



高陽科技(中國)有限公司*

HI SUN TECHNOLOGY (CHINA) LIMITED

(於百慕達註冊成立之有限公司)

(Incorporated in Bermuda with limited liability)

(股份代號 Stock code: 00818)



2019

Annual Report

年報



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Corporate Information 公司資料

BOARD OF DIRECTORS

Executive Directors

CHEUNG Yuk Fung (*Chairman*)
KUI Man Chun (*Chief Executive Officer*)
XU Wensheng
LI Wenjin
XU Changjun

Independent Non-Executive Directors

TAM Chun Fai
LEUNG Wai Man, Roger
CHANG Kai-Tzung, Richard

COMPANY SECRETARY

HUI Lok Yan
CHAN Yiu Kwong

AUTHORISED REPRESENTATIVES

LI Wenjin
CHAN Yiu Kwong

BERMUDA RESIDENT REPRESENTATIVE

Conyers Corporate Services (Bermuda) Limited

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor

LEGAL ADVISERS

As to Hong Kong Law

Reed Smith Richards Butler
LCH Lawyers LLP

As to Bermuda Law

Conyers Dill & Pearman

董事會

執行董事

張玉峰 (*主席*)
渠萬春 (*行政總裁*)
徐文生
李文晉
徐昌軍

獨立非執行董事

譚振輝
梁偉民
張楷淳

公司秘書

許諾恩
陳耀光

授權代表

李文晉
陳耀光

百慕達常駐代表

Conyers Corporate Services (Bermuda) Limited

核數師

羅兵咸永道會計師事務所
執業會計師
註冊公共利益實體核數師

法律顧問

有關香港法例

禮德齊伯禮律師行
呂鄭洪律師行有限法律責任合夥

有關百慕達法律

Conyers Dill & Pearman

Corporate Information 公司資料

PRINCIPAL BANKERS

Industrial and Commercial Bank of China (Asia) Limited
Hang Seng Bank Limited
The Hongkong and Shanghai Banking Corporation Limited

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2515, 25th Floor
Sun Hung Kai Centre
30 Harbour Road
Wanchai
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA

MUFG Fund Services (Bermuda) Limited
4th floor North Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Level 54
Hopewell Centre
183 Queen's Road East
Hong Kong

COMPANY'S WEBSITE

www.hisun.com.hk

STOCK CODE

818

主要往來銀行

中國工商銀行(亞洲)有限公司
恒生銀行有限公司
香港上海滙豐銀行有限公司

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港主要營業地點

香港
灣仔
港灣道30號
新鴻基中心
25樓2515室

百慕達股份過戶登記總處

MUFG Fund Services (Bermuda) Limited
4th floor North Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda

股份過戶登記處香港分處

香港
皇后大道東183號
合和中心
54樓

公司網站

www.hisun.com.hk

股份代號

818

Directors and Senior Management 董事及高級管理層

As at 30 March 2020, the date of this annual report, the biographical details of the Directors and the senior management of the Company are as follows:

BOARD OF DIRECTORS

Executive Directors

CHEUNG YUK FUNG Chairman

Mr. Cheung, age 73, is the Chairman and an Executive Director of the Company. He graduated from the Faculty of Radio Electronics at Peking University in the People's Republic of China (the "PRC") and worked as a professor at Peking University thereafter. Prior to joining the Group in 2001, Mr. Cheung was a chairman of a company listed in the PRC, namely Founder Technology Group Corporation, and a director of a company listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), namely Founder Holdings Limited, and has work experience in international trade, finance, asset management and strategic planning. Mr. Cheung was honoured with many awards, including being selected as the young entrepreneur with outstanding contribution to China, and won the first prize of national golden award for enterprise initiators in the 4th National Technology Industrialist Award.

KUI MAN CHUN Chief Executive Officer

Mr. Kui, age 53, is the Chief Executive Officer and an Executive Director of the Company. He graduated from Peking University in the PRC with a master's degree in international relations and has over 28 years of experience in the information technology industry and investment activities. Mr. Kui is also the chairman, chief executive officer and a director of Hi Sun Limited ("HSL"), the Company's substantial shareholder. Prior to joining HSL in 2000, Mr. Kui was the president of an enterprise in the PRC. He joined the Group in 2000.

XU WENSHENG

Mr. Xu, age 51, is an Executive Director of the Company. He graduated from the Dalian University of Technology with a bachelor's degree in computer science and engineering. Mr. Xu is also a director of HSL. Prior to joining the Group in 2003, Mr. Xu was the president of a system integration company and has extensive experience in computer systems integration of the financial industry.

LI WENJIN

Mr. Li, age 56, is an Executive Director of the Company. He graduated from Peking University in the PRC with a master's degree in law. He has over 28 years of experience in investment and administrative affairs. Mr. Li is also a director of HSL. Prior to joining HSL in 1999, he had worked for several companies in the PRC and Hong Kong. He joined the Group in 2000. Mr. Li has also been appointed as an executive director of PAX Global Technology Limited, an associated corporation of the Company and a company listed on the Main Board of the Stock Exchange, since 24 February 2010.

於二零二零年三月三十日(即本年報日期),本公司董事及高級管理層之履歷詳情如下:

董事會

執行董事

張玉峰主席

張先生, 73歲, 為本公司主席兼執行董事。彼畢業於中華人民共和國(「中國」)北京大學無線電電子學系, 並於其後出任北京大學之教授。於二零零一年加入本集團前, 張先生分別為一間於中國上市公司方正科技集團股份有限公司之董事長及一間於香港聯合交易所有限公司(「聯交所」)上市公司方正控股有限公司之董事, 擁有國際貿易、金融、資產管理及策略規劃之經驗。張先生曾獲多項殊榮, 包括曾獲選為對中國具傑出貢獻之中青年企業家, 並於第四屆全國科技實業家創業獎榮獲企業創辦人金獎等。

渠萬春行政總裁

渠先生, 53歲, 為本公司行政總裁兼執行董事。彼畢業於中國北京大學, 持有國際關係學碩士學位, 在資訊科技業及投資業務方面積逾二十八年豐富經驗。渠先生亦為本公司之主要股東Hi Sun Limited(「HSL」)之主席、行政總裁兼董事。於二零零零年加入HSL前, 渠先生為國內一間企業之董事長。彼於二零零零年加入本集團。

徐文生

徐先生, 51歲, 為本公司執行董事。彼畢業於大連理工大學, 持有電腦科學及工程學士學位。徐先生亦為HSL之董事。於二零零三年加入本集團前, 徐先生為一間系統集成公司之總裁, 於金融業之電腦系統集成方面擁有豐富經驗。

李文晉

李先生, 56歲, 為本公司執行董事。彼畢業於中國北京大學, 持有法律碩士學位, 於投資及行政事務方面積逾二十八年豐富經驗。李先生亦為HSL之董事。於一九九九年加入HSL前, 彼曾任職中港兩地多間公司。彼於二零零零年加入本集團。李先生亦自二零一零年二月二十四日起獲委任為本公司之聯營公司百富環球科技有限公司(於聯交所主板上市)之執行董事。

Directors and Senior Management 董事及高級管理層

XU CHANGJUN

Mr. Xu, age 53, is an Executive Director of the Company. He graduated from Peking University in the PRC with a master's degree in international economics. Prior to joining the Group in 2001, Mr. Xu had worked for several companies in the PRC and Hong Kong. He has over 28 years of experience in corporate management of enterprises in Hong Kong and the PRC.

Independent Non-Executive Directors

TAM CHUN FAI

Mr. Tam, age 57, is an Independent Non-Executive Director of the Company. He graduated from the Hong Kong Polytechnic University with a bachelor of arts degree in accountancy. Mr. Tam is a member of Hong Kong Institute of Certified Public Accountants and a member of Chartered Financial Analyst and has over 28 years' experience in auditing, corporate advisory services as well as financial management and compliance work. Mr. Tam is currently an executive director of Beijing Enterprises Holdings Limited (a major red chip company) and an independent non-executive director of KWG Property Holding Limited, both of which are listed on the Main Board of the Stock Exchange. He joined the Group in 2004.

LEUNG WAI MAN, ROGER

Mr. Leung, age 63, is an Independent Non-Executive Director of the Company. He obtained a bachelor's degree in law and a postgraduate certificate in laws from the University of Hong Kong. He also obtained a Juris Doctor degree from the University of Western Ontario, Canada. Mr. Leung has been a practicing solicitor in Hong Kong since 1984 and is now a partner of the law firm, Messrs Foo, Leung & Yeung. He was also admitted as a solicitor in England and Wales and as a barrister, solicitor and notary public in Ontario, Canada. Mr. Leung has extensive working experience in law both in Hong Kong and in Canada. He served as a member of the Inland Revenue Board of Review from 1997 to 2005 and has been appointed as a China-appointed Attesting Officer since January 2003. Mr. Leung is currently an independent non-executive director of China Flavors and Fragrances Company Limited, a company listed on the Stock Exchange. He joined the Group in 2004.

CHANG KAI-TZUNG, RICHARD

Mr. Chang, age 65, is an Independent Non-Executive Director of the Company. Mr. Chang graduated from the University of Texas at Austin, United States of America with a bachelor's degree in Statistics and Operations Research. Mr. Chang possesses more than 24 years of experience in electronic payments industry in Southeast Asia, Japan and the Great China. Mr. Chang was the Senior Vice President, Global Clients APCEMEA of VISA Inc. ("VISA") in Singapore. He was previously VISA's Greater China General Manager, Japan General Manager, and senior country manager for Singapore, Thailand, the Philippines and Indochina. He joined the Group in 2009 as a Non-Executive Director and was re-designated as an Independent Non-Executive Director on 26 February 2016.

徐昌軍

徐先生，53歲，為本公司執行董事。彼畢業於中國北京大學，持有國際經濟學碩士學位。於二零零一年加入本集團前，徐先生曾任職中港兩地多間公司。彼於中港兩地企業之企業管理方面積逾二十八年豐富經驗。

獨立非執行董事

譚振輝

譚先生，57歲，為本公司獨立非執行董事。彼畢業於香港理工大學，持有會計學文學士學位。譚先生為香港會計師公會會員及特許金融分析師成員。彼於核數、公司顧問服務以及財務管理及守章方面積逾二十八年經驗。譚先生現為北京控股有限公司（一間大紅籌公司）之執行董事及合景泰富地產控股有限公司之獨立非執行董事，該兩間公司均於聯交所主板上市。彼於二零零四年加入本集團。

梁偉民

梁先生，63歲，為本公司獨立非執行董事。彼畢業於香港大學，取得法律學士學位及法學研究生證書。彼亦畢業於加拿大西安大略大學，取得法律博士學位。自一九八四年開始，梁先生為香港執業律師，現為傅梁楊律師行之合夥人。彼亦為英格蘭及威爾斯認可律師及加拿大安大略省之大律師、律師及公證人。梁先生分別在香港和加拿大擁有豐富法律工作經驗。一九九七年至二零零五年間，彼為稅務上訴委員會成員，並自二零零三年一月起獲委任為中國委託公證人。梁先生現為中國香精香料有限公司之獨立非執行董事，該公司於聯交所上市。彼於二零零四年加入本集團。

張楷淳

張先生，65歲，為本公司獨立非執行董事。張先生畢業於美國德克薩斯大學奧斯汀分校，持有統計及運籌學學士學位。張先生於東南亞、日本及大中華之電子支付行業積逾二十四年經驗。張先生曾出任新加坡VISA Inc.（「VISA」）於APCEMEA之全球客戶高級副總裁。彼曾出任VISA於大中華及日本之總經理；以及VISA於新加坡、泰國、菲律賓及印度支那之高級區域經理。彼於二零零九年加入本集團擔任非執行董事，並於二零一六年二月二十六日調任為獨立非執行董事。

Directors and Senior Management 董事及高級管理層

SENIOR MANAGEMENT

As at the date of this annual report, Mr. Li Huimin, Mr. Liao Lizhi, Mr. Liang Jing Jing, Mr. Zhao Yue Hui, Mr. Li Li and Ms. Hui Lok Yan were the Company's senior management.

LI HUIMIN

Mr. Li, age 40, is the president of 隨行付支付有限公司 ("VBill OPCO"). He graduated from Hubei University of Technology with a bachelor's degree in Electrical Technology. He joined the Group in 2008. He has over 13 years of experience in third-party payment industry management.

LIAO LIZHI

Mr. Liao, age 47, is the general manager of Hunan Hisun Mobile Pay IT Ltd. He graduated from Renmin University of China with a bachelor's degree in Corporate Management and received a master's degree in Business Management from Sichuan University. He joined the Group in 2005. He has over 13 years of experience in the communication industry.

LIANG JING JING

Mr. Liang, age 38, is the president of Beijing Hi Sun Advanced Business Solutions Information Technology Limited. He graduated from Central South University with a bachelor's degree in Telecommunications Engineering and received a master's degree in Engineering Project Management from Shanghai Jiao Tong University. He joined the Group in 2003. He has over 16 years of experience in the information technology industry.

ZHAO YUE HUI

Mr. Zhao, age 55, is the chief executive officer of Hangzhou PAX Electronic Technology Limited. He graduated from Zhejiang University with a bachelor's degree in engineering, and received a master's degree in engineering from Tongji University. He has over 18 years of experience in corporate management. He joined the Group in 2000.

LI LI

Mr. Li, age 44, is the president of Mega Hunt Microelectronics Limited. He graduated from Tsinghua University with a bachelor's degree in engineering and a master's degree in engineering. He also received a degree of Executive Master of Business Administration from China Europe International Business School. He joined the Group in 2010. He has over 22 years of experience in the integrated circuit design industry.

HUI LOK YAN

Ms. Hui, age 41, is the Group Financial Controller and Joint Company Secretary of the Company. She graduated from the Chinese University of Hong Kong with a bachelor's degree in Business Administration. Ms. Hui is currently a certified public accountant of the Hong Kong Institute of Certified Public Accountants. Prior to joining the Group in 2007, she was a manager of an international public accountancy firm.

高級管理層

於本年報日期，黎會敏先生、廖理志先生、梁晶晶先生、趙悅輝先生、李立先生及許諾恩女士均為本公司高級管理層。

黎會敏

黎先生，40歲，為隨行付支付有限公司（「隨行付」）總裁。彼畢業於湖北工業大學，持有電氣技術學士學位。彼於二零零八年加入本集團。彼於第三方支付行業管理方面積逾十三年經驗。

廖理志

廖先生，47歲，為湖南高陽通聯信息技術有限公司總經理。彼畢業於中國人民大學，持有企業管理學士學位，並獲四川大學授予工商管理碩士學位。彼於二零零五年加入本集團。彼於通信行業方面積逾十三年經驗。

梁晶晶

梁先生，38歲，為北京高陽金信信息技術有限公司總裁。彼畢業於中南大學，持有通信工程學士學位，並獲上海交通大學授予工程項目管理碩士學位。彼於二零零三年加入本集團。彼於信息技術行業方面積逾十六年經驗。

趙悅輝

趙先生，55歲，為杭州百富電子技術有限公司行政總裁。彼畢業於浙江大學，持有工學學士學位，並獲授同濟大學工學碩士學位。彼於企業管理方面積逾十八年經驗。彼於二零零零年加入本集團。

李立

李先生，44歲，為兆訊恒達微電子技術（北京）有限公司總裁。彼畢業於清華大學，持有工學學士學位和工學碩士學位，並獲得中歐國際工商學院高級管理層工商管理碩士學位。彼於二零一零年加入本集團。彼於集成電路設計行業積逾二十二年經驗。

許諾恩

許女士，41歲，為本公司之集團財務總監兼聯席公司秘書。彼畢業於香港中文大學，持有工商管理學士學位。許女士現為香港會計師公會執業會計師。於二零零七年加入本集團前，彼為一間國際執業會計師行之經理。

Letter from the Board 董事會函件

Dear Shareholders,

During Year 2019, consolidated revenue amounted to HK\$5,576.0 million, as compared to HK\$4,662.0 million in Year 2018. Such increase was mainly contributed by the transaction volume growth of the payment processing solutions segment as compared to last year. Segmental operating profit totaled HK\$661.0 million, 90% up compared to Year 2018. Increase in operating profit of the Group for Year 2019 was primarily due to (i) the absence of share option expenses of approximately HK\$195.3 million recorded in Year 2018 under the payment processing solutions segment that were attributable to the share options granted by a subsidiary of the Company in Year 2018; and (ii) the increase in segmental operating profit contributed by the payment processing solutions segment in Year 2019. The Group's share of results from an associated company, PAX Global in Year 2019, increased by 22% as compared to Year 2018. Profit for the year totaled HK\$683.0 million as compared to HK\$337.3 million in Year 2018. With regard to our balance sheet, the total assets as at 31 December 2019 amounted to HK\$8,149.1 million, as compared to HK\$6,632.5 million as at 31 December 2018. Our total assets as at 31 December 2019 included short term bank deposits and cash and bank balances of HK\$4,384.2 million.

The segmental turnover for our payment processing solutions segment amounted to HK\$4,672.6 million, 25% up compared to last year. Segmental operating profit amounted to HK\$696.5 million as compared to HK\$397.0 million in Year 2018. During the year, "Tianjing"(天鏡) risk control system based on expert rules was officially put into use, and a comprehensive scan was conducted for all merchants, which optimized the risk management structure of merchants, through prioritizing quality and risks reduction. As of the end of December 2019, the number of active domestic merchants exceeded 3,500,000. On 12 November 2019, 14.01% of the issued ordinary shares ("VBill Shares") of VBill Limited ("VBill (Cayman)") (on a fully diluted basis) were allotted to ELECTRUM B.V. (the "Investor") at a subscription price of RMB588,000,000. The Directors are of the view that the subscription provides funding to our payment processing solutions segment for further business expansion, thereby reinforcing its comprehensive strength and growth potential. Besides, we believe that the segment can leverage on the experience and reputation of the Investor, whose ultimate beneficial investor is a reputable private fund, to further develop its business network and to create more business opportunities.

各位股東：

於二零一九年度，綜合收入為5,576,000,000港元，而二零一八年度則為4,662,000,000港元。有關增加主要由於與去年相比本年度的支付交易處理解決方案分類之交易量增長所致。分類經營溢利合共為661,000,000港元，較二零一八年度增加90%。本集團二零一九年度經營溢利增加主要由於：(i)缺乏二零一八年度本公司一間附屬公司於二零一八年度授出的購股權產生的支付交易處理解決方案分類項下之購股權開支約195,300,000港元；及(ii)二零一九年度支付交易處理解決方案分類貢獻的分類經營溢利有所增長所致。二零一九年度，本集團應佔一間聯營公司百富環球之業績較二零一八年度增加22%。本年度溢利合共為683,000,000港元，而二零一八年度則為337,300,000港元。就資產負債表而言，於二零一九年十二月三十一日，資產總值為8,149,100,000港元，而於二零一八年十二月三十一日則為6,632,500,000港元。我們於二零一九年十二月三十一日的資產總值包括短期銀行存款以及現金及銀行結餘4,384,200,000港元。

我們支付交易處理解決方案分類的分類營業額為4,672,600,000港元，較去年增加25%。分類經營溢利為696,500,000港元，而二零一八年度則為397,000,000港元。基於專家規則的「天鏡」風控系統本年度正式投入使用，並對全量商戶進行了一次全面掃描，透過優先考慮質量及降低風險，優化了商戶風險管理結構。截止二零一九年十二月底，國內活躍商戶總數超過3,500,000戶。二零一九年十一月十二日，ELECTRUM B.V.（「投資者」）在充分稀釋的基礎上按認購價人民幣588,000,000元獲配發VBill Limited（「VBill (Cayman)」）已發行普通股14.01%（「VBill股份」）。董事認為，認購事項為我們的支付交易處理解決方案分類業務的進一步擴展提供資金，鞏固其綜合實力及增長潛力。此外，我們認為該分類可利用投資者（其最終實益投資者為一家享譽盛名的私募基金）的經驗及聲譽進一步發展其業務網絡及創造日後融資機會。

Letter from the Board

董事會函件

The rest of our four segments were generating relatively stable turnover to the Group during the year. The decline in segmental operating profit from financial solutions segment was mainly due to an increase in staff cost for increased headcount as compared to the preceding year. The decline in segmental operating profit from information security chips and solutions was attributable to the share option expenses of approximately HK\$30.3 million on share options granted by a subsidiary of the Company in 2019. To leverage on our strengths in the traditional market, we will continue to invest in and target new opportunities for product innovation and business development in the areas of e-commerce, payment and internet finance.

EFFECT OF COVID-19

In view of the outbreak of the novel coronavirus disease 2019 (COVID-19) (the “epidemic”) in Mainland China since January 2020, the Group has adopted various prevention and control measures in accordance with the relevant national and local regulations on epidemic prevention and control to comply with the national epidemic prevention policies. The Group is closely monitoring the market situation and continuously evaluating the impact of the epidemic on the Group’s operation and financial performance. We observed a lower than usual transaction volume being processed through its payment processing solutions segment in January and February 2020, excluding the probable seasonal fluctuations due to the Lunar New Year holidays, the decline in transaction volume could have been caused by a decline in consumer consumption of goods and services in the face of the epidemic. Given the uncertainties as to the development and duration of the current epidemic situation, it is difficult to predict the extent to which the business of the Group may be affected. Up to the date of this report, the assessment is still in progress. In the light of the current situation, the local consumption market and hence the payment processing industry, as well as the Group’s financial performance will inevitably be affected by the epidemic in the first half of 2020. Nevertheless, we believe that the current adversity will eventually be overcome with the joint efforts of our staff.

年內，我們餘下四個分類為本集團帶來相對穩定營業額。金融解決方案分類之分類經營溢利減少乃主要由於與去年相比本年度的人數增加導致員工成本增加所致。信息安全芯片及解決方案之分類經營溢利減少乃歸因於就本公司一間附屬公司於二零一九年所授出購股權產生購股權開支約30,300,000港元所致。為利用傳統市場之優勢，我們將繼續探索電商、支付及互聯網金融等領域的新產品創新和業務發展機會。

新型冠狀病毒肺炎的影響

鑒於自二零二零年一月以來中國大陸爆發新型冠狀病毒肺炎2019 (COVID-19) (「該傳染病」)，本集團已根據國家及地方有關該傳染病防控的相關法規採取多項防控措施，以遵守國家傳染病防控政策。本集團密切監察市場狀況並持續評估該傳染病對本集團經營及財務表現的影響。本集團觀察到於二零二零年一月及二月，透過本集團支付交易處理解決方案分類處理的交易量低於平常，撇除農曆新年假期可能引起的季節性波動的影響，交易量的下跌有可能是因該傳染病爆發導致消費者的商品及服務消費下降。鑑於目前該傳染病發展的不確定性，目前很難預測該等情況的持續時間以及對本集團業務的影響程度。截至本報告日期，評估仍在進行中。鑒於當前狀況，於二零二零年上半年，地區消費市場及支付交易處理行業以及本集團的財務表現將不可避免地受該傳染病的影響。然而，我們相信在全體員工的共同努力下最終將能克服當前不利狀況。



Letter from the Board 董事會函件

Combined with our strong financial position, management will remain focused on financial and operation disciplines and take hold of the various opportunities for the Group's business growth in Year 2020. On behalf of the Board, we would like to take this opportunity to express our utmost gratitude to our customers, bankers, suppliers, business associates and most valued shareholders for their continuous trust and support to the Group.

On behalf of the Board

Cheung Yuk Fung
Chairman

Hong Kong, 30 March 2020

結合我們穩健的財務狀況，管理層將繼續集中於金融及營運方面，並為本集團於二零二零年度之業務增長抓緊各種機遇。本人謹此代表董事會衷心感謝各客戶、銀行、供應商、業務夥伴及最尊貴之股東對本集團一直信賴及支持。

代表董事會

主席
張玉峰

香港，二零二零年三月三十日

Management Discussion and Analysis 管理層之討論與分析

BUSINESS PERFORMANCE AND BUSINESS OUTLOOK

Review of business performance of the Group during the Reporting Year and the Group's business outlook are disclosed in the section headed "Business Review" of the Report of the Directors in this Annual Report.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2019, the Group reported total assets of HK\$8,149.1 million (2018: HK\$6,632.5 million), which were financed by total liabilities of HK\$2,870.6 million (2018: HK\$2,061.2 million) and total equity of HK\$5,278.5 million (2018: HK\$4,571.3 million). The net asset value was HK\$5,278.5 million (2018: HK\$4,571.3 million). Net assets per share amounted to HK\$1.901 as at 31 December 2019 as compared to HK\$1.646 per share as at 31 December 2018.

As at 31 December 2019, the Group had cash and bank balances of HK\$4,384.1 million (2018: HK\$2,681.5 million) and short-term borrowing of HK\$5.6 million (2018: HK\$10.2 million). The net cash position as at 31 December 2019 was HK\$4,378.5 million as compared to HK\$2,671.3 million as at 31 December 2018. The gearing ratio is calculated as total debt divided by total capital, while total debt includes borrowing, lease liabilities and written put option liability of the Group. The gearing ratio was 12.4% (2018: 0.2%). The gearing ratio is considered healthy and suitable for the continuing growth of the Group's business.

CAPITAL STRUCTURE AND DETAILS OF CHARGES

As at 31 December 2019, the Group had bank borrowing of HK\$5.6 million (2018: HK\$10.2 million) and banking facilities of approximately HK\$17.8 million (2018: HK\$18.2 million). The bank borrowing was charged at an interest rate of 4.57% per annum (2018: 5.24%). As at 31 December 2019, the bank borrowing and banking facilities were secured by the leasehold land and buildings of a subsidiary of the Company, with a net carrying amount of HK\$2.7 million (2018: HK\$2.9 million) and HK\$6.4 million (2018: HK\$7.5 million), respectively.

Approximately HK\$3,002.7 million, HK\$265.6 million, HK\$997.0 million, HK\$116.2 million and HK\$2.6 million of the Group's cash balances were denominated in Renminbi, Hong Kong Dollar, US Dollar, Japanese Yen and Macanese Pataca ("MOP") respectively as at 31 December 2019.

業務表現及業務展望

本集團於報告年度業務表現之回顧及本集團之業務展望於本年報之董事會報告「業務回顧」一節披露。

流動資金及財務資源

於二零一九年十二月三十一日，本集團錄得資產總值8,149,100,000港元（二零一八年：6,632,500,000港元），相應負債總額為2,870,600,000港元（二零一八年：2,061,200,000港元）及權益總額為5,278,500,000港元（二零一八年：4,571,300,000港元）。資產淨值則為5,278,500,000港元（二零一八年：4,571,300,000港元）。於二零一九年十二月三十一日，每股資產淨值為1.901港元，而於二零一八年十二月三十一日則為每股1.646港元。

於二零一九年十二月三十一日，本集團有現金及銀行結餘4,384,100,000港元（二零一八年：2,681,500,000港元）及短期借款5,600,000港元（二零一八年：10,200,000港元）。於二零一九年十二月三十一日之現金淨額為4,378,500,000港元，而於二零一八年十二月三十一日則為2,671,300,000港元。資本負債比率是按負債總額除以總資本計算，而負債總額包括本集團之借款、租賃負債及賣出認沽期權負債。資本負債比率為12.4%（二零一八年：0.2%）。資本負債比率被視為穩健，並適合本集團業務持續發展。

資本架構及抵押詳情

於二零一九年十二月三十一日，本集團有銀行借款5,600,000港元（二零一八年：10,200,000港元）及銀行融資約17,800,000港元（二零一八年：18,200,000港元）。銀行借款乃按年利率4.57%計息（二零一八年：5.24%）。於二零一九年十二月三十一日，銀行借款及銀行融資以本公司一間附屬公司之租賃土地及樓宇（賬面淨值分別為2,700,000港元（二零一八年：2,900,000港元）及6,400,000港元（二零一八年：7,500,000港元））作抵押。

於二零一九年十二月三十一日，本集團之現金結餘約3,002,700,000港元、265,600,000港元、997,000,000港元、116,200,000港元及2,600,000港元乃分別以人民幣、港元、美元、日圓及澳門幣（「澳門幣」）列值。

Management Discussion and Analysis 管理層之討論與分析

Approximately HK\$1,909.6 million, HK\$380.3 million, HK\$195.8 million, HK\$193.2 million and HK\$2.6 million of the Group's cash balances were denominated in Renminbi, Hong Kong Dollar, US Dollar, Japanese Yen and MOP respectively as at 31 December 2018.

SIGNIFICANT INVESTMENT

Save as disclosed in this annual report, the Group had no significant investment held as at 31 December 2019.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

Save as disclosed in this annual report, the Group did not have any material acquisition or disposal of subsidiaries during the year ended 31 December 2019.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this annual report, there was no specific plan for material investments or capital assets as at 31 December 2019.

EXCHANGE RATES EXPOSURE

The Group derives its revenue, makes purchases and incurs expenses denominated mainly in US Dollars, Renminbi and Hong Kong Dollars. Currently, the Group has not entered into any agreements or purchased any instruments to hedge the Group's exchange rate risks. Any material fluctuation in the exchange rates of Hong Kong Dollars, Renminbi or Japanese Yen may have an impact on the operating results of the Group.

CONTINGENT LIABILITIES

(A) Performance Guarantee Agreement with a customer

In 2015, the Company entered into a performance guarantee agreement with a customer (the "Performance Guarantee Agreement"). Pursuant to the Performance Guarantee Agreement, the Company agreed to provide the customer with a guarantee in relation to the due and punctual performance of a service project by a subsidiary of the Group with a surety of not more than HK\$60,000,000 and to indemnify the customer against any third-party claim of intellectual property right infringement resulting from the acts of the said subsidiary. The Performance Guarantee Agreement remained in full force and effect during the year of 2019. As at 31 December 2019, the Company did not recognise any liability in relation to the Performance Guarantee Agreement as the Directors consider the possibility of reimbursement is not probable.

於二零一八年十二月三十一日，本集團之現金結餘約1,909,600,000港元、380,300,000港元、195,800,000港元、193,200,000港元及2,600,000港元乃分別以人民幣、港元、美元、日圓及澳門幣列值。

重大投資

除本年報所披露者外，於二零一九年十二月三十一日，本集團並無持有任何重大投資。

重大收購及出售附屬公司

除本年報所披露者外，於截至二零一九年十二月三十一日止年度，本集團並無任何重大收購或出售附屬公司。

重大投資或股本資產之未來計劃

除本年報所披露者外，於二零一九年十二月三十一日，本集團並無就重大投資或股本資產制定任何具體計劃。

匯率風險

本集團產生之收入、所作採購及支付之費用主要以美元、人民幣及港元列值。目前，本集團並無訂立任何協議或購買任何工具以對沖本集團之匯率風險。倘港元、人民幣或日圓之匯率出現任何重大波動，均可能對本集團之經營業績造成影響。

或然負債

(A) 與一名客戶訂立履約擔保協議

於二零一五年，本公司與一名客戶訂立履約擔保協議（「履約擔保協議」）。根據履約擔保協議，本公司同意就本集團一間附屬公司恰當及如期履行服務項目向客戶提供擔保，擔保金額不超過60,000,000港元，並同意就因上述附屬公司侵犯第三方知識產權的行為引致的索償向該客戶作出彌償。履約擔保協議於二零一九年一直保持十足效力及作用。於二零一九年十二月三十一日，本公司並無確認任何有關履約擔保協議的負債，原因乃董事認為提出索償之可能性不高。

Management Discussion and Analysis 管理層之討論與分析

(B) Guarantee Agreement with subsidiaries of the Group

In 2018, the Company entered into a guarantee agreement (“2018 Guarantee Agreement”) with two wholly-owned subsidiaries (“Subsidiary A” and “Subsidiary B”) in respect of Subsidiary A and/or Subsidiary B’s payment obligations against a named manufacturer. Pursuant to the 2018 Guarantee Agreement, the Company shall guarantee to repay the due and unsettled debts of Subsidiary A and/or Subsidiary B individually and/or collectively of up to US\$10,000,000 incurred in relation to such manufacturing orders placed by Subsidiary A and/or Subsidiary B individually and/or collectively, should any of them individually and/or collectively cease or fail to honour its payment obligations.

In respect of the further expansion of organization structure, credit limit of manufacturing orders was also placed by another wholly-owned subsidiary (“Subsidiary C”) of the Company against the aforesaid manufacturer. The Company entered into a new guarantee agreement dated 5 July 2019 (“2019 Guarantee Agreement”) with Subsidiary A, Subsidiary B and Subsidiary C. Pursuant to the 2019 Guarantee Agreement, the Company shall guarantee to repay the due and unsettled debts of Subsidiary A, Subsidiary B and/or Subsidiary C individually and/or collectively of up to US\$10,000,000 incurred in relation to such manufacturing orders placed by Subsidiary A, Subsidiary B and/or Subsidiary C individually and/or collectively, should any of them individually and/or collectively cease or fail to honour its payment obligations.

The 2018 Guarantee Agreement was terminated on 5 July 2019 and the entirety of the Company’s obligations and liability thereunder, if any, was effectively transferred to the 2019 Guarantee Agreement, subject to the terms and conditions of the 2019 Guarantee Agreement. As at 31 December 2019, the Company did not recognise any liability in relation to the 2019 Guarantee Agreement as the Directors consider the possibility of reimbursement is not probable.

Save as disclosed above, the Group had no material contingent liability as at 31 December 2019.

(B) 與本集團附屬公司訂立擔保協議

於二零一八年，本公司與兩間全資附屬公司（「附屬公司A」及「附屬公司B」）就附屬公司A及／或附屬公司B對指定製造商的付款責任訂立擔保協議（「二零一八年擔保協議」）。根據二零一八年擔保協議，倘附屬公司A及／或附屬公司B任何一方個別及／或共同停止或未能履行其付款責任，本公司將擔保償還附屬公司A及／或附屬公司B因上述製造訂單所引致而個別及／或共同結欠的到期及未償還的債務，保證金不超過10,000,000美元。

由於進一步擴展組織架構，本公司另一間全資附屬公司（「附屬公司C」）對上述製造商下發製造訂單之信貸限額。本公司與附屬公司A、附屬公司B及附屬公司C訂立日期為二零一九年七月五日之新擔保協議（「二零一九年擔保協議」）。根據二零一九年擔保協議，倘附屬公司A、附屬公司B及／或附屬公司C任何一方個別及／或共同停止或未能履行其付款責任，本公司將擔保償還附屬公司A、附屬公司B及／或附屬公司C個別及／或共同因上述製造訂單所引致而個別及／或共同結欠的到期及未償還的債務，保證金不超過10,000,000美元。

二零一八年擔保協議於二零一九年七月五日已告終止，而本公司於其項下之全部義務及責任（如有）已有效撥入二零一九年擔保協議，並受限於二零一九年擔保協議之條款及條件。於二零一九年十二月三十一日，本公司並無確認與二零一九年擔保協議有關的任何負債，原因乃董事認為提出索償之可能性不高。

除上文所披露者外，於二零一九年十二月三十一日，本集團並無任何重大或然負債。

Management Discussion and Analysis

管理層之討論與分析

EMPLOYEES

The total number of employees of the Group as at 31 December 2019 was 2,857. The breakdown of employees by division is as follows:

Payment processing solutions	支付交易處理解決方案	1,057
Information security chips and solutions	信息安全芯片及解決方案	92
Platform operation solutions	平台運營解決方案	795
Financial solutions	金融解決方案	657
Electronic power meters and solutions	電能計量產品及解決方案	205
Others	其他	12
Corporate office	總部	39
		2,857

僱員

本集團於二零一九年十二月三十一日之僱員總數為2,857人。僱員按部門細分如下：

The Group ensures that its employees' remuneration packages are comprehensive and competitive. Employees are remunerated with fixed monthly income plus annual performance related bonuses. The Group also operates certain share option schemes for the purpose of attracting, retaining and motivating the employees, details are set out in the Share Capital and Share Options section of the Report of the Directors. The Group also sponsors selected employees to attend external training courses that suit the needs of the Group's businesses.

本集團確保其僱員薪酬待遇全面且具有競爭力。僱員之薪酬包括每月固定薪金，另加與表現掛鈎之年度花紅。本集團亦設有若干購股權計劃，旨在吸引、留聘及激勵僱員，有關詳情載於董事會報告之股本及購股權一節。本集團亦資助獲挑選之僱員參與符合本集團業務所需之外界培訓課程。

Disclaimer:

免責聲明：

Non-GAAP measures

非公認會計原則指標

Certain non-GAAP (generally accepted accounting principles) measures, such as EBITDA, are used for assessing the Group's performance. These non-GAAP measures are not expressly permitted measures under GAAP in Hong Kong and may not be comparable to similarly titled measures for other companies. Accordingly, such non-GAAP measures should not be considered as an alternative to operating income as an indicator of the operating performance of the Group or as an alternative to cash flows from operating activities as a measure of liquidity. The use of non-GAAP measures is provided solely to enhance the overall understanding of the Group's current financial performance. Additionally, as the Group has historically reported certain non-GAAP results to investors, the Group considers the inclusion of non-GAAP measures provides consistency in our financial reporting.

若干非公認會計原則指標乃用於評估本集團之表現，例如EBITDA。該等非公認會計原則指標並非香港公認會計原則明確認可之指標，故未必可與其他公司之同類指標作比較。因此，該等非公認會計原則指標不應視作經營收入（作為本集團經營表現指標）之替補或經營活動現金流量（作為衡量流動資金之指標）之替補。提供採用非公認會計原則指標純粹為加強對本集團現時財務表現之整體理解。此外，由於本集團以往曾向投資者報告若干採用非公認會計原則計算之業績，因此本集團認為載入非公認會計原則指標可令本集團之財務申報保持一致性。

Report of the Directors 董事會報告

The Directors submit their report together with the audited financial statements for the year ended 31 December 2019.

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The principal activities of the Group are provision of payment processing solutions, sales of information security chips and solutions, provision of platform operation solutions, provision of financial solutions and sales of electronic power meters and solutions.

An analysis of the Group's performance for the year by business and geographical segments is set out in note 6 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2019 are set out in the consolidated income statement on page 101.

The Directors do not recommend the payment of dividend for the year (2018: Nil).

RESERVES

Details of the movements in the reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity and in notes 31 and 40 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in note 15 to the consolidated financial statements.

董事會謹此提呈彼等之報告及截至二零一九年十二月三十一日止年度之經審核財務報表。

主要業務及地區業務分析

本公司之主要業務為投資控股。本集團之主要業務為提供支付交易處理解決方案、銷售信息安全芯片及解決方案、提供平台運營解決方案、提供金融解決方案以及銷售電能計量產品及解決方案。

本集團於本年度之表現按業務及地區劃分之分析載於綜合財務報表附註6。

業績及股息

本集團截至二零一九年十二月三十一日止年度之業績載於第101頁之綜合收益表。

董事並不建議派付本年度任何股息（二零一八年：無）。

儲備

年內本集團及本公司之儲備變動詳情載於綜合權益變動表及綜合財務報表附註31及40。

物業、廠房及設備

本集團物業、廠房及設備之變動詳情載於綜合財務報表附註15。



Report of the Directors 董事會報告

SHARE CAPITAL AND SHARE OPTIONS

Share Option Scheme of the Company

The Company operates a share option scheme (the “Scheme”) for the purpose of attracting, retaining and motivating talented employees for the future developments and expansion of the Group. Eligible participants (the “Participants”) of the Scheme include any full-time employees, executive and non-executive Directors of the Company or any subsidiary or associated companies. The Scheme became effective on 29 April 2011 and, unless otherwise cancelled or amended, will remain valid and effective for a period of 10 years from that date. Further details of the Scheme can be found in the circular of the Company dated 28 March 2011.

The total number of shares of the Company (the “Shares”) which may be issued upon exercise of all options to be granted under the Scheme, and any other share option schemes of the Company in issue, shall not in aggregate exceed 10% of the relevant class of securities of the Company in issue as at the date of approval of the Scheme unless the Company obtains a fresh approval from its Shareholders.

The maximum number of Shares issued and may be issued upon exercise of all exercised and outstanding options granted to each Participant shall not in aggregate exceed 1% of the relevant class of securities of the Company in issue in any 12-month period. Any further grant of options in excess of the aforesaid 1% limit shall be subject to the approval of the Shareholders of the Company with such Participant and his/her associates abstaining from voting.

As at the date of this report, 267,342,983 Shares were available for issue under the Scheme, representing 9.63% of the total number of Shares in issue.

The exercise period of the options granted is determinable by the Directors, commencing on the date of the offer of the options (the “Offer Date”) and expiring within 10 years therefrom.

There is no minimum period for which an option must be held before it can be exercised and no performance target must be achieved by the grantee before the option can be exercised.

A share option shall take effect when duly accepted by the grantee and the Company receives from the grantee a remittance of HK\$1.00 as consideration for the grant.

股本及購股權

本公司之購股權計劃

本公司設立購股權計劃(「該計劃」),旨在吸引、留聘及激勵有潛質之僱員日後發展及擴充本集團業務。該計劃之合資格參與者(「參與者」)包括本公司或其任何附屬公司或聯營公司任何全職僱員以及執行及非執行董事。該計劃於二零一一年四月二十九日生效,除另行取消或修訂外,將由該日起計10年期間仍然有效及生效。該計劃之進一步詳情可參閱本公司日期為二零一一年三月二十八日之通函。

除非本公司獲股東重新批准,否則因根據該計劃及本公司任何其他購股權計劃而將予授出之全部購股權獲行使而可予發行之本公司股份(「股份」)總數合共不得超過於批准該計劃日期之本公司已發行相關類別證券之10%。

因已授予各參與者之所有已行使及尚未行使購股權獲行使而發行及將予發行之最高股份數目合共不得超過於任何十二個月期間本公司已發行相關類別證券之1%。進一步授出之任何購股權如超越上述1%限額,須待本公司股東批准後方可作實,而該等參與者及其聯繫人須放棄投票。

於本報告日期,267,342,983股股份(相當於已發行股份總數的9.63%)根據該計劃可供發行。

已授出購股權之行使期由董事釐定,而該期間由授予購股權之日(「授予日期」)起至10年屆滿。

概無設有行使前須持有購股權之最短期限規定,且承授人於行使購股權前毋須達致任何表現目標。

承授人於正式接納購股權及本公司接獲承授人作為授出代價的1.00港元之匯款時,有關購股權將會生效。

Report of the Directors 董事會報告

The exercise price of an option shall be determined at the discretion of the Board and shall be at least the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the Offer Date, which must be a day on which the Stock Exchange is open for the business of dealing in securities ("Trading Day"); (ii) a price being the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five Trading Days immediately preceding the Offer Date; and (iii) the nominal value of a Share.

As at 1 January 2019, 31 December 2019 and up to the date of this report, there was no outstanding share option of the Company granted under the Scheme. No share option of the Company has been granted, exercised, cancelled or lapsed under the Scheme during the year ended 31 December 2019.

Share Option Scheme of VBill OPCO

VBill OPCO adopted a share option scheme ("VBill OPCO Share Option Scheme"), which complies with Chapter 17 of the Listing Rules, on 15 January 2018 which became effective on 5 February 2018. The purpose of the VBill OPCO Share Option Scheme is to enable VBill OPCO to grant options of equity interest of VBill OPCO ("VBill OPCO Options") to selected participants as incentives or rewards for their contribution or potential contribution to VBill OPCO and its subsidiaries ("VBill OPCO Group"). Eligible participants of the VBill OPCO Share Option Scheme include any directors, supervisors, general managers and other employees of any member of VBill OPCO Group. Unless otherwise amended or terminated, the VBill OPCO Share Option Scheme will be effective for a period of 5 years from 5 February 2018. Further details of the VBill OPCO Share Option Scheme can be found in the circular of the Company dated 19 January 2018.

The total registered capital of VBill OPCO ("VBill OPCO Registered Capital") which may be contributed by grantees upon the exercise of all options to be granted under the VBill OPCO Share Option Scheme and any other share option schemes of VBill OPCO shall not in aggregate exceed RMB19,990,000, being 10% of the VBill OPCO Registered Capital as at the date of approval of the VBill OPCO Share Option Scheme unless the Company obtains a fresh approval from the Shareholders.

購股權行使價應由董事會酌情釐定，最低行使價應為下列之最高者：(i) 授予日期當日（須為聯交所開放買賣證券之日（「交易日」））聯交所每日報價表所列股份收市價；(ii) 緊接授予日期前五個交易日聯交所每日報價表所列股份收市價之平均數；及(iii) 股份面值。

於二零一九年一月一日、二零一九年十二月三十一日以及直至本報告日期，概無本公司根據該計劃授出的未行使購股權。於截至二零一九年十二月三十一日止年度，概無本公司購股權根據該計劃授出、獲行使、註銷或失效。

隨行付之購股權計劃

於二零一八年一月十五日，隨行付採納一項購股權計劃（「隨行付購股權計劃」），其符合上市規則第17章，並於二零一八年二月五日起生效。隨行付購股權計劃旨在確保隨行付可向選定參與者授出隨行付股權之購股權（「隨行付購股權」），作為彼等對隨行付及其附屬公司（「隨行付集團」）所作貢獻或可能作出貢獻之獎勵或回報。隨行付購股權計劃之合資格參與者包括隨行付集團任何成員公司之任何董事、監事、總經理及其他僱員。除非另行修訂或終止，否則隨行付購股權計劃之有效期為於二零一八年二月五日起計五年。有關隨行付購股權計劃之進一步詳情，請參閱本公司日期為二零一八年一月十九日之通函。

承授人因根據隨行付購股權計劃及隨行付之任何其他購股權計劃授出之所有購股權獲行使而可能注入之隨行付註冊股本（「隨行付註冊股本」）總額合共不得超過人民幣19,990,000元，即於隨行付購股權計劃批准日期隨行付註冊股本之10%，除非本公司自股東取得重新批准則作別論。

Report of the Directors 董事會報告

The maximum VBill OPCO Registered Capital contributed and to be contributed upon exercise of the VBill OPCO Options granted to each participant of the VBill OPCO Share Option Scheme (including both exercised and outstanding VBill OPCO Options) in any 12-month period shall not exceed 1% of the VBill OPCO Registered Capital, unless otherwise approved by the Shareholders with such participant and his close associates (or his associates if such participant is a connected person) abstaining from voting. For VBill OPCO Options granted or to be granted to any substantial Shareholder, independent non-executive Director, or their respective associates, the said limit shall be reduced to 0.1% of the VBill OPCO Registered Capital. Any further grant of VBill OPCO Options in excess of such limit is subject to Shareholders' approval at general meeting, with the relevant participant(s) concerned and all core connected persons of the Company abstaining from voting.

The exercise period of the VBill OPCO Options granted is to be determined by the board of directors of VBill OPCO, which shall not be beyond 5 years from the date of grant.

There is no minimum period for which a VBill OPCO Option must be held nor any performance targets must be achieved by a grantee before a VBill OPCO Option can be exercised, subject to VBill OPCO's board of directors' discretion, on a case-by-case basis or generally, to impose such conditions, such as minimum performance targets and other terms as they consider appropriate.

Each grantee shall pay RMB1.00 to VBill OPCO upon acceptance of the VBill OPCO Options granted.

The subscription price payable by any grantee shall be determined by the board of directors of VBill OPCO in its absolute discretion at the time of the grant of the VBill OPCO Option, with reference to factors which may include the business performance, value of VBill OPCO Group and the grantee's individual performance, but in any event, shall not be less than the net asset value of the relevant equity interests of VBill OPCO subject to the VBill OPCO Option calculated based on the latest audited accounts of VBill OPCO.

在任何十二個月期間，因授予各隨行付購股權計劃參與者之隨行付購股權（包括已行使及尚未行使之隨行付購股權）獲行使而已注入及將予注入之最高隨行付註冊股本，不得超過隨行付註冊資本之1%，除非經股東另行批准，而該參與者及其緊密聯繫人（或倘該參與者為關連人士則其聯繫人）須放棄投票。就已或將向任何主要股東、獨立非執行董事或其各自聯繫人授出的隨行付購股權而言，上述限額會降低至隨行付註冊資本之0.1%。進一步授出之任何隨行付購股權如超越該限額，須經股東於股東大會上批准，而相關參與者及本公司所有核心關連人士須放棄投票。

所授出隨行付購股權之行使期將由隨行付之董事會釐定，行使期不得長於自授出日期起計五年。

隨行付購股權可予行使前並無任何最短持有期限，且於隨行付購股權可予行使之前承授人亦無須達到任何表現目標，惟可由隨行付之董事會按個別基準酌情或整體施加以有關條件，如最低表現目標及認為適當之其他條款。

各承授人將於接納所授出隨行付購股權後向隨行付支付人民幣1.00元。

任何承授人應付之認購價為隨行付之董事會於授出隨行付購股權時參考隨行付集團之業務表現、價值及承授人之個人表現等因素全權酌情釐定，惟於任何情況下，均不得低於按隨行付最近期經審核賬目所計算受隨行付購股權規限之隨行付相關股權之資產淨值。

Report of the Directors 董事會報告

The subscription price of VBill OPCO Options granted after the Company would have resolved to seek a separate listing of VBill OPCO on the Main Board or Growth Enterprise Market of the Stock Exchange or an overseas stock exchange and up to the listing date of VBill OPCO must be not lower than the new issue price (if any). In particular, any VBill OPCO Options that would have been granted during the period commencing six months before the lodgement of Form A1 (or its equivalent for listing on the Growth Enterprise Market of the Stock Exchange or the overseas stock exchange) up to the listing date of VBill OPCO would be subject to this requirement.

The following table sets out the movements of the VBill OPCO Options during the year ended 31 December 2019:

於本公司議決尋求隨行付於聯交所主板或GEM或海外證券交易所另行上市後直至隨行付上市日期，所授出的隨行付購股權之認購價不得低於新發行價（如有）。尤其是，於遞交A1表格（或於聯交所GEM或海外證券交易所上市之相關文件）前六個月開始直至隨行付上市日期期間內授出之任何隨行付購股權須遵守該規定。

下表載列截至二零一九年十二月三十一日止年度隨行付購股權之變動：

		Amount of VBill OPCO Registered Capital subject to the VBill OPCO Options 受隨行付購股權規限的隨行付註冊股本金額					
Grantee	Date of grant	Exercise price (for every RMB1.00 in the VBill OPCO Registered Capital) 行使價 (隨行付註冊 股本中每 人民幣1.00元) RMB 人民幣	Outstanding as at 1 January 2019 於二零一九年 一月一日 未獲行使 RMB 人民幣	Granted during the year 年內授出	Exercised during the year 年內獲行使	Lapsed/ cancelled during the year 年內註銷/ 失效	Outstanding as at 31 December 2019 於二零一九年 十二月三十一日 未獲行使 RMB 人民幣
Mr. Shen Zheng ("Mr. Shen") 申政先生(「申先生」)	5 February 2018 二零一八年二月五日	12.51	13,629,500	-	-	-	13,629,500
Mr. Li Huimin ("Mr. Li") 黎會敏先生(「黎先生」)	5 February 2018 二零一八年二月五日	12.51	6,814,750	-	-	-	6,814,750
Mr. Guo Yi ("Mr. Guo") 郭誼先生(「郭先生」)	5 February 2018 二零一八年二月五日	12.51	6,814,750	-	-	-	6,814,750
		<i>Total:</i> 總計:	27,259,000	-	-	-	27,259,000

Report of the Directors 董事會報告

Mr. Shen is a director and the chairman of the board of VBill OPCO and a director of certain members of the VBill OPCO Group. Mr. Li is the chief executive officer of VBill OPCO and the supervisor of a member of the VBill OPCO Group. Mr. Guo is the senior vice president of VBill OPCO.

The grantees may exercise their VBill OPCO Options within three years from the date on which the VBill OPCO Share Option Scheme took effect (i.e. 5 February 2018).

As at the date of this report, VBill OPCO Options in the amount of RMB27,259,000 remain outstanding, representing 12% of the enlarged VBill OPCO Registered Capital.

Share Option Scheme of Megahunt

Mega Hunt Microelectronics (Beijing) Limited (“Megahunt”), an indirect wholly-owned subsidiary of the Company, adopted a share option scheme (“Megahunt Share Option Scheme”), which complies with Chapter 17 of the Listing Rules, on 4 July 2018 which became effective on 10 August 2018. Certain terms of the Megahunt Share Options Scheme were amended by the Shareholders at general meeting held on 27 June 2019, details of which are set out in the circular of the Company dated 6 June 2019. The purpose of the Megahunt Share Option Scheme (as amended) is to enable Megahunt to grant options of equity interest of Megahunt (“Megahunt Options”) to selected participants as incentives or rewards for their contribution or potential contribution to Megahunt and to provide the selected participants with the opportunity to acquire proprietary interests in Megahunt and to encourage them to work towards enhancing the value of equity interests in Megahunt for the benefit of Megahunt and its shareholder(s) as a whole. Eligible participants of the Megahunt Share Option Scheme include the directors or senior management of the Company, Megahunt or its subsidiaries. Unless otherwise amended or terminated, the Megahunt Share Option Scheme will be effective for a period of 5 years from 10 August 2018.

The total registered capital of Megahunt (“Megahunt Registered Capital”) which may be contributed by the grantees upon exercise of all Megahunt Options to be granted under the Megahunt Share Option Scheme and any other share option schemes of Megahunt shall not exceed HK\$1,500,000, being 10% of the Megahunt Registered Capital as at the date of approval of the Megahunt Share Option Scheme, unless the Company obtains a fresh approval from the Shareholders.

申先生為隨行付之董事兼董事會主席以及隨行付集團若干成員公司之董事。黎先生為隨行付之行政總裁及隨行付集團一間成員公司之監事。郭先生為隨行付之高級副總裁。

於隨行付購股權計劃生效日期(即二零一八年二月五日)起計的三年內, 承授人可行使彼等之隨行付購股權。

於本報告日期, 金額為人民幣27,259,000元的隨行付購股權仍未行使, 相當於經擴大隨行付註冊股本的12%。

兆訊恒達購股權計劃

於二零一八年七月四日, 本公司其中一間間接全資附屬公司兆訊恒達微電子技術(北京)有限公司(「兆訊恒達」)採納一項購股權計劃(「兆訊恒達購股權計劃」), 其符合上市規則第17章, 並於二零一八年八月十日生效。股東於二零一九年六月二十七日舉行的股東大會上修訂兆訊恒達購股權計劃的若干條款, 其詳情載於本公司日期為二零一九年六月六日的通函。兆訊恒達購股權計劃(經修訂)旨在確保兆訊恒達可向選定參與者授出兆訊恒達股權之購股權(「兆訊恒達購股權」), 作為彼等對兆訊恒達所作貢獻或可能作出貢獻之獎勵或回報, 並將向選定參與者提供認購兆訊恒達之專屬權益之機會, 並鼓勵彼等為兆訊恒達及其股東之整體利益而努力提升兆訊恒達之股權價值。兆訊恒達購股權計劃之合資格參與者包括本公司、兆訊恒達或其附屬公司之董事或高級管理層。除非另行修訂或終止, 否則兆訊恒達購股權計劃的有效期限將由二零一八年八月十日起計五年。

承授人因根據兆訊恒達購股權計劃及兆訊恒達之任何其他購股權計劃將予授出之所有兆訊恒達購股權獲行使而可能注入之兆訊恒達註冊股本(「兆訊恒達註冊股本」)總額不得超過1,500,000港元, 即批准兆訊恒達購股權計劃日期兆訊恒達註冊股本之10%, 除非本公司自股東取得重新批准則作別論。

Report of the Directors 董事會報告

The maximum Megahunt Registered Capital contributed and to be contributed upon exercise of the Megahunt Options granted to each participant of the Megahunt Share Option Scheme (including both exercised and outstanding Megahunt Options) in any 12-month period shall not exceed 1% of the Megahunt Registered Capital, unless otherwise approved by the Shareholders with such participant and his close associates (or his associates if such participant is a connected person) abstaining from voting. For options granted or to be granted to a substantial Shareholder, an independent non-executive Director, or any of their respective associates, the said limit is reduced to 0.1% of the Megahunt Registered Capital. Any further grant of options in excess of such limit is subject to Shareholders' approval at general meeting, with the participant concerned and all core connected persons of the Company abstain from voting.

The exercise period of the Megahunt Options shall be determined by the board of directors of Megahunt at the time of making the offer of the Megahunt Options and in any event shall not be beyond 10 years from the relevant date of grant.

Although it is not a general requirement under the terms of Megahunt Share Option Scheme for any minimum period for which any Megahunt Option must be held or any performance targets which must be achieved before any Megahunt Option granted can be exercised, the board of directors of Megahunt has discretion on a case-by-case basis or generally to impose such conditions, including (i) minimum periods for which the Megahunt Option must be held; and/or (ii) minimum performance targets that must be reached before the Megahunt Options can be exercised in whole or in part; and/or (iii) such other terms as may be imposed at the discretion of the board of directors of Megahunt on the Megahunt Options where appropriate.

Each grantee shall pay HK\$1.00 to Megahunt upon acceptance of the Megahunt Options granted.

The subscription price payable by any grantee shall be a price to be determined by the board of directors of Megahunt in its absolute discretion at the time of the grant of the relevant Megahunt Options with reference to factors which may include the business performance, value of Megahunt and performance of the individual grantee.

於任何12個月期間向兆訊恒達購股權計劃各參與者授出的兆訊恒達購股權(包括已行使及尚未行使兆訊恒達購股權)獲行使後已或將注入之最高兆訊恒達註冊股本不得超過兆訊恒達註冊股本之1%·惟股東另有批准則除外·有關參與者及其緊密聯繫人(或其聯繫人(如該參與者為關連人士))須放棄投票。就已或將向主要股東、獨立非執行董事或其各自任何聯繫人授出的購股權而言·上述限額會降低至兆訊恒達註冊股本之0.1%。任何進一步授出超過該限額的購股權須經股東於股東大會上批准·而有關參與者及本公司所有核心關連人士須放棄投票。

兆訊恒達購股權之行使期將由兆訊恒達董事會於作出兆訊恒達購股權要約時釐定·惟無論如何不得長於自相關授出日期起10年。

雖然兆訊恒達購股權計劃之條款項下並無有關持有任何兆訊恒達購股權的任何最短期限或於行使任何已授出兆訊恒達購股權之前須達到的任何表現目標之一般規定·但兆訊恒達董事會可按個別基準酌情或整體施加有關條件·該等條件包括(i)須持有兆訊恒達購股權的最短期限;及/或(ii)行使全部或部分兆訊恒達購股權之前須達致之最低表現目標;及/或(iii)兆訊恒達董事會可於適當時酌情對兆訊恒達購股權施加的有關其他條款。

各承授人將於接納所授出兆訊恒達購股權後向兆訊恒達支付1.00港元。

任何承授人應付之認購價為兆訊恒達董事會於授出有關兆訊恒達購股權時參考兆訊恒達之業務表現、價值及個別承授人之表現等因素全權酌情釐定之價格。

Report of the Directors 董事會報告

The subscription price of Megahunt Options granted after the Company would have resolved to seek a separate listing of Megahunt on the Main Board or Growth Enterprise Market of the Stock Exchange or an overseas stock exchange and up to the listing date of Megahunt must be not lower than the new issue price (if any). In particular, any Megahunt Options that would have been granted during the period commencing six months before the lodgement of Form A1 (or its equivalent for listing on the Growth Enterprise Market of the Stock Exchange or the overseas stock exchange) up to the listing date of Megahunt would be subject to this requirement.

於本公司議決尋求兆訊恒達於聯交所主板或GEM或海外證券交易所另行上市後直至兆訊恒達上市日期，所授出的兆訊恒達購股權之認購價不得低於新發行價(如有)。尤其是，於遞交A1表格(或於聯交所GEM或海外證券交易所上市之相關文件)前六個月開始直至兆訊恒達上市日期期間內授出之任何兆訊恒達購股權須遵守該規定。

The following table sets out the movements of the Megahunt Options during the year ended 31 December 2019:

下表載列截至二零一九年十二月三十一日止年度兆訊恒達購股權之變動：

Amount of Megahunt Registered Capital subject to the Megahunt Options
受兆訊恒達購股權規限的兆訊恒達註冊股本金額

Grantee	Date of grant	Exercise price (for every HK\$1.00 in the Megahunt Registered Capital) 行使價 (兆訊恒達 註冊股本中 每1.00港元)	Outstanding as at 1 January 2019 於二零一九年 一月一日 未獲行使	Granted during the year 年內授出	Exercised during the year 年內獲行使	Cancelled during the year 年內註銷	Lapsed during the year 年內失效	Outstanding as at 31 December 2019 於二零一九年 十二月 三十一日 未獲行使
Mr. Li Li ("Mr. Li") 李立先生(「李先生」)	10 August 2018 二零一八年八月十日	13.33	1,800,000	-	-	(1,800,000)	-	-
	27 June 2019 二零一九年六月二十七日	11.46	-	1,800,000	(1,800,000)	-	-	-
Mr. Liu Zhan-li ("Mr. Liu") 劉占利先生(「劉先生」)	10 August 2018 二零一八年八月十日	13.33	525,000	-	-	(525,000)	-	-
	27 June 2019 二零一九年六月二十七日	11.46	-	525,000	(525,000)	-	-	-
Mr. Yang Lei ("Mr. Yang") 楊磊先生(「楊先生」)	10 August 2018 二零一八年八月十日	13.33	525,000	-	-	(525,000)	-	-
	27 June 2019 二零一九年六月二十七日	11.46	-	525,000	(525,000)	-	-	-
Ms. Song Jie ("Ms. Song") 宋劼女士(「宋女士」)	10 August 2018 二零一八年八月十日	13.33	150,000	-	-	(150,000)	-	-
	27 June 2019 二零一九年六月二十七日	11.46	-	75,000	(75,000)	-	-	-
Mr. Xu Changjun ("Mr. Xu CJ") 徐昌軍先生(「徐昌軍先生」)	27 June 2019 二零一九年六月二十七日	11.46	-	675,000	(675,000)	-	-	-
Mr. Xu Wensheng ("Mr. Xu WS") 徐文生先生(「徐文生先生」)	27 June 2019 二零一九年六月二十七日	11.46	-	750,000	(750,000)	-	-	-
Ms. Hui Lok Yan ("Ms. Hui") 許諾恩女士(「許女士」)	27 June 2019 二零一九年六月二十七日	11.46	-	150,000	(150,000)	-	-	-
<i>Total:</i> 總計:			3,000,000	4,500,000	(4,500,000)	(3,000,000)	-	-

Report of the Directors 董事會報告

Mr. Li is a director, legal representative and general manager of Megahunt. Mr. Liu is the technology director of Megahunt. Mr. Xu CJ is an executive director of the Company. Mr. Xu WS is an executive director of the Company. Mr. Yang is the deputy general manager of Megahunt. Ms. Hui is the group financial controller and joint company secretary of the Company, and director of certain subsidiaries of the Company. Ms. Song is a director and financial controller of Megahunt.

On 30 December 2019, the Shareholders approved certain amendments to the terms of the Megahunt Options granted on 3 June 2019 under the Megahunt Share Options Scheme (as amended), details of which are set out in the circular of the Company dated 10 December 2019.

Such Megahunt Options, as amended, became no longer subject to any vesting restriction and the Grantees could exercise all of the Megahunt Options within the exercise period, which ends on (i) the tenth anniversary from the date of grant; or (ii) the date on which such Megahunt Options cease to be valid, whichever is earlier.

Please refer to note 30 to the consolidated financial statements for the weighted average fair value of Megahunt Options granted during the year ended 31 December 2019.

As at 31 December 2019 and as at the date of this report, no Megahunt Option remained outstanding.

DISTRIBUTABLE RESERVES

As at 31 December 2019, the Company's reserves available for distribution to shareholders as calculated under the Companies Act 1981 of Bermuda (as amended) had a deficit of HK\$11,207,000 (2018: reserve of HK\$27,188,000). The Company's share premium account, in the amount of HK\$1,290,857,000 (2018: HK\$1,290,857,000) may be distributed in the form of fully paid bonus shares.

PRE-EMPTIVE RIGHTS

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

FIVE YEARS FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 236.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any Shares of the Company during the year ended 31 December 2019.

李先生為兆訊恒達之董事、法定代表人及總經理。劉先生為兆訊恒達之技術總監。徐昌軍先生為本公司之執行董事。徐文生先生為本公司之執行董事。楊先生為兆訊恒達之副總經理。許女士為本公司之集團財務總監兼聯席公司秘書，及本公司若干附屬公司之董事。宋女士為兆訊恒達之董事及財務總監。

於二零一九年十二月三十日，股東根據兆訊恒達購股權計劃（經修訂）批准對於二零一九年六月三日授出的兆訊恒達購股權的條款所作的若干修訂，其詳情載於本公司日期為二零一九年十二月十日的通函。

有關兆訊恒達購股權（經修訂）將不再受任何歸屬限制且承授人可於行使期內行使所有兆訊恒達購股權，行使期於(i)自授出日期起計第十週年當日；或(ii)該等兆訊恒達購股權失效當日（以較早者為準）屆滿。

有關截至二零一九年十二月三十一日止年度授出的兆訊恒達購股權之加權平均公平值，請參閱綜合財務報表附註30。

於二零一九年十二月三十一日及本報告日期，並無尚未行使的兆訊恒達購股權。

可供分派儲備

根據百慕達一九八一年公司法（經修訂）計算，本公司於二零一九年十二月三十一日有11,207,000港元的虧絀（二零一八年：儲備27,188,000港元）之儲備可供分派予股東。本公司可以繳足紅股方式分派股份溢價賬中為數1,290,857,000港元（二零一八年：1,290,857,000港元）之款項。

優先認股權

本公司之公司細則或百慕達法律並無有關優先認股權之條文規定，強制本公司須向現有股東按比例發售新股份。

五年財務概要

本集團於過去五個財政年度之業績及資產與負債概要載於第236頁。

購買、出售或贖回證券

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股份。

Report of the Directors

董事會報告

BUSINESS REVIEW

CONDENSED SEGMENT RESULTS ANALYSIS

業務回顧

簡明分類業績分析

		Note 附註	Turnover 營業額		EBITDA [†] EBITDA [†]	
			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
Payment processing solutions	支付交易處理解決方案	1	4,672,640	3,744,922	1,160,533	884,448
Information security chips and solutions	信息安全芯片及解決方案	2	290,010	291,567	29,639	26,475
Platform operation solutions	平台運營解決方案	3	196,302	209,636	(11,672)	(24,148)
Financial solutions	金融解決方案	4	302,223	311,549	(6,081)	12,054
Electronic power meters and solutions	電能計量產品及解決方案	5	116,277	105,347	(12,232)	(23,920)
Others	其他		-	-	(11,461)	(12,262)
Segmental results	分類業績		5,577,452	4,663,021	1,148,726	862,647
Less: Inter-segment turnover	減: 分類間營業額		(1,471)	(1,067)	-	-
Total	合計		5,575,981	4,661,954	1,148,726	862,647
Depreciation	折舊				(384,834)	(297,496)
Amortisation	攤銷				(112)	(434)
Write off of property, plant and equipment	撇銷物業、廠房及設備	C			(94,701)	-
Fair value gains/(losses) on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之 公平值收益/(虧損)	B			22,215	(16,273)
Employees' incentive programmes of subsidiaries	附屬公司之僱員獎勵計劃	C			(30,303)	(201,447)
Segmental operating profit	分類經營溢利				660,991	346,997
Unallocated other income	未分配其他收入				8,624	5,145
Unallocated corporate expenses	未分配企業開支				(91,442)	(93,641)
Operating profit	經營溢利				578,173	258,501

CONDENSED CONSOLIDATED INCOME STATEMENT

簡明綜合收益表

		Note 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	A	5,575,981	4,661,954
Cost of sales	銷售成本	C	(4,254,553)	(3,404,203)
Gross profit	毛利		1,321,428	1,257,751
Other income	其他收入	B	116,842	43,894
Other gains/(losses), net	其他收益/(虧損)淨額	B	22,040	(16,922)
Selling expenses	銷售開支	C	(82,266)	(96,829)
Administrative expenses	行政費用	C	(720,768)	(687,992)
Employees' incentive programmes of subsidiaries	附屬公司之僱員獎勵計劃	C	(30,303)	(201,447)
Credit impairment loss	信貸減值虧損	C	(48,800)	(39,954)
Operating profit	經營溢利		578,173	258,501
Finance costs	融資成本		(10,245)	(89)
Share of results of investments accounted for using the equity method	應佔以權益法入賬之投資之業績	D	208,695	171,753
Profit before income tax	除所得稅前溢利		776,623	430,165
Income tax expense	所得稅開支		(93,656)	(92,875)
Profit for the year	年內溢利		682,967	337,290
Profit attributable to:	應佔溢利:			
- Owners of the Company	- 本公司擁有人		569,111	278,175
- Non-controlling interests	- 非控股權益		113,856	59,115
			682,967	337,290
Earnings per share for profit attributable to the owners of the Company:	本公司擁有人應佔 溢利之每股盈利:		HK\$ per share 每股港元	HK\$ per share 每股港元
Basic	基本		0.205	0.100
Diluted	攤薄		0.190	0.095

[†] Represents earnings/(losses) before interest expenses, taxes, depreciation and amortisation, and excludes write off of property, plant and equipment, fair value gains/(losses) on financial assets at fair value through profit or loss and employees' incentive programmes of subsidiaries.

[†] 指未計利息支出、稅項、折舊及攤銷前盈利/(虧損)，及不包括撇銷物業、廠房及設備、按公平值計入損益之金融資產之公平值收益/(虧損)及附屬公司之僱員獎勵計劃。

Report of the Directors

董事會報告

CONDENSED CONSOLIDATED BALANCE SHEET

簡明綜合資產負債表

		As at 31 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
	Note 附註		
ASSETS	資產		
Investment properties and property, plant and equipment	投資物業及物業、廠房及設備	E 385,834	716,768
Leasehold land	租賃土地	-	30,490
Right-of-use assets	使用權資產	F 88,501	-
Intangible assets	無形資產	2,065	1,884
Deferred income tax assets	遞延所得稅資產	119	-
Investments accounted for using the equity method	以權益法入賬之投資	G 2,106,737	1,931,188
Financial asset at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產	-	895
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	H 289,918	273,745
Inventories	存貨	I 95,651	162,275
Trade and bills receivables	應收賬款及應收票據	J 212,174	149,178
Other financial assets at amortised cost and other current assets	按攤銷成本計量之其他金融資產及其他流動資產	J 168,715	131,625
Loan receivables	應收貸款	K 385,128	536,295
Amounts due from investments accounted for using the equity method	應收以權益法入賬之投資之款項	L 19,970	15,116
Current income tax recoverable	可收回即期所得稅	10,007	-
Short-term bank deposits	短期銀行存款	147	1,583
Cash and bank balances	現金及銀行結餘	M 4,384,102	2,681,475
Total assets	資產總值	8,149,068	6,632,517
EQUITY	權益		
Capital and reserves attributable to owners of the Company	本公司擁有人應佔資本及儲備		
Share capital	股本	6,942	6,942
Reserves	儲備	4,680,106	4,371,271
		4,687,048	4,378,213
Non-controlling interests	非控股權益	591,464	193,062
Total equity	權益總額	5,278,512	4,571,275
LIABILITIES	負債		
Written put option liability	賣出認沽期權負債	O 683,908	-
Deferred income tax liabilities	遞延所得稅負債	522	109
Trade and bills payables	應付賬款及應付票據	N 439,287	251,043
Payables for payment processing solutions business	支付交易處理解決方案業務之應付款項	N 599,389	266,710
Other payables and accruals	其他應付款項及應計款項	N 1,029,432	1,376,874
Amounts due to investments accounted for using the equity method	應付以權益法入賬之投資之款項	L 21,226	114,190
Current income tax liabilities	即期所得稅負債	31,905	42,069
Lease liabilities	租賃負債	F 59,310	-
Borrowing	借款	5,577	10,247
Total liabilities	負債總額	2,870,556	2,061,242
Total equity and liabilities	權益及負債總額	8,149,068	6,632,517
		HK\$ per share 每股港元	HK\$ per share 每股港元
Net assets per share	每股資產淨值	1.901	1.646

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

簡明綜合現金流量表

		For the year ended 31 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
Net cash generated from operating activities	經營活動所得現金淨額	1,254,462	698,954
Net cash used in investing activities	投資活動所用現金淨額	(805,586)	(469,991)
Net cash generated from financing activities	融資活動所得現金淨額	640,466	15,460
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	1,089,342	244,423
Cash and cash equivalents at beginning of the year	年初之現金及現金等價物	2,681,475	2,541,482
Exchange loss on cash and cash equivalents	現金及現金等價物之匯兌虧損	(58,250)	(104,430)
Cash and cash equivalents at end of the year	年末之現金及現金等價物	3,712,567	2,681,475

Report of the Directors

董事會報告

FINANCIAL REVIEW

During the year ended 31 December 2019 (“YEAR 2019”), the consolidated turnover of Hi Sun Technology (China) Limited (the “Company”) and its subsidiaries (the “Group”) amounted to HK\$5,576.0 million, representing an increase of 20% when compared with the year ended 31 December 2018 (“YEAR 2018”). Profit for the year totaled HK\$683.0 million as compared to HK\$337.3 million in YEAR 2018.

With regard to the balance sheet, the total assets as at 31 December 2019 amounted to HK\$8,149.1 million, when compared with HK\$6,632.5 million as at 31 December 2018. As at 31 December 2019, net current assets amounted to HK\$3,120.1 million, when compared with HK\$1,606.1 million as at 31 December 2018.

SEGMENT PERFORMANCE REVIEW

(1) Payment processing solutions

Key performance indicators

Turnover*	營業額*
EBITDA [‡]	EBITDA [‡]
Write off of property, plant and equipment	撇銷物業、廠房及設備
Employees' incentive programme of a subsidiary	一間附屬公司之僱員獎勵計劃
Operating profit	經營溢利

* Turnover from external customers

[‡] Represents earnings before interest expenses, taxes, depreciation and amortisation, excludes write off of property, plant and equipment and employees' incentive programme of a subsidiary

Segmental turnover amounted to HK\$4,672.6 million, as compared to HK\$3,744.9 million in YEAR 2018. By end of YEAR 2019, there were over 3,500,000 active domestic merchant and the monthly transaction volume in December 2019 exceeded RMB120 billion. Segmental operating profit amounted to HK\$696.5 million, 75% up as compared to YEAR 2018. The increase in segmental operating profit is primarily attributable to (i) the absence of share option expenses of approximately HK\$195.3 million under the payment processing solutions segment attributable to the share options granted in February 2018; and (ii) the volume growth of the payment processing solutions segment in YEAR 2019.

財務回顧

於截至二零一九年十二月三十一日止年度(「二零一九年度」),高陽科技(中國)有限公司(「本公司」)及其附屬公司(「本集團」)之綜合營業額為5,576,000,000港元,較截至二零一八年十二月三十一日止年度(「二零一八年度」)增加20%。年內溢利合共為683,000,000港元,而二零一八年度則為337,300,000港元。

就資產負債表而言,於二零一九年十二月三十一日,資產總值為8,149,100,000港元,而於二零一八年十二月三十一日則為6,632,500,000港元。於二零一九年十二月三十一日,流動資產淨值為3,120,100,000港元,而於二零一八年十二月三十一日則為1,606,100,000港元。

分類表現回顧

(1) 支付交易處理解決方案

主要表現指標

2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	Change 變動 +/-
4,672,640	3,744,922	+25%
1,160,533	884,448	+31%
94,701	–	N/A 不適用
–	195,300	N/A 不適用
696,466	397,001	+75%

* 來自外部客戶之營業額

[‡] 指未計利息支出、稅項、折舊及攤銷前盈利,不包括撇銷物業、廠房及設備以及一間附屬公司之僱員獎勵計劃

分類營業額為4,672,600,000港元,而二零一八年度為3,744,900,000港元。於二零一九年度末,活躍國內商戶數超過3,500,000戶,而於二零一九年十二月之月度交易額逾人民幣1,200億元。分類經營溢利為696,500,000港元,較二零一八年度增加75%。分類經營溢利增加乃主要歸因於(i)缺乏於二零一八年二月授出的購股權產生的支付交易處理解決方案分類項下之購股權開支約195,300,000港元;及(ii)二零一九年度支付交易處理解決方案分類銷量增長。

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(2) Information security chips and solutions

Key performance indicators

Turnover*	營業額*
EBITDA [‡]	EBITDA [‡]
Employees' incentive programme of a subsidiary	一間附屬公司之僱員獎勵計劃
Operating (loss)/profit	經營(虧損)/溢利

* Turnover from external customers

[‡] Represents earnings before interest expenses, taxes, depreciation and amortisation, and excludes employees' incentive programme of a subsidiary

During the year, segmental turnover amounted to HK\$290.0 million as compared to HK\$291.6 million in YEAR 2018. Segmental operating loss amounted to HK\$3.1 million, as compared to segmental operating profit of HK\$19.7 million in YEAR 2018. Decline in segmental operating profit was mainly due to share option expenses of approximately HK\$30.3 million under the information security chips and solutions segment attributable to the share options granted in 2019 (Please refer to the circulars of the Company dated 6 June 2019 and 10 December 2019 for further details.).

(2) 信息安全芯片及解決方案

主要表現指標

2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	Change 變動 + / (-)
290,010	291,567	-1%
29,639	26,475	+12%
30,303	6,147	+393%
(3,098)	19,699	N/A 不適用

* 來自外部客戶之營業額

[‡] 指未計利息支出、稅項、折舊及攤銷前盈利，及不包括一間附屬公司之僱員獎勵計劃

年內，分類營業額為290,000,000港元，而二零一八年度為291,600,000港元。分類經營虧損為3,100,000港元，而二零一八年度則為分類經營溢利19,700,000港元。分類經營溢利減少乃主要由於於二零一九年授出的購股權產生的信息安全芯片及解決方案分類項下之購股權開支約30,300,000港元（進一步詳情請參閱本公司日期為二零一九年六月六日及二零一九年十二月十日的通函。）。

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(3) Platform operation solutions

Key performance indicators

Turnover*	營業額*
EBITDA [‡]	EBITDA [‡]
Fair value gains/(losses) on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之公平值收益／(虧損)
Operating profit/(loss)	經營溢利／(虧損)

* Turnover from external customers

[‡] Represents earnings before interest expenses, taxes, depreciation and amortisation, and excludes fair value gains/(losses) on financial assets at fair value through profit or loss

In YEAR 2019, we continued to provide high-quality and efficient supporting services, such as product development, business operation and system maintenance, to China Mobile Fintech, the IVR Base of China Mobile and the Animation Base of China Mobile. During the year, segmental turnover amounted to HK\$194.8 million as compared to HK\$208.6 million in YEAR 2018. Segmental operating profit amounted to HK\$5.1 million, as compared to segmental operating loss HK\$42.7 million in YEAR 2018. Segmental operating profit was primarily attributable to the fair value gains on financial assets through profit or loss amounted to HK\$22.2 million during the year as compared to fair value losses of HK\$16.3 million in YEAR 2018.

(3) 平台運營解決方案

主要表現指標

2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	Change 變動 + / (-)
194,831	208,569	-7%
(11,672)	(24,148)	N/A 不適用
22,215	(16,273)	N/A 不適用
5,130	(42,696)	N/A 不適用

* 來自外部客戶之營業額

[‡] 指未計利息支出、稅項、折舊及攤銷前盈利，及不包括按公平值計入損益之金融資產之公平值收益／(虧損)

於二零一九年度，我們繼續為中移金科、中移動IVR基地及中移動動漫基地提供優質高效的支持服務，如產品開發、業務營運及系統維護。年內，分類營業額為194,800,000港元，而二零一八年度則為208,600,000港元。分類經營溢利為5,100,000港元，而二零一八年度則為分類經營虧損42,700,000港元。分類經營溢利主要由於年內計入損益之金融資產之公平值收益為22,200,000港元，而二零一八年度則錄得公平值虧損16,300,000港元。

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(4) Financial solutions

Key performance indicators

Turnover*	營業額*
EBITDA	EBITDA
Operating (loss)/profit	經營(虧損)/溢利

* Turnover from external customers

During the year, segmental turnover amounted to HK\$302.2 million, as compared to HK\$311.5 million in YEAR 2018. Segmental operating loss amounted to HK\$9.6 million, as compared to segmental operating profit of HK\$11.8 million in YEAR 2018. Decrease in segmental operating profit was mainly due to an increase in staff cost for increased headcounts during the year.

(5) Electronic power meters and solutions

Key performance indicators

Turnover*	營業額*
EBITDA	EBITDA
Operating loss	經營虧損

* Turnover from external customers

Segmental turnover amounted to HK\$116.3 million, 10% increase as compared to YEAR 2018. Increase in turnover was mainly due to increase in shipment level as compared to YEAR 2018. Segmental operating loss amounted to HK\$15.2 million, as compared to HK\$26.4 million in YEAR 2018. Various measures were in place to streamline costs and improve operating efficiency.

(4) 金融解決方案

主要表現指標

2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	Change 變動 +/-
302,223	311,549	-3%
(6,081)	12,054	N/A 不適用
(9,606)	11,776	N/A 不適用

* 來自外部客戶之營業額

於本年度，分類營業額為302,200,000港元，而二零一八年度則為311,500,000港元。分類經營虧損金額為9,600,000港元，而二零一八年度則為分類經營溢利11,800,000港元。分類經營溢利減少乃主要由於年內人數增加導致員工成本增加所致。

(5) 電能計量產品及解決方案

主要表現指標

2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	Change 變動 +/-
116,277	105,347	+10%
(12,232)	(23,920)	N/A 不適用
(15,201)	(26,424)	N/A 不適用

* 來自外部客戶之營業額

分類營業額為116,300,000港元，較二零一八年度增加10%。營業額增加乃主要由於出貨量較二零一八年度增加所致。分類經營虧損為15,200,000港元，而二零一八年度則為26,400,000港元。已採取多種措施以精簡成本及提高經營效率。

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OVERALL FINANCIAL RESULTS AND POSITION

(A) Revenue

The consolidated turnover amounted to HK\$5,576.0 million, representing an increase of 20% over YEAR 2018. Such increase was mainly contributed by increase in segmental turnover of our payment processing solutions segment. Please also refer to Notes (1) to (5) above on segmental performance.

(B) Other income and other gains/(losses), net

Increase in other income was due to increase in interest income and subsidy income during the year. Increase in other gains/(losses), net mainly resulted from an increase in fair values gains on financial assets at fair value through profit or loss in YEAR 2019.

(C) Cost of sales and operating expenses

Increase in cost of sales was primarily due to (i) write-off of property, plant and equipment of HK\$94.7 million and (ii) increase in commission paid to merchant recruitment agents under the payment processing solutions segment, which was in line with the increase in segmental turnover.

Increase in administrative expenses during YEAR 2019 was primarily due to the increase in wages and salaries. Share option expenses of approximately HK\$30.3 million in YEAR 2019 was attributable to the share options granted under the information security chips and solutions segment while the share option expenses of approximately HK\$201.4 million in YEAR 2018 was attributable to the share options granted under the payment processing solutions segment and information security chips and solutions segment.

Credit impairment loss was primarily due to provision for impairment loss of receivables of HK\$4.7 million under the electronic power meters and solutions segment; and impairment loss on loan receivables of HK\$44.1 million under the micro-lending business of the payment processing solutions segment.

整體財務業績及狀況

(A) 收入

綜合營業額為5,576,000,000港元，較二零一八年度增加20%。有關增加主要由於支付交易處理解決方案分類之分類營業額增加所致。請參閱上文附註(1)至(5)之分類表現。

(B) 其他收入及其他收益／(虧損)淨額

其他收入增加乃由於年內利息收入及補貼收入增加。其他收益／(虧損)淨額增加主要由於二零一九年度之按公平值計入損益之金融資產之公平值收益增加。

(C) 銷售成本及經營開支

銷售成本增加主要由於(i)撇銷物業、廠房及設備94,700,000港元；以及(ii)向支付交易處理解決方案分類的招攬商戶代理支付的佣金增加，此與分類營業額增加一致。

二零一九年度，行政費用增加乃主要由於工資及薪金增加。於二零一九年度的購股權開支約為30,300,000港元，乃歸因於信息安全芯片及解決方案分類項下所授出的購股權，而二零一八年度的購股權開支則約為201,400,000港元，乃歸因於支付交易處理解決方案分類及信息安全芯片及解決方案分類項下所授出的購股權。

信貸減值虧損乃主要由於電能計量產品及解決方案分類項下之應收款項減值虧損撥備4,700,000港元；及支付交易處理解決方案分類項下的小額貸款業務之應收貸款減值虧損44,100,000港元。

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(D) Share of results of investments accounted for using the equity method

The Group shares the results of PAX Global Technology Limited (“PAX Global”), an associated company of the Company, the shares of which are listed on the Stock Exchange.

As an ordinary shareholder of Cloopen Group Holding Limited (“Cloopen”), an associated company of the Group, the Group’s share of loss exceeded its interest in the ordinary shares of Cloopen, and there was no overall financial impact on the consolidated income statement from the investment for the year.

(E) Investment properties and property, plant and equipment

Balance mainly represented fixed assets of payment processing solutions and electronic power meter and solutions segments.

(F) Right-of-use assets and lease liabilities

From 1 January 2019, upon the adoption of HKFRS 16 Leases, leases are recognised as right-of-use assets and corresponding liabilities at the date at which the leased asset is available for use by the Group. Comparatives for YEAR 2018 has not been restated, as permitted under the specific transition provisions in the standard.

(G) Investments accounted for using the equity method

Balance mainly represented the Group’s interests in PAX Global. As at 31 December 2019, the fair value of the Group’s approximately 33.1% effective interest in PAX Global was approximately HK\$1,328.6 million and the fair value of the investment was lower than its carrying value. An impairment test was performed to determine the recoverable amount of the investment. The recoverable amount, which was assessed by an independent valuer on a value-in-use basis using the discounted cash flow model, exceeds the carrying value as at 31 December 2019.

(D) 應佔以權益法入賬之投資之業績

本集團應佔本公司之聯營公司百富環球科技有限公司（「百富環球」，其股份於聯交所上市）之業績。

作為Cloopen Group Holding Limited（「Cloopen」）（為本集團之聯營公司）之普通股股東，本集團應佔虧損超過其於Cloopen普通股之權益，而該項投資於本年度對綜合收益表並無整體財務影響。

(E) 投資物業及物業、廠房及設備

結餘主要指支付交易處理解決方案以及電能計量產品及解決方案分類之固定資產。

(F) 使用權資產及租賃負債

自二零一九年一月一日起採納香港財務報告準則第16號租賃之後，租賃在租賃資產可供本集團使用之日確認為使用權資產及相應負債。按準則中的特定過渡條文所允許，並無重列二零一八年度的比較數字。

(G) 以權益法入賬之投資

結餘主要指本集團於百富環球之權益。於二零一九年十二月三十一日，本集團於百富環球約33.1%實際權益之公平值約為1,328,600,000港元，而投資公平值低於其賬面值。進行減值測試旨在釐定投資之可收回金額。於二零一九年十二月三十一日，由獨立估值師按使用價值基準評估並採用貼現現金流量模型計算之可收回金額超過賬面值。

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The Group's effective interest in the ordinary shares of Cloopen, calculated based on all issued and outstanding ordinary shares of Cloopen which are held by the Group, was 50.5%. As at 31 December 2019, the Group's share of loss of Cloopen exceeded its interest in the ordinary shares of Cloopen, and there was no overall financial impact on the consolidated income statement from the investment for the year. As at 31 December 2019, the carrying amount of the Group's interest in the ordinary shares of Cloopen was zero and the fair value of the Group's interest in the ordinary shares of Cloopen was approximately HK\$507.3 million.

The Group is optimistic about the future prospects of PAX Global and Cloopen and will continue to demonstrate prudence and resilience in assessing its investment strategy towards the enhancement of shareholders' value. Details of the performance of these investments are set out in Note 23 to the consolidated financial information.

(H) Financial assets at fair value through profit or loss

The balance represented (i) the fair value of the Group's interest in the Convertible Series C Preferred Shares of Cloopen of HK\$119.6 million; (ii) the fair value of the Group's interest in the Convertible Series D Preferred Shares of Cloopen of HK\$46.5 million; (iii) the fair value of trading securities listed in Hong Kong of HK\$1.7 million; and (iv) the fair value of interest in a venture capital fund of HK\$122.1 million.

(I) Inventories

The amount mainly represented inventories of electronic power meters and solutions segment and information security chips and solutions segment. During the year, HK\$5.5 million was recorded for provision on inventories with respect to slow-moving and obsolete stocks.

按本集團所持Clopen全部已發行及發行在外普通股計算，本集團於Clopen之實際普通股權益為50.5%。於二零一九年十二月三十一日，本集團應佔Clopen虧損超過其於Clopen普通股之權益，而該項投資於本年度對綜合收益表並無整體財務影響。於二零一九年十二月三十一日，本集團於Clopen普通股之權益賬面值為零，而本集團於Clopen之普通股之權益公平值約為507,300,000港元。

本集團對百富環球及Clopen的未來前景持樂觀態度，並將繼續審慎及靈活地評估其投資策略，以提升股東價值。有關該等投資表現的詳情載於綜合財務資料附註23。

(H) 按公平值計入損益之金融資產

結餘指(i)本集團於Clopen C系列可換股優先股之權益的公平值119,600,000港元；(ii)本集團於Clopen D系列可換股優先股之權益的公平值46,500,000港元；(iii)於香港上市買賣證券的公平值1,700,000港元；及(iv)於創投基金之權益的公平值122,100,000港元。

(I) 存貨

金額主要指電能計量產品及解決方案分類以及信息安全芯片及解決方案分類的存貨。年內，錄得5,500,000港元用作滯銷及過期庫存之存貨撥備。

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(I) Trade and bills receivables, other financial assets at amortised cost and other current assets

(I) 應收賬款及應收票據、按攤銷成本計量之其他金融資產及其他流動資產

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade receivables (Note (i)(a))	應收賬款 (附註(i)(a))	210,103	148,173
Bills receivables (Note (i)(b))	應收票據 (附註(i)(b))	16,922	11,468
Less: provision for impairment of receivables	減：應收款項減值撥備	(14,851)	(10,463)
		212,174	149,178
Other receivables, prepayments and deposits (Note (ii))	其他應收款項、預付款項及按金 (附註(ii))	168,715	131,625
Total	合計	380,889	280,803

Note (i):

- (a) The Group's credit terms to trade debtors normally range from 0 to 180 days. The ageing analysis of the trade receivables primarily based on the relevant invoice dates is as follows:

Current to 90 days	即期至90日
91 to 180 days	91至180日
181 to 365 days	181至365日
Over 365 days	365日以上

Increase in balances aged from current to 90 days was mainly due to increase in account receivable balances under information security chips and solutions segment.

- (b) Bills receivables belonged to the information security chips and solutions segment and electronic power meters and solutions segment.

Note (ii):

The increase in balance was mainly due to an increase in other receivables from the exercise of share options under information security chips and solutions segment.

附註(i):

- (a) 本集團一般給予貿易債務人之信貸期由0至180日不等。主要根據相關發票日期之應收賬款賬齡分析如下：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current to 90 days	166,857	109,685
91 to 180 days	11,831	2,919
181 to 365 days	4,910	8,335
Over 365 days	26,505	27,234
	210,103	148,173

賬齡介乎即期至90日之結餘增加主要由於信息安全芯片及解決方案分類項下之應收賬款結餘增加所致。

- (b) 應收票據歸屬於信息安全芯片及解決方案分類以及電能計量產品及解決方案分類。

附註(ii):

結餘增加主要由於來自自行行使信息安全芯片及解決方案分類的購股權之其他應收款項增加所致。

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(K) Loan receivables

Loan receivables are amounts due from customers under the payment processing solutions segment in the ordinary course of business, unsecured and primarily denominated in RMB.

The ageing analysis of loan receivables based on the 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	369,971	553,676
1 to 3 months past due	逾期一至三個月	24,659	9,365
Over 3 months past due	逾期三個月以上	33,738	6,061
Loan receivables, gross	應收貸款總額	428,368	569,102
Less: provision for impairment of loan receivables	減：應收貸款之減值撥備	(43,240)	(32,807)
Loan receivables, net	應收貸款淨額	385,128	536,295
Non current	非即期	-	479
Current	即期	385,128	535,816
		385,128	536,295

(L) Amounts due from/to investments accounted for using the equity method

The amounts due from/to investments accounted for using the equity method mainly represent receivables from/payables to PAX Global and Cloopen and its subsidiaries as at 31 December 2019. Amounts due from/to investments accounted for using the equity method are unsecured, interest-free and repayable on demand.

(K) 應收貸款

應收貸款為於日常業務過程中根據支付交易處理解決方案分類項下應收客戶的款項，有關款項為無抵押及主要以人民幣計值。

根據到期付款日之應收貸款賬齡分析如下：

(L) 應收／應付以權益法入賬之投資之款項

應收／應付以權益法入賬之投資之款項主要指於二零一九年十二月三十一日應收／應付百富環球以及Cloopen及其附屬公司之款項。應收／應付以權益法入賬之投資之款項為無抵押、免息及按要求償還。

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(M) Cash and bank balances

As at 31 December 2019, total cash and bank balances of the Group represent cash at bank and on hand of HK\$2,958.3 million, bank deposits of HK\$754.3 million and a restricted bank balance of HK\$671.5 million.

In accordance with the notice issued by the Payment and Settlement Department of the People's Bank of China (the "PBOC"), effective from 14 January 2019, all customer reserve accounts held by the third-party payment institutions were to be cancelled and the customer reserves were to be deposited in a dedicated deposit account maintained centrally by a designated agency. The customer reserve account is non-interest bearing. As of 31 December 2019, funds deposited in the customer reserve account was amounting to HK\$671.5 million. Transfers of funds under this bank account are governed under certain measures implemented by the PBOC and hence these customer reserves are restricted in nature.

Increase in cash and bank balances was mainly due to net cash generated from operating activities and proceeds from deemed disposal of shares of subsidiaries.

(M) 現金及銀行結餘

於二零一九年十二月三十一日，本集團現金及銀行結餘總額指銀行及手頭現金2,958,300,000港元、銀行存款754,300,000港元及受限制銀行結餘671,500,000港元。

根據中國人民銀行（「中國人民銀行」）支付結算司發佈的通知，自二零一九年一月十四日起，第三方支付機構持有的所有客戶備付金賬戶將被撤銷，且客戶備付金須集中存放於指定機構的專用存款賬戶中。客戶備付金賬戶不計利息。截至二零一九年十二月三十一日，存放在客戶備付金賬戶的資金為671,500,000港元。該銀行賬戶中的資金轉賬受中國人民銀行實施的若干措施監管，因此該等客戶備付金本質上受限制。

現金及銀行結餘增加乃主要由於經營活動所得現金淨額及視作出售附屬公司股份所得款項。



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(N) Trade and bills payables, payables for payment processing solutions business and other payables and accruals

(N) 應付賬款及應付票據、支付交易處理解決方案業務之應付款項以及其他應付款項及應計款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade payables (Note (i)(a))	應付賬款(附註(i)(a))	438,993	247,878
Bills payables (Note (i)(b))	應付票據(附註(i)(b))	294	3,165
Payables for payment processing solutions business (Note (ii))	支付交易處理解決方案業務之應付款項(附註(ii))	599,389	266,710
Other payables and accruals (Note (iii))	其他應付款項及應計款項(附註(iii))	1,029,432	1,376,874
Total	合計	2,068,108	1,894,627

Note (i):

- (a) The credit period granted by the suppliers ranges from 0 to 180 days. The ageing analysis of the trade payables primarily based on invoice date was as follows:

附註(i):

- (a) 獲供應商授予之信貸期由0至180日不等。主要根據發票日期之應付賬款賬齡分析如下:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current to 90 days	即期至90日	402,025	205,694
91 to 180 days	91至180日	1,859	2,663
181 to 365 days	181至365日	24,544	17,774
Over 365 days	365日以上	10,565	21,747
		438,993	247,878

- Increase in trade payables aged between current to 90 days was mainly due to increase in outstanding balances on commission payable under the payment processing solutions segment.
 - Changes in trade payables aged between 181 to 365 days and over 365 days were mainly due to the outstanding balances under the electronic power meters and solutions segment.
- (b) Bills payables belonged to the electronic power meters and solutions segment.

- 賬齡介乎即期至90日之應付賬款增加主要由於支付交易處理解決方案分類項下應付佣金未償還結餘增加所致。
 - 賬齡介乎181日至365日及365日以上之應付賬款變動主要由於電能計量產品及解決方案分類項下未償還結餘所致。
- (b) 應付票據歸屬於電能計量產品及解決方案分類。

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Note (ii):

This balance represents payables to merchants for the payment processing solutions business. The amounts are generally due for settlement with these customers within 30 days.

Note (iii):

Accrued staff costs and pension obligations*	應計員工成本及退休金責任*
Deposits	按金
Receipt in advance from customers**	預先收取客戶之款項**
Advance from merchant recruitment agents**	來自招攬商戶代理的墊款**
Others***	其他***

附註(ii):

有關結餘指就支付交易處理解決方案業務應付商戶之款項。有關金額一般於30日內到期與該等客戶進行結算。

附註(iii):

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
	287,402	273,934
	62,250	84,556
	73,389	186,467
	370,337	519,935
	236,054	311,982
	1,029,432	1,376,874

* Balance represented accrued staff costs, pension obligations and year-end bonus.

** The decrease in receipt in advance from customers and advance from merchant recruitment agents was mainly due to decrease in advances and guarantees received from merchants and agents under the payment processing solutions segment.

*** The decrease was mainly due to decrease in other payables on fixed assets acquisition and other accrued handling fees payable under the payment processing solution segment.

* 結餘指應計員工成本、退休金責任以及年終花紅。

** 預先收取客戶之款項及來自招攬商戶代理的墊款減少主要由於自支付交易處理解決方案分類項下的商戶及代理收取之墊款及保證金減少所致。

*** 減少乃主要由於固定資產收購之其他應付款項及支付交易處理解決方案分類項下應付其他累計手續費減少所致。

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(O) Written put option liability

On 24 September 2019, the Company, Mr. Shen Zheng (“Shen”), Mr. Li Huimin (“Li”), Mr. Xue Guangyu (“Xue”) and Ms. Ge Xiaoxia (“Ge”) (collectively the “Management Shareholders”), ELECTRUM B.V. (the “VBill Investor”), VBill Limited (“VBill (Cayman)”) and VBill Payment Co., Ltd (“VBill OPCO”) (collectively the “VBill Contractual Parties”) entered into a second amendment and restatement agreement to amend and restate the Original Subscription Agreement (capitalised terms as defined in the Company’s announcement dated 24 September 2019, the Original Subscription Agreement as amended and restated is referred to as the “2nd Amended Subscription Agreement”). Pursuant to the 2nd Amended Subscription Agreement, the VBill Investor has agreed to subscribe for new shares of VBill (Cayman) (“VBill Shares”) at the subscription price of RMB588,000,000. Immediately before completion of the 2nd Amended Subscription Agreement, VBill (Cayman) was wholly-owned by the Company. Completion of the 2nd Amended Subscription Agreement took place on 12 November 2019 and immediately after completion and as at the date of this report, VBill (Cayman) is owned as to approximately 85.99% by the Company and approximately 14.01% by the VBill Investor.

Pursuant to the shareholders’ agreement entered into among the VBill Contractual Parties, VBill (Cayman) granted a put option (“Put Option”), whereby the VBill Investor can request VBill (Cayman) to repurchase, redeem and/or cancel all the VBill Shares of the VBill Investor at its discretion under certain conditions at an exercise price of RMB588,000,000 plus 8.0% interest per annum. As a result of this transaction, a put option liability of HK\$683,908,000 is recognised in the consolidated balance sheet based on the present value of the exercise price of RMB588,000,000 plus 8.0% interest per annum, and on the assumption that the Put Option will be redeemable after 3 years from the completion date. Further details are set out in Note 35 to the consolidated financial information.

(O) 賣出認沽期權負債

於二零一九年九月二十四日，本公司、申政先生（「申先生」）、黎會敏先生（「黎先生」）、薛光宇先生（「薛先生」）及葛曉霞女士（「葛女士」）（統稱為「管理層股東」）、ELECTRUM B.V.（「VBill投資者」）、VBill Limited（「VBill (Cayman)」）和隨行付支付有限公司（「隨行付」）（統稱為「VBill合約方」）訂立第二次修訂及重述協議以修訂及重述原認購協議（見本公司日期為二零一九年九月二十四日的公佈所用詞彙，經修訂及重述的原認購協議稱為「第二次經修訂認購協議」）。根據第二次經修訂認購協議，VBill投資者同意按認購價人民幣588,000,000元認購VBill (Cayman)新股份（「VBill股份」）。緊接第二次經修訂認購協議完成前，VBill (Cayman)乃由本公司全資擁有。第二次經修訂認購協議於二零一九年十一月十二日完成，及緊隨完成後及於本報告日期，VBill (Cayman)乃由本公司及VBill投資者分別擁有約85.99%及約14.01%。

根據與VBill合約方訂立的股東協議，VBill (Cayman)已授出回購權（「回購權」），據此，VBill投資者可要求VBill (Cayman)在若干情況下以行使價人民幣588,000,000元加8.0%的年利率酌情購回、贖回及／或註銷VBill投資者的所有VBill股份。由於此交易，按行使價的現值人民幣588,000,000元加8.0%的年利率於綜合資產負債表確認回購權負債683,908,000港元，並假設回購權將於完成日期起計三年後可贖回。進一步詳情載於綜合財務資料附註35。

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KEY INVESTING AND FINANCING ACTIVITIES

Deemed disposal of VBill (Cayman) and grant of put option by VBill (Cayman)

(A) Subscription agreement

On 24 September 2019, the Company, the Management Shareholders, the VBill Investor, VBill (Cayman) and VBill OPCO entered into the “2nd Amended Subscription Agreement”, pursuant to which the VBill Investor has agreed to subscribe for new VBill Shares (“Deemed Disposal”) at the subscription price of RMB588,000,000.

Immediately before completion of the 2nd Amended Subscription Agreement, VBill (Cayman) was wholly-owned by the Company. Completion of the 2nd Amended Subscription Agreement took place on 12 November 2019 and immediately report after completion and as at the date of this report, VBill (Cayman) is owned as to approximately 85.99% by the Company and approximately 14.01% by the VBill Investor.

(B) Shareholders’ agreement and put option

On 24 September 2019, the Management Shareholders, Delia and Grace Technology Limited (a company wholly-owned by Shen, “Shen Holdco”), Kapok Technology Limited (a company wholly-owned by Li, “Li Holdco”), Yuteng Technology Limited (a company wholly-owned by Xue, “Xue Holdco”) and Just Pay Technology Limited (a company wholly-owned by Ge, “Ge Holdco”) (together, the “Management Shareholders Holdcos”), the Company, the VBill Investor, VBill (Cayman), Beijing Microcode Data Technology Company Limited, Chongqing JIM Mobile Business Company Limited and VBill OPCO entered into an amendment and restatement agreement to amend and restate the Original Shareholders’ Agreement (as defined in the Company’s announcement dated 24 September 2019, the Original Shareholders’ Agreement as amended and restated is referred to as the “Amended Shareholders’ Agreement”). The Amended Shareholders’ Agreement regulates and governs the rights and obligations of the owners of the securities interests in VBill (Cayman) (including the grant of the Put Option to the VBill Investor, and the management and operation of VBill (Cayman), together with its subsidiaries).

主要投資及融資活動

視為出售VBill (Cayman)及VBill (Cayman)授出回購權

(A) 認購協議

於二零一九年九月二十四日，本公司、管理層股東、VBill投資者、VBill (Cayman)和隨行付訂立「第二次經修訂認購協議」，據此，VBill投資者同意按認購價人民幣588,000,000元認購新VBill股份（「視為出售事項」）。

緊接第二次經修訂認購協議完成前，VBill (Cayman)乃由本公司全資擁有。第二次經修訂認購協議於二零一九年十一月十二日完成，及緊隨完成後及於本報告日期，VBill (Cayman)乃由本公司及VBill投資者分別擁有約85.99%及約14.01%。

(B) 股東協議及回購權

於二零一九年九月二十四日，管理層股東、Delia and Grace Technology Limited（一間由申先生全資擁有的公司「申政持股平台」）、Kapok Technology Limited（一間由黎先生全資擁有的公司「黎會敏持股平台」）、Yuteng Technology Limited（一間由薛先生全資擁有的公司「薛光宇持股平台」）及Just Pay Technology Limited（一間由葛女士全資擁有的公司「葛曉霞持股平台」）（統稱為「管理層股東持股平台」）、本公司、VBill投資者、VBill (Cayman)、北京微碼數據科技有限公司、重慶結行移動商務有限公司及隨行付訂立修訂及重述協議以修訂及重述原股東協議（定義見本公司日期為二零一九年九月二十四日的公佈，經修訂及重述的原股東協議稱為「經修訂股東協議」）。經修訂股東協議監管及規管VBill (Cayman)證券利益擁有人之權利及義務（包括向VBill投資者授出回購權以及管理及運營VBill (Cayman)連同其附屬公司）。

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(C) Listing Rules implications

The Deemed Disposal constitutes a discloseable transaction of the Company and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules. As each of the Management Shareholders, together with their respective Management Shareholders Holdcos, each an associate of Shen, Li, Xue and Ge, is a connected person of the Company at subsidiary level, the 2nd Amended Subscription Agreement and the transactions contemplated thereunder (including the Amended Shareholders' Agreement) constitute connected transactions of the Company under Chapter 14A of the Listing Rules and are subject to the reporting and announcement requirements but are exempt from the circular, independent financial advice and shareholders' approval requirements pursuant to Rule 14A.101 of the Listing Rules.

The grant and exercise of the Put Option (the exercise of which is not at the discretion of the Company) constitutes a discloseable transaction of the Company and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

Please refer to the announcements of the Company dated 24 September 2019 for further details.

(C) 上市規則涵義

視為出售事項構成本公司的須予披露交易，因此，須遵守上市規則第十四章項下的通知及公告規定。各管理層股東連同彼等各自的管理層股東持股平台，分別為申先生、黎先生、薛先生及葛女士的聯營公司，在附屬公司層面分別為本公司的關連人士。根據上市規則第十四A章，第二次經修訂認購協議及其項下擬進行的交易（包括經修訂股東協議）構成本公司的關連交易，須遵守上市規則第14A.101條項下的申報及公告規定，但獲豁免遵守通函、獨立財務意見及股東批准規定。

該次授予及行使回購權（其行使並非本公司酌情行使）構成本公司的須予披露交易，因此，須遵守上市規則第十四章項下的通知及公告規定。

進一步詳情請參閱本公司日期為二零一九年九月二十四日的公佈。

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INFORMATION ON THE CONTRACTUAL ARRANGEMENTS

The Group has been operating certain businesses which adopted contract based arrangements and/or structures (“Contractual Arrangements”) for the purpose of enabling the Group, as a foreign investor, to control and benefit from the PRC operating companies (“OPCO”) in the foreign restricted businesses in the PRC.

Set out below are the details of the Contractual Arrangements which are material to the Group.

1. Contractual Arrangement in respect of Chongqing JIM and its subsidiary VBill OPCO

1.1 Particulars of OPCO and its registered owners

Chongqing JIM is a limited liability company established in the PRC on 4 June 2002.

From 28 May 2010 to 24 October 2019, contractual agreements (“Existing JIM Control Documents”) were entered into between Chongqing JIM, its registered shareholders, namely Mr. Zhou Jianhong (60%) and Mr. Na Wei (40%), (“Chongqing JIM Shareholders”) and 結行信息技術(上海)有限公司 (“Shanghai JIM”), pursuant to which Shanghai JIM was allowed to exercise control of and enjoy economic benefits generated from Chongqing JIM.

Shanghai JIM is an indirect wholly-owned subsidiary of the Company.

On 24 October 2019, (i) Chongqing JIM, (ii) Chongqing JIM Shareholders and (iii) New WFOE, a wholly-foreign owned enterprise incorporated under the laws of the PRC and an indirect wholly-owned subsidiary of VBill (Cayman), entered into a new set of contractual agreements which allows New WFOE to exercise control of and enjoy economic benefits generated from Chongqing JIM (“New JIM Control Documents (Pre-Swap)”). The Existing JIM Control Documents were terminated on the same date.

有關合約安排之資料

本集團已有若干業務採用合約制安排及／或架構（「合約安排」）營運，旨在讓本集團以外國投資者身份控制於中國經營外商限制業務之中國營運公司（「中國營運公司」）並從中獲益。

下文載列對本集團而言屬重大之合約安排之詳情。

1. 有關重慶結行及其附屬公司隨行付之合約安排

1.1 中國營運公司及其註冊擁有人之詳情

重慶結行為一間於二零零二年六月四日在中國成立之有限責任公司。

自二零一零年五月二十八日至二零一九年十月二十四日，重慶結行，其登記股東（即周劍鴻先生(60%)及那偉先生(40%)）（「重慶結行股東」）及結行信息技術(上海)有限公司（「上海結行」）訂有合約協議（「現有結行控制性協議」），據此，上海結行可控制及享有重慶結行產生之經濟利益。

上海結行為本公司之間接全資附屬公司。

於二零一九年十月二十四日，(i)重慶結行、(ii)重慶結行股東與(iii)新WFOE（一家根據中國法律註冊成立的外商獨資公司及VBill (Cayman)的間接全資附屬公司）訂立一組新的合約協議，使新WFOE可控制及享有重慶結行產生之經濟利益（「新結行控制性協議（掉期前）」）。於同日，現有結行控制性協議被終止。

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1.2 Description of OPCO's business

Chongqing JIM and its subsidiaries (collectively "JIM Group") are principally engaged in the value-added telecommunication business (增值電信業務) with major focus on payment related solutions and services, the provision of payment processing solution in the PRC.

1.3 Summary of the major terms of the underlying contracts of the Contractual Arrangements

JIM Master Exclusive Service Agreement (Pre-Swap)
New WFOE and Chongqing JIM entered into the JIM Master Exclusive Service Agreement (Pre-Swap), pursuant to which (i) Chongqing JIM has appointed and designated New WFOE as its exclusive service provider to provide the technical and business support services and (ii) New WFOE has agreed to provide financial support in the form of interest-free loan, as permitted by PRC laws, to Chongqing JIM by separate agreements to be executed and performed by the parties. The service fee payable for the said services shall be equal to 100% of the audited consolidated net profits of Chongqing JIM; notwithstanding the foregoing New WFOE may adjust the service fee at its sole discretion and in accordance with the requirements of relevant governmental authorities, with reference to the working capital requirements of Chongqing JIM.

JIM Business Cooperation Agreement (Pre-Swap)
New WFOE, Chongqing JIM, and the Chongqing JIM Shareholders entered into the JIM Business Cooperation Agreement (Pre-Swap), pursuant to which each of the Chongqing JIM Shareholders and Chongqing JIM have jointly and severally agreed and covenanted that, without obtaining New WFOE's prior written consent, neither Chongqing JIM nor the Chongqing JIM Shareholders shall cause Chongqing JIM to, engage in any transaction which may materially affect Chongqing JIM's asset, obligations, rights or operation.

1.2 中國營運公司之業務情況

重慶結行及其附屬公司(統稱「結行集團」)主要於中國從事增值電信業務,並主要專注於與支付相關之解決方案及服務,提供支付交易處理解決方案。

1.3 合約安排之相關合約主要條款摘要

結行主獨家服務協議(掉期前)
新WFOE與重慶結行訂立結行主獨家服務協議(掉期前),據此,(i)重慶結行已委任及指定新WFOE作為其獨家服務供應商,以提供技術及業務支持服務及(ii)新WFOE已同意透過雙方將予簽立及履行的獨立協議以中國法律許可的免息貸款的形式向重慶結行提供財務援助。就所述服務應支付的服務費將等於重慶結行經審核綜合純利的100%;儘管有如上規定,新WFOE可全權酌情及按照相關政府機關規定並參考重慶結行的營運資金需要調整服務費。

結行業務合作協議(掉期前)
新WFOE、重慶結行與重慶結行股東訂立結行業務合作協議(掉期前),據此,重慶結行股東各自及重慶結行已共同及個別協定及契諾,未獲得新WFOE事先書面同意,重慶結行及重慶結行股東不得促使重慶結行從事可能嚴重影響重慶結行資產、負債、權利或營運之任何交易。

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JIM Exclusive Option Agreement (Pre-Swap)

New WFOE, Chongqing JIM and the Chongqing JIM Shareholders entered into the JIM Exclusive Option Agreement (Pre-Swap), pursuant to which (i) New WFOE shall have the exclusive right to require Chongqing JIM Shareholders to transfer any and all of their equity interests of Chongqing JIM (the “JIM Equity Interests”) to New WFOE and/or its designated third party, subject to New WFOE’s specific requirements; and (ii) New WFOE shall have the exclusive right to require Chongqing JIM to transfer any and all of the assets owned by Chongqing JIM (the “JIM Assets”) to New WFOE and/or its designee, subject to New WFOE’s specific requirements. The total transfer price for the JIM Equity Interests and/or the JIM Assets shall be the lowest price allowed under the applicable PRC laws and administrative regulations at the time of transfer. Where there is no lowest price prescribed under the applicable PRC laws and administrative regulations, the transfer price shall be determined by New WFOE.

JIM Proxy Agreement and Power of Attorney (Pre-Swap)

New WFOE, Chongqing JIM, and the Chongqing JIM Shareholders entered into the JIM Proxy Agreement and Power of Attorney (Pre-Swap), pursuant to which (i) each of the Chongqing JIM Shareholders has nominated and appointed New WFOE (as well as its successors, including a liquidator, if any) as his attorney-in-fact to exercise such rights as a shareholder of Chongqing JIM on his behalf, and any right conferred by relevant laws and regulations and the articles of association of Chongqing JIM; and (ii) each of the Chongqing JIM Shareholders has covenanted with and undertaken to New WFOE that, if he receives any dividends, interest, any other forms of capital distributions, residual assets upon liquidation, or proceeds or consideration from the transfer as a result of, or in connection with, his JIM Equity Interests, he shall, to the extent permitted by applicable laws, remit all such monies or assets to New WFOE or its designated entity without any compensation, and shall bear all taxes and fees with respect thereto.

結行獨家購買權協議（掉期前）

新WFOE、重慶結行與重慶結行股東訂立結行獨家購買權協議（掉期前），據此，(i)根據新WFOE之特定要求，新WFOE將有獨家權利要求重慶結行股東將彼等於重慶結行的任何及全部股權（「重慶結行股權」）轉讓予新WFOE及／或其指定之第三方；及(ii)根據新WFOE之特定要求，新WFOE將有獨家權利要求重慶結行將重慶結行擁有之任何及全部資產（「重慶結行資產」）轉讓予新WFOE及／或其指定人士。重慶結行股權及／或重慶結行資產之轉讓價格總額將為於進行轉讓時適用中國法律及行政法規所允許之最低價格。倘適用中國法律及行政法規項下並無最低價格，轉讓價格將由新WFOE釐定。

結行委託協議及授權委託書（掉期前）

新WFOE、重慶結行與重慶結行股東訂立結行委託協議及授權委託書（掉期前），據此，(i)重慶結行股東各自已提名並委任新WFOE（以及其繼任人，包括清算人（如有））作為其實際代理人，以代其行使作為重慶結行股東之權利以及相關法律及法規以及重慶結行組織章程細則賦予之任何權利；及(ii)重慶結行股東各自已向新WFOE作出契諾及承諾，倘彼因彼於重慶結行股權或就此收到任何股息、權益、任何其他形式之資本分派、清盤後之剩餘資產或轉讓所得款項或代價，彼將在適用法律允許範圍內將所有有關款項或資產匯寄予新WFOE或其指定實體，而不會收取任何補償，且將承擔與此有關之任何及全部稅項及費用。

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JIM Equity Interest Pledge Agreement (Pre-Swap)

New WFOE, Chongqing JIM and the Chongqing JIM Shareholders entered into the JIM Equity Interest Pledge Agreement (Pre-Swap), pursuant to which each of the Chongqing JIM Shareholders has agreed to, unconditionally and irrevocably, pledge all of their JIM Equity Interests, including any interest or dividend paid for such equity interests, to New WFOE as a security for the performance of any and all obligations of Chongqing JIM Shareholders and Chongqing JIM under the contractual documents (other than JIM Equity Interest Pledge Agreement (Pre-Swap)) at the amount of RMB50,000,000 which is estimated value of the obligations of Chongqing JIM Shareholders and Chongqing JIM under the contractual documents for initial registration purpose.

JIM Confirmation and Guarantee Letter (Pre-Swap)

Each of Chongqing JIM Shareholders has signed the JIM Confirmation and Guarantee Letter (Pre-Swap), pursuant to which each of the Chongqing JIM Shareholders has confirmed and guaranteed that, among other things:

1. his successor, guardian, creditor, spouse or any other person that may be entitled to assume rights and interests in the equity interests of Chongqing JIM held by him upon his death, incapacity, bankruptcy, divorce or any circumstances that may affect his ability to exercise his shareholder's rights in Chongqing JIM, will not carry out any act that may affect or hinder the fulfillment of his obligations under each of the contractual documents;
2. he will unwind the contractual documents and transfer all of the equity interests of Chongqing JIM held by him to New WFOE or any party designated by New WFOE as soon as the applicable PRC laws allow New WFOE to operate the business operated by Chongqing JIM by way of directly holding equity interests, and that subject to applicable PRC laws, he must donate immediately without compensation to New WFOE or its designated entity any consideration he has received from New WFOE during its acquisition of JIM Equity Interests; and

結行股權質押協議(掉期前)

新WFOE、重慶結行與重慶結行股東訂立結行股權質押協議(掉期前)，據此，重慶結行股東各自已同意按人民幣50,000,000元(就初始註冊而言，其為重慶結行股東及重慶結行於合約文件下之責任之估計價值)將彼等的全部重慶結行股權(包括就該等股權支付之任何權益或股息)無條件及不可撤銷地質押予新WFOE，作為重慶結行股東及重慶結行履行於合約文件(結行股權質押協議(掉期前)除外)項下任何及全部責任之擔保。

結行確認及擔保函(掉期前)

重慶結行股東簽署結行確認及擔保函(掉期前)，據此，重慶結行股東各自已確認及保證，(其中包括)：

1. 其繼任人、監護人、債權人、配偶或在其身故、喪失行為能力、破產、離異或可能影響其行使於重慶結行之股東權利之能力之任何情形下可能有權承擔其持有之重慶結行股權中之權利及權益之任何其他人士，將不會進行可能影響或妨礙其履行於各合約文件項下責任之任何行為；
2. 一旦適用中國法律允許新WFOE透過直接持有股權經營重慶結行所經營之業務，其將解除合約文件及將其持有之全部重慶結行股權轉讓予新WFOE或新WFOE指定之任何人士，及在適用中國法律規限下，其必須立即將其於收購重慶結行股權過程中已自新WFOE收到之任何代價捐贈予新WFOE或新其指定之實體，而不會收取任何補償；及

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3. he will not directly or indirectly engage in, own or acquire any business that competes or might compete with the business of Chongqing JIM or its affiliated companies or to have any interest in such business; and none of his actions or omissions will give rise to conflict of interest between himself and New WFOE (including but not limited to the shareholders of New WFOE); in the event of any such conflict, he will take any action as instructed by New WFOE to eliminate such conflict provided such action is compliant with PRC laws.

JIM Spousal Consent (Pre-Swap)

Ms. Liu Dan (“Ms. Liu”), the spouse of Mr. Na Wei has covenanted, among other things, not to take any action with the intent to interfere with the arrangements under and performance of the contractual documents, including making any claim that such equity interests in Chongqing JIM constitute property or community property between herself and Mr. Na Wei and waives all her rights or entitlements to such equity interests that may be granted to her according to any applicable laws.

Disputes resolutions

The contractual documents all contain a disputes resolution clause which stipulates that any dispute or claim shall be resolved by the parties in good faith through negotiations. If no resolution can be reached, the dispute shall be submitted to the Beijing Arbitration Commission for arbitration in Beijing in accordance with its rules of arbitration in effect at the time of application. The arbitral tribunal or the arbitrators shall have the authority to award any remedy or relief in accordance with the terms of the contractual documents and applicable PRC laws, including provisional and permanent injunctive relief (such as injunctive relief with respect to the conduct of business or to compel the transfer of assets), specific performance of any obligation created thereunder, remedies over the equity interests or land assets of Chongqing JIM and winding up orders against Chongqing JIM. The arbitral award shall be final and binding upon all parties. In addition, to the extent permitted under applicable PRC laws, each party shall have the right to seek interim injunctive relief or other interim relief from a court of competent jurisdiction in support of the arbitration when formation of the arbitral tribunal is pending or under appropriate circumstances. The parties agreed that, subject to applicable laws, the courts of Hong Kong, the Cayman Islands, Bermuda, PRC and the places where the principal assets of Chongqing JIM are located, shall all be deemed to have jurisdiction.

3. 其將不會直接或間接從事、擁有或收購與重慶結行或其聯屬公司業務競爭或可能競爭之任何業務或於該等業務中擁有任何權益；及其作為或不作為概不會導致其本身與新WFOE（包括但不限於新WFOE之股東）之間發生利益衝突；倘發生任何該等衝突，其將採取新WFOE指示之任何行動，以消除該衝突，惟該行為須遵守中國法律規定。

結行配偶同意函（掉期前）

那偉先生之配偶劉丹女士（「劉女士」）已作出契諾，（其中包括）將不會採取任何行動，旨在干擾合約文件項下安排或其履行（包括作出任何有關重慶結行之相關股權構成其本身與那偉先生之間之財產或共同財產之要求），並放棄根據任何適用法律其可能獲授之該等股權之全部權利或權益。

爭議解決方案

合約文件均包含爭議解決條款，該條款規定任何爭議或索賠應由訂約各方通過協商真誠解決。如果無法達成解決方案，爭議應按照申請時有效的仲裁規則提交北京市仲裁委員會在北京仲裁。仲裁庭或仲裁員有權根據合約文件和適用的中國法律條款裁定任何補救或救濟措施，包括臨時和永久禁令救濟（例如關於經營業務的禁令救濟或強制轉移資產），具體履行有關協議項下產生的任何義務，對重慶結行的股權或土地資產進行補救，以及針對重慶結行的清盤令。仲裁裁決是終局裁決，對訂約各方均有約束力。此外，在適用的中國法律允許的範圍內，在組建仲裁庭待決或在適當情況下，訂約各方均有權向具有管轄權的法院尋求臨時禁令救濟或其他臨時救濟以支持仲裁。訂約各方同意，根據適用法律，香港、開曼群島、百慕達、中國以及重慶結行的主要資產所在地的法院，均被視為具有司法管轄權。

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1.4 Revenue and assets subject to the Contractual Arrangements

The consolidated total revenue of the JIM Group for the year ended 31 December 2019 was HK\$4,711.0 million. The consolidated total assets and net assets of the JIM Group as at 31 December 2019 amounted to HK\$3,617.0 million and HK\$1,465.4 million respectively.

2. Contractual Arrangements in respect of 湖南雲融信息技術有限公司 (“Hunan Yunrong”, unofficial English translation being Hunan Yunrong Information Technology Co., Ltd.)

2.1 Particulars of Hunan Yunrong and its registered owners

Hunan Yunrong is a limited liability company established in the PRC on 15 August 2014. Hunan Yunrong was wholly-owned by Chongqing JIM before 21 May 2019. Hunan Yunrong and Chongqing JIM were accounted for as wholly-owned subsidiaries of the Company contractually controlled by the Group through the Existing JIM Control Documents.

On 21 May 2019, the Group implemented a restructuring involving the Hunan Yunrong and its subsidiaries (“Yunrong Group”) (“Yunrong Restructuring”) as detailed in the announcement of the Company dated 21 May 2019. Upon completion of the Yunrong Restructuring, the registered shareholders of Hunan Yunrong (“Hunan Yunrong Shareholders”) have become Mr. Zhang Yonggang (“Mr. Zhang”, holding 70% equity interests) and Mr. Wei Mingliang (“Mr. Wei”, holding 30% equity interests). Control documents (“Yunrong Control Documents”) have been entered into between Hunan Yunrong, Mr. Zhang, Mr. Wei and 北京高陽聖思園信息技術有限公司 (“Beijing Hi Sunsray”, unofficial English translation being Beijing Hi Sunsray Information Technology Limited) to allow Beijing Hi Sunsray to contractually control 100% equity interests and the management of Hunan Yunrong.

2.2 Description of OPCO’s business

Yunrong Group is principally engaged in platform operation solutions business in the PRC.

1.4 受合約安排規限之收入及資產

結行集團截至二零一九年十二月三十一日止年度之綜合總收入為4,711,000,000港元。結行集團於二零一九年十二月三十一日之綜合資產總值及資產淨值分別為3,617,000,000港元及1,465,400,000港元。

2. 有關湖南雲融信息技術有限公司(「湖南雲融」)的合約安排

2.1 湖南雲融及其註冊擁有人的詳情

湖南雲融為一間於二零一四年八月十五日在中國成立的有限公司。二零一九年五月二十一日之前，湖南雲融由重慶結行全資擁有。湖南雲融及重慶結行入賬列為本公司的全資附屬公司，由本集團通過若干控制性協議合約控制。

於二零一九年五月二十一日，本集團進行涉及雲融集團及其附屬公司(「雲融集團」)的重組(「雲融重組」)，其詳情載於本公司日期為二零一九年五月二十一日的公佈。於雲融重組完成後，湖南雲融的登記股東(「湖南雲融股東」)將為張永剛先生(「張永剛先生」，持有70%股權)及衛明亮先生(「衛先生」，持有30%股權)。控制性協議(「雲融控制性協議」)已由湖南雲融、張永剛先生、衛先生及北京高陽聖思園信息技術有限公司(「北京高陽聖思園」)訂立，以使北京高陽聖思園合約控制湖南雲融100%股權及管理。

2.2 中國營運公司的業務說明

雲融集團主要於中國從事平台運營解決方案業務。

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2.3 Summary of the major terms of the underlying contracts of the Contractual Arrangements

Yunrong Master Exclusive Service Agreement

Beijing Hi Sunray and Hunan Yunrong entered into the Yunrong Master Exclusive Service Agreement, pursuant to which (i) Hunan Yunrong has appointed and designated the Beijing Hi Sunray as its exclusive service provider to provide the technical and business support services and (ii) Beijing Hi Sunray has agreed to (to the extent permissible under PRC law) provide financial support in the form of interest-free loan, as permitted by PRC laws, to Hunan Yunrong by separate agreements to be executed and performed by the parties. The service fee payable for the said services shall be equal to 100% of the audited consolidated net profits of Hunan Yunrong; notwithstanding the foregoing the Beijing Hi Sunray may adjust the service fee at its sole discretion and in accordance with the requirements of relevant governmental authorities, with reference to the working capital requirements of Hunan Yunrong.

Yunrong Business Cooperation Agreement

Beijing Hi Sunray, Hunan Yunrong and the Hunan Yunrong Shareholders entered into the Yunrong Business Cooperation Agreement, pursuant to which each of the Hunan Yunrong Shareholders and Hunan Yunrong have jointly and severally agreed and covenanted that, without obtaining the Beijing Hi Sunray's prior written consent, neither Hunan Yunrong nor the Hunan Yunrong Shareholders shall cause Hunan Yunrong to, engage in any transaction which may materially affect Hunan Yunrong's asset, obligations, rights or operation.

2.3 合約安排相關合約主要條款的概要

雲融獨家服務總協議

北京高陽聖思園與湖南雲融訂立雲融獨家服務總協議，據此，(i)湖南雲融委任及指定北京高陽聖思園作為其技術及業務支持服務的獨家服務供應商；以及(ii)北京高陽聖思園已同意（在中國法律允許範圍內）透過雙方將予簽立及履行的獨立協議以中國法律許可的免息貸款的形式向湖南雲融提供財務援助。就上述服務應支付的服務費將等於湖南雲融經審核綜合純利的100%；儘管有如上規定，北京高陽聖思園可全權酌情及按照相關政府機關規定並參考湖南雲融的營運資金需要調整服務費。

雲融業務合作協議

北京高陽聖思園、湖南雲融與湖南雲融股東訂立雲融業務合作協議，據此，湖南雲融股東與湖南雲融已共同及個別協定及契諾，未獲得北京高陽聖思園事先書面同意，湖南雲融或湖南雲融股東應促使湖南雲融不得從事可能嚴重影響其資產、負債、權利或營運之任何交易。

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Yunrong Exclusive Option Agreement

Beijing Hi Sunray, Hunan Yunrong and the Hunan Yunrong Shareholders entered into the Yunrong Exclusive Option Agreement, pursuant to which (i) Beijing Hi Sunray shall have the exclusive right to require Hunan Yunrong Shareholders to transfer any and all of their equity interests of Hunan Yunrong (the “Yunrong Equity Interests”) to Beijing Hi Sunray and/or its designated third party designated, subject to Beijing Hi Sunray’s specific requirements; and (ii) Beijing Hi Sunray shall have the exclusive right to require Hunan Yunrong to transfer any and all of the assets owned by Hunan Yunrong (the “Yunrong Assets”) to the Beijing Hi Sunray and/or its designee, subject to Beijing Hi Sunray’s specific requirements. The total transfer price for the Yunrong Equity Interests and/or the Yunrong Assets shall be the lowest price allowed under the applicable PRC laws and administrative regulations at the time of transfer. Where there is no lowest price prescribed under the applicable PRC laws and administrative regulations, the transfer price shall be determined by the Beijing Hi Sunray.

Yunrong Proxy Agreement and Power of Attorney

Beijing Hi Sunray, Hunan Yunrong and the Hunan Yunrong Shareholders entered into the Yunrong Proxy Agreement and Power of Attorney, pursuant to which (i) each of the Hunan Yunrong Shareholders has nominated and appointed Beijing Hi Sunray (as well as its successors, including a liquidator, if any) as his attorney-in-fact to exercise such rights as a shareholder of Hunan Yunrong on his behalf, and any right conferred by relevant laws and regulations and the articles of association of Hunan Yunrong; and (ii) each of the Hunan Yunrong Shareholders has covenanted with and undertaken to Beijing Hi Sunray that, if he receives any dividends, interest, any other forms of capital distributions, residual assets upon liquidation, or proceeds or consideration from the transfer of equity interests as a result of, or in connection with, his equity interests in Hunan Yunrong, he shall, to the extent permitted by applicable laws, remit all such monies or assets to Beijing Hi Sunray or its designated entity without any compensation, and shall bear all taxes and fees with respect thereto.

雲融獨家購買權協議

北京高陽聖思園、湖南雲融與湖南雲融股東訂立雲融獨家購買權協議，據此(i)根據北京高陽聖思園之特定要求，北京高陽聖思園將有獨家權利要求湖南雲融股東將彼等持有之湖南雲融任何及全部股權(「雲融股權」)轉讓予北京高陽聖思園及/或北京高陽聖思園指定之第三方；以及(ii)根據北京高陽聖思園之特定要求，北京高陽聖思園將有獨家權利要求湖南雲融將湖南雲融擁有之任何及全部資產(「雲融資產」)轉讓予北京高陽聖思園及/或其指定人士。雲融股權及/或雲融資產之轉讓價格總額將為於有關轉讓進行時中國適用法律及行政法規所允許之最低價格。倘中國適用法律及行政法規項下並無最低價格規定，轉讓價格將為北京高陽聖思園釐定之價格。

雲融委託協議及授權委託書

北京高陽聖思園、湖南雲融與湖南雲融股東訂立雲融委託協議及授權委託書，據此，(i)湖南雲融股東各自已提名並委任北京高陽聖思園(以及其繼任人，包括清算人(如有))作為其實際代理人，以代其行使作為湖南雲融股東之權利以及相關法律及法規以及湖南雲融組織章程細則賦予之任何權利；以及(ii)湖南雲融股東各自已向北京高陽聖思園作出契諾及承諾，倘其因其於湖南雲融之股權或就此收到任何股息、權益、任何其他形式之資本分派、清盤後之剩餘資產或轉讓股權所得款項或代價，其將在適用法律允許範圍內將所有有關款額或資產匯寄予北京高陽聖思園或北京高陽聖思園指定之實體，而不會收取任何補償，且將承擔與此有關之任何及全部稅項及費用。

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Yunrong Equity Interest Pledge Agreement

Beijing Hi Sunray, Hunan Yunrong and the Hunan Yunrong Shareholders entered into the Yunrong Equity Interest Pledge Agreement, pursuant to which each of the Hunan Yunrong Shareholders has agreed to, unconditionally and irrevocably, pledge all of their Yunrong Equity Interests, including any interest or dividend paid for such equity interests, to Beijing Hi Sunray as a security for the performance of any and all obligations of Hunan Yunrong Shareholders and Hunan Yunrong under the contractual documents (other than Yunrong Equity Interest Pledge Agreement) at the amount of RMB10,000,000 which is estimated value of the obligations of Hunan Yunrong Shareholders and Hunan Yunrong under the contractual documents for initial registration purpose.

Yunrong Confirmation and Guarantee Letter

Each of Hunan Yunrong Shareholders signed the Yunrong Confirmation and Guarantee Letter, pursuant to which each of the Hunan Yunrong Shareholders has confirmed and guaranteed that, among other things:

1. his successor, guardian, creditor, spouse or any other person that may be entitled to assume rights and interests in the equity interests of Hunan Yunrong held by him upon his death, incapacity, bankruptcy, divorce or any circumstances that may affect his ability to exercise his shareholder's rights in Hunan Yunrong, will not carry out any act that may affect or hinder the fulfillment of his obligations under each of the contractual documents;

雲融股權質押協議

北京高陽聖思園、湖南雲融與湖南雲融股東訂立雲融股權質押協議。據此，湖南雲融股東各自已同意按人民幣10,000,000元（就初始註冊而言，其為湖南雲融股東及湖南雲融於控制性協議下之責任之估計價值）將其擁有之全部雲融股權（包括就該等股權支付之任何權益或股息）無條件及不可撤銷地質押予北京高陽聖思園，作為湖南雲融股東及湖南雲融履行於控制性協議（雲融股權質押協議除外）項下任何及全部責任之擔保。

雲融確認及擔保函

湖南雲融股東已分別簽立雲融確認及擔保函。據此，湖南雲融股東已分別確認及保證，（其中包括）：

1. 其繼任人、監護人、債權人、配偶或在其身故、喪失行為能力、破產、離異或發生可能影響其行使其於湖南雲融之股東權利之能力之任何情形下可能有權承擔其所持有湖南雲融股權中權利及權益之任何其他人士，將不會進行可能影響或妨礙其於各控制性協議項下責任之履行之任何行為；

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2. he will unwind the contractual documents and transfer all of the equity interests of Hunan Yunrong held by him to Beijing Hi Sunray or any party designated by Beijing Hi Sunray as soon as the applicable PRC laws allow Beijing Hi Sunray to operate the business operated by Hunan Yunrong by way of directly holding equity interests, and that subject to applicable PRC laws, he must donate immediately without compensation to Beijing Hi Sunray or the entity designated by Beijing Hi Sunray any consideration he has received from Beijing Hi Sunray during its acquisition of the equity interests of Hunan Yunrong; and
3. he will not directly or indirectly engage in, own or acquire any business that competes or might compete with the business of Hunan Yunrong or its affiliated companies or to have any interest in such business; and none of his actions or omissions will give rise to conflict of interest between himself and Beijing Hi Sunray (including but not limited to the shareholders of Beijing Hi Sunray); in the event of any such conflict, he will take any action as instructed by Beijing Hi Sunray to eliminate such conflict provided such action is compliant with PRC laws.

Yunrong Spousal Consent

Ms. Li Qi ("Ms. Li"), the spouse of Mr. Zhang has covenanted, among other things, not to take any action with the intent to interfere with the arrangements under and performance of the contractual documents, including making any claim that such equity interests in Hunan Yunrong constitute property or community property between herself and Mr. Zhang and waives all their rights or entitlements to such equity interests that her be granted to her according to any applicable laws.

2. 當適用中國法律允許北京高陽聖思園透過直接持有股權經營湖南雲融所經營之業務時，其將盡快解除控制性協議及將其持有之全部湖南雲融股權轉讓予北京高陽聖思園或北京高陽聖思園指定之任何人士。在適用中國法律規限下，其必須立即將其於收購湖南雲融股權過程中已自北京高陽聖思園收到之任何代價捐贈予北京高陽聖思園或北京高陽聖思園指定之實體，而不會收取任何補償；及
3. 其將不會直接或間接從事、擁有或收購與湖南雲融或其聯屬公司業務競爭或可能競爭之任何業務或於該等業務中擁有任何權益；及其行為或疏忽概不會導致其與北京高陽聖思園（包括但不限於北京高陽聖思園之股東）之間發生利益衝突；倘發生任何該等衝突，其將採取北京高陽聖思園指示之任何行動，以消除該衝突，惟該行為須遵守中國法律規定。

雲融配偶同意函

李琦女士（「李女士」，張永剛先生之配偶）已作出契諾，（其中包括）將不會採取有意干擾控制性協議項下安排之任何行動（包括作出任何有關湖南雲融之該等股權構成其本身與張永剛之間之財產或共同財產之要求），並放棄根據任何適用法律其可能獲授予之對該等股權之全部權利。

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Disputes resolutions

The contractual documents all contain a disputes resolution clause which stipulates that any dispute or claim shall be resolved by the parties in good faith through negotiations. If no resolution can be reached, the dispute shall be submitted to the Beijing Arbitration Commission for arbitration in Beijing in accordance with its rules of arbitration in effect at the time of application. The arbitral tribunal or the arbitrators shall have the authority to award any remedy or relief in accordance with the terms of the contractual documents and applicable PRC laws, including provisional and permanent injunctive relief (such as injunctive relief with respect to the conduct of business or to compel the transfer of assets), specific performance of any obligation created thereunder, remedies over the equity interests or land assets of Hunan Yunrong and winding up orders against Hunan Yunrong. The arbitral award shall be final and binding upon all parties. In addition, to the extent permitted under applicable PRC laws, each party shall have the right to seek interim injunctive relief or other interim relief from a court of competent jurisdiction in support of the arbitration when formation of the arbitral tribunal is pending or under appropriate circumstances. The parties agreed that, subject to applicable laws, the courts of Hong Kong, the Cayman Islands, Bermuda, PRC and the places where the principal assets of Hunan Yunrong are located, shall all be deemed to have jurisdiction.

2.4 Revenue and assets subject to the Contractual Arrangements

The consolidated total revenue of the Yunrong Group for the year ended 31 December 2019 was HK\$158.0 million. The consolidated total assets and net assets of the Yunrong Group as at 31 December 2019 amounted to HK\$161.5 million and HK\$2.4 million respectively.

爭議解決方案

控制性協議均包含爭議解決條款，該條款規定任何爭議或索賠應由訂約各方通過協商真誠解決。如果無法達成解決方案，爭議應按照申請時有效的仲裁規則提交北京市仲裁委員會在北京仲裁。仲裁庭或仲裁員有權根據控制性協議和適用的中國法律條款裁定任何補救或救濟措施，包括臨時和永久禁令救濟（例如關於經營業務的禁令救濟或強制轉移資產），具體履行本協議項下產生的任何義務，對湖南雲融的股權或土地資產進行補救，以及針對湖南雲融的清盤令。仲裁裁決是終局裁決，對訂約各方均有約束力。此外，在適用的中國法律允許的範圍內，在仲裁庭組成待決或在適當情況下，訂約各方均有權向具有管轄權的法院尋求臨時禁令救濟或其他臨時救濟以支持仲裁。訂約各方同意，根據適用法律，香港、開曼群島、百慕達、中國以及湖南雲融的主要資產所在地的法院，均被視為具有司法管轄權。

2.4 受合約安排規限的收益及資產

截至二零一九年十二月三十一日止年度，雲融集團的綜合收益總額為158,000,000港元。雲融集團於二零一九年十二月三十一日的綜合資產總值及資產淨值分別為161,500,000港元及2,400,000港元。

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3. Laws and regulations relating to the provision of value-added telecommunications services in the PRC and reasons for adopting the Contractual Arrangements

Under the Telecommunications Regulations of the People's Republic of China (中華人民共和國電信條例), telecommunications service providers are required to obtain operating licenses prior to their commencement of operations.

Under the Administrative Measures on Internet Information Services (互聯網信息服務管理辦法) ("Measures"), profitable internet information service providers must obtain the ICP License from the relevant authorities before engaging in the profitable internet information service business in the PRC.

According to the Regulations on the Administration of Foreign-invested Telecommunication Enterprises (2016 Amended) (外商投資電信企業管理規定(2016年修訂)) ("FITE Regulations"), (i) the ratio of investment by a foreign investor in a company providing value-added telecommunications services shall not exceed 50%, and (ii) a foreign investor who invests in a value-added telecommunications services company shall have a good track record and operational experience in providing value-added telecommunications business (the "Qualification Requirement") in the PRC.

The purpose for the Group to adopt the contractual arrangements is to enable the Group to engage in the value-added telecommunications business indirectly through Chongqing JIM and Hunan Yunrong which hold the ICP License in the PRC. Each of Chongqing JIM and Hunan Yunrong is engaged in value-added telecommunications business and holds the ICP License. Due to the foreign ownership restrictions under the PRC laws as outlined above and based on the consultation with the officer of the relevant governmental authority, since the Group has not previously engaged in telecommunications business outside the PRC nor has it previously acquired any equity interest in a PRC enterprise engaged in telecommunications business, the Group would not be considered to possess the Qualification Requirement. As such, the Group would not be able to engage in the value-added telecommunications business in the PRC directly, regardless of the percentage shareholding interest (being less than 50% or otherwise) it holds in the operating entity, without first adopting a VIE structure.

3. 有關在中國提供增值電信服務的法律及法規及採納合約安排的理由

根據《中華人民共和國電信條例》，電信服務提供商於開始運營前必須獲得營業執照。

根據《互聯網信息服務管理辦法》（「辦法」），在中國從事經營性互聯網信息服務業務之前，經營性互聯網信息服務提供商必須從相關主管部門獲得ICP證。

根據《外商投資電信企業管理規定（2016年修訂）》（「外商投資電信企業規定」），(i)經營增值電信服務的外商投資電信企業的外方投資者在企業中的出資比例，不得超過50%，及(ii)於中國投資於增值電信服務公司的外方投資者應有從事提供增值電信服務的良好業績及營運經驗（「資質規定」）。

本集團採納合約安排的目的為使本集團可透過重慶結行及湖南雲融（持有ICP證）間接從事增值電信業務。重慶結行及湖南雲融均從事增值電信業務，並持有ICP證。由於如上文所概述中國法律項下的外商擁有權限制及基於向政府相關部門的高級職員的諮詢，由於本集團之前並無於中國以外地區從事電信業務，且其之前亦無收購從事電信業務的中國企業的任何股權，故本集團被視為不符合資質規定。因此，在並無首先採納VIE架構的情況下，本集團將無法於中國直接從事增值電信業務（不論其於營運實體所持股權百分比（少於50%或其他比例））。

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4. Risks relating to the Contractual Arrangements

The Group is exposed to certain risks under the Contractual Arrangements, which are summarised below.

- There is no assurance that the New JIM Control Documents (Pre-Swap) or the Yunrong Control Documents could comply with future changes in the regulatory requirements in the PRC and the PRC government may determine that the New JIM Control Documents or the Yunrong Control Documents do not comply with applicable regulations.
- Substantial uncertainties exist with respect to the enactment timetable, interpretation and implementation of the Draft Foreign Investment Law (《外國投資法草案》) and how it may impact the viability of the current corporate structure, corporate governance and business operations under the Contractual Arrangements.
- the New JIM Control Documents (Pre-Swap) or the Yunrong Control Documents may not be as effective as direct ownership in providing control over Hunan Yunrong or Chongqing JIM.
- The registered shareholders of Chongqing JIM or Hunan Yunrong may potentially have a conflict of interests with the Group.
- The Contractual Arrangements may be subject to scrutiny of the PRC tax authorities and transfer pricing adjustments and additional tax may be imposed.
- Certain terms of the New JIM Control Documents (Pre-Swap) or the Yunrong Control Documents may not be enforceable under PRC laws, such as the disputes resolution clauses stipulated above.
- A substantial amount of costs and time may be involved in transferring the ownership of OPCOs to the Group under the JIM Exclusive Option Agreement (Pre-Swap) or the Yunrong Exclusive Option Agreement.
- The Group may bear economic risk which may arise from difficulties in the operation of OPCOs.
- The Company does not have any insurance which covers the risks relating to the New JIM Control Documents (Pre-Swap) or the Yunrong Control Documents and the transactions contemplated thereunder.

4. 與合約安排有關的風險

本集團面對合約安排項下的若干風險，概述如下。

- 概無保證新結行控制性協議（掉期前）或雲融控制性協議能夠遵守中國監管規定的未來變動，而中國政府可能釐定，新結行控制性協議或雲融控制性協議並無遵守適用法規。
- 在《外國投資法草案》的頒佈時間表、解釋及實施，以及其如何影響合約安排下現有公司架構、公司管治及業務運營的可行性方面存在重大不確定性。
- 新結行控制性協議（掉期前）或雲融控制性協議在提供對湖南雲融或重慶結行的控制權方面可能不如直接所有權有效。
- 重慶結行或湖南雲融的登記股東可能與本集團存在潛在利益衝突。
- 合約安排可能會受到中國稅務機關的審查及受到轉讓價格調整所規限，並可能徵收額外稅項。
- 新結行控制性協議（掉期前）或雲融控制性協議的若干條款可能無法根據中國法律執行（如於上文所規定的爭議解決條款）。
- 根據結行獨家購買權協議（掉期前）或雲融獨家購買權協議將中國營運公司的所有權轉讓予本集團可能涉及大量成本及時間。
- 本集團可能承擔因中國營運公司經營困難可能產生的經濟風險。
- 本公司並無任何涵蓋與新結行控制性協議（掉期前）或雲融控制性協議及其項下擬進行的交易有關的風險的保險。

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- There is a lack of clear guidance or interpretation on the qualification requirement under the Internet Content Provider License, which may cast uncertainty to the Group when the foreign ownership restriction in value-added telecommunications is relaxed.

5. Internal control measures implemented by the Group

The New JIM Control Documents (Pre-Swap) or the Yunrong Control Documents contain certain provisions to exercise effective control over and to safeguard the assets of OPCOs. In addition to such provisions, the Company has adopted certain measures which may include but not limited to management control, financial control and legal review as follows:

- the Group has delegated representatives (“Representatives”) to OPCOs, mainly responsible for exercising management control of OPCOs; the Representatives will conduct reviews on the operations of OPCOs;
- the Board and the Representatives shall identify major issues arising from the implementation of and compliance with the New JIM Control Documents (Pre-Swap) or the Yunrong Control Documents;
- any regulatory enquiries from government authorities will be submitted to the Board, if necessary, for review and discussion on an occurrence basis;
- the Representatives or other delegates of the Board shall meet with the registered shareholders or directors of the OPCOs to investigate and report any suspicious matters to the Board;
- the Board shall collect the management accounts and major operational data of OPCOs regularly for review which will be no less frequent than on a quarterly basis; the financial team of the Company will seek explanations from the senior management of the OPCOs on any material fluctuations;
- the Board will consult the Company’s PRC legal advisers from time to time to check if there are any legal developments in the PRC affecting the arrangement contemplated under the New JIM Control Documents (Pre-Swap) or the Yunrong Control Documents (such as the development of the draft Foreign Investment Law), and the Board will determine if any modification or amendment are required to be made;

- 互聯網內容提供商許可證的資格要求缺乏明確的指導或解釋，當放寬增值電信的外商所有權限制時，這可能為本集團帶來不確定性。

5. 本集團實施的內部控制措施

新結行控制性協議(掉期前)或雲融控制性協議載有若干對中國營運公司行使有效控制權及保障中國營運公司資產的條款。除該等條款外，本公司已採納若干措施(包括但不限於管理層控制權、財務控制權及法律審核)，載列如下：

- 本集團已向中國營運公司委派代表(「該等代表」)，主要負責對中國營運公司行使管理控制權；該等代表將對中國營運公司的營運進行審核；
- 董事會及該等代表將識別執行及遵守新結行控制性協議(掉期前)或雲融控制性協議所產生的主要問題；
- 政府機構的任何監管查詢將提交予董事會以供於發生時審核及討論(倘必要)；
- 該等代表或董事會的其他代表將與中國營運公司登記股東或董事會面以調查並向董事會報告任何可疑事項；
- 董事會應定期收集中國營運公司的管理層賬目及主要營運數據以供審核，頻率將不少於按季度基準收集；本公司的財務團隊將尋求中國營運公司高級管理層對任何重大波動的解釋；
- 董事會將不時諮詢本公司的中國法律顧問以檢查中國是否發生任何法律發展影響新結行控制性協議(掉期前)或雲融控制性協議項下擬進行安排(如《外國投資法草案》的發展)，而董事會將釐定是否需作出任何修改或修訂；

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- major issues arising from implementation and performance of the New JIM Control Documents (Pre-Swap) or the Yunrong Control Documents, if any, will be reviewed by the Board on a regular basis; the Board will determine, as part of its periodic review process, whether legal advisers and/or other professionals will need to be retained to assist the Group to deal with specific issues arising from the New JIM Control Documents (Pre-Swap) or the Yunrong Control Documents;
- the Board will disclose the overall performance and compliance with the New JIM Control Documents (Pre-Swap) or the Yunrong Control Documents in its annual report to update the Shareholders and potential investors; and
- the Company shall comply with the conditions prescribed under the waiver granted by the Stock Exchange in connection with the continuing connected transactions contemplated under the Yunrong Control Documents and the New JIM Control Documents.
- 執行及履行新結行控制性協議(掉期前)或雲融控制性協議產生的主要問題(如有)將由董事會定期檢討;作為其定期檢討程序的一部分,董事會將釐定是否聘請法律顧問及/或其他專業人士以協助本集團處理新結行控制性協議(掉期前)或雲融控制性協議產生的具體問題;
- 董事會將於其年報中披露整體履行及遵守新結行控制性協議(掉期前)或雲融控制性協議的情況並向股東及潛在投資者發佈最新情況;及
- 本公司將遵守聯交所就雲融控制性協議及新結行控制性文件項下擬進行的持續關連交易授出的豁免所規定的條件。

6. Material change

Save as disclosed above, there is no material change of the Contractual Arrangements during the year ended 31 December 2019.

7. Unwinding of Contractual Arrangements

As at the date of this report, there is no unwinding of any of the Contractual Arrangements or failure to unwind when the restrictions that led to the adoption of the Contractual Arrangements are removed.

6. 重大變動

除以上所披露者外,於截至二零一九年十二月三十一日止年度合約安排並無發生重大變動。

7. 解除合約安排

截至本報告日期,並無解除任何合約安排,亦無於撤銷導致採納合約安排之限制時無法解除任何合約安排。

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BUSINESS OUTLOOK

Effect of COVID-19

All of the Group's business segments are substantially based in Mainland China. In view of the outbreak of the novel coronavirus disease 2019 (COVID-19) (the "epidemic") in Mainland China since January 2020, the Group has adopted various prevention and control measures in accordance with the relevant national and local regulations on epidemic prevention and control in compliance with the national epidemic prevention policies. In the light of the current situation, the local consumption market and hence the payment processing industry, as well as the Group's financial performance will inevitably be affected by the epidemic in the first half of 2020. The Group has observed a lower than usual transaction volume being processed through its payment processing solutions segment in January and February 2020, excluding the probable seasonal fluctuations due to the Lunar New Year holidays, the decline in transaction volume could have been caused by a decline in consumer consumption of goods and services in the face of the epidemic. Given the uncertainties as to the development and duration of the current epidemic situation, it is difficult to predict the extent to which the business of the Group may be affected. The Group will pay close attention to the development of the epidemic and evaluate its impact on the operation and financial position and results of the Group.

Payment processing solutions

In 2019, the overall transaction volume of payment business continued to maintain a steady and solid increase. VBill OPCO has 3.5 million accumulated active domestic merchants with the cumulative transaction volume exceeded RMB1,760 billion for the year and handled 0.9 billion transactions. The number of transactions increased by 129% as compared with last year, contributed mainly by the rapid growth of mobile QR code payment transactions. The payment processing solutions achieved significant results domestically and we shall explore the wider international market in the future. During the year, we have obtained the Money Services Operators ("MSO") license that laid the foundation for cross-border payment business. Moreover, we have successfully brought in the strategic investment from EQT. EQT has distinct achievements in the aspects of finance and payment, and we considered that the addition of EQT will speed up VBill OPCO's overseas strategy. In 2020, we and the management of VBill OPCO will start to develop cross-border payment business through a subsidiary owned by VBill (Cayman). Along with the progressively increasing supervision by the regulatory authorities of China, VBill OPCO will increase its effort in the establishment of various compliance systems, including anti-money laundering, and strengthen operational control and risk prevention. We believe that the Company will be able to offer less costly, more efficient and diversified payment and fintech services to a wider user base in the future.

Information security chips and solutions

In 2019, the development of payment market in China was stable, while market competition in the information security chips business became more intense and QR code payment products were replacing traditional supporting products much more quickly. We expect the market to continue to develop steadily in 2020. Nonetheless, the growth may be affected by changes in the central bank policies targeting the payment market. Other research and development projects are progressing smoothly and cost reduction initiatives of various products continue to roll out in an orderly manner.

業務展望

新型冠狀病毒肺炎的影響

本集團的所有業務分類基本位於中國大陸。鑒於自二零二零年一月以來中國大陸爆發新型冠狀病毒肺炎2019 (COVID-19) (「該傳染病」)，本集團已根據國家及地方有關該傳染病防控的相關法規採取多項防控措施，以遵守國家傳染病防控政策。鑒於當前狀況，於二零二零年上半年，地區消費市場、支付交易處理行業以及本集團的財務表現將不可避免地受該傳染病的影響。本集團觀察到於二零二零年一月及二月，透過本集團支付交易處理解決方案分類處理的交易量低於平常，撇除農曆新年假期可能引起的季節性波動的影響，交易量的下跌有可能是因該傳染病爆發導致消費者的商品及服務消費下降。鑑於目前該傳染病發展的不確定性，目前很難預測該等情況的持續時間以及對本集團業務的影響程度。本集團將密切關注該傳染病的發展並評估其對本集團的營運、財務狀況和業績的影響。

支付交易處理解決方案

於二零一九年，支付業務總體交易規模繼續保持穩健增長，隨行付累計國內活躍商戶總數350萬戶，年累計交易規模逾人民幣17,600億元，處理超過9億筆交易。交易筆數較去年增長129%，主要貢獻為掃碼支付交易增長迅猛。支付交易處理解決方案在國內取得了顯著成績，未來我們將尋求更寬闊的國際市場。年內，我們取得了金錢服務經營者(「MSO」)牌照，為跨境支付業務奠定了基礎。此外，我們成功引進EQT的戰略投資，EQT在金融和支付領域頗有建樹，我們認為EQT的加入將會加速隨行付的海外戰略。二零二零年，我們與隨行付的管理層將開始透過VBill (Cayman)擁有的一間附屬公司開發跨境支付業務。伴隨著國內監管機構逐步加大的監管力度，隨行付將加大包括反洗錢在內的各項合規制度建設、加強運營監控，防範各類風險。相信公司未來有能力為更廣泛的人群提供更低成本、更高效率、更多元化的支付和金融科技服務。

信息安全芯片及解決方案

二零一九年中國支付市場發展趨於平穩，同時信息安全芯片市場競爭也變得更加激烈，二維碼支付產品以更快速度替換傳統支援產品。我們預計二零二零年市場會持續平穩發展，但不排除受到央行針對支付市場的政策影響，發生變化。其他各項研發專案進展順利，各產品的成本降低工作也將繼續有條不紊地開展。

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Platform operation solutions

In 2019, we continued the provision of operational supporting services to China Mobile Financial Technology Co., Ltd. ("China Mobile Fintech"), the IVR Base of China Mobile and the Migu Animation and Comics Base of China Mobile. Since the establishment of China Mobile Fintech, with its vigorous development in integrated payment, featured e-commerce and fintech business, we are currently their biggest operational supporting partner. Our excellent operational supporting work has received affirmation and recognition from China Mobile and laid a solid foundation for the steady development of the current supporting business and the expansion of further supporting projects in the future. Looking ahead, we will continue to expand our business of domestic mobile operators' companies in other provinces and professional companies, expand overseas mobile payment technology service projects and develop community-based e-commerce related businesses. We will strive to expand the proportion of revenue outside the existing businesses to ensure the continued stable and healthy development of our business.

Financial solutions

In 2019, we continued to provide quality services and maintain a steady development in the traditional customer markets. Also, we completed the development of the core business system for Macao Development Bank, as well as putting into production the core business system for two virtual banks in Hong Kong, namely the ZA Bank and Airstar Bank during the period. At the same time, in response to the increasingly fierce competition in the mainland domestic market, we endeavored to enhance competitiveness through aggressive investment in the research and development of new products: aggressively developing a new generation of decentralised core business system, and won the bid for the special project of constructing a new generation decentralised core business system for the Bank of Guizhou during the period. Moreover, we achieved business breakthrough in Southeast Asia market this year, and won the bids for special projects of constructing core business systems for one big state-owned bank in Laos and one newly-established bank in Malaysia in the second half of the year.

Electronic power meters and solutions

In 2020, the total tender volume of electronic power meters and data collection devices of the State Grid are expected to approximate to that of 2019. We managed to, once again, win the bid in the State Grid's second unified tender last year, and we are confident that we will continue to win further bids in 2020. On technical aspects, the State Grid Power Research Institute is actively advancing the research and construction of GB standards for IR46 electronic power meter, we are also actively pursuing the relevant works.

平台運營解決方案

二零一九年我們繼續為中移動金融科技有限公司（簡稱「中移金科」）、中移動IVR基地以及中移動咪咕動漫基地提供運營支撐服務。中移金科自成立以來，大力發展融合支付、特色電商以及金融科技業務，我們目前是其最大的運營支撐夥伴。我們良好的運營支撐工作獲得了中移動肯定和認可，為未來穩定發展現有支撐類業務以及拓展更多支撐項目打下堅實基礎。展望未來，我們將繼續加大對國內移動運營商其他省公司及專業公司的業務拓展，開展海外移動支付技術服務類專案，發展社區電商類相關業務。我們將努力擴大固有業務之外的收入佔比，確保公司各項業務穩固發展。

金融解決方案

二零一九年，在傳統客戶市場，繼續提供優質服務，保持業務的穩定，並在期內完成澳門發展銀行核心業務系統的開發以及兩家香港虛擬銀行（即眾安銀行及天星銀行）核心業務系統的投產。同時，針對國內市場競爭日趨激烈的現狀，我們積極從加大新產品的研發以提升公司競爭力：積極開發新一代的分散式核心業務系統，並於期內中標貴州銀行新一代分散式核心業務系統建設專案。除此，我們今年在東南亞市場取得業務突破，在下半年中標老撾某大型國有銀行核心業務系統建設專案、馬來西亞某新籌建銀行核心業務系統建設專案。

電能計量產品及解決方案

二零二零年，國家電網電能表及用電資訊採集設備招標總量，預計將與二零一九年相當。在國家電網去年的第二次統一招標中，我們重新實現中標，我們有信心在二零二零年繼續取得更多中標。技術方面，有關IR46電能表國標規範的研究和建設工作，國家電網電科院正在積極推進。相關工作，我們也在積極跟進。

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PRINCIPAL RISKS AND UNCERTAINTIES

In view of the outbreak of the novel coronavirus disease 2019 (COVID-19) (the “epidemic”) in Mainland China since January 2020, the Group has adopted various prevention and control measures in accordance with the relevant national and local regulations on epidemic prevention and control to comply with the national epidemic prevention policies. The Group is closely monitoring the market situation and continuously evaluating the impact of the epidemic on the Group’s operation and financial performance. In the light of the current situation, the local consumption market and hence the payment processing industry, as well as the Group’s financial performance may be materially and adversely affected by the epidemic.

A considerable portion of the Group’s revenue was derived from a small number of customers in China. Failure to maintain good relationships with these customers could materially and adversely affect our financial results.

Our business operates in an industry that is subject to changes in market conditions, technological advancements, developing industry standards and changing customers’ needs and preferences for our new products and/or services. If we are unable to respond to these changes promptly or unable to continually enhance our existing products and launch new products to the market in a timely manner, our business performance may be adversely affected. Also, any unauthorised use of our intellectual property by third parties could harm our business and competitive position.

The industries in which we operate in the PRC are subject to extensive industry standards and government regulations, failing compliance of which may adversely affect our operation and sales. Regarding our payment processing solutions business in the PRC, we are currently operating under three main payment licenses, namely national bank card acceptance, online payment and mobile payment licenses, which will expire in June 2022. Any failure to renew these licenses could disrupt our business operations and our sales may be materially and adversely affected.

The Group has been operating certain lines of businesses which adopted contract-based arrangements and/or structures for the purpose of enabling the Group, as foreign investor, to control and benefit from the PRC operating companies (“OPCO”) in the foreign restricted businesses in the PRC. However, such arrangements may not be as effective in providing operational control as direct ownership. In addition, there can be no assurance that the PRC government authority would continue to regard these Contractual Arrangements as being in compliance with the applicable PRC laws and regulations, or that the legal requirements or policies that may be adopted in the future would not affect the Contractual Arrangements and the relevant business operations. Details of the Contractual Arrangements are set out in section headed “Information on the Contractual Arrangements” in the Report of the Directors on page 40.

主要風險及不明朗因素

鑒於自二零二零年一月以來中國大陸爆發新型冠狀病毒肺炎2019 (COVID-19) (「該傳染病」)，本集團已根據國家及地方有關該傳染病防控的相關法規採取多項防控措施，以遵守國家傳染病防控政策。本集團密切監察市場狀況並持續評估該傳染病對本集團經營及財務表現的影響。鑒於當前狀況，地區消費市場及支付交易處理行業以及本集團的財務表現或會受到該傳染病的嚴重及不利影響。

本集團大部分收入來自少數中國客戶。無法與這些客戶保持良好關係或會對我們之財務業績構成重大不利影響。

我們營運業務所在行業受市場狀況變化、技術改進、行業標準演變及客戶對我們新產品及／或服務之需求或偏好變化左右。倘我們未能迅速應對這些轉變，或未能不斷改善我們現有產品及適時推廣新產品，我們的業務表現或會受到不利影響。此外，第三方未經授權使用我們之知識產權可損害我們之業務及競爭地位。

我們於中國營運之行業須遵從眾多行業標準及政府法規。倘我們未能遵從，我們之營運及銷售或會受到不利影響。有關我們於中國之支付交易處理解決方案業務，我們現時以三項主要支付特許權經營，即國家銀行卡接納、線上支付及移動付款特許權，而彼等將於二零二二年六月到期。未能重續該等特許權或會擾亂我們之業務營運並對銷售構成重大不利影響。

本集團已有若干業務採用合約制安排及／或架構營運，旨在讓本集團以外國投資者身份控制於中國經營外商限制業務之中國營運公司(「中國營運公司」)並從中獲益。然而，該等安排之效力在營運控制上未必如直接擁有此等業務般有效。此外，無法保證中國政府機關會繼續將該等合約安排視為符合中國法律、法規，亦不保證日後可能採用之法律規定或政策不會影響合約安排及相關業務營運。有關合約安排之詳情載於第40頁之董事會報告「有關合約安排之資料」一節。

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Also, volatility in the securities market may affect the Company's shares investments. The Company is also subject to market risks, such as currency fluctuations, volatility of interest rates, credit risks, and liquidity risks in the normal course of the Group's business. Particulars of financial risk management of the Company are set out in note 3 to the consolidated financial statements.

SOCIAL RESPONSIBILITIES AND SERVICES AND ENVIRONMENTAL POLICY

The Group is committed to the long-term sustainability of its businesses and the communities with which it engages. We pursue this business approach by managing our business prudently and executing management decisions with due care and attention.

COMPLIANCE WITH LAWS AND REGULATIONS

There has been no violation, breach of or incompliance with applicable laws and regulations such as the Hong Kong Companies Ordinance (Cap. 622), the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and other applicable local laws and regulations in various jurisdictions in which the Group operates that had a significant impact on the Company.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

Remuneration packages are generally structured with reference to prevailing market terms and individual qualifications. Salaries and wages are normally reviewed on an annual basis based on performance appraisals and other relevant factors.

Apart from salary payments, there are other staff benefits including mandatory provident fund, medical insurance and performance related discretionary bonus. Share options may also be granted to eligible employees of the Group as incentives or rewards.

Relationship is the fundamental of business. The Group fully understands this principle and thus maintains close relationship with customers to fulfil their immediate and long-term needs. Due to the nature of business, the Group did not have any major supplier that has significant influence on its operations.

However, the Group strives to maintain fair and co-operative relationship with the suppliers.

此外，證券市場波動或會影響本公司之股票投資。本公司於本集團日常業務過程中亦受市場風險（如貨幣波動、利率波動、信貸風險及流動資金風險）所影響。本公司之財務風險管理詳情載於綜合財務報表附註3。

社會責任與服務及環境政策

本集團致力維持其業務及所在社區之長期可持續發展。本集團審慎管理業務，並盡責專注地執行管理決策，以推動此業務模式。

遵守法律及法規

本集團並無違反、觸犯或不遵守適用法律及法規，如香港公司條例（第622章）、聯交所證券上市規則（「上市規則」）以及於本集團經營所在司法管轄區適用而對本公司構成重大影響的其他當地法律及法規。

與僱員、客戶及供應商之關係

薪酬待遇一般參考現行市場條款及個人資歷制定。薪金及工資通常會每年根據表現評估及其他相關因素檢討。

除薪金外，本集團另設有其他員工福利，包括強積金、醫療保險及與表現掛鉤之酌情花紅。本集團亦可能會向合資格僱員授出購股權作為激勵或獎勵。

關係乃生意之根本，本集團深悉此原則，故會與客戶保持密切關係以滿足其當下及長期之需要。基於業務之性質，本集團並無任何對其營運有重大影響之主要供應商。

然而，本集團致力與供應商維持公平及合作之關係。

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DIVIDEND

The Board considers sustainable returns to shareholders whilst retaining adequate reserves for the Group's future development to be an objective. Under the Company's dividend policy, dividends may be declared from time to time and be paid to shareholders provided that the Group is profitable, without affecting the normal operations of the Group. In summary, the declaration of dividends and the dividend amount shall be determined at the sole and absolute discretion of the Board taking into account the following factors:

- the Group's financial performance;
- the liquidity position and capital requirements of the Group; and
- any other factors that the Board may consider appropriate.

DIRECTORS

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

Executive Directors:

CHEUNG Yuk Fung
KUI Man Chun
XU Wensheng
LI Wenjin
XU Changjun

Independent Non-Executive Directors:

TAM Chun Fai
LEUNG Wai Man, Roger
CHANG Kai-Tzung, Richard

In accordance with the Company's Bye-laws, not less than one-third of the Directors are subject to retirement by rotation and re-election at the annual general meeting, and every Director shall be subject to retirement by rotation at least once every 3 years.

Mr. Xu Changjun and Mr. Xu Wensheng, Executive Directors, and Mr. Tam Chun Fai, Independent Non-Executive Director, will retire from office by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election in accordance with the Company's Bye-laws.

股息

董事會的目標是為股東帶來持續回報同時為本集團的未來發展保留充足儲備。根據本公司的股息政策，本公司或會不時向股東宣派及派付股息，惟本集團盈利且不會影響本集團的正常營運。總而言之，股息宣派及股息金額由董事會考慮下列因素後全權酌情決定：

- 本集團之財務表現；
- 本集團之流動資金狀況及資本要求；及
- 董事會認為適當之任何其他因素。

董事

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為：

執行董事：

張玉峰
渠萬春
徐文生
李文晉
徐昌軍

獨立非執行董事：

譚振輝
梁偉民
張楷淳

根據本公司之公司細則，不少於三分之一數目的董事須於股東週年大會上輪值告退並可重選連任，且各名董事須至少每三年輪值告退一次。

根據本公司的公司細則，執行董事徐昌軍先生及徐文生先生以及獨立非執行董事譚振輝先生亦將於股東週年大會上輪值退任，並符合資格並將願意重選連任。

Report of the Directors 董事會報告

As Mr. Tam Chun Fai, has been appointed as an Independent non-Executive Director and served the Company for more than 9 years, his further appointment shall be subject to separate resolution to be approved by Shareholders in accordance with the CG Code.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming Annual General Meeting has an unexpired service contract with the Group which is not determinable by the Group within 1 year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed, no transaction, arrangement or contract of significance in relation to the Group's business to which the Company, its fellow subsidiaries or its holding company or the Group was a party and in which a Director or an entity connected with a Director (with meetings as ascribed to it under the Listing Rules) had a material interest, whether directly or indirectly, were entered into or subsisted during or at the end of the year.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of the Directors and the senior management are set out on pages 4 to 6.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the Directors and officers of the Group is currently and was in force throughout the financial year.

Throughout the year, the Company has maintained appropriate directors and officers liability insurance cover providing indemnity against liabilities, including liability in respect of legal actions against the Directors and officers of the Group, thereby sustained or incurred arising from or incidental to execution of duties of his/her offices, subject to terms and conditions of the policy.

由於譚振輝先生獲委任為獨立非執行董事，以及於本公司任職超過九年，彼獲繼續委任將須根據企業管治守則由股東透過獨立決議案批准後方可作實。

董事之服務合約

擬於應屆股東週年大會重選連任之董事並無與本集團訂有於1年內不可在不支付賠償（法定賠償除外）之情況下終止之未屆滿服務合約。

董事於合約之權益

除所披露者外，本公司、其同系附屬公司或其控股公司或本集團概無於年內或本年度末訂有任何董事或其關連實體（定義見上市規則）於當中直接或間接擁有任何重大權益且與本集團業務有關之重大交易、安排或合約。

董事及高級管理層之履歷詳情

董事及高級管理層之履歷詳情載於第4至6頁。

獲准許之彌償條文

為本集團董事及高級職員訂立之獲准許彌償條文於整個財政年度一直生效且現時正在生效。

在整個年度內，本公司已購買適當之董事及高級職員責任保險，其涵蓋為責任提供彌償（包括有關針對本集團董事及高級職員的法律行動，致使因彼等履行職務而蒙受或產生或導致或附帶之責任），惟須視乎保單條款及條件而定。

Report of the Directors

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

董事及行政總裁於股份、相關股份及債券之權益及淡倉

As at 31 December 2019, the interests and short positions of each Director and Chief Executive in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of part XV of the Securities and Futures Ordinance (Cap. 571) ("SFO")), as recorded in the register maintained by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules ("Model Code") were as follows:

於二零一九年十二月三十一日，各董事及行政總裁於本公司及其相聯法團（定義見證券及期貨條例（第571章）（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有已記入本公司根據證券及期貨條例第352條存置之登記冊或根據上市規則附錄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」）已以其他方式知會本公司及聯交所之權益及淡倉如下：

Director	董事	Ordinary Shares of HK\$0.0025 each in the Company 本公司每股面值0.0025港元之普通股			Approximate percentage of shareholding in the Shares of the Company 於本公司股份股權之概約百分比	Interests in associated corporation 於相聯法團之權益			Approximate percentage of shareholding in the registered capital of the associated corporation 於相聯法團的註冊資本股權之概約百分比
		Personal interest 個人權益	Corporate interest 公司權益	Total 總數		Personal interest 個人權益	Corporate interest 公司權益	Total 總數	
Kui Man Chun	渠萬春	28,650,000 (L)*	617,083,636 (L)* <i>(note (ii))</i> <i>(附註(ii))</i>	645,733,636	23.25%**	-	-	-	-
Xu Wensheng	徐文生	4,566,000 (L)*	-	4,566,000	0.16%**	750,000 <i>(note (ii))</i> <i>(附註(ii))</i>	-	750,000	3.85%***
Li Wenjin	李文晉	6,400,000 (L)*	-	6,400,000	0.23%**	-	-	-	-
Xu Changjun	徐昌軍	16,563,000 (L)*	-	16,563,000	0.60%**	675,000 <i>(note (iii))</i> <i>(附註(iii))</i>	-	675,000	3.46%***

Note:

- (i) These shares are held by Mr. Kui Man Chun through Hi Sun Limited, a company which Kui Man Chun holds a 99.16% interest, and Rich Global Limited, a wholly-owned subsidiary of Hi Sun Limited.
- (ii) These interests represented the interests in the registered capital of Mega Hunt Microelectronics (Beijing) Limited ("Megahunt", a wholly-owned subsidiary of the Company) in respect of full exercise of the share options granted to Mr. Xu Wensheng.
- (iii) These interests represented the interests in the registered capital of Megahunt in respect of full exercise of the share options granted to Mr. Xu Changjun.
- * The Letter "L" denotes a long position in shares.
- ** The percentage is calculated based on the total number of issued shares of the Company as at 31 December 2019, which was 2,776,833,835 ordinary shares.
- *** The percentage is calculated based on the registered capital of Megahunt as at 31 December 2019, which was HK\$19,500,000.

附註：

- (i) 該等股份由渠萬春先生透過Hi Sun Limited（渠萬春持有99.16%權益之公司）及Hi Sun Limited之全資附屬公司Rich Global Limited持有。
- (ii) 該等權益指就授予徐文生先生的購股權獲全面行使而於兆訊恒達微電子技術（北京）有限公司（「兆訊恒達」，本公司之全資附屬公司）註冊資本的權益。
- (iii) 該等權益指就授予徐昌軍先生的購股權獲全面行使而於兆訊恒達註冊資本的權益。
- * 「L」表示股份中的好倉。
- ** 百分比乃根據本公司於二零一九年十二月三十一日之已發行股份總數2,776,833,835股普通股計算。
- *** 有關百分比乃基於兆訊恒達於二零一九年十二月三十一日的註冊資本（即19,500,000港元）計算。

Report of the Directors 董事會報告

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

As at 31 December 2019, the interests and short positions of substantial shareholders (other than a Director, or the Chief Executive) in the shares, underlying shares and debentures of the Company and its associated corporations which would fall to be disclosed to the Company under Divisions 2 and 3 of part XV of the SFO and as recorded in the register maintained by the Company under Section 336 of the SFO were as follows:

Ordinary share of HK\$0.0025 each in the Company

Name of shareholder 股東名稱/姓名	Personal interest 個人權益	Corporate interest 公司權益	Number of ordinary shares 普通股數目	Approximate percentage of shareholding** 股權之概約百分比**
Rich Global Limited ("RGL")***	–	617,083,636 (L)*	617,083,636 (L)*	22.22%
Hi Sun Limited ("HSL")*** (Note 1) (附註1)	–	617,083,636 (L)*	617,083,636 (L)*	22.22%
Mr. Kui Man Chun (Note 2) 渠萬春先生 (附註2)	28,650,000 (L)*	617,083,636 (L)*	645,733,636 (L)*	23.25%
Ever Union Capital Limited ("Ever Union") Mr. Che Fung (Note 3) 車峰先生 (附註3)	–	334,314,000 (L)*	334,314,000 (L)*	12.04%

Notes:

- 1 Representing HSL's interests in the Company's share capital by virtue of its control of 100% shareholding in RGL.
- 2 Representing Mr. Kui Man Chun's (i) deemed interests in the Company's share capital by virtue of his control of 99.16% shareholding of HSL; and (ii) personal interests in the Company's share capital as disclosed in the preceding section.
- 3 Representing Mr. Che Fung's interests in the Company's share capital by virtue of his control of 100% shareholding in Ever Union, which holds beneficial interests in 334,314,000 ordinary shares of the Company.

主要股東於股份及相關股份之權益及淡倉

於二零一九年十二月三十一日，主要股東（董事或行政總裁除外）於本公司及其相聯法團之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露及已記入本公司根據證券及期貨條例第336條所存置登記冊之權益及淡倉如下：

本公司每股面值0.0025港元之普通股

Name of shareholder 股東名稱/姓名	Personal interest 個人權益	Corporate interest 公司權益	Number of ordinary shares 普通股數目	Approximate percentage of shareholding** 股權之概約百分比**
Rich Global Limited ("RGL")***	–	617,083,636 (L)*	617,083,636 (L)*	22.22%
Hi Sun Limited ("HSL")*** (Note 1) (附註1)	–	617,083,636 (L)*	617,083,636 (L)*	22.22%
Mr. Kui Man Chun (Note 2) 渠萬春先生 (附註2)	28,650,000 (L)*	617,083,636 (L)*	645,733,636 (L)*	23.25%
Ever Union Capital Limited ("Ever Union") Mr. Che Fung (Note 3) 車峰先生 (附註3)	–	334,314,000 (L)*	334,314,000 (L)*	12.04%

附註：

- 1 指HSL因控制RGL之100%股權而於本公司股本中擁有之權益。
- 2 指渠萬春先生(i)因控制HSL之99.16%股權而被視為於本公司股本中擁有權益；及(ii)如上一節所披露，於本公司股本中擁有之個人權益。
- 3 指車峰先生因控制Ever Union之100%股權而於本公司股本中擁有之權益。Ever Union擁有本公司334,314,000股普通股之實益權益。

Report of the Directors 董事會報告

* The Letter "L" denotes a long position in Shares.

** The percentage is calculated based on the total number of issued shares of the Company as at 31 December 2019, which was 2,776,833,835 ordinary shares.

*** Mr. Kui Man Chun and Mr. Li Wenjin were directors of RGL and Mr. Kui Man Chun, Mr. Li Wenjin and Mr. Xu Wensheng were directors of HSL which were deemed or taken to have interests or short positions in the Shares or underlying shares of the Company which are required to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

* 「L」表示股份之好倉。

** 百分比乃根據本公司於二零一九年十二月三十一日之已發行股份總數2,776,833,835股普通股計算。

*** 渠萬春先生及李文晉先生均為RGL董事，渠萬春先生、李文晉先生及徐文生先生則均為HSL董事，而彼等於本公司股份或相關股份中，被視作或當作擁有須根據證券及期貨條例第XV部第2及3分部規定披露之權益或淡倉。

CONNECTED TRANSACTIONS

Details of the connected transactions and continuing connected transactions entered into between the Group and connected persons under Chapter 14A of the Listing Rules during the year ended 31 December 2019 are as follows:

Deemed Disposal of VBill (Cayman)

On 24 September 2019, the Company, the Management Shareholders, VBill (Cayman), VBill OPCO and the VBill Investor, entered into the 2nd Amended Subscription Agreement to amend and restate the Original Subscription Agreement and the amended and restated agreement entered into on 12 February 2019 and 21 May 2019 respectively. Pursuant to the 2nd Amended Subscription Agreement, among other things, the Investor agreed to subscribe for new shares of VBill (Cayman) at the subscription price of RMB588,000,000. The resulting reduction in the Company's equity interest in VBill (Cayman) constituted a deemed disposal ("Deemed Disposal") under Chapter 14 of the Listing Rules.

Mr. Shen is a director of VBill (Cayman) and the WFOE, a director and the chairman of the board of directors of VBill OPCO and a director of certain subsidiaries of VBill OPCO. Mr. Li is the chief executive officer of VBill OPCO and the supervisor of a subsidiary of VBill OPCO. Mr. Xue is a director of VBill OPCO and a director of certain subsidiaries of VBill OPCO. Ms. Ge is a director of VBill OPCO and a supervisor of certain subsidiaries of VBill OPCO. Each of Mr. Shen, Mr. Li, Mr. Xue and Ms. Ge held 9.96%, 4.80%, 3.20% and 2.00% equity interests in VBill OPCO respectively as at the date of the 2nd Amended Subscription Agreement.

Both VBill (Cayman) and VBill OPCO are indirect subsidiaries of the Company. VBill (Cayman) is an exempted company incorporated in the Cayman Islands with limited liability and is an investment holding company. VBill OPCO is a company incorporated under the laws of the PRC with limited liability and is principally engaged in the provision of face-to-face payment processing solutions for consumers and small sized merchants in the PRC. VBill (Cayman) indirectly exerts management control over and enjoys all economic benefits generated from VBill OPCO through contractual arrangements (as disclosed in the section above titled "Information on the Contractual Arrangement" in this Report of the Directors).

關連交易

於截至二零一九年十二月三十一日止年度本集團與關連人士根據上市規則第14A章訂立的關連交易及持續關連交易的詳情如下：

VBill (Cayman)之視作出售事項

於二零一九年九月二十四日，本公司、管理層股東、VBill (Cayman)、隨行付及VBill投資者訂立第二次經修訂認購協議，以修訂及重列分別於二零一九年二月十二日及二零一九年五月二十一日訂立的原認購協議及經修訂及經重列協議。根據第二次經修訂認購協議，(其中包括)投資者同意以認購價人民幣588,000,000元認購VBill (Cayman)新股份。導致的本公司於VBill (Cayman)的股權減少構成上市規則第十四章項下的視作出售(「視作出售」)。

申先生為VBill (Cayman)及WFOE的董事、隨行付的董事兼董事會主席，以及隨行付若干附屬公司的董事。黎先生為隨行付的行政總裁，且為隨行付附屬公司的監事。薛先生為隨行付的董事及隨行付若干附屬公司的董事。葛女士為隨行付的董事及隨行付若干附屬公司的監事。於第二次經修訂認購協議日期，申先生、黎先生、薛先生及葛女士分別持有隨行付9.96%、4.80%、3.20%及2.00%股權。

VBill (Cayman)與隨行付均為本公司間接附屬公司。VBill (Cayman)為於開曼群島註冊成立的獲豁免有限公司，且為投資控股公司。隨行付為一間根據中國法律註冊成立的有限公司，主要從事為中國消費者及小型商戶提供面對面支付處理解決方案。VBill (Cayman)透過合約安排間接對隨行付行使管理控制，並透過合約安排享有隨行付所得所有經濟利益(於上文董事會報告「有關合約安排之資料」一節披露)。

Report of the Directors 董事會報告

The Investor is a besloten vennootschap incorporated in the Netherlands and its principal business is investment holding.

Immediately before completion of the 2nd Amended Subscription Agreement, VBill (Cayman) was an indirectly wholly-owned subsidiary of the Company and VBill OPCO is accounted for as an 80.04% owned indirect subsidiary of the Company. Completion of the 2nd Amended Subscription Agreement took place on 12 November 2019, immediately thereafter and as at the date of this report, (i) VBill (Cayman) is owned as to approximately 85.99% by the Company and approximately 14.01% by the Investor, (ii) the Company's indirect interest in VBill OPCO is diluted to approximately 68.83%, and (iii) each of Mr. Shen, Mr. Li, Mr. Xue and Ms. Ge's equity interest in VBill OPCO remained at 9.96%, 4.80%, 3.20% and 2.00% respectively.

Each of the Management Shareholders is a connected person of the Company at subsidiary level, hence, the Deemed Disposal constituted a connected transaction of the Company under Chapter 14A of the Listing Rules and is subject to the reporting and announcement requirements but is exempt from the circular, independent financial advice and shareholders' approval requirements under Chapter 14A of the Listing Rules, as (i) the Board of the Company has approved the Deemed Disposal and (ii) the independent non-executive Directors have confirmed that the terms of the Deemed Disposal were fair and reasonable, the Deemed Disposal was on normal commercial terms or better and in the interests of the Company and the Shareholders as a whole pursuant to Rule 14A.101 of the Listing Rules.

Please also refer to details set out in the section above titled "Key Investing and Financing Activities" and the announcements of the Company dated 24 September 2019, 24 October 2019 and 12 November 2019.

投資者為於荷蘭註冊成立的有限公司，其主營業務為投資控股。

緊接完成第二次經修訂認購協議前，VBill (Cayman)為本公司一間間接全資附屬公司，且隨行付作為本公司80.04%權益間接全資附屬公司入賬。完成第二次經修訂認購協議於二零一九年十一月十二日發生，緊隨其後及於本報告日期(i) VBill (Cayman)由本公司及投資者分別擁有約85.99%及14.01%；(ii)本公司於隨行付的間接權益被攤薄至約68.83%；及(iii)申先生、黎先生、薛先生及葛女士於隨行付的股權各自仍為9.96%、4.80%、3.20%及2.00%。

各管理層股東均為附屬公司層面本公司的關連人士，因此，視作出售構成上市規則第十四A章項下本公司的關連交易，且須遵守上市規則第14A章下之申報及公佈規定，惟豁免遵守通函、獨立財務意見及股東批准規定，此乃由於根據上市規則第14A.101條，(i)本公司董事會已批准視作出售事項及(ii)獨立非執行董事已確認，視作出售事項之條款屬公平合理，按一般或更優厚商業條款進行，並符合本公司及股東之整體利益。

亦請參閱上文「主要投資及融資活動」一節所載詳情及本公司日期為二零一九年九月二十四日、二零一九年十月二十四日及二零一九年十一月十二日的公佈。

Report of the Directors 董事會報告

VIE Restructuring

Yunrong Restructuring

On 21 May 2019, the Group implemented the restructuring concerning the group of companies comprising Hunan Yunrong and its subsidiaries (the “Yunrong Group”) (the “Yunrong Restructuring”), where: (i) Mr. Zhang, Mr. Wei, Chongqing JIM and Hunan Yunrong entered into an equity transfer agreement (the “Yunrong Equity Transfer Agreement”) pursuant to which, Chongqing JIM has transferred 70% equity interest in Hunan Yunrong to Mr. Zhang at the cash consideration of RMB7 million and the remaining 30% equity interest in Hunan Yunrong to Mr. Wei at the cash consideration of RMB3 million; (ii) Mr. Zhang, Mr. Wei and Beijing Hi Sunray entered into a loan agreement (the “Yunrong Loan Agreement”) pursuant to which Beijing Hi Sunray has lent to Mr. Zhang and Mr. Wei amounts of RMB7 million and RMB3 million for settlement of the consideration respectively payable by Mr. Zhang and Mr. Wei to Chongqing JIM under the Yunrong Equity Transfer Agreement; and (iii) Beijing Hi Sunray, Hunan Yunrong, Mr. Zhang and Mr. Wei entered into the Yunrong Control Documents.

Each of Mr. Zhang and Mr. Wei is a director of certain subsidiaries of the Company and hence each of Mr. Zhang and Mr. Wei is a connected person of the Company at subsidiary level. Therefore, the transactions contemplated under the Yunrong Restructuring constitute connected transactions and/or continuing connected transactions at subsidiary level under Chapter 14A of the Listing Rules and are subject to the reporting and announcement requirements but are exempt from the circular, independent financial advice and Shareholders’ approval requirements pursuant to Rule 14A.101 of the Listing Rules.

Please also refer to details set out in the section above titled “Information on the contractual arrangements” and the announcement of the Company dated 21 May 2019.

VIE重組

雲融重組

於二零一九年五月二十一日，本集團進行有關湖南雲融旗下集團公司及其附屬公司（「雲融集團」）之重組（「雲融重組」），而：(i)張永剛先生、衛先生、重慶結行及湖南雲融訂立股權轉讓協議（「雲融股權轉讓協議」），據此，重慶結行已按現金代價人民幣7,000,000元向張永剛先生轉讓於湖南雲融之70%股權，以及按現金代價人民幣3,000,000元向衛先生轉讓於湖南雲融之餘下30%股權；(ii)張永剛先生、衛先生與北京高陽聖思園訂立貸款協議（「雲融貸款協議」），據此，北京高陽聖思園已向張永剛先生及衛先生貸款人民幣7,000,000元及人民幣3,000,000元，以結算張永剛先生及衛先生根據雲融股權轉讓協議分別應付重慶結行之代價；及(iii)北京高陽聖思園、湖南雲融與張永剛先生及衛先生訂立雲融控制性協議。

張永剛先生及衛先生均為本公司若干附屬公司之董事，因此張永剛先生及衛先生均為本公司於附屬公司層面之關連人士。因此，雲融重組項下擬進行的交易構成上市規則第14A章項下附屬公司層面的關連交易及／或持續關連交易，並須遵守上市規則第14A.101條的申報及公告規定，惟獲豁免遵守通函、獨立財務意見及股東批准規定。

亦請參閱上文「有關合約安排之資料」一節所載的詳情及本公司日期為二零一九年五月二十一日的公佈。

Report of the Directors 董事會報告

Chongqing JIM VIE Restructuring

On 21 May 2019 and 24 October 2019, the Group implemented the restructuring concerning Chongqing JIM, the VBill Group and VBill (Cayman) (“Chongqing JIM VIE Restructuring”), where:

- (i) On 21 May 2019, Chongqing JIM, VBill OPCO, Mr. Zhou, Mr. Na and each of the Management Shareholders entered into a share swap agreement (the “Share Swap Agreement”) pursuant to which each of the Management Shareholders has agreed to transfer all the equity interests they respectively hold in VBill OPCO, representing an aggregate of 19.96% equity interest in VBill OPCO, to Chongqing JIM upon completion of certain conditions. As consideration for the transfer of VBill OPCO equity interests, Chongqing JIM will increase its registered capital in the amount of RMB526,300 (representing an aggregate of approximately 5.00% of its enlarged registered capital after the capital increase), which shall be registered under the names of the Management Shareholders. As at the date of this report, the Share Swap Agreement has not yet completed.
- (ii) On 21 May 2019, New WFOE, Chongqing JIM, Mr. Zhou, Mr. Na and each of the Management Shareholders entered into a set of agreements (the “New JIM Control Documents”) for the purpose of allowing New WFOE to exert 100% control and enjoy all economic benefits from Chongqing JIM after completion of the Share Swap Agreement. The New JIM Control will only become effective upon completion of the Share Swap Agreement. The terms of the New JIM Control Documents are substantially the same with the New JIM Control Documents (Pre-Swap).
- (iii) On 21 May 2019, the Company acquired 80.04% of VBill (Cayman) from the Management Shareholders Holdcos at nominal consideration.
- (iv) On 24 October 2019, New WFOE, Chongqing JIM, Mr. Zhou and Mr. Na executed the New JIM Control Documents (Pre-Swap) (to take effect upon signing and cease to be effective on the completion of the Share Swap Agreement).
- (v) Management Shareholders Holdcos surrendered all the issued shares in VBill (Cayman) held by them to VBill (Cayman) at nil consideration.

重慶結行VIE重組

於二零一九年五月二十一日及二零一九年十月二十四日，本集團進行有關重慶結行、VBill集團及VBill (Cayman)之重組（「重慶結行VIE重組」），而：

- (i) 於二零一九年五月二十一日，重慶結行、隨行付、周先生、那先生及各管理層股東訂立股份互換協議（「股份互換協議」），據此，各管理層股東同意於若干條件達成後向重慶結行轉讓彼等分別於隨行付持有的全部股權（即合共於隨行付之19.96%股權）。作為轉讓隨行付股權之代價，重慶結行將其註冊資本增加人民幣526,300元（相當於資本增加後其經擴大註冊資本合共約5.00%），有關註冊資本將登記於管理層股東之名下。於本報告日期，股份互換協議尚未完成。
- (ii) 於二零一九年五月二十一日，新WFOE、重慶結行、周先生、那先生及各管理層股東簽訂一系列協議（「新重慶結行控制性協議」），目的乃於股份互換協議完成後讓新WFOE對重慶結行行使100%控制權並享有其全部經濟利益。新重慶結行控制性協議將僅於股份互換協議完成後生效。新重慶結行控制性協議之條款與新重慶結行控制性協議（掉期前）大致相同。
- (iii) 於二零一九年五月二十一日，本公司按名義代價自管理層股東持股平台收購VBill (Cayman)的80.04%權益。
- (iv) 於二零一九年十月二十四日，新WFOE、重慶結行、周先生及那先生簽立新重慶結行控制性協議（掉期前）（將於簽署後生效及於完成股份互換協議時不再生效）。
- (v) 管理層股東持股平台按零代價向VBill (Cayman)轉讓其於VBill (Cayman)所持全部已發行股份。

Report of the Directors 董事會報告

Each of the Management Shareholders (registered shareholders of VBill OPCO) and each of the Management Shareholders Holdcos is a connected person of the Company at subsidiary level. Each of Mr. Zhou and Mr. Na (registered shareholders of Chongqing JIM) is a director of certain insignificant subsidiaries of the Company. When the exception of Rule 14A.09 does not apply, each of Mr. Zhou and Mr. Na will become a connected person of the Company at subsidiary level. Therefore, the transactions contemplated under the Chongqing JIM VIE Restructuring (except step (iv)) constitute connected transactions and/or continuing connected transactions at subsidiary level under Chapter 14A of the Listing Rules and are subject to the reporting and announcement requirements but are exempt from the circular, independent financial advice and Shareholders' approval requirements pursuant to Rule 14A.101 of the Listing Rules.

Please also refer to details set out in the section above titled "Information on the contractual arrangements" and the announcements of the Company dated 21 May 2019 and 24 October 2019.

Grant of waiver

The Company has applied for, and the Stock Exchange has granted a waiver pursuant to Rule 14A.102 of the Listing Rules from (i) fixing the term of the Yunrong Control Documents and New JIM Control Documents for a period of not exceeding three years pursuant to Rule 14A.52 of the Listing Rules, and (ii) setting a maximum aggregate annual cap pursuant to Rule 14A.53 of the Listing Rules for (x) the services fees payable by Hunan Yunrong to Beijing Hi Sunsray and the amount of loans to be made available by Beijing Hi Sunsray to Hunan Yunrong (as contemplated under the Yunrong Control Documents), and (y) the services fees payable by Chongqing JIM to the New WFOE and the amount of loans to be made available by the new WFOE to Chongqing JIM (as contemplated under the New JIM Control Documents). The waiver is subject to the conditions as set out more particularly in the announcement of the Company dated 21 May 2019.

Views of directors

The independent non-executive Directors have reviewed the Yunrong Control Documents and New JIM Control Documents and confirmed that the transactions carried out during the year ended 31 December 2019 have been entered into (i) in the ordinary and usual course of business of the Group; and (ii) on normal commercial terms or better; and (iii) according to the Yunrong Control Documents and New JIM Control Documents on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

各管理層股東(為隨行付的登記股東)及各管理層股東持股平台均為本公司於附屬公司層面的關連人士。周先生及那先生(重慶結行登記股東)分別為本公司若干非重大附屬公司之董事。在並無採用14A.09條的例外情況下,周先生及那先生將分別成為本公司於附屬公司層面的關連人士。因此,重慶結行VIE重組(第(iv)步除外)項下擬進行的交易構成上市規則第14A章項下附屬公司層面的關連交易及/或持續關連交易,並須遵守上市規則第14A.101條的申報及公告規定,惟獲豁免遵守通函、獨立財務意見及股東批准規定。

亦請參閱上文「有關合約安排之資料」一節所載的詳情及本公司日期為二零一九年五月二十一日及二零一九年十月二十四日的公佈。

授出豁免

本公司已根據上市規則第14A.102條向聯交所申請,且聯交所已授出豁免遵守(i)根據上市規則第14A.52條,釐定雲融控制性協議及新重慶結行控制性協議的期限不超過三年,及(ii)根據上市規則第14A.53條就下列各項設定最高年度上限總額:(x)湖南雲融向北京高陽聖聖園應支付的服務費及北京高陽聖聖園向湖南雲融可提供的貸款金額(如雲融控制性協議項下擬進行者),及(y)重慶結行向新WFOE應支付的服務費及新WFOE向重慶結行可提供的貸款金額(如新重慶結行控制性協議項下擬進行者)。豁免須受本公司日期為二零一九年五月二十一日的公佈內更詳盡載列之條件規限。

董事意見

獨立非執行董事已審閱雲融控制性協議及新重慶結行控制性協議,並確認於截至二零一九年十二月三十一日止年度進行的交易(i)乃於本集團的一般及日常業務過程中訂立;(ii)乃按正常商業條款或更佳條款訂立;及(iii)根據雲融控制性協議及新重慶結行控制性協議,其條款屬公平合理並符合股東的整體利益。

Report of the Directors 董事會報告

The Company's auditor was engaged to report on the Group's continuing connected transactions for the year ended 31 December 2019 in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagement 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 Board confirms that the auditor has issued an unqualified letter confirming the matters in accordance with Rule 14A.56 of the Listing rules in respect of the Group's continuing connected transactions for the year ended 31 December 2019 as being in order. A copy of this letter has been provided to the Stock Exchange.

The Company has complied with the applicable requirements under Chapter 14A of the Listing Rules with respect to the connected transactions and continuing connected transactions during the year ended 31 December 2019.

RELATED PARTY TRANSACTIONS

The significant related party transactions as disclosed in note 39 to the consolidated financial statements do not fall under the definition of "connected transaction" or "continuing connected transaction" (as the case may be) in Chapter 14A of the Listing Rules.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2019.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, total purchase of electronic funds transfer point-of-sale terminals from PAX Global Technology Limited ("PAX Global") amounted to approximately HK\$47.5 million, and was regarded as capital in nature. As at 31 December 2019, the Company held approximately 33.1% interest in PAX Global and Mr. Li Wenjin, currently also serving as an Executive Director of both the Company and PAX Global, was interested in 13,890,000 shares of PAX Global representing approximately 1.26% of the issued share capital of PAX Global.

The aggregate amount of purchases attributable to the 5 largest suppliers of items which are not of capital nature was less than 30% of the total purchases of the Group for the year.

本公司核數師已獲委聘根據香港會計師公會頒佈之香港核證委聘準則第3000號(經修訂)「審核或審閱過往財務資料以外之核證委聘」,並參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」,對本集團截至二零一九年十二月三十一日止年度之持續關連交易作出報告。董事會確認核數師已根據上市規則第14A.56條出具一封無保留意見的函件確認有關本集團截至二零一九年十二月三十一日止年度的持續關連交易的事宜。已向聯交所提供該函件副本。

本公司已就截至二零一九年十二月三十一日止年度的關連交易及持續關連交易遵守上市規則第十四A章項下的適用規定。

關聯方交易

於綜合財務報表附註39所披露的重大關聯方交易並不屬於上市規則第14A章界定之「關連交易」或「持續關連交易」(視情況而定)。

管理合約

於截至二零一九年十二月三十一日止年度內,概無訂立或存在任何與本公司全部或任何重大業務部分相關之管理及行政合約。

主要客戶及供應商

年內,共向百富環球科技有限公司(「百富環球」)購入電子支付銷售點終端機約47,500,000港元,被視為屬資本性質。於二零一九年十二月三十一日,本公司於百富環球持有約33.1%權益,而李文晉先生(現同時擔任本公司及百富環球執行董事)擁有百富環球之13,890,000股股份之權益,相當於百富環球已發行股本約1.26%。

年內,非資本性質項目之五大供應商應佔採購總額少於本集團採購總額之30%。

Report of the Directors 董事會報告

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

Sales

– the largest customer	4%
– five largest customers combined	9%

Save as disclosed, none of the Directors, their close associates or any shareholder (which to the knowledge of the Directors own more than 5% of the Company's share capital) had interests in the major customers or suppliers noted above.

SUBSEQUENT EVENTS

- As a result of the outbreak of novel coronavirus disease 2019 (COVID-19) (the "epidemic"), a series of precautionary and control measures have been and continued to be implemented across the PRC since early 2020. In the light of the current situation, the local consumption market and hence the payment processing industry, as well as the Group's financial performance will inevitably be affected by the epidemic in the first half of 2020. The extent of the impact depends on the duration of the epidemic and the implementation of regulatory policies and relevant protective measures. The Group will pay close attention to the development of the epidemic and evaluate its impact on the operation and financial position and results of the Group. Up to the date of this report, the assessment is still in progress.
- Reference is made to the announcements of the Company dated 4 December 2019 and 30 March 2020 in relation to an investment agreement entered into by Megahunt, Mega Hunt Microelectronics Limited, the Company, certain management team members of the Group and three investors pursuant to which the said investors have agreed to invest an aggregate of RMB80 million in Megahunt ("Investment"). Completion of the Investment took place on 30 March 2020 and immediately after which Megahunt is owned as to approximately 65.73% by the Group.
- Subsequent to the reporting period, the Company entered into a guarantee agreement with a subsidiary and an independent manufacturer ("OEM"), in respect of the said subsidiary's payment obligations against the OEM. Pursuant to the 2020 OEM Guarantee Agreement, the Company shall guarantee to repay the said subsidiary's due and unsettled debts of up to US\$10,000,000 owed to the OEM and incurred in relation to such manufacturing orders the said subsidiary placed against the OEM since 15 January 2020 should it cease or fail to honour its payment obligations.

Save as disclosed above, there was no other important event affecting the Company that has occurred since the end of the YEAR 2019.

年內，本集團主要客戶應佔銷售百分比如下：

銷售

– 最大客戶	4%
– 五大客戶合計	9%

除所披露者外，董事、彼等之緊密聯繫人或據董事所知擁有本公司股本超過5%之任何股東，概無於上述主要客戶或供應商中擁有任何權益。

期後事項

- 由於二零一九新型冠狀病毒肺炎(COVID-19) (「該傳染病」)爆發，自二零二零年初以來，中國已實施且將持續實施一系列防控措施。鑒於當前形勢，本地消費市場、支付交易處理行業以及本集團的財務表現於二零二零年上半年將不可避免受到該傳染病的影響。影響程度視乎該傳染病持續時間以及監管政策及相關保護措施的實施情況而定。本集團將密切關注該傳染病的發展並評估其對本集團的營運、財務狀況和業績的影響。截至本報告日期，評估仍在進行中。
- 茲提述本公司日期為二零一九年十二月四日及二零二零年三月三十日的公佈，內容有關兆訊恒達、兆訊微電子有限公司、本公司、本集團若干管理團隊成員以及三名投資者訂立一份投資協議，據此，上述投資者協定向兆訊恒達投資總計人民幣80,000,000元(「該投資」)。該投資於二零二零年三月三十日完成及緊隨其後，兆訊恒達由本集團擁有約65.73%權益。
- 於報告期後，本公司與一間附屬公司及一家獨立製造商(「原設備製造商」)就該附屬公司對原設備製造商的付款責任訂立擔保協議。根據二零二零年原設備製造商擔保協議，倘該附屬公司停止或未能履行其付款責任，本公司須擔保償還該附屬公司因其自二零二零年一月十五日起向原設備製造商所下達有關製造訂單所引致而結欠的到期及未償還的債務，保證金不超過10,000,000美元。

除以上所披露者外，自二零一九年度末以來，並無出現其他影響本公司的重大事件。

Report of the Directors 董事會報告

PENSION SCHEME

The subsidiaries operating in Hong Kong are required to participate, and participate as required, in a defined contribution retirement scheme (“MPF Scheme”) set up in accordance with the Hong Kong Mandatory Provident Fund Schemes Ordinance (Cap. 485) under which employer and employees are each required to make regular mandatory contributions calculated at 5% of the employee’s relevant income (“Mandatory Contributions”) to the MPF Scheme, subject to the minimum and maximum relevant income levels as prescribed by law. Employees may also make voluntary contributions additional to the Mandatory Contributions.

Any Mandatory Contributions paid for and in respect of an employee are fully and immediately vested in the employee once paid to the trustee of the MPF Scheme and any investment return derived from the investment of the Mandatory Contributions is also fully and immediately vested in the employee. The employees are entitled to 100% of the accrued benefits derived from the employer’s Mandatory Contributions upon retirement at the age of 65 years old, death or total incapacity, subject to other applicable provisions of law.

In addition, pursuant to the government regulations in the People’s Republic of China (the “PRC”), the Group is required to contribute to certain retirement benefit schemes in favour of the employees in the PRC an amount equal to approximately 7% to 20% of their respective yearly wages. The local municipal government undertakes to assume the retirement benefits obligations of those workers of the Group.

DIRECTORS’ INTEREST IN COMPETING BUSINESS

None of the Directors is interested in any business, apart from the Group’s business, which competed or was likely to compete, either directly or indirectly with the Group’s business.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of its Directors, the Directors confirmed that the Company has maintained at all times the sufficient public float as required under the Listing Rules during the year.

退休金計劃

於香港營運之附屬公司須參加根據香港強制性公積金計劃條例（第485章）成立之定額供款退休計劃（「強積金計劃」），據此，僱主及僱員須按僱員有關收入的5%計算向強積金計劃作出的定期強制性供款（「強制性供款」），惟受限於法律規定的最低及最高相關收入水平。僱員亦可於強制性供款外作出自願供款。

為及就僱員支付的任何強制性供款於向強積金計劃受託人付款後，悉數及即時歸屬於僱員，而強制性供款投資產生的任何投資回報亦悉數及即時歸屬於僱員。僱員於65歲退休、身故或完全喪失工作能力時，有權取得僱主強制性供款產生的全部累計福利，惟須受限於其他適用法律條文。

此外，根據中華人民共和國（「中國」）政府法規規定，本集團須按中國僱員該年度薪金約7%至20%，以中國僱員為受益人向若干退休福利計劃作出供款。當地市政府對本集團該類僱員作出退休福利責任保證。

董事於競爭業務之權益

概無任何董事於任何與本集團直接或間接競爭或可能競爭之業務（本集團業務除外）中擁有任何權益。

足夠公眾持股量

根據本公司現有公開資料及就董事所知，董事確認，本公司於年內所有時間維持上市規則規定之足夠公眾持股量。

Report of the Directors 董事會報告

AUDITOR

The financial statements have been audited by PricewaterhouseCoopers who has remained as the Company's auditor for each of the preceding three years and will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

This Report of the Directors shall comprise all such cross-references herein contained to other parts of this annual report.

On behalf of the Board

Cheung Yuk Fung
Chairman

Hong Kong, 30 March 2020

核數師

羅兵咸永道會計師事務所已審核財務報表，而羅兵咸永道會計師事務所於過去三年前各年一直為本公司核數師，並即將任滿告退，惟符合資格且願意於本公司應屆股東週年大會獲續聘連任。

本董事會報告須包括本年報其他部分所載有關其他相互引用。

代表董事會

主席
張玉峰

香港，二零二零年三月三十日

Corporate Governance Report 企業管治報告

The Board is pleased to present this Corporate Governance Report for the year ended 31 December 2019.

The Company wishes to highlight the importance of its Board in ensuring effective leadership and control of the Company, transparency and accountability of all operations and that its business is conducted in accordance with applicable laws, rules and regulations.

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

CORPORATE GOVERNANCE PRACTICES

The Company's corporate governance practices are based on the principles (the "Principles") and code provisions (the "Code Provisions") in the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Listing Rules.

In formulating and implementing its corporate governance practices and standards, the Company has applied the Principles and complied with all applicable Code Provisions for the year ended 31 December 2019.

The Board periodically reviews and monitors the Company's policies and practices on corporate governance or compliance with legal and regulatory requirements and employees' compliance manual to ensure that the Group's operations are conducted in accordance with the standards of the CG Code and applicable disclosure requirements. Directors and senior management are provided with appropriate ongoing training, continuing professional development for regular updates of the legal and regulatory requirements relevant to their duties.

DIRECTORS' SECURITIES TRANSACTIONS

The Group has adopted a written code regulating directors' and senior management's securities transactions, on terms no less exacting than the required standard as set out in 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 had been made to all directors of the Company and the directors have confirmed that they have complied with the required standard as set out in Model Code and the Group's code through the year and up to the date of this Report.

董事會欣然呈列本集團截至二零一九年十二月三十一日止年度之企業管治報告。

本公司謹此表明，董事會確保本公司有效領導及監控，所有營運之透明度及問責性之重要性，而其業務乃根據適用法律、規則及法規進行。

本公司亦明了良好企業管治對本集團穩健發展之重要性，並已努力確立及制定符合本集團需要之企業管治常規。

企業管治常規

本公司之企業管治常規乃按照上市規則附錄十四所載企業管治守則（「企業管治守則」）中的原則（「原則」）及守則條文（「守則條文」）訂立。

制定及實施企業管治常規及準則時，本公司已於截至二零一九年十二月三十一日止年度應用該等原則並一直遵守全部適用守則條文。

董事會定期檢討及監察本公司有關企業管治或遵守法律及監管規定的政策及常規以及僱員的合規手冊，以確保本集團根據企業管治守則的標準及適用的披露規定開展業務。董事及高級管理層獲提供適當的持續培訓、持續的專業發展，以定期更新與其職責相關的法律及監管規定。

董事之證券交易

本集團已採納規管董事及高級管理層進行證券交易的書面守則，其條款乃不寬鬆於上市規則附錄十所載上市發行人董事進行證券交易之標準守則（「標準守則」）內所載之規定準則。

經向本公司全體董事作出具體查詢後，董事已確認彼等於年內及直至本報告日期一直遵守標準守則所載之規定準則及本集團之守則。

Corporate Governance Report 企業管治報告

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

THE BOARD

Responsibilities

The overall management of the Company's business is vested in the Board, which assumes responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. All Directors make decisions objectively in the best interests of the Company.

The Board reserves power for decisions concerning all major matters which include, inter alia, the approval and monitoring of all policy matters, overall strategies and budgeting, internal control and risk management systems, material transactions (in particular those which may involve conflict of interests of Director(s) or substantial shareholder(s), appointment of Directors and other significant financial and operational matters.

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

To assist the Directors in performing their duties, each Director may seek independent professional advice in appropriate circumstances to assist in the performance of directors duties at the Company's expense, upon making a timely request to the Board.

The day-to-day management, administration and operation of the Company are delegated to the senior management. Clear directions as to the senior management's powers, the scope of delegations and relevant arrangements are periodically reviewed to ensure they remain appropriate to the Company's needs. Reporting to and prior approval of the Board are necessary before the senior management enters into any material transactions and assuming significant commitments on behalf of the Company.

The Board has the full support of the senior management to discharge its responsibilities.

Composition

The Board have a balance of skills and experience appropriate to the requirements of the business of the Company.

The Board currently comprises 8 members, consisting of 5 Executive Directors and 3 Independent Non-Executive Directors. The balanced composition of executive and independent non-executive members upholds the effective exercise of independent judgement.

本公司主要企業管治原則及常規概述如下：

董事會

職責

本公司業務整體管理賦予董事會負責，董事會承擔領導及監控本公司之責任，並透過指導及監管事務，集體負責促進本公司之成就。全體董事均客觀就本公司最佳利益作出決定。

董事會保留就全部重要事項作出決策之權力，其中包括批准及監控所有政策、整體策略及預算、內部監控及風險管理制度、重大交易（特別是或涉及董事或主要股東利益衝突者）、委任董事及其他重大財務與營運事宜。

全體董事可全面及時獲得董事會文件及相關資料以及獲取公司秘書之意見及服務，以確保董事會程序以及所有適用法例、規則及規例獲得遵守。

為協助董事履行彼等的職務，各董事可於合適情況下及時向董事會提出要求，徵求獨立專業意見，以協助履行董事職責，而費用由本公司承擔。

本公司日常管理、行政及營運授權予高級管理層負責。有關高級管理層的權力、所指派工作之範圍及相關安排之清晰指示會進行定期檢討，以確保彼等可繼續配合本公司之需要。高級管理層於訂立任何重大交易前及代表本公司作出重大承諾前必須向董事會匯報及取得事先批准。

董事會履行職責時可獲得高級管理層全面支援。

組成

董事會已在技術和經驗方面取得平衡，適合本公司業務所需。

董事會現由八名成員組成，包括五名執行董事及三名獨立非執行董事。執行成員及獨立非執行成員的平衡組成可保持獨立判斷的有效行使。

Corporate Governance Report 企業管治報告

The Board comprises the following Directors:

Executive Directors:

Cheung Yuk Fung (*Chairman*)
Kui Man Chun (*Chief Executive Officer*)
Xu Wensheng
Li Wenjin
Xu Changjun

Independent Non-Executive Directors:

Tam Chun Fai
Leung Wai Man, Roger
Chang Kai-Tzung, Richard

The list of Directors (by category) is also disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time and an updated list of all directors identifying their role and function is maintained on the Company's and the Stock Exchange's websites.

The biographical information of the Directors and their relationship among the members of the Board, if any, are provided in the "Directors and Senior Management" section of this annual report.

Appointment, Re-election and Removal of Directors

The Company has established formal and transparent procedures for the appointment and succession planning of Directors.

All Directors are appointed for specific tenures subject to retirement by rotation at least once every three years and subject to re-election at annual general meeting and the key terms and conditions are set out in formal letters of appointment.

Each of the executive Directors has entered into a service contract with the Company for a term not exceeding 3 years, unless otherwise terminated in accordance with the terms of the respective service contracts.

Each of the Independent Non-Executive Directors has been appointed for a fixed contract term of one year, subject to renewal on a yearly basis and re-election in accordance with the Company's Bye-laws and the CG code, and such term shall be terminated in accordance with the terms of the respective appointment letter. Further appointment of any Independent Non-Executive Director having served for more than 9 years should be subject to a separate resolution to be approved by the shareholders.

董事會由以下董事組成：

執行董事：

張玉峰 (*主席*)
渠萬春 (*行政總裁*)
徐文生
李文晉
徐昌軍

獨立非執行董事：

譚振輝
梁偉民
張楷淳

上列董事(按類別劃分)亦於本公司根據上市規則不時發出之所有企業通訊披露,而列有所有董事及彼等的角色及職能的已更新名單已上載於本公司及聯交所網頁。

董事之履歷資料及彼等與董事會成員之關係(如有)在本年報「董事及高級管理層」一節已有披露。

董事委任、重選及罷免

本公司已訂立正式且具透明度之董事委任及繼任規劃程序。

全體董事按特定任期委任,至少每三年輪席告退一次,並可於股東週年大會上重選連任,主要條款及條件載於正式委任函。

各執行董事已與本公司訂立期限不超過3年的服務合約,除非根據各自服務合約的條款另行終止。

各獨立非執行董事已按一年之固定合約期限委任,可根據本公司之公司細則及企業管治守則按年續期及重選連任,且有關任期應根據各自委任函的條款予以終止。若繼續委任任何任職超過九年的獨立非執行董事,應經股東以獨立決議案批准。

Corporate Governance Report 企業管治報告

Training for Directors

Newly appointed Directors receive induction on the 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 is fully aware of his/her responsibilities under applicable laws, rules and regulations, and the Group's governance and internal control policies. The Company also arranges and funds suitable training, placing an appropriate emphasis on the roles, functions and duties of a listed company director.

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company has arranged and funded in-house trainings for the Directors in the form of seminar and provision of training materials. A summary of training received by the Directors during the reporting period according to the records provided by the Directors is as follows:

董事培訓

新委任董事於獲委任時獲得就職介紹，確保彼等恰當了解本公司業務及運作並完全知悉其於適用法律、法規及規定以及本集團的管治及內部監控政策下之職責。本公司亦將安排適合培訓並撥款，適當地強調上市公司董事之角色、職能與職責。

本公司鼓勵全體董事參與持續專業發展，以增進及重溫彼等之知識及技能。本公司已透過舉行研討會及向董事提供培訓資料，為董事安排內部培訓，而費用由本公司支付。根據董事提供之記錄，董事於報告期接受之培訓概要如下：

Training on corporate governance, regulatory development and other relevant topics 企業管治、監管發展及 其他相關主題培訓

Name of Directors	董事姓名	
Executive Directors:	執行董事：	
Cheung Yuk Fung	張玉峰	√
Kui Man Chun	渠萬春	√
Xu Wensheng	徐文生	√
Li Wenjin	李文晉	√
Xu Changjun	徐昌軍	√
Independent Non-Executive Directors:	獨立非執行董事：	
Tam Chun Fai	譚振輝	√
Leung Wai Man, Roger	梁偉民	√
Chang Kai-Tzung, Richard	張楷淳	√

During the reporting period, each of the joint company secretaries have attended no less than 15 hours of relevant professional training as required under Rule 3.29 of the Listing Rules.

於報告期內，各聯席公司秘書已根據上市規則第3.29條規定參加不少於15個小時的相關專業培訓。

Corporate Governance Report 企業管治報告

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy (“Board Diversity Policy”), under which the Company seeks to achieve board diversity through the consideration of a number of factors in the Board members’ selection process, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board members’ appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

During the reporting period, the Company has a solid slate of Directors with diverse perspectives and varied educational background and expertise made-up, from extensive knowledge of the information technology industry and electronic payment industry, experience in international trade, finance and corporate management, to professional qualifications in the legal and accounting fields. Each Director has accumulated experience in his respective field of expertise for at least 20 years, all of whom share and acquire the talent and competence to drive the industry so as to bring sustainable growth to the Company.

Board Meetings and Directors’ Attendance

Four regular Board meetings were held during the year for, among others, reviewing and approving the financial and operating performance and respectively the final results for the year ended 31 December 2018, quarterly results for the three months ended 31 March 2019, interim results for the six months ended 30 June 2019 and quarterly results for the nine months ended 30 September 2019, and considering and approving the overall strategies and policies of the Company.

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（「董事會成員多元化政策」），據此，本公司透過於董事會成員甄選過程中考慮多項因素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期，務求達致董事會成員多元化。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。

於報告期間，本公司擁有具備多元視野及不同教育背景和專業知識之董事，彼等擁有資訊科技行業及電子支付行業之廣泛知識；國際貿易、金融及企業管理經驗；以至於法律及會計範疇之專業資格。董事均於各自專業範疇累積至少20年經驗，並分享及獲得才能及能力以推動行業向前，為本公司帶來持續增長。

董事會會議及董事出席情況

年內曾舉行四次常規董事會會議，以（其中包括）審閱及批准財務及營運表現、分別批准截至二零一八年十二月三十一日止年度之全年業績、截至二零一九年三月三十一日止三個月之季度業績、截至二零一九年六月三十日止六個月之中期業績及截至二零一九年九月三十日止九個月之季度業績，以及考慮及批准本公司整體策略及政策。

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The attendance of individual Director at the four regular quarterly Board meetings (not including other ad hoc meetings of the Board held from time to time and any other meeting(s) of members of the Board in compliance with the CG Code), committee meetings and general meetings of the Company during the year ended 31 December 2019 is set out below:

個別董事於截至二零一九年十二月三十一日止年度出席本公司四次常規季度董事會會議(不包括其他不時舉行之不定期董事會會議及根據企業管治守則之任何其他董事會成員會議)、委員會會議及股東大會之記錄載列如下:

Name of Directors	董事姓名	Attendance/Number of meetings* 會議出席/舉行次數*						Annual General Meeting 股東 週年大會	Special General Meetings 股東 特別大會
		Audit Committee Meetings 審核委員會 會議	Nomination Committee Meeting 提名委員會 會議	Remuneration Committee Meeting 薪酬委員會 會議	Risk Management Committee Meetings* 風險管理 委員會會議*	Regular Board Meetings 常規董事會 會議			
Cheung Yuk Fung	張玉峰	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	4/4	1/1	0/3	
Kui Man Chun	渠萬春	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	4/4	1/1	1/3	
Xu Wensheng	徐文生	N/A 不適用	N/A 不適用	N/A 不適用	2/2	4/4	1/1	1/3	
Li Wenjin	李文晉	N/A 不適用	1/1	1/1	2/2	4/4	1/1	2/3	
Xu Changjun	徐昌軍	N/A 不適用	N/A 不適用	N/A 不適用	2/2	4/4	1/1	3/3	
Chang Kai-Tzung, Richard	張楷淳	2/2	N/A 不適用	N/A 不適用	N/A 不適用	4/4	1/1	3/3	
Tam Chun Fai	譚振輝	2/2	1/1	1/1	N/A 不適用	4/4	1/1	3/3	
Leung Wai Man, Roger	梁偉民	2/2	1/1	1/1	N/A 不適用	4/4	1/1	3/3	

Note:

- * Meetings may be attended in person or by electronic means including telephone or video conferencing as allowed under the Company's Bye-laws.
- + Ms. Hui Lok Yan, the Group Financial Controller, Joint Company Secretary and member of Risk Management Committee of the Company attended all meetings of the Risk Management Committee during the year ended 31 December 2019.

附註:

- * 可親身出席會議,或以本公司之公司細則允許的電話或視頻會議等方式出席會議。
- + 許諾恩女士為本公司之集團財務總監、聯席公司秘書及風險管理委員會成員,彼於截至二零一九年十二月三十一日止年度出席風險管理委員會的所有會議。

Practices and Conduct of Meetings

Annual meeting schedules and agendas are made available to the Directors in advance.

Notices of regular Board meetings are served to all Directors at least 14 days in advance, and agendas together with accompanying board papers are disseminated to the Directors within reasonable time before meetings. Reasonable notice is, as permitted by the Company's Bye-laws under relevant circumstances or otherwise agreed, given for other Board and committee meetings.

會議常規及程序

週年會議時間表及會議議程均會預先向董事提供。

常規董事會會議通告至少提前十四天發給全體董事,且議程連同隨附的董事會文件於會議召開前的合理時間內分發給董事。就其他董事會及委員會會議而言,則一般會根據本公司之公司細則於相關情況許可下或以其他方式協定者給予合理通知。

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The Company Secretary, as delegated by the Chairman, has been responsible for preparing the agenda of board meetings, taking into account any matters the Directors may propose to include, ensuring that all Directors are given opportunity to include matters in the agenda and approving the agenda. In order to enable the Directors to make informed decision, agenda and accompanying board papers together with all appropriate, complete and reliable information are sent to all Directors at least 3 days before each Board meeting or committee meeting to keep the Directors apprised of the latest developments and/or financial position of the Company. The Board and the individual Directors also have separate and independent access to the senior management to make further enquires or when they require further information in addition to those volunteered by the senior management.

The Company Secretary and senior management attend all regular Board meetings and when necessary, other Board and committee meetings to advise on, among others, business developments, financial and accounting matters, statutory compliance, corporate governance and other major aspects of the Company.

The Company Secretary is responsible for preparing and keeping the minutes of all Board meetings and committee meetings. The minutes records sufficient details of matters considered, decisions reached, concerns raised and any, dissenting views expressed. Draft and final versions of minutes are circulated to the Directors for comment and record within a reasonable time after each meeting and the final version is open for the Directors' inspection.

According to current Board practice, any material transaction, which involves conflicting interests of a substantial shareholder or Director are dealt with at a duly convened physical Board meeting, at which independent non-executive Directors having no material interest in the transaction should be present. Any Directors or any of their close associates (as defined in the Listing Rules) having material interests in the transactions shall abstain from voting and not to be counted in the quorum at meetings for approving such transactions.

由主席授權之公司秘書一直負責編製董事會會議之議程，當中考慮董事可能建議包括之任何事項，以確保所有董事均獲機會於議程中加入事項及批准議程。為使董事得以進行知情的決定，議程及所附董事會文件連同所有合適、完整及可靠資料，最少於各董事會會議或委員會會議三天前交予全體董事，致令董事知悉本公司最新發展及／或財務狀況。董事會及獨立董事亦可於需要時另行及獨立地接觸高級管理層以作進一步諮詢或取得高級管理層自願提供的資料以外的進一步資料。

公司秘書及高級管理層出席所有常規董事會會議及於有需要時出席其他董事會會議及委員會會議，就（其中包括）業務發展、財務及會計事宜、法定守章、企業管治及本公司其他重大事宜提供意見。

公司秘書負責於所有董事會會議及委員會會議編製會議記錄並加以存管。會議記錄記錄所考慮事項之足夠詳情、所達致決定、所提出問題及反對意見（如有）。會議記錄草擬本及最終版本會於各會議後合理時間內交予董事傳閱及提供意見並進行記錄，而最終會議記錄可供董事查閱。

根據現行董事會常規，任何涉及主要股東或董事利益衝突之重大交易，須經由正式召開之董事會會議處理，而並無於交易中擁有重大權益的獨立非執行董事須出席該會議。就批准有關交易之會議上，於交易中擁有重大權益的任何董事或彼等任何緊密聯繫人（定義見上市規則）須放棄投票，且不得計入會議法定人數。

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CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles and responsibilities of Chairman and Chief Executive Officer are clearly defined. The clear division of management of the Board and day-to-day management of business ensures a balanced power and authority such that no concentration of power shall vest in any one individual. During the year, Mr. Cheung Yuk Fung acted as the Chairman, and Mr. Kui Man Chun acted as the Chief Executive Officer.

The Chairman provides leadership and is responsible for the effective functioning of the Board in accordance with good corporate governance practice and established corporate governance procedures. With the support of the Company Secretary and the senior management, the Chairman is also responsible for ensuring that the Directors receive, in a timely manner, adequate information, which must be accurate, clear, complete and reliable and appropriate briefing on issues arising at Board meetings, and that all key and appropriate issues are discussed by the Board in a timely manner.

The Chairman also encourages the Directors to fully and actively participate in the Board's affairs, taking the lead to act in the best interests of the Company. The Chairman also promotes a culture to facilitate effective contributions and encourage the Directors to express dissenting views and concerns and allow sufficient discussion of issues before decisions are made.

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 and is also responsible for developing strategic plans and formulating the organisational structure, monitoring control systems and internal control procedures and processes for the Board's approval.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Independent Non-Executive Directors possess a wide range of business and financial expertise, experiences and, through participation in board meetings, offer independent judgment on issues of strategy, policy, performance, accountability, resources, key appointments and standard of conducts. Through taking the lead where potential conflicts of interests arise, serving on the Board committees, examining the Company's performance in achieving corporate goals and objectives and monitoring performance reporting, the Independent Non-Executive Directors have become an integral part of the healthy growth of the Company.

主席及行政總裁

主席及行政總裁之角色及職責已清晰界定。董事會管理與日常業務管理之間的清晰劃分確保權力及授權平衡，避免權力集中於任何個人。於本年度，張玉峰先生擔任主席，而渠萬春先生則擔任行政總裁。

主席領導及對董事會根據良好企業管治常規之有效運作負責及制定企業管治程序。在公司秘書及高級管理層之支援下，主席亦負責確保董事適時獲得充分資料，其必須準確、清晰、完備及可靠，並獲適當簡介董事會會議事宜，而所有主要及合適事務均由董事會適時討論。

主席亦鼓勵董事全心及主動參與董事會事務，並領導本公司最佳利益為依歸行動。主席應提倡討論文化並鼓勵董事表達不同意見，並關注及准許在作出決定前有足夠的討論。

行政總裁專注於推行董事會批准及授權之目標、政策及策略。彼負責本公司日常管理及營運，亦負責拓展策略計劃以及制定組織架構、監控制度及內部監控程序及董事會審批程序。

獨立非執行董事

獨立非執行董事擁有廣泛的業務及財務專業及經驗，並透過參與董事會會議，可為策略、政策、表現、可信度、資源、主要委任及操守準則提供獨立判斷。在出現潛在利益衝突時透過領導董事會委員會檢測本公司的表現，以達到企業目標及宗旨並監察業績報告。獨立非執行董事已成為本公司健康增長的一個組成部分。

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During the year, the Independent Non-Executive Directors also attended all general meetings of the Company, details of which are set out in page 77, enabling them to develop a balanced understanding of the views of the shareholders.

During the year, the Board at all times met the requirements of Rule 3.10(1), Rule 3.10(2) and Rule 3.10A of the Listing Rules relating to the appointment of at least three Independent Non-Executive Directors, representing more than one-third of the Board and with at least one Independent Non-Executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise.

Confirmation of independence

The Company has received from each of the three Independent Non-Executive Directors a written annual confirmation of independence pursuant to the requirements of Rule 3.13 of the Listing Rules and the Company considers all the Independent Non-Executive Directors to be independent in accordance with the guidelines for assessing independence set out thereunder.

BOARD COMMITTEES

The Board has established 4 committees, namely, the Nomination Committee, Remuneration Committee, Audit Committee and Risk Management Committee, for overseeing particular aspects of the Company's affairs. All Board committees are established with defined written terms of reference, setting out its authority and duties, and requiring the Board committees to report back to the Board on their decisions or recommendations (unless otherwise restricted by legal or regulatory requirements). To provide transparency, the terms of reference of the Board committees are made available on the Company's and the Stock Exchange's websites and hard copies of which are available to Shareholders upon request.

All Board committees, save as the Risk Management Committee, consist of a majority of Independent Non-Executive Directors. Chairman and members of each Board committee as at the date of this report are set out below:

Audit Committee

Tam Chun Fai (*Chairman*)⁺
Leung Wai Man, Roger⁺
Chang Kai-Tzung, Richard⁺

年內，獨立非執行董事亦出席本公司的所有股東大會（其詳情載於第77頁），讓彼等得以更公平地了解股東的意見。

年內，董事會一直遵守上市規則第3.10(1)、3.10(2)及3.10A條有關委任最少三名獨立非執行董事（佔董事會三分之一以上）而其中最少一名獨立非執行董事須具備合適專業資歷或會計或相關財務管理專業知識之規定。

確認獨立性

本公司已接獲三名獨立非執行董事各自根據上市規則第3.13條規定所作出確認獨立性之年度確認書，根據其中所載評估獨立性的指引，本公司認為全體獨立非執行董事屬獨立人士。

董事會委員會

董事會下設四個委員會：提名委員會、薪酬委員會、審核委員會及風險管理委員會，以掌管本公司特定事務。所有董事會委員會均設有明確書面職權範圍，其載列職權及職責，並要求董事會委員會向董事會匯報其決定或建議（受法定或監管規定限制者除外）。為提高透明度，董事會委員會職權範圍於本公司及聯交所網站提供，而其印刷副本亦可供股東索取。

除風險管理委員會外，所有董事會委員會大部分成員為獨立非執行董事。於本報告日期，各董事會委員會主席及成員如下：

審核委員會

譚振輝 (*主席*)⁺
梁偉民⁺
張楷淳⁺

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Nomination Committee

Leung Wai Man, Roger (*Chairman*)⁺
Tam Chun Fai⁺
Li Wenjin[△]

Remuneration Committee

Tam Chun Fai (*Chairman*)⁺
Leung Wai Man, Roger⁺
Li Wenjin[△]

Risk Management Committee

Xu Changjun (*Chairman*)[△]
Xu Wensheng[△]
Li Wenjin[△]
Hui Lok Yan^{*}

⁺ Independent Non-Executive Director

[△] Executive Director

^{*} Ms. Hui Lok Yan, the Group Financial Controller and Joint Company Secretary of the Company.

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

Audit Committee

The Audit Committee comprises three Independent Non-Executive Directors (including one Independent Non-Executive Director who possesses the appropriate professional qualifications or accounting or related financial management expertise). None of the members of the Audit Committee is a former partner of the Company's existing external auditor.

During the Reporting Year, the main duties of the Audit Committee include the followings:

- (a) to review the financial statements, reports, accounting policies and practices and consider any significant or unusual items raised by the company's staff, compliance officers, qualified accountant or external auditor before submission to the Board;
- (b) to review the Company's relationship with the external auditor by reference to the work they performed, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditor;

提名委員會

梁偉民 (*主席*)⁺
譚振輝⁺
李文晉[△]

薪酬委員會

譚振輝 (*主席*)⁺
梁偉民⁺
李文晉[△]

風險管理委員會

徐昌軍 (*主席*)[△]
徐文生[△]
李文晉[△]
許諾恩^{*}

⁺ 獨立非執行董事

[△] 執行董事

^{*} 許諾恩女士為本公司之集團財務總監兼聯席公司秘書。

董事會委員會獲提供充足資源履行職責及可於適當情況下，合理且及時要求徵求獨立專業意見，費用由本公司承擔。

審核委員會

審核委員會由三名獨立非執行董事組成，當中包括一名具備合適專業資歷或會計或相關財務管理專業知識之獨立非執行董事。審核委員會全體成員均非本公司現任外聘核數師之前合夥人。

於報告年度，審核委員會之主要職責包括如下：

- (a) 審閱財務報表、報告、會計政策及常規，並於提交董事會前，考慮本公司員工、合規專員、合資格會計師或外聘核數師提出之任何重大或不尋常項目；
- (b) 參考外聘核數師所進行工作、費用及聘用條款，檢討本公司與其關係，並就委任、續聘及罷免外聘核數師向董事會提出意見；

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- (c) to review the adequacy and effectiveness of the Company's financial reporting system, audit process, the Group's financial control, internal control system, risk management system and associated procedures; and
- (d) to cooperate with Risk Management Committee to ensure Risk Management Committee has adequate resources and access to information necessary to fulfil their duties and responsibilities with respect to risk assessment and risk management.

The written terms of reference which describing the authority and duties of the Audit Committee was prepared and adopted with reference to the CG Code, "Principles of Auditor Independence and the Role of Corporate Governance in Monitoring an Auditor's Independence" issued by the Technical Committee of the International Organization of Securities Commissions and "A Guide for The Formation of An Audit Committee" published by the Hong Kong Institute of Certified Public Accountants.

The Audit Committee held two meetings during the year ended 31 December 2019 to review the half-yearly and annual financial results and reports, financial reporting and compliance procedures, internal control and risk management systems, effectiveness of internal audit function of the Group, the auditor's independence and objectivity. The Audit Committee has also met with the Company's auditor twice during the year and recommended the re-appointment of PricewaterhouseCoopers as the Company's auditor and approved their remuneration and terms of engagement. The Board confirms that it has taken no different view from the Audit Committee in relation to its recommendations.

As at the end of 2019 and the date of this report, there are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

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

Nomination Committee

The principal duties of the Nomination Committee, as provided under the terms of reference adopted in compliance with the requirements under the CG Code, include reviewing the structure, size and composition of the Board, developing and formulating relevant procedures for nomination and appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors and assessment of the independence of the Independent Non-Executive Directors.

- (c) 審閱本公司財務報告制度、審核程序、本集團財務控制、內部監控制度、風險管理制度及相關程序是否充分及具備效益；及
- (d) 與風險管理委員會合作，確保風險管理委員會獲取充足資源及必要信息，以履行有關風險評估與風險管理之職責及責任。

已參照企業管治守則、國際證券事務監察委員會組織下的技術委員會發出的「核數師獨立性原則及企業管治對監察核數師獨立性所起的作用」及香港會計師公會頒佈的「成立審核委員會之指引」編製及採納載有審核委員會權力及職責的書面職權範圍。

審核委員會於截至二零一九年十二月三十一日止年度曾舉行兩次會議，審閱本集團半年度及年度財務業績及報告、財務報告及守章程序、內部監控及風險管理制度、內部審核職能的有效程度、核數師的獨立性及客觀性。審核委員會亦已每年與本公司核數師會面兩次，並建議重新委任羅兵咸永道會計師事務所擔任本公司的核數師並批准其薪酬及委聘條款。董事會已確認其就建議與審核委員會並無分歧。

於二零一九年末及於本報告日期，概無有關或會對本公司持續經營能力產生重大疑問之事件或情況之重大不明朗因素。

本公司截至二零一九年十二月三十一日止年度之全年業績已經由審核委員會審閱。

提名委員會

如遵守企業管治守則規定而採納之職權範圍所列，提名委員會之主要職責包括審閱董事會之架構、規模及組成、制定有關董事提名及委任程序以及就董事委任及繼任規劃向董事會提出意見，並評估獨立非執行董事之獨立身份。

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The Nomination Committee carries out the process of selecting and recommending candidates for directorships by making reference to the balance of expertise, skills, experience, professional knowledge, personal integrity and time commitments of such individuals, business requirements of the Group and other relevant statutory requirements and regulations. External recruitment agency may also be engaged to carry out the recruitment and selection process when necessary. The Nomination Committee held one meeting during the year ended 31 December 2019.

The Nomination Committee has also adopted a nomination policy (the "Nomination Policy") which sets out the selection criteria and procedure of nominating, appointing and re-appointing a Director. The selection criteria used in assessing the suitability of a candidate include, inter alia, his/her academic background and professional qualifications, relevant industry experience, character and integrity and whether he/she can contribute to the diversity of the Board as detailed in the Board Diversity Policy, which is regularly reviewed by the Nomination Committee with a view to achieve a diversified spectrum of Directors to facilitate a balanced development of the Company. The procedure of appointing and re-appointing a Director is based on objective criteria and summarised as follows:-

1. The Nomination Committee and/or the Board may nominate or invite a candidate for appointment as a Director for consideration;
2. The Nomination Committee and/or the Board shall evaluate the personal profile of each of the candidates based on the criteria as set out under the above section;
3. The Nomination Committee and/or the Board shall undertake adequate due diligence in respect of each candidate and make recommendation for the Board's consideration and approval;
4. (for a Candidate whom may be nominated as an independent non-executive Director) the Board should assess the candidate's independence under Code Provisions A.3.3 (Best Recommended Practice) and A.4.3 of the CG Code, and Rule 3.13 of the Listing Rules;

提名委員會負責就均衡專業知識、技能、經驗、專業知識、個人誠信及投入時間以及就本集團業務需要及其他相關法定規則及規例，甄選及推薦候任董事人選。有需要時亦或會委任外界招聘代理進行招聘及甄選程序。提名委員會於截至二零一九年十二月三十一日止年度曾舉行一次會議。

提名委員會亦已採納一項提名政策(「提名政策」)，其載列選舉標準及提名、委任及重新委任董事的程序。評估候選人的適當性所用的選舉標準包括(其中包括)其學術背景及專業資格、相關行業經驗、個性及正直以及其是否可為董事會成員多元化政策中詳述的董事會成員多元化作出貢獻。提名委員會定期審查董事會成員多元化政策，以實現董事的多元化，促進本公司的均衡發展。根據客觀標準委任及重新委任董事的程序概述如下：—

1. 提名委員會成員及／或董事會成員均可提名或邀請候選人委任為董事以作考慮；
2. 提名委員會成員及／或董事會將按上列準則評估每一位候選董事之個人檔案；
3. 提名委員會成員及／或董事會將對每一位候選董事進行充分的盡職調查並向董事會作推薦建議以供其考慮及批核；
4. 若候選董事被提名為獨立非執行董事，董事會應按照企業管治守則的守則條文第A.3.3條(建議最佳常規)及第A.4.3條，以及上市規則第3.13條評估候選董事的獨立性；

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5. (for a candidate whom may be elected as an independent non-executive Director at a general meeting) the Board should consider the following pursuant to Code Provision A.5.5 of the CG Code;
 6. (in the context of re-appointment of retiring Directors) the Board shall review the candidate's overall contribution and performance, including attendance of committees, board and general meetings, and level of participation and performance on the Board, and make recommendations to the Board for consideration and to the Shareholders for re-election at general meetings; and
 7. the Board will convene a meeting for discussion of appointment or re-appointment of the candidate as a Director.
5. 若候選董事將於股東大會上被提名為獨立非執行董事，董事會應按企業管治守則的守則條文第A.5.5條考慮以下事項：
 6. (於重選退任董事時)董事會將檢閱候選董事之整體貢獻及表現(包括於委員會、董事會及股東大會會議之出席率以及於董事會之參與程度及表現)，並向董事會及股東作推薦建議以於股東大會進行重選；及
 7. 董事會將召開會議討論候選董事的委任或重新委任。

In accordance with the Company's Bye-laws, Mr. Xu Changjun and Mr. Xu Wensheng, Executive Directors and Mr. Tam Chun Fai, Independent Non-Executive Director, will also retire at the Annual General Meeting and, being eligible, offer themselves for re-election.

根據本公司之公司細則，執行董事徐昌軍先生及徐文生先生以及獨立非執行董事譚振輝先生亦將於股東週年大會上退任，並符合資格並將願意重選連任。

As Mr. Tam Chun Fai, appointed as an Independent non-Executive Director, has served the Company for more than 9 years, his further appointment shall be subject to a separate resolution to be approved by Shareholders in accordance with Code Provision A.4.3 of the CG Code.

由於譚振輝先生獲委任為獨立非執行董事，於本公司任職超過九年，彼獲繼續委任將須根據企業管治守則的守則條文第A.4.3條由股東透過獨立決議案批准後方可作實。

The Nomination Committee held one meeting during the year and has recommended the re-appointment of the said Directors standing for re-election to the Board, following which the Board, after due consideration, has recommended their re-appointment for the Shareholders' approval at the forthcoming Annual General meeting.

年內，提名委員會舉行一次會議並已建議重新委任上述董事參與董事會重選連任，而董事會在經過考慮後已推薦彼等的重新委任並於應屆股東週年大會讓股東予以批准。

The Company's circular dated 22 April 2020 contains detailed information of the Directors standing for re-election.

本公司日期為二零二零年四月二十二日之通函載有重選連任董事詳細資料。

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Remuneration Committee

The primary objectives and duties of the Remuneration Committee are set out in its terms of reference adopted in compliance with the requirements under the CG Code, which include making recommendations to the Board on the remuneration policy and structure and remuneration packages of the Directors and the senior management. 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 associates will participate in deciding his own remuneration, whose remuneration will be determined with reference to the performance of the individual and the Company as well as market practice and conditions.

The Remuneration Committee normally meets to review the remuneration policy and structure and make recommendation to the Board on the remuneration packages of the Directors and the senior management and other related matters. The Human Resources Department is responsible for collection and administration of the human resources data and making recommendations on remuneration policy and structure and remuneration packages to the Remuneration Committee for consideration. The Remuneration Committee shall consult the Chairman and/or the Board about these recommendations. The Remuneration Committee held one meeting during the year ended 31 December 2019 to review and recommend the remuneration packages of the Directors and senior management, to establish a formal and transparent procedure for developing remuneration policy and to assess performance of the Executive Directors and approve the terms of their respective service contracts.

The remuneration, including employee incentive programmes of subsidiaries, payable to the senior management by band for the year ended 31 December 2019 is set out below:

Remuneration band	薪酬組別	Number of individuals 人數
HK\$0 – HK\$1,000,000	0港元至1,000,000港元	1
HK\$1,000,001 – HK\$2,000,000	1,000,001港元至2,000,000港元	2
HK\$2,000,001 – HK\$3,000,000	2,000,001港元至3,000,000港元	1
HK\$4,000,001 – HK\$5,000,000	4,000,001港元至5,000,000港元	1
HK\$15,000,001 – HK\$16,000,000	15,000,001港元至16,000,000港元	1

Further particulars regarding Directors' emoluments and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in note 9 and note 41 to the consolidated financial statements.

薪酬委員會

如遵守企業管治守則規定而採納之職權範圍所載，薪酬委員會主要宗旨及職責包括就董事及高級管理層薪酬政策及結構與薪酬待遇向董事會提出推薦意見。薪酬委員會亦負責就該等薪酬政策及結構制定具透明度之程序，確保並無董事或彼任何聯繫人參與釐定本身薪酬，而薪酬將參考個人及本公司表現以及市場常規及情況後釐定。

薪酬委員會一般就審閱薪酬政策及結構舉行會議並就董事及高級管理層薪酬待遇與其他相關事務向董事會提供建議。人力資源部門負責收集及管理人力資源數據，並就薪酬政策及結構與薪酬待遇向薪酬委員會提出意見以供其考慮。薪酬委員會須就此等意見諮詢主席及／或董事會。薪酬委員會於截至二零一九年十二月三十一日止年度曾舉行一次會議，以就董事及高級管理層之薪酬待遇進行檢討及提供建議，就制定薪酬政策設立正式及具透明度之程序，並評估執行董事之表現以及批准彼等各自之服務合約之條款。

於截至二零一九年十二月三十一日止年度按薪酬組別劃分之應付高級管理層薪酬(包括附屬公司之僱員獎勵計劃)載列如下：

根據上市規則附錄16須予披露有關董事酬金及五名最高薪酬僱員之進一步詳情載於綜合財務報表附註9及附註41。

Corporate Governance Report 企業管治報告

Risk Management Committee

The Risk Management Committee comprises a four members, three being Executive Directors. Main duties of the Risk Management Committee include the followings:

- (a) to review the Group's risk management and internal control systems (including financial, operational and compliance controls) and internal audit function, to ensure that effective and adequate risk management and internal control systems are established and maintained and that sufficient resources are in place for the Group's internal audit function;
- (b) to consider the effectiveness of the Group's decision making processes in crisis and emergency situations and to maintain the Group's risk management standards; and
- (c) on an annual basis report to the Board on the effectiveness of the risk management systems and internal control systems (including financial, operational and compliance controls) for the Group and adequacy of resources of its internal audit functions.

The Risk Managements Committee held two meetings during the year ended 31 December 2019.

Corporate Governance Function

The Board is responsible for performing the corporate governance duties of the Company, including (i) to develop and review the Group's policies and practices on corporate governance; (ii) to review and monitor the training and continuous professional development of the Directors and the senior management; (iii) to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements; (iv) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employee and Directors and (v) to review the Group's compliance with the CG Code and disclosure in this Corporate Governance Report and other relevant disclosure obligations.

RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The Board and the Directors

The Board is responsible for presenting a balanced, clear and understandable assessment in annual and interim reports, inside information announcements and complying with other financial disclosures required under the Listing Rules and other regulatory requirements.

風險管理委員會

風險管理委員會由四名成員組成，其中三名為執行董事。風險管理委員會之主要職責包括下列項目：

- (a) 檢討本集團風險管理及內部監控制度（包括財務、營運及合規監控）和內部審核功能，確保採取及維持有效和足夠之風險管理及內部監控制度，並確保本集團內部審核功能有足夠資源運作；
- (b) 考慮本集團在危機及緊急情形下之決策過程是否具備效益和維持本集團之風險管理準則；及
- (c) 每年向董事會報告本集團之風險管理及內部監控制度（包括財務、營運及合規監控）是否具備效益及內部審核功能是否有足夠資源運作。

風險管理委員會於截至二零一九年十二月三十一日止年度舉行兩次會議。

企業管治職能

董事會負責履行本公司企業管治職責，包括(i)制定及審閱本集團企業管治政策及常規；(ii)審閱及監督董事及高級管理層之培訓及持續專業發展；(iii)檢討及監察本集團在遵守法律及監管規定方面的政策及常規；(iv)制定、檢討及監察適用於僱員及董事的操守準則及合規手冊（如有）；及(v)檢討本集團遵守企業管治守則之情況及本企業管治報告披露之資料以及其他相關披露義務。

有關財務報表之責任

董事會及董事

董事會須負責提呈年報及中期報告之均衡、清晰及易於理解之評估、上市規則與其他監管規定所規定之內幕消息公佈及符合其他財務披露資料。

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The Directors also acknowledge their responsibilities for preparing the financial statements of the Company for the year ended 31 December 2019.

Auditor's Statement

The statement of the external auditor of the Company about their reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report" on pages 91 to 100.

Senior Management

The senior management have provided the Board with sufficient explanation and necessary information enabling the Board to make an informed assessment of financial and other information put before the Board for approval.

Monthly updates have also been provided by the senior management to all members of the Board to enable proper discharge of duties by the Board a whole or each member individually by giving them balanced and understandable assessment of the Company's performance, position and prospectus in sufficient details.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has developed the Group's internal control, risk assessment and management systems and acknowledges its overall responsibility for reviewing and maintaining an adequate and effective risk management and internal control systems on an ongoing basis to safeguard the interests of the Shareholders and the assets of the Group. It evaluates the effectiveness of the systems at least annually to ensure the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions.

Risk Management and Internal Control Systems

The Company's risk management and internal control systems are designed to manage and mitigate risks, rather than eliminate risks, and can only provide reasonable and not absolute assurance against material misstatement or loss. We have adopted a bottom-up approach for identification, assessment and mitigation of risk at all business unit levels and across functional areas.

董事亦明了彼等編製本公司截至二零一九年十二月三十一日止年度財務報表之責任。

核數師聲明

本公司外聘核數師有關彼等申報財務報表責任之聲明載於第91至100頁「獨立核數師報告」。

高級管理層

高級管理層已向董事會提供足夠闡釋及所需資料以於上呈至董事會作批准前讓董事會對財務及其他資料進行知情評估。

為使董事會可作為整體或由個別成員獨立地適當履行職務，高級管理層亦已按月向所有董事會成員提供更新資料並向彼等提供對本公司表現、狀況及前景之平衡及可理解之評估之足夠詳情。

風險管理及內部監控

董事會已制定本集團之內部監控、風險評估及管理制制度，並承認對持續檢討及維持足夠及有效之風險管理及內部監控制度負有全面責任，以保障股東利益及本集團資產。其最少每年評估制度的有效性，確保本集團在會計、內部審核及財務申報職能方面的資源、員工資歷及經驗、培訓課程及預算是足夠的。

風險管理及內部監控制度

本公司的風險管理及內部監控制度旨為管理及減低風險而非完全排除風險，且僅可提供合理保證及非絕對保證不會出現重大錯誤陳述或損失。我們已採用自下而上的方法以辨識、評估及在最大程度減低所有業務單位層面及在各職能範疇的風險。

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Main Features of Risk Management and Internal Control Systems

The key elements of the Company's risk management and internal control systems include the establishment of a risk register to keep track of and record identified risks, the assessment and evaluation of risks, the development and continuous updating of responsive procedures, and the ongoing testing of internal control procedures to ensure their effectiveness.

An ongoing risk management approach is adopted by the Company for identifying and assessing the key inherent risks that affect the achievements of its objectives. A risk matrix is adopted to determine risk rating (L = low risk, M = medium risk, H = high risk) after evaluation of the risk by likelihood of occurrence and the impact of the risk event. The risk ratings determine the level of managements' attention and risk treatment effort required.

Process used to identify, evaluate and manage significant risks

During the process of risk assessment, each risk owner of departments and major subsidiaries is required to capture and identify the key inherent risks that affect the achievement of its objectives. Each inherent risk is evaluated according to the risk matrix. After taking into consideration the risk response, such as control measures in place to mitigate the risk, the residual risk of each inherent risk is evaluated again. The risk register with the risk responses and residual risks is reported to the Risk Management Committee. The Risk Management Committee, evaluates the effectiveness of the systems and report to the Board. The highest category of residual risks is subject to the Board's oversight.

Process used to review the effectiveness of the Risk Management and Internal Control Systems and to resolve material internal control defects

The Internal Control Department of the Company (the "Internal Control Department") has performed an ongoing review of the effectiveness of the Group's risk management and internal control systems throughout the year (during which an external independent consulting firm was engaged to offer assistance) covering the Group's material controls in financial, operational and compliance aspects agreed and approved by the Risk Management Committee and in compliance with the requirements under Code Provision C.2 of the CG Code.

風險管理及內部監控制度主要特點

本公司的風險管理及內部監控制度主要元素包括設立風險記錄冊以追蹤及記錄所辨識的風險、評估及評測風險、發展及繼續更新應對程序，以及持續測試內部監控程序以確保其有效性。

本公司已採納一個持續進行的風險管理方法以辨識及評估影響其達到目標的主要固有風險。本公司已於評估風險發生的可能性及風險事項的影響後採納一個風險矩陣以釐定風險評級 (L = 低風險 ; M = 中度風險 ; H = 高風險)。風險評級釐定管理層所需要注意及處理風險力度水平。

用以辨認、評估及管理重大風險的程序

於風險評估的程序中，各面對風險的部門及主要附屬公司須及時捕捉及辨識影響其達到目標的主要固有風險。各固有風險乃根據風險矩陣進行評估。經考慮風險的應對方法後（如採取監控措施以減低風險）將再次評估各固有風險的剩餘風險。風險記錄冊連同風險應對方法及剩餘風險將會向風險管理委員會匯報。風險管理委員會評估制度的有效程度及向董事會匯報。剩餘風險的最高級別須受董事會監管。

用以檢討風險管理及內部監控制度有效性及解決嚴重的內部監控缺失的程序

根據企業管治守則的守則條文第C.2條項下規定，本公司之內部監控部門（「內部監控部門」）已持續檢討年內（期間已委聘外聘獨立顧問公司提供協助）本集團風險管理及內部監控系統之成效，涵蓋風險管理委員會協定及批准的本集團於財務、營運及合規方面的重大監控措施。

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The Internal Control Department reported to the Risk Management Committee and the Risk Management Committee was satisfied that there had been no major deficiency noted in the areas of the Group's risk management and internal controls systems, following the implementation of recommendations against the internal control defects revealed. The Audit Committee cooperates with the Risk Management Committee to ensure the Risk Management Committee has access to information necessary to fulfil their duties and responsibilities with respect to risk assessment and risk management. Accordingly, the Audit Committee and the Board considered the risk management and internal control systems to be effective and have been implemented with adequate resources during the year.

Procedures and internal controls for the handling and dissemination of inside information

The Board has already established a policy for the handling and dissemination of inside information. The policy stipulates the obligations of the Group, in respect of the restriction on disseminating non-public information, handling of rumours, unintentional selective disclosure, exemption and waiver to the disclosure of inside information, and also compliance and reporting procedures. Senior management must take all reasonable measures to ensure that proper safeguards exist to prevent any breach of disclosure requirement from time to time. Employees are required to promptly bring any possible leakage or divulgence of inside information to the attention of the Chief Financial Officer, or his delegates, who will notify the Board timely and accordingly for taking the appropriate action promptly. For any material violation of this policy, the Board will decide, or designate appropriate persons to decide the course of actions for rectifying the problem and avoiding recurrence.

AUDITOR'S REMUNERATION

The remuneration paid to the external auditor of the Company in respect of audit and non-audit services for the year ended 31 December 2019 amounted to approximately HK\$10,834,000.

內部監控部門向風險管理委員會匯報，而風險管理委員會信納於實施針對所發現的內部監控缺陷的建議後，本集團的風險管理及內部監控制度範圍並無出現重大缺陷。審核委員會與風險管理委員會合作，確保風險管理委員會獲取必要信息，以履行有關風險評估與風險管理之責任和義務。因此，審核委員會及董事會認為風險管理及內部監控制度屬有效且於年內已以足夠資源實施。

處理及發佈內幕消息的程序及內部監控措施

董事會已就處理及發佈內幕消息制定政策。該政策規定本集團有關散播非公開信息的限制、處理謠言、無意選擇性披露、豁免披露內幕消息方面的責任，以及合規及報告程序。高級管理層均須採取一切合理措施，確保本公司不時設有恰當的防範措施，以防違反任何披露規定。僱員須迅速提請財務總監或其授權人士注意內幕消息的任何潛在洩漏或透露，財務總監或其授權人士將及時通知董事會迅速採取適當的行動。如嚴重違反本政策，董事會將決定或指派適當人士以決定糾正問題的行動方針，並避免再次發生。

核數師酬金

本公司就截至二零一九年十二月三十一日止年度之核數及非核數服務而向外聘核數師支付之酬金約為10,834,000港元。

Corporate Governance Report 企業管治報告

SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS

(a) Procedures for requisitioning a special general meeting

Shareholder(s)' holding, as at the date of deposit of the requisition for a special general meeting, not less than one-tenth of the paid up capital of the Company carrying the right to vote at general meetings of the Company may, by written requisition to the Board or the Company Secretary(ies) signed and deposited in accordance with the Company's Bye-laws and the Bermuda Companies Act 1981, require the Directors to call a special general meeting for the transaction of business specified in the requisition.

(b) Procedures for putting forward proposals at general meetings

Shareholder(s) holding not less than one-twentieth of the paid-up capital of the Company carrying the right to vote at general meetings of the Company or not less than 100 Shareholders may, at their expense, provide a written request to the attention of the Company Secretary(ies) signed and deposited in accordance with the Bermuda Companies Act 1981 to put forward proposals at general meeting.

(c) Communication with shareholders and investors

General Meetings

General meetings of the Company provide a direct forum of communication between Shareholders and the Board. The Company held 4 general meetings during the year. Notices of the general meetings were sent in accordance with the requirements under the Listing Rules, the Company's Bye-laws and other applicable laws. At the general meetings, directors were made available to answer questions, adequate measures were taken to provide effective communication with shareholders, separate issues were proposed as separate resolutions for the shareholders' approval, shareholders were familiarised with the detailed procedures for voting by poll and given sufficient chances to raise questions. The Company's external auditor also attended the Company's annual general meeting held on 2 May 2019 to answer any questions about the conduct of audit, the preparation and content of the auditor's report, the accounting policies applied and their independence.

CONSTITUTIONAL DOCUMENTS

There has been no change in the Company's constitutional documents during the year.

股東權利及投資者關係

(a) 要求召開股東特別大會之程序

於提出召開股東特別大會呈請日期持有可於本公司股東大會上行使表決權之本公司繳足股本不少於十分之一之股東，可根據本公司之公司細則及百慕達一九八一年公司法，向董事會或公司秘書提出經簽署之書面呈請，要求董事召開股東特別大會，以處理該呈請所列明之事項。

(b) 於股東大會上提呈建議之程序

持有可於本公司股東大會上行使表決權之本公司繳足股本不少於二十分之一之股東或不少於100名股東，可根據百慕達一九八一年公司法，提出向公司秘書遞交經簽署之書面要求，以於股東大會上提呈建議。

(c) 與股東及投資者溝通

股東大會

本公司股東大會為股東與董事會提供直接溝通渠道。本公司於年內舉行4次股東大會。股東大會通告乃根據上市規則、本公司之公司細則及其他適用法律的規定發送。於股東大會上，董事回答問題，採取充分的措施與股東進行有效溝通，提出單獨議題作為單獨決議案供股東批准，讓股東熟悉以投票方式表決的詳細程序，並向其提供足夠的提問機會。本公司的外聘核數師亦出席於二零一九年五月二日舉行的本公司股東週年大會以回應有關審核操守、核數師報告的編製及其內容、應用之會計政策以及彼等獨立性之任何問題。

章程文件

年內，本公司的章程文件並無變動。

Independent Auditor's Report 獨立核數師報告

To The Shareholders of Hi Sun Technology (China) Limited
(incorporated in Bermuda with limited liability)

OPINION

What we have audited

The consolidated financial statements of Hi Sun Technology (China) Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 101 to 235, which comprise:

- the consolidated balance sheet as at 31 December 2019;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated cash flow statement for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

Our opinion

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

致高陽科技(中國)有限公司股東
(於百慕達註冊成立的有限公司)

意見

我們已審計的內容

高陽科技(中國)有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第101至235頁的綜合財務報表,包括:

- 於二零一九年十二月三十一日的綜合資產負債表;
- 截至該日止年度的綜合收益表;
- 截至該日止年度的綜合全面收益表;
- 截至該日止年度的綜合權益變動表;
- 截至該日止年度的綜合現金流量表;及
- 綜合財務報表附註,包括主要會計政策概要。

我們的意見

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」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而中肯地反映了貴集團於二零一九年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》的披露規定妥為編製。

Independent Auditor's Report 獨立核數師報告

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters identified in our audit are summarised as follows:

- Impairment of loan receivables
- Fair values of the unlisted financial instruments at fair value through profit or loss

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》（「香港審計準則」）進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立性

根據香港會計師公會頒佈的《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專業道德責任。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

我們在審計中識別的關鍵審計事項概述如下：

- 應收貸款減值
- 按公平值計入損益之非上市金融工具公平值



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獨立核數師報告

Key Audit Matter

關鍵審計事項

Impairment of loan receivables

應收貸款減值

Refer to Note 3.1(b)(ii) (financial risk factors), Note 4(a) (critical accounting estimates and judgements) and Note 21 (loan receivables) to the consolidated financial statements for the related disclosures.

有關相關事項的披露，請參閱綜合財務報表附註3.1(b)(ii)（財務風險因素）、附註4(a)（關鍵會計估計及判斷）及附註21（應收貸款）。

As at 31 December 2019, the Group's gross loan receivables amounted to HK\$428.4 million, and a provision for impairment of loan receivables of HK\$43.2 million was recognised in the Group's consolidated balance sheet. The credit impairment losses on loan receivables in the Group's consolidated income statement for the year ended 31 December 2019 amounted to HK\$44.1 million.

於二零一九年十二月三十一日，貴集團的應收貸款總額為428,400,000港元，在貴集團綜合資產負債表確認的應收貸款減值撥備為43,200,000港元。於貴集團截至二零一九年十二月三十一日止年度的綜合收益表中的應收貸款信貸減值虧損為44,100,000港元。

The balance of provision for impairment of loan receivables represents the management's best estimates at the balance sheet date of expected credit losses under Hong Kong Financial Reporting Standard 9: Financial Instruments expected credit losses models.

應收貸款減值撥備的餘額反映管理層採用《香港財務報告準則第9號：金融工具》預期信貸虧損模型，在結算日對預期信貸虧損做出的最佳估計。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Our audit procedures in relation to management's assessment on provision for impairment losses of loan receivables included:

我們對有關管理層評估應收貸款減值虧損撥備之審計程序包括：

- understood and tested the key control procedures performed by management, including its procedures on periodic review on overdue receivables and the assessment of expected credit losses allowance on the loan receivables;
- 理解和測試管理層執行的關鍵監控程序，包括其對逾期應收款項進行定期審查及對應收貸款預期信貸虧損撥備進行評估；
- understood and evaluated the modelling methodologies for expected credit losses measurement, assessed the reasonableness of the model selection and key measurement parameters determination;
- 理解和評估預期信貸虧損模型計量方法論，對模型選擇和關鍵參數的合理性進行評估；
- for the historical information, discussed with management to understand the management's identification of significant increase in credit risk, defaults and credit-impaired loans, corroborated management's explanation with supporting evidence;
- 對於過往資訊，與管理層討論並了解管理層對信貸風險違約和信貸減值貸款顯著增加的識別，管理層的解釋的佐證及支持證據；

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獨立核數師報告

Key Audit Matter

關鍵審計事項

Impairment of loan receivables (Continued)

應收貸款減值 (續)

Management assesses whether the credit risk of loan receivables have increased significantly since their initial recognition, and apply a three-stage impairment model to calculate their expected credit losses. The measurement models of expected credit losses involves significant management judgments and assumptions, primarily including the following:

管理層評估應收貸款之信貸風險自初步確認起是否大幅增加，並應用三階減值模型計算其預期信貸虧損。預期信貸虧損計量模型所包含的重大管理層判斷和假設主要包括下列事項：

- Selection of appropriate model and determination of relevant key measurement parameters, including probability of default, loss given default and exposure at default;
- 選擇恰當的計量模型，並確定計量相關的關鍵參數，包括違約概率、違約損失率及違約風險承擔；
- Criteria for determining whether or not there was a significant increase in credit risk or a default; and
- 信貸風險是否顯著增加或違約的判斷標準；及
- Economic indicator for forward-looking measurement, and the application of economic scenarios and weightings.
- 用於前瞻性計量的經濟指標、經濟情景及其權重的採用。

We focus on this area due to the magnitude of the loan receivables and the significant estimates and judgement involved in determining the expected credit impairment losses allowance on the loan receivables.

我們關注此範疇是鑑於應收貸款的重大數額，以及在釐定應收貸款預期信貸減值虧損撥備時涉及重大估計和判斷。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Our audit procedures in relation to management's assessment on provision for impairment losses of loan receivables included: (Continued)

我們對有關管理層評估應收貸款減值虧損撥備之審計程序包括：(續)

- for forward-looking measurement, we assessed the reasonableness of economic indicator selection, economic scenarios and weightings application, assessed the reasonableness of the estimation by comparing with industry data; and
- 對於前瞻性計量，我們評估經濟指標之選取、經濟情景及權重的採用，通過行業數據比較評估估計的合理性；及
- checked major data inputs used in the expected credit losses models on sample basis to the Group's record.
- 抽樣檢查預期信貸虧損模型所使用的關鍵數據到貴集團的記錄。

Based on the above, we found that the estimates and judgement made by management in respect of the expected credit losses allowance and the collectability of the loan receivables were supportable by the available evidence.

基於上述各項，我們發現管理層有關應收貸款預期信貸虧損撥備及回收性之估計及判斷有可得的證據支持。

Independent Auditor's Report 獨立核數師報告

Key Audit Matter

關鍵審計事項

Fair values of the unlisted financial instruments at fair value through profit or loss
按公平值計入損益之非上市金融工具公平值

Refer to Note 3.3 (fair value estimation), Note 4(b) (critical accounting estimates and judgements) and Note 20 (financial assets at fair value through profit or loss) to the consolidated financial statements for related disclosure.

有關相關事項的披露，請參閱綜合財務報表附註3.3(公平值估計)、附註4(b)(關鍵會計估計及判斷)及附註20(按公平值計入損益之金融資產)。

As at 31 December 2019, the Group held interest in (i) an unlisted investment fund of HK\$122.1 million and (ii) certain unlisted convertible preference shares of HK\$166.1 million; which have been classified as financial assets at fair value through profit or loss.

於二零一九年十二月三十一日，貴集團持有(i)非上市投資基金122,100,000港元及(ii)若干非上市可換股優先股166,100,000港元；分類為按公平值計入損益之金融資產。

These unlisted financial instruments are stated at their fair values, classified under level three in the fair value hierarchy.

該等非上市金融工具按其公平值列賬，已分類為公平值等級項下之第三級。

The fair value of the unlisted investment fund was determined by applying a portfolio discount to the audited net asset value of the unlisted investment fund as at 31 December 2019, which had already taken into account the fair values of the fund's underlying investments. The discount rate was determined based upon the relative shareholding and rights of the Group and the marketability of the investment.

釐定非上市投資基金之公平值的基準，為對非上市投資基金於二零一九年十二月三十一日之經審計資產淨值再使用投資組合折讓率，當中已考慮到基金中相關投資之公平值。折讓率乃按貴集團相對的股權和權利以及投資的可變現能力而釐定。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Our procedures in relation to management's determination of the fair value of these financial instruments included: 我們對管理層釐定該等金融工具之公平值所執行的程序包括：

For the unlisted investment fund:

就非上市投資基金而言：

- We tested the accuracy of the net asset value of the unlisted investment fund by checking to its audited financial statements; and
- 我們藉檢查其經審計財務報表，測試非上市投資基金資產淨值之準確性；及
- We also involved our internal valuation expert in our discussion with the management to understand the rationale for applying the portfolio discount, reviewed relevant agreements or documents to understand the key terms of the subject interest and assessed the appropriateness of portfolio discount by referencing to relevant research studies and market practices on various discounts commonly considered in valuations.
- 我們亦連同我們的內部評估專家就應用投資組合折讓之理據，與管理層進行討論，審閱相關的協議或文件以了解有關權益的關鍵條款和藉參考相關的調查研究及就進行估值一般會考慮的多個不同折讓的市場慣例，評估投資組合折讓率是否恰當。

For the unlisted convertible preference shares:

就非上市可換股優先股而言：

- We assessed the competency, capability and objectivity of the independent external valuer by considering its qualifications, relevant experience and relationship with the Group;
- 我們藉評估外聘獨立估值師之資格、相關經驗及與貴集團關係，評定其是否合資格、有能力及是否客觀；
- We also involved our internal valuation expert in our discussion with the external valuer to understand the rationale, and assess the appropriateness and the consistency, of the methodologies used and the key assumptions and estimates applied;
- 我們亦連同我們的內部評估專家就估值所用方式及所應用關鍵假設和估計與外聘估值師進行討論，包括了解上述事項應用的理據，並評估其是否恰當及是否貫徹採用；

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獨立核數師報告

Key Audit Matter

關鍵審計事項

Fair values of the unlisted financial instruments at fair value through profit or loss (Continued)

按公平值計入損益之非上市金融工具公平值 (續)

The Group engaged an independent external valuer in determining the fair value of the unlisted convertible preference shares by using discounted cash flow method. The key assumptions used in the valuation include pre-tax discount rate, compound annual growth rate and terminal growth rate.

貴集團已委聘外聘獨立估值師，利用折現現金流量法釐定非上市可換股優先股的公平值。估值所用之主要假設包括稅前折讓率、複合年增長率及最終增長率。

We focused on this area because the carrying amounts of these financial instruments are significant to the consolidated financial statements and selection of valuation methodologies and determination of key valuation assumptions requires the use of significant judgement and estimates.

我們關注此範疇是鑑於該等金融工具之賬面值對綜合財務報表而言屬重大，而估值方法的選擇及主要估值假設的釐定均須運用重大判斷和估計。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Our procedures in relation to management's determination of the fair value of these financial instruments included: (Continued)

我們對管理層釐定該等金融工具之公平值所執行的程序包括：(續)

For the unlisted convertible preference shares: (Continued)
就非上市可換股優先股而言：(續)

- We also assessed the reasonableness of the input data used by evaluating:
 - 我們亦會評估下列各項輸入數據是否合理：
 - the pre-tax discount rate by considering the weighted average cost of capital and the risk profile of the investee; and
 - 考慮加權平均資本成本及獲投資方之風險狀況，評定稅前折讓率是否恰當；及
 - the appropriateness of the compound annual growth rate and the terminal growth rate based on market research, historical performance and the business plan of the investee.
 - 根據市場研究、獲投資方之過往表現及業務計劃，評定複合年增長率及最終增長率是否恰當。
- We also compared the fair value of the unlisted convertible preference shares with recent transaction price.
 - 我們亦會將非上市可換股優先股公平值與近期交易價作比較。

Based on the procedures described, we found the methodologies used and key assumptions applied in the valuations to be reasonable and supportable by available evidence.

根據所述程序，我們發現估值所用方式及應用之關鍵假設屬合理，且有可得的證據支持。



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OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with 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 audit committee is responsible for overseeing the Group's financial reporting process.

其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們並無任何報告。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定編製真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審核委員會須負責監督 貴集團的財務報告過程。

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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 Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）按照百慕達一九八一年《公司法》第90條報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。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，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，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。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。

Independent Auditor's Report 獨立核數師報告

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

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.

除其他事項外，我們與審核委員會溝通計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

Independent Auditor's Report 獨立核數師報告

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

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

The engagement partner on the audit resulting in this independent auditor's report is Chan Tak Wai, Daniel.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 30 March 2020

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非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，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是陳德威。

羅兵咸永道會計師事務所
執業會計師

香港，二零二零年三月三十日

Consolidated Income Statement

綜合收益表

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

		For the year ended 31 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
	Note 附註			
Revenue		收入		
Cost of sales		銷售成本		
	5, 6		5,575,981	4,661,954
	7		(4,254,553)	(3,404,203)
Gross profit		毛利	1,321,428	1,257,751
Other income		其他收入		
	5		116,842	43,894
Other gains/(losses), net		其他收益/(虧損)淨額		
	5		22,040	(16,922)
Selling expenses		銷售開支		
	7		(82,266)	(96,829)
Administrative expenses		行政費用		
	7		(720,768)	(687,992)
Employees' incentive programmes of subsidiaries		附屬公司之僱員獎勵計劃		
	30		(30,303)	(201,447)
Credit impairment loss		信貸減值虧損		
	7		(48,800)	(39,954)
Operating profit		經營溢利	578,173	258,501
Finance costs		融資成本		
	10		(10,245)	(89)
Share of results of investments accounted for using the equity method		應佔以權益法入賬之 投資之業績		
	23		208,695	171,753
Profit before income tax		除所得稅前溢利	776,623	430,165
Income tax expense		所得稅開支		
	11		(93,656)	(92,875)
Profit for the year		年內溢利	682,967	337,290
Profit attributable to:		應佔溢利:		
- Owners of the Company		- 本公司擁有人		
			569,111	278,175
- Non-controlling interests		- 非控股權益		
			113,856	59,115
			682,967	337,290
			HK\$ per share 每股港元	HK\$ per share 每股港元
Earnings per share for profit attributable to the owners of the Company:		本公司擁有人應佔溢利 之每股盈利:		
Basic		基本		
	13		0.205	0.100
Diluted		攤薄		
	13		0.190	0.095

The notes on pages 108 to 235 are an integral part of these consolidated financial statements.

第108至235頁之附註乃該等綜合財務報表之其中部分。

Consolidated Statement of Comprehensive Income

綜合全面收益表

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

		For the year ended	
		31 December	
		截至十二月三十一日止年度	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Profit for the year	年內溢利	682,967	337,290
Other comprehensive (loss)/income, net of tax	其他全面(虧損)/收益 (扣除稅項)		
<i>Items that may be subsequently reclassified to profit or loss</i>	<i>其後可能重新分類至損益之項目</i>		
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生之匯兌差額	(41,393)	(78,517)
Share of other comprehensive loss of investments accounted for using the equity method	應佔以權益法入賬之投資之其他全面虧損	(15,961)	(38,567)
<i>Items that will not be reclassified to profit or loss</i>	<i>將不會重新分類至損益之項目</i>		
Change in value of a financial asset at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產價值變動	(892)	(14,384)
Share of other comprehensive (loss)/income of an investment accounted for using the equity method	應佔以權益法入賬之一項投資之其他全面(虧損)/收益	(862)	461
Total comprehensive income for the year, net of tax	年內全面收益總額(扣除稅項)	623,859	206,283
Attributable to:	應佔:		
– Owners of the Company	– 本公司擁有人	516,172	156,406
– Non-controlling interests	– 非控股權益	107,687	49,877
		623,859	206,283

The notes on pages 108 to 235 are an integral part of these consolidated financial statements.

第108至235頁之附註乃該等綜合財務報表之其中部分。

Consolidated Balance Sheet

綜合資產負債表

As at 31 December 2019 於二零一九年十二月三十一日

		As at 31 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
	Note 附註		
ASSETS	資產		
Non-current assets	非流動資產		
Investment properties	投資物業	14	1,378
Property, plant and equipment	物業、廠房及設備	15	384,456
Right-of-use assets	使用權資產	16	88,501
Leasehold land	租賃土地	17	–
Intangible assets	無形資產	18	2,065
Deferred income tax assets	遞延所得稅資產	34	119
Investments accounted for using the equity method	以權益法入賬之投資	23	2,106,737
Financial asset at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產	19	–
Other financial assets at amortised cost	按攤銷成本計量之其他金融資產	26	2,914
Loan receivables	應收貸款	21	–
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	20	288,206
Total non-current assets	非流動資產總值		2,874,376
Current assets	流動資產		
Inventories	存貨	24	95,651
Other current assets	其他流動資產	27	67,006
Other financial assets at amortised cost	按攤銷成本計量之其他金融資產	26	98,795
Amounts due from investments accounted for using the equity method	應收以權益法入賬之投資之款項	39	19,970
Loan receivables	應收貸款	21	385,128
Trade and bills receivables	應收賬款及應收票據	25	212,174
Financial asset at fair value through profit or loss	按公平值計入損益之金融資產	20	1,712
Current income tax recoverable	可收回即期所得稅		10,007
Short-term bank deposits	短期銀行存款	28	147
Cash and bank balances	現金及銀行結餘	29	4,384,102
Total current assets	流動資產總值		5,274,692
Total assets	資產總值		8,149,068
EQUITY	權益		
Capital and reserves attributable to owners of the Company	本公司擁有人應佔資本及儲備		
Share capital	股本	30	6,942
Reserves	儲備	31	4,680,106
			4,687,048
Non-controlling interests	非控股權益		591,464
Total equity	權益總額		5,278,512

The notes on pages 108 to 235 are an integral part of these consolidated financial statements.

第108至235頁之附註乃該等綜合財務報表之其中部分。

Consolidated Balance Sheet (Continued)

綜合資產負債表 (續)

As at 31 December 2019 於二零一九年十二月三十一日

	Note 附註	As at 31 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
LIABILITIES			
Non-current liabilities			
Written put option liability	35	683,908	–
Lease liabilities	16	31,494	–
Deferred income tax liabilities	34	522	109
Other payables	32	–	983
Total non-current liabilities		715,924	1,092
Current liabilities			
Trade and bills payables	32	439,287	251,043
Payables for payment processing solutions business	32	599,389	266,710
Other payables and accruals	32	1,029,432	1,375,891
Amounts due to investments accounted for using the equity method	39	21,226	114,190
Current income tax liabilities		31,905	42,069
Borrowing	33	5,577	10,247
Lease liabilities	16	27,816	–
Total current liabilities		2,154,632	2,060,150
Total liabilities		2,870,556	2,061,242
Total equity and liabilities		8,149,068	6,632,517

The financial statements on pages 101 to 235 were approved by the Board of Directors on 30 March 2020 and were signed on its behalf.

第101至235頁之財務報表由董事會於二零二零年三月三十日批准及其代表簽署。

XU WENSHENG

徐文生
Director
董事

LI WENJIN

李文晉
Director
董事

The notes on pages 108 to 235 are an integral part of these consolidated financial statements.

第108至235頁之附註乃該等綜合財務報表之其中部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

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

Attributable to the owners of the Company
本公司擁有人應佔

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Contributed surplus 實繳盈餘 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元	Exchange reserve 外匯儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Non-controlling interests 非控股權益 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Balance at 1 January 2019	於二零一九年一月一日之結餘	6,942	1,063,153	168,434	647,029	6,312	2,486,343	193,062	4,571,275
Comprehensive income	全面收益								
Profit for the year	年內溢利	-	-	-	-	-	569,111	113,856	682,967
Other comprehensive loss	其他全面虧損								
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生之匯兌差額	-	-	-	-	(35,224)	-	(6,169)	(41,393)
Share of other comprehensive loss of investments accounted for using the equity method	應佔以權益法入賬之投資之其他全面虧損	-	-	-	(862)	(15,961)	-	-	(16,823)
Change in value of a financial asset at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產價值變動	-	-	-	(892)	-	-	-	(892)
Total comprehensive (loss)/income	全面(虧損)/收益總額	-	-	-	(1,754)	(51,185)	569,111	107,687	623,859
Share of other reserves of an investment accounted for using the equity method	應佔以權益法入賬之投資之其他儲備	-	-	-	12,797	-	-	-	12,797
Deemed disposal of shares of subsidiaries (Note 35)	視為出售附屬公司股份(附註35)	-	-	-	(276,404)	3,830	-	255,328	(17,246)
Employees' incentive programme of a subsidiary (Note 30)	附屬公司之僱員獎勵計劃(附註30)	-	-	-	30,303	-	-	-	30,303
Exercise of employees' incentive programme of a subsidiary (Note 30)	行使一間附屬公司之僱員獎勵計劃(附註30)	-	-	-	22,137	-	-	35,387	57,524
Balance at 31 December 2019	於二零一九年十二月三十一日之結餘	6,942	1,063,153	168,434	434,108	(41,043)	3,055,454	591,464	5,278,512

The notes on pages 108 to 235 are an integral part of these consolidated financial statements.

第108至235頁之附註乃該等綜合財務報表之其中部分。

Consolidated Statement of Changes in Equity (Continued)

綜合權益變動表 (續)

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

		Attributable to the owners of the Company							Total
		本公司擁有人應佔							
		Share capital	Share premium	Contributed surplus	Other reserves	Exchange reserve	Retained earnings	Non-controlling interests	
股本	股份溢價	實繳盈餘	其他儲備	外匯儲備	保留盈利	非控股權益	合計		
		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
Balance at 1 January 2018	於二零一八年一月一日之結餘	6,942	1,063,153	168,434	500,891	111,754	2,208,168	104,203	4,163,545
Comprehensive income	全面收益								
Profit for the year	年內溢利	-	-	-	-	-	278,175	59,115	337,290
Other comprehensive loss	其他全面虧損								
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生之匯兌差額	-	-	-	-	(69,279)	-	(9,238)	(78,517)
Share of other comprehensive loss of an investment accounted for using the equity method	應佔以權益法入賬之一項投資之其他全面虧損	-	-	-	(1,943)	(36,163)	-	-	(38,106)
Change in value of a financial asset at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產價值變動	-	-	-	(14,384)	-	-	-	(14,384)
Total comprehensive (loss)/income	全面(虧損)/收益總額	-	-	-	(16,327)	(105,442)	278,175	49,877	206,283
Employees' incentive programmes of subsidiaries	附屬公司之僱員獎勵計劃	-	-	-	162,465	-	-	38,982	201,447
Balance at 31 December 2018	於二零一八年十二月三十一日之結餘	6,942	1,063,153	168,434	647,029	6,312	2,486,343	193,062	4,571,275

The notes on pages 108 to 235 are an integral part of these consolidated financial statements.

第108至235頁之附註乃該等綜合財務報表之其中部分。

Consolidated Cash Flow Statement 綜合現金流量表

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

		For the year ended 31 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
	Note 附註		
Cash flows from operating activities	經營業務之現金流量		
Cash generated from operations	經營所得現金	36(a) 1,370,295	793,819
Interest paid	已付利息	36(c) (2,831)	(89)
Overseas income tax paid	已支付海外所得稅	(113,002)	(94,776)
Net cash generated from operating activities	經營活動所得現金淨額	1,254,462	698,954
Cash flows from investing activities	投資活動之現金流量		
Purchase of property, plant and equipment	購買物業、廠房及設備	(219,798)	(481,298)
Purchase of intangible assets	購買無形資產	(304)	(128)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項	36(b) 157	1,014
Acquisition of an investment accounted for using the equity method	收購以權益法入賬之一項投資	-	(3,416)
Purchase of a financial asset at fair value through profit or loss	購買一項按公平值計入損益之金融資產	-	(39,000)
Proceeds from distribution from a financial asset at fair value through profit or loss	來自一項按公平值計入損益之金融資產之分配所得款項	20 3,202	-
Increase in restricted bank balance	受限制銀行結餘增加	29 (671,535)	-
Dividend income from an associated company	來自一間聯營公司之股息收入	23 29,120	29,120
Interest received	已收利息	53,572	23,717
Net cash used in investing activities	投資活動所用現金淨額	(805,586)	(469,991)
Cash flows from financing activities	融資活動之現金流量		
Net cash inflow from deemed disposal of shares of subsidiaries	視為出售附屬公司股份之現金流入淨額	35 659,248	-
Proceeds from the issuance of shares in connection with exercise of share options of a subsidiary	發行與行使一間附屬公司購股權有關的股份之所得款項	30 12,270	-
Proceed from bank borrowing	銀行借款所得款項	36(c) 5,577	10,247
Repayment of bank borrowing	償還銀行借款	36(c) (10,115)	(9,065)
Principal elements of lease payments	租賃付款之本金部分	36(c) (27,942)	-
Decrease in short-term bank deposits	短期銀行存款減少	1,428	14,278
Net cash generated from financing activities	融資活動所得現金淨額	640,466	15,460
Net increase in cash and cash equivalents	現金及現金等價物之增加淨額	1,089,342	244,423
Cash and cash equivalents at beginning of the year	年初現金及現金等價物	2,681,475	2,541,482
Exchange loss on cash and cash equivalents	現金及現金等價物之匯兌虧損	(58,250)	(104,430)
Cash and cash equivalents at end of the year	年終現金及現金等價物	29 3,712,567	2,681,475

The notes on pages 108 to 235 are an integral part of these consolidated financial statements.

第108至235頁之附註乃該等綜合財務報表之其中部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

1 GENERAL INFORMATION

Hi Sun Technology (China) Limited (the “Company”) and its subsidiaries (together the “Group”), are principally engaged in the provision of payment processing solutions, sales of information security chips and solutions, provision of platform operation solutions, provision of financial solutions and sales of electronic power meters and solutions.

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

The Company is listed on The Stock Exchange of Hong Kong Limited.

These consolidated financial statements are presented in thousands of units of Hong Kong dollars (HK\$’000), unless otherwise stated.

2 SUMMARY OF 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.

2.1 Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRS”) and requirements of the Hong Kong Companies Ordinance (Cap. 622). The consolidated financial statements have been prepared under the historical cost convention, except for financial asset at fair value through other comprehensive income (“FVOCI”) and financial assets at fair value through profit or loss (“FVPL”), which are measured at fair values.

1 一般資料

高陽科技(中國)有限公司(「本公司」)及其附屬公司(統稱為「本集團」)主要從事提供支付交易處理解決方案、銷售信息安全芯片及解決方案、提供平台運營解決方案、提供金融解決方案及銷售電能計量產品及解決方案。

本公司為一間於百慕達註冊成立之有限公司，其註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

本公司於香港聯合交易所有限公司上市。

除另有所指外，此等綜合財務報表以千港元(千港元)為單位呈列。

2 重大會計政策概要

編製此等綜合財務報表時採用之主要會計政策載列如下。除另有所指外，該等政策於呈報之所有年度貫徹採用。

2.1 編製基準

本公司之綜合財務報表乃根據所有適用之香港財務報告準則(「香港財務報告準則」)及香港公司條例(第622章)之規定而編製。此等綜合財務報表按歷史成本常規法編製，惟按公平值計入其他全面收益(「按公平值計入其他全面收益」)之金融資產及按公平值計入損益(「按公平值計入損益」)之金融資產除外，其按公平值計量。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策概要(續)

2.1 Basis of preparation (Continued)

The preparation of financial statements in conformity with HKFRS 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.

2.1.1 Changes in accounting policy and disclosures

- (a) New and amended standards adopted by the Group

A number of new or amended standards became applicable for the current reporting period, and the Group had changed its accounting policies as a result of adopting HKFRS 16 Leases ("HKFRS 16").

The Group elected to adopt the new rules retrospectively but recognised the cumulative effect of initially applying the new standard on 1 January 2019.

The impact of the adoption of HKFRS 16 is disclosed below. The other standards did not have material impact on the Group's accounting policies and did not require any adjustments.

2.1 編製基準(續)

為符合香港財務報告準則，編製財務報表時須作出若干重要之會計估計，管理層亦須在應用本集團會計政策之過程中作出判斷。涉及較高判斷或較為複雜的範疇或對綜合財務報表具有重大影響的假設及估計的範疇均於附註4中披露。

2.1.1 會計政策及披露變動

- (a) 本集團採納之新訂及經修訂準則

若干新訂或經修訂準則適用於本報告期，由於採納香港財務報告準則第16號租賃（「香港財務報告準則第16號」），本集團已變更其會計政策。

本集團選擇追溯採用新規則，但確認於二零一九年一月一日最初應用新準則的累積影響。

採納香港財務報告準則第16號之影響披露於下文。其他準則並無對本集團的會計政策造成重大影響且毋須作出任何調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重大會計政策概要 (續)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures (Continued)

- (a) New and amended standards adopted by the Group (Continued)

(i) Accounting policy applied from 1 January 2019

From 1 January 2019, leases are recognised as right-of-use assets (including leasehold land) and corresponding liabilities at the date at which the leased assets are available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the consolidated income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use assets are depreciated over the shorter of the assets' useful lives and the lease terms on a straight-line basis and stated at initially recognised amount less depreciation and impairment losses. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed lease payments. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the Group's incremental borrowing rate.

2.1 編製基準 (續)

2.1.1 會計政策及披露變動 (續)

- (a) 本集團採納之新訂及經修訂準則 (續)

(i) 自二零一九年一月一日起應用的會計政策

自二零一九年一月一日起，租賃確認為使用權資產（包括租賃土地），並於租賃資產可供本集團使用當日確認為相應負債。各租賃付款於負債及融資成本之間分配。融資成本於租期自綜合收益表扣除，以計算各期間負債結餘的固定週期利率。使用權資產乃按資產可使用年期及租期（以較短者為準）按直線法折舊，並按最初確認金額減折舊及減值虧損列賬。倘本集團合理確定將行使購買選擇權，使用權資產按相關資產可使用年期折舊。

租賃產生的資產及負債初步按現值基準計量。租賃負債包括固定租賃付款的淨現值。租賃付款使用租賃所隱含的利率（倘該利率可被釐定）或本集團的增量借款利率貼現。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策概要(續)

2.1 Basis of preparation (Continued)

2.1 編製基準(續)

2.1.1 Changes in accounting policy and disclosures (Continued)

2.1.1 會計政策及披露變動(續)

- (a) New and amended standards adopted by the Group (Continued)

- (a) 本集團採納之新訂及經修訂準則(續)

(i) Accounting policy applied from 1 January 2019 (Continued)

(i) 自二零一九年一月一日起應用的會計政策(續)

Right-of-use assets are measured at cost comprising the amount of the initial measurement of lease liability and any initial direct costs.

使用權資產按成本(包括租賃負債的初步計量金額及任何初步直接成本)計量。

(ii) Impact of adoption

(ii) 採納的影響

The Group has adopted HKFRS 16 retrospectively from 1 January 2019, but has not restated comparatives for the 2018 reporting period, as permitted under the specific transition provisions in the standard. The adjustments arising from the new leasing rules are therefore recognised in the opening of the consolidated balance sheet on 1 January 2019.

本集團已於二零一九年一月一日起追溯採納香港財務報告準則第16號，但經該準則特定過渡條款允許，並無重列二零一八年報告期間的比較資料。因此，新租賃規則引致的調整於二零一九年一月一日的期初綜合資產負債表中確認。

On adoption of HKFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of HKAS 17 Leases ("HKAS 17"). These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 January 2019 (date of initial application of HKFRS 16). The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 January 2019 was 4.68%.

於採納香港財務報告準則第16號時，本集團已就先前根據香港會計準則第17號租賃(「香港會計準則第17號」)的原則分類為「經營租賃」的租賃確認租賃負債。以剩餘租賃款項的現值計量該等負債，並採用承租人截至二零一九年一月一日(初步應用香港財務報告準則第16號日期)的增量借款利率貼現。於二零一九年一月一日適用於租賃負債的承租人加權平均增量借款利率為4.68%。

In applying HKFRS 16 for the first time, the Group has applied a practical expedient permitted by this standard to use a single discount rate to a portfolio of leases with reasonably similar characteristics.

於首次應用香港財務報告準則第16號時，本集團應用該準則允許的實際權宜法對具有合理類似特徵的租賃組合使用單一貼現率。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重大會計政策概要 (續)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures (Continued)

- (a) New and amended standards adopted by the Group (Continued)

(ii) Impact of adoption (Continued)

The reconciliation between the operating lease commitments as disclosed by applying HKAS 17 as at 31 December 2018 and the lease liabilities recognised in the opening of the consolidated balance sheet as at 1 January 2019 (date of initial application of HKFRS 16) is as follows:

		HK\$'000 千港元
Operating lease commitments disclosed as at 31 December 2018	於二零一八年十二月三十一日披露的經營租賃承擔	69,614
Discounted using the lessee's incremental borrowing rate at the date of initial application	使用初步應用日期的承租人增量借款利率貼現	62,933
Less: short-term leases not recognised as a liability	減：未確認為負債的短期租賃	(5,256)
Lease liabilities recognised as at 1 January 2019	於二零一九年一月一日確認的租賃負債	57,677
Of which are:	其中：	
– Non-current lease liabilities	– 非流動租賃負債	32,395
– Current lease liabilities	– 流動租賃負債	25,282
		57,677

The associated right-of-use assets were measured at the amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised as at 1 January 2019. There were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

2.1 編製基準 (續)

2.1.1 會計政策及披露變動 (續)

- (a) 本集團採納之新訂及經修訂準則 (續)

(ii) 採納的影響 (續)

於二零一八年十二月三十一日透過應用香港會計準則第17號所披露之經營租賃承擔與於二零一九年一月一日(初步應用香港財務報告準則第16號之日期)在期初綜合資產負債表確認之租賃負債之間的對賬如下：

相關使用權資產乃按相當於租賃負債的金額計量，並按於二零一九年一月一日確認與該項租賃相關的任何預付或應計租賃付款金額進行調整。於初步應用日期，並無虧損性租賃合約需要對使用權資產進行調整。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重大會計政策概要(續)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures (Continued)

- (a) New and amended standards adopted by the Group (Continued)

(ii) Impact of adoption (Continued)

The change in accounting policy resulted in the recognition of right-of-use assets of HK\$88,167,000, including reclassification of leasehold land to right-of-use assets of HK\$30,490,000, and lease liabilities of HK\$57,677,000 in the opening of the consolidated balance sheet on 1 January 2019.

The recognised right-of-use assets of HK\$88,167,000 are related to office premises of HK\$78,910,000 and factory of HK\$9,257,000.

The Group did not need to make any adjustments to the accounting for assets held as lessor under operating leases as a result of the adoption of HKFRS 16.

- (b) Impact of standards issued but not yet applied by the Group
Certain new accounting standards and interpretations have been published that are not mandatory for this reporting period and have not been early adopted by the Group. These standards are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

2.1 編製基準(續)

2.1.1 會計政策及披露變動(續)

- (a) 本集團採納之新訂及經修訂準則(續)

(ii) 採納的影響(續)

會計政策之變動導致於二零一九年一月一日在期初綜合資產負債表中確認使用權資產88,167,000港元(包括重新分類租賃土地至使用權資產30,490,000港元)及租賃負債57,677,000港元。

確認使用權資產88,167,000港元乃與辦公物業78,910,000港元及工廠9,257,000港元有關。

於採納香港財務報告準則第16號後，本集團毋須就根據經營租賃作為出租人持有資產的會計處理作出任何調整。

- (b) 已頒佈但本集團尚未應用的準則之影響
若干新訂會計準則及詮釋已頒佈，惟於本報告期間尚未強制生效，亦未獲本集團提早採納。預期該等準則於本報告期間或未來報告期間不會對本集團及可預見的未來交易產生重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重大會計政策概要 (續)

2.2 Principles of consolidation and equity accounting

(a) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated balance sheet respectively.

2.2 綜合入賬及權益會計法原則

(a) 附屬公司

附屬公司為本集團擁有控制權之所有實體。當本集團因參與實體之營運而獲得或有權享有其可變回報，並能夠運用其指揮實體業務之權力影響上述回報，本集團即對該實體有控制權。附屬公司由控制權轉移至本集團當日起全數綜合入賬，並於控制權終止當日起不再綜合入賬。

本集團採用收購會計法將業務合併入賬。

集團公司間之公司間交易、結餘及未變現交易收益予以對銷。未變現虧損亦會予以抵銷，除非有關交易顯示所轉讓資產的減值證據。附屬公司之會計政策已按需要調整，以確保與本集團採納之政策貫徹一致。

業績內之非控股權益及附屬公司權益分別獨立呈列於綜合收益表、綜合全面收益表、綜合權益變動表及綜合資產負債表。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Principles of consolidation and equity accounting (Continued)

(b) Associated companies

Associated companies are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associated companies are accounted for using the equity method of accounting (see (c) below), after initially being recognised at cost.

(c) Equity accounting

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in the consolidated income statement, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associated companies are recognised as a reduction in the carrying amount of the investment.

Where the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associated companies are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in Note 2.11.

2 重大會計政策概要(續)

2.2 綜合入賬及權益會計法原則(續)

(b) 聯營公司

聯營公司指本集團對其有重大影響力而無控制權或共同控制權之所有實體，本集團通常持有20%至50%之表決權。於按成本初次確認後，於聯營公司之投資使用權益會計法入賬(見下文(c))。

(c) 權益會計法

根據權益會計法，投資初步按成本確認，其後進行調整以於綜合收益表內確認本集團分佔其投資對象的收購後溢利或虧損，以及於其他全面收益確認其分佔投資對象其他全面收益的變動。已收或應收聯營公司的股息確認為投資賬面值扣減。

當本集團分佔按權益會計法入賬的投資虧損等於或超過其佔該實體之權益(包括任何其他無抵押長期應收款項)時，本集團不再進一步確認虧損，除非本集團代其他實體承擔責任或支付款項。

本集團與其聯營公司進行交易的未變現收益予以抵銷，以本集團於該等實體的權益為限。未變現虧損亦會予以抵銷，除非有關交易顯示所轉讓資產的減值證據。按權益會計法入賬的投資對象會計政策已按需要修訂，以確保與本集團所採納之政策貫徹一致。

按權益會計法入賬之投資賬面值根據附註2.11所述政策進行減值測試。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重大會計政策概要 (續)

2.2 Principles of consolidation and equity accounting (Continued)

(d) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Company.

When the Group ceases to consolidate or equity account for an investment because of a loss of control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in the consolidated income statement. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associated company, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to the consolidated income statement or transferred to another category of equity as specified/permitted by applicable HKFRS.

If the ownership interest in an associated company is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to the consolidated income statement where appropriate.

2.2 綜合入賬及權益會計法原則 (續)

(d) 擁有權權益之變動

本集團將與非控股權益之交易(並不導致喪失控制權者)視作與本集團權益持有人之交易。擁有權權益變動導致控股權益與非控股權益賬面值之間之調整,以反映彼等於附屬公司之相對權益。非控股權益調整數額與任何已付或已收代價間之任何差額於本公司擁有人應佔權益中之獨立儲備內確認。

倘本集團不再擁有控制權或重大影響力,導致不再綜合入賬或按權益會計法入賬投資,其於該實體之任何保留權益按其公平值重新計算,而賬面值變動則於綜合收益表內確認。就其後入賬列作聯營公司、合營企業或金融資產之保留權益,其公平值為初始賬面值。此外,先前於其他全面收益確認與該實體有關之任何金額,按猶如本集團已直接出售有關資產或負債之方式入賬。此可能意味先前在其他全面收益確認之金額在適用香港財務報告準則所指明/允許之下重新分類至綜合收益表或轉撥至另一權益類別。

倘對聯營公司之擁有權權益減少但仍保留重大影響力,則先前於其他全面收益確認之金額僅按比例重新分類至綜合收益表(如適用)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策概要(續)

2.3 Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

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

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in the consolidated income statement as a bargain purchase.

2.3 業務合併

本集團採用收購會計法將所有業務合併入賬，而不論收購權益工具或其他資產。收購附屬公司之已轉讓代價為：

- 所轉讓資產之公平值
- 所收購業務先前擁有人產生之負債
- 本集團發行之股權
- 或然代價安排產生之任何資產或負債之公平值，及
- 於附屬公司任何已存在權益之公平值。

除少數特殊情況外，於業務合併收購之可識別資產以及承擔之負債及或然負債，初步按收購日期之公平值計量。本集團按逐項收購基準確認收購對象任何非控股權益，以公平值或以非控股權益應佔被收購實體可識別資產淨值的比例計量。

收購相關成本於產生時支銷。

以下各項：

- 所轉讓代價，
- 被收購實體之任何非控股權益金額，及
- 任何先前於被收購實體之股本權益於收購日期之公平值

超過所收購可識別資產淨值公平值之差額以商譽列賬。倘該等金額低於所收購業務可識別資產淨值之公平值，則其差額直接於綜合收益表內確認為廉價購入。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重大會計政策概要 (續)

2.3 Business combinations (Continued)

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in the consolidated income statement.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in the consolidated income statement.

2.4 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investments. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.5 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 make strategic decisions.

2.6 Foreign currency translation

(a) 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 ("HK\$"), which is the Company's functional and the Group's presentation currency.

2.3 業務合併 (續)

或然代價分類為權益或金融負債。分類為金融負債之金額隨後按公平值重新計量，而公平值變動則於綜合收益表內確認。

如業務合併分階段進行，收購方之前在收購對象持有權益於收購日之賬面值，於收購日按公平值重新計量。重新計量產生的任何盈虧在綜合收益表中確認。

2.4 獨立財務報表

於附屬公司之投資按成本值扣除減值列賬。成本包括直接應佔投資成本。附屬公司之業績乃由本公司按已收及應收股息基準入賬。

倘股息超出附屬公司宣派股息期間之全面收益總額，或倘獨立財務報表中投資之賬面值超出綜合財務報表所示投資對象資產淨值（包括商譽）之賬面值，則須於自該等投資收取股息時，對該等附屬公司之投資進行減值測試。

2.5 分類報告

經營分類之申報方式與向主要經營決策者提供之內部報告所採用者貫徹一致。主要經營決策者（負責分配經營分類資源及評估其表現）已確定為作出策略決定之執行董事。

2.6 外幣換算

(a) 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採用有關實體營業所在主要經濟環境通用之貨幣（「功能貨幣」）為計算單位。綜合財務報表以港元（「港元」）呈列，而港元為本公司之功能貨幣及本集團之呈列貨幣。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策概要(續)

2.6 Foreign currency translation (Continued)

(b) 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 re-measured. 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 income statement.

Foreign exchange gains and losses are presented in the consolidated income statement on a net basis within 'administrative expenses'.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when fair value was determined. Translation differences on assets and liabilities carried at fair values are reported as part of the fair value gain or loss. For example, translation differences on non-monetary financial assets and liabilities such as equities held at FVPL are recognised in the profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as financial asset at FVOCI are recognised in other comprehensive income.

(c) Group companies

The results and financial position of foreign operations (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 balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement 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

2.6 外幣換算(續)

(b) 交易及結餘

外幣交易按交易當日適用之匯率或重新計量項目之估值換算為功能貨幣。因結算該等交易及按年度結算日匯率換算以外幣計值之貨幣資產及負債產生之外匯收益及虧損，均於綜合收益表確認。

外匯收益及虧損淨額均於綜合收益表列作「行政費用」。

按外幣公平值計量之非貨幣項目乃按於釐定公平值當日之匯率換算。按公平值列賬之資產及負債之匯兌差額呈報為公平值收益或虧損之部分。例如，非貨幣金融資產及負債（例如按公平值計入損益之權益）之換算差額，乃於損益中確認為公平值收益或虧損之部分。非貨幣金融資產（例如分類為按公平值計入其他全面收益之金融資產之權益）之換算差額則於其他全面收益中確認。

(c) 本集團旗下公司

功能貨幣與呈列貨幣不同（全部均非高通脹經濟之貨幣）之海外業務之業績及財務狀況，按以下方式換算為呈列貨幣：

- (i) 各資產負債表所呈列資產及負債，按結算日之收市匯率換算；
- (ii) 各收益表之收入及開支，按平均匯率換算，惟此平均值並非該等交易日期當時匯率具累積效果之合理約數除外。在此情況下，收入及開支於交易日期換算；及

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重大會計政策概要 (續)

2.6 Foreign currency translation (Continued)

(c) Group companies (Continued)

- (iii) all resulting currency translation differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to the consolidated income statement, as part of the gain or loss on sale.

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.

(d) Disposal of foreign operation and partial disposal

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associated company that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to the consolidated income statement.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are re-attributed to non-controlling interests and are not recognised in the consolidated income statement. For all other partial disposals (that is, reductions in the Group's ownership interest in associated companies or joint ventures that do not result in the Group losing significant influence or joint control) the proportionate share of the accumulated exchange difference is reclassified to the consolidated income statement.

2.6 外幣換算 (續)

(c) 本集團旗下公司 (續)

- (iii) 所得出之所有匯兌差額會在其他全面收益中確認。

於編製綜合賬目時，換算海外實體任何投資淨額以及借款產生之匯兌差額均於其他全面收益確認。當出售海外業務或償還構成該投資淨額部分之任何借款，相關匯兌差額於綜合收益表重新歸類為出售之部分收益或虧損。

收購海外實體產生之商譽及公平值調整視為該海外實體之資產及負債，按收市匯率換算。匯兌差額乃於其他全面收益中確認。

(d) 出售及部分出售海外業務

於出售海外業務（即出售本集團於海外業務之全部權益或涉及失去對一間設有海外業務之附屬公司控制權之出售，或涉及失去對設有海外業務之合營企業共同控制權之出售，或涉及失去對一間設有海外業務之聯營公司重大影響力之出售）時，就本公司擁有人應該該業務而於權益內累計之所有匯兌差額，重新分類至綜合收益表。

倘此乃部分出售而不導致本集團失去設有海外業務之附屬公司之控制權，該累計匯兌差額之應佔比例重新歸於非控股權益，且不會於綜合收益表中確認。就所有其他部分出售（即本集團於聯營公司或合營企業擁有權益減少而不會導致本集團失去重大影響力或共同控制權）而言，該累計匯兌差額之應佔比例重新分類至綜合收益表。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策概要(續)

2.7 Property, plant and equipment

All property, plant and equipment are stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated income statement during the financial period in which they are incurred.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate cost to their residual values over their estimated useful lives, as follows:

Buildings	5-10%
Leasehold improvements	20% or over lease terms, whichever is shorter
Office furniture and equipment	18%-33%
Plant and equipment	10%-33%
Motor vehicles	18%-25%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

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 within 'administrative expenses' in the consolidated income statement.

2.7 物業、廠房及設備

所有物業、廠房及設備按歷史成本減折舊及減值虧損列賬。歷史成本包括收購此等項目直接應佔開支。

當與項目有關之未來經濟利益可能流入本集團，以及該項目成本能可靠計量時，其後成本方計入資產之賬面值或確認為獨立資產(如適用)。已替代部分賬面值終止確認。所有其他維修及保養費於產生之財政期間於綜合收益表扣除。

物業、廠房及設備之折舊以直線法於其估計可用年期內分配其成本至剩餘價值。所採用品率如下：

樓宇	5-10%
租賃物業裝修	20%或按租期(以較低者為準)
辦公室家具及設備	18%-33%
廠房及設備	10%-33%
汽車	18%-25%

資產之剩餘價值及可用年期會於各報告期末審閱及調整(如適用)。

倘資產賬面值超過其估計可收回金額，則其賬面值將即時撇減至其可收回金額。

出售收益及虧損透過比較所得款項與賬面值釐定，於綜合收益表之「行政費用」確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重大會計政策概要 (續)

2.8 Investment properties

Property that is held for long-term yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. The cost of an investment property comprises its purchase price and any costs directly attributable to bringing the property to its intended use. After initial recognition, investment properties are stated at cost less accumulated depreciation and impairment losses.

Depreciation is calculated using the straight-line method to allocate cost of the investment property over its estimated useful lives, as follows:

Buildings	5%
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Subsequent expenditure is included in the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed in the consolidated income statement during the financial period in which they are incurred.

If an investment property becomes owner occupied, it is reclassified as property, plant and equipment.

2.9 Leasehold land (included in right-of-use assets)

Leasehold land is stated at cost less accumulated amortisation and impairment losses. Cost represents upfront prepayments made for the rights to use the land for periods varying from 40 to 50 years. Amortisation of leasehold land is expensed in the consolidated income statement on a straight-line basis over the period of the lease or when there is impairment, the impairment is expensed in the consolidated income statement.

2.8 投資物業

持作取得長期收益或資本升值或兩者之物業，及並非由本集團佔用之物業，均分類為投資物業。投資物業成本包括其買入價及與令物業達致其擬定用途直接有關之任何成本。初步確認後，投資物業按成本扣減累計折舊及減值虧損列賬。

投資物業之折舊以直線法於其估計可用年期內分配其成本，如下所示：

樓宇	5%
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其後開支僅於與項目有關之未來經濟利益可能流入本集團，以及該項目成本能可靠計量時，方計入資產賬面值。所有其他維修及保養成本於產生之財政期間在綜合收益表支銷。

倘投資物業成為業主自用，則重新分類為物業、廠房及設備。

2.9 租賃土地（計入使用權資產）

租賃土地按成本減累計攤銷及減值虧損列賬。成本指就使用土地權利而支付之預付款項，為期40至50年。租賃土地攤銷於租期內按直線法在綜合收益表支銷，或當出現減值，有關減值在綜合收益表支銷。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策概要(續)

2.10 Intangible assets

(a) Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments.

(b) Brand name, customer list and contracts, patents and capitalised software development costs and in-progress technology

Separately acquired brand name, customer list and contracts, patents and capitalised software development costs and in-progress technology are shown at historical cost. Brand name, customer list and contracts, patent and capitalised software development costs and in-progress technology acquired in a business combination are recognised at fair values at the date of acquisition. They have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of them over their estimated useful lives (1.5-5 years).

(c) Software

Acquired software are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives (3 to 5 years). Costs associated with developing or maintaining computer software programmes are recognised as an expense as incurred.

2.10 無形資產

(a) 商譽

收購附屬公司之商譽計入無形資產。商譽不予攤銷，惟每年進行減值測試，或當有事件或情況改變顯示資產有可能減值時作出更頻密的減值測試，並按成本減累計減值虧損列賬。出售實體之收益或虧損包括與所出售實體相關商譽之賬面值。

商譽乃分配至現金產生單位，以進行減值測試。現金產生單位或現金產生單位組別預期將從產生商譽的業務合併中獲益，方會獲得分配商譽。按監察商譽以作內部管理用途的最低層面（即經營分類）識別單位或單位組別。

(b) 品牌、顧客名單及合約、專利及資本化軟件開發成本及研發中技術

分開收購之品牌、顧客名單及合約、專利及資本化軟件開發成本及研發中技術，按歷史成本列賬。業務合併中收購之品牌、顧客名單及合約、專利及資本化軟件開發成本及研發中技術，按收購日期之公平值確認。其有限定可使用年期，並按成本扣減累計攤銷列賬。攤銷利用直線法將其成本分攤至其估計可使用年期（1.5至5年）計算。

(c) 軟件

所收購軟件根據購買及使用該特定軟件所引起之成本撥充資本。有關成本按其估計可用年期（3至5年）攤銷。與開發或維修電腦軟件程式相關之成本，已於產生時確認為開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重大會計政策概要 (續)

2.11 Impairment of non-financial assets

Goodwill is not subject to amortisation and is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired. Assets that are subjected to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.12 Investments and other financial assets

(a) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

2.11 非金融資產之減值

商譽毋須攤銷並會每年進行減值測試，或於有事件或情況改變顯示可能出現減值時更頻繁地進行減值測試。倘有事件或情況改變顯示賬面值可能無法收回時，將檢討須攤銷之資產的減值情況。減值虧損按資產賬面值超過其可收回金額的差額確認。可收回金額為資產公平值減出售成本或使用價值（以較高者為準）。評估減值時，資產按可獨立可識別現金流入的最低水平分類，其所產生的現金流入基本上獨立於其他資產或資產組別的現金流入（現金產生單位）。倘非金融資產（商譽除外）出現減值，則會於各報告日期檢討可否撥回減值。

2.12 投資及其他金融資產

(a) 分類

本集團的金融資產分為以下計量類別：

- 隨後按公平值計量（計入其他全面收益或計入損益）之金融資產，及
- 按攤銷成本計量之金融資產。

分類視乎實體管理金融資產之業務模式及現金流量之合約條款而定。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策概要(續)

2.12 Investments and other financial assets (Continued)

(a) Classification (Continued)

For assets measured at fair value, gains and losses will either be recorded in the consolidated income statement or other comprehensive income. For investments in equity instruments that are not held for trading, 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 fair value through other comprehensive income.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(b) 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.

(c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial asset carried at FVPL are expensed in the consolidated income statement.

2.12 投資及其他金融資產(續)

(a) 分類(續)

按公平值計量之資產之收益及虧損將計入綜合收益表或其他全面收益。對於不持作買賣的權益工具投資，將視乎本集團於初步確認時有否作出不可撤回之選擇將股本投資按公平值計入其他全面收益入賬。

本集團只限於當管理該等資產之業務模式改變時重新分類債務投資。

(b) 確認及終止確認

金融資產之一般買賣在交易日(即本集團承諾購入或出售該資產之日)確認。當從金融資產收取現金流量之權利已經到期或轉讓，而本集團已將擁有權之絕大部分風險和回報轉讓時，有關金融資產便會終止確認。

(c) 計量

初步確認時，本集團按金融資產的公平值加(倘為並非按公平值計入損益的金融資產)直接歸屬於該金融資產收購的交易成本計量。按公平值計入損益的金融資產的交易成本於綜合收益表支銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重大會計政策概要 (續)

2.12 Investments and other financial assets (Continued)

(c) Measurement (Continued)

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payments of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories to classify the debt instruments:

(i) Amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income, except for interest income generated from loan receivables which is included in revenue, using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in the consolidated income statement. Impairment losses are presented as separate line item in the consolidated income statement.

(ii) Fair value through other comprehensive income

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in the consolidated income statement. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss. Interest income from these financial assets is included in finance income using the effective interest rate method. Impairment expenses are presented as separate line item in the consolidated income statement.

2.12 投資及其他金融資產 (續)

(c) 計量 (續)

於釐定附帶嵌入式衍生工具的金融資產的現金流量是否僅為支付本金及利息時，該等金融資產被視為整體加以考慮。

債務工具

債務工具之其後計量視乎本集團管理資產之業務模式及資產之現金流量特徵而定。債務工具分類為三個計量類別：

(i) 攤銷成本

持作收回合約現金流量之資產，倘該等現金流量僅為支付本金及利息，則按攤銷成本計量。該等金融資產的利息收入按實際利率法計入財務收入（惟來自計入收入之應收貸款之利息收入除外）。終止確認產生之任何收益或虧損直接於綜合收益表中確認。減值虧損作為單獨項目列示於綜合收益表中。

(ii) 按公平值計入其他全面收益

持作收回合約現金流量及出售金融資產之資產，倘該等資產現金流量僅指支付本金及利息，則按公平值計入其他全面收益計量。賬面值之變動乃計入其他全面收益，惟減值收益或虧損、利息收入及外匯收益及虧損之確認除外，其於綜合收益表確認。金融資產終止確認時，先前於其他全面收益確認之累計收益或虧損由權益重新分類至損益。該等金融資產之利息收入乃按實際利率法計入財務收入。減值開支作為單獨項目列示於綜合收益表中。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策概要(續)

2.12 Investments and other financial assets (Continued)

(c) Measurement (Continued)

Debt instruments (Continued)

(iii) Fair value through profit or loss

Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in the consolidated income statement in the period in which it arises.

Equity instruments

The Group subsequently measures all equity investments 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 income statement following the derecognition of the investment. Dividends from such investments continue to be recognised in the consolidated income statement as 'other gains/(losses), net' when the Group's right to receive payments is established.

Changes in the fair value of financial asset at FVPL are recognised in the consolidated income statement as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(d) Impairment

The Group assesses on a forward looking basis the expected credit losses ("ECL") associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9 Financial Instruments ("HKFRS 9"), which requires expected lifetime losses to be recognised from initial recognition of the receivables.

2.12 投資及其他金融資產(續)

(c) 計量(續)

債務工具(續)

(iii) 按公平值計入損益

倘資產不符合攤銷成本或按公平值計入其他全面收益之標準時，則按公平值計入損益計量。隨後按公平值計入損益計量之債務投資之收益或虧損於產生期間於綜合收益表中確認。

股本工具

本集團隨後按公平值計量所有股本投資。當本集團之管理層已選擇於其他全面收益呈列股本投資之公平值收益及虧損，於終止確認投資後，公平值收益及虧損隨後不會重新分類至綜合收益表。該等投資之股息於本集團收取款項之權利確立時繼續於綜合收益表確認為「其他收益／(虧損)淨額」。

按公平值計入損益之金融資產之公平值變動於綜合收益表中確認(如適用)。按公平值計入其他全面收益計量之股本投資之減值虧損(及減值虧損撥回)不會與其他公平值變動分開呈報。

(d) 減值

本集團以前瞻性基準評估按攤銷成本列賬之債務工具相關之預期信貸虧損(「預期信貸虧損」)。應用減值方法視乎信貸風險是否已顯著上升而定。

就應收賬款而言，本集團採用香港財務報告準則第9號金融工具(「香港財務報告準則第9號」)允許的簡化方法，即規定全期預期虧損須自首次確認應收款項時確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重大會計政策概要 (續)

2.13 Offsetting financial instruments

No financial assets and financial liabilities were subject to offsetting, enforceable master netting arrangements and similar arrangements as at 31 December 2019 and 2018.

2.14 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labour and related production overhead (based on normal operating capacity). Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.15 Trade, bills and other receivables

Trade and bills receivables including retention money receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other 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 less provision for impairment.

When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against 'credit impairment loss' in the consolidated income statement.

2.13 抵銷金融工具

於二零一九年及二零一八年十二月三十一日，概無金融資產及金融負債涉及抵銷、可強制執行總淨額結算安排及類似安排。

2.14 存貨

存貨乃以成本及可變現淨值兩者中較低者列賬。成本以加權平均方法釐定。製成品及在製品之成本包括按一般產能計算之原材料、直接工資及相關生產經常開支。可變現淨值為日常業務過程中之估計售價扣除適用之可變銷售開支。

2.15 應收賬款、應收票據及其他應收款項

應收賬款及應收票據（包括應收保留金）乃於日常業務過程中就銷售商品或提供服務而應收客戶之款項。倘應收賬款及其他應收款項預計將在一年或以內收回（或在業務正常經營週期內之較長期間），則分類為流動資產。否則，呈列為非流動資產。

當以公平值確認時，在無條件收取代價後初步確認應收賬款（包含重大融資成分則除外）。本集團持有應收賬款，並旨在收回合約現金流量，因此其後會以實際利率法按攤銷成本減減值撥備計量。

當應收賬款不可收回時，該金額在應收賬款撥備賬中撇銷。其後收回早前撇銷的金額則計入綜合收益表中的「信貸減值虧損」。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策概要(續)

2.16 Cash and cash equivalents

In the consolidated cash flow statement, cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

2.17 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.18 Written put option liability

The Group has a written put option over the equity of a subsidiary which permit the holder to put their shares in the subsidiary back to the Group at an agreed price on specified dates over a three year period. The amount that may become payable under the option on exercise is initially recognised at the present value of the redemption amount within 'written put option liability' with a corresponding charge directly to equity within 'other reserves'.

The liability is subsequently accreted through finance charges up to the redemption amount that is payable at the date at which the option first becomes exercisable. In the event that the option expires unexercised, the liability is derecognised with a corresponding adjustment to equity.

2.19 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.16 現金及現金等價物

綜合現金流量表中現金及現金等價物包括手頭現金、銀行活期存款及原定到期日為三個月或以下之其他短期高度流通投資。

2.17 股本

普通股分類為權益。發行新股份或購股權直接有關之增量成本於權益列示為自所得款項扣除稅項之扣減。

2.18 賣出認沽期權負債

本集團已賣出其附屬公司股權的認沽期權，允許持有人於三年期間按特定日期的協定價格將其於附屬公司的股份歸還本集團。根據行使購股權可能應付的款項初步按「賣出認沽期權負債」中可贖回款項現值確認，並相應直接扣除自「其他儲備」中的權益。

該負債其後透過融資費用增值最多至該購股權初次可行使日期應付的贖回金額。倘購股權到期未行使，則終止確認負債，並相應調整至權益。

2.19 應付賬款及其他應付款項

應付賬款為在日常業務過程中向供應商購買商品或服務而應支付之責任。如付款之支付日期在一年或以內(或在業務正常週期內之較長期間)，應付款項被分類為流動負債。否則，呈列為非流動負債。

應付賬款及其他應付款項初步按公平值確認，其後利用實際利率法按攤銷成本計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重大會計政策概要 (續)

2.20 Borrowings

Borrowings are initially recognised at fair values, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in consolidated income statement over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the consolidated balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in consolidated income statement as other income or finance costs.

Borrowings 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 period.

2.21 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, 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.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries 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.

2.20 借款

借款初步按公平值扣除所產生之交易成本予以確認。借款其後按攤銷成本計量。所得款項(扣除交易成本)與贖回金額之間的任何差額使用實際利息法於借款期間在綜合收益表內確認。在貸款融資很有可能部分或全部提取之情況下,就設立貸款融資支付之費用乃確認為貸款之交易成本。在此情況下,該費用將遞延至提取貸款發生時。在並無跡象顯示該貸款融資很有可能部分或全部提取之情況下,該費用撥充資本作為流動資金服務之預付款項,並於其相關融資期間內予以攤銷。

當合約中規定之責任解除、取消或屆滿時,借款從綜合資產負債表中剔除。已消除或轉讓給另一方之金融負債之賬面值與已支付代價(包括任何已轉讓之非現金資產或所承擔之負債)之間的差額,在綜合收益表中確認為其他收入或融資成本。

除非本集團有權無條件將債務結算日期遞延至報告期間後至少12個月,否則借款分類為流動負債。

2.21 當期及遞延所得稅

當期稅項開支包括當期及遞延稅項。稅項於綜合收益表確認,除非有關稅項是關於在其他全面收益確認或直接計入權益之項目。在此情況下,稅項亦各自於其他全面收益或直接於權益內確認。

(a) 當期所得稅

當期所得稅支出根據本公司附屬公司營運及產生應課稅收入所在國家於結算日已頒佈或實質頒佈之稅務法例計算。管理層就適用稅務法例有待詮釋之情況定期評估報稅表狀況,並在適用情況下根據預期須向稅務機關支付之稅款設定撥備。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策概要(續)

2.21 Current and deferred income tax (Continued)

(b) Deferred income tax

Deferred income tax is provided in full, 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 income tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also 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 substantially enacted at the balance sheet 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 if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred income tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

(c) Offsetting

Deferred income 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.

2.21 當期及遞延所得稅(續)

(b) 遞延所得稅

遞延所得稅乃就資產與負債之稅基及資產與負債於綜合財務報表中賬面值兩者之暫時差額，以負債法悉數撥備。然而，倘遞延所得稅負債乃產生自商譽之初始確認，則不會確認遞延所得稅負債。倘遞延所得稅乃產生自於初步確認交易(業務合併除外)資產或負債，且當時之交易並無影響會計或應課稅溢利或虧損，則遞延所得稅亦不會入賬。遞延所得稅乃以於結算日已訂明或實質訂明之稅率(及法例)釐定，並預期於變現相關遞延所得稅資產或償還遞延所得稅負債時適用。

遞延所得稅資產僅在未來很可能有應課稅利潤用作抵銷該等暫時差額及虧損，方會予以確認。

倘本集團能夠控制撥回暫時差額之時間，且該等差額可能不會於可見將來撥回，則不會就海外業務之投資賬面值與稅基之間之暫時差額確認遞延所得稅負債及資產。

(c) 抵銷

當有合法可強制執行權利將當期稅項資產與當期稅項負債抵銷，且遞延稅項結餘涉及相同稅務機關，則可將遞延所得稅資產與負債互相抵銷。當實體有合法可強制執行權利將當期稅項資產與稅項負債抵銷，並有意按淨額基準結算或同時變現資產及清償負債，則可將當期稅項資產與稅項負債互相抵銷。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重大會計政策概要 (續)

2.22 Employee benefits

(a) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(b) Pension obligations

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "Pension Scheme") set up pursuant to the Mandatory Provident Fund Schemes Ordinance, for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated income statement as they become payable in accordance with the rules of the Pension Scheme. The assets of the Pension Scheme are held separately from those of the Group in an independently administrated fund. The Group's employer contributions vest fully with the employees when contributed to the Pension Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to vesting fully in the contributions, in accordance with the rules of the Pension Scheme.

2.22 僱員福利

(a) 僱員有薪假期

僱員獲享之年度休假在僱員可享有時確認。本集團會對僱員服務至結算日所累積之年度休假估算負債作出撥備。

僱員享有之病假及產假直至僱員休假之時方會確認。

(b) 退休金責任

本集團為其所有香港僱員運作一項根據強制性公積金計劃條例設立之定額供款強制性公積金退休福利計劃(「退休計劃」)。供款按僱員基本薪金之某個百分比計算，並於根據退休計劃規則應支付供款時在綜合收益表扣除。退休計劃之資產與本集團資產分開持有，並由獨立管理基金保管。本集團之僱主供款在向退休計劃作出供款時悉數歸屬僱員，惟本集團作出之僱主自願供款，會按照退休計劃之規則在僱員於有關供款全數歸屬前離職時退回本集團。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策概要(續)

2.22 Employee benefits (Continued)

(b) Pension obligations (Continued)

The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as an employee benefit expense when they are due and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

The Group companies in the People's Republic of China (the "PRC") participate in defined contribution retirement benefit plans organised by relevant government authorities for its employees in the PRC and contribute to these plans based on certain percentage of the salaries of the employees on a monthly basis, up to a maximum fixed monetary amount, as stipulated by the relevant government authorities. The government authorities undertake to assume the retirement benefit obligations payable to all existing and future retired employees under these plans. Contributions to these retirement benefits schemes are charged to the consolidated income statement as incurred.

(c) Profit sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2.22 僱員福利(續)

(b) 退休金責任(續)

本集團於支付供款後即無其他付款責任。供款於到期時確認為僱員福利支出，並扣減僱員於供款全數歸屬前離職而被沒收之供款。預付供款於退回現金或扣減未來供款時確認為資產。

於中華人民共和國(「中國」)的集團公司參加由相關政府機構為其在中國的僱員組織的定額供款退休福利計劃，並根據僱員薪金的一定比例按月向該等計劃供款，最高不超過政府有關部門規定的固定貨幣金額。政府部門承諾根據該等計劃承擔應付給所有現有和未來退休僱員的退休福利責任。該等退休福利計劃之供款於產生時自綜合收益表扣除。

(c) 溢利分享及花紅計劃

本集團按照特定計算方法就花紅及溢利分享確認負債及開支，該計算方法於作出若干調整後已計入本公司股東應佔溢利。當出現合約責任或過往慣例引致推定責任時，本集團確認撥備。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重大會計政策概要 (續)

2.23 Share-based payments

Equity-settled share-based payment transactions

Subsidiaries of the Group operate equity-settled share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions;
- excluding the impact of any service and non-market performance vesting conditions (for example, remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions.

The total expense is recognised over the vesting period which is the period over which all of the specified vesting conditions are to be satisfied.

At the end of each reporting period, the Group revises the estimates of the number of options that are expected to vest based on the non-marketing performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated income statement, with a corresponding adjustment to equity.

When the options are exercised, the subsidiaries issue new shares. The difference between the proceeds received and the change in non-controlling interest is recognised in consolidated statement of changes in equity.

When the options are cancelled during the vesting period, the Group recognises immediately the amount that otherwise would have been recognised for services received over the remainder of the vesting period.

2.23 以股份為基礎的付款

以權益結算以股份為基礎的付款交易

本集團附屬公司實行以權益結算的股份薪酬計劃，據此，實體接收僱員服務以換取本集團的權益工具（購股權）。就僱員提供服務而獲授購股權的公平值確認為開支。總開支乃參考獲授購股權的公平值釐定：

- 包括任何市場表現條件；
- 不包括任何服務及非市場表現歸屬條件（如僱員在特定時間於實體留任）的影響；及
- 包括任何非歸屬條件的影響。

總開支於歸屬期（於該期間所有指定歸屬條件均須達成）內確認。

於各報告期末，本集團已根據非市場表現及服務條件修正其對預期會歸屬的購股權數目的估計。修正原始估計所產生的影響（如有）將於綜合收益表確認，並相應調整權益。

附屬公司於購股權獲行使時發行新股份。所得款項與非控股權益變動之間的差額於綜合權益變動表中確認。

倘購股權於歸屬期內註銷，本集團即時確認本應就剩餘歸屬期確認所收取服務的款項。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策概要(續)

2.23 Share-based payments (Continued)

Equity-settled share-based payment transactions (Continued)

When the options are modified, the Group will include the incremental fair value granted in the measurement of the amount recognised for services received as consideration for the equity instruments granted. The incremental fair value granted is the difference between the fair value of the modified equity instrument and that of the original equity instrument, both estimated as at the date of the modification. If the modification occurs during the vesting period, the incremental fair value granted is included in the measurement of the amount recognised for services received over the period from the modification date until the date when the modified equity instruments vest, in addition to the amount based on the grant date fair value of the original equity instruments, which is recognised over the remainder of the original vesting period. If the modification occurs after vesting date, the incremental fair value granted is recognised immediately.

2.24 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.

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.

2.23 以股份為基礎的付款(續)

以權益結算以股份為基礎的付款交易(續)

倘修改購股權，本集團將於計量就所收取服務確認的款項作為所授出股權工具代價時計入所授出增量公平值。所授出增量公平值為經修改股權工具公平值與原股權工具公平值之差額(有關公平值均於修改日期估計)。倘修改於歸屬期發生，則所授出增量公平值於計量自修改日期起至經修改股權工具歸屬日期止期間所收取服務確認的金額時予以計入，而根據授出日期原股權工具公平值的款項乃於剩餘原始歸屬期予以確認。倘修改於歸屬日期後發生，則所授出增量公平值直接予以確認。

2.24 撥備

當本集團因過往事件承擔現有法律或推定責任，而解除責任很有可能導致資源流出，且金額能夠可靠估計之情況下，便會確認撥備。

倘承擔若干類似責任，於釐定解除責任是否需要流出資源時，將以整類責任類別為考慮。即使同類責任當中任何一項導致資源流出可能性甚低，亦會確認撥備。

撥備採用稅前利率按照預期需結算有關責任之支出現值計量，該利率反映當時市場對金錢時間值及有關責任特定風險之評估。隨著時間過去而增加之撥備確認為利息開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重大會計政策概要 (續)

2.25 Revenue recognition

(a) Sales of goods

The Group engaged in sales of information security chips and electronic power meters. Sales are recognised when control of the products has transferred, being when the products are delivered to the customers, the customer has accepted the products, the collection of the related consideration is probable and there is no unfulfilled obligation that could affect the customer's acceptance of the products.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

(b) Provision of services

The Group engaged in provision of platform operation solutions services and financial solutions services. Revenue from providing services is recognised in the accounting period in which the services are rendered. For fixed-price contracts, revenue is recognised based on the actual service provided using the percentage of completion method, because the customer receives and uses the benefits simultaneously.

If circumstances arise that may change the original estimates of revenues or costs, estimates are revised. These revisions may result in increases or decreases in estimated revenues or costs and are reflected in the consolidated income statement in the period in which the circumstances that give rise to the revision become known by management.

Some contracts include multiple deliverables, such as the provision of financial solutions and related maintenance services. The related maintenance services are accounted for as a separate performance obligation. Where the contracts include multiple performance obligations, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices. If contracts include the maintenance services, revenue for the maintenance services is recognised based on the actual service provided, using the straight-line basis over the terms of contracts, because the customer receives and uses the benefit simultaneously.

2.25 收入確認

(a) 銷售貨品

本集團從事銷售信息安全芯片及電能計量產品。當產品控制權轉移時（即於產品交付予客戶，客戶已接收產品，以及可能收回有關代價，且並無可影響客戶接受產品的未履行責任時），確認銷售。

應收款項於交付貨品時確認，因為該時點正是付款到期前僅因時間流逝而令代價成為無條件之時。

(b) 提供服務

本集團從事提供平台運營解決方案及金融解決方案服務。提供服務所得收入於提供服務的會計期間內確認。就固定價格合約而言，收入乃按完成百分比法根據實際提供服務予以確認，原因為客戶取得及動用利益同時進行。

倘出現可能改變收入或成本原本估計的情況，則會修訂估計。該等修訂可能導致估計收入或成本增加或減少，並於管理層知悉會導致修訂的情況的期間內在綜合收益表中反映。

若干合約包括多次交付，例如提供金融解決方案及相關保養服務。有關保養服務乃作為單獨的履約責任進行處理。倘合約包括多個履約責任，交易價格將基於獨立售價分配至各履約義務。倘合約包括保養服務，保養服務的收益乃於合約期內根據實際提供的服務按直線法基準確認，原因為客戶收取及利用利益同時進行。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策概要(續)

2.25 Revenue recognition (Continued)

(b) Provision of services (Continued)

If the contract includes a monthly fee, revenue is recognised in the amount to which the Group has a right to invoice. Customers are invoiced on a monthly basis and consideration is payable when invoiced.

The Group recognises revenue from its payment processing solutions business when services are rendered which coincide with the verification of the underlying transactions of the merchants (customers of the Group) by the relevant banks and financial institutions. Revenue from early settlement services is recognised when the services are rendered, which generally coincide when the settlement has been completed.

(c) Contract liabilities – receipt in advances

A contract liability is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue. The Group recognised its contract liabilities under other payables and accruals as receipt in advance from customers in the consolidated balance sheet.

(d) Interest revenue

The Group is also engaged in a micro-lending business. Interest income is recognised and accrued using the effective interest method. When a loan receivable is credit impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on credit impaired loan receivables are recognised using the original effective interest rate.

2.25 收入確認(續)

(b) 提供服務(續)

倘合約包括月費，收入乃按本集團有權開立發票的金額予以確認。本公司按月向客戶開具發票，及客戶須於收到發票時支付代價。

本集團於提供服務時確認支付交易處理解決方案業務之收入，此與商戶(本集團客戶)之相關交易獲相關銀行及金融機構核實者一致。來自提早結算服務之收入於提供服務時確認，一般而言，有關結算於此時已完成。

(c) 合約負債—預先收取

當客戶支付代價或按合約規定支付代價且金額已到期時，合約負債在本集團確認相關收入前確認。本集團將其合約負債作為預先收取客戶之款項於綜合資產負債表內其他應付款項及應計款項下確認。

(d) 利息收入

本集團亦從事小額貸款業務。利息收入利用實際利率法確認及累計。當應收貸款出現信貸減值時，本集團會將其賬面值減至其可收回金額(即按工具的原本實際利率貼現的估計未來現金流量)，然後逐步將貼現額確認為利息收入。信貸減值應收貸款的利息收入乃按原實際利率確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重大會計政策概要 (續)

2.26 Other income

Interest income on financial assets at amortised cost, except loan receivables from micro-lending business, calculated using the effective interest method is recognised in the consolidated income statement as part of other income.

2.27 Dividend income

Dividends are received from financial asset at FVPL and financial asset at FVOCI. Dividends are recognised as 'other gains/(losses), net' in the consolidated income statement when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits, unless the dividend clearly represents a recovery of part of the cost of an investment. In this case, the dividend is recognised in other comprehensive income if it relates to an investment measured at FVOCI. However, the investment may need to be tested for impairment as a consequence.

2.28 Leases

As explained in Note 2.1.1(a), the Group has changed its accounting policy for leases where the Group is the lessee. The new policy is described below and the impact of the change in Note 2.1.1(a).

Until 31 December 2018, leases in which a significant portion of the risks and rewards of ownership were not transferred to the Group as lessee were classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) were charged to the consolidated income statement on a straight-line basis over the period of the lease.

From 1 January 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

2.26 其他收入

使用實際利率法計算按攤銷成本列賬之金融資產(小額貸款業務的應收貸款除外)的利息收入,在綜合收益表中確認為其他收入的一部分。

2.27 股息收入

股息乃自按公平值計入損益之金融資產及按公平值計入其他全面收益之金融資產收取。股息於收取款項的權利確定時於綜合收益表內確認為「其他收益/(虧損)淨額」。除非股息清楚表示為收回部分投資成本,否則股息自收購前溢利撥付仍適用。有鑒於此,股息若與按公平值計入其他全面收益計量之一筆投資相關,則於其他全面收益確認。然而,該投資或須因此而進行減值測試。

2.28 租約

如附註2.1.1(a)所述,本集團已改變其有關本集團為承租人的租賃的會計政策。新政策載於下文,且有關變動的影響載於附註2.1.1(a)。

直至二零一八年十二月三十一日,凡擁有權的絕大部分風險及回報並無轉讓予本集團(作為承租人)的租約分類為經營租賃。根據經營租賃所付租金在扣除來自出租人之任何優惠後,在租期內以直線法在綜合收益表中扣除。

自二零一九年一月一日起,租賃確認為使用權資產,並於租賃資產可供本集團使用之日期確認相應負債。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.28 Leases (Continued)

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed lease payments.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions. To determine the incremental borrowing rate, the Group, where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received.

Lease payments are allocated between principal and finance cost. The finance cost is charged to the consolidated income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the amount of the initial measurement of lease liability and any initial direct costs.

2 重大會計政策概要(續)

2.28 租約(續)

租約產生的資產和負債初步按現值計量。租賃負債包括固定租賃付款額的淨現值。

租賃付款採用租賃所隱含的利率予以貼現。倘無法釐定該利率(本集團的租賃一般屬此類情況),則使用承租人增量借款利率,即個別承租人在類似經濟環境中按類似條款、抵押及條件借入獲得與使用權資產價值類似的資產所需資金必須支付的利率。為確定增量借款利率,本集團在可能情況下以個別承租人最近收到的第三方融資為起點,並進行調整以反映自收到第三方融資以來融資條件的變化。

租賃付款於本金及財務成本之間作出分配。財務成本在租期於綜合收益表扣除,以計算各期間負債結餘的固定週期利率。

使用權資產按成本計量,其包括租賃負債的初始計量金額及任何初始直接成本。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 重大會計政策概要 (續)

2.28 Leases (Continued)

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of premises are recognised on a straight-line basis as an expense in the consolidated income statement. Short-term leases are leases with a lease term of 12 months or less.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term (*Note 14*). Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the consolidated balance sheet based on their nature. The Group did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

2.29 Government grants

Grants from the government for high-tech companies are recognised in 'other income' in the consolidated income statements at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

2.28 租約 (續)

使用權資產通常會在資產的可使用年期和租期中較短的期限內按直線法折舊。倘若本集團合理地確定行使購買期權，則使用權資產在相關資產的可使用年期內折舊。

與短期物業租賃相關的付款按直線法於綜合收益表確認為開支。短期租賃指租期為12個月或以下的租賃。

本集團作為出租人的經營租賃的租賃收入於租期內按直線法於收益內確認 (*附註14*)。獲取經營租賃產生的初始直接成本會加入相關資產的賬面值，並於租期內以確認租賃收入的相同基礎確認為開支。個別租賃資產按其性質計入綜合資產負債表。採納新租賃準則後，本集團無需對以出租人身份持有資產的會計處理作任何調整。

2.29 政府資助

倘有合理保證可收到政府資助且本集團亦將會遵行所有附帶條件，對高科技企業之政府資助會按其公平值於綜合收益表「其他收入」確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 重大會計政策概要(續)

2.30 Research and development

Research expenditure is expensed as incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when it is probable that the project will be a success considering its commercial and technological feasibility, costs can be measured reliably, there is an intention to complete and use it, there is an ability to use it, there will be a probable future economic benefits inflow and there are adequate resources to complete and use it. Other development expenditures are expensed as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

2.31 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price 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 financial performance.

Risk management is carried out by the Board of Directors. The directors identified and evaluated financial risks in close co-operation with the operating units of the Group.

2.30 研發

研究開支於產生時支銷。當考慮到發展項目的商業及技術可行性，成本能可靠計量，有意向完成及使用，有能力使用，未來可能產生經濟裨益流入及有充足資源完成及使用該項目，而使該項目將可能成功時，於發展項目產生之成本（有關設計及測試新產品或改良產品）確認為無形資產。其他發展開支於產生時支銷。過往確認為開支之發展成本不會於往後期間確認為資產。

2.31 股息分派

向本公司股東分派之股息於本公司股東或董事（倘適用）批准股息期內，在本集團及本公司財務報表內確認為負債。

3 財務風險管理

3.1 財務風險因素

本集團之活動面對多種財務風險：市場風險（包括貨幣風險、公平值利率風險、現金流量利率風險與價格風險）、信貸風險及流動資金風險。本集團之整體風險管理計劃針對財務市場難以預測之特性，並盡量減低對財務表現之潛在負面影響。

董事會負責風險管理。董事透過與本集團營運單位緊密合作，識別及評估財務風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk

(i) Foreign exchange risk

The Group's foreign currency transactions are mainly denominated in Renminbi ("RMB"), HK\$, Japanese Yen ("JPY") and US dollars ("US\$"). The majority of assets and liabilities are denominated in RMB, HK\$, JPY and US\$, and there are no significant assets and liabilities denominated in other currencies. The Group is subject to foreign exchange rate risk arising from future commercial transactions and recognised assets and liabilities which are denominated in a currency other than HK\$ or RMB, which are the functional currencies of the major operating companies within the Group. The Group currently does not hedge its foreign currency exposure.

As HK\$ is pegged to US\$, management believes that the exchange rate risk for translations between HK\$ and US\$ do not have material impact to the Group. The exchange rate of RMB to HK\$ is subject to the rules and regulations of foreign exchange control promulgated by the PRC government. The Group manages its foreign currency risk by closely monitoring the movement of the foreign currency rates.

For companies with HK\$ as their functional currency

At 31 December 2019, if RMB had weakened/strengthened by 5% against the HK\$ with all other variables held constant, post-tax profit for the year would have been approximately HK\$623,000 higher/lower (2018: HK\$2,175,000 lower/higher), mainly as a result of the foreign exchange difference on translation of RMB denominated current accounts with group companies.

As at 31 December 2019, if JPY had weakened/strengthened by 1% against the HK\$ with all other variables held constant, post-tax profit for the year would have been approximately HK\$1,162,000 (2018: HK\$1,932,000) lower/higher, mainly as a result of the foreign exchange difference on translation of JPY denominated cash and cash equivalents.

3 財務風險因素 (續)

3.1 財務風險因素 (續)

(a) 市場風險

(i) 外匯風險

本集團外幣交易主要以人民幣(「人民幣」)、港元、日圓(「日圓」)及美元(「美元」)計值。資產及負債大部分以人民幣、港元、日圓及美元計值，且並無以其他貨幣計值之重大資產及負債。本集團面對並非以港元或人民幣(為本集團內主要營運公司之功能貨幣)計值之未來商業交易以及已確認資產及負債產生之外匯風險。本集團現時並無對沖其外匯風險。

由於港元與美元掛鈎，故管理層認為港元與美元進行換算之匯率風險對本集團並無重大影響。人民幣兌港元之匯率須遵守中國政府頒佈之外匯管制規則及規例。本集團透過密切監控外幣匯率之變動來管理其外匯風險。

就以港元為其功能貨幣之公司

於二零一九年十二月三十一日，若人民幣兌港元貶值/升值5%，而其他所有變數維持不變，則年內除稅後溢利將增加/減少約623,000港元(二零一八年：減少/增加2,175,000港元)，主要由於兌換以人民幣計值與集團公司之往來賬產生匯兌差額。

於二零一九年十二月三十一日，若日圓兌港元貶值/升值1%，而其他所有變數維持不變，則年內除稅後溢利將減少/增加約1,162,000港元(二零一八年：1,932,000港元)，主要由於兌換以日圓計值之現金及現金等價物產生匯兌差額。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(i) Foreign exchange risk (Continued)

For companies with RMB as their functional currency

At 31 December 2019, if HK\$ had weakened/strengthened by 5% against the RMB with all other variables held constant, post-tax profit for the year would have been approximately HK\$4,983,000 (2018: HK\$4,546,000) higher/lower, mainly as a result of the foreign exchange difference on translation of HK\$ denominated current accounts with group companies.

At 31 December 2019, if US\$ had weakened/strengthened by 5% against the RMB with all other variables held constant, post-tax profit for the year would have been approximately HK\$203,000 (2018: HK\$213,000) lower/higher, mainly as a result of the foreign exchange difference on translation of US\$ denominated cash and cash equivalents as well as the current accounts with group companies.

(ii) Price risk

The Group is not exposed to commodity price risk.

(iii) Cash flow and fair value interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial instruments at variable rates expose the Group to cash flow interest rate risk. Financial instruments at fixed rates expose the Group to fair value interest rate risk. The Group's interest rate risk arises mainly from short-term bank deposits and cash and bank balances. Other financial assets and financial liabilities are non-interest-bearing and are measured at amortised cost.

3 財務風險因素(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(i) 外匯風險(續)

就以人民幣為其功能貨幣之公司

於二零一九年十二月三十一日，若港元兌人民幣貶值／升值5%，而其他所有變數維持不變，則年內除稅後溢利將增加／減少約4,983,000港元（二零一八年：4,546,000港元），主要由於兌換以港元計值與集團公司之往來賬產生匯兌差額。

於二零一九年十二月三十一日，若美元兌人民幣貶值／升值5%，而其他所有變數維持不變，則年內除稅後溢利將減少／增加約203,000港元（二零一八年：213,000港元），主要由於兌換以美元計值之現金及現金等價物以及與集團公司之往來賬產生匯兌差額。

(ii) 價格風險

本集團概無承受商品價格風險。

(iii) 現金流量及公平值利率風險

利率風險指金融工具之公平值或現金流量因市場利率改變而出現波動之風險。按浮動利率計息的金融工具令本集團面臨現金流量利率風險。按固定利率計息的金融工具令本集團面臨公平值利率風險。本集團之利率風險主要來自短期銀行存款及現金及銀行結餘。其他金融資產及金融負債乃不計息並按攤銷成本計量。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(iii) Cash flow and fair value interest rate risk (Continued)

At 31 December 2019, if interest rates on interest-bearing short-term bank deposits and cash and bank balances had been 100 basis points higher/lower with all other variables held constant, post-tax profit for the year of the Group would have been approximately HK\$37,126,000 (2018: HK\$26,828,000) higher/lower due to interest income earned on market interest rate.

(b) Credit risk

Credit risk arises from other financial assets at amortised cost, loan receivables, financial assets at FVPL, amounts due from investments accounted for using the equity method, trade and bills receivables, short-term bank deposits and cash and bank balances.

The carrying amounts of other financial assets at amortised cost, loan receivables, financial assets at FVPL, amounts due from investments accounted for using the equity method, trade and bills receivables, short-term bank deposits and cash and bank balances represent the Group's maximum exposure to credit risk in relation to financial assets.

(i) Risk management

To manage this risk, deposits of the Group are mainly placed with state-owned financial institutions and reputable banks. The Group has policies in place to ensure that sales are made to reputable and creditworthy customers with an appropriate financial strength, credit history and appropriate percentage of down payments. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

3 財務風險因素 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(iii) 現金流量及公平值利率風險 (續)

於二零一九年十二月三十一日，若計息之短期銀行存款及現金及銀行結餘之利率上升／下降100個基點，而其他所有變數維持不變，則本集團年內除稅後溢利將增加／減少約37,126,000港元（二零一八年：26,828,000港元），乃由於就市場利率賺取之利息收入所致。

(b) 信貸風險

信貸風險產生自按攤銷成本計量之其他金融資產、應收貸款、按公平值計入損益之金融資產、應收以權益法入賬之投資之款項、應收賬款及應收票據、短期銀行存款以及現金及銀行結餘。

按攤銷成本計量之其他金融資產、應收貸款、按公平值計入損益之金融資產、應收以權益法入賬之投資之款項、應收賬款及應收票據、短期銀行存款以及現金及銀行結餘之賬面值，乃本集團面對與金融資產有關之最大信貸風險。

(i) 風險管理

為管理該風險，本集團存款主要存入國有金融機構及有良好信譽之銀行。本集團制定政策以確保銷售予擁有相當財政實力、信貸記錄及支付適當百分比首期付款之信譽良好客戶。本集團亦制定其他監控程序以確保採取跟進措施收回逾期債務。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(i) Risk management (Continued)

In addition, the Group reviews regularly the authorisation of credit limits to individual customers and recoverable amount of each individual trade receivables to ensure the adequate impairment losses are made for irrecoverable amounts.

For its micro-lending business, the Group leverages on its proprietary credit risk management and fraud prevention system while it also has established a comprehensive credit risk management process which include credit origination, credit review, credit approval, disbursement, post-disbursement monitoring, and collection.

Management considers the credit risk for amounts due from investments accounted for using the equity method to be minimal after considering the financial condition of the entities. Management has performed assessment over the recoverability of the balances and management does not expect any losses from non-performance by these entities.

The Group has concentration of credit risk. Sales of goods and services to the largest customer accounted for 4% (2018: 5%) for the total revenue, and top five customers constituted 9% (2018: 10%) of the Group's turnover for the year ended 31 December 2019. They accounted for approximately 29% (2018: 27%) of the gross trade receivable balances as at 31 December 2019. Collections of outstanding receivable balances are closely monitored on an ongoing basis to minimise such credit risk.

3 財務風險因素 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(i) 風險管理 (續)

此外，本集團定期審閱個別客戶之信用限額授權及每項個別應收賬款之可收回金額，以確保對不可收回金額作出充足減值虧損。

就其小額貸款業務而言，本集團憑藉其自有的信貸風險管理及欺詐防範體系的同時亦建立了全面的信貸風險管理流程，其包括信貸批授、信貸審查、信貸審批、放款、貸後監控及收回。

管理層在考慮實體的財務狀況後，認為以權益法入賬之投資應收款項之信用風險最小。管理層已評估餘額之可回收性，且管理層認為該等實體之不履行不會造成任何損失。

本集團有信貸集中風險。向最大客戶銷售之貨品及服務佔本集團截至二零一九年十二月三十一日止年度總收入之4% (二零一八年：5%)，五大客戶則構成本集團營業額9% (二零一八年：10%)。其約佔二零一九年十二月三十一日總應收賬款結餘的29% (二零一八年：27%)。持續密切監察收取應收款項結餘，以盡可能減少有關信貸風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(ii) Impairment of financial assets

Trade receivables for sales of goods of the Group and from the provision of services and loan receivables are subject to the ECL model. While cash and bank balances, short-term bank deposits and other financial assets at amortised cost are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

Trade receivables and amounts due from investments accounted for using the equity method

The Group applies the HKFRS 9 simplified approach to measuring ECL which uses a lifetime expected loss allowance for all trade receivables and amounts due from investments accounted for using the equity method. The Group measures the ECL on a combination of both individual and collective basis.

Receivables relating to customers with known financial difficulties or significant doubt on collection of receivables are assessed individually for provision for impairment allowance. The Group also estimates the provision for ECL on a collective basis by grouping the trade receivables and amounts due from investments accounted for using the equity method based on shared credit loss risk characteristics and collectively assessed for likelihood of recovery, taking into account the nature of the customer and its ageing category, and applying ECL rates to respective gross carrying amounts of the receivables. The ECL rates are based on historical credit losses experienced up to 3 years and are adjusted to reflect current and forward looking information on factors affecting the ability of the customers to settle the receivables. As at 31 December 2019, the ECL of these collectively assessed receivable balances was HK\$14,851,000 (2018: HK\$10,463,000) based on expected loss rates up to 53.4% (2018: 36.9%) applied on different groupings.

3 財務風險因素 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 金融資產減值

本集團銷售貨品以及提供服務所得之應收賬款以及應收貸款適用於預期信貸虧損模型。儘管現金及銀行結餘、短期銀行存款以及按攤銷成本計量之其他金融資產亦須遵守香港財務報告準則第9號的減值規定，但已確認之減值虧損並不重大。

應收賬款及應收以權益法入賬之投資之款項

本集團應用香港財務報告準則第9號簡化方法計量預期信貸虧損，即對所有應收賬款及應收以權益法入賬之投資之款項使用全期預期虧損撥備。本集團乃按個別及綜合基準兩者組合計量預期信貸虧損。

有關已面臨財務困境或應收款項收回性存在重大疑問的客戶之應收款項，會個別就減值準備撥備進行評估。本集團亦按綜合基準在估計預期信貸虧損撥備時將共同的信貸虧損風險特徵的應收賬款及應收以權益法入賬之投資之款項分類，並考慮客戶性質及其賬齡，一併對其可收回機會進行評估，以及將預期信貸虧損率應用至各自的應收款項賬面值總額。預期信貸虧損率乃按照最多三年出現的歷史信貸虧損釐定，並作出調整以反映影響客戶結算應收賬款能力因素之現時及前瞻性資料。截至二零一九年十二月三十一日，該等綜合評估之應收賬款結餘之預期信貸虧損為14,851,000港元（二零一八年：10,463,000港元），及採用不同組別之預期虧損率最多53.4%（二零一八年：36.9%）計算。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(ii) Impairment of financial assets (Continued)

Trade receivables and amounts due from investments accounted for using the equity method (Continued)

Impairment losses on trade receivables and amounts due from investments accounted for using the equity method are presented as 'credit impairment loss' in the consolidated income statement. When a receivable is uncollectible, it is written off against the allowance account for receivables. Subsequent recoveries of amounts previously written off are credited against the same line item.

Loan receivables

The Group estimates the ECL under HKFRS 9 ECL models. The Group assesses whether the credit risk of loan receivables have increased significantly since their initial recognition, and apply a three-stage impairment model to calculate their ECL, the management assesses impairment loss using the risk parameter modelling approach that incorporates key measurement parameters, including probability of default, loss given default and exposure at default, with the consideration of forward-looking information.

Loan receivables are categorised into the following stages by the Group:

Stage 1

Loan receivables have not experienced a significant increase in credit risk since origination and impairment is recognised on the basis of 12 months ECL (12-month ECLs).

Stage 2

Loan receivables to customers have experienced a significant increase in credit risk since origination and impairment is recognised on the basis of lifetime ECL (Lifetime ECLs non credit-impaired).

Stage 3

Loan receivables that are in default and considered credit impaired (Lifetime ECLs credit impaired).

3 財務風險因素 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 金融資產減值 (續)

應收賬款及應收以權益法入賬之投資之款項 (續)

應收賬款及應收以權益法入賬之投資之款項之減值虧損於綜合收益表呈列為「信貸減值虧損」。當應收款項無法收回時，將於應收款項之撥備賬款中撇銷。隨後收回先前經撇銷的金額將計入相同項目中。

應收貸款

本集團根據香港財務報告準則第9號預期信貸虧損模型估計預期信貸虧損。本集團評估應收貸款之信貸風險自初步確認起是否大幅增加，並應用三階段減值模型計算其預期信貸虧損，管理層使用包含關鍵計量參數（包括違約或然率、違約損失率及違約風險承擔）的風險參數模型方法並考慮前瞻性資料評估減值虧損。

應收貸款由本集團分類為以下階段：

第一階段

由於批授及減值基於12個月預期信貸虧損（12個月預期信貸虧損）進行確認，故應收貸款之信貸風險並無顯著增加。

第二階段

由於批授及減值基於全期預期信貸虧損（無信貸減值的全期預期信貸虧損）進行確認，故向客戶提供之應收貸款之信貸風險顯著增加。

第三階段

違約且被視為信貸減值（信貸減值的全期預期信貸虧損）的應收貸款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(ii) Impairment of financial assets (Continued)

Loan receivables (Continued)

In assessing whether the credit risk of a loan receivables has increased significantly since initial recognition, the Group compares the risk of default occurring on the loan receivables assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is past due for more than 90 days. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in a loan receivable's external or internal credit rating (if available);
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group; and
- the financial asset is past due.

As at 31 December 2019, the provision for impairment of loan receivables was HK\$43,240,000 (2018: HK\$32,807,000) based on expected loss rates up to 100% applied to different stages. The impairment policy of loan receivables was disclosed in Note 2.12.

3 財務風險因素 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 金融資產減值 (續)

應收貸款 (續)

於評估應收貸款之信貸風險自其初步確認起是否顯著增加時，本集團將報告日期已評估的應收貸款之違約風險與初步確認日期所評估者進行比較。於進行重新評估時，本集團認為違約事件將於以下情況出現時發生：(i) 借款人不可能在本集團無追索權採取行動（例如變現抵押品（如持有））的情況下向本集團悉數履行其信貸義務；或(ii) 金融資產已逾期超過90天。本集團考慮合理並有證據支持的定量及定性資料，包括過往經驗及無須付出額外成本或努力即可獲得的前瞻性資料。

具體而言，評估信貸風險自初步確認起有否顯著增加時會考慮以下資料：

- 應收貸款之外部或內部信貸評級（如有）的實際或預期顯著轉差；
- 對債務人向本集團履行其義務具有重大不利影響之技術、市場、經濟或法律環境的現有或預測變動；及
- 金融資產逾期。

於二零一九年十二月三十一日，根據不同階段所應用之最多100%之預期虧損率，應收貸款減值撥備為43,240,000港元（二零一八年：32,807,000港元）。應收貸款的減值政策於附註2.12披露。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

(ii) Impairment of financial assets (Continued)

Cash and bank balances, financial assets at FVPL, bills receivables, short-term bank deposits and other financial assets at amortised cost

Note 2.12 described the impairment policy of cash and bank balances, financial assets at FVPL, bills receivables, short-term bank deposits and other financial assets at amortised cost. There is no loss allowance for these assets at amortised cost as at 31 December 2019 (2018: same).

(c) Liquidity risk

With prudent liquidity risk management, the Group aims to maintain sufficient cash and cash equivalents and ensure the availability of funding through an adequate amount of available financing, including short-term bank borrowing. Due to the dynamic nature of the underlying businesses, the Group's finance department maintains flexibility in funding by maintaining adequate amount of cash and cash equivalents and flexibility in funding through having available sources of financing.

Surplus cash held by the operating entities over and above balance required for working capital management are transferred to interest bearing bank deposits with appropriate maturities to manage its overall liquidity position. As at 31 December 2019, the Group maintained cash and cash equivalents of HK\$3,712,567,000 (2018: HK\$2,681,475,000) that is expected to be readily available and sufficient to meet the cash outflows of its financial liabilities, hence management considers that the Group's exposure to liquidity risk is not significant.

As at 31 December 2019, the Group's total available banking facilities amounted to approximately HK\$17,847,000 (2018: HK\$18,217,000) of which HK\$5,577,000 (2018: HK\$10,247,000) has been utilised.

3 財務風險因素 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 金融資產減值 (續)

現金及銀行結餘、按公平值計入損益之金融資產、應收票據、短期銀行存款及按攤銷成本計量之其他金融資產

附註2.12描述了現金及銀行結餘、按公平值計入損益之金融資產、應收票據、短期銀行存款及按攤銷成本計量之其他金融資產的減值政策。於二零一九年十二月三十一日，該等按攤銷成本計量之資產並無虧損撥備(二零一八年：相同)。

(c) 流動資金風險

透過審慎之流動資金風險管理，本集團致力維持充足之現金及現金等價物，確保透過充足可動用融資金額(包括短期銀行借款)取得足夠資金。由於有關業務之多變性質，本集團之財務部門透過維持充足之現金及現金等價物以及可動用融資來源維持資金之靈活彈性。

經營實體持有超過營運資金管理所需之現金盈餘，將撥入具有適當期限之計息銀行存款以管理其整體流動資金狀況。於二零一九年十二月三十一日，本集團之現金及現金等價物為3,712,567,000港元(二零一八年：2,681,475,000港元)，預期足以即時應付其金融負債之現金流出。因此，管理層以為，本集團所承受的流動資金風險並不重大。

於二零一九年十二月三十一日，本集團可動用銀行融資總額約為17,847,000港元(二零一八年：18,217,000港元)，其中5,577,000港元(二零一八年：10,247,000港元)已被動用。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

The table below analyses the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for:

- (a) all non-derivative financial liabilities, and
- (b) a derivative financial instrument for which the contractual maturities are essential for an understanding of the timing of the cash flows.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

3 財務風險因素 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險 (續)

下表根據金融負債合約到期日之分析，將本集團之金融負債分為有關到期日組別：

- (a) 所有非衍生金融負債；及
- (b) 合約到期就理解現金流量的時間屬必不可少的衍生金融工具。

該表所披露金額為合約未貼現現金流量。由於貼現之影響不大，故於12個月內到期之結餘相等於其賬面結餘。

		Less than 1 year 少於一年 HK\$'000 千港元	Between 1 and 2 years 一至二年 HK\$'000 千港元	Between 2 and 5 years 二至五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2019	於二零一九年 十二月三十一日				
Trade and bills payables	應付賬款及應付票據	439,287	-	-	439,287
Payables for payment processing solutions business	支付交易處理解決方案業務之應付款項	599,389	-	-	599,389
Other payables and accruals	其他應付款項及應計款項	903,508	-	-	903,508
Amounts due to investments accounted for using the equity method	應付以權益法入賬之投資之款項	21,226	-	-	21,226
Borrowing	借款	5,832	-	-	5,832
Lease liabilities	租賃負債	29,046	21,640	11,254	61,940
Written put option liability (Note 35)	賣出認沽期權負債 (附註35)	-	-	852,188	852,188
Total	合計	1,998,288	21,640	863,442	2,883,370

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

		Less than 1 year 少於一年 HK\$'000 千港元
At 31 December 2018	於二零一八年十二月三十一日	
Trade and bills payables	應付賬款及應付票據	251,043
Payables for payment processing solutions business	支付交易處理解決方案業務之 應付款項	266,710
Other payables and accruals	其他應付款項及應計款項	1,182,518
Amounts due to investments accounted for using the equity method	應付以權益法入賬之投資之 款項	114,190
Borrowing	借款	10,784
Total	合計	1,825,245

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of gearing ratio. This ratio is calculated as total debt divided by total capital. Total debt includes borrowing, lease liabilities and written put option liability of the Group. Total capital is calculated as 'equity' as shown in the consolidated balance sheet plus total debt.

3 財務風險因素(續)

3.1 財務風險因素(續)

(c) 流動資金風險(續)

3.2 資本風險管理

本集團管理資本之目的為保障本集團持續經營，以為股東提供回報以及為其他利益相關者帶來利益，並維持最佳資本結構以減低資金成本。

為維持或調整資本結構，本集團可調整向股東支付之股息金額、向股東退回股本、發行新股份或出售資產以減少債項。

本集團以資本負債比率作為監控資本之基準。該比率按負債總額除以總資本計算。負債總額包括本集團之借款、租賃負債及賣出認沽期權負債。總資本按綜合資產負債表所示「權益」加負債總額計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Capital risk management (Continued)

As at 31 December 2019 and 2018, the gearing ratio was as follows:

		As at 31 December	
		於十二月三十一日	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Borrowing (Note 33)	借款 (附註33)	5,577	10,247
Lease liabilities (Note 16)	租賃負債 (附註16)	59,310	–
Written put option liability (Note 35)	賣出認沽期權負債 (附註35)	683,908	–
Total debt	負債總額	748,795	10,247
Total equity	權益總額	5,278,512	4,571,275
Total capital	總資本	6,027,307	4,581,522
Gearing ratio	資本負債比率	12.4%	0.2%

3.3 Fair value estimation

(a) Fair value hierarchy

The table below analyses the Group's financial instruments carried at fair values as at 31 December 2019 and 2018 by level of the inputs to valuation techniques used to measure fair values. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

3 財務風險因素 (續)

3.2 資本風險管理 (續)

於二零一九年及二零一八年十二月三十一日，資本負債比率如下：

		As at 31 December	
		於十二月三十一日	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Borrowing (Note 33)	借款 (附註33)	5,577	10,247
Lease liabilities (Note 16)	租賃負債 (附註16)	59,310	–
Written put option liability (Note 35)	賣出認沽期權負債 (附註35)	683,908	–
Total debt	負債總額	748,795	10,247
Total equity	權益總額	5,278,512	4,571,275
Total capital	總資本	6,027,307	4,581,522
Gearing ratio	資本負債比率	12.4%	0.2%

3.3 公平值估計

(a) 公平值層級

下表按計量公平值之估值技術所用輸入數據之層級，分析本集團於二零一九年及二零一八年十二月三十一日按公平值列賬之金融工具。有關輸入數據乃按下文所述而分類歸入公平值架構內之三個層級：

- 相同資產或負債之活躍市場報價 (未經調整) (第一級)。
- 除包含於第一級之報價外，資產或負債之可觀察直接 (即價格) 或間接 (即源自價格者) 輸入數據 (第二級)。
- 並非根據可觀察市場數據而釐定之資產或負債之輸入數據 (即不可觀察之輸入數據) (第三級)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Fair value hierarchy (Continued)

The following table presents the Group's assets that were measured at fair values at 31 December 2019.

		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Assets	資產				
Financial assets at FVPL	按公平值計入損益之 金融資產				
– Unlisted investment fund	– 非上市投資基金	–	–	122,093	122,093
– Unlisted convertible preference shares	– 非上市可換股優先股	–	–	166,113	166,113
– Listed trading securities	– 上市買賣證券	1,712	–	–	1,712
Total	合計	1,712	–	288,206	289,918

The following table presents the Group's assets that were measured at fair values at 31 December 2018.

		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Assets	資產				
Financial asset at FVOCI	按公平值計入其他全面 收益之金融資產				
– Unlisted equity security	– 非上市股本證券	–	–	895	895
Financial assets at FVPL	按公平值計入損益之 金融資產				
– Unlisted investment fund	– 非上市投資基金	–	–	129,869	129,869
– Unlisted convertible preference shares	– 非上市可換股優先股	–	–	141,872	141,872
– Listed trading securities	– 上市買賣證券	2,004	–	–	2,004
Total	合計	2,004	–	272,636	274,640

3 財務風險因素 (續)

3.3 公平值估計 (續)

(a) 公平值層級 (續)

下表呈列本集團按於二零一九年十二月三十一日公平值計量之資產。

下表呈列本集團按於二零一八年十二月三十一日公平值計量之資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Fair value hierarchy (Continued)

There were no significant transfers of financial assets between the fair value hierarchy classifications during the year (2018: same).

- (i) Financial instruments in level 1
The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and equity securities) is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.
- (ii) Financial instruments in level 2
The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.
- (iii) Financial instruments in level 3
If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity security, unlisted investment fund and unlisted convertible preference shares.

3 財務風險因素 (續)

3.3 公平值估計 (續)

(a) 公平值層級 (續)

年內，公平值層級分類間並無金融資產重大轉讓（二零一八年：相同）。

- (i) 第一級之金融工具
在活躍市場買賣之金融工具（例如公開買賣衍生工具及買賣及股本證券）之公平值，根據結算日之市場報價計算。本集團所持金融資產之市場報價為當時買入價。有關工具計入第一級。
- (ii) 第二級之金融工具
並非於活躍市場內買賣之金融工具（如場外衍生工具）以估值技術釐定公平值，其盡量採用可觀察市場數據，並盡量減少依賴實體之特定估計。若工具之公平值所需要所有重大輸入數據均為可觀察數據，有關工具計入第二級。
- (iii) 第三級之金融工具
若一項或多項重大輸入數據並非以可觀察之市場數據為基準，有關工具將計入第三級。上述適用於非上市股本證券、非上市投資基金及非上市可換股優先股。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(b) *Valuation techniques used to determine fair values*

The Group's finance department includes a team that performs the valuations of financial assets required for financial reporting purposes, including level 3 fair values. As part of the valuation process, this team reports directly to the chief financial officer ("CFO") and external valuers will be engaged, if necessary.

In applying the discounted cash flow technique, management has taken into account the estimated amount that the Group would receive to sell the instrument at the balance sheet date, taking into account current interest rates and the current credit worthiness of the counterparties. Where discounted cash flow techniques are used, estimated future cash flows are based on management's best estimates and the discount rate is a market related rate for a similar instrument at the balance sheet date.

(c) *Fair value measurements using significant unobservable inputs (level 3)*

Specific valuation techniques used to value level 3 financial instruments include techniques such as discounted cash flow analysis and net asset value model. There are no changes in valuation techniques during the year (2018: same).

3 財務風險因素 (續)

3.3 公平值估計 (續)

(b) *釐定公平值使用之估值技術*

本集團財務部包括一個就財務報告所需金融資產估值(包括第三級公平值)之團隊。於估值過程中,該團隊直接向財務總監匯報,並於有需要時委聘外部估值師。

應用貼現現金流量技術時,管理層已計及本集團會收取以於結算日出售工具的估計金額、現時利率以及對手方現時信用狀況。倘運用貼現現金流量技術,估計未來現金流量按管理層的最佳估計作出及貼現率為類似工具於結算日的相關市場貼現率。

(c) *使用重大不可觀察輸入數據之公平值計量(第三級)*

用以就第三級金融工具估值之特定估值技術包括貼現現金流量分析及資產淨值模式等技術。年內估值技術並無變動(二零一八年:相同)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(c) Fair value measurements using significant unobservable inputs (level 3) (Continued)

The following table presents the changes in level 3 financial instruments for the year ended 31 December 2019:

3 財務風險因素 (續)

3.3 公平值估計 (續)

(c) 使用重大不可觀察輸入數據之公平值計量(第三級)(續)

下表呈列截至二零一九年十二月三十一日止年度第三級金融工具之變動:

		Financial assets at fair value through profit or loss		Financial asset at fair value through other comprehensive income		Total
		按公平值計入損益之金融資產		按公平值計入其他全面收益之金融資產		
		– unlisted convertible preference shares – 非上市可換股優先股 HK\$'000 千港元	– unlisted investment fund – 非上市投資基金 HK\$'000 千港元	– unlisted equity security – 非上市股本證券 HK\$'000 千港元		HK\$'000 千港元
Balance at 1 January 2019	於二零一九年一月一日之結餘	141,872	129,869	895		272,636
Fair value losses on revaluation recognised in other comprehensive income	於其他全面收益確認之重估公平值虧損	-	-	(892)		(892)
Fair value gains/(losses) on revaluation recognised in the consolidated income statement	於綜合收益表確認之重估公平值收益/(虧損)	24,241	(2,026)	-		22,215
Distribution	分配	-	(3,202)	-		(3,202)
Exchange realignment	匯兌調整	-	(2,548)	(3)		(2,551)
Balance at 31 December 2019	於二零一九年十二月三十一日之結餘	166,113	122,093	-		288,206
Unrealised gains/(losses) recognised in the consolidated income statement attributable to balances held at the end of the reporting period	於報告期末持有結餘應佔之綜合收益表之已確認未變現收益/(虧損)	24,241	(2,026)	-		22,215

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(c) Fair value measurements using significant unobservable inputs (level 3) (Continued)

The following table presents the changes in level 3 financial instruments for the year ended 31 December 2018:

		Financial assets at fair value through profit or loss	Financial asset at fair value through other comprehensive income		
		按公平值計入損益之金融資產	按公平值計入其他全面收益之金融資產		
		– unlisted convertible preference shares – 非上市可換股優先股	– unlisted investment fund – 非上市投資基金	– unlisted equity security – 非上市股本證券	Total
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Balance at 1 January 2018	於二零一八年一月一日之結餘	93,485	162,849	15,536	271,870
Addition	添置	39,000	–	–	39,000
Fair value losses on revaluation recognised in other comprehensive income	於其他全面收益確認之重估公平值虧損	–	–	(14,384)	(14,384)
Fair value gains/(losses) on revaluation recognised in the consolidated income statement	於綜合收益表確認之重估公平值收益/(虧損)	9,387	(25,660)	–	(16,273)
Exchange realignment	匯兌調整	–	(7,320)	(257)	(7,577)
Balance at 31 December 2018	於二零一八年十二月三十一日之結餘	141,872	129,869	895	272,636
Unrealised gains/(losses) recognised in the consolidated income statement attributable to balances held at the end of the reporting period	於報告期末持有結餘應佔之綜合收益表之已確認未變現收益/(虧損)	9,387	(25,660)	–	(16,273)

3 財務風險因素 (續)

3.3 公平值估計 (續)

(c) 使用重大不可觀察輸入數據之公平值計量 (第三級) (續)

下表呈列截至二零一八年十二月三十一日止年度第三級金融工具之變動:

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(c) Fair value measurements using significant unobservable inputs (level 3) (Continued)

- (i) Financial asset at fair value through profit or loss – unlisted investment fund

The key unobservable assumptions used in the valuation of the unlisted investment fund as at 31 December 2019 and 2018 are:

Valuation techniques	Unobservable inputs	As at 31 December	
		2019	2018
Net asset value (Note i)	N/A	N/A	N/A

Note:

- (i) The Group has determined that the audited net asset value approximates fair value of the unlisted investment fund after applying a portfolio discount 10% (2018: 10%).
- (ii) Financial asset at fair value through profit or loss – unlisted convertible preference shares
The key unobservable assumptions used in the valuation of the unlisted convertible preference shares as at 31 December 2019 and 2018 are:

Valuation techniques	Unobservable inputs	As at 31 December	
		2019	2018
Discounted cash flow analysis	Pre-tax discount rate	16.0%	23.0%
	Compound annual growth rate	33.9%	36.2%
	Terminal growth rate	0.0%	0.0%

As at 31 December 2019, the pre-tax discount rate used to compute the fair value is 16.0% (2018: 23.0%). If the discount rate shifted upward by 1%, the impact on the consolidated income statement would be HK\$6,744,000 (2018: HK\$960,000) lower. The higher the pre-tax discount rate, the lower the fair value.

3 財務風險因素 (續)

3.3 公平值估計 (續)

(c) 使用重大不可觀察輸入數據之公平值計量 (第三級) (續)

- (i) 按公平值計入損益之金融資產 – 非上市投資基金

於二零一九年及二零一八年十二月三十一日，非上市投資基金之估值採用之主要不可觀察假設如下：

估值技術	不可觀察輸入數據	於十二月三十一日	
		二零一九年	二零一八年
資產淨值	不適用	不適用	不適用

附註：

- (i) 本集團確定，在應用投資組合折讓 10% (二零一八年：10%) 後，經審核資產淨值與非上市投資基金之公平值相若。
- (ii) 按公平值計入損益之金融資產 – 非上市可換股優先股
於二零一九年及二零一八年十二月三十一日，非上市可換股優先股之估值採用之主要不可觀察假設如下：

估值技術	不可觀察輸入數據	於十二月三十一日	
		二零一九年	二零一八年
貼現現金流量分析	稅前貼現率	16.0%	23.0%
	複合年增長率	33.9%	36.2%
	終端增長率	0.0%	0.0%

於二零一九年十二月三十一日，用作計算公平值之稅前貼現率為 16.0% (二零一八年：23.0%)。倘貼現率上調 1%，於綜合收益表將減少 6,744,000 港元 (二零一八年：960,000 港元)。稅前貼現率越高則公平值越低。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3 財務風險因素(續)

3.4 Financial instruments by category

3.4 按類別劃分之金融工具

		As at 31 December	
		於十二月三十一日	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Financial assets at FVPL	按公平值計入損益之金融資產	289,918	273,745
Financial asset at FVOCI	按公平值計入其他全面收益之金融資產	–	895
Financial assets at amortised cost	按攤銷成本計量之金融資產		
Other financial assets at amortised cost	按攤銷成本計量之其他金融資產	101,709	62,637
Amounts due from investments accounted for using the equity method	應收以權益法入賬之投資之款項	19,970	15,116
Loan receivables	應收貸款	385,128	536,295
Trade and bills receivables	應收賬款及應收票據	212,174	149,178
Short-term bank deposits	短期銀行存款	147	1,583
Cash and bank balances	現金及銀行結餘	4,384,102	2,681,475
Total	合計	5,393,148	3,720,924
Financial liabilities at amortised cost	按攤銷成本計量之金融負債		
Written put option liability	賣出認沽期權負債	683,908	–
Lease liabilities	租賃負債	59,310	–
Trade and bills payables	應付賬款及應付票據	439,287	251,043
Payables for payment processing solutions business	支付交易處理解決方案業務之應付款項	599,389	266,710
Other payables and accruals	其他應付款項及應計款項	903,508	1,182,518
Amounts due to investments accounted for using the equity method	應付以權益法入賬之投資之款項	21,226	114,190
Borrowing	借款	5,577	10,247
Total	合計	2,712,205	1,824,708

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements used in preparing the consolidated financial statements are evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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 may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Impairment of loan receivables

Impairment loss on loan receivables represent management's best estimate of losses incurred in the loan portfolio at the reporting date under ECL models. Management assesses whether the credit risk of loan receivables have increased significantly since their initial recognition and apply a three-stage impairment model to calculate their ECL. The Group is required to exercise judgement in making assumptions and estimates when calculating loan impairment loss, including any observable data indicating that there is a measurable decrease in the estimated future cash flows from loans portfolio and historical loss experience on the basis of the relevant observable data that reflects current economic conditions.

The measurement of the ECL involves significant management judgments and assumptions, primarily including the selection of appropriate models and determination of relevant key measurement parameters, criteria for determining whether or not there was a significant increase in credit risk or a default was incurred, economic indicators for forward-looking measurement, and the application of economic scenarios and weightings, management consideration due to significant uncertain factors not covered in the models and the estimated future cash flows in stage 3.

4 關鍵會計估計及判斷

用於編製綜合財務報表之估計及判斷，乃基於過往經驗及其他因素，包括預期日後在有關情況下相信合理出現之事件而作出。

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。有重大風險可能導致下一個財政年度對資產與負債之賬面值作出重大調整之估計及假設載列如下。

(a) 應收貸款減值

應收貸款之減值虧損指管理層根據預期信貸虧損模型對報告日期的貸款組合產生的虧損之最佳估計。管理層評估應收貸款之信貸風險自其初步確認起是否顯著增加，並應用三階段減值模型計算其預期信貸虧損。在計算貸款減值虧損（包括任何顯示貸款組合的估計未來現金流量出現可計量減少之可觀察數據以及反映當前經濟狀況的相關可觀察數據為基準的歷史虧損經驗）時，本集團須進行判斷，作出假設及估計。

預期信貸虧損之計量涉及重大管理層判斷及假設，主要包括選擇合適模型及釐定相關關鍵計量參數，釐定信貸風險是否大幅增加之標準，或已產生違約，前瞻性計量的經濟指標，及應用經濟境況及加權值、因模型中未涵蓋之重大不確定性因素導致之管理層考慮因素及第三階段之估計未來現金流量。

Notes to the Consolidated Financial Statements 綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(b) Fair values of the unlisted financial instruments at fair value through profit or loss

The fair values of the unlisted financial instruments at FVPL that are not traded in an active market are determined by using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at each of the balance sheet date. The Group has used discounted cash flow analysis and net asset value model for the unlisted financial instruments at FVPL that are not traded in active market (Note 3.3).

(c) Income taxes and deferred taxation

The Group is subject to income taxes in various jurisdictions. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations for which the ultimate determination is uncertain. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such difference will impact the income tax and deferred tax provision in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

4 關鍵會計估計及判斷(續)

(b) 按公平值計入損益之非上市金融工具公平值

並非在活躍市場交易之按公平值計入損益之非上市金融工具之公平值乃採用估值技術釐定。本集團運用判斷選擇多種方法，並作出主要基於各結算日當時市況的假設。本集團曾就計算並非在活躍市場交易之按公平值計入損益之非上市金融工具採用現金流量貼現法及資產淨值模式進行分析(附註3.3)。

(c) 所得稅及遞延稅項

本集團在不同司法管轄區均須繳納所得稅。釐定所得稅撥備時須作出重大判斷。眾多交易及計算之最終稅務釐定均充滿未知之數。倘該等事宜的最終稅務結果與原先記錄者有差異，則該等差異將影響作出釐定期間之所得稅及遞延稅項撥備。

有關若干臨時差異及稅項虧損的遞延稅項資產於管理層認為可取得未來應課稅溢利用作抵銷臨時差異或稅項虧損的情況下確認。其實際動用情況的結果可能有差異。

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綜合財務報表附註

5 REVENUE, OTHER INCOME AND OTHER GAINS/(LOSSES), NET

5 收入、其他收入及其他收益／（虧損）淨額

Revenue, other income and other gains/(losses), net recognised during the year are as follows:

於年內確認之收入、其他收入及其他收益／（虧損）淨額如下：

		For the year ended	
		31 December	
		截至十二月三十一日止年度	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Turnover	營業額		
Provision of payment processing solutions	提供支付交易處理解決方案	4,672,640	3,744,922
Sales of information security chips and solutions	銷售信息安全芯片及解決方案	290,010	291,567
Provision of platform operation solutions	提供平台運營解決方案	194,831	208,569
Provision of financial solutions	提供金融解決方案	302,223	311,549
Sales of electronic power meters and solutions	銷售電能計量產品及解決方案	116,277	105,347
		5,575,981	4,661,954
Other income	其他收入		
Interest income	利息收入	53,572	23,717
Subsidy income	補貼收入	58,843	16,423
Rental income	租金收入	3,312	2,419
Others	其他	1,115	1,335
		116,842	43,894
Other gains/(losses), net	其他收益／（虧損）淨額		
Fair values gains/(losses) on financial assets at FVPL	按公平值計入損益之金融資產之公平值收益／（虧損）		
– Unlisted convertible preference shares	– 非上市可換股優先股	24,241	9,387
– Unlisted investment fund	– 非上市投資基金	(2,026)	(25,660)
– Listed trading securities	– 上市買賣證券	(292)	(698)
Dividend income from a financial asset at FVPL	來自按公平值計入損益之金融資產之股息收入	117	49
		22,040	(16,922)

Notes to the Consolidated Financial Statements 綜合財務報表附註

6 SEGMENT INFORMATION

Management has determined the operating segments based on the internal reports reviewed by the Board of Directors that are used to make strategic decisions.

The Board of Directors considers the business of the Group from a product perspective.

The Group is organised into five main operating segments in these internal reports:

- (a) Payment processing solutions – principally engaged in provision of payment processing services, merchants recruiting, micro-lending business, credit assessment services and related products and solutions;
- (b) Information security chips and solutions – principally engaged in the provision of information system consultancy services, the sales of mag-strip card security decoder chips and related products and solutions;
- (c) Platform operation solutions – principally engaged in the provision of telecommunication and mobile payment platform operation services and operation value-added services;
- (d) Financial solutions – principally engaged in the provision of information system consultancy, integration and operation services and sales of information technology products to financial institutions and banks; and
- (e) Electronic power meters and solutions – principally engaged in the manufacturing and sales of electronic power meters, data collection terminals and related products and solutions.

The Board of Directors assesses the performance of the operating segments based on a measure of adjusted earnings/(losses) before interest expense, taxes, depreciation and amortisation (“EBITDA”) excluding write off of property, plant and equipment, fair values gains/(losses) on financial assets at FVPL and employees’ incentive programmes of subsidiaries.

6 分類資料

管理層根據董事會審閱以作出策略決定之內部報告而釐定經營分類。

董事會從產品角度考慮本集團業務。

本集團之內部報告分為五個主要經營分類：

- (a) 支付交易處理解決方案—主要從事提供支付交易處理服務、商戶招攬、小額貸款業務、信貸評估服務以及相關產品及解決方案；
- (b) 信息安全芯片及解決方案—主要從事提供資訊系統諮詢服務以及銷售磁條卡加密解碼芯片以及相關產品及解決方案；
- (c) 平台運營解決方案—主要從事提供電訊及移動支付平台運營服務及運營增值服務；
- (d) 金融解決方案—主要從事向金融機構及銀行提供資訊系統諮詢、集成與運營服務及銷售資訊科技產品；及
- (e) 電能計量產品及解決方案—主要從事生產及銷售電能計量產品、數據收集終端及相關產品及解決方案。

董事會按扣除利息支出、稅項、折舊及攤銷前經調整盈利／(虧損)（「EBITDA」）（不包括撇銷物業、廠房及設備、按公平值計入損益之金融資產之公平值收益／(虧損)及附屬公司之僱員獎勵計劃）指標評估經營分類之表現。

Notes to the Consolidated Financial Statements

綜合財務報表附註

6 SEGMENT INFORMATION (Continued)

6 分類資料 (續)

An analysis of the Group's revenue and results for the year by operating segment is as follows:

本集團年內之收入及業績按經營分類分析如下：

		Payment processing solutions 支付交易處理解決方案 HK\$'000 千港元	Information security chips and solutions 信息安全 安全芯片及解決方案 HK\$'000 千港元	Platform operation solutions 平台運營解決方案 HK\$'000 千港元	Financial solutions 金融解決方案 HK\$'000 千港元	Electronic power meters and solutions 電能計量產品及解決方案 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total Group 集團合計 HK\$'000 千港元
Year ended 31 December 2019	截至二零一九年十二月三十一日止年度							
Segment turnover	分類營業額	4,672,640	290,010	196,302	302,223	116,277	-	5,577,452
Inter-segment turnover	分類間營業額	-	-	(1,471)	-	-	-	(1,471)
Turnover from external customers	來自外部客戶之營業額	4,672,640	290,010	194,831	302,223	116,277	-	5,575,981
Segmental EBITDA (excluding write off of property, plant and equipment, fair values gains on financial assets at FVPL and employees' incentive programme of a subsidiary)	分類EBITDA (不包括撇銷物業、廠房及設備、按公平值計入損益之金融資產之公平值收益及一間附屬公司之僱員獎勵計劃)	1,160,533	29,639	(11,672)	(6,081)	(12,232)	(11,461)	1,148,726
Depreciation	折舊	(369,366)	(2,434)	(5,377)	(3,525)	(2,893)	(1,239)	(384,834)
Amortisation	攤銷	-	-	(36)	-	(76)	-	(112)
Write off of property, plant and equipment	撇銷物業、廠房及設備	(94,701)	-	-	-	-	-	(94,701)
Fair values gains on financial assets at FVPL	按公平值計入損益之金融資產之公平值收益	-	-	22,215	-	-	-	22,215
Employees' incentive programme of a subsidiary	一間附屬公司之僱員獎勵計劃	-	(30,303)	-	-	-	-	(30,303)
Segmental operating profit/(loss)	分類經營溢利/(虧損)	696,466	(3,098)	5,130	(9,606)	(15,201)	(12,700)	660,991
Unallocated other income	未分配其他收入							8,624
Unallocated corporate expenses	未分配企業開支							(91,442)
Finance costs	融資成本							(10,245)
Share of results of investments accounted for using the equity method	應佔以權益法入賬之投資之業績							208,695
Profit before income tax	除所得稅前溢利							776,623
Income tax expense	所得稅開支							(93,656)
Profit for the year	年內溢利							682,967

Notes to the Consolidated Financial Statements 綜合財務報表附註

6 SEGMENT INFORMATION (Continued)

6 分類資料(續)

		Payment processing solutions 支付交易處理解決方案 HK\$'000 千港元	Information security chips and solutions 信息安全 安全芯片及解決方案 HK\$'000 千港元	Platform operation solutions 平台運營解決方案 HK\$'000 千港元	Financial solutions 金融解決方案 HK\$'000 千港元	Electronic power meters and solutions 電能計量產品及解決方案 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total Group 集團合計 HK\$'000 千港元
Year ended 31 December 2018	截至二零一八年十二月三十一日止年度							
Segment turnover	分類營業額	3,744,922	291,567	209,636	311,549	105,347	-	4,663,021
Inter-segment turnover	分類間營業額	-	-	(1,067)	-	-	-	(1,067)
Turnover from external customers	來自外部客戶之營業額	3,744,922	291,567	208,569	311,549	105,347	-	4,661,954
Segmental EBITDA (excluding fair values losses on financial assets at FVPL and employees' incentive programmes of subsidiaries)	分類EBITDA (不包括按公平值計入損益之金融資產之公平值虧損及附屬公司之僱員獎勵計劃)	884,448	26,475	(24,148)	12,054	(23,920)	(12,262)	862,647
Depreciation	折舊	(292,147)	(629)	(2,131)	(278)	(2,214)	(97)	(297,496)
Amortisation	攤銷	-	-	(144)	-	(290)	-	(434)
Fair values losses on financial assets at FVPL	按公平值計入損益之金融資產之公平值虧損	-	-	(16,273)	-	-	-	(16,273)
Employees' incentive programmes of subsidiaries	附屬公司之僱員獎勵計劃	(195,300)	(6,147)	-	-	-	-	(201,447)
Segmental operating profit/(loss)	分類經營溢利/(虧損)	397,001	19,699	(42,696)	11,776	(26,424)	(12,359)	346,997
Unallocated other income	未分配其他收入							5,145
Unallocated corporate expenses	未分配企業開支							(93,641)
Finance costs	融資成本							(89)
Share of result of an investment accounted for using the equity method	應佔以權益法入賬之一項投資之業績							171,753
Profit before income tax	除所得稅前溢利							430,165
Income tax expense	所得稅開支							(92,875)
Profit for the year	年內溢利							337,290

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綜合財務報表附註

6 SEGMENT INFORMATION (Continued)

Unallocated corporate expenses represent costs that are used for all segments, including depreciation of property, plant and equipment of HK\$1,168,000 (2018: HK\$1,981,000), depreciation of investment properties of HK\$197,000 (2018: HK\$198,000) and depreciation of right-of-use assets of HK\$5,506,000 (2018: amortisation of leasehold land of HK\$760,000), respectively.

The segment assets and liabilities as at 31 December 2019 and additions to non-current assets for the year ended 31 December 2019 are as follows:

6 分類資料 (續)

未分配企業開支指用於所有分類之成本，分別包括物業、廠房及設備折舊1,168,000港元（二零一八年：1,981,000港元）、投資物業折舊197,000港元（二零一八年：198,000港元）及使用權資產折舊5,506,000港元（二零一八年：租賃土地攤銷760,000港元）。

於二零一九年十二月三十一日之分類資產與負債及截至二零一九年十二月三十一日止年度非流動資產之添置如下：

		Payment processing solutions 支付 交易處理 解決方案 HK\$'000 千港元	Information security chips and solutions 信息 安全芯片及 解決方案 HK\$'000 千港元	Platform operation solutions 平台運營 解決方案 HK\$'000 千港元	Financial solutions 金融 解決方案 HK\$'000 千港元	Electronic power meters and solutions 電能計量 產品及 解決方案 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Elimination 抵銷 HK\$'000 千港元	Total Group 集團合計 HK\$'000 千港元
As at 31 December 2019	於二零一九年 十二月三十一日									
Segment assets	分類資產	4,233,447	334,768	620,759	325,571	213,800	98,513	3,333,286	(1,011,076)	8,149,068
Segment liabilities	分類負債	(2,600,467)	(201,880)	(307,764)	(335,316)	(153,417)	(159,190)	(123,598)	1,011,076	(2,870,556)
Year ended 31 December 2019	截至二零一九年 十二月三十一日止年度									
Additions to non-current assets (excluding deferred income tax assets, investments accounted for using the equity method, financial asset at FVOCI, other financial assets at amortised cost, loan receivables and financial assets at FVPL)	非流動資產之添置（不包括遞延所得稅資產、以權益法入賬之投資、按公平值計入其他全面收益之金融資產、按攤銷成本計量之其他金融資產、應收貸款及按公平值計入損益之金融資產）	141,396	1,863	5,634	7,327	669	326	9,156	-	166,371

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綜合財務報表附註

6 SEGMENT INFORMATION (Continued)

The segment assets and liabilities as at 31 December 2018 and additions to non-current assets for the year ended 31 December 2018 are as follows:

		Payment processing solutions 支付交易處理解決方案 HK\$'000 千港元	Information security chips and solutions 信息安全芯片及解決方案 HK\$'000 千港元	Platform operation solutions 平台運營解決方案 HK\$'000 千港元	Financial solutions 金融解決方案 HK\$'000 千港元	Electronic power meters and solutions 電能計量產品及解決方案 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Elimination 抵銷 HK\$'000 千港元	Total Group 集團合計 HK\$'000 千港元
As at 31 December 2018	於二零一八年十二月三十一日									
Segment assets	分類資產	2,848,317	248,240	637,276	339,802	249,455	102,338	3,169,150	(962,061)	6,632,517
Segment liabilities	分類負債	(1,768,738)	(193,738)	(318,483)	(321,434)	(175,311)	(158,290)	(87,309)	962,061	(2,061,242)
Year ended 31 December 2018	截至二零一八年十二月三十一日止年度									
Additions to non-current assets (excluding deferred income tax assets, investments accounted for using the equity method, financial asset at FVOCI, other financial assets at amortised cost, loan receivables and financial assets at FVPL)	非流動資產之添置(不包括遞延所得稅資產、以權益法入賬之投資、按公平值計入其他全面收益之金融資產、按攤銷成本計量之其他金融資產、應收貸款及按公平值計入損益之金融資產)	537,266	2,612	1,647	161	296	6	1,311	-	543,299

Unallocated assets mainly include an investment accounted for using the equity method of HK\$2,103,541,000 (2018: HK\$1,927,772,000) and cash and bank balances of HK\$514,267,000 (2018: HK\$561,845,000).

During the year, additions to non-current assets mainly comprise additions to property, plant and equipment, right-of-use assets and intangible assets (2018: property, plant and equipment and intangible assets).

Information provided to the Board of Directors is measured in a manner consistent with that of the consolidated financial statements. These assets and liabilities are allocated based on the operations of the segment.

Sales between segments are carried out at normal commercial terms. The revenue from external parties reported to the Board of Directors is measured in a manner consistent with that in the consolidated income statement.

6 分類資料(續)

於二零一八年十二月三十一日之分類資產與負債及截至二零一八年十二月三十一日止年度非流動資產之添置如下：

未分配資產主要包括以權益法入賬之投資2,103,541,000港元(二零一八年:1,927,772,000港元)以及現金及銀行結餘514,267,000港元(二零一八年:561,845,000港元)。

年內,非流動資產之添置主要包括對物業、廠房及設備、使用權資產及無形資產之添置(二零一八年:物業、廠房及設備及無形資產)。

向董事會提供之資料採用與綜合財務報表一致之方法計量。該等資產與負債按分類之業務分配。

分類間之銷售按一般商業條款進行。向董事會匯報自外部客戶之收入採用與綜合收益表一致之方法計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

6 SEGMENT INFORMATION (Continued)

The Group is principally domiciled in Mainland China and Hong Kong (2018: same). The Group's turnover by geographical locations, which is determined by the locations in which the turnover are generated from, is as follows:

		For the year ended 31 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
Mainland China	中國大陸	5,490,078	4,556,117
Hong Kong	香港	85,903	105,837
		5,575,981	4,661,954

The Group's non-current assets (excluding other financial assets at amortised cost, loan receivables, deferred income tax assets, investments accounted for using the equity method, financial asset at FVOCI and financial assets at FVPL) and current assets by geographical locations, which is determined by the geographical locations in which the asset is located, is as follows:

		As at 31 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
Non-current assets	非流動資產		
Mainland China	中國大陸	467,570	747,475
Hong Kong	香港	8,830	1,667
		476,400	749,142
Current assets	流動資產		
Mainland China	中國大陸	3,846,630	2,880,301
Hong Kong	香港	1,425,453	783,310
Others	其他	2,609	2,654
		5,274,692	3,666,265

6 分類資料(續)

本集團主要所在於中國大陸及香港(二零一八年:相同)。本集團按地區劃分之營業額(按該營業額產生之地區釐定)載列如下:

		For the year ended 31 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
Mainland China	中國大陸	5,490,078	4,556,117
Hong Kong	香港	85,903	105,837
		5,575,981	4,661,954

本集團按地區劃分之非流動資產(不包括按攤銷成本計量之其他金融資產、應收貸款、遞延所得稅資產、以權益法入賬之投資、按公平值計入其他全面收益之金融資產及按公平值計入損益之金融資產)及流動資產(按相關資產所在地釐定)載列如下:

		As at 31 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
Non-current assets	非流動資產		
Mainland China	中國大陸	467,570	747,475
Hong Kong	香港	8,830	1,667
		476,400	749,142
Current assets	流動資產		
Mainland China	中國大陸	3,846,630	2,880,301
Hong Kong	香港	1,425,453	783,310
Others	其他	2,609	2,654
		5,274,692	3,666,265

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 EXPENSES BY NATURE

Expenses included in cost of sales, selling expenses, administrative expenses and credit impairment loss are analysed as follows:

7 以性質區分之開支

於銷售成本、銷售開支、行政費用及信貸減值虧損計入之開支分析如下：

		For the year ended 31 December	
		截至十二月三十一日止年度	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Auditor's remuneration	核數師酬金		
– audit and audit related services	– 核數及核數相關服務	4,292	3,832
– non-audit services	– 非核數服務	2,023	248
Commission paid to merchant recruitment agents	向招攬商戶代理支付的佣金	3,022,429	2,232,045
Depreciation of property, plant and equipment (Note 15)	物業、廠房及設備折舊(附註15)	362,116	299,477
Depreciation of right-of-use assets (Note 16)	使用權資產折舊(附註16)	29,392	–
Depreciation of investment properties (Note 14)	投資物業折舊(附註14)	197	198
Amortisation of leasehold land (Note 17)	租賃土地攤銷(附註17)	–	986
Amortisation of intangible assets (Note 18)	無形資產攤銷(附註18)	112	208
Employee benefit expense (excluding employees' incentive programmes of subsidiaries, including directors' emoluments) (Note 9)	僱員福利支出(不包括附屬公司之僱員獎勵計劃, 包括董事酬金)(附註9)	759,877	697,934
Costs of inventories sold (including provision for inventories) (Note 24)	售出存貨成本(包括存貨撥備)(附註24)	298,288	298,082
Operating lease rentals in respect of land and buildings	土地及樓宇之經營租賃租金	15,494	37,144
Research and development costs (including staff cost)	研究及開發成本(包括員工成本)	283,822	322,752
Credit impairment loss	信貸減值虧損		
– trade and bills receivables (Note 25)	– 應收賬款及應收票據(附註25)	4,676	5,125
– loan receivables (Note 21)	– 應收貸款(附註21)	44,124	34,829
Gain on disposals of property, plant and equipment (Note 36(b))	出售物業、廠房及設備之收益(附註36(b))	(50)	(45)
Write off of property, plant and equipment (Note 15)	撇銷物業、廠房及設備(附註15)	94,701	–
Provision for inventories (Note 24)	存貨撥備(附註24)	5,539	1,253

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綜合財務報表附註

8 NET FOREIGN EXCHANGE LOSS

The net foreign exchange loss recognised in administrative expenses for the year ended 31 December 2019 amounted to HK\$2,681,000 (2018: HK\$13,788,000).

8 外匯虧損淨額

截至二零一九年十二月三十一日止年度，於行政費用確認之外匯虧損淨額為2,681,000港元（二零一八年：13,788,000港元）。

9 EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS)

9 僱員福利開支（包括董事酬金）

		For the year ended 31 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
Wages and salaries	工資及薪金	632,933	597,007
Pension costs and social security costs	退休金成本及社會保障成本	126,944	100,927
		759,877	697,934
Employees' incentive programmes of subsidiaries (Note 30)	附屬公司之僱員獎勵計劃 (附註30)	30,303	201,447

Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year ended 31 December 2019 included four (2018: two) directors whose emoluments are reflected in the analysis shown in Note 41. The emoluments payable to the remaining one (2018: three) individuals during the year are as follows:

五名最高薪人士

本集團截至二零一九年十二月三十一日止年度五名最高薪人士包括四名（二零一八年：兩名）董事。彼等之酬金已在附註41分析中反映。本年度應付餘下一名（二零一八年：三名）人士之酬金如下：

		For the year ended 31 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
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,815	9,320
Pension cost – defined contribution plan	退休金成本 – 定額供款計劃	136	443
		1,951	9,763
Employees' incentive programmes of subsidiaries	附屬公司之僱員獎勵計劃	13,642	195,300
		15,593	205,063

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綜合財務報表附註

9 EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)

9 僱員福利開支(包括董事酬金)(續)

Five highest paid individuals (Continued)

The emoluments fall within the following bands:

五名最高薪人士(續)

酬金介乎下列組別:

		Number of individuals 人數	
		For the year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年	2018 二零一八年
HK\$15,500,001 – HK\$16,000,000	15,500,001港元 – 16,000,000港元	1	–
HK\$51,500,001 – HK\$52,000,000	51,500,001港元 – 52,000,000港元	–	1
HK\$52,000,001 – HK\$52,500,000	52,000,001港元 – 52,500,000港元	–	1
HK\$101,000,001 – HK\$101,500,000	101,000,001港元 – 101,500,000港元	–	1

10 FINANCE COSTS

10 融資成本

		For the year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
Finance costs	融資成本		
– Borrowing	– 借款	127	89
– Lease liabilities	– 租賃負債	2,704	–
– Written put option liability	– 賣出認沽期權負債	7,414	–
		10,245	89

Notes to the Consolidated Financial Statements

綜合財務報表附註

11 INCOME TAX EXPENSE

11 所得稅開支

		For the year ended 31 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
Current tax	現時稅項		
– Hong Kong profits tax	– 香港利得稅	–	–
– Overseas taxation	– 海外稅項	93,354	92,925
Deferred tax	遞延稅項	302	(50)
Income tax expense		93,656	92,875

Hong Kong profits tax has been provided at the rate of 16.5% (2018: same) on the estimated assessable profit for the year. Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

Subsidiaries in the PRC are subject to corporate income tax (“CIT”) in accordance with the PRC CIT Law. According to the PRC CIT Law and the relevant regulations, the CIT tax rate applicable is 25% unless preferential rates are applicable in the cities where the subsidiaries are located.

If a subsidiary is subject to CIT and qualified as High and New Technology Enterprise (“HNTE”), the applicable CIT tax rate is 15%. If a subsidiary is subject to CIT and qualified as Software and Integrated Circuit Enterprise (“SICE”), the applicable CIT tax rate is 0% for the first two years of being qualified and 12.5% for the next three years. If a subsidiary is subject to CIT and qualified as Key Software Enterprise (“KSE”), the applicable CIT tax rate is 10%.

香港利得稅為以年內估計應課稅溢利按稅率16.5% (二零一八年: 相同) 計算。海外溢利稅項則以年內估計應課稅溢利, 按本集團營運所在國家當時之稅率計算。

中國附屬公司須遵守中國企業所得稅法繳納企業所得稅(「企業所得稅」)。根據中國企業所得稅法及相關法規, 除非優惠稅率適用於附屬公司所在城市, 否則企業所得稅適用稅率為25%。

倘一間附屬公司須繳納企業所得稅及合資格成為高新技術企業(「高新技術企業」), 則適用企業所得稅稅率為15%。倘一間附屬公司須繳納企業所得稅及合資格成為軟件及集成電路企業(「軟件及集成電路企業」), 則規定首兩年適用企業所得稅稅率為0%, 隨後三年稅率為12.5%。倘一間附屬公司須繳納企業所得稅及合資格成為重點軟件企業(「重點軟件企業」), 則適用企業所得稅稅率為10%。

Notes to the Consolidated Financial Statements

綜合財務報表附註

11 INCOME TAX EXPENSE (Continued)

11 所得稅開支(續)

Applicable corporate income tax rates of principal subsidiaries

主要附屬公司之適用企業所得稅稅率

Subsidiaries	附屬公司	Applicable corporate income tax rate 適用企業所得稅稅率 For the year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年	2018 二零一八年
Beijing Hi Sun Advanced Business Solutions Information Technology Limited ("ABS") (Note i)	北京高陽金信信息技術有限公司 (「高陽金信信息」) (附註i)	15%	15%
Hangzhou PAX Electronic Technology Limited ("Hangzhou Electronic Technology") (Note ii)	杭州百富電子技術有限公司 (「杭州電子技術」) (附註ii)	15%	15%
隨行付支付有限公司 ("VBill OPCO") (Note iii)	隨行付支付有限公司(「隨行付」) (附註iii)	15%	15%
北京銀企融合技術開發有限公司 ("Beijing Bank and Enterprise") (Note iv)	北京銀企融合技術開發有限公司 (「北京銀企」) (附註iv)	10%	15%
隨行付(北京)金融信息服務有限公司 ("VBill Finance") (Note v)	隨行付(北京)金融信息服務 有限公司(「隨行付金融」) (附註v)	15%	15%
北京隨信雲鏈科技有限公司 ("Beijing Cloud Chain") (Note vi)	北京隨信雲鏈科技有限公司 (「北京雲鏈」) (附註vi)	15%	25%
Mega Hunt Microelectronics (Beijing) Company Limited ("Megahunt Microelectronics") (Note vii)	兆訊恒達微電子技術(北京) 有限公司(「兆訊恒達微電子」) (附註vii)	12.5%	12.5%
Hunan Hisun Mobile Pay IT Limited ("HN Mobile Pay") (Note viii)	湖南高陽通聯信息技術有限公司 (「湖南高陽通聯」) (附註viii)	15%	15%

Notes:

附註:

- | | |
|--|--|
| (i) ABS was renewed as HNTE in 2018. | (i) 高陽金信信息於二零一八年續新為高新技術企業。 |
| (ii) Hangzhou Electronic Technology was renewed as HNTE in 2018. | (ii) 杭州電子技術於二零一八年續新為高新技術企業。 |
| (iii) VBill OPCO was renewed as HNTE in 2017. | (iii) 隨行付於二零一七年續新為高新技術企業。 |
| (iv) Beijing Bank and Enterprise was qualified as HNTE in 2016 and qualified as KSE in 2019. | (iv) 北京銀企於二零一六年合資格為高新技術企業及於二零一九年合資格成為重點軟件企業。 |
| (v) VBill Finance was qualified as HNTE in 2018. | (v) 隨行付金融於二零一八年合資格為高新技術企業。 |
| (vi) Beijing Cloud Chain was qualified as HNTE in 2019. | (vi) 北京雲鏈於二零一九年合資格為高新技術企業。 |
| (vii) Megahunt Microelectronics was qualified as SICE in 2015. | (vii) 兆訊恒達微電子於二零一五年合資格成為軟件及集成電路企業。 |
| (viii) HN Mobile Pay was renewed as HNTE in 2017. | (viii) 湖南高陽通聯於二零一七年續新為高新技術企業。 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

11 INCOME TAX EXPENSE (Continued)

The taxation on the Group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities in the respective jurisdictions as follows:

		For the year ended 31 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
Profit before income tax	除所得稅前溢利	776,623	430,165
Tax calculated at domestic tax rates applicable to profit in the respective countries	按於各個國家產生溢利之適用當地稅率計算之稅項	87,975	40,529
Tax effects of:	稅務影響：		
Income not subject to taxation	毋須課稅收入	(50,087)	(48,382)
Expenses not deductible for tax purposes	就課稅而言不可扣稅之開支	32,998	72,956
Utilisation of previously unrecognised tax losses	動用過往未確認之稅項虧損	(1,177)	(4,758)
Tax losses for which no deferred income tax was recognised	並無遞延所得稅獲確認之稅項虧損	23,947	32,530
Income tax expense	所得稅開支	93,656	92,875

The weighted average applicable tax rate was 11.3% for the year ended 31 December 2019 (2018: 9.4%). The change is caused by a change in the profitability mix of the Group's subsidiaries in the respective countries.

本集團除所得稅前溢利之稅項與各司法權區採用適用於綜合實體溢利之加權平均稅率所計算理論稅額之差額如下：

截至二零一九年十二月三十一日止年度，加權平均適用稅率為11.3%（二零一八年：9.4%）。變動原因乃本集團之附屬公司於相關國家之盈利能力組合出現變動所致。

12 DIVIDENDS

No dividend has been paid or declared by the Company for the year ended 31 December 2019 (2018: Nil).

12 股息

截至二零一九年十二月三十一日止年度，本公司並無支付或宣派任何股息（二零一八年：無）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

13 EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the year.

		For the year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年	2018 二零一八年
Profit attributable to the owners of the Company (HK\$'000)	本公司擁有人應佔溢利 (千港元)	569,111	278,175
Weighted average number of ordinary shares in issue (thousands shares)	已發行普通股加權平均數 (千股)	2,776,834	2,776,834
Basic earnings per share attributable to the owners of the Company (HK\$ per share)	本公司擁有人應佔每股 基本盈利(每股港元)	0.205	0.100

(b) Diluted

Diluted earnings per share is calculated by adjusting the net profit and the weighted average number of ordinary shares outstanding to assume conversion of all potentially dilutive shares.

For the year ended 31 December 2019, the Group has five categories (2018: same) of potentially dilutive shares: share options issued by an associated company – PAX Global Technology Limited (“PAX Global”), share options and convertible preference shares issued by an associated company – Cloopen Group Holding Limited (“Cloopen”) and share options issued by subsidiaries – VBill OPCO and Megahunt Microelectronics (2018: same).

13 每股盈利

(a) 基本

每股基本盈利乃按本公司擁有人應佔溢利除以年內已發行普通股加權平均數計算。

For the year ended
31 December
截至十二月三十一日止年度

2019
二零一九年

2018
二零一八年

		For the year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年	2018 二零一八年
Profit attributable to the owners of the Company (HK\$'000)	本公司擁有人應佔溢利 (千港元)	569,111	278,175
Weighted average number of ordinary shares in issue (thousands shares)	已發行普通股加權平均數 (千股)	2,776,834	2,776,834
Basic earnings per share attributable to the owners of the Company (HK\$ per share)	本公司擁有人應佔每股 基本盈利(每股港元)	0.205	0.100

(b) 攤薄

每股攤薄盈利乃按轉換所有潛在攤薄股份之假設而調整純利及發行在外普通股加權平均數計算。

截至二零一九年十二月三十一日止年度，本集團有五類(二零一八年：相同)具潛在攤薄效應之股份：一間聯營公司—百富環球科技有限公司(「百富環球」)發行之購股權、一間聯營公司—Cloopen Group Holding Limited(「Cloopen」)發行之購股權及可換股優先股及附屬公司—隨行付及兆訊恒達微電子發行之購股權(二零一八年：相同)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

13 EARNINGS PER SHARE (Continued)

(b) Diluted (Continued)

For the year ended 31 December 2019 and 2018, the calculation of diluted earnings per share does not assume the exercise of the share options of PAX Global as they would have an anti-dilutive impact to the basic earnings per share.

For share options and convertible preference shares issued by Cloopen, as at 31 December 2019, the carrying amount of the interest in Cloopen was zero (2018: same). As at 31 December 2019, the Group's share of loss exceeded its interest in the ordinary shares of Cloopen, the exercise of the abovementioned share options and convertible preference shares would not have any impact on the diluted earnings per share (2018: same).

For the year ended 31 December 2019, the exercise of the outstanding share options in VBill OPCO (2018: VBill OPCO and Megahunt Microelectronics) would have a dilutive effect. The exercise of the share options in VBill OPCO (2018: VBill OPCO and Megahunt Microelectronics) would be dilutive if the net profit attributable to the owners of the Company will decrease. A calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual fair value of the subsidiaries' shares) based on the monetary value of the subscription rights attached to outstanding share options of VBill OPCO (2018: VBill OPCO and Megahunt Microelectronics). The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options of VBill OPCO (2018: VBill OPCO and Megahunt Microelectronics).

For the year ended 31 December 2019, the calculation of diluted earnings per share does not assume the exercise of the share options of Megahunt Microelectronics as they would have an anti-dilutive impact to the basic earnings per share.

13 每股盈利 (續)

(b) 攤薄 (續)

截至二零一九年及二零一八年十二月三十一日止年度，每股攤薄盈利乃根據假設百富環球之購股權未獲行使而計算，原因為其將會對每股基本盈利產生反攤薄影響。

就Cloopen發行之購股權及可換股優先股而言，於二零一九年十二月三十一日，於Cloopen之權益賬面值為零（二零一八年：相同）。於二零一九年十二月三十一日，本集團應佔虧損超過其於Cloopen普通股之權益，故行使上述購股權及可換股優先股將不會對每股攤薄盈利造成任何影響（二零一八年：相同）。

截至二零一九年十二月三十一日止年度，行使隨行付（二零一八年：隨行付及兆訊恒達微電子）之未行使購股權可能具有攤薄影響。倘本公司擁有人應佔溢利淨額減少，則行使隨行付（二零一八年：隨行付及兆訊恒達微電子）之購股權將具有攤薄影響。釐定可按公平值收購之股份數目（按附屬公司股份之平均年度公平值釐定）乃根據隨行付（二零一八年：隨行付及兆訊恒達微電子）之未行使購股權所附之認購權貨幣價值計算。上文所計算之股份數目乃與假設隨行付（二零一八年：隨行付及兆訊恒達微電子）之購股權獲行使之已發行股份數目作比較。

截至二零一九年十二月三十一日止年度，每股攤薄盈利乃根據假設兆訊恒達微電子之購股權未獲行使而計算，原因為其將會對每股基本盈利產生反攤薄影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

13 EARNINGS PER SHARE (Continued)

(b) Diluted (Continued)

		For the year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年	2018 二零一八年
Profit attributable to the owners of the Company (HK\$'000)	本公司擁有人應佔溢利(千港元)	569,111	278,175
Assuming exercise of all outstanding dilutive share options issued by VBill OPCO (2018: VBill OPCO and Megahunt Microelectronics) (HK\$'000)	假設隨行付(二零一八年: 隨行付及兆訊恒達微電子)發行之所有尚未行使攤薄購股權獲行使(千港元)		
– Decrease in profit attributable to the owners of the Company	– 本公司擁有人應佔溢利減少	(41,810)	(13,728)
Adjusted profit attributable to the owners of the Company used to determine diluted earnings per share (HK\$'000)	用以釐定每股攤薄溢利之本公司擁有人應佔經調整溢利(千港元)	527,301	264,447
Weighted average number of ordinary shares for diluted earnings per share (thousands shares)	每股攤薄溢利之普通股加權平均數(千股)	2,776,834	2,776,834
Diluted earnings per share attributable to the owners of the Company (HK\$ per share)	本公司擁有人應佔每股攤薄溢利(每股港元)	0.190	0.095

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 INVESTMENT PROPERTIES

14 投資物業

		Buildings 樓宇 HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	
Cost	成本	4,256
Accumulated depreciation	累計折舊	(2,350)
Net book amount	賬面淨值	1,906
Fair value (Note)	公平值(附註)	11,989
Year ended 31 December 2018	截至二零一八年十二月三十一日止年度	
Opening net book value	年初賬面淨值	1,906
Transfer to property, plant and equipment (Note 15)	轉至物業、廠房及設備(附註15)	(133)
Depreciation	折舊	(198)
Closing net book value	年終賬面淨值	1,575
At 31 December 2018	於二零一八年十二月三十一日	
Cost	成本	3,960
Accumulated depreciation	累計折舊	(2,385)
Net book amount	賬面淨值	1,575
Fair value (Note)	公平值(附註)	10,343
Year ended 31 December 2019	截至二零一九年十二月三十一日止年度	
Opening net book value	年初賬面淨值	1,575
Depreciation	折舊	(197)
Closing net book value	年終賬面淨值	1,378
At 31 December 2019	於二零一九年十二月三十一日	
Cost	成本	3,960
Accumulated depreciation	累計折舊	(2,582)
Net book amount	賬面淨值	1,378
Fair value (Note)	公平值(附註)	10,878

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 INVESTMENT PROPERTIES (Continued)

Note:

Fair value measurements using significant other observable inputs (level 2)

The investment properties located at Level 15 to 17, Yindu Building, No. 67 Fu Cheng Road, Haidian District, Beijing City, PRC (北京市海澱區阜成路67號銀都大廈15-17樓). The fair value as at 31 December 2019 was assessed by the independent and professionally qualified valuer, Asset Appraisal Limited.

The valuation was determined using the direct comparison approach. Sales prices of comparable properties in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square foot.

At 31 December 2019, the Group had no unprovided contractual obligations for future repairs and maintenance (2018: same).

All depreciation expense during the year has been charged to administrative expenses (2018: same).

The following amounts have been recognised in the consolidated income statement:

Rental income	租金收入		
Direct operating expenses arising from investment property that generated rental income	帶有租金收入之投資物業所產生之直接經營開支		

There were no direct operating expenses arising from investment property that did not generate rental income during the year (2018: same).

The period of leases whereby the Group leases out its investment properties under operating leases ranged from 1 to 2 years (2018: same).

14 投資物業(續)

附註:

以其他重大可觀察輸入數據作為公平值計量(第二級)

投資物業位於中國北京市海澱區阜成路67號銀都大廈15-17樓。於二零一九年十二月三十一日之公平值由獨立專業合資格估值師中誠達資產評估顧問有限公司評定。

估值乃採用直接比較法釐定。於鄰近地區可比較物業之銷售價格會就主要屬性(例如物業面積)之差異作出調整。此估值方法之最重大輸入值為每平方呎價格。

於二零一九年十二月三十一日,本集團概無有關日後維修及保養而未作撥備之合約責任(二零一八年:相同)。

年內所有折舊開支已計入行政費用(二零一八年:相同)。

以下金額已於綜合收益表內確認:

For the year ended	
31 December	
截至十二月三十一日止年度	
2019	2018
二零一九年	二零一八年
HK\$'000	HK\$'000
千港元	千港元

3,312

2,419

(619)

(417)

年內,不帶有租金收入之投資物業並無產生任何直接經營開支(二零一八年:相同)。

本集團根據經營租賃租出其投資物業之租期介乎1至2年(二零一八年:相同)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 INVESTMENT PROPERTIES (Continued)

The investment properties are leased to tenants under operating leases with rentals payable monthly. There are no other variable lease payments that depend on an index or rate.

Although the Group is exposed to changes in the residual value at the end of the current leases, the Group typically enters into new operating leases and therefore will not immediately realise any reduction in residual value at the end of these leases. Expectations about the future residual values are reflected in the fair value of the properties.

At 31 December 2018 and 2019, the future aggregate minimum rentals receivables under non-cancellable operating leases are as follows:

14 投資物業 (續)

投資物業按經營租賃租予租戶，每月支付租金。並無其他取決於指數或利率的可變租賃付款。

儘管本集團在當前租期末面臨殘值變動的風險，但本集團通常會訂立新經營租賃，因此於該等租期末將不會立即實現殘值減少。對未來殘值的期望反映於物業的公平值中。

於二零一八年及二零一九年十二月三十一日，根據不可撤銷經營租賃之未來最低應收租金總額如下：

		As at 31 December	
		於十二月三十一日	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Not later than 1 year	不超過1年	4,672	433
Later than 1 year and not later than 5 years	超過1年但不超過5年	20	-
		4,692	433

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 PROPERTY, PLANT AND EQUIPMENT

15 物業、廠房及設備

		Buildings	Leasehold improvements	Office furniture and equipment	Plant and equipment	Motor vehicles	Total
		樓宇	物業裝修	家具及設備	廠房及設備	汽車	合計
		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
At 1 January 2018	於二零一八年一月一日						
Cost	成本	40,587	26,860	139,520	797,705	32,274	1,036,946
Accumulated depreciation	累計折舊	(20,248)	(24,145)	(118,646)	(333,390)	(26,303)	(522,732)
Accumulated impairment loss	累計減值虧損	-	-	-	(7,190)	-	(7,190)
Net book amount	賬面淨值	20,339	2,715	20,874	457,125	5,971	507,024
Year ended 31 December 2018	截至二零一八年十二月三十一日止年度						
Opening net book amount	年初賬面淨值	20,339	2,715	20,874	457,125	5,971	507,024
Additions	添置	-	290	18,045	522,723	2,113	543,171
Transfer from investment properties (Note 14)	轉自投資物業(附註14)	133	-	-	-	-	133
Disposals (Note 36(b))	出售(附註36(b))	-	-	(792)	(177)	-	(969)
Depreciation	折舊	(1,079)	(2,096)	(11,480)	(281,781)	(3,041)	(299,477)
Exchange realignment	匯兌調整	(975)	(71)	(1,305)	(32,138)	(200)	(34,689)
Closing net book amount	年終賬面淨值	18,418	838	25,342	665,752	4,843	715,193
At 31 December 2018	於二零一八年十二月三十一日						
Cost	成本	38,867	26,042	145,916	1,260,382	31,998	1,503,205
Accumulated depreciation	累計折舊	(20,449)	(25,204)	(120,574)	(587,806)	(27,155)	(781,188)
Accumulated impairment loss	累計減值虧損	-	-	-	(6,824)	-	(6,824)
Net book amount	賬面淨值	18,418	838	25,342	665,752	4,843	715,193
Year ended 31 December 2019	截至二零一九年十二月三十一日止年度						
Opening net book amount	年初賬面淨值	18,418	838	25,342	665,752	4,843	715,193
Additions	添置	-	497	44,170	88,114	2,493	135,274
Disposals (Note 36(b))	出售(附註36(b))	-	-	(66)	(41)	-	(107)
Written off	撇銷	-	-	-	(94,701)	-	(94,701)
Depreciation	折舊	(1,684)	(922)	(21,224)	(336,350)	(1,936)	(362,116)
Exchange realignment	匯兌調整	(338)	(10)	(911)	(7,745)	(83)	(9,087)
Closing net book amount	年終賬面淨值	16,396	403	47,311	315,029	5,317	384,456
At 31 December 2019	於二零一九年十二月三十一日						
Cost	成本	38,102	26,108	185,496	542,184	32,645	824,535
Accumulated depreciation	累計折舊	(21,706)	(25,705)	(138,185)	(220,495)	(27,328)	(433,419)
Accumulated impairment loss	累計減值虧損	-	-	-	(6,660)	-	(6,660)
Net book amount	賬面淨值	16,396	403	47,311	315,029	5,317	384,456

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 PROPERTY, PLANT AND EQUIPMENT (Continued)

Depreciation expense included in cost of sales, selling expenses and administrative expenses are analysed as follows:

		For the year ended 31 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
Cost of sales	銷售成本	337,700	283,607
Selling expenses	銷售費用	280	240
Administrative expenses	行政費用	24,136	15,630
		362,116	299,477

As at 31 December 2019, net book amount of electronic funds transfer point-of-sale terminals in relation to the payment processing solutions business represented plant and equipment amounting to HK\$312,627,000 (2018: HK\$662,597,000). The carrying amount of the electronic funds transfer point-of-sale terminals is written down to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

During the year ended 31 December 2019, management had carried out an assessment over the recoverable amounts of these electronic funds transfer point-of-sale terminals based on their respective level of utilisation. As a result, certain under-utilised electronic funds transfer point-of-sale terminals amounting to HK\$94,701,000 were written-off and recognised in cost of sales.

As at 31 December 2019, banking facilities of approximately HK\$17,847,000 (2018: HK\$18,217,000) were secured by buildings with a net book value of HK\$6,385,000 (2018: HK\$7,530,000).

15 物業、廠房及設備(續)

銷售成本、銷售費用及行政費用中包含的折舊費用分析如下：

		For the year ended 31 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
Cost of sales	銷售成本	337,700	283,607
Selling expenses	銷售費用	280	240
Administrative expenses	行政費用	24,136	15,630
		362,116	299,477

於二零一九年十二月三十一日，與支付交易處理解決方案業務（指廠房及設備）有關的電子支付銷售點終端機賬面淨值為312,627,000港元（二零一八年：662,597,000港元）。倘資產賬面值高於其估計可收回金額，則電子支付銷售點終端機的賬面值撇銷至其可收回金額。

截至二零一九年十二月三十一日止年度，管理層已根據該等電子支付銷售點終端機各自的利用水平對其可收回金額進行評估。因此，若干利用率低的電子支付銷售點終端機94,701,000港元被撇銷，並於銷售成本確認。

於二零一九年十二月三十一日，銀行融資約17,847,000港元（二零一八年：18,217,000港元）以賬面淨值6,385,000港元（二零一八年：7,530,000港元）之樓宇作抵押。

Notes to the Consolidated Financial Statements

綜合財務報表附註

16 LEASES

(a) Amounts recognised in the consolidated balance sheet

The consolidated balance sheet shows the following amounts relating to leases in respect of office premises and factory:

		As at 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	As at 1 January 2019 於二零一九年 一月一日 HK\$'000 千港元
Right-of-use assets	使用權資產		
– Office premises	– 辦公室物業	79,646	78,910
– Factory	– 工廠	8,855	9,257
		88,501	88,167
Lease liabilities	租賃負債		
– Non-current	– 非流動	31,494	32,395
– Current	– 流動	27,816	25,282
		59,310	57,677

Additions to the right-of-use assets during the year ended 31 December 2019 were HK\$30,793,000.

As at 31 December 2019, banking facilities of approximately HK\$17,847,000 were secured by a right-of-use asset with a total net carrying amount of HK\$2,726,000.

16 租賃

(a) 於綜合資產負債表確認的金額

綜合資產負債表顯示以下與辦公室物業及工廠租賃有關的金額：

	As at 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元	As at 1 January 2019 於二零一九年 一月一日 HK\$'000 千港元
Right-of-use assets		
– Office premises	79,646	78,910
– Factory	8,855	9,257
	88,501	88,167
Lease liabilities		
– Non-current	31,494	32,395
– Current	27,816	25,282
	59,310	57,677

於截至二零一九年十二月三十一日止年度的使用權資產添置為30,793,000港元。

於二零一九年十二月三十一日，銀行融資約17,847,000港元以總賬面淨值2,726,000港元之使用權資產作抵押。

Notes to the Consolidated Financial Statements

綜合財務報表附註

16 LEASES (Continued)

(b) Amounts recognised in the consolidated income statement

The consolidated income statement shows the following amounts relating to leases in respect of office premises and factory:

Depreciation charge of right-of-use assets (Note 7)
Interest expense (included in finance costs)
Expenses relating to leases of short-term leases

Depreciation expense included in cost of sales and administrative expenses are analysed as follows:

Cost of sales	銷售成本
Administrative expenses	行政費用

The total cash outflow for leases in the year ended 31 December 2019 is HK\$30,646,000.

(c) The Group's leasing activities

The Group leases various office premises. Rental contracts are typically made for 1 to 8 years. The lease agreements do not impose any covenants.

16 租賃(續)

(b) 於綜合收益表確認的金額

綜合收益表顯示以下與辦公室物業及工廠租賃有關的金額：

使用權資產折舊費用(附註7)	29,392
利息開支(計入融資成本)	2,704
與短期租賃之租賃有關的開支	15,494

計入銷售成本及行政費用的折舊費用分析如下：

銷售成本	3,307
行政費用	26,085

於截至二零一九年十二月三十一日止年度的租賃之現金流出總額為30,646,000港元。

(c) 本集團的租賃活動

本集團租賃各種辦公室物業。租賃合約通常介乎1到8年。租賃協議不施加任何契約。

For the
year ended
31 December
2019
截至
二零一九年
十二月三十一日
止年度
HK\$'000
千港元

For the year
ended
31 December
2019
截至
二零一九年
十二月三十一日
止年度
HK\$'000
千港元

29,392

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 LEASEHOLD LAND

As disclosed in Note 2.1.1(a), the leasehold land was reclassified to the right-of-use assets under the adoption of HKFRS 16 from 1 January 2019:

17 租賃土地

如附註2.1.1(a)所述，自二零一九年一月一日起採用香港財務報告準則第16號後，租賃土地重新分類為使用權資產：

		For the year ended 31 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
Opening net book amount	年初賬面淨值	30,490	31,974
Transfer to right-of-use assets (Note 16)	轉至使用權資產(附註16)	(30,490)	-
Opening net book amount after adoption of HKFRS 16	採用香港財務報告準則第16號後的年初賬面淨值	-	31,974
Amortisation	攤銷	-	(986)
Exchange realignment	匯兌調整	-	(498)
Closing net book amount	年終賬面淨值	-	30,490

Amortisation expense included in cost of sales and administrative expenses are analysed as follows:

計入銷售成本及行政費用的攤銷費用分析如下：

		For the year ended 31 December 截至十二月 三十一日 止年度 2018 二零一八年 HK\$'000 千港元
Cost of sales	銷售成本	56
Administrative expenses	行政費用	930
		986

As at 31 December 2018, banking facilities of approximately HK\$18,217,000 were secured by leasehold land with a total net carrying amount of HK\$2,862,000.

於二零一八年十二月三十一日，銀行融資約18,217,000港元以總賬面淨值2,862,000港元之租賃土地作抵押。

Notes to the Consolidated Financial Statements

綜合財務報表附註

18 INTANGIBLE ASSETS

18 無形資產

		Goodwill	Brand name	Customer list and contracts	Patents and capitalised software development costs	In progress technology	Computer software	Total
		商譽	品牌	客戶名單及合約	已撥充資本之專利及軟件開發成本	研發中技術	電腦軟件	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2018	於二零一八年一月一日							
Cost	成本	114,008	4,798	5,014	24,454	6,411	30,992	185,677
Accumulated amortisation	累計攤銷	-	(4,798)	(4,906)	(24,246)	(6,411)	(30,838)	(71,199)
Accumulated impairment loss	累計減值虧損	(112,493)	-	-	-	-	-	(112,493)
Net book amount	賬面淨值	1,515	-	108	208	-	154	1,985
Year ended 31 December 2018	截至二零一八年十二月三十一日止年度							
Opening net book amount	年初賬面淨值	1,515	-	108	208	-	154	1,985
Additions	添置	-	-	-	128	-	-	128
Amortisation charge	攤銷支出	-	-	(106)	(63)	-	(39)	(208)
Exchange realignment	匯兌調整	-	-	(2)	(13)	-	(6)	(21)
Closing net book amount	年終賬面淨值	1,515	-	-	260	-	109	1,884
At 31 December 2018	於二零一八年十二月三十一日							
Cost	成本	107,546	4,554	4,759	23,335	6,085	30,982	177,261
Accumulated amortisation	累計攤銷	-	(4,554)	(4,759)	(23,075)	(6,085)	(30,873)	(69,346)
Accumulated impairment loss	累計減值虧損	(106,031)	-	-	-	-	-	(106,031)
Net book amount	賬面淨值	1,515	-	-	260	-	109	1,884
Year ended 31 December 2019	截至二零一九年十二月三十一日止年度							
Opening net book amount	年初賬面淨值	1,515	-	-	260	-	109	1,884
Additions	添置	-	-	-	304	-	-	304
Amortisation charge	攤銷支出	-	-	-	(76)	-	(36)	(112)
Exchange realignment	匯兌調整	-	-	-	(9)	-	(2)	(11)
Closing net book amount	年終賬面淨值	1,515	-	-	479	-	71	2,065
At 31 December 2019	於二零一九年十二月三十一日							
Cost	成本	105,094	4,461	4,663	23,160	5,962	30,978	174,318
Accumulated amortisation	累計攤銷	-	(4,461)	(4,663)	(22,681)	(5,962)	(30,907)	(68,674)
Accumulated impairment loss	累計減值虧損	(103,579)	-	-	-	-	-	(103,579)
Net book amount	賬面淨值	1,515	-	-	479	-	71	2,065

Notes to the Consolidated Financial Statements

綜合財務報表附註

18 INTANGIBLE ASSETS (Continued)

Amortisation expense included in cost of sales and administrative expenses are analysed as follow:

Cost of sales	銷售成本
Administrative expenses	行政費用

18 無形資產(續)

計入銷售成本及行政費用的折舊開支分析如下:

For the year ended	
31 December	
截至十二月三十一日止年度	
2019	2018
二零一九年	二零一八年
HK\$'000	HK\$'000
千港元	千港元

		36	144
		76	64
		112	208

19 FINANCIAL ASSET AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

The Group's financial asset at FVOCI represents unlisted equity security outside Hong Kong which is not held for trading, and which the Group has irrevocably elected at initial recognition in this category (2018: same). This is a strategic investment and the Group considers the classification as equity instruments at FVOCI to be more relevant.

Balance at 1 January	於一月一日之結餘	895	15,536
Fair value losses on revaluation recognised in other comprehensive income related to equity investment	於其他全面收益確認的與股權投資相關之重估公平值虧損	(892)	(14,384)
Exchange realignment	匯兌調整	(3)	(257)

Balance at 31 December	於十二月三十一日之結餘	-	895
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The carrying amount of the financial asset at FVOCI is denominated in RMB. On disposal of these equity investments, any related balance within the FVOCI reserve is reclassified to retained earnings.

19 按公平值計入其他全面收益之金融資產

本集團按公平值計入其他全面收益之金融資產包括非持作買賣之香港境外非上市股本證券，且本集團已於初步確認時不可撤銷地進行選擇（二零一八年：相同）。此乃戰略投資，且本集團認為分類為按公平值計入其他全面收益之股本工具更為貼切。

For the year ended	
31 December	
截至十二月三十一日止年度	
2019	2018
二零一九年	二零一八年
HK\$'000	HK\$'000
千港元	千港元

		895	15,536
		(892)	(14,384)
		(3)	(257)

		-	895
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按公平值計入其他全面收益之金融資產之賬面值乃以人民幣計值。出售該等股權投資時，按公平值計入其他全面收益儲備內的任何相關結餘均重新分類至保留盈利。

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS 20 按公平值計入損益之金融資產

The Group's financial assets at FVPL represent investment in unlisted investment fund, unlisted convertible preference shares and listed trading securities (2018: same). These financial assets are mandatory measured at FVPL and with following details.

本集團按公平值計入損益之金融資產指於非上市投資基金、非上市可換股優先股及上市買賣證券之投資(二零一八年:相同)。該等金融資產乃強制按公平值計入損益計量及有關詳情如下。

		For the year ended 31 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
Balance at 1 January	於一月一日之結餘	273,745	259,036
Addition	添置	-	39,000
Net fair value gains/(losses) on revaluation recognised in the consolidated income statement	於綜合收益表確認之重估公平值收益/(虧損)淨額	21,923	(16,971)
Distribution	分配	(3,202)	-
Exchange realignment	匯兌調整	(2,548)	(7,320)
Balance at 31 December		289,918	273,745
		As at 31 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
Non-current assets	非流動資產		
Unlisted investment fund outside Hong Kong (Note (a))	香港境外之非上市投資基金(附註(a))	122,093	129,869
Unlisted convertible preference shares outside Hong Kong (Note (b))	香港境外之非上市可換股優先股(附註(b))	166,113	141,872
		288,206	271,741
Current assets	流動資產		
Listed trading securities in Hong Kong (Note (c))	香港上市買賣證券(附註(c))	1,712	2,004
		289,918	273,745

Notes to the Consolidated Financial Statements 綜合財務報表附註

20 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Notes:

- (a) **Unlisted investment fund outside Hong Kong**
The carrying amount of the unlisted investment fund is denominated in RMB.
- (b) **Unlisted convertible preference shares outside Hong Kong**
On 10 June 2016 and 28 February 2018, the Group subscribed 7,443,326 Convertible Series C Preferred Shares (the "Convertible Series C Preferred Shares") and 2,434,015 Convertible Series D Preferred Shares (the "Convertible Series D Preferred Shares") of Cloopen, respectively. The considerations for the Convertible Series C Preferred Shares and Convertible Series D Preferred Shares subscribed by the Group were approximately HK\$78,000,000 (equivalent to US\$10,000,000) and HK\$39,000,000 (equivalent to US\$5,000,000), respectively.

The Group, as the holders of the Convertible Series C Preferred Shares and Convertible Series D Preferred Shares have:

- (i) options to request Cloopen to redeem the Convertible Series C Preferred Shares and Convertible Series D Preferred Shares at the prices equal to the greater of the issue prices with an 8% compound interest per annum return plus any accrued but unpaid dividends or the fair values at the dates of redemptions after the earliest of 10 June 2020 for Convertible Series C Preferred Shares and 28 February 2021 for Convertible Series D Preferred Shares or the occurrences of other conditions as provided for under the definitive subscription agreements; and
- (ii) options to convert the Convertible Series C Preferred Shares and Convertible Series D Preferred Shares into ordinary shares of Cloopen at the conversion prices based on certain conditions on the dates of conversions as provided for under the definitive subscription agreements.

The Convertible Series C Preferred Shares and Convertible Series D Preferred Shares, together with the abovementioned options, were classified as financial assets at FVPL and recognised at fair values. The fair values of the Convertible Series C Preferred Shares and Convertible Series D Preferred Shares were valued by an independent valuer at the date of initial inception and on 31 December 2019.

The carrying amounts of the unlisted convertible preference shares are denominated in US\$.

- (c) **Listed trading securities in Hong Kong**
The fair value of the listed trading securities is based on their current bid prices in an active market and their carrying amount is denominated in HK\$.

Changes in fair value of financial assets at FVPL are recorded in 'other gains/(losses), net' in the consolidated income statement.

附註:

- (a) **香港境外之非上市投資基金**
非上市投資基金之賬面值乃以人民幣計值。
- (b) **香港境外之非上市可換股優先股**
於二零一六年六月十日及二零一八年二月二十八日，本集團分別認購7,443,326股Copen之C系列可換股優先股（「C系列可換股優先股」）及2,434,015股Copen之D系列可換股優先股（「D系列可換股優先股」）。本集團所認購C系列可換股優先股及D系列可換股優先股之代價分別約為78,000,000港元（相當於10,000,000美元）及39,000,000港元（相當於5,000,000美元）。

本集團（作為C系列可換股優先股及D系列可換股優先股持有人）有：

- (i) 權利要求Copen於二零二零年六月十日（就C系列可換股優先股而言）及二零二一年二月二十八日（就D系列可換股優先股而言）或發生最終認購協議所訂明之其他條件（以較早者為準）後按相等於下列較高者之價格贖回C系列可換股優先股及D系列可換股優先股：具8%複合年利率回報加任何應計但未付股息之發行價或於贖回日期之公平值；及
- (ii) 權利於最終認購協議所訂明之轉換日期根據若干條件按轉換價將C系列可換股優先股及D系列可換股優先股轉換為Copen之普通股。

C系列可換股優先股及D系列可換股優先股連同上述權利乃分類為按公平值計入損益之金融資產，並按公平值確認。C系列可換股優先股及D系列可換股優先股之公平值乃由獨立估值師於首次入賬日期及二零一九年十二月三十一日進行估值。

非上市可換股優先股之賬面值乃以美元列值。

- (c) **香港上市買賣證券**
上市買賣證券的公平值乃根據其於活躍市場之現行買入價計算，其賬面值以港元列值。

按公平值計入損益之金融資產之公平值變動乃於綜合收益表內「其他收益／（虧損）淨額」中列賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

21 LOAN RECEIVABLES

Loan receivables are amounts due from customers in the ordinary course of the micro-lending business, unsecured and primarily denominated in RMB.

(a) Aging analysis of loan receivables

The aging analysis of loan receivables based on the payment due date is as follows:

21 應收貸款

應收貸款為於小額貸款日常業務過程中應收客戶的款項，有關款項為無抵押及主要以人民幣計值。

(a) 應收貸款之賬齡分析

根據到期付款日之應收貸款賬齡分析如下：

		As at 31 December	
		於十二月三十一日	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Current	即期	369,971	553,676
1 to 3 months past due	逾期一至三個月	24,659	9,365
Over 3 months past due	逾期三個月以上	33,738	6,061
Loan receivables, gross	應收貸款總額	428,368	569,102
Less: Provision for impairment of loan receivables (Note (i))	減：應收貸款減值撥備 (附註(i))	(43,240)	(32,807)
		385,128	536,295
Non-current	非即期	–	479
Current	即期	385,128	535,816
		385,128	536,295

Notes to the Consolidated Financial Statements

綜合財務報表附註

21 LOAN RECEIVABLES (Continued)

(a) Aging analysis of loan receivables (Continued)

The analysis of changes in the gross carrying amount and the corresponding provision for impairment of loan receivables in relation to loan receivables are as follows:

		As at 31 December 2019 於二零一九年十二月三十一日			
		Stage 1 第一階段	Stage 2 第二階段	Stage 3 第三階段	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Loan receivables, gross	應收貸款總額	368,409	22,698	26,393	417,500
Less: Provision for impairment of loan receivables	減：應收貸款減值撥備	(2,217)	(6,695)	(26,393)	(35,305)
Loan receivables, net	應收貸款淨額	366,192	16,003	–	382,195
Interest receivables, net	應收利息淨額				2,933
					385,128
		As at 31 December 2018 於二零一八年十二月三十一日			
		Stage 1 第一階段	Stage 2 第二階段	Stage 3 第三階段	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Loan receivables, gross	應收貸款總額	468,532	84,419	5,558	558,509
Less: Provision for impairment of loan receivables	減：應收貸款減值撥備	(827)	(26,422)	(5,558)	(32,807)
Loan receivables, net	應收貸款淨額	467,705	57,997	–	525,702
Interest receivables, net	應收利息淨額				10,593
					536,295

21 應收貸款(續)

(a) 應收貸款之賬齡分析(續)

有關應收貸款總賬面值及相關應收貸款減值撥備變動之分析如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

21 LOAN RECEIVABLES (Continued)

(a) Aging analysis of loan receivables (Continued)

Movements for gross carrying amount of loan receivables:

		Stage 1 第一階段 HK\$'000 千港元	Stage 2 第二階段 HK\$'000 千港元	Stage 3 第三階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2018	於二零一八年一月一日	2,201	–	–	2,201
Addition/transfer	添置／轉撥	971,411	131,172	7,864	1,110,447
Repayment	還款	(487,244)	(43,509)	(1,331)	(532,084)
Written off	撇銷	–	–	(761)	(761)
Exchange realignment	匯兌調整	(17,836)	(3,244)	(214)	(21,294)
As at 31 December 2018	於二零一八年 十二月三十一日	468,532	84,419	5,558	558,509
As at 1 January 2019	於二零一九年一月一日	468,532	84,419	5,558	558,509
Addition/transfer	添置／轉撥	1,462,524	(47,234)	72,907	1,488,197
Repayment	還款	(1,554,658)	(13,801)	(18,764)	(1,587,223)
Written off	撇銷	–	–	(32,836)	(32,836)
Exchange realignment	匯兌調整	(7,989)	(686)	(472)	(9,147)
As at 31 December 2019	於二零一九年 十二月三十一日	368,409	22,698	26,393	417,500

21 應收貸款 (續)

(a) 應收貸款之賬齡分析 (續)

應收貸款減值撥備變動如下：

		Stage 1 第一階段 HK\$'000 千港元	Stage 2 第二階段 HK\$'000 千港元	Stage 3 第三階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2018	於二零一八年一月一日	2,201	–	–	2,201
Addition/transfer	添置／轉撥	971,411	131,172	7,864	1,110,447
Repayment	還款	(487,244)	(43,509)	(1,331)	(532,084)
Written off	撇銷	–	–	(761)	(761)
Exchange realignment	匯兌調整	(17,836)	(3,244)	(214)	(21,294)
As at 31 December 2018	於二零一八年 十二月三十一日	468,532	84,419	5,558	558,509
As at 1 January 2019	於二零一九年一月一日	468,532	84,419	5,558	558,509
Addition/transfer	添置／轉撥	1,462,524	(47,234)	72,907	1,488,197
Repayment	還款	(1,554,658)	(13,801)	(18,764)	(1,587,223)
Written off	撇銷	–	–	(32,836)	(32,836)
Exchange realignment	匯兌調整	(7,989)	(686)	(472)	(9,147)
As at 31 December 2019	於二零一九年 十二月三十一日	368,409	22,698	26,393	417,500

Notes to the Consolidated Financial Statements

綜合財務報表附註

21 LOAN RECEIVABLES (Continued)

(a) Aging analysis of loan receivables (Continued)

Movements for provision for impairment of loan receivables are as follows:

		Stage 1 第一階段 HK\$'000 千港元	Stage 2 第二階段 HK\$'000 千港元	Stage 3 第三階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2018	於二零一八年一月一日	–	–	–	–
Addition/transfer	添置／轉撥	859	27,437	5,772	34,068
Exchange realignment	匯兌調整	(32)	(1,015)	(214)	(1,261)
As at 31 December 2018	於二零一八年 十二月三十一日	827	26,422	5,558	32,807
As at 1 January 2019	於二零一九年一月一日	827	26,422	5,558	32,807
Addition/transfer	添置／轉撥	1,431	(19,519)	21,306	3,218
Exchange realignment	匯兌調整	(41)	(208)	(471)	(720)
As at 31 December 2019	於二零一九年 十二月三十一日	2,217	6,695	26,393	35,305

Note:

(i) Impairment and risk exposure

The Group applies HKFRS 9 to measure the ECL. The Group assesses whether the credit risk of loan receivables have increased significantly since their initial recognition, and apply a three-stage impairment model to calculate their ECL, the management assesses impairment loss using the risk parameter modelling approach that incorporates key measurement parameters, including probability of default, loss given default and exposure at default with the consideration of forward-looking information.

21 應收貸款(續)

(a) 應收貸款之賬齡分析(續)

應收貸款減值撥備變動如下:

		Stage 1 第一階段 HK\$'000 千港元	Stage 2 第二階段 HK\$'000 千港元	Stage 3 第三階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2018	於二零一八年一月一日	–	–	–	–
Addition/transfer	添置／轉撥	859	27,437	5,772	34,068
Exchange realignment	匯兌調整	(32)	(1,015)	(214)	(1,261)
As at 31 December 2018	於二零一八年 十二月三十一日	827	26,422	5,558	32,807
As at 1 January 2019	於二零一九年一月一日	827	26,422	5,558	32,807
Addition/transfer	添置／轉撥	1,431	(19,519)	21,306	3,218
Exchange realignment	匯兌調整	(41)	(208)	(471)	(720)
As at 31 December 2019	於二零一九年 十二月三十一日	2,217	6,695	26,393	35,305

附註:

(i) 減值及風險承擔

本集團應用香港財務報告準則第9號計量預期信貸虧損。本集團評估應收貸款之信貸風險自初步確認起是否大幅增加，並應用三階段減值模型計算其預期信貸虧損。管理層使用包含關鍵計量參數(包括違約或然率、違約損失率及違約風險承擔)的風險參數模型方法並考慮前瞻性資料，評估減值虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

21 LOAN RECEIVABLES (Continued)

(a) Aging analysis of loan receivables (Continued)

Note: (Continued)

(i) Impairment and risk exposure (Continued)

Management applied a three-stage impairment model to assess the credit quality of the loan receivables. The loan receivables are categorised into the following stages by the Group:

Stage 1

Loan receivables have not experienced a significant increase in credit risk since origination and impairment recognised on the basis of 12 months ECL (12-month ECLs).

Stage 2

Loan receivables to customers have experienced a significant increase in credit risk since origination and impairment is recognised on the basis of lifetime ECL (Lifetime ECLs non credit-impaired).

Stage 3

Loan receivables that are in default and considered credit impaired (Lifetime ECLs credit impaired).

During the year ended 31 December 2019, based on management's assessment, the Group recorded credit impairment loss of HK\$11,288,000 (2018: HK\$34,068,000) in the consolidated income statement. Loan receivables of HK\$32,836,000 (2018: HK\$761,000), which are still subject to enforcement activity, were determined as uncollectible and were written off against loan receivables during the year ended 31 December 2019.

The loan receivables are not collateralised.

(b) Effective interest rates on loan receivables

The effective interest rates on loan receivables are normally as follows:

Loans to individual borrowers

向個人借款方提供之貸款

5% to 36% p.a.
年利率5%至36%

5% to 36% p.a.
年利率5%至36%

21 應收貸款 (續)

(a) 應收貸款之賬齡分析 (續)

附註：(續)

(i) 減值及風險承擔 (續)

管理層運用三階段減值模型評估應收貸款之信貸質素。本集團將應收貸款分類為以下階段：

第一階段

由於批授及減值基於12個月預期信貸虧損(12個月預期信貸虧損)進行確認，故應收貸款之信貸風險並無顯著增加。

第二階段

由於批授及減值基於全期預期信貸虧損(無信貸減值的全期預期信貸虧損)進行確認，故向客戶提供之應收貸款之信貸風險顯著增加。

第三階段

違約且被視為信貸減值(信貸減值的全期預期信貸虧損)的應收貸款。

於截至二零一九年十二月三十一日止年度，根據管理層的評估，本集團於綜合收益表中錄得信貸減值虧損11,288,000港元(二零一八年：34,068,000港元)。尚須進行執法活動的應收貸款為32,836,000港元(二零一八年：761,000港元)，被確定為無法收回，並於截至二零一九年十二月三十一日止年度的應收貸款中撤銷。

應收貸款並無抵押品。

(b) 應收貸款之實際利率

應收貸款之實際利率一般如下：

For the year ended 31 December 截至十二月三十一日止年度	
2019 二零一九年	2018 二零一八年

Loans to individual borrowers

向個人借款方提供之貸款

5% to 36% p.a.
年利率5%至36%

5% to 36% p.a.
年利率5%至36%

Notes to the Consolidated Financial Statements

綜合財務報表附註

22 SUBSIDIARIES

The following is a list of the principal subsidiaries as at 31 December 2018 and 2019:

22 附屬公司

於二零一八年及二零一九年十二月三十一日，主要附屬公司之名單如下：

Name	Place of incorporation and type of legal entity	Principal activities and place of operation	Particulars of issued share capital/ registered capital	Proportion of ordinary shares directly held by the Group (%)	Proportion of ordinary shares held by non-controlling interests (%)
名稱	註冊成立地點及法定實體類別	主要業務及營業地點	已發行股本/註冊資本詳情	本集團直接持有之普通股比例 (%)	非控股權益持有之普通股比例 (%)
Beijing Hi Sun Advanced Business Solutions Information Technology Limited 北京高陽金信信息技術有限公司	The PRC, limited liability company 中國·有限公司	Provision of financial solutions, services and related products in PRC 在中國提供金融解決方案、服務及相關產品	HK\$100,000,000 100,000,000港元	100%	–
Hunan Hisun Mobile Pay IT Limited* 湖南高陽通聯信息技術有限公司*	The PRC, limited liability company 中國·有限公司	Provision of platform operation solutions in PRC 在中國提供平台運營解決方案	RMB42,435,000 人民幣42,435,000元	100%	–
Hangzhou PAX Electronic Technology Limited 杭州百富電子技術有限公司	The PRC, limited liability company 中國·有限公司	Manufacturing and sales of electronic power meters and solutions in PRC 在中國生產及銷售電能計量產品及解決方案	RMB53,400,000 人民幣53,400,000元	100%	–
Mega Hunt Microelectronics (Beijing) Company Limited 兆訊恆達微電子技術(北京)有限公司	The PRC, limited liability company 中國·有限公司	Sales of information security chips and solutions in PRC 在中國銷售信息安全芯片及解決方案	HK\$15,000,000 15,000,000港元	76.92% (2018: 100%) (Note 30)	23.08% (2018: nil)
隨行付支付有限公司*	The PRC, limited liability company 中國·有限公司	Provision of payment processing solutions in PRC 在中國提供支付交易處理解決方案	RMB199,900,000 人民幣199,900,000元	68.83% (2018: 80.04%) (Note 35)	31.17% (2018: 19.96%)
南昌隨行付網絡小額貸款有限公司*	The PRC, limited liability company 中國·有限公司	Provision of micro loan solutions in PRC 在中國提供小額貸款解決方案	RMB500,000,000 人民幣500,000,000元	68.83% (2018: 80.04%) (Note 35)	31.17% (2018: 19.96%)
				(二零一八年: 100%) (附註30)	(二零一八年: 無)
				(二零一八年: 80.04%) (附註35)	(二零一八年: 19.96%)
				(二零一八年: 80.04%) (附註35)	(二零一八年: 19.96%)

Notes to the Consolidated Financial Statements

綜合財務報表附註

22 SUBSIDIARIES (Continued)

- * HN Mobile Pay is the subsidiary of 湖南雲融信息技術有限公司 (“Hunan Yunrong”). The Company does not have legal ownership in equity of Hunan Yunrong. Nevertheless, under certain contractual agreements enacted among the registered owners of Hunan Yunrong, the Company and the Company’s other subsidiary, the Company controls Hunan Yunrong by way of controlling more than one half of the voting rights of it, governing its financial and operating policies and appointing or removing the majority of the members of its controlling authorities, and casting the majority of votes at meetings of such authorities. In addition, such contractual agreements also transfer the risks and rewards of Hunan Yunrong to the Company. As a result, they are presented as the consolidating subsidiaries of the Company.

VBill OPCO and 南昌隨行付網絡小額貸款有限公司 are the subsidiaries of 重慶結行移動商務有限公司 (“Chongqing JIM”). The Company does not have legal ownership in equity of Chongqing JIM. Nevertheless, under certain contractual agreements enacted among the registered owners of Chongqing JIM, the Company and the Company’s other subsidiary, the Company controls Chongqing JIM by way of controlling more than one half of the voting rights of it, governing its financial and operating policies and appointing or removing the majority of the members of its controlling authorities, and casting the majority of votes at meetings of such authorities. In addition, such contractual agreements also transfer the risks and rewards of Chongqing JIM to the Company. As a result, they are presented as the consolidating subsidiaries of the Company.

(a) Material non-controlling interest

The total non-controlling interest as at 31 December 2019 is HK\$591,464,000 (2018: HK\$193,062,000), of which HK\$514,569,000 (2018: HK\$215,455,000) is attributed to VBill OPCO and its subsidiaries (“VBill Group”), which is considered to be material to the Group.

Significant restrictions of subsidiaries with material non-controlling interests

Cash and short-term deposits of HK\$2,662,856,000 (2018: HK\$1,535,894,000) of VBill Group are held in the PRC and are subject to local exchange control regulations. These local exchange control regulations provide for restrictions on exporting capital from the country, other than through normal dividends.

22 附屬公司 (續)

- * 湖南高陽通聯為湖南雲融信息技術有限公司(「湖南雲融」)之附屬公司。本公司並無擁有湖南雲融權益之法定擁有權。然而，根據湖南雲融註冊擁有人、本公司與本公司其他附屬公司所訂立之若干合約協議，本公司透過控制湖南雲融逾半投票權，控制其財務及營運決策、任免其管治組織之大部分成員，以及於該管治組織會議上投大多數票，從而控制湖南雲融。此外，有關合約協議亦將湖南雲融之風險及回報轉移予本公司。因此，彼等被列作本公司之綜合附屬公司。

隨行付及南昌隨行付網絡小額貸款有限公司為重慶結行移動商務有限公司(「重慶結行」)之附屬公司。本公司並無擁有重慶結行權益之法定擁有權。然而，根據重慶結行註冊擁有人、本公司與本公司其他附屬公司所訂立之若干合約協議，本公司透過控制重慶結行逾半投票權，控制其財務及營運決策、任免其管治組織之大部分成員，以及於該管治組織會議上投大多數票，從而控制重慶結行。此外，有關合約協議亦將重慶結行之風險及回報轉移予本公司。因此，彼等被列作本公司之綜合附屬公司。

(a) 重大非控股權益

於二零一九年十二月三十一日之非控股權益總額為591,464,000港元(二零一八年：193,062,000港元)，其中514,569,000港元(二零一八年：215,455,000港元)與隨行付及其附屬公司(「隨行付集團」)有關，相關權益對本集團屬重大。

擁有重大非控股權益之附屬公司之顯著限制

隨行付集團之現金及短期存款2,662,856,000港元(二零一八年：1,535,894,000港元)乃在中國持有並受限於當地外匯管制法規。此等當地外匯管制法規規定從該國輸出资本(並非透過普通股息)之限制。

Notes to the Consolidated Financial Statements

綜合財務報表附註

22 SUBSIDIARIES (Continued)

(a) Material non-controlling interest (Continued)

Summarised financial information of subsidiaries with material non-controlling interests

Set out below are the summarised financial information for the VBill Group.

Summarised balance sheet:

22 附屬公司(續)

(a) 重大非控股權益(續)

擁有重大非控股權益之附屬公司之財務資料概要

以下載列隨行付集團之財務資料概要。

資產負債表概要：

		As at 31 December	
		於十二月三十一日	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Non-current assets	非流動資產	401,607	699,531
Non-current liabilities	非流動負債	(23,711)	(983)
Non-current net assets	非流動資產淨值	377,896	698,548
Current assets	流動資產	3,161,750	2,148,640
Current liabilities	流動負債	(1,888,799)	(1,767,755)
Current net assets	流動資產淨值	1,272,951	380,885
Net assets	資產淨值	1,650,847	1,079,433
Accumulated non-controlling interests	累計非控股權益	514,569	215,455

Notes to the Consolidated Financial Statements

綜合財務報表附註

22 SUBSIDIARIES (Continued)

(a) Material non-controlling interest (Continued)

Summarised financial information of subsidiaries with material non-controlling interests (Continued)

Summarised income statement:

		For the year ended 31 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
Revenue	收入	4,672,640	3,744,922
Profit before income tax	除所得稅前溢利	695,226	397,001
Profit for the year	年內溢利	603,492	309,404
Other comprehensive loss, net of tax	其他全面虧損(扣除稅項)	(32,079)	(50,401)
Total comprehensive income for the year, net of tax	年內全面收益總額(扣除稅項)	571,413	259,003
Total comprehensive income attributable to non-controlling interests	非控股權益應佔全面收益總額	111,310	51,697

Summarised cash flows:

現金流量概要:

		For the year ended 31 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
Cash generated from operating activities	經營業務所得現金	1,316,469	637,220
Cash used in investing activities	投資活動所用現金	(810,016)	(455,271)
Net increase in cash and cash equivalents	現金及現金等價物之增加淨額	506,453	181,949

The information above is before inter-company eliminations.

以上資料為集團內公司間對銷前之資料。

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD 23 以權益法入賬之投資

The balance recognised in the consolidated balance sheet is as follows:

於綜合資產負債表確認之結餘如下:

		As at 31 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
Associated company:	聯營公司:		
– PAX Global (Note (a))	– 百富環球 (附註(a))	2,103,541	1,927,772
– Good Chain (Chongqing) Technology Co., Ltd. (“Good Chain”) (Note (c))	– 好鏈(重慶)科技有限公司 (「好鏈」) (附註(c))	3,196	3,416
		2,106,737	1,931,188

The amount of share of results recognised in the consolidated income statement is as follows:

於綜合收益表確認的業績之應佔金額如下:

		For the year ended 31 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
Associated company:	聯營公司:		
– PAX Global (Note (a))	– 百富環球 (附註(a))	208,848	171,753
– Good Chain (Note (c))	– 好鏈 (附註(c))	(153)	–
		208,695	171,753

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued) 23 以權益法入賬之投資(續)

(a) Investment in PAX Global

Set out below is an associated company of the Group as at 31 December 2018 and 2019, which, in the opinion of the directors, is material to the Group – PAX Global. PAX Global has share capital consisting solely of ordinary shares, which are held directly by the Group; its principal places of business are in the PRC, Hong Kong, the United States of America and Italy.

Name	Place of incorporation and kind of legal entity 註冊成立地點及法定實體類別	Particular of issued share capital 已發行股本詳情	Nature of relationship 關係性質	Effective interest held 所持有之實際權益	Measurement method 計量方法
PAX Global (Note i)	Bermuda, limited liability company	1,100,194,000 ordinary shares of HK\$0.1 each	Associate	33.09%	Equity
百富環球(附註i)	百慕達·有限公司	1,100,194,000股每股面值0.1港元之普通股	聯營		權益

On 20 December 2010, as a result of the Group's spinoff of PAX Global to be separately listed on the Hong Kong Stock Exchange, PAX Global became an associated company of the Group. On the date when control ceased, the Group's retained interest in PAX Global was fair valued, and this give rise to the recognition of goodwill being the difference between the fair value of the investment in PAX Global and its share of net assets value of PAX Global. As at 31 December 2019, difference between the carrying value of the investment in PAX Global and its share of net assets value of PAX Global mainly included goodwill of HK\$530,420,000 (2018: HK\$530,420,000) and adjustments to eliminate unrealised profits and losses on transactions between the Group and PAX Global.

(a) 於百富環球之投資

下文載列於二零一八年及二零一九年十二月三十一日董事認為對本集團而言屬重大之本集團聯營公司—百富環球。百富環球擁有由本集團直接持有僅以普通股構成之股本，其主要營業地點為中國、香港、美利堅合眾國及意大利。

於二零一零年十二月二十日，由於本集團分拆將於香港聯交所獨立上市之百富環球，百富環球成為本集團之聯營公司。於停止控制權當日，本集團於百富環球保留之權益以公平值計量，導致確認商譽（即於百富環球投資之公平值與其應佔百富環球資產淨值之差額）。於二零一九年十二月三十一日，於百富環球之投資賬面值與其應佔百富環球資產淨值之差額主要包括商譽530,420,000港元（二零一八年：530,420,000港元），並進行調整以抵銷本集團與百富環球間交易的未變現溢利及虧損。

For the year ended
31 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
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At 1 January	於一月一日	1,927,772	1,823,245
Share of profit	應佔溢利	208,848	171,753
Share of other comprehensive loss	應佔其他全面虧損	(16,756)	(38,106)
Share of other reserves	應佔其他儲備	12,797	-
Dividend received	已收股息	(29,120)	(29,120)
At 31 December		2,103,541	1,927,772

Notes to the Consolidated Financial Statements 綜合財務報表附註

23 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

(a) Investment in PAX Global (Continued)

Impairment test for interest in PAX Global

As at 31 December 2019, the fair value of the investment calculated based on the current bid price of PAX Global at the balance sheet date is less than its carrying value. An impairment test is performed to determine the recoverable amount of the investment. The recoverable amount, which was assessed by an independent valuer on a value-in-use basis calculated by a discounted cash flow model, exceeds the carrying value as at 31 December 2019 (2018: same).

As at 31 December 2019, the Group's interest in PAX Global was 33.09% (2018: same).

There are no contingent liabilities and commitments to provide funding relating to the Group's interest in PAX Global.

Note i: PAX Global is principally engaged in the development and sales of electronic funds transfer point-of-sales ("E-payment Terminals") products, provision of payment solutions services and maintenance services (collectively, the "E-payment Terminals solution business").

23 以權益法入賬之投資(續)

(a) 於百富環球之投資(續)

於百富環球之權益之減值測試

於二零一九年十二月三十一日，投資之公平值按資產負債表日期百富環球之當前買入價計算，少於其賬面值。進行減值測試旨在釐定投資之可收回金額。於二零一九年十二月三十一日，由獨立估值師按使用價值基準評估並採用貼現現金流量模型計算之可收回金額超過賬面值(二零一八年：相同)。

於二零一九年十二月三十一日，本集團於百富環球之權益為33.09%(二零一八年：相同)。

概無就本集團於百富環球之權益提供資金之或然負債及承擔。

附註i: 百富環球主要從事開發及銷售電子支付銷售點終端(「電子支付終端」)產品，以及提供支付解決方案服務及維護服務(統稱「電子支付終端解決方案業務」)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued) 23 以權益法入賬之投資(續)

(a) Investment in PAX Global (Continued)

Extracted financial information set out below are the summarised consolidated financial information of PAX Global which is accounted for using the equity method.

(a) 於百富環球之投資(續)

下文所載之財務資料撮要為以權益法入賬之百富環球綜合財務資料概要。

		As at 31 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
Current	流動		
Cash and cash equivalents	現金及現金等價物	3,230,005	2,160,192
Other current assets	其他流動資產	2,966,698	3,183,544
Total current assets		6,196,703	5,343,736
Trade and bills payables	應付賬款及應付票據	(1,382,487)	(1,190,447)
Other payables and accruals	其他應付款項及應計費用	(299,057)	(259,120)
Other current liabilities	其他流動負債	(194,110)	(83,171)
Borrowings	借款	-	(8,244)
Total current liabilities		(1,875,654)	(1,540,982)
Non-current	非流動		
Assets	資產	522,520	431,818
Liabilities	負債	(104,217)	(21,964)
Net assets		4,739,352	4,212,608

Notes to the Consolidated Financial Statements 綜合財務報表附註

23 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued) 23 以權益法入賬之投資(續)

(a) Investment in PAX Global (Continued)

(a) 於百富環球之投資(續)

		For the year ended 31 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
Revenue	收入	4,925,733	4,415,409
Profit for the year	年內溢利	624,864	515,398
Other comprehensive loss, net of tax	其他全面虧損(扣除稅項)	(48,790)	(111,840)
Total comprehensive income for the year, net of tax	年內全面收益總額(扣除稅項)	576,074	403,558
Dividends received from the associated company	向該聯營公司收取之股息	29,120	29,120

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued)

(b) Investment in Cloopen

Set out below is an associated company of the Group as at 31 December 2019 – Cloopen. As at 31 December 2019, the carrying value of Cloopen is zero (2018: same) which is not considered as material to the consolidated financial statements of the Group. Cloopen has share capital consisting of class A ordinary share, class B ordinary share, series A convertible preferred shares, series B convertible preferred shares, series C convertible preferred shares, series D convertible preferred shares and series E convertible preferred shares.

As at 31 December 2019, the Group's effective interest in the ordinary shares of Cloopen, calculated based on all issued and outstanding ordinary shares of Cloopen which are held by the Group, is 50.51% (2018: same).

There are no contingent liabilities and commitments to provide funding relating to the Group's interest in Cloopen.

The interest in Cloopen was initially measured at fair value. The carrying amount was increased or decreased to recognise the Group's share of the profits or loss and movements in other comprehensive income or loss of the interest in Cloopen to the extent the carrying amount of the interest in Cloopen reduced to nil due to losses, after the initial recognition. As at 31 December 2019, the Group's share of loss of Cloopen exceeded its interest in the ordinary shares of Cloopen, there are no overall financial impact on the consolidated income statement from the investment for the current year. As at 31 December 2019, the unrecognised share of loss of the interest in Cloopen is HK\$582,356,000 (2018: HK\$413,475,000).

23 以權益法入賬之投資 (續)

(b) 於Cloopen之投資

下文載列於二零一九年十二月三十一日本集團之聯營公司—Cloopen。於二零一九年十二月三十一日，Cloopen之賬面值為零（二零一八年：相同），對本集團之綜合財務報表不屬重大。Cloopen擁有之股本由A類普通股、B類普通股、A系列可換股優先股、B系列可換股優先股、C系列可換股優先股、D系列可換股優先股及E系列可換股優先股構成。

於二零一九年十二月三十一日，按本集團所持Cloopen全部已發行及發行在外普通股計算，本集團於Cloopen之實際普通股權益為50.51%（二零一八年：相同）。

概無就本集團於Cloopen之權益提供資金之或然負債及承擔。

於Cloopen之權益初步按公平值計量。在初次確認後，倘於Cloopen之權益之賬面值因虧損減至零，賬面值將因應本集團應佔於Cloopen之權益之損益份額以及其他全面收益或虧損變動而增加或減少。於二零一九年十二月三十一日，本集團應佔Cloopen之虧損超過其於Cloopen普通股之權益，該項投資於本年度並無對綜合收益表構成整體財務影響。於二零一九年十二月三十一日，未確認應佔於Cloopen之權益之虧損為582,356,000港元（二零一八年：413,475,000港元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

23 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Continued) 23 以權益法入賬之投資(續)

(c) Investment in Good Chain

(c) 於好鏈之投資

		For the year ended 31 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
At 1 January	於一月一日	3,416	–
Addition	添置	–	3,416
Share of loss	應佔虧損	(153)	–
Share of other comprehensive loss	應佔其他全面虧損	(67)	–
		3,196	3,416

24 INVENTORIES

24 存貨

		As at 31 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
Raw materials	原材料	8,889	16,985
Work in progress	在製品	82,787	129,896
Finished goods	製成品	3,975	15,394
		95,651	162,275

The cost of inventories recognised in cost of sales amounted to HK\$298,288,000 (2018: HK\$298,082,000), which included provision for inventories of HK\$5,539,000 (2018: HK\$1,253,000).

於銷售成本確認之存貨成本達298,288,000港元(二零一八年: 298,082,000港元), 包括存貨撥備5,539,000港元(二零一八年: 1,253,000港元)。

The gross amount of inventories carried at net realisable value amounted to approximately HK\$40,933,000 (2018: HK\$36,982,000) as at 31 December 2019. Full provision has been made with regard to these balances.

於二零一九年十二月三十一日, 按可變現淨值列賬之存貨總額約為40,933,000港元(二零一八年: 36,982,000港元), 並已就此等結餘作出全數撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

25 TRADE AND BILLS RECEIVABLES

25 應收賬款及應收票據

		As at 31 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
Current portion	即期部分		
Trade receivables (Note (a))	應收賬款 (附註(a))	210,103	148,173
Bills receivables (Note (b))	應收票據 (附註(b))	16,922	11,468
Less: provision for impairment of receivables (Note (c))	減: 應收款項減值撥備 (附註(c))	(14,851)	(10,463)
		212,174	149,178

The carrying amounts approximate their fair values. The carrying amounts of the trade and bills receivables are denominated in the following currencies:

賬面值與其公平值相若。應收賬款及應收票據之賬面值乃以下列貨幣列值：

		As at 31 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
HK\$	港元	16,217	7,086
RMB	人民幣	193,866	139,941
US\$	美元	363	546
Macanese pataca ("MOP")	澳門幣 (「澳門幣」)	1,728	1,605
		212,174	149,178

Notes to the Consolidated Financial Statements

綜合財務報表附註

25 TRADE AND BILLS RECEIVABLES (Continued)

(a) Trade receivables

The Group's credit terms to trade debtors normally range from 0 to 180 days. The ageing analysis of the trade receivables primarily based on invoice date was as follows:

		As at 31 December	
		於十二月三十一日	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Current to 90 days	即期至90日	166,857	109,685
91 to 180 days	91至180日	11,831	2,919
181 to 365 days	181至365日	4,910	8,335
Over 365 days	365日以上	26,505	27,234
		210,103	148,173

As at 31 December 2019, trade receivables included retention money receivables of HK\$11,079,000 (2018: HK\$18,767,000), which represents approximately 10% to 20% (2018: same) of the relevant contract sum granted to certain customers in the PRC that have a retention period of normally one year. As at 31 December 2019, the retention money receivables aged over 365 days primarily based on invoice date amounted to HK\$7,723,000 (2018: HK\$14,786,000).

25 應收賬款及應收票據(續)

(a) 應收賬款

本集團給予貿易債務人之信貸期一般由0至180日不等。主要按發票日期作出之應收賬款賬齡分析如下：

		As at 31 December	
		於十二月三十一日	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Current to 90 days	即期至90日	166,857	109,685
91 to 180 days	91至180日	11,831	2,919
181 to 365 days	181至365日	4,910	8,335
Over 365 days	365日以上	26,505	27,234
		210,103	148,173

於二零一九年十二月三十一日，應收賬款包括應收保固金11,079,000港元(二零一八年：18,767,000港元)，佔授予若干中國客戶相關合約款項約10%至20%(二零一八年：相同)，該等客戶之保固期限一般為一年。於二零一九年十二月三十一日，主要按發票日期計算賬齡為365日以上之應收保固金為7,723,000港元(二零一八年：14,786,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

25 TRADE AND BILLS RECEIVABLES (Continued)

(b) Bills receivables

The balance represents bank acceptance notes with maturity dates within six months. The maturity profile of the bills receivables of the Group is as follows:

		As at 31 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
Falling within 90 days	90日內	3,425	4,636
Falling within 91 to 180 days	91至180日	13,497	6,832
		16,922	11,468

(c) Impairment and risk exposure

The Group applies the HKFRS 9 simplified approach to measuring ECL which uses a lifetime expected loss allowance for all trade receivables. To measure the ECL, trade receivables have been grouped based on shared credit risk characteristics. Future cash flows for each group receivables are estimated on the basis of historical loss experience, adjusted to reflect the effects of current conditions as well as forward looking information.

Movement on the provision for impairment of trade receivables are as follows:

		For the year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年	2018 二零一八年
At 1 January	於一月一日	10,463	5,823
Credit impairment loss	信貸減值虧損	4,676	5,125
Exchange realignment	匯兌調整	(288)	(485)
At 31 December	於十二月三十一日	14,851	10,463

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above. The Group does not hold any collateral as security.

25 應收賬款及應收票據 (續)

(b) 應收票據

該結餘指到期日為少於六個月之銀行承兌票據。本集團應收票據之到期情況如下：

		As at 31 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
Falling within 90 days	90日內	3,425	4,636
Falling within 91 to 180 days	91至180日	13,497	6,832
		16,922	11,468

(c) 減值及風險

本集團採用香港財務報告準則第9號簡化方法計量預期信貸虧損，就所有應收賬款使用全期預期虧損撥備。為計量預期信貸虧損，應收賬款已根據共同信貸風險特徵分組。各組應收款項的未來現金流量乃根據歷史虧損經驗估計，並作出調整以反映當前狀況以及前瞻性資料的影響。

應收賬款減值撥備變動如下：

		For the year ended 31 December 截至十二月三十一日止年度	
		2019 二零一九年	2018 二零一八年
At 1 January	於一月一日	10,463	5,823
Credit impairment loss	信貸減值虧損	4,676	5,125
Exchange realignment	匯兌調整	(288)	(485)
At 31 December	於十二月三十一日	14,851	10,463

於報告日期所面對之最大信貸風險乃上述各類應收款項之賬面值。本集團並無持有任何抵押品作為擔保。

Notes to the Consolidated Financial Statements 綜合財務報表附註

26 OTHER FINANCIAL ASSETS AT AMORTISED COST 26 按攤銷成本計量之其他金融資產

		As at 31 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
Current portion	流動部分		
Deposits and other receivables	按金及其他應收款項	53,541	49,830
Amounts due from shareholders of a subsidiary (Note 30)	應收一間附屬公司股東之款項 (附註30)	45,254	–
		98,795	49,830
Non-current portion	非流動部分		
Deposits	按金	2,914	12,807
		101,709	62,637

Included in the amounts due from shareholders of a subsidiary were HK\$18,216,000 due from directors of the Company and HK\$1,917,000 due from a key management personnel of the Company.

The carrying amounts approximate their fair values. The discounting impact of non-current portion is insignificant. The carrying amounts of other financial assets at amortised cost are denominated in following currencies:

應收本公司董事款項18,216,000港元及應收本公司一名主要管理人員款項1,917,000港元計入應收一間附屬公司股東款項。

賬面值與其公平值相若。非流動部分的貼現影響並不重大。按攤銷成本計量之其他金融資產之賬面值乃以下列貨幣列值：

		As at 31 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
HK\$	港元	6,723	9,878
RMB	人民幣	94,596	52,759
US\$	美元	390	–
		101,709	62,637

As at 31 December 2019, the impact of ECL is immaterial to the Group.

於二零一九年十二月三十一日，預期信貸虧損的影響對本集團並不重大。

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綜合財務報表附註

27 OTHER CURRENT ASSETS

Prepayments	預付款項
Value added tax receivables	應收增值稅

27 其他流動資產

As at 31 December
於十二月三十一日

2019	2018
二零一九年	二零一八年
HK\$'000	HK\$'000
千港元	千港元

		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		21,155	17,540
		45,851	51,448
		67,006	68,988

28 SHORT-TERM BANK DEPOSITS

Short-term bank deposits of HK\$147,000 (2018: HK\$1,583,000) represented bank deposits of the Group with original maturities over three months which are placed as guaranteed deposits for bills payables and are denominated in RMB.

28 短期銀行存款

短期銀行存款147,000港元(二零一八年: 1,583,000港元)指本集團就應付票據而存作保證按金及原有到期日為三個月以上之銀行存款,並以人民幣列值。

29 CASH AND BANK BALANCES

As at 31 December 2019, total cash and bank balances of the Group amounting to approximately HK\$4,384,102,000 (2018: HK\$2,681,475,000), of which cash at bank and on hand amounting to approximately HK\$2,958,284,000 (2018: HK\$1,718,417,000).

29 現金及銀行結餘

於二零一九年十二月三十一日,本集團的現金及銀行結餘總額約為4,384,102,000港元(二零一八年: 2,681,475,000港元),其中銀行及手頭現金約為2,958,284,000港元(二零一八年: 1,718,417,000港元)。

As at 31 December 2019, short-term bank deposits of HK\$751,065,000 (2018: HK\$211,892,000) were fixed bank deposits with effective interest rate of 2.1% (2018: 2.6%) and with average maturity day of 70 days (2018: 51 days), the remaining balance of HK\$3,218,000 (2018: HK\$2,618,000) were bank deposits with original maturities within three months which are placed as guaranteed deposits for tenders.

於二零一九年十二月三十一日,短期銀行存款751,065,000港元(二零一八年: 211,892,000港元)為按實際利率2.1%(二零一八年: 2.6%)計息的固定銀行存款及平均到期日為70日(二零一八年: 51日),餘下結餘3,218,000港元(二零一八年: 2,618,000港元)為就投標而存作保證按金及原有到期日為三個月內之銀行存款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

29 CASH AND BANK BALANCES (Continued)

In accordance with the notice issued by the Payment and Settlement Department of the People's Bank of China (the "PBOC"), effective from 14 January 2019, all customer reserve accounts held by the third-party payment institutions were to be cancelled and the customer reserves were to be deposited in a dedicated deposit account maintained centrally by a designated agency. The customer reserve account is non-interest bearing. As of 31 December 2019, funds deposited in the customer reserve account was amounting to HK\$671,535,000 and are denominated in RMB. Transfers of funds under this bank account are governed under certain measures implemented by the PBOC and hence these customer reserves are restricted in nature.

As at 31 December 2018, short-term bank deposits placed as deposits designated for settlement of certain payables in relation to the payment processing solutions business amounting to HK\$748,548,000 and are denominated in RMB.

Funds of the Group amounting to approximately HK\$2,981,572,000 (2018: HK\$1,923,022,000) are kept in the bank accounts opened with banks in the PRC where the remittance of funds is subject to foreign exchange control.

Cash and bank balances are denominated in the following currencies:

29 現金及銀行結餘(續)

根據中國人民銀行(「中國人民銀行」)支付結算司發佈的通知,自二零一九年一月十四日起,第三方支付機構持有的所有客戶備付金賬戶將被撤銷,且客戶儲備金須集中存放於指定機構的專用存款賬戶中。客戶備付金賬戶不計利息。截至二零一九年十二月三十一日,存放在客戶備付金賬戶的資金為671,535,000港元,以人民幣計值。該銀行賬戶中的資金轉賬受中國人民銀行實施的若干措施監管,因此該等客戶備付金本質上受限制。

於二零一八年十二月三十一日,指定用於支付有關支付交易處理解決方案業務的若干應付款項的短期銀行存款為748,548,000港元,以人民幣計值。

本集團資金約為2,981,572,000港元(二零一八年:1,923,022,000港元)存放於中國銀行開設之銀行賬戶,匯出資金須受外匯管制。

現金及銀行結餘按以下貨幣列值:

		As at 31 December 於十二月三十一日	
		2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元
HK\$	港元	265,638	380,307
RMB	人民幣	3,002,621	1,909,570
US\$	美元	997,022	195,776
JPY	日圓	116,247	193,179
MOP	澳門幣	2,574	2,643
		4,384,102	2,681,475

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綜合財務報表附註

30 SHARE CAPITAL

30 股本

		Ordinary shares of HK\$0.0025 each 每股面值0.0025港元之普通股	
		No. of shares 股數	HK\$'000 千港元
Authorised:	法定：		
At 1 January 2018, 31 December 2018, 1 January 2019 and 31 December 2019	於二零一八年一月一日、 二零一八年十二月三十一日、 二零一九年一月一日及 二零一九年十二月三十一日	4,000,000,000	10,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2018, 31 December 2018, 1 January 2019 and 31 December 2019	於二零一八年一月一日、 二零一八年十二月三十一日、 二零一九年一月一日及 二零一九年十二月三十一日	2,776,833,835	6,942

Notes:

(a) Share options of the Company

The Company operates a share option scheme 2011 (the "Scheme") for the purpose of attracting, retaining and motivating talented employees in order to strive for future developments and expansion of the Group. Eligible participants of the Scheme include the Group's full-time employees, and Executive and non-Executive Directors. The Scheme became effective on 29 April 2011 and unless otherwise cancelled or amended, will remain valid and effective for a period of 10 years from that date. No share option was granted under the Scheme.

(b) Issuance of share option of a subsidiary

On 4 July 2018, the directors and the sole shareholder of Megahunt Microelectronics have passed a resolution to conditionally grant options (the "2018 Options") to several management (the "2018 Grantees") of Megahunt Microelectronics with a right to subscribe up to approximately 16.67% of the enlarged registered and paid up capital of Megahunt Microelectronics at an exercise price of RMB13.33 for every HK\$1.0 in the registered and paid up capital of Megahunt Microelectronics. The 2018 options will be vested in 3 years through tranches.

On 3 June 2019, the 2018 Grantees have given written request to the Board of Megahunt Microelectronics to cancel their respective 2018 Options, and the directors and the sole shareholder of Megahunt Microelectronics have passed a resolution to conditionally grant options (the "2019 Options") to the 2018 Grantees and several management of the Group (the "2019 Grantees") a right to subscribe up to approximately 23.08% of the enlarged registered and paid up capital of Megahunt Microelectronics at an exercise price of RMB11.46 for every HK\$1.0 in the registered and paid up capital of Megahunt Microelectronics. The 2019 Options will be vested in 2 years through tranches.

附註：

(a) 本公司之購股權

本公司運作一項二零一一年購股權計劃（「該計劃」），旨在吸引、留聘及激勵有才幹之僱員，以助本集團日後發展及擴充業務。該計劃之合資格參與者包括本集團之全職僱員以及執行及非執行董事。該計劃於二零一一年四月二十九日生效，除非該計劃另行取消或修訂，否則將由該日起計十年期間仍然有效及生效。並無根據該計劃授出任何購股權。

(b) 發行一間附屬公司之購股權

於二零一八年七月四日，兆訊恒達微電子的董事及唯一股東通過決議案，以向兆訊恒達微電子的多名管理層（「二零一八年承授人」）有條件授出購股權（「二零一八年購股權」），其賦予權利可按兆訊恒達微電子註冊及繳足股本中每1.0港元作價人民幣13.33元的行使價，認購兆訊恒達微電子經擴大註冊及繳足股本最高約16.67%。二零一八年購股權將於三年內分批歸屬。

於二零一九年六月三日，二零一八年承授人已向兆訊恒達微電子董事會發出書面請求，以註銷各自二零一八年購股權，而兆訊恒達微電子董事及唯一股東已通過決議案，向二零一八年承授人及本集團多名管理層（「二零一九年承授人」）有條件授出購股權（「二零一九年購股權」），其賦予權利可按兆訊恒達微電子註冊及繳足股本中每1.0港元作價人民幣11.46元的行使價，認購兆訊恒達微電子經擴大註冊及繳足股本最高約23.08%。二零一九年購股權將於兩年內分批歸屬。

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30 SHARE CAPITAL (Continued)

Notes: (Continued)

(b) Issuance of share option of a subsidiary (Continued)

On 4 December 2019, the Company, Megahunt Microelectronics, Mega Hunt Microelectronics Limited (a subsidiary of the Company, "Megahunt HK"), the 2019 Grantees and certain investors (collectively the "Megahunt Contractual Parties") entered into a subscription agreement (the "Megahunt Subscription Agreement"). The investors include Wonder Pax Technology (Shenzhen) Co. Ltd (a subsidiary of PAX Global), 上海聚源聚芯集成電路產業股權投資基金中心(有限合夥), 芯聯芯(平潭綜合實驗區)科技投資中心(有限合夥)(collectively the "Megahunt Investors"). Pursuant to the Megahunt Subscription Agreement, the Megahunt Investors have conditionally agreed to subscribe for an aggregate of approximately 14.55% of the enlarged registered capital of Megahunt Microelectronics at a subscription price of RMB80,000,000.

Under the Megahunt Subscription Agreement, the 2019 Options is required to be exercised by the 2019 Grantees in full and all subscriptions thereunder have been fully paid by the 2019 Grantees and the registration in respect of the new registered capital of Megahunt Microelectronics is required to be increased upon the aforesaid exercise of the 2019 Options at the relevant registration authority having been completed.

On 30 December 2019, a special general meeting was held and the shareholders of the Company approved that the 2019 Options would be vested and became exercisable immediately. On 31 December 2019, the 2019 Grantees exercised 4,500,000 share options at an exercise price of RMB11.46 per share which represented 23.08% of the enlarged registered and paid up capital of Megahunt Microelectronics. The aggregate proceeds receivable approximated RMB51,570,000 (equivalent to HK\$57,524,000). The Group recognised an increase in non-controlling interests of HK\$35,387,000 and difference of HK\$22,137,000 between the proceeds and the change in non-controlling interest was recognised in equity attributable to Company's owners.

As at 31 December 2019, RMB40,570,000 (equivalent to HK\$45,254,000) of the exercised 2019 Options have not been fully paid by certain 2019 Grantees and was recognised as amounts due from shareholders of a subsidiary (Note 26). As at 31 December 2019, the Megahunt Subscription Agreement have not been completed.

Employee share options expenses of HK\$30,303,000 were recognised in the consolidated income statement.

The weighted average fair value of options granted during the year determined using the Binomial valuation model was RMB5.13. The significant inputs into the model were the exercise price as shown above, volatility of 50.42%, zero dividend yield, exercise multiple of 2.8 times, post vesting exit rate of 0% and an annual risk-free interest rate of 3.25%.

As at 31 December 2019, the Group's equity interest in Megahunt Microelectronics was 76.92% (2018: 100%).

30 股本(續)

附註:(續)

(b) 發行一間附屬公司之購股權(續)

於二零一九年十二月四日,本公司、兆訊恒達微電子、兆訊微電子有限公司(本公司附屬公司、「兆訊香港」、二零一九年承授人及若干投資者(統稱為「兆訊合約方」)訂立認購協議(「兆訊認購協議」)。投資者包括萬達百匯科技(深圳)有限公司(百富環球之附屬公司)、上海聚源聚芯集成電路產業股權投資基金中心(有限合夥)及芯聯芯(平潭綜合實驗區)科技投資中心(有限合夥)(統稱為「兆訊投資者」)。根據兆訊認購協議,兆訊投資者已有條件同意認購兆訊恒達微電子合共約14.55%的經擴大註冊資本,認購價為人民幣80,000,000元。

根據兆訊認購協議,二零一九年購股權須由二零一九年承授人悉數行使其項下的所有認購事項已由二零一九年承授人悉數支付,以及因上述二零一九年購股權獲行使而須增加的新的兆訊恒達微電子註冊資本已於相關登記機構完成登記。

於二零一九年十二月三十日舉行股東特別大會,本公司股東批准歸屬二零一九年購股權並可立即行使該等購股權。於二零一九年十二月三十一日,二零一九年承授人以每股行使價人民幣11.46元行使4,500,000份購股權,相當於兆訊恒達微電子之經擴大註冊及繳足股本之23.08%。應收所得款項總額約為人民幣51,570,000元(相當於57,524,000港元)。本集團確認非控股權益增加35,387,000港元且所得款項與非控股權益變動之間的差額22,137,000港元於本公司擁有人應佔權益內確認。

於二零一九年十二月三十一日,已行使二零一九年購股權人民幣40,570,000元(相當於45,254,000港元)並無獲若干二零一九年承授人悉數支付,並確認為應收一間附屬公司股東款項(附註26)。於二零一九年十二月三十一日,兆訊恒達認購協議尚未完成。

僱員購股權開支30,303,000港元於綜合收益表確認。

年內授出購股權的加權平均公平值乃採用二項式估值模式釐定為人民幣5.13元。該模式的重要輸入數據為上文所示行使價、波幅50.42%、收益率零、行使倍數2.8倍、歸屬後流失率0%以及無風險年利率3.25%。

於二零一九年十二月三十一日,本集團於兆訊恒達微電子的股本權益為76.92%(二零一八年:100%)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 RESERVES

31 儲備

		Share premium	Contributed surplus <i>(Note (i))</i>	Other reserves <i>(Note (ii))</i>	Exchange reserve	Retained earnings	Total
		股份溢價	實繳盈餘 <i>(附註(i))</i>	其他儲備 <i>(附註(ii))</i>	匯兌儲備	保留盈利	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	1,063,153	168,434	647,029	6,312	2,486,343	4,371,271
Profit for the year	年內溢利	-	-	-	-	569,111	569,111
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生之匯兌差額	-	-	-	(35,224)	-	(35,224)
Share of other comprehensive loss of investments accounted for using the equity method	應佔以權益法入賬之投資之其他全面虧損	-	-	(862)	(15,961)	-	(16,823)
Change in value of a financial asset at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產價值變動	-	-	(892)	-	-	(892)
Share of other reserves of an investment accounted for using the equity method	應佔以權益法入賬之投資之其他儲備	-	-	12,797	-	-	12,797
Deemed disposal of shares of subsidiaries	視為出售附屬公司股份	-	-	(276,404)	3,830	-	(272,574)
Employees' incentive programme of a subsidiary <i>(Note 30)</i>	一間附屬公司之僱員獎勵計劃 <i>(附註30)</i>	-	-	30,303	-	-	30,303
Exercise of employees' incentive programme of a subsidiary <i>(Note 30)</i>	行使一間附屬公司之僱員獎勵計劃 <i>(附註30)</i>	-	-	22,137	-	-	22,137
At 31 December 2019	於二零一九年十二月三十一日	1,063,153	168,434	434,108	(41,043)	3,055,454	4,680,106

Notes to the Consolidated Financial Statements 綜合財務報表附註

31 RESERVES (Continued)

31 儲備(續)

		Share premium	Contributed surplus (Note (i))	Other reserves (Note (ii))	Exchange reserve	Retained earnings	Total
		股份溢價	實繳盈餘 (附註(i))	其他儲備 (附註(ii))	匯兌儲備	保留盈利	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	1,063,153	168,434	500,891	111,754	2,208,168	4,052,400
Profit for the year	年內溢利	-	-	-	-	278,175	278,175
Exchange differences arising on translation of the financial statements of foreign subsidiaries	換算海外附屬公司財務報表產生之匯兌差額	-	-	-	(69,279)	-	(69,279)
Share of other comprehensive loss of an investment accounted for using the equity method	應佔以權益法入賬之一項投資之其他全面虧損	-	-	(1,943)	(36,163)	-	(38,106)
Change in value of a financial asset at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產價值變動	-	-	(14,384)	-	-	(14,384)
Employees' incentive programmes of subsidiaries	附屬公司之僱員獎勵計劃	-	-	162,465	-	-	162,465
At 31 December 2018	於二零一八年十二月三十一日	1,063,153	168,434	647,029	6,312	2,486,343	4,371,271

Notes:

- (i) The contributed surplus of the Group represents the difference between the nominal value of the ordinary shares and share premium account of Hi Sun Holdings Limited ("HSHL") acquired pursuant to the Group reorganisation (the "Reorganisation") on 17 October 2001 as set out in the circular to the shareholders of HSHL dated 9 August 2001, over the nominal value of the Company's shares issued in exchange thereof.
- (ii) Major items in other reserves are as follows:
- the difference between the net proceeds from issuance of convertible preference shares of subsidiaries and the amount transferred to non-controlling interests upon their conversion into ordinary shares in prior years;
 - the impacts from granting employees' incentive programme of subsidiaries;
 - change in values of the financial asset at FVOCI; and
 - the initial recognition of the written put option liability and recognition of gain on the Deemed Disposal (Note 35).
- (iii) PRC companies are required to allocate 10% of the companies' net profit to a reserve fund until such fund reaches 50% of the companies' registered capital. The statutory reserve fund can be utilised upon approval by the relevant authorities, to offset accumulated losses or to increase registered capital of the companies, provided that such fund is maintained at a minimum of 25% of the companies' registered capital. As at 31 December 2019, retained earnings comprise of statutory reserve fund amounting to HK\$135,882,000 (2018: HK\$121,605,000).

附註:

- (i) 本集團之實繳盈餘指向高陽控股有限公司(「高陽控股」)股東寄發日期為二零零一年八月九日之通函所載,根據於二零零一年十月十七日進行之集團重組(「重組」)所收購之高陽控股之普通股面值及股份溢價賬,與本公司就此交換之已發行股份面值之差額。
- (ii) 其他儲備的主要項目載列如下:
- 於過往年度獲轉換為普通股後所發行附屬公司可換股優先股之所得款項淨額與轉至非控股權益的金額之差額;
 - 授出附屬公司之僱員獎勵計劃的影響;
 - 按公平值計入其他全面收益之金融資產價值變動;以及
 - 初步確認賣出認沽期權負債及確認有關視為出售事項的收益(附註35)。
- (iii) 中國公司必須將公司純利之10%分配至儲備金,直至該儲備金達到公司註冊資本之50%。法定儲備金經有關當局批准後可用於抵銷累計虧損或增加公司之註冊資本,惟該儲備金最低須維持於公司註冊資本之25%水平。於二零一九年十二月三十一日,保留盈利含有法定儲備金達135,882,000港元(二零一八年:121,605,000港元)。

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綜合財務報表附註

32 TRADE AND BILLS PAYABLES, PAYABLES FOR PAYMENT PROCESSING SOLUTIONS BUSINESS AND OTHER PAYABLES AND ACCRUALS

32 應付賬款及應付票據、支付交易處理解決方案業務之應付款項、其他應付款項及應計款項

		As at 31 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
Current portion	即期部分		
Trade payables (Note (a))	應付賬款 (附註(a))	438,993	247,878
Bills payables (Note (b))	應付票據 (附註(b))	294	3,165
		439,287	251,043
Payables for payment processing solutions business (Note (c))	支付交易處理解決方案業務之應付款項 (附註(c))	599,389	266,710
Other payables and accruals (Note (d))	其他應付款項及應計款項 (附註(d))	1,029,432	1,375,891
		2,068,108	1,893,644
Non-current portion	非即期部分		
Other payables (Note (d))	其他應付款項 (附註(d))	-	983
		2,068,108	1,894,627

Trade and bills payables, payables for payment processing solutions business and other payables and accruals are denominated in the following currencies:

應付賬款及應付票據、支付交易處理解決方案業務之應付款項、其他應付款項及應計款項按以下貨幣列值：

		As at 31 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
HK\$	港元	54,848	63,996
RMB	人民幣	2,013,260	1,830,631
		2,068,108	1,894,627

Notes to the Consolidated Financial Statements

綜合財務報表附註

32 TRADE AND BILLS PAYABLES, PAYABLES FOR PAYMENT PROCESSING SOLUTIONS BUSINESS AND OTHER PAYABLES AND ACCRUALS (Continued)

Notes:

(a) Trade payables

As at 31 December 2019 and 2018, the ageing analysis of the trade payables primarily based on invoice date was as follows:

		As at 31 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
Current to 90 days	即時至90日	402,025	205,694
91 to 180 days	91至180日	1,859	2,663
181 to 365 days	181至365日	24,544	17,774
Over 365 days	365日以上	10,565	21,747
		438,993	247,878

The credit period granted by the suppliers ranges from 0 to 180 days.

(b) Bills payables

The balance represents bank acceptance notes:

		As at 31 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
Due within 90 days	90日內到期	294	1,099
Due within 91 to 180 days	91至180日內到期	-	2,066
		294	3,165

(c) Payables for payment processing solutions business

Payables for payment processing solutions business mainly represent payment received from the relevant banks and financial institutions on behalf of the merchants. The amounts are generally due for settlement within 30 days and is denominated in RMB.

32 應付賬款及應付票據、支付交易處理解決方案業務之應付款項、其他應付款項及應計款項(續)

附註:

(a) 應付賬款

於二零一九年及二零一八年十二月三十一日, 主要按發票日期作出之應付賬款賬齡分析如下:

		As at 31 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
Current to 90 days	即時至90日	402,025	205,694
91 to 180 days	91至180日	1,859	2,663
181 to 365 days	181至365日	24,544	17,774
Over 365 days	365日以上	10,565	21,747
		438,993	247,878

獲供應商授予之信貸期介乎0至180日之間。

(b) 應付票據

餘額指銀行承兌票據:

		As at 31 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
Due within 90 days	90日內到期	294	1,099
Due within 91 to 180 days	91至180日內到期	-	2,066
		294	3,165

(c) 支付交易處理解決方案業務之應付款項

支付交易處理解決方案業務之應付款項主要指代表商戶收取相關銀行及金融機構的付款。有關金額一般於30日內進行結算及按人民幣列值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

32 TRADE AND BILLS PAYABLES, PAYABLES FOR PAYMENT PROCESSING SOLUTIONS BUSINESS AND OTHER PAYABLES AND ACCRUALS

(Continued)

Notes: (Continued)

(d) Other payables and accruals

		As at 31 December	
		於十二月三十一日	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Accrued staff costs and pension obligations	應計員工成本及退休金供款	287,402	273,934
Deposits	按金	62,250	84,556
Receipt in advance from customers (Note i)	預先收取客戶之款項 (附註i)	73,389	186,467
Advance from merchant recruitment agents	來自招攬商戶代理的墊款	370,337	519,935
Others	其他	236,054	311,982
Total	合計	1,029,432	1,376,874
Less: Non-current portion receipt in advance from customers (Note i)	減：預先收取客戶之款項的非流動部分 (附註i)	-	(983)
Total current portion	總流動部分	1,029,432	1,375,891

Note:

- (i) A contract liability is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue. The Group recognised its contract liabilities under other payables and accruals as receipt in advance from customers in the consolidated balance sheet.

Revenue recognised during the year ended 31 December 2019 that was included in the contract liability balance at the beginning of the year amounted to HK\$173,354,000.

The decrease in receipt in advance from customers was mainly due to decrease in advances from merchants under the payment processing solutions segment.

附註：(續)

(d) 其他應付款項及應計款項

附註：

- (i) 合約負債於本集團確認相關收入前，於客戶支付代價或合約規定須支付代價且金額已到期時確認。本集團於綜合資產負債表中確認其合約負債為其他應付款項及應計款項下的預先收取客戶款項。

於截至二零一九年十二月三十一日止年度確認並計入年初合約負債結餘之收入為173,354,000港元。

預先收取客戶之款項減少主要由於來自支付交易處理解決方案分類項下商戶的墊款減少所致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

33 BORROWING

33 借款

		As at 31 December	
		於十二月三十一日	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Current	即期		
Bank borrowing	銀行借款	5,577	10,247

As at 31 December 2019, the bank borrowing would mature on 22 December 2020 and bears average interest of annually 4.57% (2018: 5.24%). The interest-bearing borrowing is carried at amortised cost.

At 31 December 2019, the Group's borrowing was repayable within 1 year (2018: same).

The carrying amount of the short-term borrowing approximates its fair value. The carrying amount of the Group's borrowing as at 31 December 2019 is denominated in the RMB (2018: same).

As at 31 December 2019, the bank borrowing is pledged by buildings (Note 15) and right-of-use assets (Note 16) of the Group (2018: buildings (Note 15) and leasehold land (Note 17)).

The Group has complied with the financial covenants of its borrowing facilities during the year ended 31 December 2019 and 2018.

於二零一九年十二月三十一日，銀行借款於二零二零年十二月二十二日到期，按平均年利率4.57厘（二零一八年：5.24厘）計息。計息借款按攤銷成本列賬。

於二零一九年十二月三十一日，本集團之借款須於一年內償還（二零一八年：相同）。

短期借款之賬面值與其公平值相若。於二零一九年十二月三十一日，本集團借款之賬面值乃以人民幣計值（二零一八年：相同）。

於二零一九年十二月三十一日，銀行借款由本集團樓宇（附註15）及使用權資產（附註16）（二零一八年：樓宇（附註15）及租賃土地（附註17））作抵押。

截至二零一九年及二零一八年十二月三十一日止年度，本集團已遵守其借款融資的財務契諾。

Notes to the Consolidated Financial Statements

綜合財務報表附註

34 DEFERRED INCOME TAX

The movement in deferred income tax assets and liabilities during the year is as follows:

Deferred income tax liabilities

		2019 二零一九年			Total 合計	2018 二零一八年		
		Accelerated tax depreciation 加速稅項 折舊 HK\$'000 千港元	Revaluation of intangible assets 無形資產 重估 HK\$'000 千港元	Right-of-use assets 使用權 資產 HK\$'000 千港元		Accelerated tax depreciation 加速稅項 折舊 HK\$'000 千港元	Revaluation of intangible assets 無形資產 重估 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January, before adoption of HKFRS 16	於一月一日，於採納香港財務報告準則第16號前	251	340	-	591	101	406	507
Adoption of HKFRS 16 (Note 2.1.1(a))	於採納香港財務報告準則第16號時 (附註2.2.1(a))	-	-	7,148	7,148	-	-	-
At 1 January, after adoption of HKFRS 16	於一月一日，於採納香港財務報告準則第16號後	251	340	7,148	7,739	101	406	507
(Credited)/charged to the consolidated income statement	(計入)/扣除自綜合收益表	(78)	(22)	(741)	(841)	150	(50)	100
Exchange realignment	匯兌調整	-	(7)	(132)	(139)	-	(16)	(16)
At 31 December	於十二月三十一日	173	311	6,275	6,759	251	340	591
Set-off deferred income tax assets	抵銷遞延所得稅資產	(173)	(226)	(5,838)	(6,237)	(251)	(231)	(482)
Deferred income tax liabilities, net at 31 December	於十二月三十一日的遞延所得稅負債淨額	-	85	437	522	-	109	109

34 遞延所得稅

年內，遞延所得稅資產與負債之變動如下：

遞延所得稅負債

Notes to the Consolidated Financial Statements

綜合財務報表附註

34 DEFERRED INCOME TAX (Continued)

Deferred income tax assets

		2019 二零一九年		2018 二零一八年	
		Lease liabilities 租賃負債	Revaluation of intangible assets 無形資產重估	Total 合計	Revaluation of intangible assets 無形資產重估
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January, before adoption of HKFRS 16	於一月一日，於採納香港財務報告準則第16號前	-	(482)	(482)	(344)
Adoption of HKFRS 16 (Note 2.1.1(a))	於採納香港財務報告準則第16號時(附註2.2.1(a))	(7,148)	-	(7,148)	-
At 1 January, after adoption of HKFRS 16	於一月一日，於採納香港財務報告準則第16號後	(7,148)	(482)	(7,630)	(344)
Charged/(credited) to the consolidated income statement	(計入)/扣除自綜合收益表	1,065	78	1,143	(150)
Exchange realignment	匯兌調整	126	5	131	12
At 31 December	於十二月三十一日	(5,957)	(399)	(6,356)	(482)
Set-off deferred income tax liabilities	抵銷遞延所得稅負債	5,838	399	6,237	482
Deferred income tax assets, net at 31 December	於十二月三十一日的遞延所得稅資產淨額	(119)	-	(119)	-

Deferred income tax assets are recognised for tax losses carry forward to the extent that realisation of the related tax benefit through the future taxable profits is probable. As at 31 December 2019, the Group had unrecognised tax losses to be carried forward against future taxable income amounted to HK\$418,791,000 (2018: HK\$417,423,000). These tax losses have no expiry date except that HK\$164,623,000 will expire from 2020 to 2024 (2018: HK\$173,121,000 will expire from 2019 to 2023). The potential deferred income tax assets in respect of these tax losses which have not been recognised amounted to HK\$75,789,000 (2018: HK\$77,044,000).

As at 31 December 2019, deferred taxation has not been provided for in the consolidated financial statements in respect of the withholding tax that would be payable on unremitted earnings of certain PRC subsidiaries of the Group amounting to approximately HK\$173,900,000 (2018: HK\$108,054,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

34 遞延所得稅(續)

遞延所得稅資產

		2019 二零一九年		2018 二零一八年	
		Lease liabilities 租賃負債	Revaluation of intangible assets 無形資產重估	Total 合計	Revaluation of intangible assets 無形資產重估
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January, before adoption of HKFRS 16	於一月一日，於採納香港財務報告準則第16號前	-	(482)	(482)	(344)
Adoption of HKFRS 16 (Note 2.1.1(a))	於採納香港財務報告準則第16號時(附註2.2.1(a))	(7,148)	-	(7,148)	-
At 1 January, after adoption of HKFRS 16	於一月一日，於採納香港財務報告準則第16號後	(7,148)	(482)	(7,630)	(344)
Charged/(credited) to the consolidated income statement	(計入)/扣除自綜合收益表	1,065	78	1,143	(150)
Exchange realignment	匯兌調整	126	5	131	12
At 31 December	於十二月三十一日	(5,957)	(399)	(6,356)	(482)
Set-off deferred income tax liabilities	抵銷遞延所得稅負債	5,838	399	6,237	482
Deferred income tax assets, net at 31 December	於十二月三十一日的遞延所得稅資產淨額	(119)	-	(119)	-

遞延所得稅資產乃因應相關稅項利益有可能透過日後應課稅溢利變現而就所結轉之稅項虧損作確認。於二零一九年十二月三十一日，本集團將結轉以抵銷日後應課稅收入之未確認稅項虧損為418,791,000港元(二零一八年：417,423,000港元)。除164,623,000港元將於二零二零年至二零二四年期間屆滿(二零一八年：173,121,000港元於二零一九年至二零二三年期間屆滿)外，該等稅項虧損並無屆滿日期。未就該等稅項虧損確認之潛在遞延稅項資產為75,789,000港元(二零一八年：77,044,000港元)。

於二零一九年十二月三十一日，由於本集團可控制撥回暫時差額之時間且暫時差額可能不會於可見未來撥回，故尚未就本集團若干中國附屬公司未匯盈利之應付預扣稅約173,900,000港元(二零一八年：108,054,000港元)於綜合財務報表作出遞延稅項撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

35 DEEMED DISPOSAL AND WRITTEN PUT OPTION LIABILITY

In 2019, the Company, certain shareholders of VBill OPCO, including Shen Zheng (also acts as the director of VBill Limited), Li Huimin, Xue Guangyu and Ge Xiaoxia (collectively the “Management Shareholders”), ELECTRUM B.V. (the “VBill Investor”), VBill Limited (“VBill (Cayman)”) and VBill OPCO (collectively the “VBill Contractual Parties”) entered into a subscription agreement (the “Subscription”), pursuant to which, the VBill Investor had agreed to acquire approximately 11.21% effective shareholding in VBill OPCO through subscription of the issued shares of VBill (Cayman) at a subscription price of RMB588,000,000 (equivalent to HK\$676,494,000).

As a part of the Subscription, VBill (Cayman) would grant a put option, which the VBill Investor could request VBill (Cayman) to repurchase, redeem and/or cancel all the VBill (Cayman)'s shares of the VBill Investor at its discretion within 3 to 5 years after the completion date of the Subscription under certain conditions at an exercise price of RMB588,000,000 (equivalent to HK\$676,494,000) plus 8.0% interest per annum. The Subscription was completed on 12 November 2019.

Upon the completion of the Subscription, VBill OPCO remains as a subsidiary of the Group.

The Group was deemed to have disposed of approximately 11.21% of VBill OPCO from 80.04% to approximately 68.83% (“Deemed Disposal”). A gain of HK\$400,090,000 from the Deemed Disposal was recognised within equity in ‘other reserves’, net of directly attributable transaction costs charged in the equity of HK\$17,246,000.

A written put option liability of approximately HK\$676,494,000 was recognised at its fair value in the consolidated balance sheet, with a corresponding entry of the same amount recognised within equity ‘other reserves’. Its fair value is based on the present value of the exercise price of RMB588,000,000 (equivalent to HK\$676,494,000) plus 8.0% interest per annum, by applying a discount rate of 8%, and on the assumption that the put option will be redeemable after 3 years from the completion date (Note 31). The written put option liability was denominated in US\$ and classified under non-current liabilities.

35 視為出售事項及賣出認沽期權負債

於二零一九年，本公司、隨行付若干股東，包括申政（亦擔任VBill Limited董事）、黎會敏、薛光宇及葛曉霞（統稱為「管理層股東」）、ELECTRUM B.V.（「VBill投資者」）、VBill Limited（「VBill (Cayman)」）及隨行付（統稱為「VBill合約方」）訂立認購協議（「認購事項」），據此，VBill投資者已同意透過按認購價人民幣588,000,000元（相當於676,494,000港元）認購VBill (Cayman)已發行股份，從而收購隨行付約11.21%的實際股權。

作為認購事項的一部分，VBill (Cayman)將會授出一份回購權，於認購事項完成日期後三至五年內，VBill投資者可就此要求VBill (Cayman)在若干情況下以行使價人民幣588,000,000元（相當於676,494,000港元）加8.0%的年利率酌情購回、贖回及／或註銷VBill投資者的所有VBill (Cayman)股份。認購事項於二零一九年十一月十二日完成。

於認購事項完成後，隨行付仍為本集團的一間附屬公司。

本集團被視為已出售隨行付約11.21%權益，權益由80.04%減至約68.83%（「視為出售事項」）。視為出售事項產生的收益400,090,000港元於權益內的「其他儲備」中確認，並扣除權益中計入的直接應佔交易成本17,246,000港元。

賣出認沽期權負債約676,494,000港元按其公平值於綜合資產負債表中確認，並於權益內的「其他儲備」中確認相同金額的相應項目。透過採用8%的貼現率，其公平值按行使價的現值人民幣588,000,000元（相當於676,494,000港元）加8.0%的年利率計算，並假設回購權將於完成日期起計三年後可贖回（附註31）。賣出認沽期權負債以美元列值及分類為非流動負債。

Notes to the Consolidated Financial Statements 綜合財務報表附註

35 DEEMED DISPOSAL AND WRITTEN PUT OPTION LIABILITY (Continued) 35 視為出售事項及賣出認沽期權負債 (續)

Gain on Deemed Disposal is calculated as follows:

視為出售事項的收益按以下計算：

		As at 12 November 2019 於二零一九年 十一月十二日 HK\$'000 千港元
Proceeds received from the Subscription	認購事項所得款項	676,494
Less: recognition of non-controlling interests	減：確認非控股權益	(255,328)
Less: proportionate share of accumulated currency translation differences re-attributed to non-controlling interests	減：按比例分佔的累計貨幣換算差額重新歸入非控股權益	(3,830)
Less: directly attributable transaction costs	減：直接應佔交易成本	(17,246)
Gain on Deemed Disposal	視為出售事項的收益	400,090

Set out below is the summary of the impact on other reserves in respect of the Deemed Disposal and the written put option liability:

以下載列有關視為出售事項及賣出認沽期權負債對其他儲備產生的影響的概要：

		Other reserves 其他儲備 HK\$'000 千港元
Gain on Deemed Disposal	視為出售事項的收益	400,090
Initial recognition of the written put option liability	初次確認賣出認沽期權負債	(676,494)
		(276,404)

In the consolidated cash flow statement, net cash inflow from Deemed Disposal of HK\$659,248,000 represents proceeds received from the Subscription of HK\$676,494,000 less the directly attributable transaction costs of HK\$17,246,000.

於綜合現金流量表中，視為出售事項的現金流入淨額659,248,000港元，指自認購事項收取之所得款項676,494,000港元減直接應佔交易成本17,246,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT 36 綜合現金流量表附註

(a) Reconciliation of profit before income tax to net cash generated from operations

(a) 除所得稅前溢利與經營所得現金淨額之對賬

		For the year ended 31 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
Profit before income tax	除所得稅前溢利	776,623	430,165
Adjustments for:	調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	362,116	299,477
Depreciation of right-of-use assets	使用權資產折舊	29,392	-
Depreciation of investment properties	投資物業折舊	197	198
Amortisation of leasehold land	租賃土地攤銷	-	986
Amortisation of intangible assets	無形資產攤銷	112	208
Net fair values (gains)/losses on financial assets at fair value through profit or loss	按公平值計入損益之金融資產公平值(收益)/虧損淨額	(21,923)	16,971
Gain on disposals of property, plant and equipment	出售物業、廠房及設備之收益	(50)	(45)
Write off of property, plant and equipment	撇銷物業、廠房及設備	94,701	-
Provision for inventories	存貨撥備	5,539	1,253
Employees' incentive programmes of subsidiaries	附屬公司之僱員獎勵計劃	30,303	201,447
Share of results of investments accounted for using the equity method	應佔以權益法入賬之投資之業績	(208,695)	(171,753)
Credit impairment loss	信貸減值虧損	48,800	39,954
Interest income	利息收入	(53,572)	(23,717)
Finance costs	融資成本	10,245	89
Operating profit before working capital changes	營運資金變動前之經營溢利	1,073,788	795,233
Decrease/(increase) in inventories	存貨減少/(增加)	58,876	(75,721)
(Increase)/decrease in trade and bills receivables	應收賬款及應收票據(增加)/減少	(71,485)	114,697
Decrease/(increase) in loan receivables	應收貸款減少/(增加)	98,559	(589,558)
Decrease/(increase) in other financial assets at amortised cost	按攤銷成本計量之其他金融資產減少/(增加)	4,376	(29,957)
Decrease/(increase) in other assets	其他資產減少/(增加)	4,695	(24,935)
(Increase)/decrease in amounts due from investments accounted for using the equity method	應收以權益法入賬之投資之款項(增加)/減少	(5,249)	359
Decrease in amounts due to investment accounted for using the equity method	應付以權益法入賬之投資之款項減少	(7,675)	(224)
Increase in trade and bills payables, payables for payment processing solutions business and other payables and accruals	應付賬款及應付票據、支付交易處理解決方案業務之應付款項以及其他應付款項及應計款項增加	214,410	603,925
Cash generated from operations	經營所得現金	1,370,295	793,819

Notes to the Consolidated Financial Statements 綜合財務報表附註

36 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (Continued) 36 綜合現金流量表附註(續)

(b) In the cash flow statement, proceeds from disposals of property, plant and equipment comprise:

(b) 於現金流量表中，出售物業、廠房及設備所得款項包括：

		For the year ended 31 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
Net book amount (Note 15)	賬面淨值(附註15)	107	969
Gain on disposals of property, plant and equipment	出售物業、廠房及設備之收益	50	45
Proceeds from disposals of property, plant and equipment		157	1,014

(c) Reconciliation of liabilities arising from financing activities

(c) 融資活動產生之負債對賬

This section sets out the movements in liabilities arising from financing activities for each of the years presented.

本節載列各呈列年度融資活動產生之負債變動。

		Borrowing 借款 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 1 January 2018	於二零一八年一月一日	9,596	-	9,596
Cash flows	現金流量	1,093	-	1,093
Finance costs	融資成本	89	-	89
Exchange difference	匯兌差額	(531)	-	(531)
As at 31 December 2018	於二零一八年十二月三十一日	10,247	-	10,247
Recognised on adoption of HKFRS 16 (Note 2.1.1(a))	於採納香港財務報告準則第16號時確認(附註2.1.1(a))	-	57,677	57,677
As at 1 January 2019	於二零一九年一月一日	10,247	57,677	67,924
Cash flows	現金流	(4,665)	(30,646)	(35,311)
Addition	添置	-	30,793	30,793
Finance costs	融資成本	127	2,704	2,831
Exchange difference	匯兌差額	(132)	(1,218)	(1,350)
As at 31 December 2019	於二零一九年十二月三十一日	5,577	59,310	64,887

Notes to the Consolidated Financial Statements

綜合財務報表附註

37 CONTINGENT LIABILITIES

In 2015, the Company entered into a performance guarantee agreement with a customer (the “Performance Guarantee Agreement”). Pursuant to the Performance Guarantee Agreement, the Company agreed to provide the customer with a guarantee in relation to the due and punctual performance of a subsidiary of the Group in providing services for a modernisation project with not more than HK\$60,000,000 (2018: same) and claims of infringement of third party’s intellectual property right. As at 31 December 2019, the Company does not recognise any liability in relation to the Performance Guarantee Agreement as the Directors of the Company consider the possibility of reimbursement is not probable.

In 2019, the Company entered into a guarantee agreement with Megahunt Microelectronics, Mega Hunt HK and Tianjin Mega Hunt Microelectronics Company Limited (“Tianjin Mega Hunt”) (the “Guarantee Agreement”). Pursuant to the Guarantee Agreement, the Company agreed to provide Megahunt Microelectronics, Mega Hunt HK and Tianjin Mega Hunt with a guarantee to repay the due and unsettled debts of Megahunt Microelectronics, Mega Hunt HK and Tianjin Mega Hunt payable to a supplier, should Megahunt Microelectronics, Mega Hunt HK and Tianjin Mega Hunt or fail to honour their obligations, with not more than HK\$78,000,000 (equivalent to US\$10,000,000). As at 31 December 2019, the Company does not recognise any liability in relation to the Guarantee Agreement as the Directors of the Company consider the possibility of reimbursement is not probable.

Save as disclosed above, the Group had no material contingent liability as at 31 December 2018 and 2019.

37 或然負債

於二零一五年，本公司與一名客戶訂立履約擔保協議（「履約擔保協議」）。根據履約擔保協議，本公司同意就本集團一間附屬公司恰當及如期為維新項目提供服務之表現及侵犯第三方知識產權之申索，向該名客戶提供不多於60,000,000港元（二零一八年：相同）之擔保。於二零一九年十二月三十一日，由於本公司董事認為提出索償之可能性不高，故本公司並無確認有關履約擔保協議之任何負債。

於二零一九年，本公司與兆訊恒達微電子、兆訊香港及天津兆訊電子技術有限公司（「天津兆訊」）訂立擔保協議（「擔保協議」）。根據擔保協議，本公司同意向兆訊恒達微電子、兆訊香港及天津兆訊提供不多於78,000,000港元（相當於10,000,000美元）的擔保，以償還兆訊恒達微電子、兆訊香港及天津兆訊應付予一名供應商的到期未清償債務，惟倘兆訊恒達微電子、兆訊香港及天津兆訊終止或未能履行其責任。於二零一九年十二月三十一日，由於本公司董事認為提出索償的可能性不高，故本公司並無確認有關擔保協議之任何負債。

除上文披露者外，於二零一八年及二零一九年十二月三十一日，本集團並無任何重大或然負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

38 COMMITMENTS

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

		Land and buildings
		土地及樓宇
		As at
		31 December
		2018
		於二零一八年
		十二月
		三十一日
		HK\$'000
		千港元
Not later than one year	不超過一年	33,518
Later than one year and not later than five years	超過一年但不超過五年	36,096
		69,614

From 1 January 2019, the Group has recognised right-of-use assets and lease liabilities for these leases, except for short-term leases (*Note 16*).

38 承擔

於二零一八年十二月三十一日，本集團根據不可撤銷經營租賃之未來最低租賃款總額如下：

		Land and buildings
		土地及樓宇
		As at
		31 December
		2018
		於二零一八年
		十二月
		三十一日
		HK\$'000
		千港元
Not later than one year	不超過一年	33,518
Later than one year and not later than five years	超過一年但不超過五年	36,096
		69,614

自二零一九年一月一日起，本集團就該等租賃（不包括短期租賃）確認使用權資產及租賃負債（附註16）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

39 RELATED PARTY TRANSACTIONS

As at 31 December 2019, Rich Global Limited (incorporated in British Virgin Islands) owns 22.22% of the Company's shares. The remaining 77.78% of the shares are widely held.

(a) Transactions with related parties

Except for those disclosed below and other than those disclosed elsewhere in the consolidated financial statements, the Group has no other significant transaction with related parties during the year ended 31 December 2019 (2018: same).

39 關連方交易

於二零一九年十二月三十一日，於英屬處女群島註冊成立之Rich Global Limited擁有本公司22.22%股份。餘下77.78%股份由公眾人士持有。

(a) 與關連方之交易

除下文所披露者及綜合財務報表其他部分披露者外，於截至二零一九年十二月三十一日止年度，本集團並無與關連方進行任何重大交易（二零一八年：相同）。

		For the year ended 31 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
Transactions with PAX Global, an associated company:	與聯營公司百富環球之交易：		
– Rental income (Note i)	– 租金收入 (附註i)	1,431	1,491
– Purchase of electronic payment products (Note ii)	– 購買電子支付產品 (附註ii)	47,498	194,221
– Sales of mag-stripe card security decoder chips (Note iii)	– 銷售磁條卡加密解碼芯片 (附註iii)	52,138	67,587
Transactions with Cloopen, an associated company:	與聯營公司Cloopen之交易：		
– Technical and support services fee (Note iv)	– 技術及支援服務費用 (附註iv)	39,283	50,116
– Provision of platform operation services (Note v)	– 提供平台運營服務 (附註v)	2,385	3,318

Notes:

- (i) Rental income from an associated company was charged at a fixed monthly fee mutually agreed between the two parties.
- (ii) Purchase of electronic payment products was transacted pursuant to the terms and conditions set out in the framework agreement entered into by the Group and an associated company dated 31 December 2015. The Group and an associated company had on 5 December 2018 entered into new framework agreements with revised terms and conditions governing the purchase of electronic payment products effective from 1 January 2019.

附註：

- (i) 來自一間聯營公司之租金收入每月按雙方共同協定之固定費用收取。
- (ii) 購買電子支付產品乃根據本集團與一間聯營公司所訂立日期為二零一五年十二月三十一日之框架協議所載條款及條件進行交易。本集團與一間聯營公司已於二零一八年十二月五日訂立具經修訂條款及條件之新框架協議，以規管購買電子支付產品，並自二零一九年一月一日起生效。

Notes to the Consolidated Financial Statements 綜合財務報表附註

39 RELATED PARTY TRANSACTIONS (Continued)

(a) Transactions with related parties (Continued)

Notes: (Continued)

- (iii) Sales of mag-stripe card security decoder chips were transacted pursuant to the terms and conditions set out in the framework agreement entered into by the Group and an associated company on 31 December 2013. The terms and conditions of the framework agreement have been renewed on 30 December 2016.
- (iv) Technical and support services fee were charged pursuant to the terms and conditions set out in the framework agreement entered into by the Group and an associated company on 9 May 2016. These related party transactions have ceased to be the continuing connected transactions as defined in Chapter 14A of the Listing Rules on 19 March 2018.
- (v) Provision of platform operation services were transacted pursuant to the terms and conditions set out in the contracts entered into by the Group and an associated company on 28 September 2018 and 1 November 2018, respectively.

(b) Balances with investments accounted for using the equity method

Amounts due from associated companies 應收聯營公司款項

Amounts due to associated companies 應付聯營公司款項

As at 31 December 2018 and 2019, these balances are denominated in RMB, unsecured, interest-free and repayable on demand.

(c) Key management compensation

During the years ended 31 December 2019 and 2018, key management compensation is equivalent to the directors' emolument as disclosed in Note 41.

39 關連方交易 (續)

(a) 與關連方之交易 (續)

附註: (續)

- (iii) 銷售磁條卡加密解碼芯片乃根據本集團與一間聯營公司於二零一三年十二月三十一日訂立之框架協議所載條款及條件進行交易。該框架協議之條款及條件已於二零一六年十二月三十日續訂。
- (iv) 技術及支援服務費乃根據本集團與一間聯營公司於二零一六年五月九日訂立之框架協議所載條款及條件扣除。該等關連方交易於二零一八年三月十九日不再為上市規則第十四A章界定之持續關連交易。
- (v) 提供平台運營服務乃根據本集團與一間聯營公司於二零一八年九月二十八日及二零一八年十一月一日分別訂立之合約所載條款及條件進行交易。

(b) 以權益法入賬之投資之結餘

As at 31 December

於十二月三十一日

2019	2018
二零一九年	二零一八年
HK\$'000	HK\$'000
千港元	千港元

Amounts due from associated companies 應收聯營公司款項 **19,970** 15,116

Amounts due to associated companies 應付聯營公司款項 **(21,226)** (114,190)

於二零一八年及二零一九年十二月三十一日，該等結餘均以人民幣計值，為無抵押、不計息及應要求償還。

(c) 主要管理層之補償

截至二零一九年及二零一八年十二月三十一日止年度，主要管理層之補償相當於附註41所披露之董事酬金。

Notes to the Consolidated Financial Statements

綜合財務報表附註

40 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY 40 本公司之資產負債表及儲備變動

Balance sheet of the Company

本公司之資產負債表

		As at 31 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
ASSETS	資產		
Non-current assets	非流動資產		
Investment properties	投資物業	1,794	2,052
Right-of-use assets	使用權資產	20,474	–
Leasehold land	租賃土地	–	21,233
Investments in subsidiaries	投資附屬公司	713,189	713,127
Investment accounted for using the equity method	使用權益法入賬的投資	259,770	259,770
Total non-current assets	非流動資產總值	995,227	996,182
Current assets	流動資產		
Other current assets	其他流動資產	745	800
Other financial assets at amortised cost	按攤銷成本計量的其他金融資產	202	202
Financial asset at fair value through profit or loss	按公平值計入損益之金融資產	1,712	2,004
Amounts due from subsidiaries	應收附屬公司款項	502,857	467,298
Cash and bank balances	現金及銀行結餘	419,338	465,816
Total current assets	流動資產總值	924,854	936,120
Total assets	資產總值	1,920,081	1,932,302
EQUITY	權益		
Capital and reserves attributable to owners of the Company	本公司擁有人應佔資本及儲備		
Share capital	股本	6,942	6,942
Reserves	儲備	1,279,650	1,318,045
Total equity	權益總額	1,286,592	1,324,987
LIABILITIES	負債		
Current liabilities	流動負債		
Other payables and accruals	其他應付款項及應計款項	27,762	27,424
Amounts due to subsidiaries	應付附屬公司款項	590,927	565,091
Current income tax liabilities	即期所得稅負債	14,800	14,800
Total current liabilities	流動負債總額	633,489	607,315
Total liabilities	負債總額	633,489	607,315
Total equity and liabilities	權益及負債總額	1,920,081	1,932,302

Notes to the Consolidated Financial Statements 綜合財務報表附註

40 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (Continued) 40 本公司之資產負債表及儲備變動(續)

Balance sheet of the Company (Continued)

Note (a): Reserves movements of the Company

		Share premium	Contributed Surplus (Note)	Other reserves	(Accumulated loss)/retained earnings	Total
		股份溢價	實繳盈餘 (附註)	其他儲備	(累計虧損)/ 保留盈利	合計
		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 1 January 2019	於二零一九年一月一日	1,290,857	46,417	34,223	(53,452)	1,318,045
Loss for the year	年內虧損	-	-	(7,323)	(31,072)	(38,395)
At 31 December 2019	於二零一九年十二月三十一日	1,290,857	46,417	26,900	(84,524)	1,279,650
At 1 January 2018	於二零一八年一月一日	1,290,857	46,417	34,223	35,339	1,406,836
Loss for the year	年內虧損	-	-	-	(88,791)	(88,791)
At 31 December 2018	於二零一八年十二月三十一日	1,290,857	46,417	34,223	(53,452)	1,318,045

Note:

The contributed surplus of the Company represents the excess of the fair value of the shares of the subsidiaries acquired pursuant to the reorganisation over the nominal value of the Company's shares issued in exchange thereof. Under the Companies Act 1981 of Bermuda, a company may make distributions to its members out of the contributed surplus under certain circumstances.

本公司之資產負債表(續)

附註(a): 本公司之儲備變動

		Share premium	Contributed Surplus (Note)	Other reserves	(Accumulated loss)/retained earnings	Total
		股份溢價	實繳盈餘 (附註)	其他儲備	(累計虧損)/ 保留盈利	合計
		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 1 January 2019	於二零一九年一月一日	1,290,857	46,417	34,223	(53,452)	1,318,045
Loss for the year	年內虧損	-	-	(7,323)	(31,072)	(38,395)
At 31 December 2019	於二零一九年十二月三十一日	1,290,857	46,417	26,900	(84,524)	1,279,650
At 1 January 2018	於二零一八年一月一日	1,290,857	46,417	34,223	35,339	1,406,836
Loss for the year	年內虧損	-	-	-	(88,791)	(88,791)
At 31 December 2018	於二零一八年十二月三十一日	1,290,857	46,417	34,223	(53,452)	1,318,045

附註:

本公司之實繳盈餘指根據重組所收購之附屬公司股份公平值超過本公司就此交換之已發行股份面值之金額。根據百慕達一九八一年公司法，公司可在若干情況下從實繳盈餘中撥出款額以向其股東作出分派。

Notes to the Consolidated Financial Statements

綜合財務報表附註

41 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES)

41 董事之福利及權益 (按香港公司條例 (第622章) 第383條、公司 (披露董事利益資料) 規例 (第622G章) 及香港上市規則要求作出披露)

(a) Directors' and chief executive's emoluments

The remuneration of every director and the chief executive is set out below:

For the year ended 31 December 2019:

(a) 董事及行政總裁之酬金

每名董事及行政總裁之酬金載列如下：

截至二零一九年十二月三十一日止年度：

		Fees	Salary	Discretionary bonuses	Housing allowance	Estimated money value of other benefits	Employer's contribution to a retirement benefit scheme	in respect of accepting office as director	Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking	Total
		袍金 HK\$'000 千港元	薪金 HK\$'000 千港元	酌情花紅 HK\$'000 千港元	房屋津貼 HK\$'000 千港元	其他福利 估計貨幣價值 HK\$'000 千港元	僱主之退休 福利計劃供款 HK\$'000 千港元	為董事之已付 或應收酬金 HK\$'000 千港元	就董事有關管理 本公司或其附屬 公司事務之其他 服務之已付或 應收酬金 HK\$'000 千港元	合計 HK\$'000 千港元
Executive Directors	執行董事									
Cheung Yuk Fung	張玉峰	1,050	-	1,300	-	-	-	-	-	2,350
Kui Man Chun (Chief Executive Officer)	渠萬春 (行政總裁)	-	2,460	6,200	-	-	18	-	-	8,678
Xu Wensheng	徐文生	-	2,741	6,000	-	4,364	18	-	-	13,123
Li Wenjin	李文晉	-	2,070	6,000	-	-	18	-	-	8,088
Xu Chang Jun	徐昌軍	-	2,416	5,400	-	3,928	18	-	-	11,762
Independent Non-Executive Directors	獨立非執行董事									
Tam Chun Fai	譚振輝	208	-	200	-	-	-	-	-	408
Leung Wai Man, Roger	梁偉民	208	-	200	-	-	-	-	-	408
Chang Kai-Tzung, Richard	張楷淳	208	-	200	-	-	-	-	-	408
Total	合計	1,674	9,687	25,500	-	8,292	72	-	-	45,225

Notes to the Consolidated Financial Statements 綜合財務報表附註

41 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (Continued)

41 董事之福利及權益(按香港公司條例(第622章)第383條·公司(披露董事利益資料)規例(第622G章)及香港上市規則要求作出披露)(續)

(a) Directors' and chief executive's emoluments (Continued)

For the year ended 31 December 2018:

(a) 董事及行政總裁之酬金(續)

截至二零一八年十二月三十一日止年度:

	Fees	Salary	Discretionary bonuses	Housing allowance	Estimated money value of other benefits	Employer's contribution to a retirement benefit scheme	in respect of accepting office as director	Remuneration paid or receivable in respect of the management of the affairs of the Company or its subsidiary undertaking	Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking	Total	
	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'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	
Executive Directors											
張玉峰	960	-	1,300	-	-	-	-	-	-	2,260	
渠萬春	-	2,280	6,200	-	-	18	-	-	-	8,498	
徐文生	-	2,541	6,000	-	-	18	-	-	-	8,559	
李文晉	-	1,800	6,000	-	-	18	-	-	-	7,818	
徐昌軍	-	2,176	5,400	-	-	18	-	-	-	7,594	
Independent Non-Executive Directors											
譚振輝	180	-	200	-	-	-	-	-	-	380	
梁偉民	180	-	200	-	-	-	-	-	-	380	
張楷淳	180	-	200	-	-	-	-	-	-	380	
Total	1,500	8,797	25,500	-	-	72	-	-	-	35,869	

Notes to the Consolidated Financial Statements 綜合財務報表附註

41 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (Continued)

(b) Directors' retirement benefits

None of the directors received or will receive any retirement benefits during the year (2018: Nil).

(c) Directors' termination benefits

None of the directors received or will receive any termination benefits during the year (2018: Nil).

(d) Consideration provided to third parties for making available directors' services

During the year ended 31 December 2019, the Company did not pay consideration to any third parties for making available directors' services (2018: Nil).

(e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

During the year ended 31 December 2019, there is no loans, quasi-loans and other dealing arrangements in favour of directors, or controlled bodies corporate by and connected entities with such directors (2018: Nil).

(f) Directors' material interests in transactions, arrangements or contracts

Save as disclosed, no significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2018: Nil).

41 董事之福利及權益(按香港公司條例(第622章)第383條、公司(披露董事利益資料)規例(第622G章)及香港上市規則要求作出披露)(續)

(b) 董事退休福利

年內，概無董事已經或將會收取任何退休福利(二零一八年：無)。

(c) 董事離職福利

年內，概無董事已經或將會收取任何離職福利(二零一八年：無)。

(d) 就獲取董事服務向第三方支付之代價

於截至二零一九年十二月三十一日止年度，本公司並無就獲取董事服務而向任何第三方支付代價(二零一八年：無)。

(e) 有關以董事、該等董事之受控制法團及關連實體為受益人之貸款、準貸款及其他交易之資料

於截至二零一九年十二月三十一日止年度，概無以董事、或該等董事之受控制法團及關連實體為受益人之貸款、準貸款及其他交易安排(二零一八年：無)。

(f) 董事於交易、安排或合約之重大權益

除所披露者外，本公司概無於年終或年內任何時間訂有任何本公司董事於當中直接或間接擁有任何重大權益且與本公司業務有關之重大交易、安排及合約(二零一八年：無)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

42 EVENTS AFTER THE BALANCE SHEET DATE

- (a) On 15 January 2020, the Company entered into a guarantee agreement with Megahunt Microelectronics (the “2020 Guarantee Agreement”). Pursuant to the 2020 Guarantee Agreement, the Company agreed to provide Megahunt Microelectronics with a guarantee to repay the due and unsettled debts of Megahunt Microelectronics payable to a supplier, should Megahunt Microelectronics cease or fail to honour its obligations, with not more than HK\$78,000,000 (equivalent to US\$10,000,000).
- (b) Saved as disclosed in Note 30, the Megahunt Subscription Agreement completed on 30 March 2020 and immediately after which Megahunt Microelectronics is owned as to approximately 65.73% by the Group.
- (c) As a result of the outbreak of Coronavirus Disease 2019 (“COVID-19 outbreak”), a series of precautionary and control measures have been and continued to be implemented across the PRC since early 2020. In the light of the current situation, the local consumption market and hence the payment processing industry, as well as the Group’s financial performance will inevitably be affected by the epidemic in the first half of 2020. The extent of the impact depends on the duration of the epidemic and the implementation of regulatory policies and relevant protective measures. The Group will pay close attention to the development of the COVID-19 outbreak and evaluate its impact on the operation and financial position and results of the Group. Up to the date of this report, the assessment is still in progress.

42 結算日後事項

- (a) 於二零二零年一月十五日，本公司與兆訊恒達微電子訂立擔保協議（「二零二零年擔保協議」）。根據二零二零年擔保協議，倘兆訊恒達微電子停止或未能履行其付款責任，本公司同意向兆訊恒達微電子提供擔保，以償還兆訊恒達微電子結欠供應商的到期及未償還的債務，保證金不超過78,000,000港元（相當於10,000,000美元）。
- (b) 除附註30所披露者外，兆訊恒達認購協議已於二零二零年三月三十日完成，緊隨其後，兆訊恒達微電子由本集團擁有約65.73%。
- (c) 由於二零一九新型冠狀病毒疫情（「COVID-19疫情」），自二零二零年初以來，中國已實施且將持續實施一系列防控措施。鑒於當前形勢，本地消費市場、進而支付交易處理行業以及本集團的財務表現於二零二零年上半年將不可避免受到該傳染病的影響。影響程度視乎該傳染病持續時間以及監管政策及相關保護措施的實施情況而定。本集團將密切關注COVID-19疫情的發展並評估其對本集團的營運、財務狀況和業績的影響。截至本報告日期，評估仍在進行中。

Summary of Financial Information

財務資料摘要

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

摘錄自經審核財務報表及按適用情況重列之本集團過去五個財政年度已公佈綜合業績及綜合資產與負債概要如下：

		Year ended 31 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
Results	業績					
Profit/(loss) attributable to owners of the Company	本公司擁有人應佔溢利／(虧損)	569,111	278,175	346,144	283,964	183,486
Assets and liabilities	資產及負債					
Total assets	資產總值	8,149,068	6,632,517	5,657,451	5,499,041	4,576,515
Total liabilities	負債總額	(2,870,556)	(2,061,242)	(1,493,906)	(1,913,374)	(1,238,571)
Capital and reserves attributable to the owners of the Company	本公司擁有人應佔資本及儲備	4,687,048	4,378,213	4,059,342	3,531,216	3,308,828

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