點子之增減乃內部向主要管理人員匯報利率風險時所用，即管理層就利率之合理可能變化所作評估。

若利率上升／下降50點子，而其他變數均保持不變，則本集團截至二零一九年十二月三十一日止年度之溢利將減少／增加約592,000港元（二零一八年：443,000港元）。此主要歸因於本集團之銀行借貸及銀行結餘均以浮動利率計息。

6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

(b) Credit risk

Credit risk arises from bank balances and cash, restricted bank deposits, contract assets, other receivables and deposits and finance lease receivables, as well as credit exposures to customers, including outstanding receivables and committed transactions.

Credit risk was managed on a group basis. The Group's policy is to deal only with credit worthy counterparties. Credit terms are granted to new customers after a credit worthiness assessment by the credit control department. When considered appropriate, customers may be requested to provide proof as to their financial position. Where available at reasonable cost, external credit ratings and/or reports on customers are obtained and used. Customers who are not considered creditworthy are required to pay in advance or on delivery of goods. Payment record of customers is closely monitored. It is not the Group's policy to request collateral from its customers.

To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information. Especially the following indicators are incorporated:

- internal credit rating;
- external credit rating;
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the debtors' ability to meet its obligations;
- actual or expected significant changes in the operating results of the debtors;
- significant increases in credit risk on other financial instruments of the same debtors;
- significant changes in the expected performance and behaviour of the debtors, including changes in the payment status of debtors and changes in the operating results of the debtors.

6. 財務風險管理及公允價值計量 (續)

(b) 信貸風險

信貸風險自銀行存款及現金、受限制銀行存款、合約資產、其他應收款項及按金及應收融資租賃款項以及客戶信貸風險(包括未收回應收款項及已承諾交易)產生。

信貸風險以集體基礎管理。本集團之政策為僅與信用良好之交易對象進行交易。授予新客戶之信貸期由信貸監控部門對新客戶進行信用評估後授出。於合適情況下，客戶或會被要求提供其財政狀況之證明文件。倘若成本合理，則會取得並使用外部信貸評級及／或有關客戶之報告。不被視為信用良好之客戶須預先付款或貨到付款。客戶之付款記錄會受密切監察。根據本集團之政策，本集團不會要求客戶提供抵押品。

為評估信貸風險有否大幅增加，本集團比較資產於期末日的違約風險與於初步確認日期的違約風險，並考慮所得合理及得到理據支持的前瞻性資料，尤其納入下列各項指標：

- 內部信用評級；
- 外部信用評級；
- 預期導致債務人履行責任能力出現重大變動的業務、財務或經濟狀況的實際或預期重大不利變動；
- 債務人經營業績的實際或預期重大變動；
- 同一債務人其他金融工具的信貸風險增加；
- 債務人預期表現及行為的重大變動，包括債務人的付款狀況及債務人經營業績出現變動。

6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

(b) Credit risk (Continued)

Trade receivables and contract assets

The Group applies the HKFRS 9 simplified approach to measuring ECL which uses a lifetime expected loss allowance for all trade receivables and contract assets using a provisional matrix.

The Group has policies in place to ensure that receivables with credit terms are made to counterparties with an appropriate credit history and management performs ongoing credit evaluations of the counterparties. The credit period granted to the customers and the credit quality of these customers are assessed, which takes into account their financial position, past experience and available forward-looking information. Management considers that the loss allowance inherent in the Group's outstanding trade receivables within one year and contract assets are not significant while loss allowance was made in full on the Group's outstanding trade receivables over one year.

To measure the ECL, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

ECL loss rates are based on past actual loss experience. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables

Trade receivables and contract assets are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group.

6. 財務風險管理及公允價值計量 (續)

(b) 信貸風險 (續)

應收貿易款項及合約資產

本集團採用香港財務報告準則第9號之簡化方法計量預期信貸虧損，其採用撥備矩陣就所有應收貿易款項及合約資產作出全期預期虧損撥備。

本集團已制定政策，確保只向具有良好信用歷史之交易對象作出附有信貸條款之應收款項，且管理層會持續對交易對象進行信用評估。本集團會考慮客戶之財務狀況、過往經驗及可用前瞻性資料評估授予客戶之信貸期及該等客戶之信貸質素。管理層認為，本集團一年內尚未收回之應收貿易款項及合約資產之潛在虧損撥備並不重大，而就本集團超過一年尚未收回之應收貿易款項則獲得全數虧損撥備。

為計量預期信貸虧損，應收貿易款項及合約資產已根據攤估信貸風險特徵及逾期日數進行分組。合約資產與未入賬之仍在進行之工作有關，且與同類合約之應收貿易款項擁有大致相同之風險特徵。因此，本集團總結，應收貿易款項之預期虧損率與合約資產之虧損率具有合理相若程度。

根據本集團過往之信貸虧損經驗，由於不同客戶群之虧損狀況並無顯示不同，因此基於逾期狀態計算之虧損撥備並無進一步於本集團不同客戶群之間區分。

預期信貸虧損之虧損率乃基於過往實際虧損經驗計算。該等虧損率會作出調整，以反映歷史數據收集期間之經濟狀況、當前經濟狀況與本集團認為應收貿易款項之預計年限內之經濟狀況三者之間的差異。

倘不能合理預期可收回應收貿易款項及合約資產時，則將其撇銷。不能合理預期可收回款項之跡象包括(其中包括)債務人無法與本集團達成還款計劃。

6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

(b) Credit risk (Continued)

Other financial assets at amortised cost

The Group applies the simplified approach to recognise lifetime ECL for finance lease receivables that results from transactions that are within the scope of HKFRS 16, the identified impairment loss was immaterial.

For other receivables and deposits, management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records, past experience and available forward-looking information. Management believes that the credit risk inherent in the Group's outstanding other receivable balance is not significant. Besides, management is of opinion that there is no significant increase in credit risk on these other receivables and deposits since initial recognition as the risk of default is low after considering the factors above.

While restricted bank deposits and bank balances and cash are also subject to the impairment requirements of HKFRS 9, the Group only places deposits in reputable banks and financial institutions, the identified impairment loss was immaterial.

(c) Liquidity risk

Ultimate responsibility for liquidity risk management rests with the Board, which has built a liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and financial liabilities. The Group relies on its operating cash flows as a significant source of liquidity.

6. 財務風險管理及公允價值計量 (續)

(b) 信貸風險 (續)

按攤銷成本列賬之其他金融資產

本集團就自香港財務報告準則第16號範疇下交易產生之應收融資租賃款項採用簡化方法確認其全期預期信貸虧損，而已識別之減值虧損並不重大。

就其他應收款項及按金而言，管理層定期評估收款以及基於過往結算記錄、過往經驗及可用的前瞻性資料對其他應收款項進行個別評估。管理層相信，本集團未收回之其他應收款項之潛在信貸風險並不重大。此外，管理層認為，該等其他應收款項及按金之信貸風險自初步確認以來並無顯著增加，原因是考慮上述因素後之違約風險屬於低。

儘管受限制銀行存款、銀行存款及現金亦受香港財務報告準則第9號之減值要求所規限，本集團僅將存款存放於信譽昭著之銀行及金融機構，故已識別之減值虧損並不重大。

(c) 流通性風險

流通性風險最終由董事會負責管理，董事會就本集團之短期、中期及長期資金之管理與流動資金管理之要求，建立一套恰當之流通性風險管理體制。本集團通過持續監控預測及實際現金流量，以及將金融資產與金融負債之限期組合進行配合來維持充足儲備及銀行融資，從而管理流通性風險。本集團依賴經營現金流為流動資金之重要來源。

6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

(c) Liquidity risk (Continued)

The table below shows the Group's financial liabilities analysing into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows of the financial liabilities.

6. 財務風險管理及公允價值計量 (續)

(c) 流通性風險 (續)

下表分析本集團於期末日至合約到期日之餘下期間按有關到期組別劃分之金融負債。表中所披露之金額乃金融負債之合約未貼現現金流量。

		On demand or within 1 year 須按要求或 於一年內 HK\$'000 千港元	Over 1 year but within 5 years 超過一年 但於五年內 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
At 31st December 2019	於二零一九年十二月三十一日				
<u>Non-derivative financial liabilities</u>	<u>非衍生工具金融負債</u>				
Trade payables	應付貿易款項	360,282	–	360,282	360,282
Other payables and accruals	其他應付款項及應計費用	184,612	–	184,612	184,612
Borrowings	借貸				
– Bank borrowings (Note (i))	– 銀行借貸(附註(i))	191,113	–	191,113	191,113
– Convertible bonds	– 可換股債券	251,327	–	251,327	248,657
Lease liabilities	租賃負債	2,952	3,434	6,386	5,945
		990,286	3,434	993,720	990,609
Financial liabilities at fair value through profit or loss	按公允價值透過損益列賬的 金融負債	75,017	–	75,017	75,017
		1,065,303	3,434	1,068,737	1,065,626
At 31st December 2018	於二零一八年十二月三十一日				
<u>Non-derivative financial liabilities</u>	<u>非衍生工具金融負債</u>				
Trade payables	應付貿易款項	258,940	–	258,940	258,940
Other payables and accruals	其他應付款項及應計費用	139,415	–	139,415	139,415
Borrowings	借貸				
– Bank borrowings (Note (i))	– 銀行借貸(附註(i))	224,290	–	224,290	224,290
– Convertible bonds	– 可換股債券	–	273,182	273,182	257,425
Contingent consideration payable (Note (ii))	應付或然代價 (附註(ii))	70,483	–	70,483	69,565
		693,128	273,182	966,310	949,635

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6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

(c) Liquidity risk (Continued)

Notes:

- (i) Bank borrowings with a repayment on demand clause are included in the “on demand or within 1 year” time band in the above maturity analysis. As at 31st December 2019, the aggregate undiscounted principal amounts of such bank borrowings amounted to HK\$191,113,000 (2018: HK\$224,290,000). Taking into account the Group’s financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such bank borrowings will be repaid in accordance with the scheduled repayment dates set out in the banking facilities.

The following table summarises the maturity analysis of bank borrowings with repayment on demand clause based on agreed scheduled repayments set out in the bank facilities. The amounts include interest payment computed using contractual rates.

		On demand or within 1 year 須按要求或 於一年內 HK\$'000 千港元	Over 1 year but within 2 years 超過一年 但於兩年內 HK\$'000 千港元	Over 2 years but within 5 years 超過兩年 但於五年內 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31st December 2019	於二零一九年十二月三十一日				
Bank borrowings	銀行借貸	53,836	51,485	107,341	212,662
At 31st December 2018	於二零一八年十二月三十一日				
Bank borrowings	銀行借貸	132,676	100,663	–	233,339

- (ii) Depending on the financial performance of Grid Dynamics International, Inc. and its subsidiaries (the “Grid Dynamics Group”), the contingent consideration payable for the acquisition of Grid Dynamics Group in 2017 may range from nil to USD18,000,000. As at 31st December 2018, contingent consideration payable of approximately USD8,883,000 (equivalent to approximately HK\$69,565,000) was recognised in the consolidated statement of financial position and the Group expect to settle the contingent consideration payable as specified in the corresponding sales and purchase agreement within one year. During the year ended 31st December 2019, the contingent consideration payable was fully settled.

(d) Fair value measurement

Financial instruments and non-financial assets measured at fair value in the consolidated statement of financial position are categorised into the three level fair value hierarchies as defined in HKFRS 13, “Fair Value Measurement”:

- Level 1: Fair value measured only using level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement dates.

6. 財務風險管理及公允價值計量 (續)

(c) 流通性風險 (續)

附註：

- (i) 附帶按要求償還條款的銀行借款在上述到期日分析計入「須按要求或於一年內」的時間範圍內。於二零一九年十二月三十一日，該等銀行貸款的未貼現金總額為191,113,000港元(二零一八年：224,290,000港元)。考慮到本集團的財務狀況，本公司董事相信銀行不可能行使酌情權要求即時還款。本公司董事相信，該等銀行貸款將根據銀行提供之信貸融資所載預定日期還款。

下表概述附帶按要求償還條款的銀行借款根據銀行融資中所載協定的還款期限的到期情況分析。該等金額包括採用合約利率計算的利息付款。

- (ii) 視乎Grid Dynamics International, Inc及其附屬公司(「Grid Dynamics 集團」)的財務表現而定，是項收購的應付或然代價介乎零至18,000,000美元。於二零一八年十二月三十一日，已於綜合財務狀況表內確認應付或然代價公允價值約8,883,000美元(相當於約69,565,000港元)及本集團預期按相關買賣協議指定之付款時間表於一年內付清應付或然代價。於二零一九年十二月三十一日，應付或然代價已經付清。

(d) 公允價值計量

於綜合財務狀況表內以公允價值計量之金融工具及非金融資產，分為三個公允價值層次(定義見香港財務報告準則第13號「公允價值計量」)：

- 第一層：以第一層輸入值計量之公允價值，即以相同資產或負債於計量日在活躍市場中的未調整報價計量。

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

6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

(d) Fair value measurement (Continued)

- Level 2: Fair value measured using level 2 inputs, i.e. observable inputs which fail to meet with Level 1, and not using unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3: Fair value measured using significant unobservable inputs.

(i) Fair value of financial assets and financial liabilities

		At 31st December 2019 於二零一九年十二月三十一日			
		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Recurring fair value measurement	經常性公允價值計量				
Financial asset at FVOCI	按公允價值透過其他全面 收益列賬的金融資產				
Equity investment (Note 23)	股權投資(附註23)	-	598	-	598
Financial liability at fair value through profit or loss	按公允價值透過損益列賬的 金融負債				
Financial liabilities at FVTPL (Note 39)	按公允價值透過損益列賬 的金融負債(附註39)	-	-	75,017	75,017

		At 31st December 2018 於二零一八年十二月三十一日			
		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Recurring fair value measurement	經常性公允價值計量				
Financial asset at FVOCI	按公允價值透過其他全面 收益列賬的金融資產				
Equity investment (Note 23)	股權投資(附註23)	-	598	-	598
Financial liability at fair value through profit or loss	按公允價值透過損益列賬的 金融負債				
Contingent consideration payable	應付或然代價	-	-	69,565	69,565

The fair value of equity investment is determined by using the adjusted net assets value method. The effects of unobservable inputs are not significant for equity investment.

6. 財務風險管理及公允價值計量(續)

(d) 公允價值計量(續)

- 第二層：以第二層輸入值計量之公允價值，即其輸入值之可觀察性並未如第一層輸入值，但其輸入值並不使用不可觀察之數據。不可觀察之輸入值為並無市場數據可作參考之輸入值。
- 第三層：使用不可觀察數據作重要輸入值以計量之公允價值。

(i) 金融資產及金融負債之公允價值

股權投資之公允價值是以資產調整淨值法釐定。不可觀察輸入數據對股權投資並無重大影響。

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

6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

(d) Fair value measurement (Continued)

(i) Fair value of financial assets and financial liabilities (Continued)

As at 31st December 2019, the valuation technique and significant unobservable inputs of the fair value of financial liabilities at FVTPL (2018: contingent consideration payable) are as follows:

Valuation technique 估值方式	Significant unobservable inputs 重大不可觀察輸入數據	Sensitivity relationship of unobservable inputs to fair value 不可觀察輸入數據與公允價值之敏感度關係
As at 31st December 2019 於二零一九年十二月三十一日		
Option pricing model and equity allocation model 期權定價模型和股權分配模型	Probability of the occurrence of each trigger event 每個觸發事件發生的概率	The higher of the probability, the higher of the fair value, and vice versa 概率越高，公允價值越高；反之亦然
	Volatility of underlying share 相關股票的波動性	The higher of the volatility, the higher of the fair value, and vice versa 波動性越高，公允價值越高；反之亦然
As at 31st December 2018 於二零一八年十二月三十一日		
Probability-weighted payout approach 概率加權支付方法	Probability of achieving the projected revenue and profit before tax of Grid Dynamics Group for the year ended 31st March 2019 於截至二零一九年三月三十一日止年度達到Grid Dynamics集團預計收入及除所得稅前溢利的概率	The higher of the probability, the higher of the fair value, and vice versa 概率越高，公允價值越高；反之亦然
	Discount rate 貼現率	The higher of the discount rate, the lower of the fair value, and vice versa 貼現率越高，公允價值越低；反之亦然

6. 財務風險管理及公允價值計量 (續)

(d) 公允價值計量 (續)

(i) 金融資產及金融負債之公允價值 (續)

於二零一九年十二月三十一日，按公允價值透過損益列賬的金融負債(二零一八年：應付或然代價)公允價值的估值方式及重要不可觀察輸入數據如下：

6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

(d) Fair value measurement (Continued)

(i) Fair value of financial assets and financial liabilities (Continued)

The reconciliation of the carrying amount of the Group's contingent consideration payable and financial liabilities at FVTPL classified within level 3 of the fair value hierarchy is as follows:

		Contingent consideration payable	Financial liabilities at FVTPL	Total
		應付或然代價 HK\$'000 千港元	按公允價值透過 損益列賬的 金融負債 HK\$'000 千港元	總計 HK\$'000 千港元
At 1st January 2018	於二零一八年一月一日	136,691	–	136,691
Payment of contingent consideration	支付或然代價	(70,623)	–	(70,623)
Fair value change recognised in profit or loss	於損益確認的公允價值變動	3,093	–	3,093
Exchange difference	匯兌差異	404	–	404
At 31st December 2018 and 1st January 2019	於二零一八年十二月三十一日及二零一九年一月一日	69,565	–	69,565
Issuance of financial liabilities at FVTPL	發行按公允價值透過損益列賬的金融負債	–	72,565	72,565
Payment of contingent consideration	支付或然代價	(70,624)	–	(70,624)
Fair value change recognised in profit or loss	於損益確認的公允價值變動	921	1,861	2,782
Exchange difference	匯兌差異	138	591	729
At 31st December 2019	於二零一九年十二月三十一日	–	75,017	75,017

During the year ended 31st December 2019, there were no transfers between Level 1, 2 and 3 (2018: Nil).

The directors consider that the carrying amounts of other financial assets and financial liabilities in the consolidated financial statements approximate their fair values.

6. 財務風險管理及公允價值計量 (續)

(d) 公允價值計量 (續)

(i) 金融資產及金融負債之公允價值 (續)

於公允價值層次第三層內分類的本集團應付或然代價及按公允價值透過損益列賬的金融負債賬面值對賬如下：

於截至二零一九年十二月三十一日止年度，第一層、第二層及第三層之間並無轉撥(二零一八年：無)。

董事認為於綜合財務狀況表內，其他金融資產及金融負債之賬面值近似公允價值。

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

6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

(d) Fair value measurement (Continued)

(ii) Fair value of non-financial assets

The following table presents the Group's properties measured at fair value on a recurring basis categorised into the three level fair value hierarchies:

		At 31st December 2019 於二零一九年十二月三十一日			
		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Recurring fair value measurement 經常性公允價值計量					
Investment properties (Note 20)	投資物業(附註20)	-	-	55,800	55,800
Land and buildings (Note 19)	土地及樓宇(附註19)	-	-	290,100	290,100
		-	-	345,900	345,900
		At 31st December 2018 於二零一八年十二月三十一日			
		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Recurring fair value measurement 經常性公允價值計量					
Investment properties (Note 20)	投資物業(附註20)	-	-	54,000	54,000
Land and buildings (Note 19)	土地及樓宇(附註19)	-	-	280,700	280,700
		-	-	334,700	334,700

The Group's investment properties and land and buildings were stated at valuations made at 31st December 2019 and 2018 by an independent professional valuer at market value basis which is determined by reference to market evidence of recent transactions for similar properties.

The Group's management reviews the valuation performed by the independent valuer for the financial reporting purposes. Discussion of valuation processes and results are held at least once every year, which is in line with the Group's annual reporting date.

6. 財務風險管理及公允價值計量(續)

(d) 公允價值計量(續)

(ii) 非金融資產公允價值

下表呈列本集團按經常性基準以公允價值計量之物業，歸類於公允價值的三個層次：

		At 31st December 2019 於二零一九年十二月三十一日			
		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Recurring fair value measurement 經常性公允價值計量					
Investment properties (Note 20)	投資物業(附註20)	-	-	55,800	55,800
Land and buildings (Note 19)	土地及樓宇(附註19)	-	-	290,100	290,100
		-	-	345,900	345,900
		At 31st December 2018 於二零一八年十二月三十一日			
		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Recurring fair value measurement 經常性公允價值計量					
Investment properties (Note 20)	投資物業(附註20)	-	-	54,000	54,000
Land and buildings (Note 19)	土地及樓宇(附註19)	-	-	280,700	280,700
		-	-	334,700	334,700

本集團之投資物業及土地及樓宇乃按於二零一九及二零一八年十二月三十一日由獨立專業估值師參考市場上同類物業近期交易之資料後，按同類物業最近交易市值基準進行重估後列賬。

本集團管理層審閱由獨立估值師進行之估值以作財務申報用途。估值過程之討論及結果最少於每年進行一次，與本集團之年度申報日一致。

6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued) 6. 財務風險管理及公允價值計量 (續)

(d) Fair value measurement (Continued)

(ii) Fair value of non-financial assets (Continued)

The valuation technique and significant unobservable inputs of the fair value of investment properties and land and buildings are as follows:

	Valuation techniques 估值方式	Unobservable input 不可觀察輸入數據	Range 數據幅度
Investment properties – Hong Kong 投資物業 – 香港	Market comparison approach 市場比較法	Discount on quality of the buildings 樓宇質量折讓	0% to 16% 0% 至 16%
Land and buildings – Hong Kong 土地及樓宇 – 香港	Market comparison approach 市場比較法	Discount on quality of the buildings 樓宇質量折讓	0% to 16% 0% 至 16%

The fair value of investment properties and land and buildings located in Hong Kong is determined using market comparison approach by reference to recent sales price of comparable properties on a price per square foot basis, adjusted for a discount specific to the quality and floor of the Group's buildings compared to the recent sales. Higher discount on quality of the buildings will result in a lower fair value measurement.

The reconciliation of the carrying amounts of the Group's investment properties and land and buildings classified within level 3 of the fair value hierarchy is as follows:

(d) 公允價值計量 (續)

(ii) 非金融資產公允價值 (續)

投資物業及土地及樓宇公允價值的估值方式及重要不可觀察輸入數據如下：

位於香港之投資物業及土地及樓宇之公允價值乃使用市場比較法參考公開可得最近可比較物業每平方米之銷售價格而釐定，並按本集團物業質量作出調整。物業質量的較高折讓，可導致較低的公允價值計量。

於公允價值層次第三層內分類的本集團投資物業及土地及樓宇賬面值對賬如下：

		Investment properties 投資物業 HK\$'000 千港元	Land and buildings 土地及樓宇 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1st January 2018 Depreciation Fair value gain Revaluation surplus	於二零一八年一月一日 折舊 公允價值收益 重估盈餘	52,300 – 1,700 –	271,950 (9,219) – 17,969	324,250 (9,219) 1,700 17,969
At 31st December 2018 and 1st January 2019	於二零一八年十二月三十一日及二零一九年一月一日	54,000	280,700	334,700
Depreciation Fair value gain Revaluation surplus	折舊 公允價值收益 重估盈餘	– 1,800 –	(9,849) – 19,249	(9,849) 1,800 19,249
At 31st December 2019	於二零一九年十二月三十一日	55,800	290,100	345,900

6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

(d) Fair value measurement (Continued)

(ii) Fair value of non-financial assets (Continued)

Fair value gain of investment properties is recognised under line item “fair value gain on revaluation of investment properties” in the consolidated statement of profit or loss.

Revaluation surplus of land and buildings are recognised under line item “revaluation surplus of land and buildings” in the consolidated statement of comprehensive income.

During the year ended 31st December 2019, there were no transfers between Level 1, 2 and 3 (2018: Nil).

7. REVENUE AND SEGMENT INFORMATION

The Group’s revenue is analysed as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Sales of goods	銷售貨品	1,026,082	818,641
Revenue from service contracts	來自服務合約之收入	1,802,691	1,525,816
		2,828,773	2,344,457

The executive directors have been identified as the chief operating decision maker. The executive directors have review the Group’s internal reporting in order to assess the performance and allocate resources. The executive directors have determined the operating segments based on the Group’s internal reporting.

The Group is currently organised into two (2018: two) operating divisions – Information Technology Products (“IT Products”) and Information Technology Services (“IT Services”). These divisions are the basis on which the Group reports its primary segment information to the chief operating decision maker. The business nature of each segment is disclosed as follows:

IT Products

Being the business of information technology in supplying of information technology and associated products.

IT Services

Being the business of information technology in providing systems integration, software and consulting services, engineering support for products and solutions and managed services.

6. 財務風險管理及公允價值計量 (續)

(d) 公允價值計量 (續)

(ii) 非金融資產公允價值 (續)

投資物業的公允價值收益於綜合損益表上的「重估投資物業之公允價值收益」項目中確認。

土地及樓宇之重估盈餘於綜合全面收益表上的「土地及樓宇重估盈餘」項目中確認。

於截至二零一九年十二月三十一日止年度，第一層、第二層及第三層之間並無轉撥(二零一八年：無)。

7. 收入及分部資料

本集團的收入分析如下：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Sales of goods	1,026,082	818,641
Revenue from service contracts	1,802,691	1,525,816
	2,828,773	2,344,457

執行董事已被確認為主要經營決策者。執行董事審閱本集團的內部匯報以便評估業績及分配資源。執行董事根據本集團之內部匯報釐定經營分部。

本集團由兩個(二零一八年：兩個)經營部門組成 – 資訊科技產品(「資訊科技產品」)及資訊科技服務(「資訊科技服務」)。上述部門是本集團呈報其主要分部資料予主要營運決策者之基準。各個分部之業務性質披露如下：

資訊科技產品

即供應資訊科技產品及相關產品之資訊科技業務。

資訊科技服務

即提供系統整合、軟件及顧問服務、產品及解決方案之工程支援及管理服務之資訊科技業務。

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7. REVENUE AND SEGMENT INFORMATION 7. 收入及分部資料(續)

(Continued)

Segment information about these businesses is presented below:

該等業務之分部資料呈列如下：

Year ended 31st December 2019

截至二零一九年十二月三十一日止年度

		IT Products 資訊科技產品 HK\$'000 千港元	IT Services 資訊科技服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue from external customers	來自外部客戶之收入	1,026,082	1,802,691	2,828,773
Intersegment revenue	分部間收入	6,530	23,857	30,387
Segment revenue	分部收入	1,032,612	1,826,548	2,859,160
Reportable segment profit	可報告分部溢利	70,194	338,745	408,939
Reportable segment assets	可報告分部資產	376,863	1,546,696	1,923,559
Reportable segment liabilities	可報告分部負債	386,229	328,911	715,140
Segment depreciation	分部折舊	2,463	17,894	20,357
Segment amortisation	分部攤銷	–	15,623	15,623
Additions to property, plant and equipment *	添置物業、 廠房及設備 *	3	15,129	15,132
Additions to intangible assets	添置無形資產	–	5,372	5,372

* Additions to property, plant and equipment of HK\$7,644,000 were related to unallocated assets.

* 包括於未分配資產之添置物業、廠房及設備為7,644,000港元。

Year ended 31st December 2018

截至二零一八年十二月三十一日止年度

		IT Products 資訊科技產品 HK\$'000 千港元	IT Services 資訊科技服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue from external customers	來自外部客戶之收入	818,641	1,525,816	2,344,457
Intersegment revenue	分部間收入	5,699	27,890	33,589
Segment revenue	分部收入	824,340	1,553,706	2,378,046
Reportable segment profit	可報告分部溢利	67,332	311,461	378,793
Reportable segment assets	可報告分部資產	323,664	1,372,065	1,695,729
Reportable segment liabilities	可報告分部負債	263,940	204,845	468,785
Segment depreciation	分部折舊	2,245	14,239	16,484
Segment amortisation	分部攤銷	–	11,057	11,057
Additions to property, plant and equipment *	添置物業、 廠房及設備 *	59	14,662	14,721
Additions to intangible assets	添置無形資產	–	9,582	9,582

* Additions to property, plant and equipment of HK\$1,669,000 were related to unallocated assets.

* 包括於未分配資產之添置物業、廠房及設備為1,669,000港元。

7. REVENUE AND SEGMENT INFORMATION 7. 收入及分部資料(續)

(Continued)

(a) Segment accounting policies

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 3(d). Performance is measured based on segment profit that is used by the chief operating decision maker for the purposes of resource allocation and assessment of segment performance. Income tax expense is not allocated to reportable segments.

The revenue, profit or loss, assets and liabilities of the Group are allocated based on the operations of the segments.

Reportable segment profit is profit before income tax, excluding unallocated other income, unallocated other loss, net, share of results of associates, unallocated depreciation for property, plant and equipment that are used for all segments, fair value gain on revaluation of investment properties, finance costs and unallocated corporate expenses (mainly include staff costs and other general administrative expenses) of the head office.

Reportable segment assets exclude interests in associates, deferred income tax assets, tax recoverable, restricted bank deposits, bank balances and cash and unallocated corporate assets (mainly include property, plant and equipment and investment properties that are used by all segments, prepayments, deposits, other receivables and equity investment).

Reportable segment liabilities exclude current income tax liabilities, deferred income tax liabilities and unallocated corporate liabilities (mainly include lease liabilities, accrued charges of the head office, borrowings, contingent consideration payable and financial liabilities at FVTPL).

(b) Reconciliation of the reportable segment revenue, profit or loss, assets and liabilities

Reportable segment revenue, profit or loss, assets and liabilities are reconciled to results and total assets and total liabilities of the Group as follows:

Revenue	收入	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Reportable segment revenue	可報告分部收入	2,859,160	2,378,046
Elimination of intersegment revenue	撇銷分部間收入	(30,387)	(33,589)
Revenue per consolidated statement of profit or loss	於綜合損益表列報的收入	2,828,773	2,344,457

(a) 分部會計政策

可報告分部所採用的會計政策乃與附註3(d)所述本集團的會計政策相同。表現乃根據主要經營決策者用於分配資源及評估分部表現的分部溢利計算。所得稅開支不會分配至可報告分部。

本集團的收入、損益、資產及負債乃按分部的業務基準分配。

可報告分部的溢利為除所得稅前溢利，不包括未分配其他收入、未分配其他淨虧損、應佔聯營公司業績、於所有分部使用之物業、廠房及設備之未分配折舊、重估投資物業之公允價值收益、財務成本及總辦事處之未分配公司開支(主要包括員工成本及其他一般行政費用)。

可報告分部的資產不包括聯營公司權益、遞延所得稅資產、可收回稅項、受限制銀行存款、銀行存款及現金及未分配公司資產(主要包括所有分部使用之物業、廠房及設備以及投資物業、預付款項、按金、其他應收款項及股權投資)。

可報告分部的負債不包括即期所得稅負債、遞延所得稅負債及未分配公司負債(主要包括租賃負債、總辦事處之應計費用、借貸、應付或然代價及按公允價值透過損益列賬的金融負債)。

(b) 可報告之分部收入、損益、資產及負債的對賬

可報告之分部收入、損益、資產及負債與本集團之業績及總資產及總負債對賬如下：

7. REVENUE AND SEGMENT INFORMATION 7. 收入及分部資料(續)

(Continued)

(b) Reconciliation of the reportable segment revenue, profit or loss, assets and liabilities (Continued)

Intersegment revenue is charged at cost plus a percentage of profit mark-up.

(b) 可報告之分部收入、損益、資產及負債的對賬(續)

分部間收入按成本加成利潤收取。

Profit or loss	損益	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Reportable segment profit	可報告分部溢利	408,939	378,793
Unallocated amounts:	未分配款項：		
Unallocated other income	未分配其他收入	6,935	7,349
Unallocated other loss, net	未分配其他淨虧損	(6,771)	(15,686)
Fair value gain on revaluation of investment properties	重估投資物業之公允價值收益	1,800	1,700
Unallocated depreciation	未分配折舊	(10,042)	(4,422)
Share of results of associates	應佔聯營公司業績	(8,287)	(5,428)
Finance costs	財務成本	(23,734)	(22,726)
Unallocated corporate expenses	未分配公司開支	(229,459)	(212,245)
Profit before income tax per consolidated statement of profit or loss	於綜合損益表列報的除所得稅前溢利	139,381	127,335
Assets	資產	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Reportable segment assets	可報告分部資產	1,923,559	1,695,729
Unallocated assets:	未分配資產：		
Interests in associates	聯營公司權益	19,625	27,662
Deferred income tax assets	遞延所得稅資產	16,341	5,384
Tax recoverable	可收回稅項	1,660	3,588
Restricted bank deposits	受限制銀行存款	556	762
Bank balances and cash	銀行存款及現金	456,058	292,183
Unallocated corporate assets	未分配公司資產	380,793	355,724
Total assets per consolidated statement of financial position	於綜合財務狀況表列報的資產總額	2,798,592	2,381,032

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7. REVENUE AND SEGMENT INFORMATION 7. 收入及分部資料(續)

(Continued)

(b) Reconciliation of the reportable segment revenue, profit or loss, assets and liabilities (Continued)

Liabilities	負債	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Reportable segment liabilities	可報告分部負債	715,140	468,785
Unallocated liabilities:	未分配負債：		
Current income tax liabilities	即期所得稅負債	25,352	10,083
Deferred income tax liabilities	遞延所得稅負債	78,299	76,420
Unallocated corporate liabilities	未分配公司負債	527,019	612,867
Total liabilities per consolidated statement of financial position	於綜合財務狀況表列報的負債總額	1,345,810	1,168,155

The following table sets out information about the geographical segment location of the Group's revenue from external customers and its non-current assets (other than financial instruments and deferred income tax assets). The geographical location of customers is based on the location at which the services were provided or the goods were delivered. The geographical location of the specified non-current assets is based on the physical location of the asset in the case of property, plant and equipment and investment properties, the location of the operations to which they are allocated in the case of the intangible assets and goodwill, and the location of operations in case of interests in associates.

(b) 可報告之分部收入、損益、資產及負債的對賬(續)

下表載列有關本集團來自外部客戶之收入及非流動資產(金融工具及遞延所得稅資產除外)之地區位置分部。客戶之地區位置乃基於向其提供服務或售出貨物之所在地。就專有非流動資產之地區位置而言，物業、廠房及設備及投資物業乃根據該資產之實物之所在地、無形資產及商譽則指其被分配業務之所在地、而聯營公司權益則指其業務所在地。

Place of domicile	所在地	Revenue from external customers 來自外部客戶之收入		Specified non-current assets 專有非流動資產	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Hong Kong	香港	1,785,350	1,514,300	355,956	342,060
United States of America ("US")	美利堅眾合國(「美國」)	918,431	720,045	871,823	885,091
Russia	俄羅斯	–	–	8,789	10,417
Ukraine	烏克蘭	–	–	5,925	5,331
Poland	波蘭	–	–	3,716	3,808
Singapore	新加坡	–	–	18,881	26,776
Mainland China	中國大陸	3,603	5,622	330	312
Macau	澳門	37,534	37,365	2,488	954
Thailand	泰國	58,779	48,831	585	124
Taiwan	台灣	17,930	18,294	3	29
Serbia	塞爾維亞	–	–	2,583	481
Switzerland	瑞士	7,146	–	–	–
		2,828,773	2,344,457	1,271,079	1,275,383

7. REVENUE AND SEGMENT INFORMATION 7. 收入及分部資料(續)

(Continued)

(b) Reconciliation of the reportable segment revenue, profit or loss, assets and liabilities (Continued)

Information about major customers

The Group has a large number of customers, no revenue from any individual customer exceeded 10% of the Group's revenue during the years ended 31st December 2019 and 2018.

(c) Disaggregation of revenue from contracts with customers

The Group derives revenue from the transfer of goods and services over time and at a point in time, details of the Group's timing revenue recognition during the years ended 31st December 2019 and 2018 were as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Timing of revenue recognition	收入確認時點		
At a point in time	某一時間點	2,081,591	1,677,528
Over time	一段時間	747,182	666,929
Revenue from external customers	來自外部客戶之收入	2,828,773	2,344,457

Revenue relates to performance obligation that are unsatisfied as at 31st December 2019 amounted to HK\$1,322,747,000 (2018: HK\$1,128,248,000) are expected to be recognised with one to five years.

(b) 可報告之分部收入、損益、資產及負債的對賬(續)

主要客戶的資料

本集團擁有大量客戶，截至二零一九年及二零一八年十二月三十一日止年度，概無來自任何個人客戶的收入超過本集團收入的10%。

(c) 來自客戶合約之收入分類

本集團於一段時間或某一時間點轉移產品或服務以衍生收入，本集團截至二零一九年及二零一八年十二月三十一日止年度之收入確認時點如下：

於二零一九年十二月三十一日有關未完成履約責任之收入為1,322,747,000港元(二零一八年：1,128,248,000)港元並預計於一至五年內確認。

8. OTHER INCOME

8. 其他收入

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Interest on bank deposits	銀行存款利息	1,901	785
Rental income from investment properties (Note 20)	來自投資物業之租金收入(附註20)	3,911	3,708
Rental income from sublease	來自轉租之租金收入	-	366
Waiver of consideration payable	豁免應付代價	-	2,355
Others	其他	2,676	765
		8,488	7,979

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9. OTHER LOSS, NET

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Loss on disposal of property, plant and equipment	(6)	(22)
Changes in fair value on contingent consideration payable	(921)	(3,093)
Changes in fair value on financial liabilities at FVTPL (Note 39)	(1,861)	-
Impairment loss recognised on interests in associates (Note 22)	-	(11,900)
Exchange loss, net	(3,983)	(671)
	(6,771)	(15,686)

10. FINANCE INCOME

Finance income represents accretion of discount recognised upon initial recognition of finance lease receivables to their fair values.

11. FINANCE COSTS

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Finance charges on lease liabilities	347	-
Interest on bank borrowings	12,142	10,436
Interest on liability component of convertible bonds	11,093	12,243
Other interest expenses	152	47
	23,734	22,726

9. 其他淨虧損

10. 財務收入

財務收入指初步按其公允價值確認應收融資租賃款項後確認的貼現增加。

11. 財務成本

12. PROFIT BEFORE INCOME TAX

Profit before income tax is arrived at after charging/(crediting):

12. 除所得稅前溢利

除所得稅前溢利乃經扣除/(計入)下列各項：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Auditors' remuneration:	核數師酬金：		
Audit services	核數服務		
– Current year	– 本年度	3,626	3,280
– Over-provision in respect of prior year	– 過往年度超額撥備	(122)	(120)
Non-audit services	非核數服務	2,283	1,922
Bad debt expenses	壞賬沖銷	–	14
Depreciation and amortisation:	折舊及攤銷：		
– Property, plant and equipment – owned assets (Note 19)	– 物業、廠房及設備 – 擁有資產 (附註 19)	25,038	20,906
– Property, plant and equipment – right-of-use assets (Note 19)	– 物業、廠房及設備 – 使用權資產 (附註 19)	5,361	–
– Intangible assets (included in cost of services rendered) (Note 21)	– 無形資產 (包括在提供服務之成本) (附註 21)	15,623	11,057
Directors' emoluments (Note 14)	董事酬金 (附註 14)	9,839	8,823
Employee benefit expenses (excluding Directors' emoluments) (Note 13)	僱員福利開支 (不包括董事酬金) (附註 13)	1,096,795	932,726
Professional fees related to equity transactions	股權交易相關的交易開支	14,377	–
Lease charges:	租賃租金：		
– Office premises and staff quarter under operating leases	– 辦公室物業及員工宿舍之經營租賃	–	32,585
– Computer equipment under operating leases	– 電腦設備之經營租賃	–	463
– Leases with lease term shorter than 12 months as at initial application of HKFRS 16	– 首次應用香港財務報告準則第 16 號時租賃期短於 12 個月之租賃	16,171	–
– Short term leases	– 短期租賃	17,483	–
Provision for impairment of trade receivables (Note 26)	應收貿易款項減值撥備 (附註 26)	296	4,254
Reversal of provision for impairment of trade receivables (Note 26)	應收貿易款項之減值撥備撥回 (附註 26)	(3,268)	(289)
Provision for impairment of other receivables (Reversal of)/Provision for obsolete inventories, net	其他應收款項之減值撥備 (陳舊存貨 (撥備撥回)/撥備淨值)	–	832
Write off of inventories	存貨撇銷	(67)	43
		243	98

13. EMPLOYEE BENEFIT EXPENSES (EXCLUDING DIRECTORS' EMOLUMENTS)

13. 僱員福利開支 (不包括董事酬金)

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	956,717	810,898
Performance related incentive bonus	表現有關之獎勵花紅	104,230	89,171
Equity-settled share-based payment expenses	以股份為基礎支付之開支	24,532	21,544
Retirement benefit scheme contributions	退休福利計劃供款	11,316	11,113
		1,096,795	932,726

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14. DIRECTORS' EMOLUMENTS

Directors' emoluments, disclosed pursuant to the Listing Rules, section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Fees	袍金	662	596
Other emoluments:	其他酬金：		
Salaries and other benefits	薪金及其他福利	3,099	3,092
Performance related incentive bonus	表現有關之獎勵花紅	4,733	3,596
Retirement benefit scheme contributions	退休福利計劃供款	-	-
Equity-settled share-based payment expenses	以股份為基礎支付之開支	1,345	1,539
		9,839	8,823

The emoluments paid or payable to each of the seven (2018: seven) directors were as follows:

14. 董事酬金

根據上市規則、香港《公司條例》第383(1)條以及《公司(披露董事利益資料)規例》第2部披露的董事之酬金如下：

本公司已付或應付七位(二零一八年：七位)董事之酬金如下：

		Year ended 31st December 2019 截至二零一九年十二月三十一日止年度					
Name of director 董事名稱		Performance related incentive			Equity-settled share-based payment		Total 總額
		Salaries and other benefits 薪金及其他福利	bonus (Note a) 獎勵花紅 (附註 a)	Retirement benefit scheme contributions 退休福利計劃供款	Retirement benefit scheme contributions 退休福利計劃供款	share-based payment expenses 以股份為基礎支付之開支	
		Fees 袍金	Salaries and other benefits 薪金及其他福利	bonus (Note a) 獎勵花紅 (附註 a)	Retirement benefit scheme contributions 退休福利計劃供款	share-based payment expenses 以股份為基礎支付之開支	Total 總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Executive directors	執行董事						
Wang Weihang (Chairman) (Note (b))	王維航(主席)(附註(b))	55	-	-	-	-	55
Wang Yueou (Chief Executive Officer)	王粵鵬(行政總裁)	-	2,619	4,733	-	1,203	8,555
Non-executive directors	非執行董事						
Li Wei (Note (c))	李偉(附註(c))	64	480	-	-	71	615
Cui Yong	崔勇	55	-	-	-	71	126
Independent non-executive directors	獨立非執行董事						
Pan Xinrong	潘欣榮	167	-	-	-	-	167
Deng Jianxin	鄧建新	180	-	-	-	-	180
Or Siu Ching Regina	柯小菁	141	-	-	-	-	141
		662	3,099	4,733	-	1,345	9,839

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14. DIRECTORS' EMOLUMENTS (Continued)

14. 董事酬金 (續)

Year ended 31st December 2018

截至二零一八年十二月三十一日止年度

Name of director	董事名稱	Fees 袍金 HK\$'000 千港元	Performance related incentive			Equity-settled share-based payment		Total 總額 HK\$'000 千港元
			Salaries and other benefits 薪金及其他福利 HK\$'000 千港元	bonus (Note a) 表現有關之獎勵花紅 (附註 a) HK\$'000 千港元	Retirement benefit scheme 退休福利計劃 contributions 供款 HK\$'000 千港元	share-based payment 以股份為基礎支付之開支 HK\$'000 千港元		
Executive directors		執行董事						
Wang Weihang	王維航	55	-	-	-	-	55	
Wang Yueou (Chief Executive Officer)	王粵鷗 (行政總裁)	-	2,612	3,596	-	1,275	7,483	
Non-executive directors		非執行董事						
Li Wei (Chairman)	李偉 (主席)	77	480	-	-	132	689	
Cui Yong	崔勇	55	-	-	-	132	187	
Independent non-executive directors		獨立非執行董事						
Pan Xinrong	潘欣榮	134	-	-	-	-	134	
Deng Jianxin	鄧建新	154	-	-	-	-	154	
Or Siu Ching Rerina	柯小菁	121	-	-	-	-	121	
		596	3,092	3,596	-	1,539	8,823	

Notes:

- (a) The performance related incentive bonus are determined as a percentage of profit for the year of the Group.
- (b) Wang Weihang has been appointed as the chairman with effect from the conclusion of the annual general meeting held on 22nd May 2019.
- (c) Li Wei ceased to be the chairman of the Board with effect from the conclusion of the annual general meeting held on 22nd May 2019.

During the year ended 31st December 2019, no remuneration has been paid by the Group to the directors as an inducement to join or upon joining the Group and no directors have waived any remuneration (2018: Nil).

附註：

- (a) 表現有關之獎勵花紅乃按本集團年度溢利之百分比釐定。
- (b) 王維航獲委任董事會主席，於二零一九年五月二十二日舉行的股東週年大會結束時生效。
- (c) 李偉不再擔任董事會主席，於二零一九年五月二十二日舉行的股東週年大會結束時生效。

截至二零一九年十二月三十一日止年度，本集團並無為使董事加入本集團而支付之酬金，並沒有董事放棄任何酬金(二零一八年：無)。

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15. FIVE HIGHEST PAID INDIVIDUALS EMOLUMENTS

The five highest paid individuals in the Group for the year included one (2018: one) director, details of whose emoluments are set out in Note 14 above. The emoluments of the remaining four (2018: four) highest paid individuals for the year were as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	4,571	4,802
Performance related incentive bonus	表現有關之獎勵花紅	20,803	13,245
Retirement benefit scheme contributions	退休福利計劃供款	177	177
Equity-settled share-based payment expenses	以股份為基礎支付之開支	268	502
		25,819	18,726

Their emoluments were within the following bands:

彼等之酬金介乎下列範圍：

		Number of individuals 按人數	
		2019 二零一九年	2018 二零一八年
HK\$3,500,001 to HK\$4,000,000	3,500,001 港元至 4,000,000 港元	–	1
HK\$4,000,001 to HK\$4,500,000	4,000,001 港元至 4,500,000 港元	–	1
HK\$4,500,001 to HK\$5,000,000	4,500,001 港元至 5,000,000 港元	–	1
HK\$5,000,001 to HK\$5,500,000	5,000,001 港元至 5,500,000 港元	1	–
HK\$5,500,001 to HK\$6,000,000	5,500,001 港元至 6,000,000 港元	–	1
HK\$6,000,001 to HK\$6,500,000	6,000,001 港元至 6,500,000 港元	2	–
HK\$8,500,001 to HK\$9,000,000	8,500,001 港元至 9,000,000 港元	1	–

15. 五名最高薪之僱員

年內五名最高薪之僱員包括一名(二零一八年：一名)董事，彼等之酬金詳情已於上文附註14披露。年內其餘四名(二零一八年：四名)之最高薪僱員之酬金詳情如下：

16. INCOME TAX EXPENSE

16. 所得稅開支

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current taxation:	即期稅項：		
Hong Kong profits tax	香港利得稅	13,891	14,123
Overseas taxation	海外稅項	37,752	32,538
Overprovision in respect of prior years:	過往年度超額撥備：		
Hong Kong profits tax	香港利得稅	(195)	(829)
Overseas taxation	海外稅項	(217)	(149)
		51,231	45,683
Deferred taxation (Note 36):	遞延稅項(附註36)：		
Current year	本年度	(12,158)	(2,681)
Income tax expense	所得稅開支	39,073	43,002

On 21st March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rate regime. The Bill was signed into law on 28th March 2018 and was gazetted on the following day.

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying entities will be taxed at 8.25%, and the profits above HK\$2 million will be taxed at 16.5%. The profits of entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at 16.5%. For the years ended 31st December 2019 and 2018, Hong Kong profits tax of Automated Systems (H.K.) Limited, a subsidiary of the Company, is calculated in accordance with the two-tiered profits tax rates regime.

於二零一八年三月二十一日，香港立法會通過了二零一七年稅務(修訂)(第7號)條例草案(「條例草案」)，該條例草案引入了兩級制利得稅稅率制度。該法案於二零一八年三月二十八日簽署成為法律，並於次日在憲報刊登。

根據兩級制利得稅稅率制度，合資格集團實體的首2百萬港元溢利將按8.25%徵稅，而超過2百萬港元的溢利則須按16.5%徵稅。不符合兩級制利得稅稅率制度的集團實體將繼續按16.5%的固定稅率徵稅。截至二零一九年及二零一八年十二月三十一日止年度，本公司的一家附屬公司自動系統(香港)有限公司之香港利得稅已根據兩級制利得稅稅率制度計算。

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16. INCOME TAX EXPENSE (Continued)

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	139,381	127,335
Tax at Hong Kong profits tax rate of 16.5% (2018: 16.5%)	按香港利得稅稅率 16.5% 計算之稅項 (二零一八年: 16.5%)	22,998	21,010
Tax effects of:	稅務影響:		
Expenses not deductible for tax purpose	在稅務方面不可扣減之支出	10,657	13,169
Income not taxable for tax purpose	在稅務方面不應課稅之收入	(1,712)	(841)
Effect of different tax rates of overseas operations	按海外營運所導致之不同稅率之影響	9,906	13,095
Tax losses not recognised	未確認之稅項虧損	78	391
Overprovision in prior years	過往年度超額撥備	(412)	(978)
Effect of two-tiered profits tax rate regime	兩級制利得稅稅率制度之影響	(165)	(165)
Others	其他	(2,277)	(2,679)
Income tax expense	所得稅開支	39,073	43,002

The weighted average applicable tax rate was 28.0% (2018: 33.8%).

16. 所得稅開支 (續)

本集團除所得稅前溢利之稅項與採用適用於合併實體溢利之加權平均稅率得出之理論金額之差異如下:

加權平均適用稅率為 28.0% (二零一八年: 33.8%)。

17. DIVIDENDS

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Dividend approved and paid:	本年度批准及支付的股息		
Final dividend in respect of the year ended 31st December 2017 of 1.0 HK cent per share	截至二零一七年十二月三十一日止年度之末期股息為每股 1.0 港仙	-	6,707
Dividends proposed:	擬派股息:		
Final dividend in respect of the year ended 31st December 2019 of 3.0 HK cents per share (Note (i))	截至二零一九年十二月三十一日止年度之末期股息每股 3.0 港仙 (附註(i))	24,819	-
Special dividend of 7.3 HK cents per share (Note (ii))	特別股息每股 7.3 港仙 (附註(ii))	60,394	-
		85,213	-

17. 股息

17. DIVIDENDS (Continued)

The Directors have resolved to recommend the payment of a final dividend of 3.0 HK cents per share. Subject to the approval of shareholders at the forthcoming annual general meeting, the proposed final dividend is expected to be paid on or before 24th June 2020 to shareholders whose names appear on the register of members of the Company on 5th June 2020. (2018: Nil)

The Directors have also resolved to recommend the payment of a special dividend of 7.3 HK cents per share. Subject to the approval of shareholders at a special general meeting, the proposed special dividend is expected to be paid on or before 20th May 2020 to shareholders whose names appear on the register of members of the Company on 29th April 2020. (2018: Nil)

The proposed final dividend and special dividend have not been recognised as dividend payable in the consolidated statement of financial position.

Notes:

- (i) The proposed final dividend for the year ended 31st December 2019, as referred to above, is calculated on the basis of 827,314,061 ordinary shares in issue as at 31st December 2019 and at a final dividend of 3.0 HK cent per share.
- (ii) The proposed special dividend, as referred to above, is calculated on the basis of 827,314,061 ordinary shares in issue as at 31st December 2019 and at a special dividend of 7.3 HK cent per share.

18. EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The calculation of the basic and diluted earnings per share attributable to equity holders of the Company is based on the following data:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profit attributable to equity holders of the Company for the purpose of basic earnings per share	用以計算每股基本盈利之本公司股本持有人應佔溢利	93,276	84,333
Effect of dilutive potential ordinary shares	具攤薄效應之潛在普通股之影響		
– Interests on convertible bonds (Note (iii))	– 可換股債券之利息(附註(iii))	11,093	12,243
– Adjustment on the effect of dilution in the results of a subsidiary (Note (iv))	– 因附屬公司導致攤薄效應之調整(附註(iv))	(4,737)	–
Profit attributable to equity holders of the Company for the purpose of diluted earnings per share	用於計算每股攤薄盈利之本公司股本持有人應佔溢利	99,632	96,576

17. 股息(續)

董事已議決擬派付每股3.0港仙之末期股息。待上述決議於即將舉行之股東週年大會獲股東通過後，本公司預期於二零二零年六月二十四日或之前向於二零二零年六月五日名列於本公司股東名冊之股東派付上述擬派末期股息(二零一八年：無)。

董事已議決擬派付每股7.3港仙之特別股息。待上述決議於股東特別大會獲股東通過後，本公司預期於二零二零年五月二十日或之前向於二零二零年四月二十九日名列於本公司股東名冊之股東派付上述擬派特別股息(二零一八年：無)。

此建議末期股息及特別股息並未於綜合財務狀況表中確認為應付股息。

附註：

- (i) 上述截至二零一九年十二月三十一日止年度之擬派末期股息是按於二零一九年十二月三十一日已發行之827,314,061股普通股及每股3.0港仙之末期股息計算。
- (ii) 上述擬派特別股息是按於二零一九年十二月三十一日已發行之827,314,061股普通股及每股7.3港仙之特別股息計算。

18. 本公司股本持有人應佔每股盈利

本公司股本持有人應佔每股基本及攤薄盈利乃按下列數據計算：

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

18. EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

(Continued)

18. 本公司股本持有人應佔每股盈利(續)

		Number of shares 股份數目	
		2019 二零一九年 '000 千股	2018 二零一八年 '000 千股
Weighted average number of ordinary shares for the purpose of basic earnings per share (Note (i))	用以計算每股基本盈利之普通股加權平均數(附註(i))	807,809	805,004
Effect of dilutive potential ordinary shares	具攤薄效應之潛在普通股之影響		
– Share options (Note (ii))	– 購股權(附註(ii))	370	2,074
– Convertible bonds (Note (iii))	– 可換股債券(附註(iii))	272,196	274,725
Weighted average number of ordinary shares for the purpose of diluted earnings per share	用以計算每股攤薄盈利之普通股加權平均數	1,080,375	1,081,803

Notes:

- (i) The 807,809,000 ordinary shares are derived from the weighted average number of ordinary shares in issue during the year ended 31st December 2019.

The 805,004,000 ordinary shares are derived from the weighted average number of ordinary shares in issue during the year ended 31st December 2018 after taking into account the effects of bonus issue (Note 31(i)) being completed during the year ended 31st December 2018.

- (ii) The calculation of the diluted earnings per share for the year ended 31st December 2019 assumed the exercise of the share options of the Company granted in 2012 and 2017, except for the share options granted in March 2017, which are considered as anti-dilutive as the average market price of the ordinary shares of the Company is less than the exercise price of these share options.

The calculation of the diluted earnings per share for the year ended 31st December 2018 assumed the exercise of the share options of the Company granted in 2012 and 2017.

- (iii) The calculation of the diluted earnings per share for the years ended 31st December 2019 and 2018 is based on the profit attributable to equity holders of the Company, adjusted to reflect the interest of the convertible bonds issued by the Company. The weighted average number of ordinary shares for the purpose of the diluted earnings per share for the years ended 31st December 2019 and 2018 have taken into account the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed conversion of the convertible bonds into ordinary shares for the year.

- (iv) The dilutive effect in the results of a subsidiary for the year ended 31st December 2019 is attributable to the share options (Note 38(iii)) and the convertible preferred shares (Note 39) granted by the Company's subsidiary (2018: Nil).

附註：

- (i) 普通股807,809,000股來自於二零一九年十二月三十一日止年度內已發行普通股的加權平均數。

普通股805,004,000股來自於截至二零一八年十二月三十一日止年度已發行普通股的加權平均數，並已計及於截至二零一八年十二月三十一日止年度完成發行紅股之影響(附註31(i))。

- (ii) 截至二零一九年十二月三十一日止年度之每股攤薄盈利乃假設本公司於二零一二年及二零一七年授出之購股權已獲行使，除了於二零一七年三月授出之購股權，該等購股權被視為具反攤薄影響，乃由於本公司普通股之平均市價低於該等購股權之行使價。

截至二零一八年十二月三十一日止年度之每股攤薄盈利乃假設本公司於二零一二年及二零一七年授出之購股權已獲行使。

- (iii) 截至二零一九年及二零一八年十二月三十一日止年度之每股攤薄盈利乃根據本公司股本持有人應佔溢利計算，經調整以反映本公司之已發行可換股債券之利息。用以計算於截至二零一九年及二零一八年十二月三十一日止年度之每股攤薄盈利時所採用的加權平均普通股數目已包括假設於年內將可換股債券視為轉換為普通股時已無償發行的加權平均普通股數目。

- (iv) 截至二零一九年十二月三十一日止年度，因附屬公司導致之攤薄效應歸咎於本公司附屬公司所授出的購股權(附註38(iii))及可換股優先股(附註39)(二零一八年：無)。

19. PROPERTY, PLANT AND EQUIPMENT

19. 物業、廠房及設備

		Land and buildings 土地 及樓宇 HK\$'000 千港元	Furniture and fixtures 傢俬及 裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Computer and office equipment 電腦及 辦公室設備 HK\$'000 千港元	Right-of-use assets 使用權資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1st January 2018	於二零一八年一月一日						
Cost or valuation	成本或估值	271,950	28,363	1,961	149,985	-	452,259
Accumulated depreciation	累計折舊	-	(24,422)	(1,467)	(135,315)	-	(161,204)
Net book amount	賬面淨值	271,950	3,941	494	14,670	-	291,055
Year ended 31st December 2018	截至二零一八年十二月三十一日止年度						
Opening net book amount	期初賬面淨值	271,950	3,941	494	14,670	-	291,055
Additions	添置	-	1,944	119	14,327	-	16,390
Disposals	出售	-	(71)	-	(4)	-	(75)
Depreciation	折舊	(9,219)	(1,719)	(362)	(9,606)	-	(20,906)
Exchange realignment	匯兌調整	-	(8)	-	70	-	62
Revaluation surplus	重估盈餘	17,969	-	-	-	-	17,969
Closing net book amount	期末賬面淨值	280,700	4,087	251	19,457	-	304,495
At 31st December 2018	於二零一八年十二月三十一日						
Cost or valuation	成本或估值	280,700	29,745	1,763	159,742	-	471,950
Accumulated depreciation	累計折舊	-	(25,658)	(1,512)	(140,285)	-	(167,455)
Net book amount	賬面淨值	280,700	4,087	251	19,457	-	304,495
Comprising:	包括:						
At cost	成本	-	29,745	1,763	159,742	-	191,250
At valuation	估值	280,700	-	-	-	-	280,700
		280,700	29,745	1,763	159,742	-	471,950
At 1st January 2019	於二零一九年一月一日						
Cost or valuation	成本或估值	280,700	29,745	1,763	159,742	-	471,950
Accumulated depreciation	累計折舊	-	(25,658)	(1,512)	(140,285)	-	(167,455)
Adjustment from the adoption of HKFRS 16 (Note 2(a))	採納香港財務報告準則第16號之調整(附註2(a))						
Cost	成本	-	-	-	-	8,833	8,833
Accumulated depreciation	累計折舊	-	-	-	-	(3,367)	(3,367)
Net book amount	賬面淨值	280,700	4,087	251	19,457	5,466	309,961
Year ended 31st December 2019	截至二零一九年十二月三十一日止年度						
Opening net book amount	期初賬面淨值	280,700	4,087	251	19,457	5,466	309,961
Additions	添置	-	2,020	-	15,015	5,741	22,776
Disposals	出售	-	-	-	(7)	-	(7)
Depreciation	折舊	(9,849)	(1,919)	(214)	(13,056)	(5,361)	(30,399)
Exchange realignment	匯兌調整	-	(22)	-	37	-	15
Revaluation surplus	重估盈餘	19,249	-	-	-	-	19,249
Closing net book amount	期末賬面淨值	290,100	4,166	37	21,446	5,846	321,595
At 31st December 2019	於二零一九年十二月三十一日						
Cost or valuation	成本或估值	290,100	31,733	1,779	169,049	14,574	507,235
Accumulated depreciation	累計折舊	-	(27,567)	(1,742)	(147,603)	(8,728)	(185,640)
Net book amount	賬面淨值	290,100	4,166	37	21,446	5,846	321,595
Comprising:	包括:						
At cost	成本	-	31,733	1,779	169,049	14,574	217,135
At valuation	估值	290,100	-	-	-	-	290,100
		290,100	31,733	1,779	169,049	14,574	507,235

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19. PROPERTY, PLANT AND EQUIPMENT (Continued)

The Group's land and buildings were stated at valuations made at 31st December 2019 and 2018. The land and buildings were last revalued by an independent professional valuer, at 31st December 2019 and 2018, at market value basis which is determined by reference to market evidence of recent transactions for similar properties. The revaluation gave rise to a revaluation surplus net of applicable deferred income taxes of approximately HK\$16,073,000 (2018: HK\$15,004,000) which has been credited to the property revaluation reserve. Details of fair value measurements are set out in Note 6(d).

As at 31st December 2019, if the land and buildings had not been revalued, they would have been included in these consolidated financial statements at historical cost, less accumulated depreciation, of approximately HK\$35,969,000 (2018: HK\$38,034,000).

Depreciation of the Group's property, plant and equipment have been charged to the consolidated statement of profit or loss as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Cost of goods sold and services rendered	銷貨及提供服務之成本	13,810	12,710
Selling expenses	銷售費用	5,307	2,674
Administrative expenses	行政費用	11,282	5,522
		30,399	20,906

As at 31st December 2019, the Group had pledged land and buildings with carrying amount of HK\$171,200,000 (2018: HK\$165,600,000) to secure banking facilities granted to the Group as disclosed in Note 46.

As at 31 December 2019, the net carrying amount of right-of-use assets included in property, plant and equipment are as follows:

		Carrying amount 賬面金額		Depreciation 折舊
		As at 31st December 2019	As at 1st January 2019	For the year ended 31st December 2019
		於二零一九年 十二月三十一日 HK\$'000 千港元	於二零一九年 一月一日 HK\$'000 千港元	截至二零一九年 十二月三十一日 止年度 HK\$'000 千港元
Office premises	辦公室物業	4,344	5,404	(5,011)
Office equipment	辦公室設備	1,502	62	(350)
Total		5,846	5,466	(5,361)

During the year ended 31st December 2019, total additions to right-of-use assets included in property, plant and equipment amounting to HK\$5,741,000.

19. 物業、廠房及設備 (續)

本集團之土地及樓宇乃按於二零一九年及二零一八年十二月三十一日之估值列賬。土地及樓宇最後一次由獨立專業估值師於二零一九年及二零一八年十二月三十一日按市值基準再進行重估，乃參考市場上同類物業近期交易之資料釐定。重估在扣除適用遞延所得稅後產生重估盈餘約為16,073,000港元(二零一八年：15,004,000港元)，並已計入於物業重估儲備。公允價值計量詳情載於附註6(d)。

於二零一九年十二月三十一日，倘土地及樓宇未被重估，其會按歷史成本(扣除累計折舊)約為35,969,000港元(二零一八年：38,034,000港元)計入該等綜合財務報表。

本集團之物業、廠房及設備之折舊已從綜合損益表中扣除如下：

如附註46所述，於二零一九年十二月三十一日，本集團已抵押賬面金額171,200,000港元(二零一八年：165,600,000港元)之土地及樓宇以獲得授予本集團之銀行融資。

於二零一九年十二月三十一日，計入物業、廠房及設備之使用權資產之賬面金額如下：

截至二零一九年十二月三十一日止年度，計入物業、廠房及設備之使用權資產添置為5,741,000港元。

20. INVESTMENT PROPERTIES

20. 投資物業

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At valuation	估值		
At 1st January	於一月一日	54,000	52,300
Fair value gain	公允價值收益	1,800	1,700
At 31st December	於十二月三十一日	55,800	54,000

The following amounts have been recognised in the consolidated statement of profit or loss:

以下金額已於綜合損益表確認：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Rental income (Note 8)	租金收入(附註8)	3,911	3,708
Direct operating expense arising from investment properties that generate rental income	產生租金收入之投資物業所產生之直接經營開支	380	359

The investment properties of the Group were last revalued by an independent professional valuer at 31st December 2019 and 2018 at market value basis, which is determined by reference to market evidence of recent transactions for similar properties. Details of fair value measurement are set out in Note 6(d).

本集團之投資物業最後一次由獨立專業估值師於二零一九年及二零一八年十二月三十一日按市值基準再進行重估，乃參考市場上同類物業近期交易之資料釐定。公允價值計量詳情載於附註6(d)。

The future aggregate minimum rental receivables under non-cancellable operating leases are set out in Note 42.

根據不可撤銷經營租約應收之未來最低租金總額載於附註42。

As at 31st December 2019, the Group had pledged investment properties with carrying amount of HK\$55,800,000 (2018: HK\$54,000,000) to secure banking facilities granted to the Group as disclosed in Note 46.

誠如附註46所載，於二零一九年十二月三十一日，本集團賬面金額55,800,000港元(二零一八年：54,000,000港元)之投資物業已予抵押，以獲得授予本集團之銀行融資。

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21. GOODWILL AND INTANGIBLE ASSETS

21. 商譽及無形資產

		Goodwill	Intangible assets			Total
		商譽	無形資產			
			Development cost	Technical know-how	Customer relationships	
		HK\$'000	發展成本	技術知識	客戶關係	總計
		千港元	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 1st January 2018	於二零一八年一月一日					
Cost	成本	769,499	5,006	2,234	123,721	130,961
Accumulated amortisation and impairment	累計攤銷及減值	-	(5,006)	(584)	(6,048)	(11,638)
Net book amount	賬面淨值	769,499	-	1,650	117,673	119,323
Year ended 31st December 2018	截至二零一八年十二月三十一日止年度					
Opening net book amount	期初賬面淨值	769,499	-	1,650	117,673	119,323
Additions	添置	-	9,582	-	-	9,582
Disposal	出售	-	-	(30)	-	(30)
Amortisation	攤銷	-	(1,987)	(799)	(8,271)	(11,057)
Exchange realignment	匯兌調整	1,674	(5)	4	236	235
Closing net book amount	期末賬面淨值	771,173	7,590	825	109,638	118,053
At 31st December 2018 and 1st January 2019	於二零一八年十二月三十一日及二零一九年一月一日					
Cost	成本	771,173	14,583	2,209	123,962	140,754
Accumulated amortisation and impairment	累計攤銷及減值	-	(6,993)	(1,384)	(14,324)	(22,701)
Net book amount	賬面淨值	771,173	7,590	825	109,638	118,053
Year ended 31st December 2019	截至二零一九年十二月三十一日止年度					
Opening net book amount	期初賬面淨值	771,173	7,590	825	109,638	118,053
Additions	添置	-	5,372	-	-	5,372
Amortisation	攤銷	-	(6,557)	(799)	(8,267)	(15,623)
Exchange realignment	匯兌調整	(4,357)	(12)	-	(547)	(559)
Closing net book amount	期末賬面淨值	766,816	6,393	26	100,824	107,243
At 31st December 2019	於二零一九年十二月三十一日					
Cost	成本	766,816	19,887	2,197	123,289	145,373
Accumulated amortisation and impairment	累計攤銷及減值	-	(13,494)	(2,171)	(22,465)	(38,130)
Net book amount	賬面淨值	766,816	6,393	26	100,824	107,243

21. GOODWILL AND INTANGIBLE ASSETS

(Continued)

During the year ended 31st December 2019, amortisation of approximately HK\$15,623,000 (2018: HK\$11,057,000) has been charged to “cost of services rendered” in the consolidated statement of profit or loss.

Goodwill is attributable to the Group’s cash-generating units (“CGUs”) of the Grid Dynamics Group and is allocated to the IT Services operating segment.

The recoverable amount of the CGU was determined from value in use calculations based on cash flow projections from formally approved financial budgets and forecasts covering a five-year period. The cash flows for the subsequent years are extrapolated from the fifth year cash flow using 2.0% (2018: 2.1%) growth rate, and discounted using a pre-tax discount rate of 19.1% (2018: 20.13%).

The discount rate reflects current market assessment of the time value of money and the risks specific to the CGU. The growth rate used was based on historical growth and past experience and did not exceed the long-term average growth rate for the business in which the CGU operates.

The recoverable amount has been determined to be higher than the carrying amount of the CGU, and thus no impairment is required.

22. INTERESTS IN ASSOCIATES

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1st January	於一月一日	27,662	46,948
Disposal of partial interest in an associate	出售聯營公司之部份權益	-	(336)
Share of results of associates	應佔聯營公司業績	(8,287)	(5,428)
Share of other comprehensive income/(loss) of associates	應佔聯營公司其他全面收益/(虧損)	193	(431)
Impairment loss on interests in associates	聯營公司權益減值虧損	-	(11,900)
Dividends received	已收股息	(154)	(485)
Exchange realignment	匯兌調整	211	(706)
At 31st December	於十二月三十一日	19,625	27,662

21. 商譽及無形資產 (續)

於截至二零一九年十二月三十一日止年度，攤銷約15,623,000港元(二零一八年：11,057,000港元)已於綜合損益表之「提供服務之成本」中扣除。

商譽歸屬於本集團Grid Dynamics集團的現金產生單位(「現金產生單位」)，並分配至資訊科技服務經營分部。

現金產生單位之可收回金額乃根據自正式批准的財務預算作出的現金流量預測與涵蓋五年期的預測，以使用價值計算釐定。其後年度的現金流量按自第五年的現金流量採用2.0%(二零一八年：2.1%)的增長率推算，並使用稅前貼現率19.1%(二零一八年：20.13%)進行貼現。

貼現率反映了當前市場對貨幣時間價值的評估以及現金產生單位特有的風險。所採用增長率乃根據歷史增長率及過往經驗計算，不超過現金產生單位經營業務之長期平均增長率。

可收回金額已釐定為高於現金產生單位之賬面值，故毋須作出減值。

22. 聯營公司權益

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22. INTERESTS IN ASSOCIATES (Continued)

Particulars of the Group's unlisted associates at 31st December 2019 and 2018 are as follows:

22. 聯營公司權益 (續)

於二零一九年及二零一八年十二月三十一日，本集團之非上市聯營公司詳情如下：

Name of associate 聯營公司名稱	Country/place of incorporation and operations 註冊成立及經營之 國家/地點	Percentage of nominal value of issued ordinary share capital held indirectly by the Company 本公司間接持有 已發行普通股本之百分比		Principal activities 主要業務
		2019	2018	
		二零一九年	二零一八年	
iN Systems (Macao) Limited 盈資系統科技(澳門)有限公司	Macau 澳門	24%	24%	Provision of engineering and software services 提供工程及軟件服務
ASL Automated Services (Thailand) Limited	Thailand 泰國	49%	49%	Provision of engineering and software services 提供工程及軟件服務
i-Sprint Holdings Limited ("i-Sprint")	Cayman Islands 開曼群島	35.42%	35.42%	Investment holding 投資控股
i-Sprint Innovations (HK) Limited 安訊奔(香港)科技有限公司	Hong Kong 香港	35.42%	35.42%	Provision of distributing, and implementing technology risk management products 提供分銷及實施技術風險管理產品業務
Beijing i-Sprint Technology Co., Ltd. 北京安訊奔科技有限責任公司	PRC 中國	35.42%	35.42%	Provision of software development, distributing, implementing and supporting technology risk management products 提供軟件開發、分銷、實施及支援技術風險管理產品業務
i-Sprint (Beijing) Innovations Co., Ltd. 安訊騰(北京)科技有限責任公司	PRC 中國	35.42%	35.42%	Investment holding 投資控股
i-Sprint Innovations Pte Ltd	Singapore 新加坡	35.42%	35.42%	Provision of developing, distributing, implementing and supporting technology risk management products 提供開發、分銷、實施及支援技術風險管理產品業務

22. INTERESTS IN ASSOCIATES (Continued)

Particulars of the Group's unlisted associates at 31st December 2019 and 2018 are as follows: (Continued)

22. 聯營公司權益 (續)

於二零一九年及二零一八年十二月三十一日，本集團之非上市聯營公司詳情如下：(續)

Name of associate 聯營公司名稱	Country/place of incorporation and operations 註冊成立及經營之 國家/地點	Percentage of nominal value of issued ordinary share capital held indirectly by the Company 本公司間接持有 已發行普通股本之百分比		Principal activities 主要業務
		2019	2018	
		二零一九年	二零一八年	
i-Sprint Innovations Sdn. Bhd.	Malaysia 馬來西亞	35.42%	35.42%	Provision of distributing, implementing and supporting technology risk management products 提供分銷、實施及支援技術風險管理產品業務
i-Sprint Innovations Inc.	US 美國	35.42%	35.42%	Provision of distributing and implementing technology risk management products 提供分銷及實施技術風險管理產品業務
i-Sprint Investment Limited	Hong Kong 香港	35.42%	35.42%	Investment holding 投資控股
i-Sprint Innovations (Thailand) Co. Ltd	Thailand 泰國	35.42%	35.42%	Provision of distributing, implementing and supporting technology risk management products 提供分銷、實施及支援技術風險管理產品業務

At 31st December 2019, the management of the Group carried out impairment review on the carrying amount of the investment in i-Sprint Group by comparing the estimated recoverable amount using the value in use with the carrying amount of the investment in i-Sprint Group.

於二零一九年十二月三十一日，本集團管理層已透過比較於i-Sprint集團投資利用使用價值估算的可收回金額與賬面值，對於i-Sprint集團投資的賬面值進行減值檢討。

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22. INTERESTS IN ASSOCIATES (Continued)

In determining the value in use of the investment, the Group estimated the present value of the estimated future cash flows expected to be generated by i-Sprint Group, including cash flows from the operations of i-Sprint Group and estimated terminal value. Based on the assessment, the recoverable amount of i-Sprint Group is higher than its carrying amount. No impairment loss was recognised on the interests in i-Sprint Group was recognised in the consolidated statement of profit or loss during the year ended 31st December 2019 (2018: HK\$11,900,000).

The financial information of i-Sprint Group, which are material associates accounted for using the equity method, are as below:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current assets	非流動資產	38,288	42,457
Current assets	流動資產	60,855	56,550
Current liabilities	流動負債	(75,954)	(56,042)
Net assets	淨資產	23,189	42,965
Revenue	收入	122,353	155,341
Loss for the year	年內虧損	(23,427)	(17,012)
Other comprehensive income/(loss)	其他全面收益/(虧損)	546	(1,219)
Total comprehensive loss for the year	年內全面虧損總額	(22,881)	(18,231)
Group's share of:	本集團應佔：		
Loss for the year	年內虧損	(8,298)	(5,848)
Other comprehensive income/(loss)	其他全面收益/(虧損)	193	(431)
Total comprehensive loss for the year	年內全面虧損總額	(8,105)	(6,279)
Dividend received	已收股息	-	-

Note: i-Sprint Group have initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1st January 2019 to recognise right-of-use assets and lease liabilities of HK\$2,731,000 relating to leases which were previously classified as operating leases under HKAS 17. Under this approach, the comparative information is not restated.

22. 聯營公司權益 (續)

於釐定投資的使用價值時，本集團已估算 i-Sprint 集團預期產生之估計未來現金流量 (包括 i-Sprint 集團業務經營產生的現金流量及最終價值) 之現值。根據評估，i-Sprint 集團的可收回金額高於其賬面值。因此，於截至二零一九年十二月三十一日止年度，於綜合損益表並無就 i-Sprint 集團權益確認減值虧損 (二零一八年：11,900,000 港元)。

採用權益法入賬之重要聯營公司 i-Sprint 集團之財務資料如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current assets	非流動資產	38,288	42,457
Current assets	流動資產	60,855	56,550
Current liabilities	流動負債	(75,954)	(56,042)
Net assets	淨資產	23,189	42,965
Revenue	收入	122,353	155,341
Loss for the year	年內虧損	(23,427)	(17,012)
Other comprehensive income/(loss)	其他全面收益/(虧損)	546	(1,219)
Total comprehensive loss for the year	年內全面虧損總額	(22,881)	(18,231)
Group's share of:	本集團應佔：		
Loss for the year	年內虧損	(8,298)	(5,848)
Other comprehensive income/(loss)	其他全面收益/(虧損)	193	(431)
Total comprehensive loss for the year	年內全面虧損總額	(8,105)	(6,279)
Dividend received	已收股息	-	-

附註：i-Sprint 集團已使用經修訂追溯法首次應用香港財務報告準則第 16 號，並對於二零一九年一月一日之期初結餘進行調整，以就先前根據香港會計準則第 17 號分類為經營租賃之有關租賃確認使用權資產及租賃負債為 2,731,000 港元。根據該方法，比較資料並無重列。

22. INTERESTS IN ASSOCIATES (Continued)

The financial information of iN Systems (Macao) Limited, which is not a material associate of the Group, is as below:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Group's aggregate share of net assets of an associate	本集團應佔一間聯營公司之淨資產總額	743	886
Group's share of:	本集團應佔：		
Profit for the year	年內溢利	11	420
Other comprehensive income	其他全面收益	-	-
Total comprehensive income for the year	年內全面收益總額	11	420

A reconciliation of the above summarised financial information to the carrying amount of each of the investments in i-Sprint Group and iN Systems (Macao) Limited is set out below:

22. 聯營公司權益 (續)

並非本集團重大之聯營公司盈資系統科技(澳門)有限公司之財務資料如下：

上述財務資料概要與於i-Sprint集團及盈資系統科技(澳門)有限公司各自之投資賬面值之對賬如下：

		i-Sprint Group i-Sprint 集團		iN Systems (Macao) Limited 盈資系統科技 (澳門)有限公司	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Total net assets of associates	聯營公司淨資產總額	23,189	42,965	3,096	3,689
Portion of ownership interests held by Group	本集團所持有之擁有權權益部分	35.42%	35.42%	24%	24%
Group's share of net assets of associates	本集團應佔聯營公司淨資產	8,213	15,218	743	886
Others	其他	(4,460)	(3,453)	-	-
Goodwill	商譽	31,429	31,311	-	-
		35,182	43,076	743	886
Less: Provision for impairment	減：減值撥備	(16,300)	(16,300)	-	-
Carrying amount of the interests in associates in the consolidated financial statements	於綜合財務報表所示於聯營公司權益賬面值	18,882	26,776	743	886

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22. INTERESTS IN ASSOCIATES (Continued)

The Group has discontinued recognition of its share of losses of ASL Automated Services (Thailand) Limited. The amounts of unrecognised share of results of this associate, extracted from the relevant management accounts of the associate, both for the year and cumulatively, are as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Unrecognised share of profit of an associate for the year	年內未確認應佔一間聯營公司之溢利	(1)	(22)
Other comprehensive income	其他全面收益	-	-
Total comprehensive income for the year	年內全面收益總額	(1)	(22)
Accumulated unrecognised share of losses of an associate	累計未確認應佔一間聯營公司之虧損	583	584

23. EQUITY INVESTMENT

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Financial asset at FVOCI	按公允價值透過其他全面收益列賬之金融資產		
Unlisted equity investment, at fair value	非上市股權投資，按公允價值	598	598

The Group entered into the agreement with Teamsun, Pansky Technology Corporation Ltd. and Beijing Hongqiao Technology Co., Ltd. to establish a company in the PRC, pursuant to which the Group committed to subscribe for 10% equity interest in the PRC company with capital contribution of Renminbi ("RMB")10,000,000 (equivalent to HK\$11,965,000). As at 31st December 2019, the Group has injected RMB500,000 (equivalent to HK\$598,000) (2018: RMB500,000 (equivalent to HK\$598,000)) to the equity investment.

The Group designated its investment in this unlisted investment as financial asset at FVOCI, as this investment is held as long-term strategic investments that is not expected to be sold in the short to medium term.

Details of the fair value of the unlisted equity investment has been measured are described in Note 6(d).

22. 聯營公司權益 (續)

本集團已終止確認其應佔 ASL Automated Services (Thailand) Limited 虧損。應佔該聯營公司之年內及累計之未確認業績金額(摘錄自聯營公司之相關管理賬目)如下：

23. 股權投資

本集團與華勝天成、長天科技有限公司及北京弘橋科技有限公司訂立協議，於中國成立一家公司，據此，本集團承諾以出資人民幣 10,000,000 元(相當於 11,965,000 港元)認購該中國公司 10% 股權。於二零一九年十二月三十一日，本集團已注入人民幣 500,000 元(相當於 598,000 港元)(二零一八年：人民幣 500,000 元(相當於 598,000 港元))予該股權投資。

本集團將其於該非上市投資之投資指定為按公允價值透過其他全面收益列賬，原因為該投資乃持作長期策略性投資，預期不會於中短期內出售。

計量非上市股權投資之公允價值之詳情，載於附註 6(d)。

24. FINANCIAL INSTRUMENTS BY CATEGORY

24. 按類別劃分之金融工具

The accounting policies for financial instruments have been applied to the line items below:

金融工具之會計政策已應用於下列各項：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Financial assets	金融資產		
Financial assets at amortised cost	按攤銷成本列賬之金融資產		
Trade receivables	應收貿易款項	344,219	315,007
Other receivables and deposits	其他應收款項及按金	25,978	16,845
Finance lease receivables	應收融資租賃款項	7,675	4,474
Restricted bank deposits	受限制銀行存款	556	762
Bank balances and cash	銀行存款及現金	456,058	292,183
		834,486	629,271
Financial asset at FVOCI (non-recycling)	按公允價值透過其他全面收益列賬之 金融資產(不可撥回)		
Equity investment	股權投資	598	598
		835,084	629,869
Financial liabilities	金融負債		
Financial liabilities at amortised cost	按攤銷成本列賬之金融負債		
Trade payables	應付貿易款項	360,282	258,940
Other payables and accruals	其他應付款項及應計費用	184,612	139,415
Borrowings	借貸	439,770	481,715
Lease liabilities	租賃負債	5,945	-
		990,609	880,070
Financial liabilities at fair value through profit or loss	按公允價值透過損益列賬的金融負債		
Contingent consideration payable	應付或然代價	-	69,565
Financial liabilities at fair value through profit or loss	按公允價值透過損益列賬的金融負債	75,017	-
		1,065,626	949,635

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25. INVENTORIES

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Inventories			
– Goods held for resale	– 持作轉售之貨物	78,399	80,816
– Goods pending for customers' acceptance	– 有待客戶接納之貨物	109,706	40,996
		188,105	121,812
Other contract costs	其他合約成本	79,833	56,783
		267,938	178,595

Goods held for resale and goods pending for customers' acceptance mainly represent computer equipment and software products.

During the year ended 31st December 2019, the cost of inventories recognised as expenses and included in "cost of goods sold" and "cost of services rendered" amounted to approximately HK\$887,876,000 and HK\$128,855,000 (2018: HK\$687,683,000 and HK\$97,481,000), respectively.

Other contract costs relate to the incremental sales commissions paid to salesperson whose selling activities resulted in customers entering into sales contacts and fulfillment costs that generates or enhances resources of the Group that will be used in satisfying performance obligations and expected to be recovered.

Other contract costs are recognised as expenses and included in "cost of goods sold" and "cost of services rendered" in the consolidated statement of profit or loss in the period in which revenue is recognised. The amount of capitalised costs recognised in profit or loss during the year was HK\$268,642,000 (2018: HK\$219,350,000). There was no impairment in relation to the opening balance of capitalised costs or the costs capitalised during the year ended 31st December 2019 (2018: Nil).

26. TRADE RECEIVABLES

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade receivables – gross	應收貿易款項 – 總額	346,377	324,424
Less: ECL allowance	減：預期信貸虧損撥備	(2,158)	(9,417)
Trade receivables – net	應收貿易款項 – 淨額	344,219	315,007

The Group has granted credit to substantially all of its customers for 30 days and has credit control procedures to minimise credit risk. Overdue balances are reviewed regularly by senior management. Further details on the Group's credit policy are set out in Note 6(b).

25. 存貨

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Inventories			
– Goods held for resale	– 持作轉售之貨物	78,399	80,816
– Goods pending for customers' acceptance	– 有待客戶接納之貨物	109,706	40,996
		188,105	121,812
Other contract costs	其他合約成本	79,833	56,783
		267,938	178,595

持作轉售之貨物及有待客戶接納之貨物主要為電腦設備及軟件產品。

截至二零一九年十二月三十一日止年度已確認為開支並計入「銷貨成本」及「提供服務之成本」之存貨成本分別約為887,876,000港元及128,855,000港元(二零一八年：687,683,000港元及97,481,000港元)。

其他合約成本與向其銷售活動致令客戶訂立銷售合約之銷售人員支付之增量銷售佣金及與可產生或增加將用於履行履約責任並預期將可收回之本集團資源之履約成本有關。

其他合約成本於收益獲確認之期間內在綜合損益表中確認為開支，並計入「銷貨成本」及「提供服務之成本」。年內於損益中確認之資本化成本金額為268,642,000港元(二零一八年：219,350,000港元)。資本化成本之期初結餘或於截至二零一九年十二月三十一日止年度內資本化之成本並無發生減值(二零一八年：無)。

26. 應收貿易款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade receivables – gross	應收貿易款項 – 總額	346,377	324,424
Less: ECL allowance	減：預期信貸虧損撥備	(2,158)	(9,417)
Trade receivables – net	應收貿易款項 – 淨額	344,219	315,007

本集團之所有客戶基本上均享有30日信貸期。本集團採取信貸監控步驟以將信貸風險減至最低。高級管理層對逾期之款項數額亦作出定期審查。本集團的信貸政策詳情列載於附註6(b)。

26. TRADE RECEIVABLES (Continued)

Based on the invoice dates, the ageing analysis of the gross trade receivables, is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0 – 30 days	0至30天	160,655	149,555
31 – 60 days	31至60天	79,678	96,852
61 – 90 days	61至90天	69,664	37,137
Over 90 days	超過90天	36,380	40,880
		346,377	324,424

The movement in the Group's ECL allowance of trade receivables is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1st January	於一月一日	9,417	5,685
Amount written off during the year	年內撇銷金額	(4,195)	–
ECL allowance	預期信貸虧損撥備	296	4,254
Reversal of ECL allowance	預期信貸虧損撥備撥回	(3,268)	(289)
Exchange realignment	匯兌調整	(92)	(233)
At 31st December	於十二月三十一日	2,158	9,417

Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash. The Group does not hold any collateral as security.

The gross trade receivables are denominated in the following currencies:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HKD	港元	221,458	197,319
USD	美元	115,440	107,151
RMB	人民幣	473	4,769
Thailand Baht (“THB”)	泰銖(「泰銖」)	5,204	4,474
Macau Pataca (“MOP”)	澳門幣(「澳門幣」)	1,684	6,625
New Taiwan dollars (“NTD”)	新台幣(「新台幣」)	2,001	2,830
Others	其他	117	1,256
		346,377	324,424

As at 31st December 2019 and 2018, the carrying amounts of trade receivables approximate their fair values.

26. 應收貿易款項 (續)

根據發票日，應收貿易款項之賬齡分析如下：

本集團應收貿易款項的預期信貸虧損撥備變動如下：

自撥備賬扣除之金額一般於預期不會收回額外現金時撇銷。本集團並無持有任何抵押品作為擔保。

應收貿易款項總額以下列貨幣計值：

於二零一九年十二月三十一日及二零一八年十二月三十一日，應收貿易款項之賬面金額與其公允價值相若。

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27. FINANCE LEASE RECEIVABLES

The total minimum lease receivables under finance leases and their present values at the reporting date are as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current receivables:	非流動應收款項：		
Gross finance lease receivables	應收融資租賃款項總額	5,335	1,185
Unearned finance income	未賺取之融資收入	(389)	(57)
		4,946	1,128
Current receivables:	流動應收款項：		
Gross finance lease receivables	應收融資租賃款項總額	3,023	3,468
Unearned finance income	未賺取之融資收入	(294)	(122)
		2,729	3,346
Gross receivables from finance leases:	來自融資租賃之應收款項總額：		
Not later than 1 year	一年內	3,023	3,468
Later than 1 year and not later than 5 years	一年後及五年內	5,335	1,185
Gross finance lease receivables	應收融資租賃款項總額	8,358	4,653
Unearned finance income	未賺取之融資收入	(683)	(179)
Net finance lease receivables	應收融資租賃款項淨額	7,675	4,474
The net finance lease receivables are analysed as follows:	應收融資租賃款項淨額是按以下年期分析：		
– Not later than 1 year	– 一年內	2,729	3,346
– Later than 1 year and not later than 5 years	– 一年後及五年內	4,946	1,128
		7,675	4,474

27. 應收融資租賃款項

以下為根據融資租賃款項於期末日之最低應收租賃總額及其現值：

28. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Other receivables	其他應收款項	9,234	4,258
Deposits	按金	5,715	6,106
Prepayments	預付款項	44,157	27,751
Amount due from ultimate holding company	最終控股公司欠款	832	832
Amount due from an immediate holding company	直接控股公司欠款	1,836	1,072
Amount due from an associate	一間聯營公司欠款	9,193	5,409
Other receivables, deposits and prepayments – gross	其他應收款項、按金及預付 – 總額	70,967	45,428
Less: ECL allowance	減：預期信貸虧損撥備	(832)	(832)
Other receivables, deposits and prepayments – net	其他應收款項、按金及預付款項 – 淨值	70,135	44,596

28. 其他應收款項、按金及預付款項

28. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

As at 31st December 2019 and 2018, amounts due from ultimate holding company, immediate holding company and an associate are unsecured, interest-free and repayable on demand. The carrying amounts approximate their fair values due to their short maturities.

The balances (before ECL allowance) are denominated in the following currencies:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HKD	港元	13,988	17,918
THB	泰銖	11,253	6,439
RMB	人民幣	1,451	1,514
NTD	新台幣	605	908
USD	美元	43,114	18,298
Others	其他	556	351
		70,967	45,428

As at 31st December 2019 and 2018, the carrying amounts of other receivables and deposits approximate their fair values.

29. CONTRACT ASSETS

As at 31st December 2019 and 2018, the balance represented contract costs incurred plus recognised profits less recognised losses and progress billings.

28. 其他應收款項、按金及預付款項 (續)

於二零一九年及二零一八年十二月三十一日，最終控股公司欠款，直接控股公司欠款及一間聯營公司欠款為無抵押、免息及應要求償還。由於屬短期性質，彼等之賬面值與其公允價值相若。

結餘(計入預期信貸虧損撥備前)乃以下列貨幣計值：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HKD	13,988	17,918
THB	11,253	6,439
RMB	1,451	1,514
NTD	605	908
USD	43,114	18,298
Others	556	351
	70,967	45,428

於二零一九年及二零一八年十二月三十一日，其他應收款項及按金之賬面金額與其公允價值相若。

29. 合約資產

於二零一九年及二零一八年十二月三十一日結餘指所產生之合約成本加已確認溢利減已確認虧損和進度付款。

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30. RESTRICTED BANK DEPOSITS AND BANK BALANCES AND CASH

As at 31st December 2019, bank balances carry interest at market rates with an average interest rate of 0.51% (2018: 0.99%) per annum. As at 31st December 2019, restricted bank deposits carried interest at market rates with an average interest rate of 1.53% (2018: 0.38%) per annum.

Bank balances and cash are denominated in the following currencies:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HKD	港元	104,381	102,849
RMB	人民幣	3,825	19,294
NTD	新台幣	7,230	5,995
USD	美元	324,014	145,713
Others	其他	16,608	18,332
		456,058	292,183

As at 31st December 2019, included in restricted bank deposits of approximately HK\$556,000 (2018: HK\$762,000) are pledged to secure the performance bonds of the Group.

Restricted bank deposits are denominated in the following currencies:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
MOP	澳門幣	556	243
NTD	新台幣	-	519
		556	762

30. 受限制銀行存款及銀行存款及現金

於二零一九年十二月三十一日，銀行結餘按市場利率計息，平均利率分別為每年0.51%（二零一八年：0.99%）。於二零一九年十二月三十一日，受限制銀行存款按市場利率計息，平均利率為每年1.53%（二零一八年：0.38%）。

銀行存款及現金以下列貨幣計值：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		104,381	102,849
		3,825	19,294
		7,230	5,995
		324,014	145,713
		16,608	18,332
		456,058	292,183

於二零一九年十二月三十一日，包括在受限制銀行存款內約556,000港元（二零一八年：762,000港元）用作本集團獲授銀行履約保證之抵押品。

受限制銀行存款以下列貨幣計值：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		556	243
		-	519
		556	762

31. SHARE CAPITAL

31. 股本

		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Ordinary shares of HK\$0.10 each	每股面值 0.10 港元之普通股		
Authorised:	法定股本：		
At 1st January 2018, 31st December 2018, 1st January 2019 and 31st December 2019	於二零一八年一月一日、 二零一八年十二月三十一日、 二零一九年一月一日及 二零一九年十二月三十一日	2,000,000	200,000
Issued and fully paid:	已發行及繳足：		
At 1st January 2018	於二零一八年一月一日	670,544	67,054
Issue of ordinary shares upon exercise of share options	於購股權獲行使時發行之普通股 of share options	545	54
Bonus issue (Note (i))	發行紅股(附註(i))	134,135	13,414
At 31st December 2018 and 1st January 2019	於二零一八年十二月三十一日及 二零一九年一月一日	805,224	80,522
Issue of ordinary shares upon exercise of share options	於購股權獲行使時發行之普通股 of share options	111	11
Issue of ordinary shares upon conversion of convertible bonds (Note (ii))	轉換可換股債券時發行之普通股 (附註(ii))	21,978	2,198
At 31st December 2019	於二零一九年十二月三十一日	827,313	82,731

Notes:

(i) Bonus issue

On 16th May 2018, an ordinary resolution was duly passed by the shareholders of the Company at the annual general meeting to approve the bonus issue of shares ("2018 Bonus Issue") of par value HK\$0.10 each which was issued on the basis of two bonus share for every ten existing shares on 29th May 2018. As of that date, there was a total of 670,676,804 shares in issue, resulting in the issuance of 134,135,360 of bonus shares under 2018 Bonus Issue.

(ii) Conversion of convertible bonds

On 20th November 2019, a bondholder of the convertible bonds has completed the conversion of Convertible Bond with principal amount of HK\$20,000,000 into 21,978,022 shares at the conversion price of HK\$0.91 per share. Details are set out in Note 35(ii).

All the shares in issued during the year rank pari passu with the then existing shares of the Company in all respects.

附註：

(i) 發行紅股

於二零一八年五月十六日，本公司股東於股東週年大會上正式通過一項普通決議案，以批准發行每股面值0.10港元的紅股（「二零一八年發行紅股」），發行基準為於二零一八年五月二十九日每持有十股現有股份獲發兩股紅股。截至該日期，已發行之普通股總數為670,676,804股，因而根據二零一八年發行紅股而發行134,135,360股紅股。

(ii) 轉換可換股債券

於二零一九年十一月二十日，其中一名債券持有人行使本金額20,000,000港元之可換股債券所附帶之換股權，以每股0.91港元之換股價轉換普通股。隨後合共21,978,022股普通股已配發及發行予該債券持有人。詳情載於附註35(ii)。

本年度內發行的所有股份均與本公司當時在各方面的現有股份享有同等權益。

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32. TRADE PAYABLES

An ageing analysis of the trade payables as at the reporting date, based on payment due date, is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current	即期	228,233	185,967
Within 30 days	30天以內	74,101	46,729
31 – 60 days	31至60天	21,428	10,688
61 – 90 days	61至90天	8,978	3,248
Over 90 days	超過90天	27,542	12,308
		360,282	258,940

The balances are denominated in the following currencies:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HKD	港元	235,522	198,109
RMB	人民幣	801	1,340
USD	美元	90,442	43,998
THB	泰銖	31,790	8,906
NTD	新台幣	1,359	6,170
Others	其他	368	417
		360,282	258,940

At the reporting date, the carrying values of trade payables approximate their fair values.

32. 應付貿易款項

應付貿易款項於期末日根據付款到期日之賬齡分析如下：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current	228,233	185,967
Within 30 days	74,101	46,729
31 – 60 days	21,428	10,688
61 – 90 days	8,978	3,248
Over 90 days	27,542	12,308
	360,282	258,940

結餘乃以下列貨幣計值：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HKD	235,522	198,109
RMB	801	1,340
USD	90,442	43,998
THB	31,790	8,906
NTD	1,359	6,170
Others	368	417
	360,282	258,940

於期末日，應付貿易款項之賬面值與其公允價值相若。

33. OTHER PAYABLES AND ACCRUALS

33. 其他應付款項及應計費用

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Other payables	其他應付款項	15,765	17,997
Accruals	應計費用	167,232	119,728
Amount due to ultimate holding company (Note (i))	欠最終控股公司款項(附註(i))	1,189	1,208
Amounts due to associates (Note (i))	欠聯營公司款項(附註(i))	426	482
		184,612	139,415

Notes:

- (i) The amounts due to ultimate holding company and associates are unsecured, interest free and are repayable on demand.

The balances are denominated in the following currencies:

附註：

- (i) 欠最終控股公司及聯營公司之款項為無抵押、免息及須按要求償還。

結餘乃以下列貨幣計值：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
HKD	港元	107,511	77,057
USD	美金	68,884	55,780
RMB	人民幣	4,364	2,197
NTD	新台幣	1,121	1,185
Others	其他	2,732	3,196
		184,612	139,415

At the reporting date, the carrying values of other payables and accruals approximate their fair values.

於期末日，其他應付款項及應計費用之賬面值與其公允價值相若。

34. RECEIPTS IN ADVANCE

Receipts in advance represent advance payments received prior to delivery of goods which is recognised in the consolidated statement of profit or loss upon the delivery of goods; and provision of service which is recognised in the consolidated statement of profit or loss over the service period stipulated in the respective customer contract. Contract liabilities arising from billings in advance of performance recognised and from receiving deposits of orders are reported as receipts in advance.

As at 1st January 2019, receipt in advance amounted to HK\$132,017,000 (2018: HK\$126,711,000), of which HK\$112,321,000 (2018: HK\$109,597,000) has been recognised as revenue during the year ended 31st December 2019.

34. 預收收益

預收收益即交付貨品前收取之墊款(其於貨品交付時在綜合損益表確認)；及提供服務前收取之墊款(其於有關客戶合約訂明的服務期間在綜合損益表確認)。履約之預付款項及由收取訂單按金所產生之合約負債均以預收收益呈報。

於二零一九年一月一日，預收收益為132,017,000港元(二零一八年：126,711,000港元)，當中包括112,321,000港元(二零一八年：109,597,000港元)已於截至二零一九年十二月三十一日止年度確認為收入。

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35. BORROWINGS

35. 借貸

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current	流動部份		
Bank borrowings, secured (Note (i))	已抵押銀行借貸(附註(i))	191,113	224,290
Convertible bonds (Note (ii))	可換股債券(附註(ii))	248,657	-
		439,770	224,290
Non-current	非流動部份		
Convertible bonds (Note (ii))	可換股債券(附註(ii))	-	257,425
		439,770	481,715

Notes:

(i) Bank borrowings, secured

The Group's bank borrowings are repayable as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within one year or on demand	一年以內或按要求償還	191,113	224,290

As at 31st December 2018, bank borrowings of approximately HK\$224,290,000 are repayable by five semi-annually instalments commencing from 29th March 2018 to 20th February 2020 and bears interest at floating rates. The bank borrowings are denominated in HKD with an effective interest rate of 4.68% per annum.

During the year ended 31st December 2019, the Group entered into a revised banking facilities with the bank in which the repayment terms of the outstanding balances of bank borrowings immediately before the modification was changed to repayable by 60 equal monthly instalments commencing from 29th March 2019. As a result, a modification loss of approximately HK\$2,547,000 was recognised and included in finance costs. As at 31st December 2019, the bank borrowings bears interest at floating interest rate and are denominated in HKD with an effective interest rate of 4.82% per annum.

As at 31st December 2019, the bank borrowings are secured by:

- (1) the legal charges over the Group's land and buildings with carrying amount of approximately HK\$171,200,000 (2018: HK\$165,600,000) (Note 46);
- (2) the legal charges over the Group's investment properties with carrying amount of HK\$55,800,000 (2018: HK\$54,000,000) (Note 46);
- (3) the guarantees given by the Company and certain subsidiaries of the Group up to a limit of HK\$250,000,000;
- (4) assignment of rental and sales proceeds from the Group's land and buildings and investment properties; and
- (5) assignment of insurance of all insurance policies (other than third party liabilities and public liabilities) over the Group's land and buildings and investment properties.

附註：

(i) 已抵押銀行借貸

本集團之銀行借貸還款期如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within one year or on demand	一年以內或按要求償還	191,113	224,290

於二零一八年十二月三十一日，約224,290,000港元之銀行借貸須自二零一八年三月二十九日起計至二零二零年二月二十日期間，每半年償還一次，分五期結清，並以浮動利率計息。銀行借貸以港元計值，實際年利率為4.68%。

截至二零一九年十二月三十一日止年度，本集團與銀行訂立經修訂銀行融資，據此，緊接有關修改前銀行借貸未償還之結餘的償還期限已更改為由二零一九年三月二十九日起按六十期每月等額分期付款償還。因此，修改虧損約2,547,000港元已獲確認並計入於財務成本。於二零一九年十二月三十一日，銀行借貸按浮動利率計息並以港元計值，實際年利率為4.82%。

於二零一九年十二月三十一日，銀行借貸以下列各項作抵押：

- (1) 本集團賬面值171,200,000港元(二零一八年：165,600,000港元)之土地及樓宇之法定抵押(附註46)；
- (2) 本集團賬面值55,800,000港元(二零一八年：54,000,000港元)之投資物業之法定抵押(附註46)；
- (3) 由本公司與本集團若干附屬公司作出之最高限額為250,000,000港元之擔保；
- (4) 出讓本集團土地樓宇及投資物業之租金及銷售收益；及
- (5) 出讓本集團土地及樓宇及投資物業所有保單之保險(第三方責任及公共責任除外)。

35. BORROWINGS (Continued)

Notes: (Continued)

(i) Bank borrowings, secured (Continued)

The banking facilities of term loan is subject to the fulfillment of certain financial and non-financial covenants relating to certain subsidiaries of the Group, which are commonly found in lending arrangements with financial institutions. If the Group was to breach the covenants, the drawn down facilities would become repayable on demand.

The Group regularly monitors its compliance with these covenants, is up to the date with the scheduled repayments of the loans and does not consider it probable that the banks will exercise its discretion to demand repayment for so long as the Group continues to meet these requirements.

Subject to repayment on demand clauses which can be exercised at the banks' sole discretion, the above bank borrowings are classified as current liabilities as at 31st December 2019 and 2018.

(ii) Convertible bonds

On 21st March 2017, the Group issued HKD denominated zero coupon convertible bonds of a principal amount of HK\$350,000,000 (the "Convertible Bonds").

At the issue date, the Convertible Bonds can be converted into 291,666,666 shares (the "Convertible Shares") at the initial conversion price of HK\$1.20 per share (subject to adjustment). As a result of the bonus issue on 8th June 2017, the number of Convertible Shares and the conversion price per share have been adjusted to 321,100,917 shares and HK\$1.09 per share respectively, pursuant to the terms and conditions of the Convertible Bonds.

On 25th August 2017, one of the bondholders, exercised the conversion right attaching to the Convertible Bonds in the principal amount of HK\$100,000,000 at conversion price of HK\$1.09 per share. A total of 91,743,119 ordinary shares were allotted and issued to the bondholder and the aggregate outstanding principal amount of the Convertible Bonds has been reduced to HK\$250,000,000.

As a result of the bonus issue on 8th June 2018 as detailed in Note 31(i), the number of Convertible Shares and conversion price has been further adjusted from 229,357,798 shares with conversion price of HK\$1.09 per share to 274,725,274 shares with conversion price of HK\$0.91 per share.

The Convertible Bonds are convertible during the period commencing from the 90th day after the date of issue of the Convertible Bonds and ending on the 5th business day prior to the maturity date of the Convertible Bonds on 21st March 2020 (the "Maturity Date"). Unless previously purchased or converted for Conversion Shares, the Company shall on the Maturity Date redeem the outstanding principal amount of the Convertible Bonds together with the accrued return of 3% internal rate of return per annum.

The conversion option embedded in the Convertible Bonds meet the definition of equity instrument of the Company, and is classified as equity and included in the convertible bonds reserves. The liability component was initially recognised at its fair value and was subsequently measured at amortised cost. As at 31st December 2019, the Convertible Bonds contain two components i.e. liability and equity.

On 20th November 2019, one of the bondholders, exercised the conversion right attaching to the Convertible Bonds in the principal amount of HK\$20,000,000 at conversion price of HK\$0.91 per share (the "Conversion"). A total of 21,978,022 ordinary shares were allotted and issued to the bondholder and the aggregate outstanding principal amount of the Convertible Bonds has been reduced to HK\$230,000,000.

35. 借貸 (續)

附註：(續)

(i) 已抵押銀行借貸 (續)

定期貸款之銀行融資須待有關本集團若干附屬公司之若干財務及非財務契諾達成後方可落實，而該等契諾常見於與金融機構訂立之借款安排。倘本集團違反契諾，所提取貸款將須按要要求償還。

本集團定期監察其遵守契諾情況，且截至該日一直按計劃償還貸款，且本集團認為在本集團繼續滿足該等要求的情況下，銀行不太可能行使其酌情權要求還款。

在銀行可全權酌情行使的按要要求償還條款的規限下，於二零一九年及二零一八年十二月三十一日，以上銀行借貸分類為流動負債。

(ii) 可換股債券

於二零一七年三月二十一日，本集團發行以港元為單位、本金額為350,000,000港元的零息可換股債券(「可換股債券」)。

於發出日期，可換股債券可按每股1.20港元初始換股價(可予調整)轉換為291,666,666股普通股(「可換股」)。因於二零一七年六月八日發行紅股，根據可換股債券之條款及條件，可換股股份數目及換股價已分別調整至321,100,917股及每股1.09港元。

於二零一七年八月二十五日，其中一名債券持有人，行使本金額為100,000,000港元之可換股債券所附帶之換股權，以每股1.09港元之換股價轉換普通股。合共91,743,119股普通股已配發及發行予該債券持有人及可換股債券之本金總額下降至250,000,000港元。

因於二零一八年六月八日發行紅股(附註31(i))，可換股股份數目已由229,357,798股及每股1.09港元調整至274,725,274股及每股0.91港元。

可換股債券於發出可換股債券當日後第90日開始至可換股債券到期日二零二零年三月三十一日(「債券到期日」)前第五個營業日止之期間可予轉換。除非可換股股份先前已獲購回或轉換，否則本公司應於到期日贖回尚未行使之可換股債券之本金額，連同已協定之按每年3%之內部收益率計算之累計收益。

可換股債券的嵌入轉換權符合本公司權益工具的定義，並分類為權益及計入可換股債券儲備。負債部分初始確認時按公允值，然後按攤銷成本計量。於二零一九年十二月三十一日，可換股債券包括負債及權益兩部份。

於二零一九年十一月二十日，其中一名債券持有人行使本金額20,000,000港元之可換股債券所附帶之換股權，以每股0.91港元之換股價轉換普通股(「該轉換」)。隨後合共21,978,022股普通股已配發及發行予該債券持有人。可換股債券之本金總額下降至230,000,000港元。

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35. BORROWINGS (Continued)

Notes: (Continued)

(ii) Convertible bonds (Continued)

Upon the Conversion, the Group derecognised the liability component of approximately HK\$19,861,000 and transferred this amount with equity component (convertible bond reserve) of approximately HK\$888,000 into share capital and share premium with the amount of HK\$2,198,000 and approximately HK\$18,551,000 respectively, using the method in consistency with that used initially to allocate the net proceeds on the Convertible Bonds issuance date.

The movement of liability component of the Convertible Bonds recognised in the consolidated statement of financial position is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1st January	於一月一日	257,425	245,182
Imputed interest expense	估算利息開支	11,093	12,243
Conversion of Convertible Bonds	可換股債券之轉換	(19,861)	-
At 31st December	於十二月三十一日	248,657	257,425

Imputed interest expense of the Convertible Bonds is calculated using the effective interest method by applying effective interest rate of 4.99% per annum to the liability component.

36. DEFERRED INCOME TAX

The components of deferred income tax (liabilities)/assets recognised in the consolidated statement of financial position and the movement during the year are as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1st January	於一月一日	(71,036)	(70,706)
Tax charged to other comprehensive income	自其他全面收益扣除稅項	(3,176)	(2,965)
Tax credited to profit or loss (Note 16)	自損益計入稅項(附註16)	12,158	2,681
Exchange realignment	匯兌調整	96	(46)
At 31st December	於十二月三十一日	(61,958)	(71,036)

The investments in the PRC, Thailand and the US incorporated operations give rise to taxable temporary differences arising from the distribution of profits by way of withholding tax.

As at 31st December 2019, no deferred income tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Thailand and the US. In the opinion of the directors of the Company, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investment in subsidiaries in Thailand and the US for which deferred income tax liabilities have not been recognised totalled approximately HK\$303,910,000 as at 31st December 2019 (2018: HK\$214,922,000).

35. 借貸 (續)

附註：(續)

(ii) 可換股債券 (續)

完成該轉換之後，本集團終止確認可換股債券負債部分約19,861,000港元，連同權益部分之可換股債券儲備約888,000港元分別轉成為股本約2,198,000港元及股本溢價賬約18,551,000港元，所用方式與初始分配可換股債券發行日期所得款項淨額所用者一致。

於綜合財務狀況表內確認之可換股債券之負債部份賬面值計算如下：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1st January	257,425	245,182
Imputed interest expense	11,093	12,243
Conversion of Convertible Bonds	(19,861)	-
At 31st December	248,657	257,425

可換股債券負債部分之估算利息開支透過應用實際年利率4.99%使用實際利率法計算。

36. 遞延所得稅

年內於綜合財務狀況表所確認之遞延所得稅(負債)/資產之部分及其變動列示如下：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1st January	(71,036)	(70,706)
Tax charged to other comprehensive income	(3,176)	(2,965)
Tax credited to profit or loss (Note 16)	12,158	2,681
Exchange realignment	96	(46)
At 31st December	(61,958)	(71,036)

投資於中國、泰國及美國成立之公司產生應課稅暫時性差異，原因是以預扣稅形式分派溢利所致。

於二零一九年十二月三十一日，本集團並無就於泰國及美國成立之附屬公司之未匯出盈利所產生之預扣稅確認遞延所得稅。本公司董事認為，該等附屬公司於可見將來不大可能分派有關盈利。於二零一九年十二月三十一日，與於泰國及美國的附屬公司投資有關的暫時性差異合共約為303,910,000港元(二零一八年：214,922,000港元)並無確認遞延所得稅負債。

36. DEFERRED INCOME TAX (Continued)

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefit through the future taxable profits is probable. As at 31st December 2019, the Group had total tax losses of approximately HK\$16,706,000 (2018: HK\$24,835,000) available for offset against future profits. No deferred tax asset has been recognised in respect of tax loss of approximately HK\$16,706,000 (2018: HK\$24,835,000) due to unpredictability of future profit streams, of which approximately HK\$11,927,000 (2018: HK\$17,882,000) will expire within 1 to 5 years, approximately HK\$4,679,000 (2018: HK\$6,853,000) will expire within 6 to 10 years and HK\$100,000 (2018: HK\$100,000) with unlimited expiry date.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same taxation authority. The movement in deferred income tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year are as follows:

		Accelerated tax depreciation and other temporary differences	Revaluation of properties	Temporary difference of intangible assets	Temporary difference of share-based payment expenses	Total
		加速稅項折舊及其他暫時性差異 HK\$'000 千港元	物業重估 HK\$'000 千港元	無形資產之暫時性差異 HK\$'000 千港元	基礎支付費用之暫時性差異 HK\$'000 千港元	總計 HK\$'000 千港元
At 1st January 2018	於二零一八年一月一日	(1,973)	(43,687)	(25,046)	-	(70,706)
Charged to other comprehensive income	自其他全面收益中扣除	-	(2,965)	-	-	(2,965)
Credited to profit or loss (Note 16)	於損益內計入	148	-	1,905	628	2,681
Exchange realignment	匯兌調整	4	-	(50)	-	(46)
At 31st December 2018 and 1st January 2019	於二零一八年十二月三十一日 及二零一九年一月一日	(1,821)	(46,652)	(23,191)	628	(71,036)
Charged to other comprehensive income	自其他全面收益中扣除	-	(3,176)	-	-	(3,176)
Credited to profit or loss (Note 16)	於損益內計入	312	-	1,904	9,942	12,158
Exchange realignment	匯兌調整	(26)	-	115	7	96
At 31st December 2019	於二零一九年十二月三十一日	(1,535)	(49,828)	(21,172)	10,577	(61,958)

The analysis of deferred income tax is as follows:

遞延所得稅之分析如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Deferred income tax assets	遞延所得稅資產	16,341	5,384
Deferred income tax liabilities	遞延所得稅負債	(78,299)	(76,420)
		(61,958)	(71,036)

36. 遞延所得稅 (續)

承前稅項虧損乃按有關稅項利益在有可能透過未來應課稅溢利予以變現者為限確認為遞延所得稅資產。於二零一九年十二月三十一日，本集團有稅項虧損總額約為16,706,000港元(二零一八年：24,835,000港元)可用作抵銷未來溢利。由於未能預測未來溢利來源，故並無就稅項虧損之約16,706,000港元(二零一八年：24,835,000港元)確認遞延所得稅資產，其中約11,927,000港元(二零一八年：17,882,000港元)將於一至五年內到期，而約4,679,000港元(二零一八年：6,853,000港元)將於六至十年內到期及約100,000港元(二零一八年：100,000港元)為無限期。

當具有可將即期稅項資產抵銷即期稅項負債的可依法執行權利，且該等資產及負債與同一稅務當局所徵收所得稅有關，遞延所得稅資產可與遞延所得稅負債互相抵銷。於年內，遞延所得稅資產及負債(於抵銷同一稅項管轄區之結餘前)如下：

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37. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Total minimum lease payments:	最低租賃付款總額：		
Due within one year	一年內到期	2,952	-
Due in the second to fifth years	二至五年內到期	3,434	-
		6,386	-
Future finance charges on lease liabilities	未來租賃負債之財務費用	(441)	-
Present value of lease liabilities	租賃負債現值	5,945	-
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Present value of minimum lease payments:	租賃負債現值：		
Due within one year	一年內到期	2,709	-
Due in the second to fifth years	二至五年內到期	3,236	-
		5,945	
Less: Portion due within one year included under current liabilities	減：包括在流動負債下一年內到期的部份	(2,709)	-
Portion due after one year included under non-current liabilities	包括在非流動負債下一年後到期的部份	3,236	-

The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1st January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. Comparative information as at 31st December 2018 has not been restated. Details of transitions to HKFRS 16 are set out in Note 2(a).

During the year ended 31 December 2019, the total cash outflows for the leases are HK\$39,362,000.

37. 租賃負債

下表載列本集團租賃負債之合約到期餘額：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Total minimum lease payments:	最低租賃付款總額：		
Due within one year	一年內到期	2,952	-
Due in the second to fifth years	二至五年內到期	3,434	-
		6,386	-
Future finance charges on lease liabilities	未來租賃負債之財務費用	(441)	-
Present value of lease liabilities	租賃負債現值	5,945	-
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Present value of minimum lease payments:	租賃負債現值：		
Due within one year	一年內到期	2,709	-
Due in the second to fifth years	二至五年內到期	3,236	-
		5,945	
Less: Portion due within one year included under current liabilities	減：包括在流動負債下一年內到期的部份	(2,709)	-
Portion due after one year included under non-current liabilities	包括在非流動負債下一年後到期的部份	3,236	-

本集團已使用經修訂追溯法首次應用香港財務報告準則第16號，並對於二零一九年一月一日之期初結餘進行調整，以就先前根據香港會計準則第17號分類為經營租賃之有關租賃確認租賃負債。於二零一八年十二月三十一日之比較資料並無重列。過度至香港財務報告準則第16號之詳情載於附註2(a)。

截至二零一九年十二月三十一日止年度，租賃之總現金支出為39,362,000港元。

38. SHARE OPTION SCHEMES

The Company's share option scheme which was adopted on 8th August 2002 (the "2002 Share Option Scheme") was expired and a new share option scheme was adopted by an ordinary resolution passed at the special general meeting of the Company held on 13th March 2017 (the "2017 Share Option Scheme").

Upon the expiry of the 2002 Share Option Scheme, no further option can be offered thereunder but any options granted prior to such expiry but not yet exercised shall continue to be valid and exercisable.

(i) 2002 Share Option Scheme

Under the 2002 Share Option Scheme, the Directors of the Company may grant options to eligible employees, including Directors and its subsidiaries, to subscribe for shares in the Company. The total number of shares in respect of which options may be granted under the 2002 Share Option Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time. The total number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time.

Options granted must be taken up within 28 days of the date of offer, upon payment of HK\$1 as consideration per grant. There is no general requirement that an option must be held for any minimum period before it can be exercised but the Directors of the Company are empowered to impose at its discretion any such minimum period at the time of grant of any particular option. The period during which an option may be exercised will be determined by the Directors of the Company at its absolute discretion, save that no option may be exercised more than 10 years after it has been granted.

The exercise price is determined by the Directors, and will not be less than the higher of (a) the closing price of the shares on the Stock Exchange on the date of grant of the options; (b) the average of the closing prices of the shares on the Stock Exchange for the five trading days immediately preceding the date of grant of the options; and (c) the nominal value of a share. The 2002 Share Option Scheme expired on 7th August 2012.

38. 購股權計劃

本公司於二零零二年八月八日採納的購股權計劃已經屆滿(「二零零二年購股權計劃」)，新購股權計劃於二零一七年三月十三日之股東特別大會上通過一項普通決議所採納(「二零一七年購股權計劃」)。

由於二零零二年購股權計劃已經屆滿，本公司不得再據此增發任何購股權，而所有於屆滿日前授出及未行使的購股權仍然有效及可繼續行使。

(i) 二零零二年購股權計劃

根據二零零二年購股權計劃，本公司董事可向合資格僱員(包括本公司及其附屬公司之董事)授出購股權以認購本公司股份。根據二零零二年購股權計劃，可授出之購股權可認購之股份總數，不得超過本公司於任何時間之已發行股份之10%。於任何年度授予任何人士之購股權可認購之股份總數，不得超過本公司於任何時間之已發行股份之1%。

已授出購股權必須於授出日期起計28天內接納，接納每項授出時須支付1港元作為代價。現時並無一般規定要求購股權持有人行使購股權前必須持有購股權之任何最低期限，惟本公司董事獲授權於授出任何特定購股權時，酌情施加任何最低期限。可行使購股權之期限將由本公司董事全權酌情釐定，惟任何購股權一律不得於授出日期起計10年過後行使。

行使價乃由本公司董事釐定，惟將不會少於以下三者中之較高者：(a) 股份於購股權授出日期在聯交所之收市價；(b) 股份於緊接購股權授出日期前五個交易日在聯交所之平均收市價；及(c) 股份面值。二零零二年購股權計劃已於二零一二年八月七日屆滿。

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

38. SHARE OPTION SCHEMES (Continued)

(i) 2002 Share Option Scheme (Continued)

The following table discloses details of the share options held by employees under the 2002 Share Option Scheme and movements in such holdings during the years ended 31st December 2019 and 2018:

2019

Grant date	授出日期	Exercise price per share	At 1st January 2019	Number of options		Exercised during the year	At 31st December 2019
				Granted during the year	Lapsed during the year		
		每股行使價	於二零一九年一月一日	年內授出	年內失效	年內行使	於二零一九年十二月三十一日
19th March 2012	二零一二年三月十九日	HK\$0.704 0.704 港元	557,100	-	-	-	557,100
2nd May 2012	二零一二年五月二日	HK\$0.728 0.728 港元	170,228	-	-	-	170,228
			727,328	-	-	-	727,328
Weighted average exercise price per share	加權平均每股行使價		HK\$0.710 0.710 港元	-	-	-	HK\$0.710 0.710 港元
Number of options exercisable at 31st December 2019	於二零一九年十二月三十一日 可行使的購股權數目						727,328
Weighted average exercise price per share of options exercisable at 31st December 2019	於二零一九年十二月三十一日 可行使的購股權的 加權平均每股行使價						HK\$0.710 0.710 港元
Weighted average remaining contractual life	加權平均剩餘 合約年期						2.2 years 2.2 年

38. 購股權計劃 (續)

(i) 二零零二年購股權計劃 (續)

下表披露合資格僱員持有二零零二年購股權計劃之購股權及於截至二零一九年及二零一八年十二月三十一日止年度該等持有之變動詳情：

二零一九年

Exercise price per share	At 1st January 2019	Number of options		Exercised during the year	At 31st December 2019
		Granted during the year	Lapsed during the year		
每股行使價	於二零一九年一月一日	年內授出	年內失效	年內行使	於二零一九年十二月三十一日
HK\$0.704 0.704 港元	557,100	-	-	-	557,100
HK\$0.728 0.728 港元	170,228	-	-	-	170,228
	727,328	-	-	-	727,328
Weighted average exercise price per share	加權平均每股行使價	-	-	-	HK\$0.710 0.710 港元
Number of options exercisable at 31st December 2019	於二零一九年十二月三十一日 可行使的購股權數目				727,328
Weighted average exercise price per share of options exercisable at 31st December 2019	於二零一九年十二月三十一日 可行使的購股權的 加權平均每股行使價				HK\$0.710 0.710 港元
Weighted average remaining contractual life	加權平均剩餘 合約年期				2.2 years 2.2 年

38. SHARE OPTION SCHEMES (Continued)

(i) 2002 Share Option Scheme (Continued)

2018

Grant date	授出日期	Exercise price per share 每股行使價 (Note) (附註)	Number of options 購股權數目					At 31st December 2018 於二零一八年 十二月三十一日
			At 1st January 2018 於二零一八年 一月一日	Granted during the year 年內授出	Lapsed during the year 年內失效	Exercised during the year 年內行使	Adjusted during the year 年內調整 (Note) (附註)	
19th March 2012	二零一二年三月十九日	HK\$0.704 0.704 港元	464,253	-	-	-	92,847	557,100
2nd May 2012	二零一二年五月二日	HK\$0.728 0.728 港元	141,857	-	-	-	28,371	170,228
			606,110	-	-	-	121,218	727,328
Weighted average exercise price per share	加權平均每股行使價	HK\$0.852 0.852 港元	-	-	-	-	HK\$0.710 0.710 港元	HK\$0.710 0.710 港元
Number of options exercisable at 31st December 2018	於二零一八年 十二月三十一日 可行使的購股權數目							727,328
Weighted average exercise price per share of options exercisable at 31st December 2018	於二零一八年 十二月三十一日 可行使的購股權的 加權平均每股行使價							HK\$0.710 0.710 港元
Weighted average remaining contractual life	加權平均剩餘 合約年期							3.2 years 3.2 年

Note: The number of outstanding share options and exercise price per share have been adjusted as a result of the 2018 Bonus Issue of the Company as detailed in Note 31(i), details of the adjustments are disclosed in the Company's announcement dated 8th June 2018.

The options granted on 19th March 2012 and 2nd May 2012 were vested equally on each of the first, second and third anniversaries of the grant date.

38. 購股權計劃 (續)

(i) 二零零二年購股權計劃 (續)

二零一八年

Grant date	授出日期	Exercise price per share 每股行使價 (Note) (附註)	Number of options 購股權數目					At 31st December 2018 於二零一八年 十二月三十一日
			At 1st January 2018 於二零一八年 一月一日	Granted during the year 年內授出	Lapsed during the year 年內失效	Exercised during the year 年內行使	Adjusted during the year 年內調整 (Note) (附註)	
19th March 2012	二零一二年三月十九日	HK\$0.704 0.704 港元	464,253	-	-	-	92,847	557,100
2nd May 2012	二零一二年五月二日	HK\$0.728 0.728 港元	141,857	-	-	-	28,371	170,228
			606,110	-	-	-	121,218	727,328
Weighted average exercise price per share	加權平均每股行使價	HK\$0.852 0.852 港元	-	-	-	-	HK\$0.710 0.710 港元	HK\$0.710 0.710 港元
Number of options exercisable at 31st December 2018	於二零一八年 十二月三十一日 可行使的購股權數目							727,328
Weighted average exercise price per share of options exercisable at 31st December 2018	於二零一八年 十二月三十一日 可行使的購股權的 加權平均每股行使價							HK\$0.710 0.710 港元
Weighted average remaining contractual life	加權平均剩餘 合約年期							3.2 years 3.2 年

附註： 尚未行使之購股權數目及每股行使價已因應二零一八年發行紅股作調整(附註31(i))，調整詳情披露於本公司日期為二零一八年六月八日之公告。

於二零一二年三月十九日及二零一二年五月二日授出的購股權已經於授出日期的第一、第二及第三週年屆滿時等份歸屬。

38. SHARE OPTION SCHEMES (Continued)

(ii) 2017 Share Option Scheme

2017 Share Option Scheme was adopted by the Company on 13th March 2017 and is valid and effective for a period of ten years from 13th March 2017.

The purpose of the 2017 Share Option Scheme is to enable the Company to grant options to the eligible participants as incentives or rewards for their contribution to the Company and/or its subsidiaries. The Board may, at its discretion, grant options to any eligible employee, executive or officer including Directors of the Company or its subsidiaries, to subscribe for shares of the Company. The total number of shares which may be issued upon exercise of all options to be granted under the 2017 Share Option Scheme shall not in aggregate exceed 10% of the total number of shares of the Company in issue as at 13th March 2017, the date of approval of the adoption of the 2017 Share Option Scheme. Unless approved by the shareholders of the Company, the total number of shares issued and to be issued upon exercise of the options granted to each eligible participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the total number of shares of the Company in issue.

Options granted must be taken up within 28 days of the date of offer, upon payment of HK\$1 as consideration per grant. The Board may at its absolute discretion impose any minimum period for which an option must be held before it can be exercised and/or any performance targets which must be achieved before the option can be exercised. The period during which an option may be exercised will be determined by the Directors of the Company at its absolute discretion, save that no option may be exercised more than 10 years after it has been granted.

The exercise price is determined by the Board, and shall be at least the higher of (a) the closing price of the shares of the Company on the Stock Exchange's daily quotation sheets on the date of grant of the options; (b) the average of the closing prices of the shares of the Company on the Stock Exchange for the five business days immediately preceding the date of grant of the options; and (c) the nominal value of a share of the Company.

38. 購股權計劃(續)

(ii) 二零一七年購股權計劃

本公司於二零一七年三月十三日採納二零一七年購股權計劃，其有生效及有效期由二零一七年三月十三日起計十年。

二零一七年購股權計劃的目的是使本公司能夠向合資格的參與者授出購股權以獎勵或回報對本公司和／或其附屬公司的貢獻。董事會可向任何合資格僱員、行政人員或高級職員(包括本公司及其附屬公司之董事)授出購股權以認購本公司股份。根據二零一七年購股權計劃將予授出的所有購股權獲行使時可發行的股份總數，合共不得超過於二零一七年三月十三日(批准採納二零一七年購股權計劃之日)已發行股份總數之10%。除獲本公司股東批准外，於任何12個月期間內授予每位合資格參與者的購股權(包括已行使及尚未行使的購股權)獲行使而發行及將予發行的股份總數，不得超過本公司已發行股份總數的1%。

已授出購股權必須於授出日期起計28天內接納，接納每項授出時須支付1港元作為代價。董事會可全權酌情施加於購股權可予行使前合資格參與者須持有購股權之任何最短期限及／或購股權可予行使前合資格參與者須達致之任何表現目標。可行使購股權之期限將由本公司董事全權酌情釐定，惟任何購股權一律不得於授出日期起計10年過後行使。

行使價乃由董事會釐定，惟將不會少於以下三者中之較高者：(a)股份於購股權授出日期在聯交所每日報價表所列之收市價；(b)股份於緊接購股權授出日期前五個營業日在聯交所每日報價表所列之平均收市價；及(c)股份面值。

38. SHARE OPTION SCHEMES (Continued)

(ii) 2017 Share Option Scheme (Continued)

The following table discloses details of the share options held by employees (including Directors) under the 2017 Share Option Scheme and movements in such holdings during the years ended 31st December 2019 and 2018:

2019

Grant date	授出日期	Exercise price per share 每股行使價	Number of options 購股權數目				
			At 1st January 2019 於二零一九年一月一日	Granted during the year 年內授出	Lapsed during the year 年內失效	Exercised during the year 年內行使	At 31st December 2019 於二零一九年十二月三十一日
31st March 2017	二零一七年三月三十一日	HK\$0.970 0.970 港元	23,862,300	-	(693,825)	(111,375)	23,057,100
28th April 2017	二零一七年四月二十八日	HK\$0.909 0.909 港元	7,260,000	-	-	-	7,260,000
13th December 2017	二零一七年十二月十三日	HK\$0.867 0.867 港元	1,665,600	-	(218,400)	-	1,447,200
			32,787,900	-	(912,225)	(111,375)	31,764,300
Weighted average exercise price per share	加權平均每股行使價		HK\$0.951 0.951 港元	-	HK\$0.945 0.945 港元	HK\$0.970 0.970 港元	HK\$0.951 0.951 港元
Number of options exercisable at 31st December 2019	於二零一九年十二月三十一日 可行使的購股權數目						15,169,510
Weighted average exercise price per share of options exercisable at 31st December 2019	於二零一九年十二月三十一日 可行使的購股權的 加權平均每股行使價						HK\$0.960 0.960 港元
Weighted average remaining contractual life	加權平均剩餘 合約年期						7.30 years 7.30 年

38. 購股權計劃 (續)

(ii) 二零一七年購股權計劃 (續)

下表披露合資格僱員(包括董事)持有二零一七年購股權計劃之購股權及於截至二零一九及二零一八年十二月三十一日止年度該等持有之變動詳情:

二零一九年

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38. SHARE OPTION SCHEMES (Continued)

(ii) 2017 Share Option Scheme (Continued)

2018

Grant date	授出日期	Exercise price per share 每股行使價 (Note) (附註)	Number of options 購股權數目					At 31st December 2018 於二零一八年十二月三十一日
			At 1st January 2018 於二零一八年一月一日	Granted during the year 年內授出	Lapsed during the year 年內失效	Exercised during the year 年內行使	Adjusted during the year 年內調整 (Note) (附註)	
31st March 2017	二零一七年三月三十一日	HK\$0.970 0.970港元	20,834,000	-	(522,500)	(544,500)	4,095,300	23,862,300
28th April 2017	二零一七年四月二十八日	HK\$0.909 0.909港元	6,050,000	-	-	-	1,210,000	7,260,000
13th December 2017	二零一七年十二月十三日	HK\$0.867 0.8670港元	1,388,000	-	-	-	277,600	1,665,600
			28,272,000	-	(522,500)	(544,500)	5,582,900	32,787,900
Weighted average exercise price per share	加權平均每股行使價	HK\$1.142 1.142港元	-	-	HK\$1.019 1.019港元	HK\$1.050 1.050港元	HK\$0.951 0.951港元	HK\$0.951 0.951港元
Number of options exercisable at 31st December 2018	於二零一八年十二月三十一日 可行使的購股權數目							7,971,975
Weighted average exercise price per share of options exercisable at 31st December 2018	於二零一八年十二月三十一日 可行使的購股權的 加權平均每股行使價							HK\$0.963 0.963港元
Weighted average remaining contractual life	加權平均剩餘 合約年期							8.20 years 8.20年

Note: The number of outstanding share options and exercise price per share have been adjusted as a result of the 2018 Bonus Issue as detailed in Note 31(i), details of the adjustments are disclosed in the Company's announcement dated 8th June 2018.

During the year ended 31st December 2019, there was no share options granted under the 2017 Share Option Scheme.

During the year ended 31st December 2019, the Group recognised total expense of approximately HK\$1,731,000 (2018: HK\$3,221,000) in relation to equity-settled share-based payment transactions under the 2017 Share Option Scheme and included in the consolidated statement of profit or loss with a corresponding credit to the share-based payment reserve.

38. 購股權計劃(續)

(ii) 二零一七年購股權計劃(續)

二零一八年

Number of options
購股權數目

Grant date	授出日期	Exercise price per share 每股行使價 (Note) (附註)	Number of options 購股權數目					At 31st December 2018 於二零一八年十二月三十一日
			At 1st January 2018 於二零一八年一月一日	Granted during the year 年內授出	Lapsed during the year 年內失效	Exercised during the year 年內行使	Adjusted during the year 年內調整 (Note) (附註)	
31st March 2017	二零一七年三月三十一日	HK\$0.970 0.970港元	20,834,000	-	(522,500)	(544,500)	4,095,300	23,862,300
28th April 2017	二零一七年四月二十八日	HK\$0.909 0.909港元	6,050,000	-	-	-	1,210,000	7,260,000
13th December 2017	二零一七年十二月十三日	HK\$0.867 0.8670港元	1,388,000	-	-	-	277,600	1,665,600
			28,272,000	-	(522,500)	(544,500)	5,582,900	32,787,900
Weighted average exercise price per share	加權平均每股行使價	HK\$1.142 1.142港元	-	-	HK\$1.019 1.019港元	HK\$1.050 1.050港元	HK\$0.951 0.951港元	HK\$0.951 0.951港元
Number of options exercisable at 31st December 2018	於二零一八年十二月三十一日 可行使的購股權數目							7,971,975
Weighted average exercise price per share of options exercisable at 31st December 2018	於二零一八年十二月三十一日 可行使的購股權的 加權平均每股行使價							HK\$0.963 0.963港元
Weighted average remaining contractual life	加權平均剩餘 合約年期							8.20 years 8.20年

附註：尚未行使之購股權數目及每股行使價已因應二零一八年發行紅股(附註31(i))作調整，調整詳情披露於本公司日期為二零一八年六月八日之公告。

於截至二零一九年十二月三十一日止年度，並沒有二零一七年購股權計劃下的購股權授出。

於截至二零一九年十二月三十一日止年度，本集團於綜合損益表中確認在二零一七年購股權計劃下以股份為基礎支付之總開支約1,731,000港元(二零一八年：3,221,000港元)並於以股份為基礎支付儲備入賬。

38. SHARE OPTION SCHEMES (Continued)

(iii) GDI Share Option Scheme

The adoption of the share option scheme (“GDI Share Option Scheme”) of a subsidiary of the Company, Grid Dynamics International Inc. (“Grid Dynamics”), were approved by the shareholders of the Company at the special general meeting on 21st December 2018 (the “Adoption Date”). The GDI Share Option Scheme is valid and effective for a period of ten years from 21st December 2018 or until its termination by the board of directors of Grid Dynamics (“GDI Board”), whichever is earlier.

The purpose of the GDI Share Option Scheme is to advance the interests of Grid Dynamics and its shareholders by providing an incentive to attract, retain and reward persons performing services for Grid Dynamics and any entities that Grid Dynamics designates as within Grid Dynamics, its parent companies or subsidiaries and by motivating such persons to contribute to the growth and profitability of Grid Dynamics.

The total number of shares which may be issued upon exercise of all options to be granted under the GDI Share Option Scheme and any other share option schemes of Grid Dynamics which, unless otherwise permitted under the Listing Rules, must not in aggregate exceed 10% of the total number of Grid Dynamics’s shares in issue as at 21st December 2018, the date of approval of the adoption of the GDI Share Option Scheme. Grid Dynamics may seek approval by its shareholders and the shareholders of the Company in general meeting to refresh the 10% limit such that the total number of the Grid Dynamics’s shares which may be issued upon exercise of all options to be granted under the GDI Share Option Scheme and any other share option schemes of Grid Dynamics under the limit as “refreshed” shall not exceed 10% of the total number of the Grid Dynamics’s shares in issue as at the date of approval to refresh such limit. Grid Dynamics may seek separate approval by its shareholders and the shareholders of the Company in general meeting for granting options beyond the 10% limit above, provided that the options in excess of such limit are granted only to participants specifically identified by Grid Dynamics and the Company before such approval is sought.

Unless approved by the shareholders of the Company, the aggregate number of Grid Dynamics’s shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any twelve-month period shall not exceed 1% of the Grid Dynamics’s shares in issue (the “Single Participant Limit”).

Option shall be deemed to have been granted and accepted by the participants and to have taken effect when the duplicate of the stock option agreement comprising acceptance of the offer has been duly signed by the participants within 28 days. No payment is required to accept an offer.

38. 購股權計劃 (續)

(iii) GDI 購股權計劃

於二零一八年十二月二十一日 (「採納日」) 舉行之股東特別大會批准採納本公司附屬公司 Grid Dynamics International, Inc. (「Grid Dynamics」) 之購股權計劃 (「GDI 購股權計劃」)。其生效及有效期由二零一八年十二月二十一日起計十年或直至 Grid Dynamics 董事會 (「GDI 董事會」) 終止計劃，較早者為準。

GDI 購股權計劃旨在透過提供激勵以吸引、挽留及獎勵為 Grid Dynamics 及 Grid Dynamics 指定為參與公司集團的任何實體服務的人士 (「參與公司集團」) 並透過激勵有關人士為 Grid Dynamics 的增長及盈利作貢獻，從而促進 Grid Dynamics 及其股東的利益。

根據 GDI 購股權計劃及 Grid Dynamics 任何其他購股權計劃將予授出的所有購股權獲行使時可發行的股份總數，合共不得超過於二零一八年十二月二十一日 (即批准採納 GDI 購股權計劃當日) 已發行股份總數的 10%。Grid Dynamics 可尋求其股東及本公司股東於股東大會上批准更新 10% 上限，但按照「經更新」上限根據 GDI 購股權計劃及 Grid Dynamics 任何其他購股權計劃將予授出的所有購股權獲行使時可發行的股份總數，不得超過批准更新該上限當日已發行股份總數的 10%。Grid Dynamics 可另行尋求其股東及本公司股東於股東大會上批准，以授出超過 10% 上限的購股權，但超出該上限的購股權僅可授予 Grid Dynamics 及本公司尋求有關批准前特別確認的參與者。

除獲股東批准外，於任何 12 個月期間內因授予每位合資格參與者的購股權 (包括已行使及尚未行使的購股權) 獲行使而發行及將予發行的 Grid Dynamics 的股份總數，不得超過已發行的 Grid Dynamics 股份總數的 1% (「個別參與者限額」)。

倘購股權協議之副本 (包括接納要約) 經參與者於 28 天內正式簽署，則購股權應被視為已授出並獲參與者接納以及生效。毋須就接納要約付款。

38. SHARE OPTION SCHEMES (Continued)

(iii) GDI Share Option Scheme (Continued)

The GDI Board shall have the full and final power and authority, in its discretion, to determine any minimum period for which an option must be held before it can be exercised and/or any performance targets which must be achieved before an option can be exercised.

The options will be exercisable until the expiration of ten years after the effective date of grant of such option, or such other applicable date (i.e. no incentive stock option granted to a person who, at the time an option is granted to such person, owns stock possessing more than ten percent of the total combined voting power of all classes of stock of the Participating Company Group, shall be exercisable after the expiration of five years after the effective date of grant of such option, and with the exception of (i) an option granted to an officer, a director of the Participating Company Group (the "GDI Scheme Director") or a consultant, a person engaged to provide consulting or advisory services (other than as an employee or a GDI Scheme Director) to the Participating Company Group and (ii) an option that is exercisable based on the accomplishment of specific performance-based milestones, no option shall become exercisable at a rate less than twenty percent per year over a period of five years from the effective date of grant of such option, subject to the participant's continued service).

The exercise price for each option will be determined by the GDI Board and shall be not less than the fair market value of a Grid Dynamics's share, as determined by an independent third party valuation company engaged by Grid Dynamics, on the effective date of grant of the option. Notwithstanding the foregoing, an option may be granted with an exercise price lower than the minimum exercise price set forth above if such option is granted pursuant to an assumption or substitution for another option in a manner qualifying under the provisions of Section 424(a) of the Internal Revenue Code of 1986. However, the exercise price of options to be granted after the Company has resolved to seek a separate listing of Grid Dynamics on any stock exchange and up to the listing date of Grid Dynamics must be not lower than the new issue price (if any).

38. 購股權計劃(續)

(iii) GDI 購股權計劃(續)

GDI 董事會擁有酌情完全及最終權力和權限決定購股權在行使前所須持有之最短期限和/或在行使購股權前必須達到的任何業績目標。

購股權將可予行使直至有關購股權生效日期後十年屆滿，或有關其他適用日期(即向百分之十股東授出的激勵購股權在有關購股權授出生效日期後五年屆滿後不得行使，惟以下情況除外：(i) 購股權乃授予高級職員、參與公司集團之董事(「GDI 計劃董事」)或顧問(除僱員或GDI 計劃董事外的獲委聘向參與公司集團提供顧問或諮詢服務的人士)及(ii) 購股權可否行使乃基於完成特定的業績里程碑而定，在參與者繼續提供服務的情況下，自有關購股權授出生效日期起五年期限內任何購股權不得以低於每年百分之二十的比率行使)為止。

每份購股權的行使價應由GDI 董事會酌情釐定；然而，購股權的每股行使價不得低於Grid Dynamics 的股份於授出購股權生效日期的公平市值。儘管有上述規定，但倘購股權按符合一九八六年美國國內稅收法第424(a) 條規定的方式，根據另一種購股權的假設或替代授出，則該購股權可以低於上文所述之最低行使價的行使價授出。然而，於本公司已決議尋求Grid Dynamics 於任何證券交易所單獨上市後及直至Grid Dynamics 上市日期期間授出的購股權行使價不得低於新發行價(如有)。

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

38. SHARE OPTION SCHEMES (Continued)

(iii) GDI Share Option Scheme (Continued)

The following table discloses details of the share options granted by Grid Dynamics under the GDI Share Option Scheme and movements in such grants during the years ended 31st December 2019 and 2018:

2019

Grant date	授出日期	Exercise price per share 每股行使價	Number of options 購股權數目				
			At 1st January 2019 於二零一九年一月一日	Granted during the year 年內授出	Lapsed during the year 年內失效	Exercised during the year 年內行使	At 31st December 2019 於二零一九年十二月三十一日
21st December 2018	二零一八年十二月二十一日	USD7.54 7.54 美元	2,250,000	-	-	(210,000)	2,040,000
22nd May 2019	二零一九年五月二十二日	USD7.54 7.54 美元	-	20,000	-	-	20,000
22nd May 2019	二零一九年五月二十二日	USD7.55 7.55 美元	-	582,339	-	(15,435)	566,904
			2,250,000	602,339	-	(225,435)	2,626,904
Weighted average exercise price per share	加權平均每股行使價		USD7.54 7.54 美元	USD7.55 7.55 美元	-	USD7.54 7.54 美元	USD7.54 7.54 美元
Number of options exercisable at 31st December 2019	於二零一九年十二月三十一日 可行使的購股權數目						951,246
Weighted average exercise price per share of options exercisable at 31st December 2019	於二零一九年十二月三十一日 可行使的購股權的 加權平均每股行使價						USD7.54 7.54 美元
Weighted average remaining contractual life	加權平均剩餘合約年期						8.99 years 8.99 年

38. 購股權計劃 (續)

(iii) GDI 購股權計劃 (續)

下表披露 Grid Dynamics 授出 GDI 購股權計劃之購股權及於截至二零一九年及二零一八年十二月三十一日止年度該等授出之變動詳情：

二零一九年

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38. SHARE OPTION SCHEMES (Continued)

(iii) GDI Share Option Scheme (Continued)

2018

Grant date	授出日期	Exercise price per share 每股行使價	Number of options 購股權數目				
			At 1st January 2018 於二零一八年一月一日	Granted during the year 年內授出	Lapsed during the year 年內失效	Exercised during the year 年內行使	At 31st December 2018 於二零一八年十二月三十一日
21st December 2018	二零一八年十二月二十一日	USD7.54 7.54美元	-	2,250,000	-	-	2,250,000
Weighted average exercise price per share	加權平均每股行使價		-	USD7.54 7.54美元	-	-	USD7.54 7.54美元
Number of options exercisable at 31st December 2018	於二零一八年十二月三十一日 可行使的購股權數目						562,500
Weighted average exercise price per share of options exercisable at 31st December 2018	於二零一八年十二月三十一日 可行使的購股權的 加權平均每股行使價						USD7.54 7.54美元
Weighted average remaining contractual life	加權平均剩餘合約年期						9.9 years 9.9年

In respect of the share options granted during the year ended 31st December 2019, the estimated fair values of the options on the dates of grant were calculated using the Binomial Option Pricing Model. The estimated fair values amounted to USD3.18 – USD3.38 (2018: USD2.11 – USD2.21) per option. The inputs into the model were as follows:

就於截至二零一九年十二月三十一日止年度期間授出的購股權而言，於授出日期估計的購股權公允價值乃採用二項期權定價模式計算。預計公允價值為每股3.18美元 – 3.38美元(二零一八年：2.11美元 – 2.21美元)。該模式的主要輸入數據如下：

		Granted on 22nd May 2019 於二零一九年 五月二十二日授出
Share price at grant date	於授出日期的股價	USD9.252 9.252美元
Exercise price at grant date	於授出日期的行使價	USD7.54/USD7.55 7.54美元/7.55美元
Expected volatility	預期波幅	38.70%
Option life	購股權年期	10 years 10年
Risk-free rate	無風險利率	2.38%
Expected dividend	預期股息	4.0%

38. SHARE OPTION SCHEMES (Continued)

(iii) GDI Share Option Scheme (Continued)

The expected volatility was determined by using the historical volatility of the comparable companies of Grid Dynamics for the closing share price for the period of 10 years before the date of grant.

During the year ended 31st December 2019, the Group recognised total expense of approximately HK\$24,146,000 (2018: HK\$19,862,000) in relation to equity-settled share-based payment transactions under the GDI Share Option Scheme and included in the consolidated statement of profit or loss with a corresponding credit to the share-based payment reserve.

39. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

38. 購股權計劃 (續)

(iii) GDI 購股權計劃 (續)

預期波幅乃以授出日期前十年期間Grid Dynamics之比較公司股份收市價之過往波幅釐定。

於截至二零一九年十二月三十一日止年度，本集團於綜合損益表中確認GDI購股權計劃下以股份為基礎支付之總開支約24,146,000港元(二零一八年：19,862,000港元)並於以股份為基礎支付儲備入賬。

39. 按公允價值透過損益列賬的金融負債

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Convertible preferred shares and related put option (Note (a))	可換股優先股及 相關認沽期權 (附註(a))	61,303	-
Put option liability (Note (b))	認沽期權 (附註(b))	13,714	-
		75,017	-

Notes:

(a) Convertible preferred shares and related put option

On 6th May 2019, Grid Dynamics, a subsidiary of the Company incorporated in the US, entered into a subscription agreement with BGV Opportunity Fund LP ("BGV"), a connected person of the Company at subsidiary level, whereby Grid Dynamics agreed to allot and issued 622,027 common stock (the "Common Shares") and 622,027 Series A preferred stock (the "Convertible Preferred Shares") (collectively, the "Securities") at a total consideration of USD15,000,000 (the "Subscription"). The Subscription was completed on 15th May 2019 (the "Date of Initial Completion").

The significant terms of the Convertible Preferred Shares are as follows:

Voting rights

Holders of Convertible Preferred Shares shall have the right to vote at any general meeting of Grid Dynamics on an as-converted basis, and not as a separate class, except as required by law.

Dividend

Holders of Convertible Preferred Shares shall be entitled to payment of dividends on an as-converted basis as and when dividends are paid on Common Shares. Such right to dividends shall not be cumulative and no right to dividend shall accrue by reason that no dividend was declared during a particular period, nor shall any undeclared or unpaid dividend bear or accrue interest.

附註：

(a) 可換股優先股及相關認沽期權

於二零一九年五月六日，Grid Dynamics，本公司的一間於美國註冊成立的附屬公司與BGV Opportunity Fund LP (「BGV」，為本公司於附屬公司層面的關連人士)訂立認購協議，據此，Grid Dynamics同意配發及發行622,027股普通股(「普通股」)及622,027股A系列優先股(「可換股優先股」)(統稱「證券」)，總代價為15,000,000美元(「認購事項」)。認購事項已於二零一九年五月十五日(「初次完成日期」)完成。

可換股優先股的主要條款如下：

投票權

可換股優先股持有人可擁有於Grid Dynamics任何股東大會上按已轉換基準而非單獨類別進行投票的權利，惟法律要求則除外。

股息

可換股優先股持有人可享有按已轉換基準及於普通股的股息獲派付時之股息派付。有關的股息權利不得累計，及倘於某一特定期間並無宣派股息，則有關股息權不得累計，且任何未宣派或未派付股息亦不會計息或累計利息。

39. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Notes: (Continued)

(a) Convertible preferred shares and related put option (Continued)

Liquidation preference

In the event of any liquidation, dissolution or winding up of Grid Dynamics, each Convertible Preferred Shares shall be entitled to USD 24.1147 plus declared and unpaid dividends (or, if greater, the amount that the Convertible Preferred Shares would receive on an as-converted basis). The balance of any proceeds shall be distributed pro rata to holders of Common Shares.

Conversion option

Holders of Convertible Preferred Shares shall have the option to convert Convertible Preferred Shares to Grid Dynamics ordinary shares at an initial conversion price of USD 14.8647 per share, subject to adjustments for stock issuances, splits, combinations, dividends, distributions, merger and reorganisation and similar events. Also subject certain events, each of Convertible Preferred Shares shall be automatically converted into Grid Dynamics ordinary shares at applicable conversion ratio and conversion price.

Put option on Convertible Preferred Shares granted by the Company ("Put Option on CPS")

In connection with the Subscription, the Company, being the largest shareholder of Grid Dynamics, granted a Put Option on CPS to BGV on the Date of Initial Completion. In the event the Board resolves not to proceed with an initial public offering of shares in Grid Dynamics on a stock exchange in the US ("IPO") within three years from the Date of Initial Completion (except for non-fulfilment of applicable requirements for listing on the part of Grid Dynamics or reasons beyond the control of the Company), BGV shall have the right to require, within 60 days of such board resolution, the Company to purchase all or part of the Convertible Preferred Shares then held by BGV at an amount equal to the original subscription price plus an annual return of 20% (simple interest). The consideration payable upon exercise of the Put Option on CPS was determined after arm's length negotiation between the parties having considered the historical growth rate of Grid Dynamics. The Put Option on CPS shall terminate at the earlier of the closing of the IPO of Grid Dynamics and the third anniversary of the date of grant of the Put Option on CPS.

(b) Put option on Common Shares granted by the Company ("Put Option on CS")

In connection with the Subscription, the Company granted a Put Option on CS to BGV on the Date of Initial Completion. In the event the Board resolves not to proceed with an initial public offering of shares in Grid Dynamics on a stock exchange in the US within three years from the Date of Initial Completion (except for non-fulfilment of applicable requirements for listing on the part of Grid Dynamics or reasons beyond the control of the Company), BGV shall have the right to require, within 60 days of such board resolution, the Company to purchase all or part of the Common Shares then held by BGV at an amount equal to the original subscription price plus an annual return of 20% (simple interest). The consideration payable upon exercise of the Put Option on CS was determined after arm's length negotiation between the parties having considered the historical growth rate of Grid Dynamics. The Put Option on CS shall terminate at the earlier of the closing of the IPO of Grid Dynamics and the third anniversary of the date of grant of the Put Option on CS.

39. 按公允價值透過損益列賬的金融負債(續)

附註：(續)

(a) 可換股優先股及相關認沽期權(續)

清算優先金額

倘Grid Dynamics發生任何清算、解散或清盤，則每股可換股優先股有權收取24.1147美元另加已宣派及未派付股息(或可換股優先股按已轉換基準收取的金額(倘更高))。任何所得款項的餘額應按比例分配予普通股持有人。

轉換選擇權

可換股優先股持有人可選擇以每股14.8647美元的初步轉換價轉換可換股優先股為Grid Dynamics普通股，惟受限於股票發行、分割、組合、股息、分派、合併及重組及類似事件的調整。此外，在受限於若干事件的情況下，各可換股優先股將按適用的轉換率及轉換價自動轉換為Grid Dynamics普通股。

本公司授出之可換股優先股認沽期權(「可換股優先股認沽期權」)

就認購事項而言，本公司(即Grid Dynamics最大股東)已於初次完成日期向BGV授出可換股優先股認沽期權。倘董事會在初次完成日期起三年內議決不在美國證券交易所首次公開發售Grid Dynamics股份(惟不包括Grid Dynamics未能履行上市適用規定或本公司未能控制的原因)，則BGV將有權於作出該董事會議決六十天內要求本公司收購BGV當時持有的所有或部分可換股優先股，金額相當於原認購價另加年度回報20%(單利)。可換股優先股認沽期權獲行使後應付之代價乃由訂約方考慮到Grid Dynamics的過往增長率後經公平磋商後釐定。可換股優先股認沽期權須在Grid Dynamics結束首次公開發售及授出可換股優先股認沽期權日期三週年(以較早者為準)終止。

(b) 本公司授出之普通股認沽期權(「普通股認沽期權」)

就認購事項而言，本公司已於初次完成日期向BGV授出普通股認沽期權。倘董事會在初次完成日期起三年內議決不在美國證券交易所首次公開發售Grid Dynamics股份(惟不包括Grid Dynamics未能履行上市適用規定或本公司未能控制的原因)，則BGV將有權於作出該董事會議決六十天內要求本公司收購BGV當時持有的所有或部分普通股，金額相當於原認購價另加年度回報20%(單利)。普通股認沽期權獲行使後應付之代價乃由訂約方考慮到Grid Dynamics的過往增長率後經公平磋商後釐定。普通股認沽期權須在Grid Dynamics結束首次公開發售及授出普通股認沽期權日期三週年(以較早者為準)終止。

39. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

The Convertible Preferred Shares is designated as financial liabilities at FVTPL and the put option is measured at FVTPL on initial recognition and are measured at fair value with changes in fair value recognised in profit or loss.

The Convertible Preferred Shares, the Put Option on CPS and the Put Option on CS were valued at fair value by the Company with reference to an independent valuation provided by an independent firm of professional valuers. On initial recognition, the total fair value of convertible preferred shares and related put option and Put Option on CS amounted to approximately USD9,246,000 (equivalent to approximately HK\$72,565,000) and are estimated using the option-pricing model and equity allocation model.

Key valuation assumptions used to determine the fair value of the Convertible Preferred Shares, Put Option on CPS and Put Option on CS as at 31st December 2019 are as follows:

- Volatility	- 波幅
- Risk free rate	- 無風險利率
- Probability of liquidation	- 清盤之可能性
- Probability of redemption	- 贖回之可能性
- Probability of conversion	- 轉換之可能性

During the year ended 31st December 2019, there was no conversion of the Convertible Preferred Shares and no redemption of the Securities.

39. 按公允價值透過損益列賬的金融負債(續)

可換股優先股乃指定為按公允價值透過損益列賬的金融負債，而認沽期權於初始確認時按公允價值透過損益計量，並按公允價值計量，而公允價值變動其後於損益中確認。

本公司參考由獨立專業估值師行提供之獨立估值按公允價值計量可換股優先股，可換股優先股認沽期權及普通股認沽期權。於初始確認時，可換股優先股及相關認沽期權及普通股認沽期權之公允價值為約9,246,000美元(相當於約72,565,000港元)，並採用期權定價模型及權益分配模式進行估計。

於二零一九年十二月三十一日，用於釐定可換股優先股，可換股優先股認沽期權及普通股認沽期權之公允價值之主要估值假設如下：

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

38.17%
1.586%
10%
10%
80%

截至二零一九年十二月三十一日止年度，無可換股優先股轉換，亦無贖回證券。

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

40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 40. 本公司財務狀況表

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	140	385
Investments in subsidiaries	於附屬公司之投資	428,893	1
Deferred income tax assets	遞延所得稅資產	114	102
		429,147	488
Current assets	流動資產		
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	581	440
Amount due from immediate holding company	直接控股公司欠款	1,836	1,072
Amounts due from subsidiaries	附屬公司欠款	472,726	895,217
Amount due from an associate	一間聯營公司欠款	64	64
Tax recoverable	可收回稅項	340	416
Bank balances and cash	銀行存款及現金	1,453	2,125
		477,000	899,334
Total assets	總資產	906,147	899,822
Equity	權益		
Share capital	股本	82,731	80,522
Share premium	股份溢價賬	395,830	377,146
Reserves (Note)	儲備(附註)	97,526	115,110
Total equity	總權益	576,087	572,778
Non-current liabilities	非流動負債		
Borrowings	借貸	-	257,425
Current liabilities	流動負債		
Other payables and accruals	其他應付款項及應計費用	11,605	7,059
Borrowings	借貸	248,657	-
Amount due to ultimate holding company	欠最終控股公司款項	86	88
Amount due to a subsidiary	欠一間附屬公司款項	69,712	62,472
		330,060	69,619
Total liabilities	總負債	330,060	327,044
Total equity and liabilities	總權益及負債	906,147	899,822
Net current assets	流動資產淨額	146,940	829,715
Total assets less current liabilities	總資產減流動負債	576,087	830,203

Approved and authorized for issue by the board of directors on 25th March 2020.

董事會於二零二零年三月二十五日批准並授權刊發。

WANG Weihang
王維航
Director
董事

WANG Yueou
王粵鷗
Director
董事

40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued) 40. 本公司財務狀況表 (續)

Note: The movement of the Company's reserves are as follows:

附註：本公司儲備之變動如下：

		Special reserve 特別儲備 (Note (i)) (附註(i)) HK\$'000 千港元	Convertible bonds reserve 可換股債券儲備 HK\$'000 千港元	Share-based payment reserve 以股份為基礎 支付儲備 HK\$'000 千港元	Retained earnings/ (Accumulated losses) 保留盈利/ (累計損失) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1st January 2018	於二零一八年一月一日	95,513	11,097	4,425	8,232	119,267
Profit for the year	年內溢利	-	-	-	12,924	12,924
Issue of ordinary shares upon exercise of share options	行使購股權時發行之普通股	-	-	(183)	-	(183)
Issue of ordinary shares on bonus issue	發行紅股下發行之普通股	-	-	-	(13,414)	(13,414)
Forfeiture of unclaimed dividend	沒收未領股息	-	-	-	2	2
Recognition of equity-settled share-based payments	確認以股份為基礎支付之開支	-	-	3,221	-	3,221
Lapse of share options transferred to retained earnings	轉撥至保留盈利之失效購股權	-	-	(37)	37	-
Final dividend for the year ended 31st December 2017	派發截至二零一七年十二月三十一日止年度之末期股息	-	-	-	(6,707)	(6,707)
At 31st December 2018 and 1st January 2019	於二零一八年十二月三十一日及二零一九年一月一日	95,513	11,097	7,426	1,074	115,110
Loss for the year	年內虧損	-	-	-	(18,391)	(18,391)
Issue of ordinary shares upon exercise of share options	行使購股權時發行之普通股	-	-	(36)	-	(36)
Recognition of equity-settled share-based payments	確認以股份為基礎支付之開支	-	-	1,731	-	1,731
Lapse of share options transferred to retained earnings	轉撥至保留盈利之失效購股權	-	-	(97)	97	-
Conversion of convertible bonds	可換股債券之轉換	-	(888)	-	-	(888)
At 31st December 2019	於二零一九年十二月三十一日	95,513	10,209	9,024	(17,220)	97,526

(i) The special reserve of the Company represents the difference between the nominal value of the Company's shares issued in exchange for the issued share capital of the subsidiaries and the net asset value of the subsidiaries acquired in prior years. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus shall not be distributable if there are reasonable grounds for believing that:

- (1) the Company is, or would after the payment be, unable to pay its liabilities as they become due; or
- (2) the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

(ii) As at 31st December 2019, in the opinion of the directors, the aggregate amount of reserves available for distribution to equity holders of the Company was approximately HK\$78,293,000 (2018: HK\$96,587,000).

(i) 本公司之特別儲備指於過往年度本公司為換取附屬公司已發行股本而發行之股份面值與所收購附屬公司資產淨值之差額。根據百慕達一九八一年公司法(經修訂)，倘有合理理據可相信下列各項，則繳入盈餘不可供分派：

- (1) 本公司現時或於作出付款後無法於其負債到期時支付負債；或
- (2) 本公司資產之可變現價值將因而少於其負債及其已發行股本以及股份溢價賬之總和。

(ii) 於二零一九年十二月三十一日，董事認為，可供分派予本公司股本持有者之儲備總額約為78,293,000港元(二零一八年：96,587,000港元)。

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

41. CASH FLOW INFORMATION

(a) Cash generated from operations

41. 現金流量資料

(a) 經營業務之現金收入

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	139,381	127,335
Adjustments for:	經調整：		
– Share of results of associates (Note 22)	– 應佔聯營公司業績(附註22)	8,287	5,428
– Amortisation of intangible assets (Note 21)	– 無形資產攤銷(附註21)	15,623	11,057
– Depreciation of property, plant and equipment (Note 19)	– 物業、廠房及設備折舊(附註19)	30,399	20,906
– Loss on disposal of property, plant and equipment (Note 9)	– 出售物業、廠房及設備之虧損(附註9)	6	22
– Loss on disposal of intangible assets	– 出售無形資產之虧損	–	30
– Impairment loss on interests in associates (Note 22)	– 聯營公司權益減值虧損(附註22)	–	11,900
– Fair value gain on revaluation of investment properties (Note 20)	– 重估投資物業之公允價值收益(附註20)	(1,800)	(1,700)
– (Reversal of)/Provision for obsolete inventories, net (Note 12)	– 陳舊存貨(撥回)/撥備之淨值(附註12)	(67)	43
– Interest income (Note 8)	– 利息收入(附註8)	(1,901)	(785)
– Interest expenses (Note 11)	– 利息支出(附註11)	23,734	22,726
– Equity-settled share-based payment expenses	– 以股份為基礎支付之開支	25,877	23,083
– Provision for impairment of trade receivables (Note 26)	– 應收貿易款項減值撥備(附註26)	296	4,254
– Provision for impairment of other receivables (Note 12)	– 其他應收款項之減值撥備(附註12)	–	832
– Bad debt expenses (Note 12)	– 壞賬沖銷(附註12)	–	14
– Reversal of provision for impairment of trade receivables (Note 26)	– 應收貿易款項減值撥回(附註26)	(3,268)	(289)
– Professional fees related to equity transactions	– 股權交易相關之專業費用	14,377	–
– Write off of inventories (Note 12)	– 存貨撇銷(附註12)	243	98
– Changes in fair value on contingent consideration payable (Note 6(d))	– 應付或然代價之公允價值變動(附註6(d))	921	3,093
– Changes in fair value on financial liabilities at FVTPL (Note 6(d))	– 按公允價值透過損益列賬之金融負債之公允價值變動(附註6(d))	1,861	–
Changes in working capital:	營運資金變動：		
– Inventories	– 存貨	(89,519)	(50,653)
– Trade receivables	– 應收貿易款項	(26,162)	(41,469)
– Finance lease receivables	– 應收融資租賃款項	(3,201)	2,443
– Other receivables, deposits and prepayments	– 其他應收款項、按金及預付款項	(26,198)	(4,838)
– Contract assets	– 合約資產	(101,827)	(56,023)
– Restricted bank deposits	– 受限制銀行存款	206	3,388
– Trade payables	– 應付貿易款項	103,043	81,069
– Other payables and accruals	– 其他應付款項及應計費用	41,859	18,508
– Receipts in advance	– 預收收益	45,676	5,019
Cash generated from operations	經營業務之現金收入	197,846	185,491

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

41. CASH FLOW INFORMATION (Continued)

(b) Reconciliation of liabilities arising from financing activities

The table below set out the reconciliation of liabilities arising from financing activities for the ended 31st December 2019 and 2018:

41. 現金流量資料(續)

(b) 融資活動產生的負債的對賬

下表載列截至二零一九年及二零一八年十二月三十一日止年度融資活動產生的負債的對賬：

		Bank borrowings	Convertible bonds	Lease liabilities	Financial liabilities at FVTPL	Total
		銀行借貸 (Note) (附註)	可換股債券	租賃負債	按公允價值透過損益列賬的金融負債	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1st January 2018	於二零一八年一月一日	247,927	245,182	-	-	493,109
Cash flows	現金流量					
- Repayment of bank borrowings	- 償還銀行借貸	(25,000)	-	-	-	(25,000)
- Interest paid	- 已付利息	(9,044)	-	-	-	(9,044)
Non-cash changes	非現金變動					
- Finance costs (Note 11)	- 財務成本(附註11)	10,436	12,243	-	-	22,679
At 31st December 2018	於二零一八年十二月三十一日	224,319	257,425	-	-	481,744
Impact on initial application of HKFRS 16 (Note 2(a))	首次應用香港財務報告準則第16號之影響(附註2(a))	-	-	5,565	-	5,565
At 1st January 2019 (adjusted)	於二零一九年一月一日(經調整)	224,319	257,425	5,565	-	487,309
Cash flows	現金流量					
- Repayment of bank borrowings	- 償還銀行借貸	(33,750)	-	-	-	(33,750)
- Interest paid	- 已付利息	(11,571)	-	-	-	(11,571)
- Proceeds from issuance of financial liabilities at FVTPL	- 發行按公允價值透過損益列賬的金融負債之所得款項	-	-	-	72,565	72,565
- Principal portion of lease payments	- 租賃付款本金部份	-	-	(5,361)	-	(5,361)
- Interest portion of lease payments (Note 11)	- 租賃付款利息部份(附註11)	-	-	(347)	-	(347)
Non-cash changes	非現金變動					
- Finance costs (Note 11)	- 財務成本(附註11)	12,142	11,093	347	-	23,582
- Entering into new leases (Note 19)	- 加入新租賃(附註19)	-	-	5,741	-	5,741
- Conversion of convertible bonds	- 轉換可換股債券	-	(19,861)	-	-	(19,861)
- Fair value changes recognised in profit or loss	- 於損益確認之公允價值變動	-	-	-	1,861	1,861
- Exchange difference	- 匯兌差異	-	-	-	591	591
At 31st December 2019	於二零一九年十二月三十一日	191,140	248,657	5,945	75,017	520,759

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41. CASH FLOW INFORMATION (Continued)

(b) Reconciliation of liabilities arising from financing activities (Continued)

Note:

The following table shows the breakdown of the bank borrowings and interest payable as at 31st December 2019 and 2018:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Bank borrowings (Note 35(ii))	銀行借貸(附註 35(ii))	191,113	224,290
Interest payable (included in other payables and accruals)	應付利息(包括在其他應付款項及應計費用內)	27	29
		191,140	224,319

42. LEASE COMMITMENTS

As lessee

At the reporting date, the lease commitments for short-term leases (2018: total future minimum lease payments payable by the Group under non-cancellable operating leases) are as follows:

		2019 二零一九年		2018 二零一八年	
		Office premises 辦公室物業 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Office premises 辦公室物業 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元
Within one year	一年內	10,882	38	19,574	316
Later than 1 year and not later than 5 years	一年後及五年內	-	-	2,077	46
Later than 5 years	五年後	-	-	-	7
		10,882	38	21,651	369

Other than as disclosed above, as at 31st December 2019, the Group had committed to a lease for premises in which the lease had not yet commenced. The total future cash outflows for this leases amounting to HK\$7,069,000 in aggregate.

As at 31st December 2019, leases for office premises, staff quarter and computer equipment are negotiated for an average term of one year (2018: one to five years) and the rentals are fixed over the terms of the leases.

41. 現金流量資料(續)

(b) 融資活動產生的負債的對賬(續)

附註：

下表載列於二零一九年及二零一八年十二月三十一日銀行借貸及應付利息之明細：

42. 租賃承擔

作為承租人

於報告期末日，短期租賃之租賃承擔(二零一八年：本集團根據不可撤銷營業租約之未來最低租約金額承擔)如下：

除上述披露以外，於二零一九年十二月三十一日，本集團已就租賃期未開始之辦公室物業租賃訂約。該租賃之未來總現金流出為7,069,000港元。

於二零一九年十二月三十一日，辦公室物業、員工宿舍及電腦設備之租約平均按一年磋商一次(二零一八年：一至五年)，租金於租約內為固定。

42. LEASE COMMITMENTS (Continued)

As lessor

At 31st December 2019, the Group had contracted with tenants and an associate in respect of office premises under operating leases as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Not later than one year	一年內	3,818	4,716
Later than 1 year and not later than 5 years	一年後及五年內	-	4,304
		3,818	9,020

Leases for office premises are negotiated for an average term of two years (2018: one to five years) and the rentals are fixed over the terms of the leases.

42. 租賃承擔 (續)

作為出租人

於二零一九年十二月三十一日，本集團已就辦公室物業之營業租約與租戶及一間聯營公司訂約如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
辦公室物業之租約平均按兩年磋商一次(二零一八年：一至五年)，租金於租約內為固定。		3,818	4,716
		-	4,304
		3,818	9,020

辦公室物業之租約平均按兩年磋商一次(二零一八年：一至五年)，租金於租約內為固定。

43. CAPITAL COMMITMENTS

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Contracted but not provided for:	已訂約但未撥備：		
Capital expenditure in respect of property, plant and equipment	物業、廠房及設備之資本開支	240	654
Capital expenditure in respect of investment in equity instrument	權益工具之投資之資本開支	10,596	10,816
		10,836	11,470

43. 資本承擔

44. DISPOSAL OF PARTIAL INTERESTS IN A SUBSIDIARY

(a) Disposal of partial equity interest in Grid Dynamics

During the year ended 31st December 2019, GDD International Holdings Limited ("GDD"), a wholly-owned subsidiary of the Group, disposed 342,500 and 82,936 common stock of equity interest in Grid Dynamics to a director of Grid Dynamics and a company controlled by a director of Grid Dynamics at a consideration of USD2,055,000 (equivalent to approximately HK\$16,117,000) and USD1,000,000 (equivalent to approximately HK\$7,844,000), respectively.

44. 出售於一間附屬公司部分權益

(a) 出售 Grid Dynamics 部分股權權益

截至二零一九年十二月三十一日止年度，本集團之一間全資附屬公司GDD International Holdings Limited (「GDD」) 向一名Grid Dynamics董事及一間由Grid Dynamics董事控制之公司分別出售342,500股及82,936股Grid Dynamics普通股權益，代價分別為2,055,000美元(相當於約16,117,000港元)及1,000,000美元(相當於約7,844,000港元)。

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44. DISPOSAL OF PARTIAL INTERESTS IN A SUBSIDIARY (Continued)

(b) Issuance of Common Shares of Grid Dynamics

As disclosed in Note 39, during the year ended 31st December 2019, Grid Dynamics issued 622,027 Common Shares to BGV, which represents 4.93% of the enlarged issued share capital of Grid Dynamics.

(c) Exercise of share options of Grid Dynamics

During the year ended 31st December 2019, an employee and a director of Grid Dynamics exercised 64,410 and 161,025 share options of Grid Dynamics respectively, and resulted in the issuance of 225,435 common stock of Grid Dynamics, which represents 1.75% of the enlarged issued share capital of Grid Dynamics.

Upon completion of the above transactions, the Group's shareholdings in Grid Dynamics was diluted to 90.09% without losing control over Grid Dynamics, accordingly the above transactions were accounted for as transactions with owner with an increase in non-controlling interests.

45. CONTINGENT LIABILITIES

As at 31st December 2019, the Group had approximately HK\$556,000 (2018: HK\$726,000) restricted bank deposit held as security for performance bonds. As at 31st December 2019, performance bonds of approximately HK\$85,878,000 (2018: HK\$68,536,000) have been issued by the bank on behalf of the Group to customers as security of contracts.

46. PLEDGE OF ASSETS

As at 31st December 2019, land and buildings with carrying amount of HK\$171,200,000 (2018: HK\$165,600,000) (Note 19) and investment properties with carrying amount of HK\$55,800,000 (2018: HK\$54,000,000) (Note 20) were pledged to secure the Group's bank borrowings.

As at 31st December 2019, the Group's restricted bank deposits of approximately HK\$556,000 (2018: HK\$762,000) were pledged to secure the performance bonds of the Group (Note 30).

44. 出售於一間附屬公司部分權益 (續)

(b) 發行 Grid Dynamics 普通股

披露於附註39，截至二零一九年十二月三十一日止年度，Grid Dynamics向BGV發行622,027股普通股，佔Grid Dynamics經擴大後已發行股本的4.93%。

(c) 行使 Grid Dynamics 購股權

截至二零一九年十二月三十一日止年度，Grid Dynamics之一名僱員及一名董事分別行使64,410份及161,025份Grid Dynamics購股權，導致發行225,435股Grid Dynamics普通股，佔Grid Dynamics經擴大後已發行股本的1.75%。

完成上述交易後，本集團於Grid Dynamics之持股量攤薄至90.09%，惟並無失去對Grid Dynamics之控制權。故此，上述交易乃列賬為增加非控股權益之股東交易。

45. 或然負債

於二零一九年十二月三十一日，本集團之受限制銀行存款約556,000港元(二零一八年：726,000港元)已用作履約保證之抵押。於二零一九年十二月三十一日，銀行代表本集團給予客戶作為合約抵押之履約保證約為85,878,000港元(二零一八年：68,536,000港元)。

46. 資產抵押

於二零一九年十二月三十一日，本集團之土地及樓宇之賬面金額為171,200,000港元(二零一八年：165,600,000港元)(附註19)及投資物業之賬面金額為55,800,000港元(二零一八年：54,000,000港元)(附註20)已用作本集團之銀行借貸之抵押。

於二零一九年十二月三十一日，本集團之受限制銀行存款約556,000港元(二零一八年：762,000港元)已用作本集團之履約保證之抵押(附註30)。

47. RELATED PARTY TRANSACTIONS

As at 31st December 2019, Hong Kong Teamsun owns 55.03% (2018: 56.54%) of the Company's issued shares. The remaining 44.97% (2018: 43.46%) of the Company's issued shares are widely held. The ultimate holding company of the Company is Teamsun.

(a) Transactions with related parties

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Nature of transaction	交易性質		
Ultimate holding company:	最終控股公司：		
Expenses charged to the Group	本集團支付之開支	-	90
Fellow subsidiaries:	同系附屬公司：		
Service fee charged to the Group*	本集團支付的服務費用*	78	244
The associates:	聯營公司：		
Sales by the Group	本集團銷貨	2,034	3,281
Purchases by the Group	本集團購貨	9,159	4,170
Staff costs charged by the Group	本集團徵收之員工開支	92	123
Rental income charged by the Group	本集團徵收之租金收入	377	367

Sale and purchase of goods and services are transacted at normal commercial terms that are consistently applied to all customers and vendors.

Rental income was transacted with reference to the rental rates prevailing in the market.

(b) The Group's balances with related parties are set out in Notes 28 and 33.

(c) Key management personnel remuneration are disclosed in Notes 14 and 15.

Note:

* The related party transactions in respect of service fee charged to the Group by fellow subsidiary above constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in the directors' report.

47. 關連人士交易

於二零一九年十二月三十一日，香港華勝天成擁有本公司股份之55.03%（二零一八年：56.54%），餘下44.97%（二零一八年：43.46%）股份由其他人士所持有。本公司最終控股公司為華勝天成。

(a) 與關連人士之交易

貨品及服務買賣按所有客戶及買家一致應用之正常商業條款進行交易。

租金收入乃參考市場當前的租金水平釐定。

(b) 本集團與關連人士之間的結餘載於附註28及33。

(c) 主要管理人員酬金於附註14及15內披露。

附註：

* 就本集團支付同系附屬公司服務費之上述關連人士交易構成關連交易或持續關連交易（定義見上市規則第14A章）。上市規則第14A章所規定之披露於董事會報告中載述。

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48. PARTICULARS OF MAJOR SUBSIDIARIES

Particulars of the Company's principal subsidiaries at 31st December 2019 and 2018 are as follows:

48. 主要附屬公司之詳情

於二零一九年及二零一八年十二月三十一日，本公司之主要附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Country/place of incorporation/ establishment and operation 註冊成立／成立 及經營之 國家／地點	Issued and fully paid share capital/ registered capital 已發行及 繳足股本／ 註冊資本	Percentage of issued share capital held by the Company 本公司所持 已發行股本百分比		Principal activities 主要業務
			2019 二零一九年	2018 二零一八年	
Automated Systems (H.K.) Limited 自動系統(香港)有限公司	Hong Kong 香港	2 ordinary shares 55,350,000 non- voting deferred shares [^] HK\$55,350,002 2 股普通股 55,350,000 股 無投票權遞延股 [^] 55,350,002 港元	100%	100%	Investment holding, sale of computer products and solutions and provision of hardware services (including installation and maintenance services) and software services (including software development, consulting and professional services) 投資控股，銷售電腦產品及解決方案及提供硬件服務(包括安裝及保養服務)及軟件服務(包括軟件開發、顧問及專業服務)
ELM Computer Technologies Limited 榆林電腦科技有限公司	Hong Kong 香港	12,000,000 ordinary shares HK\$12,000,000 12,000,000 股 普通股 12,000,000 港元	100%	100%	Sale of computer products and solutions and provision of hardware services (including installation and maintenance services) and software services (including software development, consulting and professional services) 銷售電腦產品及解決方案及提供硬件服務(包括安裝及保養服務)及軟件服務(包括軟件開發、顧問及專業服務)
ASL Softwing Investment Holdings Limited 軟翊投資控股有限公司	Hong Kong 香港	10 ordinary shares HK\$10 10 股普通股 10 港元	100%*	100%*	Investment holding 投資控股

48. PARTICULARS OF MAJOR SUBSIDIARIES 48. 主要附屬公司之詳情 (續)

(Continued)

Particulars of the Company's principal subsidiaries at 31st December 2019 and 2018 are as follows: (Continued)

於二零一九年及二零一八年十二月三十一日，本公司之主要附屬公司詳情如下：(續)

Name of subsidiary 附屬公司名稱	Country/place of incorporation/ establishment and operation 註冊成立/成立 及經營之 國家/地點	Issued and fully paid share capital/ registered capital 已發行及 繳足股本/ 註冊資本	Percentage of issued share capital held by the Company 本公司所持 已發行股本百分比		Principal activities 主要業務
			2019	2018	
			二零一九年	二零一八年	
CSA Automated (Macau) Limited 自動系統(澳門)有限公司	Macau 澳門	Registered capital MOP\$10,000 註冊資本 澳門幣 10,000 元	100%	100%	Investment holding, sale of computer products and solutions and provision of hardware services (including installation and maintenance services) and software services (including software development, consulting and professional services) 投資控股，銷售電腦產品及解決方案及提供硬件服務(包括安裝及保養服務)及軟件服務(包括軟件開發、顧問及專業服務)
ASL Automated (Thailand) Limited	Thailand 泰國	1,110,000 ordinary shares THB50,000,000 1,110,000 股普通股 泰銖 50,000,000 元	100%	100%	Investment holding, sale of computer products and solutions and provision of hardware services (including installation and maintenance services) and software services (including software development, consulting and professional services) 投資控股，銷售電腦產品及解決方案及提供硬件服務(包括安裝及保養服務)及軟件服務(包括軟件開發、顧問及專業服務)
Guangzhou Automated Systems Limited (Note 1) 廣州澳圖美德信息科技有限公司 (附註 1)	PRC 中國	Registered capital HK\$40,000,000 註冊資本 40,000,000 港元	100%	100%	Sale of computer products and solutions and provision of hardware services (including installation and maintenance services) and software services (including software development, consulting and professional services) 銷售電腦產品及解決方案及提供硬件服務(包括安裝及保養服務)及軟件服務(包括軟件開發、顧問及專業服務)

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48. PARTICULARS OF MAJOR SUBSIDIARIES 48. 主要附屬公司之詳情 (續)

(Continued)

Particulars of the Company's principal subsidiaries at 31st December 2019 and 2018 are as follows: (Continued)

於二零一九年及二零一八年十二月三十一日，本公司之主要附屬公司詳情如下：(續)

Name of subsidiary 附屬公司名稱	Country/place of incorporation/ establishment and operation 註冊成立／成立 及經營之 國家／地點	Issued and fully paid share capital/ registered capital 已發行及 繳足股本／ 註冊資本	Percentage of issued share capital held by the Company 本公司所持 已發行股本百分比		Principal activities 主要業務
			2019 二零一九年	2018 二零一八年	
ASL Security Solutions Limited	Cayman Islands 開曼群島	1 ordinary share HK\$0.1 1 股普通股 0.1 港元	100%*	100%*	Investment holding 投資控股
ASL Holdings Limited	British Virgin Islands# 英屬處女群島#	1 ordinary share USD1 1 股普通股 1 美元	100%*	100%*	Investment holding, sale of computer products and solutions and provision of hardware services (including installation and maintenance services) and software services (including software development, consulting and professional services) 投資控股，銷售電腦產品及解決方案及提供硬件服務(包括安裝及保養服務)及軟件服務(包括軟件開發、顧問及專業服務)
ELM Technologies Holdings Limited	British Virgin Islands 英屬處女群島	1 ordinary share USD1 1 股普通股 1 美元	100%*	100%*	Investment holding 投資控股
Express Success Limited	British Virgin Islands# 英屬處女群島#	2 ordinary shares USD2 2 股普通股 2 美元	100%*	100%*	Property holding 物業持有
Express Returns Limited	British Virgin Islands# 英屬處女群島#	2 ordinary shares USD2 2 股普通股 2 美元	100%*	100%*	Property holding 物業持有
Express Profits Development Limited	British Virgin Islands# 英屬處女群島#	2 ordinary shares USD2 2 股普通股 2 美元	100%*	100%*	Property holding 物業持有

48. PARTICULARS OF MAJOR SUBSIDIARIES 48. 主要附屬公司之詳情 (續)

(Continued)

Particulars of the Company's principal subsidiaries at 31st December 2019 and 2018 are as follows: (Continued)

於二零一九年及二零一八年十二月三十一日，本公司之主要附屬公司詳情如下：(續)

Name of subsidiary 附屬公司名稱	Country/place of incorporation/ establishment and operation 註冊成立/成立 及經營之 國家/地點	Issued and fully paid share capital/ registered capital 已發行及 繳足股本/ 註冊資本	Percentage of issued share capital held by the Company 本公司所持 已發行股本百分比		Principal activities 主要業務
			2019	2018	
			二零一九年	二零一八年	
Automated Systems Fortune Investment Holdings Limited	British Virgin Islands# 英屬處女群島#	1 ordinary share USD1 1股普通股 1美元	100%*	100%*	Investment holding, international trading, fund investment and treasury management 投資控股、國際貿易、基金投資及 資金管理
GDB International Investment Limited (Note 2)(附註2)	British Virgin Islands 英屬處女群島	2 ordinary shares USD54,650,001 2股普通股 54,650,001美元	100%*	100%*	Investment holding 投資控股
GDD International Holding Company	US 美國	100 common stocks USD54,650,100 100股普通股 54,650,100美元	100%	100%	Investment holding 投資控股
Grid Dynamics (Note 3)(附註3)	US 美國	12,847,462 common stocks USD8,117,128 12,847,462股普通股 8,117,128美元	90.09%	100%	Provision of service in Information technology ("IT") engineering 資訊科技(「資訊科技」)工程服務
Grid Dynamics DOO Beograd – Novi Beograd	Serbia 塞爾維亞	Registered capital RSD30,000 註冊資本 30,000塞爾維亞 第納爾	90.09%	100%	Provision of service in computer programming 電腦工程服務
Tonomi, Inc. (Note 4)(附註4)	US 美國	1,000 common stocks USD1,948,585 1,000普通股 1,948,585美元	N/A 不適用	100%	Provision of service in IT engineering 資訊科技工程服務
Limited Liability Company "Grid Dynamics Russia"	Russia 俄羅斯	Registered capital RUB10,000 註冊資本 10,000俄羅斯 盧布	90.09%	100%	Provision of service in software development, consulting and relating professional service 軟件開發、顧問及相關專業服務

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48. PARTICULARS OF MAJOR SUBSIDIARIES 48. 主要附屬公司之詳情 (續)

(Continued)

Particulars of the Company's principal subsidiaries at 31st December 2019 and 2018 are as follows: (Continued)

於二零一九年及二零一八年十二月三十一日，本公司之主要附屬公司詳情如下：(續)

Name of subsidiary 附屬公司名稱	Country/place of incorporation/ establishment and operation 註冊成立／成立 及經營之 國家／地點	Issued and fully paid share capital/ registered capital 已發行及 繳足股本／ 註冊資本	Percentage of issued share capital held by the Company 本公司所持 已發行股本百分比		Principal activities 主要業務
			2019	2018	
			二零一九年	二零一八年	
Grid Dynamics Poland Spółka z ograniczoną odpowiedzialnością	Poland 波蘭	100 ordinary shares PLN5,000 100 股普通股 5,000 波蘭茲羅提	90.09%	100%	Provision of service in software development, consulting and relating professional service 軟件開發、顧問及相關專業服務
Limited liability Company "Grid Dynamics Ukraine"	Ukraine 烏克蘭	Registered capital UAH2,500 註冊資本 2,500 烏克蘭格里夫納	90.09%	100%	Provision of service in software development, consulting and relating professional service 軟件開發、顧問及相關專業服務
Limited Liability Company "Cometera Ukraine"	Ukraine 烏克蘭	Registered capital UAH1,000 註冊資本 1,000 烏克蘭格里夫納	90.09%	100%	Provision of service in software development, consulting and relating professional service 軟件開發、顧問及相關專業服務
Limited Liability Company "GD Ukraine"	Ukraine 烏克蘭	Registered capital UAH1,000 註冊資本 1,000 烏克蘭 格里夫納	90.09%	100%	Provision of service and support on behalf of Grid Dynamics and its customers 代表 Grid Dynamics 及其客戶提供服務和支援

48. PARTICULARS OF MAJOR SUBSIDIARIES 48. 主要附屬公司之詳情 (續)

(Continued)

Notes:

1. Guangzhou Automated Systems Limited was registered in the PRC as a wholly foreign-owned enterprise.
 2. During the year ended 31st December 2019, GDB International Investment Limited issued 1 new ordinary share at USD54,650,000.
 3. During the year ended 31st December 2019, the Group disposed partial interest in Grid Dynamics. For details, please refer to Note 44.
 4. Tonomi, Inc. was liquidated on 5th March 2019.
- [^] The non-voting deferred shares, which are not held by the Company, carry practically no rights to dividends nor to receive notice of nor to attend or vote at any general meeting of the Company nor to participate in any distribution on winding up.
- [#] These companies operate in Hong Kong.
- ^{*} Subsidiaries held directly by the Company.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the reporting period.

附註：

1. 廣州澳圖美德信息科技有限公司於中國註冊為外商獨資企業。
 2. 截止二零一九年十二月三十一日止年度，GDB International Investment Limited 以 54,650,000 美元發行 1 股普通股。
 3. 截止二零一九年十二月三十一日止年度，本集團出售 Grid Dynamics 部分權益。詳情請參閱附註 44。
 4. Tonomi, Inc. 於二零一九年三月五日清盤。
- [^] 無投票權遞延股並非由本公司持有，其概無附帶享有股息、收取本公司任何股東大會的通告及出席有關大會並於會上投票、參與清盤時作出任何分派的實際權利。
- [#] 該等公司於香港經營。
- ^{*} 本公司直接持有之附屬公司。

董事認為，上表所列本公司的附屬公司主要影響本年度業績或組成本集團資產淨值的重要部分。董事認為載列其他附屬公司的詳情令篇幅過於冗長。

於本年度結算日，概無附屬公司發行任何債務證券。

49. EVENTS AFTER THE REPORTING DATE

(i) Completion of the disposal and spin-off of Grid Dynamics

On 13th November 2019, the Company, Grid Dynamics, ChaSerg Technology Acquisition Corp. ("ChaSerg"), CS Merger Sub 1 Inc. and CS Merger Sub 2 LLC entered into a conditional merger agreement in relation to the mergers. The transactions contemplated under the merger agreement involving the acquisition of Grid Dynamics by ChaSerg, a special purpose acquisition company the shares of which are listed on Nasdaq, are effectively an injection of Grid Dynamics in exchange for cash and equity interest in ChaSerg and thereby effecting the separate listing of Grid Dynamics on Nasdaq.

On 5th March 2020 (pacific time), the Group has completed the disposal and spin-off of Grid Dynamics (the "Completion"). Upon Completion, Grid Dynamics has effectively become a wholly owned subsidiary of Grid Dynamics Holdings, Inc. ("GDH", formerly known as ChaSerg) and Grid Dynamics is effectively listed on Nasdaq (ticker symbol of GDH: GDYN). Immediately upon Completion, the Company was interested in approximately 38.3% of the issued share capital of GDH as at the date of Completion, being the single largest shareholder of GDH, and was entitled to appoint up to two directors to the board of GDH. As a result, Grid Dynamics is no longer a subsidiary of the Company, the Company's interest in GDH is treated as interest in an associate and accounted for using equity method. Details of which are as set out in the Company's announcement dated 13th November 2019, the circular of the Company dated 31st December 2019 and the announcement of the Company dated 8th March 2020, respectively.

(ii) Redemption of convertible bonds

On 23rd March 2020, the Group has made full redemption of outstanding principal amount of the Convertible Bonds of HK\$230,000,000 with accrued interests (Note 35(ii)) ("Full redemption"). Upon the completion of the Full Redemption, no Convertible Bonds remain outstanding.

(iii) Proposed final dividend and special dividend

Subsequent to the reporting date, the Directors proposed to declare a final dividend of 3.0 HK cent per share for the year ended 31st December 2019 and a special dividend of 7.3 HK cents per share (Note 17).

(iv) Outbreak of the Coronavirus Disease

The outbreak of the Coronavirus Disease ("COVID-19") since early 2020 has posed a tremendous challenge to the overall global economy. The Group has been closely monitoring the impact of the development of COVID-19 on the Group's businesses and services to customers. As of this stage, the Group's business and operations remain broadly normal. There may be adverse effect on the subsequent financial performance, depending on the development of COVID-19 and its impact on the economic conditions. The Group will closely monitor the situation and, to the extent applicable, taking proactive actions to minimize the impact of COVID-19.

49. 報告期後事項

(i) 完成出售事項及分拆Grid Dynamics

於二零一九年十一月十三日，本公司、Grid Dynamics、ChaSerg Technology Acquisition Corp. (「ChaSerg」)、CS Merger Sub 1 Inc. 及 CS Merger Sub 2 LLC 就合併事項訂立有條件合併協議。根據合併協議擬進行之交易涉 ChaSerg (一間特殊目的收購公司，其股份在納斯達克上市) 收購 Grid Dynamics，實質上為併入 Grid Dynamics 以換取現金及 ChaSerg 之股權，繼而令 Grid Dynamics 在納斯達克單獨上市。

於二零二零年三月五日(太平洋時間)，本集團完成出售事項及分拆 Grid Dynamics (「分拆完成」)。分拆完成後，Grid Dynamics 已成為 Grid Dynamics Holdings, Inc. (「GDH」，前稱 ChaSerg) 之全資附屬公司及 Grid Dynamics 已在納斯達克上市 (GDH 之股票代號為「GDYN」)。緊隨分拆完成後，本公司擁有 GDH 於完成日期已發行股本約 38.3%，為 GDH 之單一最大股東，及有權委任 GDH 董事會之最多兩名董事。故此，Grid Dynamics 不再是本公司的附屬公司，本公司於 GDH 之權益會被示作聯營公司權益，並按權益法入賬。以上交易詳情，可參考本公司日期分別為二零一九年十一月十三日之公告、二零一九年十二月三十一日之通函及二零二零年三月八日之公告。

(ii) 贖回可換股債券

於二零二零年三月二十三日，本集團已悉數贖回未贖回本金額為 230,000,000 港元之可換股債券連同應計利息 (附註 35(ii)) (「悉數贖回」)。悉數贖回完成後，概無可換股債券未被贖回。

(iii) 擬派末期股息及特別股息

於報告日後，董事建議派付截至二零一九年十二月三十一日止年度每股 3.0 港仙之末期股息及每股 7.3 港仙之特別股息 (附註 17)。

(iv) 新型冠狀病毒爆發

新型冠狀病毒 (「COVID-19」) 自二零二零年初爆發以來，已為整體全球經濟帶來巨大挑戰。本集團已密切監察 COVID-19 之發展對本集團之業務及客戶服務之影響。現階段，本集團之業務及運作仍大致正常。但視乎 COVID-19 的發展及其對經濟狀況的影響而定，其可能對隨後的財務表現造成不利影響。本集團將密切監察有關狀況，並在適用情況下採取主動措施將 COVID-19 所帶來的影響減至最低。

Particulars of Investment Properties

投資物業詳情

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

Particulars of the Group's investment properties at 31st December 2019 are as follows: 於二零一九年十二月三十一日，本集團之投資物業詳情如下：

Location 地點	Gross floor area (sq.ft) 建築面積(平方呎)	Use 用途
Units 1 to 7 and 15 to 21 on 12th Floor Topsail Plaza 11 On Sum Street Shatin New Territories Hong Kong 香港 新界 沙田 安心街11號 華順廣場 12樓1至7號及15至21號單位	11,744 sq.ft 11,744 平方呎	Commercial 商業
Car parking space No. P4 on Ground Floor Topsail Plaza 11 On Sum Street Shatin New Territories Hong Kong 香港 新界 沙田 安心街11號 華順廣場 地下P4車位	125 sq.ft 125 平方呎	Commercial 商業

Automated Systems Holdings Limited – Information of Major Subsidiaries, Associates and Relevant Centers

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Automated Systems Holdings Limited – Information of Major Subsidiaries, Associates and Relevant Centers

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Automated Systems Holdings Limited – Information of Major Subsidiaries, Associates and Relevant Centers

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Automated Systems Holdings Limited – Information of Major Subsidiaries, Associates and Relevant Centers

自動系統集團有限公司 – 主要附屬、聯營公司及相關中心資料

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Automated Systems Holdings Limited – Information of Major Subsidiaries, Associates and Relevant Centers

自動系統集團有限公司 – 主要附屬、聯營公司及相關中心資料

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