



寶寶樹集團

BABYTREE GROUP

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 1761

年度報告
ANNUAL
REPORT 2019



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Financial Summary 財務概要

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 簡明合併全面收益表

		Year ended December 31, 截至十二月三十一日止年度				
		2019 二零一九年	2018 二零一八年	2017 二零一七年	2016 二零一六年	2015 二零一五年
		RMB' 000 人民幣千元				
Revenue	收入	356,828	760,103	729,624	509,732	200,003
Gross profit	毛利	222,633	599,450	461,098	270,450	109,212
(Loss)/profit from operations	經營(虧損)/溢利	(467,692)	150,988	172,448	(42,541)	(187,914)
(Loss)/profit before income tax	除所得稅前 (虧損)/溢利	(473,754)	523,555	(873,098)	(966,744)	(299,577)
(Loss)/profit for the year	年度(虧損)/溢利	(494,451)	526,227	(911,138)	(934,539)	(286,420)
Total comprehensive income for the year	年內全面收入總額	(453,972)	(126,385)	(919,199)	(927,373)	(282,247)
Adjusted net (loss)/profit for the year (Non-IFRS Measure) ⁽¹⁾	年度經調整淨(虧損)/ 溢利(非國際財務 報告準則計量) ⁽¹⁾	(494,451)	201,232	155,116	44,362	(172,212)

Note:

(1) See "Management Discussion and Analysis – (Loss)/profit for the year and non-IFRS measure: adjusted net (loss)/profit for the year" in this annual report.

附註：

(1) 請參見本年度報告「管理層討論及分析 – 年度(虧損)/溢利及非國際財務報告準則計量：年度經調整淨(虧損)/溢利」

Financial Summary

財務概要

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION 簡明合併財務狀況表

		As at December 31, 於十二月三十一日				
		2019	2018	2017	2016	2015
		二零一九年	二零一八年	二零一七年	二零一六年	二零一五年
		RMB' 000 人民幣千元				
Assets	資產					
Non-current assets	非流動資產	391,714	134,616	78,627	100,832	44,319
Current assets	流動資產	2,662,441	3,526,320	1,118,732	3,787,940	968,794
Total assets	資產總額	3,054,155	3,660,936	1,197,359	3,888,772	1,013,113
Equity and liabilities	權益及負債					
Equity attributable to the equity shareholders of the Company	本公司權益股東應佔權益	2,914,631	3,451,521	(4,395,620)	(640,081)	(182,671)
Total equity	權益總額	2,918,203	3,455,648	(4,395,620)	(640,081)	(182,671)
Non-current liabilities	非流動負債	12,371	61	5,253,072	4,206,417	934,242
Current liabilities	流動負債	123,581	205,227	339,907	322,436	261,542
Total liabilities	負債總額	135,952	205,288	5,592,979	4,528,853	1,195,784
Total equity and liabilities	權益及負債總額	3,054,155	3,660,936	1,197,359	3,888,772	1,013,113

Chairman's Statement

主席報告書

Dear Shareholders,

On behalf of the board of directors (the “**Board**”) of BabyTree Group (the “**Company**”), I am pleased to present the annual report of the Company and its subsidiaries (the “**Group**”) for the year ended December 31, 2019.

KEY OPERATIONAL DATA

		Year ended December 31, 截至十二月三十一日止年度		Year on year change (%)
		2019 二零一九年	2018 二零一八年	同比 變動(%)
		(in millions) (以百萬計)		
Average total MAUs ⁽¹⁾	平均月活躍用戶總數 ⁽¹⁾	139.3	144.1	(3.3)
– mobile apps	– 移動應用程序	24.5	22.7	7.9
– PC and WAP	– PC端及WAP端	114.8	121.4	(5.4)
Average retention rate ⁽²⁾	平均留存率 ⁽²⁾	64	62	2 ⁽³⁾

Notes:

- (1) “MAU” is the acronym for “monthly active user,” calculated by counting the number of active users during the calendar month in question. The number of MAUs of our mobile apps is tracked and calculated by Umeng (友盟), a third-party data tracking service provided by Beijing Ruixunlingtong Technology Co., Ltd (北京銳訊靈通科技有限公司). The number of our PC and WAP MAUs is tracked and calculated by us internally, using the number of unique cookies (a commonly used tracking code) recorded by the Internet browsers that access such website at least once during the calendar month.
- (2) “Retention rate” refers to the percentage of active users on Babytree Parenting in a specific month that remained active users in the next month. “Average retention rate” refers to the arithmetic average of the retention rates for the months in the year.
- (3) Represents the difference between the average retention rate in 2019 and the average retention rate in 2018.

各位尊敬的股東：

本人謹代表寶寶樹集團（「本公司」）董事會（「董事會」），向各位股東欣然呈報本公司及其附屬公司（「本集團」）截至二零一九年十二月三十一日止年度之年度報告。

主要經營數據

		Year ended December 31, 截至十二月三十一日止年度		Year on year change (%)
		2019 二零一九年	2018 二零一八年	同比 變動(%)
		(in millions) (以百萬計)		
Average total MAUs ⁽¹⁾	平均月活躍用戶總數 ⁽¹⁾	139.3	144.1	(3.3)
– mobile apps	– 移動應用程序	24.5	22.7	7.9
– PC and WAP	– PC端及WAP端	114.8	121.4	(5.4)
Average retention rate ⁽²⁾	平均留存率 ⁽²⁾	64	62	2 ⁽³⁾

附註：

- (1) 「月活躍用戶」的簡稱，通過計算相關歷月期間活躍用戶的數量來計算。我們移動應用程序的月活躍用戶數量由友盟（北京銳訊靈通科技有限公司提供的第三方數據跟蹤服務）跟蹤及計算。我們的PC端和WAP端月活躍用戶數量由我們內部使用在歷月期間至少訪問該網站一次的因特網瀏覽器記錄的單獨cookies（一種常用跟蹤代碼）的數量跟蹤及計算。
- (2) 「留存率」指某一特定月份寶寶樹孕育的活躍用戶於下一月份仍為活躍用戶的百分比。「平均留存率」指一年中各個月份的留存率的算術平均值。
- (3) 表示二零一九年平均留存率與二零一八年平均留存率之差值。

Chairman's Statement 主席報告書

KEY FINANCIAL DATA

主要財務數據

		Year ended December 31, 截至十二月三十一日止年度		Year on year change (%)
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	同比 變動(%)
Revenue	收入	356,828	760,103	(53.1)
- Advertising	- 廣告	320,040	596,215	(46.3)
- E-commerce	- 電商	22,214	135,301	(83.6)
- Direct sales	- 直銷	13,967	69,820	(80.0)
- Marketplace	- 平台	8,247	65,481	(87.4)
- Content monetization	- 知識付費	14,574	28,587	(49.0)
Gross profit	毛利	222,633	599,450	(62.9)
Gross margin	毛利率	62.4%	78.9%	(16.5)
(Loss)/profit for the year	年度(虧損)/溢利	(494,451)	526,277	N/A
Adjusted net (loss)/profit for the year ⁽¹⁾ (non-IFRS measure)	年度經調整淨(虧損)/溢利 ⁽¹⁾ (非國際財務報告準則計量)	(494,451)	201,232	N/A

Note:

(1) We define "adjusted net (loss)/profit for the year" as (loss)/profit for the year adjusted by removing the effect of both fair value change of financial liabilities at fair value through profit or loss and listing expenses, net of tax, which is non-recurring in nature.

附註：

(1) 我們將「年度經調整淨(虧損)/溢利」定義為撇除以公允價值計量且變動計入當期損益的金融負債的公允價值變動及非經常性質的上市開支(扣除稅項)的影響後經調整的年度(虧損)/溢利。

BUSINESS REVIEW AND OUTLOOK

With our efforts over the past 12 years, we have established our leading position as one of the largest and most active Maternity and Child (“M&C”)-focused online community platforms in China by MAU in 2019. We undertook a number of initiatives to fuel the continual growth of our business amid a slowdown in the Chinese economy and heightened geopolitical uncertainty in 2019. Under the leadership of our visionary and seasoned management team, we will further expand our business and conquer challenges of any nature with confidence and dedication in 2020. Set out below are the highlights of our business in 2019 and our outlook for the year ahead.

1. User Traffic Leader

As a result of the slight slowdown of the birth rate in China, demand for M&C related contents mildly decreased and our average total MAUs inevitably experienced a slight decrease from 144.1 million in 2018 to 139.3 million in 2019. In view of the increasing popularity and development of the mobile Internet industry, as well as the user data we accumulated on mobile apps, we continued to put emphasis on our major mobile apps by optimizing their functions and enhancing user experience and stickiness with a view to strategically driving user traffic to our mobile apps. As a result, our average total MAUs on PC decreased from 55.5 million in 2018 to 51.1 million in 2019, and our average total MAUs on WAP decreased from 65.9 million in 2018 to 63.7 million in 2019. Our PC and WAP platforms serve as important sources of user traffic for our mobile apps. We strive to further strengthen the content construction for our PC and WAP platforms, and promote user awareness and brand influence. Accordingly, our average total MAUs on mobile apps increased by 7.9% from 22.7 million in 2018 to 24.5 million in 2019. Average MAUs for Babytree Parenting app reached 18.9 million in 2019, representing a growth of 2.7% from 18.4 million in 2018.

業務回顧及展望

經過過往12年的努力，二零一九年，我們已確立以月活躍用戶計中國最大、最活躍的母嬰（「母嬰」）在線社區平台之一的領先地位。在二零一九年中國經濟放緩以及地緣政治不明朗因素加劇的情況下，我們採取一系列舉措推動業務的持續增長。在我們富有遠見及經驗豐富的管理團隊領導下，二零二零年，我們將進一步擴展我們的業務，並充滿信心和奉獻精神克服任何性質的挑戰。下文載列我們於二零一九年的業務摘要以及對未來一年的展望。

1. 用戶流量領跑者

由於中國出生率略有放緩，對母嬰相關內容的需求適度減少，我們的平均月活躍用戶總數不可避免地略有下降，從二零一八年的144.1百萬降至二零一九年的139.3百萬。鑑於移動互聯網行業的日益普及和發展以及我們在移動應用程序方面積累的用戶數據，我們繼續以我們主要的移動應用程序為重點，優化其功能以及提升用戶體驗和用戶黏性，從而策略性地將用戶流量引向我們的移動應用程序。因此，我們的PC端平均月活躍用戶總數從二零一八年的55.5百萬降至二零一九年的51.1百萬，WAP端平均月活躍用戶總數從二零一八年的65.9百萬降至二零一九年的63.7百萬。我們的PC及WAP平台為我們移動應用程序用戶流量的重要來源。我們致力於進一步強化我們PC及WAP平台的內容建設，並提升用戶知名度及品牌影響力。因此，我們移動應用程序的平均月活躍用戶總數從二零一八年的22.7百萬增長7.9%至二零一九年的24.5百萬。二零一九年，寶寶樹孕育應用程序的平均月活躍用戶達至18.9百萬，較二零一八年的18.4百萬增長2.7%。

BUSINESS REVIEW AND OUTLOOK (Continued)

1. User Traffic Leader (Continued)

Product optimization and innovation

In 2019, we implemented a series of optimization and upgradation over Babytree Parenting, to address users' needs for problems solving, social sharing of emotions and user interaction. The comprehensive optimization and upgradation cover several aspects, including but not limited to content posting and distribution, user interaction and feedbacks. We will continuously empower our content providers with a healthy platform and ecosystem, enabling them to share contents in various forms including articles and graphics, short-videos and live streaming.

With a view to enriching our product portfolio and offering better services to our users, we have created various innovative products, such as Littletree Robot. It is designed to provide family users with multiple functions including AI voice Q&A service which offers quick and accurate answers to M&C related questions, playing music, providing early-education courses, recording and other family scenarios services.

We believe such initiatives will provide our users with more diversified contents and products, which allow us to further extend user-lifecycle and cover more children aged zero to six and young families in China.

業務回顧及展望 (續)

1. 用戶流量領跑者 (續)

產品優化及創新

二零一九年，我們對寶寶樹孕育進行一系列優化及升級，以滿足用戶在解決問題、情感社群共享及用戶互動方面的需求。全面的優化及升級涵蓋多個方面，包括但不限於內容發佈及傳播、用戶互動及反饋。我們將繼續為內容創作者提供健康的平台及生態系統，使其能夠以各種形式共享內容，包括文章和圖片、短視頻及視頻直播。

為豐富我們的產品組合並為用戶提供更好的服務，我們開發各種創新產品，例如小樹機器人。該款機器人旨在為家庭用戶提供多種功能，包括AI語音問答服務，該服務可快速準確地回答母嬰相關問題、播放音樂、提供早期教育課程、錄音和其他家庭場景服務。

我們相信該等舉措將為我們的用戶提供更加多元化的內容及產品，從而使我們能夠進一步延長用戶生命週期，並覆蓋更多零至六歲兒童及年輕家庭。

Chairman's Statement

主席報告書

BUSINESS REVIEW AND OUTLOOK (Continued)

1. User Traffic Leader (Continued)

From “Mobile app-focused user traffic” to “Holistic approach to user traffic”

Moreover, we took a holistic approach in further boosting our user traffic. In addition to maintaining a steady growth in user traffic on our mobile apps, we also actively explored other promising platforms in order to promote our brand and products efficiently.

Regarding our “Outbound Traffic” (外域流量矩陣), we worked with Alipay to develop a parenting channel to offer customized products to users and established a vital strategic cooperation for offering solutions in the M&C industry. Furthermore, we continued to refine our WeChat ecosystem by launching more mini-programs and WeChat chatting groups. We also actively expanded our reach into other platforms to further enhance our MAU performance. Our average MAUs for mini-programs reached 10.7 million in 2019.

Furthermore, we stimulated user traffic through short-videos and live streaming. We cooperated with certain mainstream platforms including Douyin and Xiaohongshu (小紅書) to offer quality content and services to our users and further promote our brand. As of the date of this statement, we have 4.1 million¹, 1.9 million and 1.5 million followers on Douyin, Weibo and Wechat, respectively. Moreover, our Douyin official accounts recorded over 25.6 million views since January 2020.

1 Include followers of our official accounts and followers of the KOLs we cooperated with.

業務回顧及展望 (續)

1. 用戶流量領跑者 (續)

從「專注於移動應用程序的用戶流量」轉化為「全域用戶流量」

此外，我們採取全域方案來進一步提升用戶流量。除保持我們移動應用程序的用戶流量穩定增長外，我們亦積極探索其他有發展潛力的平台，以有效地推廣我們的品牌和產品。

在「外域流量矩陣」方面，我們與支付寶合作開發育兒頻道以向用戶提供個性化的產品，並建立至關重要的戰略合作關係以提供母嬰行業解決方案。此外，我們通過推出更多小程序及微信社群，繼續完善我們的微信生態系統。我們亦積極將業務範圍擴展至其他平台，以進一步提升我們的月活躍用戶表現。二零一九年，我們小程序的平均月活躍用戶已達到10.7百萬。

此外，我們通過短視頻及視頻直播刺激用戶流量。我們與包括抖音及小紅書在內的若干主流平台合作，為我們的用戶提供優質的內容及服務，並進一步推廣我們的品牌。截至本報告書日期，我們在抖音、微博及微信分別擁有4.1百萬¹、1.9百萬及1.5百萬關注用戶。此外，自二零二零年一月起，我們的抖音官方賬號記錄超過25.6百萬觀看次數。

1 包括我們公眾號的關注用戶及與我們合作的KOL的關注用戶。

BUSINESS REVIEW AND OUTLOOK (Continued)

1. User Traffic Leader (Continued)

User life cycle extension

Aiming to further extend user lifecycle and enrich our early-childhood education contents collection, we launched the “Future Growth of Forest Project” (未來森林成長計劃) in early March 2020. The project will offer an early childhood education and training system through interactive mini-games in the form of videos or audios. We will design a systematic and scientific early childhood education curriculum for children aged zero to three, covering several core aspects during early childhood development, such as language development, sports skills, emotions control as well as moral and behavior cultivation.

Furthermore, we collaborated with third-party education institutions and launched online courses on our WeChat official account “Qingya Good Courses” (青芽好課) in early March 2020. Looking ahead, we will continue to establish and refine our online education system.

We believe it is beneficial to the Group's future development to seek strategic cooperation with other mainstream online platforms to further enhance our user traffic and reach a broad spectrum of users. Looking ahead in 2020, we will continue to actively and strategically looking for other promising platforms or brands whose products, contents and services can supplement our own for potential cooperation. We believe the strategic cooperation will further broaden our user reach and enhance our monetization capability.

業務回顧及展望 (續)

1. 用戶流量領跑者 (續)

用戶生命週期延長

為進一步延長用戶生命週期並豐富我們的幼兒早期教育內容，我們於二零二零年三月初推出「未來森林成長計劃」。該計劃將通過視頻或音頻形式的互動迷你遊戲提供幼兒早期教育和培訓體系。我們將為零至三歲的兒童設計一套系統性科學性並存的幼兒早期教育課程，涵蓋幼兒發展過程中的幾個核心範疇，例如語言發展、運動技能、情緒控制以及品行培養。

此外，我們與第三方教育機構合作，並於二零二零年三月初在我們的微信公眾號「青芽好課」上推出線上課程。未來，我們將繼續建立並完善線上教育體系。

我們相信，尋求與其他主流線上平台戰略合作，進一步提升我們的用戶流量及覆蓋更廣泛的用戶對本集團的未來發展有益。展望二零二零年，我們將繼續積極及戰略性地尋找產品、內容及服務可對我們自身作出補充的其他有潛力的平台或品牌進行合作。我們相信，戰略合作將進一步擴大我們的用戶範圍並提高我們的變現能力。

BUSINESS REVIEW AND OUTLOOK (Continued)

2. Most Trusted Brand in the M&C Industry

With our 12 years' journey of venture, we have established a leading position in the M&C industry in China and the Asia Pacific region. According to the 2019 China Internet M&C Industry Research Report issued by an independent research institution, Big-Data Research (比達諮詢), in March 2019, among all major M&C online platforms, Babytree Parenting was the most popular platform in terms of number of registered users and achieved the highest score in user satisfaction among post-90s mothers.

In 2019, we have made various constructive and forward-looking initiatives for the benefits of social welfare and promoting the diversity of the M&C industry. For example, in November 2019, as an industry leader, we issued M&C industry white papers jointly with other reputable brands, which enhanced our credibility in the M&C industry. We successfully held "Golden Tree Awards", which was participated by mainstream brands in the M&C industry, M&C content providers, celebrities and non-profit organizations. We awarded industry peers, corporations, public figures and individuals who have made outstanding contributions to the M&C industry to express our sincere gratitude to them.

Deliver a positive and warm brand image through organizing community activities

In 2019, we organized various themed community activities to encourage user stickiness and participation. We successfully launched "Mother's Power" (母親的力量) which echoed with Mother's Day in May 2019. With the combined effect of the "group chat" function, "Mother's Power" attracted more than 10,000 chats and 147,000 participants to discuss the topic from multi-dimensions. In addition, we have been exploring opportunities to organize more offline activities to create synergies from both online and offline resources. For example, in March 2019, we co-held a paired reading contest with certain early education authorities in Shanghai. We invited users, KOLs and experts to participate in the contest with an aim to encourage paired reading.

業務回顧及展望 (續)

2. 母嬰行業最值得信賴的品牌

經過12年的創業歷程，我們已在中國及亞太地區的母嬰行業確立領導地位。根據獨立研究機構比達諮詢於二零一九年三月發佈的《二零一九年中國互聯網母嬰行業研究報告》，在所有主要的母嬰線上平台中，就註冊用戶數量而言，寶寶樹孕育是最受歡迎的平台，並且在90後媽媽中獲得了最高的用戶滿意度得分。

二零一九年，我們採取各種建設性及前瞻性舉措，以造福社會並促進母嬰行業的多樣性。例如，於二零一九年十一月，作為行業領導者，我們與其他知名品牌聯合發佈母嬰行業白皮書，提升了我們在母嬰行業的信譽。我們成功舉辦「金樹獎」，母嬰行業的主流品牌、母嬰內容創作者、名人及非營利組織均參與了此次活動。我們對為母嬰行業做出傑出貢獻的行業同儕、企業、社會人士及個人頒授獎項，以向彼等致以衷心謝意。

通過組織社區活動傳遞正面溫暖的品牌形象

於二零一九年，我們舉辦各種主題社區活動，以鼓勵用戶黏性和參與度。二零一九年五月，我們成功上線了「母親的力量」，與母親節相呼應。結合「群聊」功能，「母親的力量」吸引了逾10,000條聊天互動及147,000名參與者，從多維度探討該話題。此外，我們一直在探索組織更多線下活動的機會，產生線上及線下協同效應。例如，於二零一九年三月，我們與上海若干早期教育機構共同舉辦組合閱讀比賽。我們邀請用戶、KOL及專家參加比賽，以鼓勵組合閱讀。

Chairman's Statement

主席報告書

BUSINESS REVIEW AND OUTLOOK (Continued)

2. Most Trusted Brand in the M&C Industry (Continued)

Strong and immediate support to the society in tough times

Since the outbreak of COVID-19 in early 2020, we have been making great efforts in coordinating resources, spreading coronavirus prevention messages and providing protective gears to people in need. We also actively cooperated with Fosun to organize projects and donated over RMB8.0 million worth of commodities in need to support Hubei and other regions together with our advertising clients including Yashili, Kraft Heinz, Kangaroo mommy, D-CAL, Purcotton and Ausnutria.

Looking ahead, we believe user traffic and brand influence are the fundamental factors in achieving success in the M&C industry. As a recognized industry leader with high user traffic and brand value, we will continuously make unremitting contributions to our society and enhance our brand influence in the long run through organizing various online and offline activities.

業務回顧及展望 (續)

2. 母嬰行業最值得信賴的品牌 (續)

在困難時期為社會提供強有力和及時支持

自二零二零年初爆發新型冠狀病毒疫情以來，我們一直在努力協調資源，傳播冠狀病毒預防信息並向有需要人士提供防護裝備。我們亦積極與復星合作組織項目，並與我們的廣告客戶（包括雅士利、卡夫亨氏、袋鼠媽媽、迪巧、全棉時代及澳優）共同捐贈價值超過人民幣8.0百萬元的生活所需物資支持湖北及其他地區。

展望未來，我們相信用戶流量和品牌影響力乃母嬰行業取得成功的基本因素。作為擁有高用戶流量和品牌價值的公認行業領導者，我們將通過組織各種線上及線下活動，不斷為我們的社會作出不懈貢獻，從長遠來看這將增強我們的品牌影響力。

BUSINESS REVIEW AND OUTLOOK (Continued)

3. Content Upgradation

We made significant content improvements and upgradation in 2019. With a view to establishing a comprehensive ecosystem for content generation and leveraging both internal and external resources, we have implemented the following strategies:

KOLs² and KOCs³ stimulate user traffic and enhance monetization capabilities

Cultivating internal KOLs and KOCs. On December 18, 2019, we launched the "Spring Breeze" project, which supports and incentivizes the content providers by providing monetary rewards based on stimulated user traffic. Such approach effectively enhanced user traffic and improved the quality of contents. Leveraging our reputation in the M&C industry and benefiting from our high user traffic, we see ourselves in an advantageous position in cultivating KOLs and KOCs in a cost-effective way.

With the launch of the Spring Breeze project, the number of content providers exceeded 159,000, including 21,100 promising KOCs and KOLs, and the production volume of high-quality contents reached approximately 422,000 as of February 29, 2020. As of February 29, 2020, we incentivized a considerable number of KOCs for their high-quality contents, the total number of exposures of which reached a billion.

2 Acronym for "key opinion leaders," the users of an Internet product who are accepted or trusted by other users of the Internet product and can significantly influence their decisions.

3 Acronym for "key opinion customers", customers who have strong influence to other customers. Compared to KOL, KOC has closer relationships with ordinary customers and plays an essential role in the customer lifecycle.

業務回顧及展望(續)

3. 內容升級

二零一九年，我們進行了重大內容改進及升級。為建立一個全面的內容生產生態系統，並利用內部和外部資源，我們實施了以下策略：

通過KOL²及KOC³刺激用戶流量並提高變現能力

*培養內部KOL及KOC。*於二零一九年十二月十八日，我們推出「春風」計劃，該計劃支持和激勵內容創作者，並給予彼等基於增長的用戶流量的現金激勵。該方法有效提高了用戶流量並提升了內容質量。憑藉我們在母嬰行業的聲譽及受益於我們的高用戶流量，我們認為自身在培養KOL及KOC方面佔據成本優勢，處於有利地位。

隨著春風計劃的推出，截至二零二零年二月二十九日，內容創作者的數量超過159,000位（包括21,000位有潛力的KOC及KOL），高質量內容的產量達至約422,000條。截至二零二零年二月二十九日，我們激勵了一大批KOC的優質內容，該等內容的總瀏覽次數達到10億次。

2 「關鍵意見領袖」的簡稱，獲互聯網產品的其他用戶接納或信任並可對該等用戶的決定造成重大影響的互聯網產品用戶。

3 「關鍵消費領袖」的簡稱，對其他客戶有重大影響的客戶。相較於KOL，KOC與普通客戶的關係更密切，且在客戶生命週期內具有至關重要的作用。

BUSINESS REVIEW AND OUTLOOK (Continued)

3. Content Upgradation (Continued)

KOLs² and KOCs³ stimulate user traffic and enhance monetization capabilities (Continued)

High-quality contents improves the retention rate of content consumers and boosts content-based user interaction. We believe such co-winning project will encourage content providers to continuously offer high-quality works. It also enables us to precisely and effectively cultivate more content providers to become potential KOCs and further evolve into KOLs in the M&C field, which will enhance our monetization capabilities in the long run.

Introducing and featuring external KOLs. Through massive data algorithm and professional agencies, we identified and cooperated with suitable M&C related KOLs who are capable of providing high-quality contents. The external KOLs offered high-quality M&C related content through methods such as short videos and live streaming.

For instance, we cooperated with a popular top-tier KOL, "My Handsome Dad" (我爸超帥), who has more than 2.5 million followers on Douyin to convey M&C related knowledge on the platform. With our joint efforts in content creation and promotion, a short-video posted by My Handsome Dad on Douyin in February 2020 has gone viral, and successfully achieved over 10 million views and attracted more than 100,000 new followers within seven days. In 2020, we will continue to screen and invite external KOLs for cooperation to create synergy and more monetization opportunities.

As a multi-channel network, we have empowered quality contents with high user traffic in a closed-loop. We aim to perfect our monetization channels and further enhance our monetization capabilities through cultivating KOLs and KOCs who possess expertise in the M&C field.

業務回顧及展望 (續)

3. 內容升級 (續)

通過KOL²及KOC³刺激用戶流量並提高變現能力 (續)

優質的內容可以提高內容消費者的留存率，並促進基於內容的用戶互動。我們相信，該共贏計劃將鼓勵內容創作者不斷提供優質作品，亦會使我們能夠精準有效地培養更多內容創作者，使其成為潛在的KOC，並進一步發展成為母嬰領域的KOL，從長遠來看，這將提高我們的變現能力。

*引入並採用外部KOL。*通過大數據算法和專業機構，我們識別能夠提供高質量內容的合適母嬰相關KOL，並與其進行合作。外部KOL通過短視頻和視頻直播等方式提供高質量母嬰相關內容。

例如，我們與一個在抖音上擁有超過2.5百萬關注用戶的受歡迎一線KOL「我爸超帥」進行合作，該KOL於平台上傳播母嬰相關知識。經過我們在內容創建和推廣方面的共同努力，「我爸超帥」於二零二零年二月在抖音上發佈的一條短視頻迅速走紅，在七天內成功實現超過1,000萬觀看次數並吸引100,000多名新關注用戶。二零二零年，我們將繼續篩選並邀請外部KOL進行合作，以創造協同效應及更多變現機會。

作為多渠道網絡，我們以高用戶流量賦能優質內容，形成閉環。我們旨在通過培養在母嬰領域具有專業知識的KOL及KOC來完善我們的變現渠道並進一步提升我們的變現能力。

BUSINESS REVIEW AND OUTLOOK (Continued)

4. Monetization and Revenue Diversification

Advertising

In 2019, despite our relentless efforts in actively exploring new advertising clients and new cooperation, revenue from advertising business decreased by 46.3% compared to 2018. The decrease was primarily because of the continued decline of macro-economic environment in China and the geopolitical uncertainty. Advertising placement with major clients decreased as budgets of our major advertising clients further tightened and the competition of the advertising business became increasingly intense.

In response to the decline in the overall macro-economic environment in China and the geopolitical uncertainty, we implemented the following strategies for our advertising business:

Expanding client base. In addition to maintaining a stable relationship with our existing clients, we actively explored new advertising clients with a focus on the domestic markets. During 2019, we have established close cooperative relationships with various domestic infant formula manufacturers. We started cooperation with over 120 new advertising brands and the total newly-added placements from domestic advertising clients exceeded RMB60 million. Advertising revenue from clients in the M&C related industries accounted for approximately 31% of our advertising revenue in 2019. In an effort to expand our client base, we actively explored new clients in the M&C related industries, such as healthcare, cosmetics, education and automobile to cover all family scenarios. Looking forward, we aspire to be a more influential brand in the M&C related industries by offering solutions to all family scenarios and expanding our client base.

業務回顧及展望 (續)

4. 盈利與收入多元化

廣告

於二零一九年，儘管我們不懈努力，積極探索新的廣告客戶和新的合作，然而廣告業務的收入較二零一八年下降46.3%。有關下降乃主要由於中國宏觀經濟環境的持續下滑以及地緣政治的不確定性。我們主要廣告客戶的預算進一步緊縮及廣告業務的競爭日益激烈導致主要客戶的廣告投放減少。

為應對中國整體宏觀經濟環境的下滑和地緣政治的不確定性，我們就廣告業務實施以下策略：

*擴大客戶群。*除與現有客戶保持穩定關係外，我們積極開拓新的廣告客戶，聚焦國內市場。二零一九年，我們已與國內多家嬰幼兒配方奶粉生產商建立緊密合作關係。我們與超過120個新廣告品牌展開合作，其中來自國內廣告客戶的新增廣告總投放超過人民幣60百萬元。二零一九年，來自泛母嬰客戶的廣告收入佔我們廣告收入的約31%。為了擴大客戶群，我們積極探索泛母嬰的新客戶，例如醫療保健、化妝品、教育和汽車，以涵蓋所有家庭場景。展望未來，我們希望通過為所有家庭場景提供解決方案並擴大我們的客戶群而在母嬰相關行業中成為更具影響力的品牌。

BUSINESS REVIEW AND OUTLOOK (Continued)

4. Monetization and Revenue Diversification (Continued)

Advertising (Continued)

Diversifying advertising methods. We actively introduced new advertising methods, including IP construction, short videos and live streaming, to cater to the popular industry trend. For instance, our self-owned IP, "Research Program", which provides advertising services in the form of title sponsorship and placement marketing. The Research Program aims to deliver parenting knowledge to targeted users and further enhance user stickiness through providing articles endorsed by experts which commented on various M&C brands and products. We have established deep cooperation with 14 reputable brands in the M&C industry in 2019, including brands such as Abbott, Aptamil and Nestlé, providing content covering wide-ranging healthcare knowledge for infants.

High-quality online channels backed by KOL & KOC. We are devoted to fully utilizing and consolidating high-quality online channels to promote brand awareness and reputation. For instance, we launched "Treasure Hunting" (全球尋寶) program with Tmall, and jointly held various live streaming sessions by reputable KOLs on Tmall to share parenting knowledge. The program has successfully identified and promoted various M&C brands, such as Maeil, a renowned Korean dairy products manufacturer. Furthermore, we invite KOLs to share and recommend quality products on our new retail platform, as well as to interact with our users. We believe such initiatives could accelerate the decision-making process of consumers and achieve closed-loop marketing.

業務回顧及展望 (續)

4. 盈利與收入多元化 (續)

廣告 (續)

多元化的廣告方式。我們積極引入新的廣告方式，包括IP建設、短視頻和視頻直播，以迎合行業流行趨勢。例如，我們的自有IP「研究院」以冠名贊助和植入營銷的形式提供廣告服務。研究院旨在通過提供專家對各種母嬰品牌及產品評論予以認證的文章，向目標用戶提供育兒知識並進一步提高用戶黏性。於二零一九年，我們已與母嬰行業的14個知名品牌（包括雅培、愛他美及雀巢等品牌）建立深度合作，提供涵蓋廣泛範圍的嬰幼兒保健知識內容。

KOL及KOC支持的高質量線上渠道。我們致力於充分利用及整合優質的線上渠道，以提升品牌知名度及聲譽。例如，我們與天貓推出「全球尋寶」節目，並聯合多位知名KOL在天貓上直播分享育兒知識。該節目成功識別並推廣多個母嬰品牌（例如每日乳業，一家韓國知名乳製品生產企業）。此外，我們邀請KOL在我們的新零售平台分享及推薦優質產品，並與我們的用戶互動。我們相信，此類舉措可加快消費者的決策過程，實現閉環營銷。

BUSINESS REVIEW AND OUTLOOK (Continued)

4. Monetization and Revenue Diversification (Continued)

E-commerce

In 2019, we further strengthened our cooperation with Alibaba to enhance and optimize the user experience of our integrated system.

In the first half 2019, version 2.0 of the integrated e-commerce system was launched. Leveraging the massive data collected through Babytree and Tmall platforms, the system is able to intelligently recommend products to users based on their ages and purchase habits. However, the performance of our e-commerce business did not meet our expectation. Both conversion rate and volume of views of our e-commerce platform decreased due to the change of purchasing processes, and we expect that more efforts and time are required for user education.

During the second half of 2019, we continued to optimize our products and marketing strategies. We offered incentives to users such as cashback rewards and carried out manifold marketing activities. For example, we established personalized marketing IPs jointly with Tmall, such as “Novice Mom” and “Mom Fashion”, to meet the needs of mothers during and after pregnancy. We believe the initiatives could drive the demand for M&C related products.

Further diversification of our product-oriented marketing channels. We also plan to further deepen our cooperation with Alibaba by jointly developing new products and launching version 3.0 of the integrated system where the “shopping guide mode” will be introduced to facilitate online shopping by users.

Continuously refine and upgrade our external marketing platforms. We will design and tailor marketing strategies based on the features of the platforms, including Tmall, WeChat, Douyin and Toutiao to enhance monetization efficiency. For example, we will introduce more VIP products and cashbacks on our e-commerce platform and present more exclusive overseas products. We will also invite KOCs to promote products through holding live streaming sessions on our external marketing platforms.

業務回顧及展望 (續)

4. 盈利與收入多元化 (續)

電商

二零一九年，我們進一步加強與阿里巴巴的合作，以提升及優化我們整合系統的用戶體驗。

於二零一九年上半年，整合電商系統2.0版本上線。依憑寶寶樹及天貓平台收集的海量數據，該系統能夠根據用戶的年齡及購買習慣智能地向用戶推薦產品。然而，我們電商業務的表現未達預期。由於購買流程的變化，我們電商平台的轉化率及瀏覽量均有所下降，而我們預期需要更多精力及時間進行用戶培養。

於二零一九年下半年，我們繼續優化我們的產品和營銷策略。我們向用戶提供返利獎勵等激勵，並開展多種營銷活動。例如，我們與天貓合力打造「新手媽媽」、「時尚媽媽」等個性化營銷IP，以滿足媽媽們在孕期中及孕期後的需求。我們相信，該等舉措可帶動對母嬰相關產品的需求。

*進一步多元化以產品為導向的營銷渠道。*我們亦計劃通過共同開發新產品並發佈整合系統3.0版本來進一步深化與阿里巴巴的合作，整合系統3.0版本將引入「導購模式」以方便用戶進行線上購物。

*繼續完善和升級我們的外部營銷平台。*我們將根據平台（包括天貓、微信、抖音视频及頭條）的特色設計以定製營銷策略，以提高變現效率。例如，我們將在電商平台上推出更多VIP產品及返利活動，並推出更多獨家海外產品。我們亦將邀請KOC通過在我們的外部營銷平台上舉行視頻直播活動來推廣產品。

BUSINESS REVIEW AND OUTLOOK (Continued)

4. Monetization and Revenue Diversification (Continued)

E-commerce (Continued)

Perfect our existing supply chain management. We have embarked on our strategic cooperation with Tokyo MX (東京首都電視台), a leading television channel in Tokyo, Japan. We aim to leverage our respective expertise and competitive advantages to introduce quality made-in-Japan products on various e-commerce platforms.

In addition, leveraging our high user traffic and technological capabilities, we will continue our in-depth analysis of massive user data to identify potential niche markets and provide customers with individualized products and services. We are also devoted to consolidating quality external and internal resources to further optimize our "Customer to Manufacturer" business model.

Content monetization

We have been putting continuing efforts in further enriching our content portfolio and broadening the scope of content offered in 2019. We also deployed the strategy of cooperating with reputable online platforms for our content monetization business. On one hand, we faced increasingly intense competition in our content monetization business in 2019 as there were more market entrants whose business models are similar to us. On the other hand, user demand for new-born babies related courses mildly decreased. In response to such impacts, we focused on enriching our course collection and actively cultivating customer purchasing habits in the second half of 2019.

業務回顧及展望 (續)

4. 盈利與收入多元化 (續)

電商 (續)

*完善我們現有供應鏈管理。*我們與日本東京的領先電視頻道東京首都電視台展開戰略合作。我們旨在利用我們各自的專長及競爭優勢，在各電商平台上推出優質的日本製造產品。

此外，利用我們的高用戶流量和技術能力，我們將繼續對海量用戶數據進行深入分析，以識別潛在的細分市場，並為客戶提供個性化的產品及服務。我們亦致力於整合優質的外部及內部資源，以進一步優化我們「從客戶到製造商」的業務模式。

知識付費

二零一九年，我們持續投入努力，進一步豐富我們的內容組合及擴大所提供的內容的範圍。我們亦就我們的知識付費業務部署與知名線上平台合作的戰略。一方面，於二零一九年，由於與我們業務模式接近的市場進入者增多，我們的知識付費業務面臨的競爭亦趨激烈化。另一方面，用戶對初生類目課程的需求適度下降。為應對上述影響，我們於二零一九年下半年專注於豐富課程系列並積極培養客戶購買習慣。

BUSINESS REVIEW AND OUTLOOK (Continued)

4. Monetization and Revenue Diversification (Continued)

Content monetization (Continued)

To sharpen our competitive edge, we introduced over 200 new M&C related courses, including featured courses and self-developed courses, at a price ranging from RMB9.9 to RMB199 each. Our course collection offers an integrative curriculum which serves the long-term needs of parents. Areas covered range from pregnancy preparation, early stage of pregnancy, baby feeding and sleeping, baby food nutrition to online early education. Currently, all courses are labeled to facilitate subsequent intelligent recommendations corresponding to babies' ages. We expect to regain and further enlarge our market share through introducing more high-quality and market-oriented courses for users.

In 2020, we plan to focus on offering audio books to deliver parenting knowledge, enabling young parents with hectic schedules to fully utilize fragmented time. In early February 2020, we launched 100 audio books priced at RMB4.99 each. Such audio books primarily focus on the needs of young families who are experiencing a later stage of pregnancy and having babies aged one to two. We plan to introduce 300 more audio books focusing on parenting and female related knowledge to satisfy the diverse needs of our users and further extend our user base.

Furthermore, our content monetization business has transformed from merely offering self-generated contents to providing an integrated platform for a wealth of contents. Such transformation could further enrich our content portfolio and address the needs of users of pursuing knowledge in a diverse set of areas. We embarked on our cooperation with Dragonfly FM (蜻蜓FM), Tmall Genie (天貓精靈) and Ximalaya (喜馬拉雅) and have introduced the first batch of contents. Meanwhile, we will deliver our content products through WeChat ecosystem and explore opportunities to further expand our channels of content monetization.

業務回顧及展望 (續)

4. 盈利與收入多元化 (續)

知識付費 (續)

為增強我們的競爭力，我們推出超過200個母嬰相關的新課程，包括特色課程和自製課程，單價介乎人民幣9.9元至人民幣199元。我們的課程系列提供綜合性的課程，可滿足家長的長期需求。涵蓋的範圍從孕前準備、懷孕初期、嬰兒餵哺與入眠、嬰兒食品營養至線上早期教育。當前，所有課程均作標籤化分類，以有助進行與嬰兒年齡相對應的智能推薦。我們希望通過為用戶提供更多高質量、以市場為導向的課程，重新獲得並進一步擴大市場份額。

於二零二零年，我們計劃聚焦於提供有聲書來傳遞育兒知識，使日程繁忙的年輕家長能夠充分利用碎片化時間。於二零二零年二月初，我們推出100部有聲書，每部定價為人民幣4.99元。該等有聲書主要專注於滿足正在懷孕後期及有一到兩歲嬰兒的年輕家庭的需求。我們計劃再推出300部專注於育兒及女性相關知識的有聲書，以滿足用戶的多元化需求及進一步擴展我們的用戶群。

此外，我們的知識付費業務已從僅提供自製內容轉型為提供豐富內容的綜合平台。該轉型可進一步豐富我們的內容組合，並滿足用戶在不同領域中獲取知識的需求。我們開始與蜻蜓FM、天貓精靈及喜馬拉雅合作，並推出首批內容。同時，我們將通過微信生態系統發送內容產品，並尋求進一步擴展我們知識付費渠道的機會。

BUSINESS REVIEW AND OUTLOOK (Continued)

5. Optimization of Personnel Structure

We believe employees are the heart and guts of a company and our personnel are valuable assets to the Group. In order to implement our development strategies more effectively, we optimized the personnel structure by introducing more high-quality talents and assembling more specialized business teams in 2019. We upgraded and regrouped internal talents to assemble two new strategic business teams specializing in business strategy and KOL management. We believe such teams will fully empower our three main monetization models with their solid industry experience in user traffic stimulation and content upgradation.

6. Robust Financial Resources

We believe that as a leader in the M&C industry with robust financial resources generated from our business operations and empowered by our strategic partners, we are able to leverage our industry leadership, reputable brand name, user platforms and capital to achieve synergistic effects in the industry.

Through continuous efforts in industry consolidation and implementing our globalization strategy, we aim to establish a M&C ecosystem and offer better products, contents and services to users.

Looking ahead, as the industry leader, we will continue to consolidate industry resources and pay close attention to new industry trend so as to fully utilize our own as well as our shareholders' advantages to cultivate and roll out innovative M&C new brands and enhance our brand value.

業務回顧及展望 (續)

5. 優化人員架構

我們相信員工是公司的核心所在，而我們的員工是本集團的寶貴財產。為了更有效地執行我們的發展戰略，二零一九年，我們通過引進更多高素質人才並組建更多專業化業務團隊來優化人員架構。我們升級並重組內部人才，以組建兩個新的戰略業務團隊，專注於業務戰略和KOL管理。我們相信，有關團隊將憑藉其在用戶流量增長和內容升級方面的紮實行業經驗，全面強化我們的三個主要盈利模式。

6. 穩健的財務資源

我們相信，作為母嬰行業的領導者，憑藉我們的業務營運產生的穩健財務資源以及戰略合作夥伴的支持，我們能夠利用行業領先地位、信譽卓著的品牌、用戶平台及資本在行業中實現協同效應。

通過不斷努力進行行業整合及實施全球化策略，我們的目標是建立母嬰生態系統，並為用戶提供更好的產品、內容和服務。

展望未來，作為行業領導者，我們將繼續整合行業資源並密切關注新的行業趨勢，以充分利用我們自身以及股東的優勢來培育並推出創新的母嬰新品牌及提升我們的品牌價值。

Chairman's Statement

主席報告書

CONCLUSION

We witnessed both opportunities and challenges in 2019 and continued to maintain a leading position in terms of user traffic and brand influence. We encountered difficulties and challenges in monetization in the face of macro and micro environmental factors. Opportunities lie in the middle of difficulty. With our determination as well as solid foundation, we will continue to engineer for success and strive for great accomplishments.

Throughout our 12-year journey of venture, we have been a leading brand in the M&C industry. The trust gained from our users over the years allows us to maintain stable and high user traffic and further enhance our revenue-generating capability. The high user traffic allows us to monetize through advertising, e-commerce and content monetization. We will strive to upgrade our monetization capabilities of these three major businesses, and continuously launch new products to implement extend our user life cycle. Meanwhile, we will continue to build brand trust from M&C users and young families in China, enhance our brand value and solidify our industry leading position.

In 2020, leveraging on our high user traffic, we will continue to optimize our existing products, innovate new products and extend our user lifecycle in order to provide scientific and considerate one-stop services and create a parenting ecosystem for young families.

We maintain strong connection and stable relationship with our significant shareholders as well as business partners, including Fosun, Alibaba and TAL. We developed in-depth cooperative relationships in a diverse set of areas such as e-commerce, advertising and healthcare. We strive to further deepen our cooperation in a wider scope of areas including business operations and strategic investments. Furthermore, we will further strengthen our relationships with Tokyo MX as well as other investees to achieve win-win deals.

總結

我們在二零一九年經歷了機遇與挑戰並存，在用戶流量及品牌影響力方面繼續保持領先地位。面對宏觀及微觀環境因素，我們在盈利方面遭遇困難及挑戰。機遇往往與困難同在。憑藉我們的決心和堅實的基礎，我們將繼續渴望成功，並為取得更大成就而努力。

在我們12年的創業歷程中，我們一直是母嬰行業的領先品牌。多年來，從用戶獲得的信任使得我們能夠保持穩定及高用戶流量，並進一步提升我們的創收能力。高用戶流量使我們可以通過廣告、電商及知識付費變現。我們將努力提升這三大業務的盈利能力，並不斷推出新產品以實現延長用戶生命週期。同時，我們將繼續在中國的母嬰用戶和年輕家庭中建立品牌信任度，提升我們的品牌價值並鞏固我們的行業領先地位。

二零二零年，依憑我們的高用戶流量，我們將繼續優化現有產品，創新新產品並延長用戶生命週期，以為年輕家庭提供科學、貼心的一站式服務，打造孕育生態系統。

我們與大股東以及業務夥伴，包括復星、阿里巴巴和好未來等保持著緊密聯繫和穩定關係。我們在電商、廣告和醫療保健等不同領域建立了深入的合作關係。我們竭力在業務運營與戰略投資等廣泛領域進一步加深合作。此外，我們將進一步加強與東京首都電視台以及其他投資對象的關係，以實現雙贏。

Chairman's Statement 主席報告書

CONCLUSION (Continued)

We have significant and robust financial resources. We have over RMB2 billion of cash and other liquid financial resources as of December 31, 2019 comprising (i) cash and cash equivalents including cash on hand, cash at bank and deposits with banks and (ii) short-term wealth management products purchased by us. Our stable financial conditions enable us to make strategic decisions with great flexibility and strong leveraging power.

“To empower young families to enjoy the beautiful journey of life” has been our mission since the commencement of our business and remains unchanged throughout the years. Guided by our mission, with relentless pursuits for products innovation, revenue improvements, talent and organization upgrades and global expansion, we aim to create value to our users and our investors.

APPRECIATION

On behalf of everyone at BabyTree Group, I would like to express our sincere gratitude to all of our users. I would also like to thank all our employees and management team for demonstrating BabyTree's core values in every day's work, and executing the Group's strategy with professionalism, integrity and dedication. I am also thankful for the continued support and trust from our Shareholders and stakeholders. We will strive to provide consolidated high-quality services and products to better serve various needs of young families.

WANG Huainan

Chairman

Hong Kong
March 30, 2020

總結 (續)

我們擁有強勁穩健的財務資源。截至二零一九年十二月三十一日，我們擁有超過人民幣20億元的現金及其他流動財務資源，包括(i)現金及現金等價物(包括庫存現金、銀行現金及銀行存款)及(ii)我們購買的短期理財產品。我們穩定的財務狀況使我們能夠以極大的靈活性和強大的槓桿能力作出戰略決策。

「讓年輕家庭享受美好的生命旅程」一直是我們的使命，自我們創業多年以來始終如一。在我們使命的指導下，我們將不懈追求產品創新、提高收入、人才和組織升級以及全球擴張，致力為用戶和投資者創造價值。

致謝

本人僅代表寶寶樹集團全體成員向所有用戶致以衷心的感謝。本人亦謹此感謝全體員工及管理團隊在日常工作中彰顯寶寶樹的核心價值，以專業、誠信及奉獻精神執行本集團的戰略。本人亦感謝股東及利益相關者從不間斷的支持與信任。我們將致力提供全面的優質服務和產品，以更好地滿足年輕家庭的各種需求。

王懷南

主席

香港
二零二零年三月三十日

Management Discussion and Analysis

管理層討論及分析

		Year ended December 31, 截至十二月三十一日止年度	
		2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Revenue	收入	356,828	760,103
Cost of revenue	營業成本	(134,195)	(160,653)
Gross profit	毛利	222,633	599,450
Other revenue	其他收入	20,898	20,484
Other net loss	其他虧損淨額	(20,471)	(4,741)
Selling and marketing expenses	銷售及營銷開支	(297,846)	(179,905)
General and administration expenses	一般及行政開支	(281,465)	(159,066)
Research and development expenses	研發開支	(111,441)	(125,234)
(Loss)/profit from operations	經營(虧損)/溢利	(467,692)	150,988
Net finance income	融資收益淨額	32,230	10,369
Fair value change of financial liabilities at fair value through profit or loss	以公允價值計量且變動計入當期損益的金融負債公允價值變動	-	365,610
Fair value changes on investments measured at fair value through profit or loss	以公允價值計量且變動計入當期損益的投資的公允價值變動	(25,880)	-
Share of loss of associates	應佔聯營公司虧損	(12,412)	(3,412)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(473,754)	523,555
Income tax (expense)/credit	所得稅(開支)/抵免	(20,697)	2,672
(Loss)/profit for the year	年度(虧損)/溢利	(494,451)	526,227
Attributable to:	歸屬於：		
Equity shareholders of the Company	本公司權益股東	(493,896)	526,300
Non-controlling interests	非控制性權益	(555)	(73)
Non-IFRS Measure	非國際財務報告準則計量		
Adjusted net (loss)/profit for the year ⁽¹⁾	年度經調整淨(虧損)/溢利 ⁽¹⁾	(494,451)	201,232

Notes:

(1) We define "adjusted net (loss)/profit for the year" as (loss)/profit for the year adjusted by removing the effect of both fair value change of financial liabilities at fair value through profit or loss and listing expenses, net of tax, which is non-recurring in nature.

附註：

(1) 我們將「年度經調整淨(虧損)/溢利」定義為撇除以公允價值計量且變動計入當期損益的金融負債的公允價值變動及非經常性質的上市開支(扣除稅項)的影響後經調整的年度(虧損)/溢利。

Management Discussion and Analysis

管理層討論及分析

REVENUE

Our total revenue decreased by 53.1% to RMB356.8 million for the year ended December 31, 2019, compared to RMB760.1 million for the year ended December 31, 2018, primarily due to a decrease in revenue from advertising, e-commerce and content monetization as a result of (i) reduced budgets from major advertising clients due to the decline in the macro-economic environment in China and the geopolitical uncertainty, (ii) the more technically complicated than expected e-commerce system development, and (iii) the increasingly intense competition for our content monetization business as there were more market entrants whose business models are similar to us. The following table sets forth our revenue by segment for the years indicated:

收入

相較截至二零一八年十二月三十一日止年度的總收入人民幣760.1百萬元，我們於截至二零一九年十二月三十一日止年度的總收入減少53.1%至人民幣356.8百萬元，主要由於廣告收入、電商收入及知識付費收入減少，而該等收入減少是由於(i)中國宏觀經濟環境下滑及地緣政治不確定因素導致主要廣告客戶削減預算，(ii)電商系統開發的技術複雜程度高於預期，及(iii)由於與我們業務模式接近的市場進入者增多導致我們知識付費業務面臨日趨激烈的競爭。下表載列於所示年度按分部劃分的收入：

		Year ended December 31, 截至十二月三十一日止年度			
		2019 二零一九年		2018 二零一八年	
		Amount 金額 RMB'000 人民幣千元	% of total revenue 佔總收入 的百分比	Amount 金額 RMB'000 人民幣千元	% of total revenue 佔總收入 的百分比
Advertising	廣告	320,040	89.7%	596,215	78.4%
E-commerce	電商	22,214	6.2%	135,301	17.8%
– Direct sales	– 直銷	13,967	3.9%	69,820	9.2%
– Marketplace	– 平台	8,247	2.3%	65,481	8.6%
Content monetization	知識付費	14,574	4.1%	28,587	3.8%
Total	總計	356,828	100%	760,103	100%

Management Discussion and Analysis

管理層討論及分析

REVENUE (Continued)

Advertising

Revenue from advertising business decreased by 46.3% to RMB320.0 million for the year ended December 31, 2019, compared to RMB596.2 million for the year ended December 31, 2018, primarily due to a decrease in our advertising placement with major clients compared to 2018 as such major clients further tightened their budgets in the face of the decline in the macro-economic environment in China and the geopolitical uncertainty.

E-commerce

Revenue from e-commerce business decreased by 83.6% to RMB22.2 million for the year ended December 31, 2019, compared to RMB135.3 million for the year ended December 31, 2018. Our e-commerce business did not meet our expectation primarily because our e-commerce system development processed at a slower pace than expected as such system development was more technically complicated than expected. Our integrated system is currently under further refinement and perfection and we expect more efforts and time are required for user education.

Content Monetization

Revenue from content monetization business decreased by 49.0% to RMB14.6 million for the year ended December 31, 2019, compared to RMB28.6 million for the year ended December 31, 2018 primarily because we were facing increasingly intense competition as there were more market entrants whose business models are similar to us. Meanwhile, demand for M&C related contents decreased as a result of the slight slowdown of birth rate in China. Furthermore, we were in the process of strategically transforming of our content monetization business from a content and channel provider into an integrated content platform offering high-quality M&C and female related knowledge contents.

收入 (續)

廣告

廣告業務收入相較截至二零一八年十二月三十一日止年度的人民幣596.2百萬元減少46.3%至截至二零一九年十二月三十一日止年度的人民幣320.0百萬元，乃主要由於我們對主要客戶的廣告投放較二零一八年減少，原因是該等主要客戶在中國宏觀經濟環境下滑及地緣政治不確定因素的影響下進一步收緊預算。

電商

電商業務收入相較截至二零一八年十二月三十一日止年度的人民幣135.3百萬元減少83.6%至截至二零一九年十二月三十一日止年度的人民幣22.2百萬元。我們的電商業務未達預期，乃主要由於電商系統開發的技術複雜程度高於預期，導致電商系統開發進度慢於預期。我們的綜合系統目前正在進一步完善及改進，而我們預期須就用戶教育投入更多精力及時間。

知識付費

知識付費業務收入相較截至二零一八年十二月三十一日止年度的人民幣28.6百萬元減少49.0%至截至二零一九年十二月三十一日止年度的人民幣14.6百萬元，乃主要由於與我們業務模式接近的市場進入者增多，我們的知識付費業務面臨的競爭亦趨激烈化。同時，由於中國出生率略有放緩，對母嬰相關內容的需求減少。此外，我們正對知識付費業務進行戰略轉型，從內容與渠道提供商轉型為提供優質母嬰及女性相關知識內容的綜合內容平台。

Management Discussion and Analysis

管理層討論及分析

COST OF REVENUE

Our cost of revenue decreased by 16.5% to RMB134.2 million for the year ended December 31, 2019, compared to RMB160.7 million for the year ended December 31, 2018, primarily due to a decrease in cost of inventories as we scaled down our e-commerce direct sales during the transitional period of the shift in our e-commerce strategy.

Our cost of revenue for advertising business increased by 13.7% from RMB91.2 million for the year ended December 31, 2018 to RMB103.7 million for the year ended December 31, 2019, primarily because we introduced certain new high-cost advertising methods, such as short videos, in an effort to attract more advertising clients in the face of the decline in the macro-economic environment in China.

The following table sets forth our cost of revenue by segment for the periods indicated:

營業成本

營業成本相較截至二零一八年十二月三十一日止年度的人民幣160.7百萬元減少16.5%至截至二零一九年十二月三十一日止年度的人民幣134.2百萬元，乃主要由於我們在電商戰略調整過渡期間縮減電商直銷規模，而使得存貨成本減少。

廣告業務的營業成本由截至二零一八年十二月三十一日止年度的人民幣91.2百萬元增加13.7%至截至二零一九年十二月三十一日止年度的人民幣103.7百萬元，乃主要由於我們推出短視頻等若干新的高成本廣告方式，旨在於中國宏觀經濟環境下滑的情況下吸引更多廣告客戶。

下表載列於所示期間按分部劃分的營業成本：

		Year ended December 31, 截至十二月三十一日止年度			
		2019 二零一九年		2018 二零一八年	
		Amount	% of total cost of revenue 佔總營業 成本的百分比	Amount	% of total cost of revenue 佔總營業 成本的百分比
		RMB'000 人民幣千元		RMB'000 人民幣千元	
Advertising	廣告	103,665	77.2%	91,150	56.7%
E-commerce	電商	28,190	21.0%	67,069	41.7%
Content monetization	知識付費	2,340	1.8%	2,434	1.5%
Total	總計	134,195	100%	160,653	100%

Management Discussion and Analysis 管理層討論及分析

GROSS PROFIT AND GROSS PROFIT MARGIN

As a result of the foregoing, our gross profit decreased by 62.9% to RMB222.6 million for the year ended December 31, 2019, compared to RMB599.5 million for the year ended December 31, 2018. Our gross profit margin decreased from 78.9% for the year ended December 31, 2018 to 62.4% for the year ended December 31, 2019. The following table sets forth our gross profit and gross profit margin by segment for the years indicated:

毛利及毛利率

由於上述原因，我們的毛利相較截至二零一八年十二月三十一日止年度的人民幣599.5百萬元減少62.9%至截至二零一九年十二月三十一日止年度的人民幣222.6百萬元。我們的毛利率由截至二零一八年十二月三十一日止年度的78.9%減少至截至二零一九年十二月三十一日止年度的62.4%。下表載列於所示年度按分部劃分的毛利及毛利率：

Year ended December 31, 截至十二月三十一日止年度

		2019 二零一九年		2018 二零一八年	
		Gross profit 毛利 RMB'000 人民幣千元	Gross profit margin 毛利率	Gross profit 毛利 RMB'000 人民幣千元	Gross profit margin 毛利率
Advertising	廣告	216,375	67.6%	505,065	84.7%
E-commerce	電商	(5,976)	(26.9%)	68,232	50.4%
Content monetization	知識付費	12,234	83.9%	26,153	91.5%
Total	總計	222,633	62.4%	599,450	78.9%

OTHER REVENUE

Our other revenue increased by 2.0% to RMB20.9 million for the year ended December 31, 2019, compared to RMB20.5 million for the year ended December 31, 2018, primarily due to (i) an increase in government grants, partially offset by (ii) a decrease in short-term investments income as we reduced our investments in wealth management products.

其他收入

我們的其他收入相較截至二零一八年十二月三十一日止年度的人民幣20.5百萬元增加2.0%至截至二零一九年十二月三十一日止年度的人民幣20.9百萬元，乃主要由於(i)政府補貼增加，部分由(ii)因我們減少理財產品投資而導致短期投資收益減少所抵銷。

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OTHER NET LOSS

Our other net loss primarily consists (i) net loss on disposal of property, plant and equipment and (ii) net foreign exchange loss. Our other net loss increased by 336.2% to RMB20.5 million for the year ended December 31, 2019, compared to RMB4.7 million for the year ended December 31, 2018, primarily due to an increase in net loss on disposal of property, plant and equipment as we disposed of certain servers, computers and other equipment in 2019.

SELLING AND MARKETING EXPENSES

Our selling and marketing expenses increased by 65.5% to RMB297.8 million for the year ended December 31, 2019, compared to RMB179.9 million for the year ended December 31, 2018, as we incurred more expenses in brand promotions and traffic direction in order to increase our market share more efficiently. Selling and marketing expenses as a percentage of revenue increased to 83.5% for the year ended December 31, 2019 from 23.7% for the year ended December 31, 2018.

GENERAL AND ADMINISTRATION EXPENSES

Our general and administration expenses increased by 76.9% to RMB281.5 million for the year ended December 31, 2019, compared to RMB159.1 million for the year ended December 31, 2018, primarily due to (i) an increase in the headcount of our new business department for business diversification, (ii) an increase in provisions for credit loss as a result of delayed payments from certain clients, (iii) an increase in consulting fees for our strategic acquisition projects and (iv) an increase in staff costs as we further optimized our personnel structure to improve business. General and administration expenses as a percentage of revenue increased to 78.9% for the year ended December 31, 2019 from 20.9% for the year ended December 31, 2018.

其他虧損淨額

我們的其他虧損淨額主要包括(i)出售物業、廠房及設備的虧損淨額及(ii)外匯虧損淨額。我們的其他虧損淨額相較截至二零一八年十二月三十一日止年度的人民幣4.7百萬元增加336.2%至截至二零一九年十二月三十一日止年度的人民幣20.5百萬元，乃主要由於二零一九年我們出售若干服務器、電腦及其他設備導致出售物業、廠房及設備的虧損淨額增加。

銷售及營銷開支

我們的銷售及營銷開支相較截至二零一八年十二月三十一日止年度的人民幣179.9百萬元增長65.5%至截至二零一九年十二月三十一日止年度的人民幣297.8百萬元，乃由於我們在品牌推廣及流量導入方面產生更多開支以更有效地增加市場份額。就佔收入的比例而言，銷售及營銷開支由截至二零一八年十二月三十一日止年度的23.7%增加至截至二零一九年十二月三十一日止年度的83.5%。

一般及行政開支

我們的一般及行政開支相較截至二零一八年十二月三十一日止年度的人民幣159.1百萬元增長76.9%至截至二零一九年十二月三十一日止年度的人民幣281.5百萬元，乃主要由於(i)為使業務多元化而增加新業務部門的人數，(ii)因部分客戶延遲付款而導致信貸虧損撥備增加，(iii)有關戰略收購項目的諮詢費增加及(iv)因我們為改善業務營運進一步優化人員結構而導致員工成本增加。就佔收入的比例而言，一般及行政開支由截至二零一八年十二月三十一日止年度的20.9%增加至截至二零一九年十二月三十一日止年度的78.9%。

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RESEARCH AND DEVELOPMENT EXPENSES

Our research and development expenses decreased by 11.0% to RMB111.4 million for the year ended December 31, 2019, compared to RMB125.2 million for the year ended December 31, 2018, primarily due to the reduced staff costs in relation to research and development as we optimized our technical team in 2019. Research and development expenses as a percentage of revenue increased to 31.2% for the year ended December 31, 2019 from 16.5% for the year ended December 31, 2018.

(LOSS)/PROFIT FROM OPERATIONS

As a result of the foregoing, we recorded profit from operations of RMB151.0 million for the year ended December 31, 2018 while we incurred loss from operations of RMB467.7 million for the year ended December 31, 2019.

NET FINANCE INCOME

Our finance income primarily comprises interest income from deposits. Our net finance income increased to RMB32.2 million for the year ended December 31, 2019, compared to RMB10.4 million for the year ended December 31, 2018. Such increase was primarily due to an increase in the interest income from bank deposits.

FAIR VALUE CHANGE OF FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

We did not record any fair value change of financial liabilities at fair value through profit or loss for the year ended December 31, 2019, while we recorded a fair value gain of RMB365.6 million for the year ended December 31, 2018. Such fair value gain of financial instruments with preferred rights is a non-cash and extraordinary item that would not recur in financial years after the listing of our shares on the Stock Exchange, as all the preferred rights attaching to the financial instruments were terminated upon the listing of our shares on the Stock Exchange.

研發開支

我們的研發開支相較截至二零一八年十二月三十一日止年度的人民幣125.2百萬元減少11.0%至截至二零一九年十二月三十一日止年度的人民幣111.4百萬元，乃主要由於我們於二零一九年優化技術團隊而導致研發相關的員工成本減少。就佔收入的比例而言，研發開支由截至二零一八年十二月三十一日止年度的16.5%增加至截至二零一九年十二月三十一日止年度的31.2%。

經營(虧損)/溢利

由於上述原因，我們於截至二零一八年十二月三十一日止年度錄得經營溢利人民幣151.0百萬元，而我們於截至二零一九年十二月三十一日止年度則產生經營虧損人民幣467.7百萬元。

融資收益淨額

我們的融資收益主要包括來自存款的利息收入。相較截至二零一八年十二月三十一日止年度的融資收益淨額人民幣10.4百萬元，我們於截至二零一九年十二月三十一日止年度的融資收益淨額增加至人民幣32.2百萬元。有關增加乃主要由於銀行存款利息收入增加。

以公允價值計量且變動計入當期損益的金融負債公允價值變動

我們於截至二零一九年十二月三十一日止年度並無錄得任何以公允價值計量且變動計入當期損益的金融負債公允價值變動，而我們於截至二零一八年十二月三十一日止年度錄得公允價值收益人民幣365.6百萬元。我們具有優先權的金融工具的公允價值收益為非現金及特殊項目，該項目於我們的股份在聯交所上市後的財政年度內不會再發生，因為該等金融工具所附的所有優先權已於股份在聯交所上市後終止。

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FAIR VALUE CHANGES ON INVESTMENTS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS

We did not record any fair value change on investments measured at fair value through profit or loss for the year ended December 31, 2018, while we recorded a fair value loss on investments measured at fair value through profit or loss of RMB25.9 million for the year ended December 31, 2019.

SHARE OF LOSS OF ASSOCIATES

Our share of loss of associates increased to RMB12.4 million for the year ended December 31, 2019, compared to RMB3.4 million for the year ended December 31, 2018.

INCOME TAX EXPENSE/(CREDIT)

We recorded income tax credit of RMB2.7 million for the year ended December 31, 2018, and recorded income tax expense of RMB20.7 million for the year ended December 31, 2019, primarily due to the reversal of deferred tax asset in respect of temporary differences. We estimate there will not be sufficient taxable income in the foreseeable future to utilize the carry-forward tax losses and deductible temporary differences.

(LOSS)/PROFIT ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY

As a result of the foregoing, we recorded profit attributable to equity shareholders of the Company of RMB526.3 million for the year ended December 31, 2018, while we recorded loss attributable to equity shareholders of the Company of RMB493.9 million for the year ended December 31, 2019.

以公允價值計量且變動計入當期損 益的投資的公允價值變動

我們於截至二零一八年十二月三十一日止年度並無錄得任何以公允價值計量且變動計入當期損益的投資的公允價值變動，而我們於截至二零一九年十二月三十一日止年度錄得以公允價值計量且變動計入當期損益的投資的公允價值損失人民幣25.9百萬元。

應佔聯營公司虧損

相較截至二零一八年十二月三十一日止年度的應佔聯營公司虧損人民幣3.4百萬元，我們於截至二零一九年十二月三十一日止年度的應佔聯營公司虧損增加至人民幣12.4百萬元。

所得稅開支／（抵免）

我們於截至二零一八年十二月三十一日止年度錄得所得稅抵免人民幣2.7百萬元，而於截至二零一九年十二月三十一日止年度錄得所得稅開支人民幣20.7百萬元，乃主要由於就暫時差額撥回遞延稅項資產。我們估計於可預見將來並無足夠應課稅收益以動用結轉稅項虧損及可扣稅暫時性差異。

本公司權益股東應佔（虧損）／溢 利

由於上述原因，我們於截至二零一八年十二月三十一日止年度錄得本公司權益股東應佔溢利人民幣526.3百萬元，而我們於截至二零一九年十二月三十一日止年度則錄得本公司權益股東應佔虧損人民幣493.9百萬元。

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(LOSS)/PROFIT FOR THE YEAR AND NON-IFRS MEASURE: ADJUSTED NET (LOSS)/PROFIT FOR THE YEAR

As a result of the foregoing, our loss for the year ended December 31, 2019 was RMB494.5 million, compared to our profit for the year ended December 31, 2018 of RMB526.2 million.

To supplement our consolidated financial statements which are presented in accordance with IFRS, we also use a non-IFRS measure, adjusted net (loss)/profit for the year, as an additional financial measure, which is not required by, or presented in accordance with IFRS. We believe that such non-IFRS measure facilitates comparisons of operating performance from period to period and company to company by eliminating potential impacts of items that our management considers to be not indicative of our operating performance. We believe that such measure provides useful information to investors and others in understanding and evaluating our consolidated results of operations in the same manner as they help our management. However, our presentation of the adjusted net (loss)/profit for the year may not be comparable to similarly titled measures presented by other companies. The use of such non-IFRS measure has limitations as an analytical tool, and you should not consider it in isolation, or as substitute for analysis of, our results of operations or financial position as reported under IFRS.

We define “adjusted net (loss)/profit for the year” as (loss)/profit for the year adjusted by removing the effect of both fair value change of financial liabilities at fair value through profit or loss and listing expenses, net of tax, which is non-recurring in nature. Our adjusted net profit for the year ended December 31, 2018 would be RMB201.2 million. Our adjusted net loss for the year ended December 31, 2019 would still be RMB494.5 million as we did not record any fair value change of financial liabilities at fair value through profit or loss or listing expenses in 2019.

年度（虧損）／溢利及非國際財務報告準則計量：年度經調整淨（虧損）／溢利

由於上述原因，相較於截至二零一八年十二月三十一日止年度的溢利人民幣526.2百萬元，我們於截至二零一九年十二月三十一日止年度的虧損為人民幣494.5百萬元。

為補充我們根據國際財務報告準則呈列的合併財務報表，我們亦採用非國際財務報告準則計量並非國際財務報告準則要求或並非按國際財務報告準則呈列的年度經調整淨（虧損）／溢利作為額外財務計量。我們認為，有關非國際財務報告準則計量通過消除我們的管理層認為不能作為經營業績指標的項目的潛在影響，有助於比較不同期間及不同公司的經營業績。我們認為，該等措施為投資者及其他人士提供了有用的資料，幫助彼等按其幫助我們的管理層相同的方式理解及評估我們的合併經營業績。然而，我們對年度經調整淨（虧損）／溢利的呈列可能與其他公司呈列的類似名稱的計量不具有可比性。使用有關非國際財務報告準則計量作為分析工具具有局限性，閣下不應單獨考慮，或作為根據國際財務報告準則呈報的經營業績或財務狀況分析的替代。

我們將「年度經調整淨（虧損）／溢利」定義為撇除以公允價值計量且變動計入當期損益的金融負債的公允價值變動及非經常性質的上市開支（扣除稅項）的影響後經調整的年度（虧損）／溢利。截至二零一八年十二月三十一日止年度的年度經調整淨溢利為人民幣201.2百萬元。截至二零一九年十二月三十一日止年度的經調整淨虧損仍為人民幣494.5百萬元，因為我們於二零一九年未錄得以公允價值計量且變動計入當期損益的金融負債公允價值變動或上市開支。

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(LOSS)/PROFIT FOR THE YEAR AND NON-IFRS MEASURE: ADJUSTED NET (LOSS)/PROFIT FOR THE YEAR (Continued)

The following table reconciles our adjusted net (loss)/profit for the years ended December 31, 2019 and 2018 to the most directly comparable financial measure calculated and presented in accordance with IFRS:

年度(虧損)/溢利及非國際財務報告準則計量：年度經調整淨(虧損)/溢利(續)

下表將截至二零一九年及二零一八年十二月三十一日止年度的經調整淨(虧損)/溢利與根據國際財務報告準則計算及呈列的最直接可資比較的財務計量進行對賬：

		For the year ended December 31, 截至十二月三十一日止年度	
		2019	2018
		二零一九年	二零一八年
		RMB' 000	人民幣千元
(Loss)/profit for the year	年度(虧損)/溢利	(494,451)	526,227
Add:	加：		
Fair value change of financial liabilities at fair value through profit or loss	以公允價值計量且變動計入當期損益的金融負債公允價值變動	-	(365,610)
Listing expenses, net of tax	上市開支(扣除稅項)	-	40,615
Adjusted net (loss)/profit for the year	年度經調整淨(虧損)/溢利	(494,451)	201,232

CAPITAL STRUCTURE

Our total assets decreased from RMB3,660.9 million as of December 31, 2018 to RMB3,054.2 million as of December 31, 2019. Our total liabilities decreased from RMB205.3 million as of December 31, 2018 to RMB136.0 million as of December 31, 2019. Liabilities-to-assets ratio slightly decreased from 5.6% as of December 31, 2018 to 4.5% as of December 31, 2019.

The current ratio (being the ratio of total current assets to the total current liabilities) was 21.54 as of December 31, 2019, compared to 17.18 as of December 31, 2018.

資本結構

我們的資產總值由截至二零一八年十二月三十一日的人民幣3,660.9百萬元減少至截至二零一九年十二月三十一日的人民幣3,054.2百萬元，而我們的負債總額由截至二零一八年十二月三十一日的人民幣205.3百萬元減少至截至二零一九年十二月三十一日的人民幣136.0百萬元。資產負債率由截至二零一八年十二月三十一日的5.6%微降至截至二零一九年十二月三十一日的4.5%。

相較截至二零一八年十二月三十一日的流動比率(即流動資產總值與流動負債總額的比率)17.18，截至二零一九年十二月三十一日的流動比率為21.54。

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LIQUIDITY, FINANCIAL RESOURCES AND GEARING

Our cash and cash equivalents including cash on hand, cash at bank and deposits with banks, decreased from RMB2,229.9 million as of December 31, 2018 to RMB1,422.9 million as of December 31, 2019, primarily due to a decrease in cash generated from our business operations.

As at December 31, 2019, we did not have any outstanding borrowings. Accordingly, no gearing ratio is presented.

CAPITAL EXPENDITURE

Our capital expenditures, consisting of payments for the purchase of property, plant and equipment, are incurred mainly for office decorations, and electronic and office equipments. Our capital expenditures were RMB10.5 million as of December 31, 2019, compared to RMB20.7 million as of December 31, 2018.

FOREIGN EXCHANGE RISK MANAGEMENT

Foreign exchange risk arises when future commercial transactions or recognized assets and liabilities are denominated in a currency that is not the Group entities' functional currency. The functional currency of the Company is USD and the functional currency of subsidiaries operated in the PRC is Renminbi. The Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange and tries to minimize these exposures through natural hedges, wherever possible, and may enter into forward foreign exchange contracts, when necessary.

CONTINGENT LIABILITIES

As of December 31, 2019 and 2018, we did not have any material contingent liabilities.

流動資金、財務資源及資產負債比率

我們的現金及現金等價物包括庫存現金、銀行現金及銀行存款，由截至二零一八年十二月三十一日的人民幣2,229.9百萬元減少至截至二零一九年十二月三十一日的人民幣1,422.9百萬元，乃主要由於我們的業務營運產生的現金減少所致。

截至二零一九年十二月三十一日，我們並無任何未償還借貸。因此，並無呈列資產負債比率。

資本支出

我們的資本支出包括購買物業、廠房及設備的款項，主要用於辦公室裝飾以及電子及辦公設備。相較截至二零一八年十二月三十一日的資本支出人民幣20.7百萬元，截至二零一九年十二月三十一日我們的資本支出為人民幣10.5百萬元。

外匯風險管理

倘日後的商業交易或已確認的資產及負債以本集團實體的功能貨幣以外的貨幣計值，會產生外匯風險。本公司的功能貨幣為美元，而在中國運營的附屬公司的功能貨幣為人民幣。本集團通過定期審閱本集團外匯淨額來管理其外匯風險，在可能情況下通過自然對沖儘量降低該等風險，並在必要時訂立遠期外匯合約。

或然負債

截至二零一九年及二零一八年十二月三十一日，我們並無任何重大或然負債。

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MATERIAL ACQUISITIONS AND FUTURE PLANS FOR MATERIAL INVESTMENTS

Save as disclosed in the announcement of the Company dated July 15, 2019, during the year ended December 31, 2019, we did not conduct any material acquisitions or disposals of subsidiaries, associates and joint ventures.

We will continue to explore potential strategic investment opportunities, with a view to consolidating resources in the industry and supplementing our existing business.

Save as disclosed in this annual report, the Group has no other specific plan for major investment or acquisition for major capital assets or other businesses.

PLEDGE OF ASSETS

As of December 31, 2019, we had not pledged any of our assets.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

Except as disclosed in note 35 to the financial statements, the Group does not have any material subsequent event after December 31, 2019 and up to the date of this annual report.

FINAL DIVIDEND

The Board did not recommend the payment of a final dividend for the year ended December 31, 2019 (for the year ended December 31, 2018: Nil).

ANNUAL GENERAL MEETING

The AGM of the Company will be held on Thursday, June 11, 2020. A notice convening the AGM will be published and dispatched to the shareholders of the Company in the manner required by the Listing Rules in due course.

主要投資的重大收購及未來計劃

除本公司於日期為二零一九年七月十五日的公告所披露者外，截至二零一九年十二月三十一日止年度，我們並無進行任何重大收購或出售附屬公司、聯營公司及合營公司。

我們將繼續物色潛在戰略投資機會，旨在整合行業資源及補充我們的現有業務。

除本年度報告所披露者外，本集團並無其他重大投資或收購主要資本資產或其他業務的具體計劃。

資產抵押

於二零一九年十二月三十一日，我們並無抵押任何資產。

報告期後重大事項

除於財務報表附註35披露的事項外，於二零一九年十二月三十一日後及直至本年度報告日期，本集團並無任何重大後續事項。

末期股息

董事會未建議派付截至二零一九年十二月三十一日止年度的末期股息（截至二零一八年十二月三十一日止年度：無）。

股東週年大會

本公司股東週年大會將於二零二零年六月十一日（星期四）舉行。召開股東週年大會的通知將按上市規則所規定的方式適時發佈並派發予本公司股東。

Management Discussion and Analysis

管理層討論及分析

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining the members' eligibility to attend and vote at the AGM, the Company's register of members will be closed from Friday, June 5, 2020 to Thursday, June 11, 2020, both dates inclusive, during which period no transfer of share will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Thursday, June 4, 2020.

COMPANY INFORMATION

The Company was incorporated in the Cayman Islands on February 9, 2018 as an exempted company with limited liability, and the shares were listed on the Main Board of the Stock Exchange on November 27, 2018.

EMPLOYEES

As of December 31, 2019, we had 720 full-time employees, substantially all of whom were based in China, primarily in Beijing and Shanghai, with the rest based in Wuhan, Guangzhou, Hangzhou, Xiamen and Ningbo.

Our success depends on our ability to attract, retain and motivate qualified personnel. The remuneration package for our employees generally includes salary and bonuses. We determine employee remuneration based on factors such as qualifications and years of experience. Employees also receive welfare benefits, including medical care, retirement benefits, occupational injury insurance and other miscellaneous items. We make contributions to mandatory social security funds for our employees to provide for retirement, medical, work-related injury, maternity and unemployment benefits.

暫停辦理股份過戶登記手續

為釐定股東出席股東週年大會並於會上投票之資格，本公司將於二零二零年六月五日（星期五）至二零二零年六月十一日（星期四）（包括首尾兩日）暫停辦理股份過戶登記手續，期間將不進行任何股份過戶登記。為符合資格出席股東週年大會並於會上投票，本公司股份的未登記持有人務請確保在不遲於二零二零年六月四日（星期四）下午四時三十分前將所有過戶文件連同有關股票送達本公司香港股份過戶登記分處香港中央證券登記有限公司（地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖）進行登記。

公司資料

本公司於二零一八年二月九日在開曼群島註冊成立為獲豁免有限責任公司，其股份於二零一八年十一月二十七日在聯交所主板上市。

僱員

截至二零一九年十二月三十一日，我們有720名全職僱員，其中大部分均在中國，主要在北京及上海，其餘在武漢、廣州、杭州、廈門及寧波。

我們的成功取決於我們吸引、留任及激勵合資格人員的能力。僱員的薪酬待遇一般包括工資及津貼。我們根據資格及經驗年數等因素釐定僱員薪酬。僱員亦可獲得福利，包括醫療、退休福利、工傷保險及其他雜項。我們為僱員提供強制性社保基金，以提供退休、醫療、工傷、生育及失業保險。

Directors and Senior Management 董事及高級管理層

The biographical details of the Directors and senior management are set out as follows:

OUR DIRECTORS

Executive Directors

Mr. WANG Huainan (王懷南), aged 54, was appointed as a Director on February 9, 2018 and was re-designated as an executive Director and chairman of the Board (the “**Chairman**”) on June 11, 2018. He was also appointed as the chairman of our Nomination Committee and a member of our Remuneration Committee on November 27, 2018. He has been the chief executive officer of our Group (the “**Chief Executive Officer**”) since January 2007. Mr. Wang currently serves as director in a number of companies in which our Company has equity interests, including certain subsidiaries of our Company. Mr. Wang founded our Group in January 2007 and has been the key driver of our business strategies and achievements to date. Mr. Wang is primarily responsible for strategic development, overall operation and management and major decision-making.

Prior to founding the Group, Mr. Wang had many years of experience in the fields of marketing and administrative management. From 1996 to 2001, he served as a brand manager at The Procter & Gamble Company (a company listed on New York Stock Exchange, ticker symbol: PG), where he was primarily responsible for brand building, promotion and marketing. From 2001 to 2005, he served as a senior marketing director at Yahoo! Inc. (a company formerly listed on NASDAQ, ticker symbol: YHOO) and as the chief executive officer at 1pai.com.cn (一拍網), a joint venture established by Yahoo! Inc. and SINA Corp. From 2005 to 2006, he served as the chief marketing officer, Asia at Google LLC.

Mr. Wang was awarded as “Top Ten Marketing Figures in 2015” by Nanfang Metropolis Daily (南方都市報) in December 2015, “Entrepreneur of the Year” by iheima.com (黑馬網) in December 2016 and “Industry Brand Leader (行業品牌領軍人物)” by Asiabrand (亞洲品牌峰會) in December 2017.

Mr. Wang graduated from Tsinghua University with a bachelor’s degree in English in July 1988. He also obtained a master’s degree in sociology from Columbia University in October 1989 and a master’s degree in business administration from Georgetown University in July 1996.

以下載列我們的董事及高級管理人員的履歷：

我們的董事

執行董事

王懷南先生，54歲，於二零一八年二月九日獲委任為董事並於二零一八年六月十一日調任為執行董事及董事會主席（「**主席**」）。彼亦於二零一八年十一月二十七日獲委任為提名委員會主席及薪酬委員會成員。彼已自二零零七年一月起擔任本集團行政總裁（「**行政總裁**」）。目前，王先生於本公司擁有權益的多家公司，包括本公司的若干附屬公司，擔任董事。王先生於二零零七年一月創辦本集團，迄今為止一直為我們業務策略及成就的關鍵驅動。王先生主要負責戰略發展、整體經營及管理以及主要決策。

於創辦本集團之前，王先生在營銷及行政管理領域擁有多年經驗。一九九六年至二零零一年，彼於The Procter & Gamble Company（一家於紐約證券交易所上市的公司，股份代號：PG）擔任品牌經理，彼主要負責品牌建設、推廣及營銷。二零零一年至二零零五年，彼擔任Yahoo! Inc.（一家原於納斯達克上市的公司，股份代號：YHOO）的高級營銷總監並擔任一拍網（Yahoo! Inc. 與新浪公司設立的合營公司）的行政總裁。二零零五年至二零零六年，彼於Google LLC擔任亞洲市場總監。

王先生於二零一五年十二月獲南方都市報評為「二零一五年十大營銷專家」，於二零一六年十二月獲黑馬網評為「年度企業家」及於二零一七年十二月獲亞洲品牌峰會評為「行業品牌領軍人物」。

王先生於一九八八年七月畢業於清華大學獲英語學士學位。彼亦於一九八九年十月取得哥倫比亞大學社會學碩士學位及於一九九六年七月取得喬治城大學工商管理學碩士學位。

Directors and Senior Management 董事及高級管理層

OUR DIRECTORS (Continued)

Executive Directors (Continued)

Mr. XU Chong (徐翀), aged 44, was appointed as an executive Director on June 11, 2018. He was also appointed as a member of the Remuneration Committee on November 27, 2018. He joined the Group as the chief financial officer in October 2014. Mr. Xu currently serves as director in a number of companies in which our Company has equity interests, including certain subsidiaries of our Company. Mr. Xu is primarily responsible for strategic development, financial operations management and capital operations.

Mr. Xu has more than 17 years of experience in corporate finance and financial management. He served as a manager at BOC International Holdings Limited from July 2001 to August 2003, the chief financial officer at SinoMedia Holding Limited (a company listed on the Stock Exchange, stock code: 0623) from June 2004 to February 2006 and a vice president of Asia region at Cazenove Capital Management Limited from March 2006 to July 2007, where he was primarily responsible for corporate finance. He re-joined SinoMedia Holding Limited in July 2007 and served as the chief financial officer until May 2010. Mr. Xu served as the chief financial officer and vice president at Huakang Insurance Brokerage Company Limited (華康保險代理有限公司) from March 2011 to July 2011. He worked as a financial advisor and then the chief financial officer at Shanghai Zhaogangwang Information Technology Corporation Limited (上海找鋼網信息科技股份有限公司) from June 2012 to June 2014.

Mr. Xu obtained a bachelor's degree in laws from Nanjing University in July 1998 and a master's degree in laws from Renmin University of China in July 2001.

我們的董事 (續)

執行董事 (續)

徐翀先生，44歲，於二零一八年六月十一日獲委任為執行董事。彼亦於二零一八年十一月二十七日獲委任為薪酬委員會成員。彼於二零一四年十月加入本集團擔任首席財務官。目前，徐先生於本公司擁有權益的多家公司，包括本公司的若干附屬公司，擔任董事。徐先生主要負責戰略發展、財務運營管理及資本運作。

徐先生於企業財務及金融管理方面擁有逾17年經驗。二零零一年七月至二零零三年八月，彼於中銀國際控股有限公司擔任經理，二零零四年六月至二零零六年二月，彼於中視金橋國際傳媒控股有限公司（一家於聯交所上市的公司，股份代號：0623）擔任首席財務官，及二零零六年三月至二零零七年七月，彼於Cazenove Capital Management Limited擔任亞洲副總裁，彼主要負責公司財務。彼於二零零七年七月重新加入中視金橋國際傳媒控股有限公司並擔任首席財務官直至二零一零年五月。二零一一年三月至二零一一年七月，徐先生擔任華康保險代理有限公司的首席財務官兼副總裁。二零一二年六月至二零一四年六月，彼於上海找鋼網信息科技股份有限公司擔任財務顧問及首席財務官。

徐先生於一九九八年七月取得南京大學法律學士學位並於二零零一年七月取得中國人民大學法律碩士學位。

Directors and Senior Management 董事及高級管理層

OUR DIRECTORS (Continued)

Non-executive Directors

Mr. CHEN Qiyu (陳啟宇), aged 47, was appointed as a non-executive Director on June 11, 2018, primarily responsible for participating in formulating the Company's corporate and business strategies. He has been a director of Zhongming since January 2017.

Mr. Chen joined Fosun in 1994 and currently serves as an executive director of Fosun International and was re-designated as the Co-CEO on February 21, 2020. He is also an executive director and chairman of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (上海復星醫藥(集團)股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600196, and the Stock Exchange, stock code: 2196), a non-executive director and vice chairman of Sinopharm Group Co., Ltd. (國藥控股股份有限公司) (a company listed on the Stock Exchange, stock code: 1099), a director of Beijing Sanyuan Foods Co., Ltd. (北京三元食品股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600429), a non-executive director and chairman of Shanghai Henlius Biotech, Inc. (上海復宏漢霖生物技術股份有限公司) (a company listed on the Main Board of the Stock Exchange since 25 September 2019, stock code: 2696) and a co-chairman of New Frontier Health Corporation (a company listed on New York Stock Exchange, ticker symbol: NFH). Mr. Chen also served as a director of Maxigen Biotech Inc. (和康生物科技股份有限公司) (a company listed on the Taiwan Stock Exchange, stock code: 1783) from December 2015 to November 2017 and a director of Dian Diagnostics Group Co., Ltd. (迪安診斷技術集團股份有限公司) (a company listed on the Growth Enterprise Market Board of the Shenzhen Stock Exchange, stock code: 300244) from May 2010 to February 2019.

我們的董事(續)

非執行董事

陳啟宇先生，47歲，於二零一八年六月十一日獲委任為非執行董事，主要負責參與制定本公司的公司及業務策略。彼自二零一七年一月起擔任眾鳴董事。

陳先生於一九九四年加入復星，現時擔任復星國際執行董事，並於二零二零年二月二十一日獲升任聯席首席執行官。彼亦為上海復星醫藥(集團)股份有限公司(一家於上海證券交易所(股份代號：600196)及聯交所(股份代號：2196)上市的公司)執行董事兼董事長、國藥控股股份有限公司(一家於聯交所上市的公司，股份代號：1099)非執行董事兼副董事長、北京三元食品股份有限公司(一家於上海證券交易所上市的公司，股份代號：600429)董事、上海復宏漢霖生物技術股份有限公司(一家自二零一九年九月二十五日起於聯交所主板上市的公司，股份代號：2696)非執行董事兼董事會主席及New Frontier Health Corporation(一家於紐約證券交易所上市的公司，股份代號：NFH)聯席董事長。陳先生亦自二零一五年十二月至二零一七年十一月擔任和康生物科技股份有限公司(一家於台灣證券交易所上市的公司，股份代號：1783)董事及自二零一零年五月至二零一九年二月擔任迪安診斷技術集團股份有限公司(一家於深圳證券交易所創業板上市的公司，股份代號：300244)董事。

Directors and Senior Management 董事及高級管理層

OUR DIRECTORS (Continued)

Non-executive Directors (Continued)

Mr. Chen has been a member of the 13th Shanghai Standing Committee of the Chinese People's Political Consultative Conference, the chairman of China Medical Pharmaceutical Material Association (中國醫藥物資協會), a vice president of China Pharmaceutical Innovation and Research Development Association (中國醫藥創新促進會), the honorary chairman and chief supervisor of Shanghai Biopharmaceutical Industry Association (上海市生物醫藥行業協會) and the vice council chairman of Shanghai Society of Genetics (上海市遺傳學會). Mr. Chen was a member of the 12th Shanghai Committee of the Chinese People's Political Consultative Conference. Mr. Chen has been awarded the title of "Shanghai Outstanding Non-public Ownership Economist and Outstanding Constructors of Socialism with Chinese Characteristics" and was named as "Shanghai Outstanding Entrepreneur in 2018".

Mr. Chen received a bachelor's degree in genetics from Fudan University in July 1993 and an executive master of business administration degree from China Europe International Business School (中歐國際工商學院) in September 2005.

我們的董事 (續)

非執行董事 (續)

陳先生一直擔任中國人民政治協商會議上海市第十三屆委員會常務委員、中國醫藥物資協會會長、中國醫藥創新促進會副會長、上海市生物醫藥行業協會名譽會長兼監事長及上海市遺傳學會副理事長。陳先生曾擔任中國人民政治協商會議上海市第十二屆委員會常務委員。陳先生曾榮獲「上海市非公有制經濟人士優秀中國特色社會主義事業建設者」稱號，並被評為「2018年上海市優秀企業家」。

陳先生於一九九三年七月取得復旦大學遺傳學專業學士學位及於二零零五年九月取得中歐國際工商學院高級工商行政管理碩士學位。

Directors and Senior Management 董事及高級管理層

OUR DIRECTORS (Continued)

Non-executive Directors (Continued)

Mr. WANG Changying (王長穎), aged 46, was appointed as a non-executive Director on June 11, 2018 and appointed as the vice chairman of the Company (the “**Vice Chairman**”) on March 30, 2020. Mr. WANG participates in the Company’s investment plan and formulating the Company’s corporate and business strategies. He has been a director of Zhongming since January 2017.

Mr. Wang has been a vice president of healthcare holdings department since May 2016, a senior assistant president since March 2018 and the chairman of maternal infant and family group since September 2018, at Shanghai Fosun High Technology (Group) Co., Ltd. (上海復星高科技(集團)有限公司). Mr. Wang is currently a director of Shenyang Tian An Technology Co., Ltd. (瀋陽天安科技股份有限公司) (a company listed on The National Equities Exchange And Quotations Co., Ltd., stock code: 834661), Shandong Taihe Water Treatment Technologies Co., Ltd. (山東泰和水處理科技股份有限公司) (a company listed on the Shenzhen Stock Exchange since November 2019, stock code: 300801) and Jiangsu Jingang Culture & Technology Group Co., Ltd. (江蘇金剛文化科技集團股份有限公司) (a company which was delisted from The National Equities Exchange And Quotations Co., Ltd. in April 2019, stock code: 836707), and the chairman and legal representative of Baihe Jiayuan Network Group Co., Ltd. (百合佳緣網絡集團股份有限公司) (a company which was delisted from The National Equities Exchange And Quotations Co., Ltd. in December 2019, stock code: 834214). Mr. Wang was a director of Juwei Food Co., Ltd. (絕味食品股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 603517) from May 8, 2017 to November 16, 2018, a director of Dongzhu Ecological Environment Protection Co., Ltd. (東珠生態環保股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 603359, which is previously known as Jiangsu Dongzhu Landscape Co., Ltd. (江蘇東珠景觀股份有限公司)) from May 2012 to April 2018 and a director of Shenzhen Megmeet Electrical Co., Ltd. (深圳麥格米特電氣股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002851) from August 9, 2010 to May 8, 2019.

我們的董事(續)

非執行董事(續)

王長穎先生，46歲，於二零一八年六月十一日獲委任為非執行董事及於二零二零年三月三十日獲委任為本公司副主席(「副主席」)。王先生參與本公司的投資計劃及參與制定本公司的公司及業務策略。彼自二零一七年一月起擔任眾鳴董事。

王先生自二零一六年五月於上海復星高科技(集團)有限公司擔任健康控股部門的副總裁，自二零一八年三月擔任總裁高級助理及自二零一八年九月擔任母嬰與家庭產業集團董事長。王先生現任瀋陽天安科技股份有限公司(一家於全國中小企業股份轉讓系統掛牌的公司，股份代號：834661)、山東泰和水處理科技股份有限公司(一家自二零一九年十一月起於深圳證券交易所上市的公司，股份代號：300801)及江蘇金剛文化科技集團股份有限公司(一家已於二零一九年四月終止於全國中小企業股份轉讓系統掛牌的公司，股份代號：836707)董事，以及百合佳緣網絡集團股份有限公司(一家已於二零一九年十二月終止於全國中小企業股份轉讓系統掛牌的公司，股份代號：834214)董事長兼法定代表人。王先生自二零一七年五月八日至二零一八年十一月十六日擔任絕味食品股份有限公司(一家於上海證券交易所上市的公司，股份代號：603517)董事、自二零一二年五月至二零一八年四月擔任東珠生態環保股份有限公司(一家於上海證券交易所上市的公司(股份代號：603359)，前稱為江蘇東珠景觀股份有限公司)的董事，及自二零一零年八月九日至二零一九年五月八日擔任深圳麥格米特電氣股份有限公司(一家於深圳證券交易所上市的公司，股份代號：002851)的董事。

Directors and Senior Management 董事及高級管理層

OUR DIRECTORS (Continued)

Non-executive Directors (Continued)

In addition, Mr. Wang currently holds directorships in several companies including Dianwang (Cayman) Inc. since October 2016, Wuhan Huakang Century Cleanroom Technology Engineering Co., Ltd. (武漢華康世紀潔淨室技術工程有限公司) since February 2017, Yangtuo Technology Inc. since February 2017, Stardoctor since July 2018, Hangzhou Qinbei Technology Co., Ltd. (杭州親貝科技有限公司) since February 2019 and TICKLED MEDIA PTE. LTD. since August 2019. Since September 2011, he has been the director and general manager of Xizang Fosun Venture Capital Co., Ltd. (西藏復星投資管理有限公司). Since February 2018, he has been the manager of Ningbo Meishan Bonded Port Xingbao Investment Management Co., Ltd. (寧波梅山保稅港區星寶投資管理有限公司). Since March 2018, he has been the effective controller and director of Wingnou Investments Limited. Since April 2019, he has been the general manager of Shanghai Fosun Baoye Investment Management Co., Ltd. (上海復星保業投資管理有限公司). Since October 2019, he has been the legal representative, executive director and general manager of Ningbo Meishan Bonded Port Yuanhong Enterprise Management Consulting Co., Ltd. (寧波梅山保稅港區緣宏企業管理諮詢有限公司).

Mr. Wang received a bachelor's degree in economic information management from China Institute of Finance (中國金融學院) (which merged with University of International Business and Economics (對外經濟貿易大學) in 2000) in July 1994 and a master's degree in finance from Liaoning University in June 1999.

我們的董事 (續)

非執行董事 (續)

此外，王先生現於若干公司，包括 Dianwang (Cayman) Inc. (自二零一六年十月起)、武漢華康世紀潔淨室技術工程有限公司 (自二零一七年二月起)、Yangtuo Technology Inc. (自二零一七年二月起)、小星醫生 (自二零一八年七月起)、杭州親貝科技有限公司 (自二零一九年二月起) 及 TICKLED MEDIA PTE. LTD. (自二零一九年八月起) 擔任董事。自二零一一年九月起，彼擔任西藏復星投資管理有限公司董事及總經理。自二零一八年二月起，彼擔任寧波梅山保稅港區星寶投資管理有限公司經理。自二零一八年三月起，彼作為 Wingnou Investments Limited 的實際控制人並擔任董事。自二零一九年四月起，彼擔任上海復星保業投資管理有限公司總經理。自二零一九年十月起，彼擔任寧波梅山保稅港區緣宏企業管理諮詢有限公司的法定代表人、執行董事兼總經理。

王先生於一九九四年七月獲得中國金融學院 (二零零零年與對外經濟貿易大學合併) 經濟信息管理學士學位並於一九九九年六月獲遼寧大學金融學碩士學位。

Directors and Senior Management 董事及高級管理層

OUR DIRECTORS (Continued)

Non-executive Directors (Continued)

Mr. WU Ying (吳穎), aged 44, was appointed as a non-executive Director on January 20, 2020 and is responsible for participating in formulating the Company's corporate and business strategies.

Mr. Wu joined TAL in 2017, and has served various positions in TAL. He is currently the president of Content and Internet Industry Department in TAL. From 2008 to 2017, he served as the founder and the chairman of the board at First Leap: Future Leaders Institution, a company engaged in English education services and was later acquired by TAL in 2015. From 2005 to 2008, he served as the vice president at Lenovo Group (a company listed on the Stock Exchange, stock code: 00992).

Mr. Wu obtained his bachelor's degree in computer science from Peking University in 1997, and his master's degree in science from Indiana University Bloomington in 1998. Mr. Wu was enrolled in Harvard Business School Executive Education Program in 2008.

Mr. Christian Franz REITERMANN, aged 50, was appointed as a non-executive Director on June 11, 2018, primarily responsible for participating in formulating the Company's corporate and business strategies.

Mr. Reitermann joined The Ogilvy Group in Taipei in January 1997 and has been the chief executive officer (China) since August 2014 and the chief executive, Asia and greater China since May 2016. He has also been a global client leader of WPP plc (a company listed on the London Stock Exchange, ticker symbol: WPP, and on NASDAQ, ticker symbol: WPP) since 2017, where he is primarily responsible for management of global client relationships.

Mr. Reitermann received his bachelor's degree in Business Administration from Ludwigshafen University of Applied Sciences in January 27, 1997 in Germany.

我們的董事 (續)

非執行董事 (續)

吳穎先生，44歲，於二零二零年一月二十日獲委任為非執行董事，負責參與制定本公司的企業及業務策略。

吳先生於二零一七年加入好未來，並曾於好未來擔任多個職位。彼目前為好未來內容及互聯網產業部總裁。二零零八年至二零一七年，彼擔任First Leap: Future Leaders Institution (一家從事英語教育服務的公司，其於二零一五年由好未來收購)的創辦人兼該董事會主席。二零零五年至二零零八年，彼擔任聯想集團 (一家於聯交所上市的公司，股份代號：00992)的副總裁。

吳先生於一九九七年於北京大學取得計算機科學學士學位，並於一九九八年於印第安納大學布魯明頓分校 (Indiana University Bloomington) 取得理學碩士學位。吳先生於二零零八年入讀哈佛商學院高級管理培訓課程 (Harvard Business School Executive Education Program)。

Christian Franz REITERMANN先生，50歲，於二零一八年六月十一日獲委任為非執行董事，主要負責參與制定本公司的公司及業務策略。

Reitermann先生於一九九七年一月加入台北的The Ogilvy Group，並自二零一四年八月起一直擔任中國區行政總裁，及自二零一六年五月起擔任亞洲及大中華區行政總裁。彼亦自二零一七年起一直擔任WPP plc (一家於倫敦證券交易所 (股份代號：WPP) 及納斯達克 (股份代號：WPP) 上市的公司) 的全球客戶主管，主要負責管理全球客戶關係。

Reitermann先生於一九九七年一月二十七日獲德國Ludwigshafen University of Applied Sciences工商管理學士學位。

Directors and Senior Management 董事及高級管理層

OUR DIRECTORS (Continued)

Independent Non-executive Directors

Mr. CHEN Guanglei (陳廣壘), aged 50, was appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee on November 27, 2018, primarily responsible for supervising and providing independent judgment to the Board.

From 1992 to 2001, Mr. Chen worked at Pingdingshan sub-branch and Henan branch of China Construction Bank, where he was primarily responsible for accounting and auditing. From January 2005 to August 2005, Mr. Chen worked at the finance department of Financial Street Holdings Co., Ltd. (金融街控股股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000402) and the head of finance department at Financial Street Huizhou Properties Co., Ltd. (金融街惠州置業有限公司). From April 2008 to May 2011, Mr. Chen worked as the financial controller at Zhongjin Gold Corporation Limited (中金黃金股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600489). Mr. Chen worked as the deputy chief accountant from May 2011 to July 2012 and then as the chief economist from July 2012 to November 2017 at Beijing Financial Street Investment Group Co., Ltd. (北京金融街投資(集團)有限公司). He also served as assistant to the chairman and deputy general manager at Tianrui Group Co., Ltd. (天瑞集團股份有限公司) and chairman of the board of Tianrui Group Finance Co., Ltd. (天瑞集團財務有限責任公司) from November 2017 to March 2018. Mr. Chen was a non-executive director at Hengtai Securities Co., Ltd (恒泰證券股份有限公司) (a company listed on the Stock Exchange, stock code: 1476) from September 2012 to November 2017. From March 2019 to November 2019, Mr. Chen was an independent non-executive director of Xiamen Overseas Chinese Electronic Co., Ltd. (廈門華僑電子股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600870). From April 2018 to July 2019, Mr. Chen was the president of Hongjing Enterprise Consulting (Beijing) Co., Ltd. (紅京企業諮詢(北京)有限公司).

Mr. Chen has been an external director of Beijing Enterprises Group Company Limited (北京控股集團有限公司) delegated by Stated-owned Assets Supervision and Administration Commission of the State Council of Beijing since December 2018, an independent non-executive director of Hainan Jingliang Holdings Co. Ltd. (海南京糧控股股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000505, 200505) since September 2019 and an independent non-executive director of DreamEast Group Limited (夢東方集團有限公司) (a company listed on the Stock Exchange, stock code: 593) since December 20, 2019. He is also currently the vice president and financial officer of Tibet Ningsuan Technology Group Co., Ltd. (西藏寧算科技集團有限公司).

我們的董事(續)

獨立非執行董事

陳廣壘先生，50歲，於二零一八年十一月二十七日獲委任為獨立非執行董事、審核委員會主席及薪酬委員會成員，主要負責監督及向董事會提供獨立判斷。

一九九二年至二零零一年，陳先生於中國建設銀行平頂山分行及河南分行任職，彼主要負責會計及審核。二零零五年一月至二零零五年八月，陳先生於金融街控股股份有限公司(一家於深圳證券交易所上市的公司，股份代號：000402)財務部任職及於金融街惠州置業有限公司財務部擔任總負責人。二零零八年四月至二零一一年五月，陳先生於中金黃金股份有限公司(一家於上海證券交易所上市的公司，股份代號：600489)擔任財務總監。陳先生於二零一一年五月至二零一二年七月擔任北京金融街投資(集團)有限公司副總會計師及於二零一二年七月至二零一七年十一月擔任該公司總經濟師。彼亦於二零一七年十一月至二零一八年三月，擔任天瑞集團股份有限公司主席助理兼副總經理及天瑞集團財務有限責任公司董事長。二零一二年九月至二零一七年十一月，陳先生於恒泰證券股份有限公司(一家於聯交所上市的公司，股份代號：1476)擔任非執行董事。二零一九年三月至二零一九年十一月，陳先生於廈門華僑電子股份有限公司(一家於上海證券交易所上市的公司，股份代號：600870)擔任獨立非執行董事。二零一八年四月至二零一九年七月，陳先生擔任紅京企業諮詢(北京)有限公司總裁。

陳先生自二零一八年十二月起被北京市國有資產監督管理委員會委派到北京控股集團有限公司擔任外部董事，自二零一九年九月起擔任海南京糧控股股份有限公司(一家於深圳證券交易所上市的公司，股份代號：000505, 200505)的獨立非執行董事，以及自二零一九年十二月二十日起擔任夢東方集團有限公司(一家於聯交所上市的公司，股份代號：593)的獨立非執行董事。彼現時亦擔任西藏寧算科技集團有限公司的副總裁兼財務總監。

Directors and Senior Management 董事及高級管理層

OUR DIRECTORS (Continued)

Independent Non-executive Directors (Continued)

Mr. Chen is currently an off-campus graduate advisor at Central University of Finance and Economics (中央財經大學), Chinese Academy of Fiscal Sciences (中國財政科學研究院), Capital University of Economics and Business (首都經貿大學), Beijing Technology and Business University (北京工商大學), China University of Mining and Technology, Beijing (中國礦業大學·北京), Shanghai National Accounting Institute (上海國家會計學院) and Beijing National Accounting Institute (北京國家會計學院). He is also an invited member of the financial committee of Western Returned Scholars Association (歐美同學會), a deputy secretary of Green Manufacturing Association of China (中國綠色製造聯盟), a member of the Professional Steering Committee of Chinese Institute of Certified Public Accountants and a managing director of the Chinese Medical Accounting Association (中國醫藥會計學會).

Mr. Chen graduated from Henan College of Finance and Economics (河南財經學院) (currently known as Henan University of Finance and Economics (河南財經政法大學)) with a bachelor's degree in accounting in December 2000 and from Zhengzhou University (鄭州大學) with a bachelor's degree in finance in July 2002. He received his master's degree in accounting from the Research Institute of Fiscal Science affiliated to Ministry of Finance (財政部科學研究所) (currently known as Chinese Academy of Fiscal Sciences (中國財政科學研究院)) in July 2005, his doctorate degree in accounting from Central University of Finance and Economics (中央財經大學) in June 2008 and conducted his postdoctoral research in applied economics at the Research Institute of Fiscal Science affiliated to Ministry of Finance from June 2012 to September 2014.

Mr. Chen received a certificate of "National Leading Accountant" (全國會計領軍人才證書) issued by Ministry of Finance in November 2015. He has been accredited as a certified tax agent by the Office of Personnel of Henan Province (河南省人事廳) in December 2002 and a certified public accountant by the Chinese Institute of Certified Public Accountants in April 2011.

我們的董事 (續)

獨立非執行董事 (續)

陳先生現為中央財經大學、中國財政科學研究院、首都經貿大學、北京工商大學、中國礦業大學(北京)、上海國家會計學院及北京國家會計學院校外研究生導師。彼亦為歐美同學會金融委員會特邀委員、中國綠色製造聯盟副秘書長、中國註冊會計師協會專業指導委員會成員及中國醫藥會計學會常務理事。

陳先生於二零零零年十二月畢業於河南財經學院(現稱為河南財經政法大學),並取得會計學士學位,及於二零零二年七月畢業於鄭州大學並取得金融學學士學位。彼於二零零五年七月取得財政部科學研究所(現稱為中國財政科學研究院)的會計碩士學位,於二零零八年六月取得中央財經大學會計博士學位及於二零一二年六月至二零一四年九月在財政部科學研究所進行應用經濟學的博士後研究。

陳先生於二零一五年十一月獲得財政部頒發的「全國會計領軍人才證書」。彼於二零零二年十二月獲河南省人事廳認可為註冊稅務師及於二零一一年四月獲中國註冊會計師協會認可為註冊會計師。

Directors and Senior Management 董事及高級管理層

OUR DIRECTORS (Continued)

Independent Non-executive Directors (Continued)

Ms. CHEN Danxia (陳丹霞), aged 40, was appointed as an independent non-executive Director and the chairwoman of the Remuneration Committee on November 27, 2018, primarily responsible for supervising and providing independent judgment to the Board.

Ms. Chen has been the chairwoman of Ousia (Guangzhou) Ind Co., Ltd. (廣州澳希亞實業有限公司) since April 2006. Ms. Chen has been the general manager of cosmetics department since January 2008 and a director since January 2016 at Guangzhou Liby Enterprise Group Co, Ltd. (廣州立白企業集團有限公司). She served as the general manager from January 2009 to December 2013 and has been a chairwoman since January 2014 of Shanghai New COGI Cosmetics Co., Ltd. (上海新高姿化妝品有限公司). Ms. Chen has been the chairwoman at OUSIA AUSTRALIA PTY. LTD since May 2009, an executive director of Tibet Ousia Trading Co., Ltd. (西藏澳希亞商貿有限公司) since June 8, 2016, an executive director of Aokang Chengpin Co., Ltd. (澳康誠品有限公司) since September 7, 2016, a director at Kysun Investment (China) Co., Ltd. (凱晟控股(中國)有限公司) since December 2016, the chairwoman at Guangzhou Cheerwin Biotech Co., Ltd. (廣州超威生物科技有限公司) since January 2018, a manager at Guangzhou Superb Daily Chemical Products Co., Ltd. (廣州超威日用化學用品有限公司) since September 19, 2018, a general manager at AnFu Superb Household Chemical Co., Ltd. (安福超威日化有限公司) since September 25, 2018, an executive director and a general manager at Guangzhou Cheerwin Holdings Limited (廣州朝雲控股有限公司) since October 19, 2018, an executive director and a general manager of Guangzhou Yuntuo E-Commerce Co., Ltd. (廣州雲拓電子商務有限公司) since November 14, 2018, an executive director at Guangzhou Lechong Pet Products Co., Ltd. (廣州樂寵寵物用品有限公司) since November 16, 2018, an executive director and a general manager at Shanghai Runzhisu Biotech Co., Ltd. (上海潤之素生物科技有限公司) since November 19, 2018, an executive director of Guangzhou Leda Auto Accessories Co., Ltd. (廣州樂達汽車用品有限公司) since November 20, 2018, an executive director and general manager of Guangzhou Tongli Commodity Co., Ltd. (廣州通力日用品有限公司) since December 20, 2018 and the chairwoman of Guangzhou Yingshi Qizhi Technology Co., Ltd. (廣州英氏啟智科技有限公司) since February 11, 2019. In addition, she was a director at BKDR Financial Holding Group (寶凱道融投資控股有限公司) from February 2016 to February 2018.

我們的董事 (續)

獨立非執行董事 (續)

陳丹霞女士，40歲，於二零一八年十一月二十七日獲委任為獨立非執行董事及薪酬委員會主席，主要負責監督及向董事會提供獨立判斷。

陳女士自二零零六年四月起於廣州澳希亞實業有限公司擔任董事長。自二零零八年一月起，陳女士於廣州立白企業集團有限公司擔任化妝品部門總經理及自二零一六年一月起擔任該公司董事。二零零九年一月至二零一三年十二月，彼擔任上海新高姿化妝品有限公司的總經理及自二零一四年一月起擔任該公司董事長。陳女士自二零零九年五月起於OUSIA AUSTRALIA PTY. LTD擔任董事長，自二零一六年六月八日起於西藏澳希亞商貿有限公司擔任執行董事，自二零一六年九月七日起於澳康誠品有限公司擔任執行董事，自二零一六年十二月起於凱晟控股(中國)有限公司擔任董事，自二零一八年一月起於廣州超威生物科技有限公司擔任董事長，自二零一八年九月十九日起於廣州超威日用化學用品有限公司擔任經理，自二零一八年九月二十五日起於安福超威日化有限公司擔任總經理，自二零一八年十月十九日起於廣州朝雲控股有限公司擔任執行董事及總經理，自二零一八年十一月十四日起於廣州雲拓電子商務有限公司擔任執行董事及總經理，自二零一八年十一月十六日起於廣州樂寵寵物用品有限公司擔任執行董事，自二零一八年十一月十九日起於上海潤之素生物科技有限公司擔任執行董事及總經理，自二零一八年十一月二十日起於廣州樂達汽車用品有限公司擔任執行董事，自二零一八年十二月二十日起於廣州通力日用品有限公司擔任執行董事及總經理及自二零一九年二月十一日起於廣州英氏啟智科技有限公司擔任董事長。此外，彼於二零一六年二月至二零一八年二月，擔任寶凱道融投資控股有限公司董事。

Directors and Senior Management 董事及高級管理層

OUR DIRECTORS (Continued)

Independent Non-executive Directors (Continued)

Ms. Chen received her master's degree in marketing and strategic management from the University of Sydney in October 2006.

Mr. De-chao Michael YU (俞德超) (Dr. Yu), aged 56, was appointed as an independent non-executive Director and a member of each of the Remuneration Committee and the Nomination Committee on November 27, 2018, primarily responsible for supervising and providing independent judgment to the Board. Dr. Yu was also appointed as a member of the Audit Committee on March 7, 2019.

Dr. Yu has been an executive director, chairman of the board, president and chief executive officer of Innovent Biologics, Inc. (信達生物製藥) (a company listed on the Stock Exchange, stock code: 1801) since April 28, 2011. Dr. Yu was a director, president and chief executive officer of Chengdu Kanghong Biotech Co. Ltd. (成都康弘生物科技股份有限公司) from 2006 to 2010. Dr. Yu was the vice president of research and development at Applied Genetic Technology Corporation (a company subsequently listed on the NASDAQ with ticker symbol AGTC) in 2005. Between 1997 and 2001, Dr. Yu was the vice president of Calydon, Inc. which was later acquired by Cell Genesys, Inc. (a company subsequently listed on the NASDAQ with ticker symbol CEGE), and worked there till 2005 following the acquisition as a principal scientist and a senior director. He served as an independent director at PharmaBlock Sciences (Nanjing), Inc. (南京藥石科技股份有限公司) (a company listed on Shenzhen Stock Exchange, stock code: 300725) from December 2015 to May 2018.

我們的董事 (續)

獨立非執行董事 (續)

陳女士於二零零六年十月獲悉尼大學營銷及戰略管理碩士學位。

俞德超先生 (俞博士)，56歲，於二零一八年十一月二十七日獲委任為獨立非執行董事以及薪酬委員會及提名委員會各自之成員，主要負責監督及向董事會提供獨立判斷。俞博士亦於二零一九年三月七日獲委任為審核委員會成員。

俞博士於二零一一年四月二十八日起擔任信達生物製藥（一家於聯交所上市的公司，股份代號：1801）的執行董事、董事會主席、總裁兼首席執行官。俞博士自二零零六年至二零一零年擔任成都康弘生物科技股份有限公司董事、總裁及首席執行官。俞博士於二零零五年擔任Applied Genetic Technology Corporation（後來在納斯達克上市，股份代號：AGTC）的研發副總裁。一九九七年至二零零一年間，俞博士擔任Calydon, Inc.的副總裁。後來，Calydon, Inc.被Cell Genesys, Inc.（後來在納斯達克上市，股份代號：CEGE）收購。於該收購後，俞博士擔任首席科學家及高級總監直至二零零五年止。二零一五年十二月至二零一八年五月，彼擔任南京藥石科技股份有限公司（一家於深圳證券交易所上市的公司，股份代號：300725）的獨立董事。

Directors and Senior Management 董事及高級管理層

OUR DIRECTORS (Continued)

Independent Non-executive Directors (Continued)

In addition, Dr. Yu has been a professor and Ph.D supervisor at Sichuan University since 2008 and an adjunct researcher at Shanghai Institute of Pharmaceutical Research of Chinese Academy of Sciences since 2019. Dr. Yu has also served in different capacities in various committees and associations including the chairman of the board of the Chinese Antibody Society (華人抗體協會) since 2017, as a vice president of the Chinese Association for Medicinal Biotechnology (中國醫藥生物技術協會) since 2019, as a deputy director of Drug Research and Development Special Committee of the China Pharmaceutical Innovation and Research Development Association (中國醫藥創新促進會藥物研發專業委員會) since 2015, as a deputy director of the National Technical Committee on Biochemical Products and Testing Technology of the Standardisation Administration of China (全國生化檢測標準化技術委員會) since 2007, as a member of the Special Committee of Cancer Biotherapy of the China Anti-Cancer Association (中國抗癌協會腫瘤生物治療專業委員會) since 2012, as a deputy director of the Committee of the Cancer Immunology and Cancer Biotherapy of the Chinese Society for immunology (中國免疫學會腫瘤免疫與腫瘤生物治療專業委員會) since 2016, and as a member of the Special Committee for Precision Medicine of the China Medicinal Biotech Association (中國醫藥生物技術協會精準醫療專業委員會) from 2015 to 2019.

我們的董事 (續)

獨立非執行董事 (續)

此外，俞博士自二零零八年起一直擔任四川大學的教授及博士生導師，及自二零一九年起擔任中國科學院上海藥物研究所兼職研究員。俞博士亦於多個委員會及協會擔任不同職務，包括自二零一七年起擔任華人抗體協會董事會主席，自二零一九年擔任中國醫藥生物技術協會副理事長，自二零一五年擔任中國醫藥創新促進會藥物研發專業委員會副主任，自二零零七年起擔任全國生化檢測標準化技術委員會副主任，自二零一二年擔任中國抗癌協會腫瘤生物治療專業委員會成員，自二零一六年擔任中國免疫學會腫瘤免疫與腫瘤生物治療專業委員會副主任，及自二零一五年至二零一九年擔任中國醫藥生物技術協會精準醫療專業委員會成員。

Directors and Senior Management 董事及高級管理層

OUR DIRECTORS (Continued)

Independent Non-executive Directors (Continued)

Dr. Yu has engaged in innovative research on biopharmaceuticals for more than 20 years, who has invented three Class I new drugs. Dr. Yu invented the world's first commercialized oncolytic virus-based immunotherapeutic product, Oncorine® (recombinant human type-5 adenovirus injection), creating a precedent for the use of viruses to treat tumors. Dr. Yu co-invented and led the development of China's first monoclonal antibody-like new drug with global intellectual property rights, Langmu® (Conbercept eye injection) which has changed the history of zero domestically developed medicine for Chinese patients with blindness caused by fundus diseases. Dr. Yu also co-invented and led the development of Tyvyt® (sintilimab injection) which was approved for marketing in China for relapsed or refractory classical Hodgkin's lymphoma (r/r cHL) on December 24, 2018 and has been the only PD-1 inhibitor that included in the National Reimbursement Drug List (NRDL) as in November 2019.

Dr. Yu is an inventor of over 60 issued patents and patent applications, and has published more than 50 SCI scientific articles and book chapters. He has been recognized as "Top Ten Persons in Innovation in China" (中國十大創新人物) in 2014, "The E&Y Entrepreneur Award" (安永企業家獎) in 2015 and "Distinguished Entrepreneur of Jiangsu Province" (江蘇省優秀企業家) in 2016, "Person of the Year in Innovation for Science and Technology in 2016" (國家2016年度科技創新人物), "2017 China Person of the Year in Pharmaceutical Economics" (2017中國醫藥經濟年度人物), "The Most Influential Person of the Year in Life Science in China in 2017" (2017中國生命科學年度最具影響力的十大人物), and First Prize of "The Seventh National Overseas Returnee Contributions Awards" (第七屆中國僑界貢獻獎一等獎) in 2018.

Dr. Yu obtained his doctor of philosophy degree in genetics from the Chinese Academy of Sciences (中國科學院) in May 1993 and completed his postdoctoral training in pharmaceutical chemistry in University of California, San Francisco.

我們的董事 (續)

獨立非執行董事 (續)

俞博士從事生物製藥創新研究逾20年，發明三個「國家1類新藥」。俞博士發明了世界上第一個上市的腫瘤溶瘤免疫治療類抗腫瘤藥物「安柯瑞®」(重組人5型腺病毒注射液)，開創了利用病毒治療腫瘤的先河；俞博士共同發明和領導開發的中國第一個擁有全球知識產權的單克隆抗體新藥「朗沐®」(康柏西普眼用注射液)，改變了中國眼底病致盲患者無國產藥可治的歷史；俞博士共同發明和領導開發的「達伯舒®」(信迪利單抗注射液)於二零一八年十二月二十四日獲批上市，獲批的第一個適應症是復發或難治性經典霍奇金淋巴瘤(r/r cHL)，並於二零一九年十一月成為唯一一個進入新版國家醫保目錄的PD-1抑制劑。

俞博士為超過60項頒發專利及專利申請的發明人，並已出版超過50份SCI科學論文及專著。俞博士曾先後被評為二零一四年度「中國十大創新人物」，二零一五年度「安永企業家獎」，二零一六年度「江蘇省優秀企業家」，「國家二零一六年度科技創新人物」，「二零一七中國醫藥經濟年度人物」，「二零一七中國生命科學年度最具影響力的十大人物」，及二零一八年度「第七屆中國僑界貢獻獎一等獎」等。

俞博士於一九九三年五月獲中國科學院遺傳學博士學位並於加利福尼亞大學舊金山分校完成藥物化學博士後培訓。

Directors and Senior Management 董事及高級管理層

OUR DIRECTORS (Continued)

Independent Non-executive Directors (Continued)

Mr. ZHANG Hongjiang, aged 59, was appointed as an independent non-executive Director and a member of each of the Audit Committee and the Nomination Committee on November 27, 2018, primarily responsible for supervising and providing independent judgment to the Board.

From December 1991 to October 1995, Mr. Zhang worked as a researcher at the Institute of System Science, National University of Singapore. Mr. Zhang was a research manager at HP Labs from October 1995 to April 1999. From April 1999 to October 2011, Mr. Zhang served as assistant managing director of Microsoft Research Asia, then, managing director of Microsoft Advanced Technology Center, and the chief technology officer at Microsoft Asia R&D Group. From November 2011 to December 2016, Mr. Zhang served as an executive director and chief executive officer at Kingsoft Corporation Limited (金山軟件有限公司) (a company listed on the Stock Exchange, stock code: 3888), and also served as a director and the chief executive officer at Kingsoft Cloud Holdings Limited. He has been an independent director of Digital China Group Co., Ltd. (神州數碼集團股份有限公司) (a company listed on Shenzhen Stock Exchange, stock code: 000034.SZ) since 2017, an independent director at Huami Corporation (a company listed on NASDAQ, ticker symbol: HMI) since February 2018 and an independent non-executive director at AAC TECHNOLOGIES HOLDINGS INC. (瑞聲科技控股有限公司) (a company listed on the Stock Exchange, stock code: 2018) since January 1, 2019. Since November 2018, Mr. Zhang has been the chairman of Beijing Academy of Artificial Intelligence (北京智源人工智慧研究院).

Mr. Zhang received a bachelor of science degree from Zhengzhou University in December 1981 and a Ph.D from Technical University of Denmark in October 1991.

Mr. Zhang is a Fellow of the Institute of Electric and Electronic Engineers (“IEEE”) and Association for Computing Machinery (“ACM”). He was the recipient of the 2012 ACM SIGMM Outstanding Technical Achievement Award, the 2010 IEEE Computer Society Technical Achievement Award, and the 2008 Asian American Engineer of the Year award.

我們的董事 (續)

獨立非執行董事 (續)

ZHANG Hongjiang 先生，59歲，於二零一八年十一月二十七日獲委任為獨立非執行董事以及審核委員會及提名委員會各自之成員，主要負責監督及向董事會提供獨立判斷。

一九九一年十二月至一九九五年十月，Zhang先生任新加坡國立大學系統科學研究所研究員。一九九五年十月至一九九九年四月，Zhang先生任惠普實驗室研究經理。一九九九年四月至二零一一年十月，Zhang先生先後擔任微軟亞洲研究院副院長，微軟亞洲工程院院長和微軟亞洲研發集團首席技術官。二零一一年十一月至二零一六年十二月，Zhang先生於金山軟件有限公司（一家於聯交所上市的公司，股份代號：3888）擔任執行董事兼首席執行官及亦於Kingsoft Cloud Holdings Limited擔任董事兼首席執行官。彼自二零一七年起於神州數碼集團股份有限公司（一家於深圳證券交易所上市的公司，股份代號：000034.SZ）擔任獨立董事，自二零一八年二月起於Huami Corporation（一家於納斯達克上市的公司，股份代號：HMI）擔任獨立董事及自二零一九年一月一日起於瑞聲科技控股有限公司（一家於聯交所上市的公司，股份代號：2018）擔任獨立非執行董事。自二零一八年十一月起，Zhang先生擔任北京智源人工智慧研究院理事長。

Zhang先生於一九八一年十二月獲鄭州大學理學學士學位並於一九九一年十月獲丹麥技術大學博士學位。

Zhang先生是電機暨電子工程師學會（「IEEE」）及國際計算機協會（「ACM」）院士。彼曾榮獲二零一二年ACM多媒體傑出技術成就獎、二零一零年IEEE計算機分會技術成就獎，及二零零八年美國傑出亞裔工程師獎。

Directors and Senior Management 董事及高級管理層

OUR DIRECTORS (Continued)

Senior Management

Mr. WANG Huainan (王懷南), aged 54, is also our Chief Executive Officer. Please see the paragraph headed “Executive Director” for his biography.

Mr. XU Chong (徐翀), aged 44, is also our chief financial officer. Please see the paragraph headed “Executive Director” for his biography.

Mr. ZHANG Heng (章恆), aged 34, has been the vice president in charge of platform operation at BabyTree Information since October 28, 2019. Mr. Zhang is primarily responsible for the overall product operation, user management and healthcare business.

From April 2018 to May 2019, Mr. Zhang served as the vice president at Beijing Qingsongchou Network Technology Co., Ltd. (北京輕鬆籌網絡科技有限公司). From May 2017 to April 2018, he served as the chairman of the board of director at Beijing Shangyi Zhixin Health Management Co., Ltd. (北京尚醫智信健康管理有限公司). From March 2015 to April 2017, he served as the founder and chief executive officer at Beijing Renren Yuedong Sports Culture Development Co., Ltd (北京人人樂動體育文化發展有限公司). From February 2014 to February 2015, he served as a product director at Amap (AutoNavi Holdings Limited, which was subsequently acquired by Alibaba Group, a company listed on the Stock Exchange (stock code:9988)). From July 2009 to February 2014, he served as a senior manager at Tencent (a company listed on the Stock Exchange, stock code: 0700).

Mr. Zhang obtained his bachelor’s degree in science from University of Electronic Science and Technology of China (電子科技大學) in 2009. He obtained his in-service graduate certificate from Central University of Finance and Economics (中央財經大學) in 2011.

Mr. XIE Boyang (謝博洋), aged 35, joined our Group in June 2017 and served as director of finance at Zhongming. Since November 2019, Mr. Xie has served as the vice president of finance department and is in charge of the overall capital management and financial budget of the Group.

我們的董事 (續)

高級管理層

王懷南先生，54歲，亦為我們的行政總裁。有關其履歷請參閱「執行董事」一段。

徐翀先生，44歲，亦為我們的首席財務官。有關其履歷請參閱「執行董事」一段。

章恆先生，34歲，自二零一九年十月二十八日起擔任寶實樹信息副總裁，負責平台營運。章先生主要負責整體產品營運、用戶管理及醫療保健業務。

二零一八年四月至二零一九年五月，章先生擔任北京輕鬆籌網絡科技有限公司副總裁。二零一七年五月至二零一八年四月，彼擔任北京尚醫智信健康管理有限公司董事會主席。二零一五年三月至二零一七年四月，彼擔任北京人人樂動體育文化發展有限公司創辦人兼首席執行官。二零一四年二月至二零一五年二月，彼於Amap (高德軟件有限公司 (AutoNavi Holdings Limited)，其後被阿里巴巴集團(一家於聯交所上市的公司，股份代號：9988)收購)擔任產品總監。二零零九年七月至二零一四年二月，彼於騰訊(一家於聯交所上市的公司，股份代號：0700)擔任高級經理。

章先生於二零零九年取得電子科技大學理學士學位。彼於二零一一年取得中央財經大學在職研究生證書。

謝博洋先生，35歲，於二零一七年六月加入本集團並擔任眾鳴財務總監。自二零一九年十一月起，謝先生擔任財務部副總裁，負責本集團的整體資本管理及財務預算。

Directors and Senior Management 董事及高級管理層

OUR DIRECTORS (Continued)

Senior Management (Continued)

From September 2016 to June 2017, Mr. Xie served as the vice director of finance department at Leshi Holding (Beijing) Co., Ltd. (樂視控股(北京)有限公司). From October 2015 to September 2016, he served as the senior director of finance at Beijing Ujipin Network Technology Co., Ltd. (北京優集品網絡科技有限公司). From March 2010 to September 2015, he served as the director of finance at DX.com Limited Holdings (currently known as Sino Vision Worldwide Holdings Limited, a company listed on the Stock Exchange, stock code: 8086). From August 2007 to February 2010, he was a senior auditor at PricewaterhouseCoopers.

Mr. Xie obtained his bachelor's degree in finance from Capital University of Economics and Business (首都經濟貿易大學) in 2007. He has been a chartered global management accountant certified by the Association of International Certified Professional Accountants and a senior member of the Chartered Institute of Management Accountants since October 2019.

Ms. GUO Ying (郭穎), aged 39, joined our Group in July 2012 and served as a director of calling center at Zhongming, a senior director of mobile products at BabyTree Information and the general manager of e-commerce at Meitun Mama. She was appointed chief human resource officer of our Group in February 2019, primarily responsible for organising talent management and development. She served as head of e-commerce business of our Company from December 2017 to February 2019.

Prior to joining our Group, Ms. Guo served as a business development manager at Lenovo (Beijing) Limited (聯想(北京)有限公司) from May 2003 to April 2008. She served as a senior director of service department at Beijing Badi Zhonghe Technology Co., Ltd. (北京八笛眾和科技有限公司) from May 2008 to March 2012, where she was primarily responsible for product design, implementation and management.

Ms. Guo graduated from Beijing Institute of Petrochemical Technology (北京石油化工學院) with a bachelor's degree in marketing in July 2003.

我們的董事(續)

高級管理層(續)

二零一六年九月至二零一七年六月，謝先生擔任樂視控股(北京)有限公司財務部副總監。二零一五年十月至二零一六年九月，彼擔任北京優集品網絡科技有限公司高級財務總監。二零一零年三月至二零一五年九月，彼擔任DX.com控股有限公司(目前名為新維國際控股有限公司，一家於聯交所上市的公司，股份代號：8086)的財務總監。二零零七年八月至二零一零年二月，彼擔任羅兵咸永道會計師事務所高級核數師。

謝先生於二零零七年取得首都經濟貿易大學金融學士學位。彼自二零一九年十月起，為國際執業專業會計師公會的特許全球管理會計師及英國特許管理會計師公會資深會員。

郭穎女士，39歲，於二零一二年七月加入本集團並擔任眾鳴呼叫中心主任、寶寶樹信息移動產品高級主任及美國媽媽電商總經理。彼於二零一九年二月獲委任為本集團人力資源總監，主要負責人才管理及發展。彼於二零一七年十二月至二零一九年二月擔任本公司電商業務總負責人。

於加入本集團前，郭女士由二零零三年五月至二零零八年四月擔任聯想(北京)有限公司業務發展經理。彼於二零零八年五月至二零一二年三月擔任北京八笛眾和科技有限公司服務部高級主任，其中彼主要負責產品設計、實施及管理。

郭女士於二零零三年七月畢業於北京石油化工學院，獲得市場營銷專業學士學位。

Directors and Senior Management 董事及高級管理層

OUR DIRECTORS (Continued)

Senior Management (Continued)

Ms. WANG Dan (王丹), aged 33, joined our Group in April 2014 and was appointed senior director of public relations of our Group in February 2019, primarily responsible for brand and public relations management. She served as head of brand and public relations from February 2018 to February 2019.

Ms. Wang served as a senior manager of public relations at Shanghai Huaqianshu Information Technology Limited (上海花千樹信息科技有限公司) from July 2010 to March 2014.

Ms. Wang graduated from Liaoning University (遼寧大學) with a bachelor's degree in international economics and trade in July 2010.

Joint Company Secretaries

Ms. CHEN Hongyou (陳泓攸), aged 31, joined our Group in December 2014 as a legal manager and was appointed as a joint company secretary of the Company in June 2018. Prior to joining our Group, Ms. Chen worked as a legal specialist at Scitech Group Co., Ltd. (賽特集團有限公司) from July 2011 to December 2014. Ms. Chen received her bachelor's degree in law from China University of Political Science and Law in July 2011.

Ms. WU Miu Wah (胡妙華), aged 49, was appointed as a joint company secretary of the Company in June 2018. Ms. Wu is a senior manager of corporate services of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services. Ms. Wu has over 20 years of experience in the corporate secretarial field and has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. Her expertise extends from corporate advisory and regulatory compliance, corporate restructuring.

我們的董事 (續)

高級管理層 (續)

王丹女士，33歲，於二零一四年四月加入本集團並於二零一九年二月獲委任為本集團公共關係高級主管，主要負責品牌及公共關係管理。彼於二零一八年二月至二零一九年二月擔任品牌及公共關係總負責人。

王女士於二零一零年七月至二零一四年三月擔任上海花千樹信息科技有限公司公共關係高級經理。

王女士於二零一零年七月畢業於遼寧大學，獲得國際經濟及貿易專業學士學位。

聯席公司秘書

陳泓攸女士，31歲，於二零一四年十二月加入本集團擔任法務經理及於二零一八年六月獲委任為本公司聯席公司秘書。於加入本集團前，陳女士於二零一一年七月至二零一四年十二月擔任賽特集團有限公司法律專家。陳女士於二零一一年七月獲得中國政法大學法學學士學位。

胡妙華女士，49歲，於二零一八年六月獲委任為本公司聯席公司秘書。胡女士為卓佳專業商務有限公司企業服務部的高級經理，該公司為全球性的專業服務供應商，專門從事提供商務、企業及投資者綜合服務。胡女士於公司秘書領域擁有逾20年經驗，一直為香港上市公司以及跨國公司、私人公司及離岸公司提供專業的企業服務。其專業知識範圍涵蓋企業諮詢及監管合規以及企業重組。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board of the Company is committed to maintaining high corporate governance standards.

The Board believes that high corporate governance standards are essential in providing a framework for the Company to safeguard the interests of Shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company has applied the principles as set out in the CG Code contained in Appendix 14 of the Listing Rules.

The Board is of the view that throughout the year ended December 31, 2019, the Company has complied with most of the code provisions as set out in the CG Code, except for the deviation from code provision A.2.1 as explained under the paragraph “Chairman and Chief Executive Officer” and deviation from code provision E.1.2 as explained below.

Code provision E.1.2 of the CG Code stipulates that the chairman of the board of directors should attend the annual general meeting. Mr. WANG Huainan, the Chairman of the Board of the Company, was unable to attend the annual general meeting of the Company held on June 13, 2019 due to a business trip. Mr. XU Chong, an executive Director, a member of the Remuneration Committee and the chief financial officer, acted as the chairman of the annual general meeting of the Company held on June 13, 2019. Mr. WANG Huainan will use his best endeavours to spare time to attend all future Shareholders’ meetings of the Company.

The Company is committed to enhancing its corporate governance practices appropriate to the conduct and the growth of its business and to reviewing such practices from time to time to ensure that they comply with statutory and professional standards and align with the latest development.

企業管治常規

本公司董事會致力維持高水平的企業管治標準。

董事會認為高企業管治標準是本公司保障股東利益、提升企業價值、制定業務策略及政策和提高透明度與責任感至關重要的基礎。

本公司已應用上市規則附錄十四所載企業管治守則所載的原則。

董事會認為，於截至二零一九年十二月三十一日止整個年度，除「主席及行政總裁」一段所闡述偏離守則條文第A.2.1條及下文所闡述偏離守則條文第E.1.2條外，本公司已遵守企業管治守則所載大部分守則條文。

企業管治守則的守則條文第E.1.2條規定董事會主席應出席股東週年大會。本公司董事會主席王懷南先生因公出差未能出席本公司於二零一九年六月十三日舉行的股東週年大會。執行董事、薪酬委員會成員兼首席財務官徐翀先生擔任本公司於二零一九年六月十三日舉行的股東週年大會的主席。王懷南先生將會盡量抽出時間出席本公司未來所有的股東大會。

本公司致力於增強適合業務開展及增長的企業管治守則，並不時檢討此等守則以確保其符合法定及專業標準以及最新發展。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES (Continued)

Model Code for Securities Transactions

The Board has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) set out in Appendix 10 of the Listing Rules as the Group’s code of conduct regarding Directors’ securities transactions.

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

The Company has also established written guidelines (the “**Employees Written Guidelines**”) no less exacting than the Model Code for securities transactions by employees who are likely to be in possession of unpublished price-sensitive information of the Company. No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

BOARD OF DIRECTORS

The Board oversees the Group’s businesses, strategic decisions and performance and takes decisions objectively in the best interests of the Company.

The Board regularly reviews the contribution required from a Director to perform his/her responsibilities to the Company, and whether the Director is spending sufficient time performing them.

企業管治常規 (續)

進行證券交易的標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「**標準守則**」)，作為本集團就董事進行證券交易的行為守則。

經本公司向所有董事作出具體查詢後，董事已確認彼等於截至二零一九年十二月三十一日止整個年度均已遵守標準守則。

本公司亦就可能擁有本公司未刊登之股價敏感資料之僱員制訂有關僱員進行證券交易之書面指引(「**僱員書面指引**」)，該指引不低於標準守則所訂標準。本公司概不知悉僱員不遵守僱員書面指引之情況。

董事會

董事會監察本集團的業務、策略決策及表現，並客觀地作出決策以符合本公司的最佳利益。

董事會定期審閱要求董事執行其對本公司責任之貢獻，以及彼等是否投入足夠時間履行該等責任。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS (Continued)

Board Composition

The Board currently comprises ten Directors, consisting of two executive Directors, four non-executive Directors and four independent non-executive Directors.

During the year ended December 31, 2019 and up to the Latest Practicable Date, the Board comprises the following directors:

Executive Directors

Mr. WANG Huainan (*Chairman and Chief Executive Officer*)
Mr. XU Chong

Non-executive Directors

Mr. CHEN Qiyu
Mr. WANG Changying
(appointed as Vice Chairman on March 30, 2020)
Mr. SHAO Yibo (resigned on March 7, 2019)
Mr. LUO Rong (resigned on March 7, 2019)
Mr. MA Jiangwei (appointed on March 7, 2019
and resigned on January 20, 2020)
Mr. WU Ying (appointed on January 20, 2020)
Mr. Christian Franz REITERMANN
Mr. JING Jie (resigned on October 31, 2019)
Mr. HU Weixiong (appointed on October 31, 2019
and resigned on March 30, 2020)

Independent non-executive Directors

Mr. CHEN Guanglei
Ms. CHEN Danxia
Mr. De-chao Michael YU
Mr. ZHANG Hongjiang

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. The independent non-executive Directors are expressly identified in all corporate communications pursuant to the Listing Rules.

董事會 (續)

董事會組成

董事會現時由十名董事組成，包括兩名執行董事、四名非執行董事及四名獨立非執行董事。

截至二零一九年十二月三十一日止年度及直至最後實際可行日期，董事會由以下董事組成：

執行董事

王懷南先生 (*主席兼行政總裁*)
徐翀先生

非執行董事

陳啟宇先生
王長穎先生 (於二零二零年三月三十日
獲委任為副主席)
邵亦波先生 (於二零一九年三月七日辭任)
羅戎先生 (於二零一九年三月七日辭任)
馬江偉先生 (於二零一九年三月七日獲委任
及於二零二零年一月二十日辭任)
吳穎先生 (於二零二零年一月二十日獲委任)
Christian Franz REITERMANN先生
靖捷先生 (於二零一九年十月三十一日辭任)
胡偉雄先生 (於二零一九年十月三十一日
獲委任及於二零二零年三月三十日辭任)

獨立非執行董事

陳廣壘先生
陳丹霞女士
俞德超先生
ZHANG Hongjiang先生

董事名單 (按類別) 亦將於本公司根據上市規則不時刊發之所有公司通訊中披露。根據上市規則於所有公司通訊中明確識別獨立非執行董事。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS (Continued)

Board Composition (Continued)

The biographical information of the Directors including the relationships among the members of the Board are set out in the section headed “Directors and Senior Management” of this annual report.

To the best knowledge of the Company, there is no other financial, business or family relationship among the members of the Board.

Chairman and Chief Executive Officer

Code provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

The Chairman and Chief Executive Officer of the Company are held by Mr. WANG Huainan. In view of Mr. WANG’s experience, personal profile and his roles in the Company as mentioned in the section “Directors and Senior Management” and the fact that Mr. WANG has assumed the role of Chief Executive Officer of the Company since our commencement of business, the Board considers it beneficial to the business prospect and operational efficiency of the Company that Mr. WANG acts as the Chairman of the Board and continues to act as the Chief Executive Officer of the Company. While this will constitute a deviation from code provision A.2.1 of the CG Code, the Board believes that this structure will not impair the balance of power and authority between the Board and the management of the Company, given that: (i) decision to be made by our Board requires approval by at least a majority of our Directors; (ii) Mr. WANG and the other Directors are aware of and undertake to fulfill their fiduciary duties as Directors, which require, among other things, that he acts for the benefit and in the best interests of the Company and will make decisions for the Company accordingly; and (iii) the balance of power and authority is ensured by the operations of the Board which comprises experienced and high caliber individuals who meet regularly to discuss issues affecting the operations of the Company. Moreover, the overall strategic and other key business, financial, and operational policies of the Company are made collectively after thorough discussion at both Board and senior management levels.

董事會 (續)

董事會組成 (續)

董事履歷資料 (包括董事會成員之間的關係) 載於本年度報告「董事及高級管理層」一節。

據本公司所深知，董事會成員之間概無財務、業務或家庭關係。

主席及行政總裁

守則條文第A.2.1條規定主席與行政總裁的職務須分開且不得由同一人擔任。

本公司主席及行政總裁由王懷南先生擔任。鑒於王先生於「董事及高級管理層」一節所述的經驗、個人資歷及其於本公司擔任的職務，以及王先生自我們開展業務以來一直擔任本公司行政總裁一職，董事會認為，王先生擔任董事會主席並繼續擔任本公司行政總裁，有利於本公司的業務前景及營運效率。儘管這將構成偏離企業管治守則的守則條文第A.2.1條，董事會認為該架構將不會影響董事會及本公司管理層之間的權責平衡，原因為：(i)董事會將作出的決策須經至少大多數董事批准；(ii)王先生及其他董事知悉並承諾履行其作為董事的受信責任，這些責任要求(其中包括)其應為本公司的利益及以符合本公司最佳利益的方式行事，並基於此為本公司作出決策；及(iii)董事會由經驗豐富的優質人才組成，確保董事會權責平衡，這些人才會定期會面以討論影響本公司營運的事宜。此外，本公司的整體戰略及其他主要業務、財務及經營政策乃經董事會及高級管理層詳盡討論後共同制定。

Corporate Governance Report 企業管治報告

BOARD OF DIRECTORS (Continued)

Chairman and Chief Executive Officer (Continued)

The Chairman provides leadership to the Board by ensuring the Board works effectively and discharges its responsibilities in time. The Chairman himself, or a Director or company secretary delegated by him, is responsible for drawing up and approving the agenda for each Board meeting. The Chairman ensures that good corporate governance practices and procedures are established. The Chairman encourages all Directors to make a full and active contribution to the Board's affairs and take the lead to ensure that it acts in the best interests of the Company. The Chairman ensures that all Directors receive adequate information to fulfill their duties, which must be complete and reliable in a timely manner. The Chairman ensures effective communication with Shareholders and that views of Shareholders are communicated to the Board as a whole. The Chairman promotes a culture of openness and debate by facilitating the effective contribution of non-executive Directors in particular and ensures constructive relations between executive and non-executive Directors.

The Board will continue to review the effectiveness of the corporate governance structure of the Company in order to assess whether separation of the roles of Chairman of the Board and Chief Executive Officer is necessary.

Independent non-executive Directors

During the year ended December 31, 2019, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least four independent non-executive Directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

Each independent non-executive Director has entered into an appointment letter with the Company for a term of three years commencing from November 27, 2019 and the appointment letter shall continue unless and until terminated by not less than three months' notice in writing served by either party to another.

董事會 (續)

主席及行政總裁 (續)

主席透過確保董事會有效運作並及時履行其職責，為董事會提供領導。主席本人或其授權的董事或公司秘書負責起草及批准每次董事會會議的議程。主席確保建立良好的企業管治常規及程序。主席鼓勵全體董事對董事會事務作出全面而積極的貢獻，並帶頭確保其行事符合本公司的最佳利益。主席確保全體董事均能獲得足夠的信息以履行其職責，有關信息須及時完整及可靠。主席確保與股東進行有效溝通，並將股東意見告知董事會整體。主席特別透過促進非執行董事的有效貢獻，促進開放及辯論的文化，並確保執行董事與非執行董事之間的建設性關係。

董事會將繼續審核本公司企業管治架構的有效性，以評估是否需要使董事長與行政總裁的職務相分離。

獨立非執行董事

於截至二零一九年十二月三十一日止年度，董事會一直遵守上市規則有關規定，委任至少四名獨立非執行董事（佔董事會三分之一），其中一名獨立非執行董事具備適當專業資格或會計或相關財務管理專業知識。

各獨立非執行董事已與本公司訂立委任函，任期自二零一九年十一月二十七日起計為期三年，直至任何一方向對方發出不少於三個月的書面通知終止為止。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS (Continued)

Independent non-executive Directors (Continued)

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

Appointment and Re-election of Directors

The non-executive Directors (including independent non-executive Directors) of the Company are appointed for a specific term of three years, subject to renewal after the expiry of the current term.

The Company's Articles of Association provides that all Directors appointed to fill a casual vacancy shall be subject to election by Shareholders at the first general meeting after appointment.

Under the Articles of Association of the Company, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three or a multiple of three, the number nearest to but not less than one-third shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. The retiring Directors shall be eligible for re-election.

Responsibilities of the Directors

The Board should assume responsibility for leadership and control of the Company; and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

董事會 (續)

獨立非執行董事 (續)

本公司已接獲各獨立非執行董事根據上市規則第3.13條所載的獨立身份指引就其獨立身份發出的年度確認書。本公司認為，全體獨立非執行董事均屬獨立人士。

董事委任及重選

本公司非執行董事(包括獨立非執行董事)指定委任期為三年，彼等於目前任期屆滿後可連任。

本公司組織章程細則規定所有獲委任填補臨時空缺的董事須經股東於其獲委任後舉行的首次股東大會上選任。

根據本公司組織章程細則，於每次股東週年大會上當時三分之一(或倘彼等人數並非三或三的倍數，則最接近但不少於三分之一的人數)董事現時須輪值退任，惟每名董事須至少每三年輪值退任一次。退任董事合資格重選連任。

董事的責任

董事會須負責領導及控制本公司，並共同負責指導及監管本公司事務。

董事會直接及間接透過其委員會領導及指導管理層，其工作包括制定策略及監察其執行、監督本集團營運及財務表現，以及確保設有良好的內部監控及風險管理制度。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS (Continued)

Responsibilities of the Directors (Continued)

All Directors, including the non-executive Directors and the independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Through active participation at Board meetings, taking the lead in managing issues involving potential conflict of interest and serving on Board committees, all non-executive Directors (including the independent non-executive Directors) make various contributions to the effective direction of the Company.

The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

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

All Directors carry out duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and the Shareholders at all times.

The Directors shall disclose to the Company details of other offices held by them.

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

董事會 (續)

董事的責任 (續)

所有董事(包括非執行董事及獨立非執行董事)為董事會提供多方面的寶貴業務經驗、知識及專業技能,令董事會得以迅速有效運作。透過積極參與董事會會議,率先管理涉及潛在利益衝突的事務及於董事會轄下委員會服務,全體非執行董事(包括獨立非執行董事)對本公司的有效指導作出多種貢獻。

獨立非執行董事負責確保本公司高標準監管報告,並為董事會就公司活動及營運提出有效獨立判斷提供平衡。

所有董事均可充分並及時獲取所有本公司資料,可於適當情況下提出尋求獨立專業意見以履行其於本公司的職責,費用由本公司承擔。

全體董事須秉承真誠並遵守適用法律及法規,以及於任何時間按本公司及其股東的利益履行職責。

董事須向本公司披露彼等所擔任其他職務的詳情。

董事會負責決定所有重要事宜,當中涉及政策事宜、策略及預算、內部監控及風險管理、重大交易(尤其可能涉及利益衝突者)、財務資料、委任董事以及本公司其他重大營運事項。有關執行董事會決策、指導及協調本公司日常營運及管理的職責則授權管理層處理。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS (Continued)

Responsibilities of the Directors (Continued)

The Board has clearly set out the circumstances under which the management should report to and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company. The Board regularly reviews the above said circumstances and ensures they remain appropriate.

If any Substantial Shareholder or Director has a potential conflict of interest in a matter to be considered by a general meeting or the Board, the relevant Directors shall abstain from voting and a Board meeting attended by independent non-executive Directors who have no material interest in the matter shall be held to discuss and vote on the same. Save as disclosed above, there are no relationships (including financial, business, family or other material/relevant relationship(s)) among the Board members.

The Company has arranged appropriate insurance coverage on Directors' and officers' liabilities in respect of any legal actions taken against Directors and senior management arising out of corporate activities. The insurance coverage would be reviewed on an annual basis.

董事會 (續)

董事的責任 (續)

董事會已明確規定管理層在作出決定或代表本公司作出任何承諾前應向董事會報告並獲得董事會事先批准的情況。董事會定期審查上述情況並確保其保持適當。

倘任何主要股東或董事在股東大會或董事會審議的事項中存在潛在利益衝突，相關董事應放棄投票，並召開由在該事項中並無重大利益的獨立非執行董事出席的董事會會議，以就相同事項進行討論及表決。除上文所披露者外，董事會成員之間並無任何關係（包括財務、業務、親屬或其他重大／相關關係）。

本公司已就因公司活動而對董事及高級管理層所提出的任何法律訴訟為董事及高級人員責任安排適當的保險。保險範圍將每年進行檢討。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS (Continued)

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director has received formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements. Such induction shall be supplemented by visits to the Company's key plant sites and meetings with senior management of the Company.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and reading material on relevant topics would be provided to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

The record of continuous professional development relating to director's duties and regulatory and business development that have been received by the Directors for the year ended December 31, 2019 and up to date of this report are summarized as follows:

董事會 (續)

董事的持續專業發展

為有效履行其責任及確保於具備全面資訊及切合所需的情況下對董事會作出貢獻，董事須不斷留意監管發展及變動。

每名新任董事於首次獲委任時均獲提供正式、全面及定制的就職培訓，確保適當掌握本公司業務及營運，並充分了解上市規則及有關法規下須承擔的董事職責及責任。相關就職培訓須以參觀本公司的主要工廠及會見本公司高級管理層作為補充。

董事須參與適當的持續專業發展以發展並更新彼等的知識及技能。於適當情況下將為董事安排內部舉辦簡介會並向董事發出相關主題的閱讀材料。本公司鼓勵所有董事出席相關培訓課程，而費用由本公司支付。

董事於截至二零一九年十二月三十一日止年度及直至本報告日期接受董事職責及監管及業務發展相關的持續專業發展記錄概述如下：

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS (Continued)

董事會 (續)

Continuous Professional Development of Directors (Continued)

董事的持續專業發展 (續)

Directors 董事	Type of Training ⁽¹⁾ 培訓種類 ⁽¹⁾
Executive Directors 執行董事	
Mr. WANG Huainan 王懷南先生	B
Mr. XU Chong 徐翀先生	B
Non-executive Directors 非執行董事	
Mr. CHEN Qiyu 陳啟宇先生	A, B
Mr. WANG Changying 王長穎先生	A, B
Mr. SHAO Yibo ⁽²⁾ 邵亦波先生 ⁽²⁾	Nil 無
Mr. LUO Rong ⁽²⁾ 羅戎先生 ⁽²⁾	Nil 無
Mr. MA Jiangwei ⁽³⁾ 馬江偉先生 ⁽³⁾	A
Mr. WU Ying ⁽⁴⁾ 吳穎先生 ⁽⁴⁾	A
Mr. Christian Franz REITERMANN Christian Franz REITERMANN先生	B Nil
Mr. JING Jie ⁽⁵⁾ 靖捷先生 ⁽⁵⁾	無
Mr. HU Weixiong ⁽⁶⁾ 胡偉雄先生 ⁽⁶⁾	A, B
Independent non-executive Directors 獨立非執行董事	
Mr. CHEN Guanglei 陳廣壘先生	A, B
Ms. CHEN Danxia 陳丹霞女士	B
Mr. De-chao Michael YU 俞德超先生	B
Mr. ZHANG Hongjiang ZHANG Hongjiang先生	B

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS (Continued)

Continuous Professional Development of Directors (Continued)

Notes:

(1) Types of Training

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

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

(2) Resigned as a non-executive Director with effect from March 7, 2019

(3) Appointed as a non-executive Director with effect from March 7, 2019 and resigned with effect from January 20, 2020

(4) Appointed as a non-executive Director with effect from January 20, 2020

(5) Resigned as a non-executive Director with effect from October 31, 2019

(6) Appointed as a non-executive Director with effect from October 31, 2019 and resigned with effect from March 30, 2020

BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of the Board committees are posted on the Company's website and the Stock Exchange's website and are available to Shareholders upon request.

董事會 (續)

董事的持續專業發展 (續)

附註：

(1) 培訓種類

A: 出席培訓課程，包括但不限於簡介會、講座、會議及工作坊

B: 閱讀相關最新消息、新聞、期刊、雜誌及相關刊物

(2) 自二零一九年三月七日起辭任非執行董事

(3) 自二零一九年三月七日起獲委任為非執行董事及於二零二零年一月二十日辭任

(4) 自二零二零年一月二十日起獲委任為非執行董事

(5) 自二零一九年十月三十一日起辭任非執行董事

(6) 自二零一九年十月三十一日起獲委任為非執行董事及於二零二零年三月三十日辭任

董事委員會

董事會已成立三個委員會，即審核委員會、薪酬委員會及提名委員會，以監察本公司事務的特定範疇。所有本公司董事委員會均按特定書面職權範圍成立，當中清楚列明彼等的職權及職責。董事委員會的職權範圍均刊載於本公司網頁及聯交所網頁以供本公司股東按需閱覽。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES (Continued)

Audit Committee

As at December 31, 2019, the Audit Committee consists of three members including three independent non-executive Directors, namely Mr. CHEN Guanglei (Chairman), Mr. De-chao Michael YU and Mr. ZHANG Hongjiang (with Mr. CHEN Guanglei possessing the appropriate professional qualifications or accounting or related financial management expertise).

The terms of reference of the Audit Committee are of no less exacting terms than those set out in the CG Code. The main duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, risk management and internal control systems, effectiveness of the internal audit function, scope of audit and appointment of external auditors, and arrangements to enable employees of the Company to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Company and providing advice and comments to the Board.

During the year ended December 31, 2019, the Audit Committee held two meetings to review, in respect of the year ended December 31, 2019, the annual and interim financial results and reports and significant issues on the financial reporting, operational and compliance controls, the effectiveness of the risk management and internal control systems and internal audit function, appointment of external auditors and relevant scope of works, connected transactions and arrangements for employees to raise concerns about possible improprieties. The Audit Committee has been provided with sufficient resources to discharge its duties.

The Audit Committee also had telephone conferences with the external auditors during the year without the presence of the executive Directors.

董事委員會 (續)

審核委員會

於二零一九年十二月三十一日，審核委員會由三名成員組成，包括三名獨立非執行董事陳廣壘先生(主席)、俞德超先生及ZHANG Hongjiang先生(陳廣壘先生具備適當專業資格或會計或相關財務管理專業知識)。

審核委員會職權範圍的條款不遜於企業管治守則所載者。審核委員會的主要職責為協助董事會審核財務資料及報告程序、風險管理及內部控制系統、內部審核職能的有效程度、審核範圍及委任外聘核數師、讓本公司僱員就財務匯報、內部監控或本公司其他事項的潛在不當行為提出意見的安排以及向董事會提供建議及意見。

於截至二零一九年十二月三十一日止年度，審核委員會舉行了兩次會議，以檢討截至二零一九年十二月三十一日止年度的年度及中期財務業績及報告以及有關財務申報、營運及合規控制、風險管理及內部控制系統以及內部審核職能的有效性、委任外聘核數師及相關工作範圍、關連交易及安排的重大問題，以提起僱員對當中可能不當行為的關注。審核委員會已獲提供履行其職務的充足資源。

審核委員會亦於年內與外聘核數師舉行了無執行董事出席的電話會議。

BOARD COMMITTEES (Continued)

Remuneration Committee

As at December 31, 2019, the Remuneration Committee consists of five members including three independent non-executive Directors, namely Ms. CHEN Danxia (Chairwoman), Mr. CHEN Guanglei and Mr. De-chao Michael YU and two executive Directors, namely Mr. WANG Huainan and Mr. XU Chong.

The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the CG Code. The primary functions of the Remuneration Committee include determining, with delegated responsibility, the remuneration packages of individual executive Directors and senior management, making recommendations to the Board on the remuneration policy and structure for all Directors and senior management and establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration.

During the year ended December 31, 2019, the Remuneration Committee held one meeting to review and make recommendation to the Board on the remuneration policy and structure of the Company and the remuneration packages of the Directors and other related matters. In addition, the Remuneration Committee made recommendations to the Board on the letters of appointment of the new non-executive Directors, namely Mr. MA Jiangwei (appointed on March 7, 2019 and resigned on January 20, 2020) and Mr. HU Weixiong (appointed on October 31, 2019 and resigned on March 30, 2020).

董事委員會 (續)

薪酬委員會

於二零一九年十二月三十一日，薪酬委員會由五名成員組成，包括三名獨立非執行董事陳丹霞女士（主席）、陳廣壘先生及俞德超先生，以及兩名執行董事王懷南先生及徐翀先生。

薪酬委員會的職權範圍不遜於企業管治守則所載者。薪酬委員會的主要職能包括獲轉授責任釐定個別執行董事及高級管理層的薪酬待遇、就全體董事及高級管理層的薪酬政策及架構向董事會提出建議，以及就制定有關薪酬政策及架構建立透明的程序，以確保董事或其任何聯繫人不得參與釐定自身的薪酬。

於截至二零一九年十二月三十一日止年度，薪酬委員會舉行了一次會議，以檢討本公司薪酬政策及架構、董事的薪酬待遇以及其他相關事項，並向董事會提出建議。此外，薪酬委員會向董事會提出建議新非執行董事馬江偉先生（於二零一九年三月七日獲委任並於二零二零年一月二十日辭任）及胡偉雄先生（於二零一九年十月三十一日獲委任並於二零二零年三月三十日辭任）的委任函。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES (Continued)

Nomination Committee

As at December 31, 2019, the Nomination Committee consists of three members including one executive Director, namely Mr. WANG Huainan (Chairman) and two independent non-executive Directors, namely Mr. De-chao Michael YU and Mr. ZHANG Hongjiang.

The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the CG Code. The principal duties of the Nomination Committee include reviewing the Board composition, developing and formulating relevant procedures for the nomination and appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors, and assessing the independence of independent non-executive Directors.

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Company's Board diversity policy, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry and regional experience etc. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

During the year ended December 31, 2019, the Nomination Committee held one meeting to review the structure, size and composition of the Board and the independence of the independent non-executive Directors, to consider the qualifications of the retiring Directors standing for election at the annual general meeting and to consider and recommend to the Board on the appointment of non-executive Directors. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained.

董事委員會 (續)

提名委員會

於二零一九年十二月三十一日，提名委員會由三名成員組成，包括一名執行董事王懷南先生（主席）及兩名獨立非執行董事俞德超先生及ZHANG Hongjiang先生。

提名委員會的職權範圍不遜於企業管治守則所載者。提名委員會的主要職責包括檢討董事會的組成，擬定及制定提名及委任董事的相關程序、就董事委任及繼任計劃向董事會提出建議，以及評估獨立非執行董事的獨立性。

於評估董事會組成時，提名委員會將會考慮本公司董事會多元化政策所載有關董事會多元化的各層面及因素，包括但不限於性別、年齡、文化及學術背景、專業資格、技能、知識及行業與地區經驗等。提名委員會將在必要時討論及議定為達致董事會多元化的可計量目標，並建議董事會採納。

於截至二零一九年十二月三十一日止年度，提名委員會舉行了一次會議，以檢討董事會的架構、規模及組成以及獨立非執行董事的獨立性，考慮於股東週年大會上候選退任董事的資格，以及考慮委任非執行董事並向董事會提出建議。提名委員會就是否可維持董事會多元化的適當平衡作考慮。

BOARD DIVERSITY POLICY

The Board has adopted a Board Diversity Policy on November 1, 2018 which sets out the basic principles to be followed to ensure that the Board has the appropriate balance of skills, experience and diversity of perspectives necessary to enhance the effectiveness of the Board and to maintain high standards of corporate governance.

Board nomination and appointments will continue to be made on merit basis based on its business needs from time to time while taking into account diversity. The Nomination Committee has primary responsibility for identifying individuals suitably qualified to become members of the Board and selecting, or making recommendations to the Board on the selection of, individuals nominated for directorships.

Selection of board candidates shall be based on a range of diversity perspectives with reference to the Company's business model and specific needs, including but not limited to gender, age, race, language, cultural background, educational background, industry experience and professional experience.

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. All Board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the Board.

The Nomination Committee is responsible for reviewing the policy, developing and reviewing measurable objectives for implementing the policy and monitoring the progress on achieving these measurable objectives.

The Nomination Committee shall review this policy and the measurable objectives at least annually, and as appropriate, to ensure the continued effectiveness of the Board.

董事會多元化政策

董事會已於二零一八年十一月一日採納董事會多元化政策，其中列載了基本原則，以確保董事會成員在技能、經驗以及視角的多元化方面達到適當的平衡，從而提升董事會的有效運作並保持高標準的企業管治水平。

董事會成員的提名與委任將繼續不時以用人唯才為原則，以日常的業務需求為基準，並考慮多元化。提名委員會主要負責物色具備合適資格可擔任董事會成員的人士，並甄選或就甄選提名擔任董事職務的人士向董事會提出建議。

甄選董事候選人將以一系列多元化範疇為基準，並參考本公司的業務模式和特定需求，包括但不限於性別、種族、年齡、語言、文化背景、教育背景、行業經驗和專業經驗。

為達致可持續的均衡發展，本公司視董事會層面日益多元化為支持其達到戰略目標及維持可持續發展的關鍵元素。董事會所有委任均以用人唯才為原則，並在考慮人選時以合適條件充分顧及董事會成員多元化的裨益。

提名委員會負責檢討該政策，制定並檢討可計量目標，以確保該政策的執行，並監察可計量目標的實現進度。

提名委員會至少每年檢討該政策與可計量目標（如適用），以確保董事會持續有效運作。

Corporate Governance Report

企業管治報告

DIRECTOR NOMINATION POLICY

The Board adopted a Director Nomination Policy which is applicable for the financial years commencing from January 1, 2019 and sets out the criteria and process in the nomination and appointment of directors of the Company. The policy aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company as well as the Board continuity and appropriate leadership at Board level.

Criteria for nomination and appointment of directors

In evaluating and selecting any candidate for directorship, the following criteria should be considered:

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

董事提名政策

董事會已採納適用於二零一九年一月一日起的財政年度的董事提名政策，並載列本公司提名及委任董事的準則及程序。該政策旨在確保董事會成員具備切合本公司業務所需的技巧、經驗及多元觀點，以及確保董事會的持續性及維持其於董事會層面的領導角色。

董事的提名及委任準則

在評估及挑選候選人擔任董事時，應考慮下列準則：

- 品格與誠實。
- 資格，包括專業資格、技巧、知識及與本公司業務及公司策略相關的經驗，以及董事會成員多元化政策所提述的多元化因素。
- 為達致董事會成員多元化而採納的任何可計量目標。
- 根據上市規則，董事會需包括獨立董事的規定，以及參考上市規則內列明候選人是否被視為獨立的獨立性指引。
- 候選人的專業資格、技巧、經驗、獨立性及性別多元化方面可為董事會帶來的任何潛在貢獻。
- 是否願意及是否能夠投放足夠時間履行身為本公司董事會成員及／或擔任董事會轄下委員會的委員的職責。
- 董事會及／或提名委員會可不時採納及／或修訂適合本公司業務及繼任計劃及適用的其他觀點，以提名董事及進行繼任計劃。

NOMINATION PROCESS

(a) Appointment of New Director

- (i) The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other member of the management and external recruitment agents.
- (ii) The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
- (iii) If the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
- (iv) The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
- (v) For any person that is nominated by a shareholder for election as a director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

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

提名程序

(a) 委任新董事

- (i) 提名委員會及／或董事會可從各種途徑招攬董事人選，包括但不限於內部晉升、調任、由管理層其他成員和外部招聘代理人推薦。
- (ii) 提名委員會及／或董事會在收到委任新董事的建議及候選人的個人資料（或相關詳情）後，依據上述準則評估該候選人，以決定該候選人是否合資格擔任董事。
- (iii) 如過程涉及一個或多個合意的候選人，提名委員會及／或董事會應根據本公司的需要及每位候選人的證明審查（如適用）排列彼等的優先次序。
- (iv) 提名委員會隨後應就委任合適人選擔任董事一事向董事會提出建議（如適用）。
- (v) 就任何經由股東提名於本公司股東大會上選舉為董事的人士，提名委員會及／或董事會應依據上述準則評估該候選人，以決定該候選人是否合資格擔任董事。

提名委員會及／或董事會應就於股東大會上委任董事的提案向股東提出建議（如適用）。

NOMINATION PROCESS (Continued)

(b) Re-election of Director at General Meeting

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

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

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

提名程序 (續)

(b) 於股東大會上重選董事

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

若董事會擬於股東大會上提呈決議案委任或重選某人士為董事，有關股東大會通告所隨附的致股東通函及／或說明函件中，將會按上市規則及／或相關適用法律及規則要求載列候選人的有關資料。

提名委員會將會定期為董事會的架構、規模及組成及本政策舉行檢討，並在有需要時向董事會提出修訂建議，以完善企業策略及切合業務需要。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE FUNCTIONS

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

During the year ended December 31, 2019, the Audit Committee had reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and Employee Written Guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

BOARD MEETINGS AND DIRECTORS' ATTENDANCE RECORDS

Code provision A.1.1 of the CG Code provides that regular Board meetings should be held at least four times a year involving active participation, either in person or through electronic means of communication, of a majority of Directors.

During the year ended December 31, 2019, the Company adopted the practice of holding Board meetings regularly for at least four times a year at approximately quarterly intervals to discuss overall strategy as well as operations and financial performance of the Group. The Board held ten meetings during the year ended December 31, 2019. Apart from regular Board meetings, the Chairman also held one meeting with independent non-executive Directors only without the presence of other Directors during the year.

Board Practices and Conduct of Meetings

Annual meeting schedules and draft agenda of each meeting are normally made available to the Directors in advance. Notice of regular Board meetings is served to all the Directors at least 14 days before the meeting. For other Board and committee meetings, reasonable notice is generally given.

企業管治職能

審核委員會負責履行企業管治守則守則條文第D.3.1條所載職能。

於截至二零一九年十二月三十一日止年度，審核委員會已檢討本公司的企業管治政策及常規、董事及高級管理層的培訓及持續專業發展、本公司就遵守法律及法規規定的政策及常規、對標準守則及僱員書面指引的遵守情況及本公司對企業管治守則及本企業管治報告所披露的遵守情況。

董事會會議及董事出席記錄

企業管治守則守則條文第A.1.1條規定，定期董事會會議一年至少須舉行四次，大部分董事可親自出席或透過其他電子通訊方式積極參與定期董事會會議。

於截至二零一九年十二月三十一日止年度，本公司已採納一年至少舉行四次定期董事會會議的常規，約每季舉行一次，以商討本集團整體策略以及經營及財政表現。董事會於截至二零一九年十二月三十一日止年度舉行十次會議。除定期董事會會議外，主席於年內亦在其他董事未出席的情況下僅與獨立非執行董事舉行過一次會議。

董事會常規及會議程序

週年大會安排及每次會議的草擬議程通常須提前提交予董事。定期董事會會議通知均於會議前至少14日送達全體董事。至於召開其他董事會及委員會會議時，則通常會發出合理通知。

Corporate Governance Report

企業管治報告

BOARD MEETINGS AND DIRECTORS' ATTENDANCE RECORDS (Continued)

Board Practices and Conduct of Meetings (Continued)

Board papers together with all appropriate, complete and reliable information are sent to all Directors at least three days before each Board meeting or committee meeting to keep Directors apprised of the latest development and financial position of the Company and to enable them to make decisions. The Board and each Director also have separate and independent access to the senior management where necessary.

The senior management normally will attend regular Board meetings and where necessary, other Board and committee meetings, to advise on business development, financial and accounting matters, statutory and regulatory compliance, corporate governance and other major aspects of the Company.

The Company's memorandum and articles of association contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at the meetings for approving transactions in which such Directors or any of their associates have a material interest.

The secretary of the meetings is responsible for taking and keeping minutes of all Board meetings and committee meetings. Draft minutes are normally circulated to Directors for comment within a reasonable time after each meeting and final version are open for Director's inspection.

Attendance Records of Directors

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

董事會會議及董事出席記錄(續)

董事會常規及會議程序(續)

董事會文件連同所有適當、完整及可靠的資料會在各董事會會議或委員會會議前至少三日寄發予所有董事，以向董事通報本公司近期發展及本公司財務狀況，從而令其作出決定。董事會及各董事亦應有接觸高級管理層的個別獨立途徑(如有必要)。

高級管理層通常將出席定期董事會會議，並於必要時參加其他董事會會議及委員會會議，以就本公司的業務發展、財務及會計事項、法定及監管合規、企業管治及其他主要方面提出意見。

本公司組織章程大綱及細則條文規定，於批准董事或其任何聯繫人擁有重大利益的交易的會議上，有關董事須放棄表決，且不得計入該會議的法定人數。

會議秘書負責編製及保管所有董事會會議及委員會會議的會議紀錄。會議紀錄的草擬稿通常於各會議後的合理時間內分發予董事傳閱以供彼等表達意見，而最後定稿亦可供董事查閱。

董事出席會議記錄

各董事出席於截至二零一九年十二月三十一日止年度本公司所舉行的董事會、董事委員會會議及股東大會的出席記錄載列如下：

Corporate Governance Report

企業管治報告

BOARD MEETINGS AND DIRECTORS' ATTENDANCE RECORDS (Continued) 董事會會議及董事出席記錄(續)

Attendance Records of Directors (Continued)

董事出席會議記錄(續)

Name of Director 董事姓名	Number of Attendance in Person/Number of Meeting(s) 親身出席次數/會議次數				Annual General Meeting ⁽¹⁾ 股東 週年大會 ⁽¹⁾
	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	
Mr. WANG Huainan 王懷南先生	10/10	N/A 不適用	1/1	1/1	0/1
Mr. XU Chong 徐翀先生	10/10	N/A 不適用	1/1	N/A 不適用	1/1
Mr. CHEN Qiyu 陳啟宇先生	8/10	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Mr. WANG Changying (appointed as Vice Chairman on March 30, 2020) 王長穎先生(於二零二零年三月三十日 獲委任為副主席)	10/10	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Mr. SHAO Yibo (resigned on March 7, 2019) 邵亦波先生(於二零一九年三月七日辭任)	0/2	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mr. LUO Rong (resigned on March 7, 2019) 羅戎先生(於二零一九年三月七日辭任)	1/2	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mr. MA Jiangwei (appointed on March 7, 2019 and resigned on January 20, 2020) 馬江偉先生(於二零一九年三月七日獲委任及 於二零二零年一月二十日辭任)	6/9	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Mr. Christian Franz REITERMANN Christian Franz REITERMANN先生	8/10	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. JING Jie (resigned on October 31, 2019) 靖捷先生(於二零一九年十月三十一日辭任)	1/9	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Mr. HU Weixiong (appointed on October 31, 2019 and resigned March 30, 2020) 胡偉雄先生(於二零一九年十月三十一日獲委任及 於二零二零年三月三十日辭任)	0/2	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mr. CHEN Guanglei 陳廣壘先生	10/10	2/2	1/1	N/A 不適用	1/1
Ms. CHEN Danxia 陳丹霞女士	8/10	N/A 不適用	1/1	N/A 不適用	0/1
Mr. De-chao Michael YU 俞德超先生	4/10	2/2	1/1	1/1	0/1
Mr. ZHANG Hongjiang ZHANG Hongjiang先生	6/10	2/2	N/A 不適用	1/1	0/1

Note:

附註：

(1) The annual general meeting of the Company was held on June 13, 2019.

(1) 本公司於二零一九年六月十三日舉行股東週年大會。

Corporate Governance Report

企業管治報告

DIVIDEND POLICY

The Board adopted a Dividend Policy which is applicable for the financial years commencing from January 1, 2019 and sets out the principles and guidelines that the Company intends to apply in relation to the declaration, payment or distribution of its net profits as dividends to the Shareholders of the Company.

A summary of the dividend policy is set out below:

1. In recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its shareholder value.
2. The Company does not have any pre-determined dividend payout ratio.
3. The Board has the discretion to declare and distribute dividends to the Shareholders of the Company, subject to the Articles of the Association of the Company and all applicable laws and regulations and the factors set out below.
4. The Board shall also take into account the following factors of the Group when considering the declaration and payment of dividends:
 - financial results;
 - cash flow situation;
 - business conditions and strategies;
 - future operations and earnings;
 - capital requirements and expenditure plans;
 - interests of Shareholders;
 - any restrictions on payment of dividends; and
 - any other factors that the Board may consider relevant.

股息政策

董事會於二零一九年一月一日開始採納適用財政年度的股息政策，並列明本公司向本公司股東宣派、派付或分派其純利作股息所應用之原則及指引。

股息政策概要載列如下：

1. 在建議或宣派股息時，本公司應維持足夠現金儲備，以應付其營運資金需求、未來業務增長以及股權價值。
2. 本公司並無任何預先釐定之派息比率。
3. 根據本公司組織章程細則及所有適用法律法規以及如下列載的因素，董事會有酌情權宣派及分派股息予本公司股東。
4. 董事會亦應考慮宣派及派付股息時考慮本集團以下的因素：
 - 財務業績；
 - 現金流狀況；
 - 業務狀況及策略；
 - 未來營運及溢利；
 - 資本需求及開支計劃；
 - 股東的利益；
 - 任何派付股息的限制；及
 - 董事會可能視為相關的任何其他因素。

DIVIDEND POLICY (Continued)

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

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

6. Any final dividend for a financial year will be subject to Shareholders' approval.

7. The Company may declare and pay dividends by way of cash or scrip or by other means that the Board considers appropriate.

8. Any dividend unclaimed shall be forfeited and shall revert to the Company in accordance with the Company's Articles of Association.

The Board will review the dividend policy as appropriate from time to time.

股息政策 (續)

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

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

6. 任何財政年度的末期股息均須由股東批准。

7. 本公司可以現金或代息股份或董事會認為合適的其他形式宣派及派付股息。

8. 任何未領取的股息應被沒收及應根據本公司的組織章程細則復歸本公司。

董事會將不時於有需要時檢討股息政策。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

The Audit Committee assist the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems.

The Company has adopted and implemented comprehensive risk management policies in various aspects of our business operations, such as information system, financial reporting, internal audit and human resources.

Information System Risk Management

Our objectives for information system management are to identify, assess, monitor and control information technology risks by establishing an effective mechanism to operate our business in a safe, continuous, stable and compliant environment. We have implemented policies and procedures stipulating: (i) the release of mobile apps in the ordinary course and on an urgent basis; (ii) the operation of our platforms: we monitor certain key indicators and give an alarm if such indicators go beyond the security thresholds; (iii) the management of the authorities of our employees and business partners to access certain functions of our platforms; (iv) the management of the network and hard drive capacities and (v) troubleshooting: we categorize system malfunctions and accidents into three levels according to their seriousness and urgency, and implement different mechanisms to fix them.

風險管理及內部控制

董事會了解其對風險管理及內部控制系統以及檢討其成效的責任。該等系統旨在管理而非消除未能達致業務目標的風險，且僅就不會存在重大錯誤陳述或損失作出合理而非絕對的保證。

董事會全面負責評估及釐定其於達致本公司策略目標時願意承擔的風險性質及程度，並確立及維持適當及有效的風險管理及內部控制系統。

審核委員會協助董事會領導管理層並監督其設計、實施及監察風險管理及內部控制系統。

本公司已在業務營運的各個方面（如信息系統、財務報告、內部審計及人力資源）採用及實施全面的風險管理政策。

信息系統風險管理

我們的信息系統管理目標是通過建立一個有效的機制來識別、評估、監控和控制信息技術風險，以在安全、持續、穩定和合規的環境中經營我們的業務。我們實施了以下方面的政策和程序：(i)在正常和緊急情況下發佈移動應用程序；(ii)我們平台的運作：我們監控若干關鍵指標，並在該等指標超出安全閾值時發出警報；(iii)管理我們的員工和業務合作夥伴訪問我們平台某些功能的權限；(iv)網絡和硬盤驅動容量的管理及(v)故障排除：我們根據系統故障和事故的嚴重性和緊急程度將系統故障和事故分為三個級別，並實施不同的機制來加以處理。

RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

Information System Risk Management (Continued)

Financial Reporting Risk Management

We have implemented a financial reporting system, consisting of policies and procedures for: (i) bottom-up financial reporting: in the ordinary course of business, the financial personnel shall report to the manager of the financial department and the chief financial officer level by level. Any new business the accounting treatment methods for which has not been stipulated shall be reported to the chief financial officer in a timely manner; (ii) top-down inquiries: the audit personnel at the group level can request financial information from any member of the Group as work requires and ask questions about the information provided; (iii) assignment of responsibilities: relevant financial personnel perform document verification, review and bookkeeping in the accounting system according to their duties and authorities; (iv) book closing: monthly and quarterly accounts shall be reconciled and closed within the first ten business days of the next month or quarter; (v) accounting error correction: we have formulated different rectification measures for different types of accounting errors, including errors that occurred during the current accounting period, immaterial errors that occurred during the last accounting period and material errors that occurred during the last accounting period; (vi) financial statement preparation: each operating entity will prepare its monthly and annual financial reports. The monthly report of each operating entity shall be submitted to the Group within the first ten business days of the next month, and the annual report of each operating entity shall be submitted to the Group within 15 business days after the end of the year and (vii) financial statement analysis: financial analysis meetings shall be held regularly every month, during which the financial managers of each company shall present results of operations, financial condition and qualitative and quantitative analysis to the senior management. With these policies and procedures, we aim to ensure that the information reported and disclosed in the financial report is true, complete, accurate and timely.

風險管理及內部控制 (續)

信息系統風險管理 (續)

財務報告風險管理

我們實施了一套財務報告制度，包括以下方面的政策和程序：(i)自下而上的財務報告：在日常業務過程中，財務人員須逐級向財務部門經理和首席財務官報告。任何尚未訂明會計處理方法的新業務，應及時向首席財務官報告；(ii)自上而下的查詢：集團層面的審計人員可根據工作需要要求本集團任何成員公司提供財務資料，並就所提供的資料提出問題；(iii)職責分配：相關財務人員按照職責和權限在會計系統中進行文件核實、審核和記賬；(iv)結賬：月度和季度賬目須在下個月或季度的前十個營業日內進行核對和結算；(v)會計差錯更正：我們針對各類會計差錯制定了不同的整改措施，包括本會計期間發生的差錯、上期會計期間發生的非重大差錯和上期會計期間發生的重大差錯；(vi)財務報表編製：各運營實體均須編製月度和年度財務報告。各運營實體的月度報告須在下個月的前十個營業日內提交給本集團，各運營實體的年度報告須在年度結束後15個營業日內提交給本集團及(vii)財務報表分析：財務分析會定期每月舉行一次，各公司財務經理須向高級管理層提交經營業績、財務狀況和定性及定量分析。通過該等政策和程序，我們旨在確保財務報告中所報告和披露的資料真實、完整、準確和及時。

Corporate Governance Report

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

Internal Audit Risk Management

We value the importance of our internal audit, as it is essential to our stable operation and sustainable development. The objectives of our internal audit are to monitor the implementation of applicable laws and regulations and our internal policies, procedures and standard operational procedures, to control our risk exposure at an acceptable level and to improve our business operations.

We have implemented an independent and vertical organizational system for our internal audit. We set up an Audit Committee under the Board of Directors to organize and guide our internal audit work. The Internal Audit Department regularly reports to the Audit Committee and submits reports on audit projects in a timely manner.

As the executive department of our internal audit, the Internal Audit Department is responsible for the supervision, evaluation and consulting independently. According to our internal audit procedures, the Internal Audit Department is responsible for auditing and monitoring the soundness and effectiveness of our internal controls, reviewing the reliability of accounting records and financial statements, analyzing and assessing our business policies and activities of our business units for appropriateness, efficiency and compliance, and auditing and appraising the performance of our management team.

Human Resources Risk Management

We have implemented a human resource management system to ensure the effective functioning of our Group, safeguard the legitimate rights and interests of both parties to the employment relationship and improve operating efficiency. Our internal human resource management system covers all the stages of employment relationship, from recruitment to probation, appraisal, transition and exit.

風險管理及內部控制 (續)

內部審計風險管理

我們重視內部審計對我們穩健經營和可持續發展的重要性。我們內部審計工作的目標是使適用法律法規、我們內部政策、程序和標準營運程序的貫徹執行得到監控，以期將風險控制在可接受水平，及改善我們的營運。

我們已建立獨立垂直的內部審計管理體系。我們董事會下設審核委員會，以組織指導內部審計工作。內部審計部定期向審核委員會報告並及時報送審計項目報告。

內部審計部作為我們內部審計工作的執行部門，負責獨立履行監督、評價和諮詢。根據內部審計程序，內部審計部負責對內部控制的健全性和有效性進行審查和監督，對會計紀錄和財務報表的可靠性進行檢查，對我們的業務政策和經營單位業務活動的規範性、效益性和合規性進行分析評價，對管理團隊的履職情況進行審計評價等工作。

人力資源風險管理

我們已實施人力資源管理制度，確保本集團有效運行，維護僱傭關係雙方的合法權益及提高經營效率。我們的內部人力資源管理制度涵蓋從招聘到試用、考核、換崗及離職等所有僱傭關係階段。

RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

Anti-corruption

We have implemented internal anti-corruption rules to ensure compliance with relevant laws and regulations. Our anticorruption rules define the scope of “corruption” and have detailed requirements as to gifts and banquets, conflict of interest and financial reporting. Our compliance department is responsible for the training, supervision and execution of our anticorruption rules and reports to our Chief Executive Officer. We have set up a corruption report center to collect information on suspected corruption incidents. We offer a reward to real-name informants who report proven corruption incidents. We also have investigation and punishment procedures in place.

The management has confirmed to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems for the year ended December 31, 2019.

At the board meeting held on March 30, 2020, the Board, as supported by the Audit Committee as well as the internal audit report, reviewed the risk management and internal control systems, including the financial, operational and compliance controls, for the year ended December 31, 2019, and considered that such systems are effective and adequate. The annual review also covered the financial reporting and internal audit function and staff qualifications, experiences and relevant resources.

The Company has developed its disclosure policy which provides a general guide to the Company’s Directors, officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries.

Control procedures have been implemented to ensure that unauthorized access and use of inside information are strictly prohibited.

風險管理及內部控制(續)

反腐敗

我們已應用內部反腐敗規則以確保符合相關法律及法規。我們的反腐敗規則界定「腐敗」的範圍並對禮品及宴會、利益衝突及財務報告作出詳細規定。我們的合規部門負責培訓、監督及執行反腐敗規則以及向行政總裁報告。我們成立了腐敗報告中心以就涉嫌腐敗事件收集資料。我們向報告經證實腐敗事件的實名舉報人提供獎勵。我們亦有適當的調查及懲罰程序。

管理層已向董事會及審核委員會確認截至二零一九年十二月三十一日止年度有關風險管理及內部控制系統的成效。

於二零二零年三月三十日舉行的董事會會議上，董事會於審核委員會及內部審計報告的協助下審閱截至二零一九年十二月三十一日止年度的風險管理及內部控制系統，包括財務、營運及合規監控，並認為該等系統屬有效及充分。年度審閱亦涵蓋財務申報及內部審核職能及員工資質、經驗及相關資源。

本公司已制定其披露政策，該政策為本公司董事、高級職員、高級管理層及相關僱員提供一般指引，以處理機密資料、監控資料披露以及諮詢應對。

監控程序已予落實，以確保嚴禁未經授權獲取及使用內幕消息。

Corporate Governance Report

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

Whistleblowing Policy for Employees to Raise Concerns about Possible Improprieties

The Company is committed to achieving and maintaining the highest standards of openness, probity and accountability. The Company's employees at all levels should conduct themselves with integrity, impartiality and honesty.

The Board has adopted a Whistleblowing Policy to govern and deal with fairly and properly concerns raised by the Company's employees about any suspected misconduct or malpractice regarding financial reporting, internal control or other matters within the Company.

The Audit Committee of the Company shall review regularly the policy and ensure that arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action.

PERFORMANCE OF THE NON-COMPETITION UNDERTAKING BY MR. WANG HUAINAN

The independent non-executive Directors were delegated with the authority to review, on an annual basis, the compliance with the non-competition undertaking executed by Mr. WANG Huainan and provide impartial and professional advice to protect the interest of our minority Shareholders.

On November 6, 2018, Mr. WANG undertook that so long as he remains as the largest Shareholder of the Company, he will not, and will procure all companies he controls not to engage in or develop any business competing or potentially competing with our main business or key products, including investment in, mergers and acquisitions of any companies, entities or economic organizations engaged in the same or similar core business or primarily manufacturing the same or similar products. In addition, he acknowledged that the Group shall have priority to develop any new business in the future, and he will not, and will procure any companies controlled by him not to develop such new business. On October 10, 2019, Mr. WANG Huainan has ceased to be the largest Shareholder of the Company.

風險管理及內部控制(續)

實行舉報政策以讓僱員提出對可能不當事宜的舉報

本集團乃致力達到和維持公開、廉潔及問責的最高標準。本公司各級僱員具有正直、公正和誠實的操守。

董事會已採納舉報政策，以公平妥善地規管及處理本公司僱員就財務申報、內部監控或其他公司內部事宜中任何疑似失當或失職行為而作出的舉報。

本公司審核委員會將定期監督該政策並確保安排屬公平及獨立調查該等事項，以採取適當的後續行動。

王懷南先生履行不競爭承諾

獨立非執行董事獲授權每年檢討王懷南先生的不競爭承諾的遵守情況，並提供公正及專業的建議以保障我們少數股東的權益。

於二零一八年十一月六日，王先生承諾，只要彼仍為本公司的最大股東，彼將不會並將促使其控制的所有公司不會從事或發展任何與我們的主要業務或主要產品存在競爭或可能存在競爭的業務，包括從事相同或類似核心業務或主要製造相同或類似產品的任何公司、實體或經濟組織的投資、兼併及收購。此外，彼承認，本集團未來將優先開發任何新業務，彼將不會並將促使其控制的任何公司不會開發此類新業務。於二零一九年十月十日，王懷南先生不再是本公司的最大股東。

PERFORMANCE OF THE NON-COMPETITION UNDERTAKING BY MR. WANG HUAINAN (Continued)

Mr. WANG has confirmed that he had complied with the non-competition undertaking during the period from January 1, 2019 to October 10, 2019, the date on which he has ceased to be the largest Shareholder of the Company. The independent non-executive Directors were not aware of any non-compliance of the non-competition undertaking given by Mr. WANG during the period from January 1, 2019 to October 10, 2019, the date on which he has ceased to be the largest Shareholder of the Company.

DIRECTORS' RESPONSIBILITY IN RESPECT OF FINANCIAL STATEMENTS

The directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended December 31, 2019.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, announcements relating to disclosure of insider information and other disclosures required under the Listing Rules and other statutory and regulatory requirements.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval.

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

The statement of the independent auditor of the Company about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report of this annual report.

王懷南先生履行不競爭承諾(續)

王先生已確認彼於二零一九年一月一日至二零一九年十月十日(彼不再為本公司最大股東當日)期間已遵守不競爭承諾。於二零一九年一月一日至二零一九年十月十日(彼不再為本公司最大股東當日)期間,獨立非執行董事並不知悉王先生有任何不遵守不競爭承諾的情況。

董事對財務報表所承擔的責任

董事確認其就編製本公司截至二零一九年十二月三十一日止年度的財務報表的責任。

董事會須負責就年報及中報、與披露內幕消息有關的公告及根據上市規則及其他法定及規管要求規定的其他披露事項作出平衡、清晰而易於理解的評估。

管理層已向董事會提供有關必要說明及資料,以使董事會可就將提呈其批准的本公司財務報表作出知情評估。

董事並不知悉任何有關可能導致本集團持續經營能力受到重大質疑的事件或情況的重大不明朗因素。

本公司獨立核數師就合併財務報表的申報責任聲明載於本年度報告的獨立核數師報告內。

Corporate Governance Report

企業管治報告

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The Company has established a formal and transparent procedure for formulating policies on remuneration of Directors and senior management of the Group.

Details of the remuneration of each of the Directors for the year ended December 31, 2019 are set out in note 8 to the consolidated financial statements.

The annual remuneration of the members of the senior management (other than Directors) by bands for the year ended December 31, 2019 is set out below:

董事及高級管理層薪酬

本公司已就制定本集團董事及高級管理層薪酬政策建立一套正式及透明的程序。

截至二零一九年十二月三十一日止年度，董事各自的酬金詳情載列於合併財務報表附註8。

截至二零一九年十二月三十一日止年度，高級管理層成員（董事除外）的年度薪酬按薪酬範圍分類載列如下：

		Number of individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	2
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至2,000,000港元	5
HK\$2,000,001 to HK\$3,000,000	2,000,001港元至3,000,000港元	1
Total	總計	8

Auditor's Remuneration

During the year ended December 31, 2019, the total fee paid/payable in respect of audit and non-audit services provided by the Company's external auditor, Messrs. KPMG, Certified Public Accountants is set out below:

核數師酬金

截至二零一九年十二月三十一日止年度，就本公司外聘核數師執業會計師畢馬威會計師事務所提供的審核及非審核服務的已付／應付總費用載列如下：

Category of services	服務種類	Fee paid/payable
		已付／應付費用 RMB' 000 人民幣千元
Audit services	審核服務	5,100
Non-audit services	非審核服務	10
Total	總計	5,110

Corporate Governance Report

企業管治報告

JOINT COMPANY SECRETARIES

Ms. CHEN Hongyou and Ms. WU Miu Wah are the joint company secretaries of the Company. Ms. WU is a senior manager of the Corporate Services Department of Tricor Services Limited and is not an employee of the Company. Ms. WU will contact the management of the Company and report to the Board Chairman and/or the Chief Executive Officer through Ms. CHEN when necessary. Both Ms. CHEN and Ms. WU have confirmed that each of them has taken no less than 15 hours of relevant professional trainings during the year ended December 31, 2019.

All Directors have access to the advice and services of the joint company secretaries to ensure that Board procedures, and all applicable law, rules and regulations, are followed.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company also recognizes the importance of transparency and timely disclosure of corporate information, which will enable Shareholders and investors to make the best investment decisions.

The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings. The general meetings of the Company provide a platform for communication between the Board and the Shareholders. The Chairman of the Board as well as chairmen of the Nomination Committee, Remuneration Committee and Audit Committee or, in their absence, other members of the respective committees, are available to answer Shareholders' questions at general meetings. A notice to Shareholders is sent by the Company at least 20 clear business days before the annual general meeting and at least 10 clear business days in all other general meetings.

聯席公司秘書

陳泓攸女士及胡妙華女士為本公司聯席公司秘書。胡女士為卓佳專業商務有限公司企業服務部的高級經理，且並非本公司僱員。胡女士將於必要時透過陳女士與本公司管理層聯絡並向董事會主席及／或行政總裁匯報。截至二零一九年十二月三十一日止年度，陳女士及胡女士確認彼等各自己進行不少於15個小時的相關專業培訓。

全體董事均可取得聯席公司秘書之意見與服務，以確保董事會程序以及所有適用法律、規則及規定均已獲遵行。

與股東的溝通及投資者關係

本公司認為與股東的有效溝通對加強投資者關係及增強投資者對本集團業務表現及策略的了解至關重要。本公司亦認識到及時透明披露公司資料的重要性，其將使股東及投資者作出最佳投資決策。

本公司致力與股東持續保持對話，尤其是透過股東週年大會及其他股東大會。本公司股東大會為董事會與股東提供溝通平台。董事會主席以及提名委員會、薪酬委員會及審核委員會主席或，倘缺席，則為各個委員會的其他成員可於股東大會上解答股東的提問。本公司於股東週年大會前至少20個完整營業日及所有其他股東大會前至少10個完整營業日向股東寄發通知。

Corporate Governance Report

企業管治報告

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS (Continued)

During the year ended December 31, 2019, the Company has not made any changes to its Memorandum and Articles of Association. The Company's Memorandum and Articles of Association is available on the websites of the Company and the Stock Exchange.

To promote effective communication, the Company maintains a website (ir.babytree.com), where up-to-date information and updates on the Company's financial information, corporate governance practices, biographical information of the Board and other information are available for public access.

SHAREHOLDERS' RIGHTS

The Company engages with Shareholders through various communication channels and a Shareholders' Communication Policy is in place to ensure that Shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness.

To safeguard Shareholder interests and rights, separate resolution should be proposed for each substantially separate issue at general meetings, including the election of Director. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

與股東的溝通及投資者關係 (續)

於截至二零一九年十二月三十一日止年度，本公司並無對其組織章程大綱及細則作出任何更改。本公司的組織章程大綱及細則可於本公司及聯交所網站查閱。

為促進有效溝通，本公司設有網站(ir.babytree.com)，以刊登最新資訊以及本公司財務資料、企業管治常規、董事會履歷資料及其他資料的更新，以供公眾查閱。

股東權利

本公司透過多個溝通渠道與股東進行交流，並制定股東溝通政策以確保股東的意見及顧慮得以妥善解決。本公司定期審閱政策以確保其有效性。

為保障股東權益及權利，須就各實質上獨立的事宜(包括選舉董事)於股東大會提呈獨立決議案。根據上市規則，所有於股東大會提呈的決議案將以投票方式進行表決，而投票結果將於各股東大會後刊登於本公司及聯交所網站。

SHAREHOLDERS' RIGHTS (Continued)

Procedures for Shareholders to convene an Extraordinary General Meeting and Putting Forward Proposal at General Meeting

Article 12.3 of the Company's Articles of Association provides that any two or more members may deposit written requisition at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitioner, provided that such requisitioner held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitioner(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

股東權利 (續)

股東召開股東特別大會的程序及於股東大會提呈建議的程序

本公司組織章程細則第12.3條規定，可按兩名或以上股東送達本公司之香港主要辦事處或(倘本公司不再設有上述主要辦事處)註冊辦事處並指明會議目的及經要求者簽署之書面要求召開股東大會，前提為該等要求者於提交要求當日持有附帶權利於本公司股東大會投票之本公司繳足股本不少於十分之一。股東大會亦可應任何一名股東(為一間認可結算所)(或其代名人)送達本公司之香港主要辦事處或(倘本公司不再設有上述主要辦事處)註冊辦事處並指明會議目的及經要求者簽署之書面要求召開股東大會，前提為該等要求者於提交要求當日持有附帶權利於本公司股東大會投票之本公司繳足股本不少於十分之一。倘董事會並未於提交要求當日起計21天內正式召開將於額外21天內舉行之會議，要求者本身或當中代表彼等所享有全部投票權過半數之任何人士，可按相同方式(盡可能接近董事會可召開會議之方式)召開股東大會，前提為如此召開之任何會議不得在提交要求當日起計三個月屆滿後舉行，而所有因董事會未能履行要求而令要求者產生之合理費用須由本公司向要求者作出補償。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS (Continued)

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the Company:

Address: Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (For the attention of the Board of Directors/Company Secretary)
Telephone: 86-10-61138080
Email: ir@babytree-inc.com

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

股東權利 (續)

向董事會作出查詢

就向董事會作出任何查詢，股東可向本公司作出書面查詢。本公司通常不會處理口頭或匿名查詢。

聯絡方式

股東可向本公司發出上述查詢或要求：

地址：香港皇后大道東183號
合和中心54樓（註明收件人為董事會／公司秘書）
電話：86-10-61138080
電郵：ir@babytree-inc.com

為免生疑問，股東須向上述地址提交及發送經正式簽署的書面要求正本、通知或聲明，或查詢（視情況而定），並提供彼等的全名、聯絡方式及身份證明，以便生效。股東資料可根據法律規定予以披露。

Directors' Report 董事會報告

The Board is pleased to present its report together with the audited consolidated financial statements of the Group, for the year ended December 31, 2019.

GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on February 9, 2018 as an exempted limited liability company under the Companies Law. The Company's Shares were listed on the Main Board of the Stock Exchange on November 27, 2018.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is principally engaged in the advertising, e-commerce and content monetization business. Details of the principal activities of the principal subsidiaries are set out in notes 1 and 14 to the consolidated financial statements.

BUSINESS REVIEW

The business review and performance analysis of the Group for the year ended December 31, 2019 is set out in the chapter headed "Chairman's Statement" from pages 4 to 21 and "Management Discussion and Analysis" from pages 22 to 34 of this annual report.

董事會欣然呈交其報告連同本集團截至二零一九年十二月三十一日止年度的經審核合併財務報表。

一般資料

本公司於二零一八年二月九日根據公司法於開曼群島註冊成立為獲豁免有限責任公司。本公司股份於二零一八年十一月二十七日於聯交所主板上市。

主要業務

本公司為一間投資控股公司。本集團主要從事廣告、電商及知識付費業務。有關主要附屬公司的主要業務詳情載於合併財務報表附註1和14。

業務回顧

本集團截至二零一九年十二月三十一日止年度的業務回顧及業績分析載於本年度報告第4至21頁「主席報告書」一章及第22至34頁「管理層討論及分析」。

Directors' Report

董事會報告

KEY FINANCIAL DATA

主要財務數據

		Year ended December 31, 截至十二月三十一日止年度		Year on year change (%)
		2019	2018	同比
		二零一九年	二零一八年	變動(%)
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
Revenue	收入	356,828	760,103	(53.1)
- Advertising	- 廣告	320,040	596,215	(46.3)
- E-commerce	- 電商	22,214	135,301	(83.6)
- Direct sales	- 直銷	13,967	69,820	(80.0)
- Marketplace	- 平台	8,247	65,481	(87.4)
- Content monetization	- 知識付費	14,574	28,587	(49.0)
Gross profit	毛利	222,633	599,450	(62.9)
Gross margin	毛利率	62.4%	78.9%	(16.5)
(Loss)/profit for the year	年度(虧損)/溢利	(494,451)	526,277	N/A
				不適用
Adjusted net (loss)/profit for the year ⁽¹⁾ (non-IFRS measure)	年度經調整淨(虧損)/溢利 ⁽¹⁾ (非國際財務報告準則計量)	(494,451)	201,232	N/A
				不適用

Note:

(1) We define "adjusted net (loss)/profit for the year" as (loss)/profit for the year adjusted by removing the effect of both fair value change of financial liabilities at fair value through profit or loss and listing expenses, net of tax, which is non-recurring in nature.

附註：

(1) 我們將「年度經調整淨(虧損)/溢利」定義為撇除以公允價值計量且變動計入當期損益的金融負債的公允價值變動及非經常性質的上市開支(扣除稅項)的影響後經調整的年度(虧損)/溢利。

Directors' Report

董事會報告

USE OF PROCEEDS FROM THE GLOBAL OFFERING

Our Shares were listed on the Stock Exchange on November 27, 2018 and the net proceeds raised during our initial public offering were approximately HKD1,769.7 million.

The following table sets forth the status of the use of net proceeds from the initial public offering⁽¹⁾:

全球發售所得款項用途

我們的股份於二零一八年十一月二十七日於聯交所上市及於首次公開發售期間籌集的所得款項淨額約為1,769.7百萬港元。

下表載列首次公開發售所得款項淨額的使用情況⁽¹⁾：

Intended use of net proceeds	Percentage of total net proceeds	Amount of net proceeds	Percentage of used amount	Percentage of unused balance	Expected timeframe for utilizing the remaining unused net proceeds	
			as of December 31, 2019	as of December 31, 2019		
所得款項淨額的擬定用途	佔總所得款項淨額百分比	所得款項淨額金額	佔於二零一九年十二月三十一日已動用金額百分比	佔於二零一九年十二月三十一日未動用餘額百分比	動用餘下未動用所得款項淨額的預期時間表	
Categories	Sub-categories	(%) (In HKD millions)	(%)	(%)	(%)	
類別	子類別	(%) (以百萬港元計)	(%)	(%)	(%)	
Business expansion, such as acquiring users and improving user engagement, generating and acquiring more quality content, recruiting and retaining competent personnel to support our expansion and brand marketing activities, and further enhancing our brand awareness through marketing activities	i. Acquiring users and improving user engagement	5.0	88.5	2.8	2.2	In the next eleven months
業務擴展，例如獲取用戶及提高用戶參與度、生成及獲得更多優質內容、招聘及挽留勝任人員以支持我們的擴充及品牌營銷活動，及通過營銷活動進一步提升我們的品牌知名度	i. 獲取用戶及提高用戶參與度					未來11個月
	ii. Generating and acquiring more quality content	10.0	177.0	3.9	6.1	In the next eleven months
	ii. 生成及獲得更多優質內容					未來11個月
	iii. Recruiting and retaining competent personnel to support our expansion and brand marketing activities	10.0	177.0	4.6	5.4	In the next eleven months
	iii. 招聘及挽留勝任人員以支持我們的擴充及品牌營銷活動					未來11個月

Directors' Report

董事會報告

USE OF PROCEEDS FROM THE GLOBAL OFFERING (Continued) 全球發售所得款項用途(續)

Intended use of net proceeds	Sub-categories	Percentage of	Amount of	Percentage of	Percentage of	Expected timeframe for utilizing the remaining unused net proceeds
		total net proceeds	net proceeds	used amount as of December 31, 2019	unused balance as of December 31, 2019	
所得款項淨額的擬定用途		佔總所得款項淨額百分比	所得款項淨額金額	佔於二零一九年十二月三十一日已動用金額百分比	佔於二零一九年十二月三十一日未動用餘額百分比	動用餘下未動用所得款項淨額的預期時間表
Categories		(%)	(In HKD millions)	(%)	(%)	
類別	子類別	(%)	(以百萬港元計)	(%)	(%)	
	iv. Further enhancing our brand awareness through marketing activities	5.0	88.5	2.2	2.8	In the next eleven months
	iv. 通過營銷活動進一步提升我們的品牌知名度					未來11個月
Sub-total		30.0	530.9	13.5	16.5	
小計						
Research and development, such as recruiting and retaining technical talent, maintaining and strengthening our IT infrastructure and further developing our technology stack	i. Recruiting and retaining technical talent to develop and upgrade our mobile apps and websites with more functionalities by providing competitive salary and equity compensation and opening development centers in emerging technology hubs	10.0	177.0	3.2	6.8	In the next five to eleven months
研發，例如招募及留住技術人才、維護和強化我們的信息技術基礎設施及進一步開發我們的技術堆棧	i. 通過提供具有競爭力的薪酬及股權激勵及在新興技術中心成立開發中心，招募及留住技術人才以開發及升級我們的移動應用程序及更多功能的網站					未來5至11個月
	ii. Maintaining and strengthening our IT infrastructure to accommodate our business expansion	10.0	177.0	2.1	7.9	In the next 23 months
	ii. 維護和強化我們的信息技術基礎設施以適應我們的業務擴充					未來23個月

Directors' Report

董事會報告

USE OF PROCEEDS FROM THE GLOBAL OFFERING (Continued) 全球發售所得款項用途(續)

Intended use of net proceeds	Sub-categories	Percentage of	Amount of	Percentage of	Percentage of	Expected timeframe for utilizing the remaining unused net proceeds
		total net proceeds	net proceeds	used amount as of December 31, 2019	unused balance as of December 31, 2019	
所得款項淨額的擬定用途		佔總所得款項淨額百分比	所得款項淨額金額	佔於二零一九年十二月三十一日已動用金額百分比	佔於二零一九年十二月三十一日未動用餘額百分比	動用餘下未動用所得款項淨額的預期時間表
Categories	Sub-categories	(%)	(In HKD millions)	(%)	(%)	
類別	子類別	(%)	(以百萬港元計)	(%)	(%)	
	iii. Further developing our technology stack, including data and storage management, computer vision, NLP and augmented reality, to enhance user experience	10.0	177.0	2.7	7.3	In the next five to eleven months
	iii. 進一步開發我們的技術堆棧，包括數據及存儲管理、計算機視覺、自然語言處理及增強現實，以提升用戶體驗					未來5至11個月
Sub-total		30.0	530.9	8.0	22.0	
小計						
Further investments, acquisitions and strategic alliances, such as investing in companies with advanced technology and service solutions or with complimentary business lines, or have adequate capabilities to generate synergy with our current business, and establishing partnerships with quality local partners in overseas countries	i. Investing in companies with advanced technology and service solutions, companies with complimentary business lines or companies that have demonstrated adequate capabilities that we believe can generate synergy with our current business	25.0	442.4	11.0	14.0	In the next eleven months
未來投資、收購及戰略聯盟，例如投資於擁有先進技術及服務解決方案的公司或具有補充業務線的公司或能夠與我們現時業務產生協同效應的公司及與海外國家優質的當地夥伴建立夥伴關係	i. 投資於擁有先進技術及服務解決方案的公司、具有補充業務線的公司或已顯示足夠實力而我們認為能夠與我們現時業務產生協同效應的公司					未來11個月

Directors' Report

董事會報告

USE OF PROCEEDS FROM THE GLOBAL OFFERING (Continued) 全球發售所得款項用途(續)

Intended use of net proceeds	Sub-categories	Percentage of	Amount of	Percentage of	Percentage of	Expected timeframe for utilizing the remaining unused net proceeds
		total net proceeds	net proceeds	used amount as of December 31, 2019	unused balance as of December 31, 2019	
所得款項淨額的擬定用途		佔總所得款項淨額百分比	所得款項淨額金額	佔於二零一九年十二月三十一日已動用金額百分比	佔於二零一九年十二月三十一日未動用餘額百分比	動用餘下未動用所得款項淨額的預期時間表
Categories	Sub-categories	(%)	(In HKD millions)	(%)	(%)	
類別	子類別	(%)	(以百萬港元計)	(%)	(%)	
	ii. Establishing partnerships with quality local partners in overseas countries that we believe can help with our penetration into local markets and global expansion	5.0	88.5	0.0	5.0	In the next eleven months
	ii. 與海外國家優質的當地夥伴建立夥伴關係，我們認為此舉有助於我們滲透到當地市場及全球擴張					未來11個月
Sub-total		30.0	530.9	11.0	19.0	
小計						
Working capital and other general corporate purposes		10.0	177.0	4.3	5.7	
營運資金及其他一般公司用途						
Total		100.0	1,769.7	36.8	63.2	
總計						

Note:

(1) The figures in the table are approximate figures.

附註：

(1) 表格內的數字為概約數字。

KEY RELATIONSHIPS

Relationship with Suppliers

Our suppliers primarily include suppliers of products sold through direct sales on our e-commerce platform. Our largest supplier accounted for 38% of our total purchases for the year ended December 31, 2019. Our top five suppliers accounted for 73% of our total purchases for the year ended December 31, 2019.

Relationship with Customers

Our customers primarily include advertising customers (including advertisers and advertising agencies), users who make purchases on our e-commerce platform and users who purchase or subscribe for our premium content. We have a broad base of customers. Our largest customer (an advertising customer) for the year ended December 31, 2019 accounted for 11.7% of our revenue. Our top five customers (all of which are advertising customers) accounted for 38.4% of our revenue for the year ended December 31, 2019.

All of the Group's five largest suppliers and customers are independent third parties. None of the Directors, their close associates or the Shareholders which to the best knowledge of the Directors, own more than 5% of the issued share capital of the Company, had any interest in any of the five largest suppliers or customers during the year ended December 31, 2019.

Relationship with Employees

We believe that we maintain a good working relationship with our employees and we have not experienced any significant labor disputes or any difficulty in recruiting staff for our operations. None of our employees are currently represented by labor unions.

主要關係

與供應商關係

我們的供應商主要包括在我們的電商平台透過直銷所售出產品的供應商。我們的最大供應商佔我們截至二零一九年十二月三十一日止年度採購總額的38%。我們的前五大供應商佔我們截至二零一九年十二月三十一日止年度採購總額的73%。

與客戶關係

我們的客戶主要包括廣告客戶（包括廣告商及廣告代理）、於我們電商平台購買的用戶及購買或訂購我們優質內容的用戶。我們有廣泛的客戶基礎。截至二零一九年十二月三十一日止年度，我們的最大客戶（一個廣告客戶）佔我們收入的11.7%。我們的前五大客戶（均為廣告客戶）佔我們截至二零一九年十二月三十一日止年度收入的38.4%。

本集團的前五大供應商及客戶均為獨立第三方。據董事所知悉，截至二零一九年十二月三十一日止年度，擁有超過5%本公司已發行股本的各董事、彼等的緊密聯繫人或股東概無在五大供應商或客戶中擁有任何權益。

與僱員關係

我們相信，我們與僱員維持良好的工作關係及我們尚未遇到任何重大勞資糾紛或在為我們的業務招募員工方面遇到任何困難。我們的僱員目前均未由工會所代表。

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to fulfilling social responsibility, promoting employee benefits and development, protecting the environment and giving back to community and achieving sustainable growth. Details of such are set out in the Environmental, Social and Governance Report in this annual report.

LICENCES, REGULATORY APPROVALS AND COMPLIANCE WITH LAWS AND REGULATIONS

During the year ended December 31, 2019, there were no material breaches or violations of relevant laws and regulations in China, where the Group has business entities and operation, and the Group obtained all material licences and permits necessary for its business in the jurisdictions in which the Group operates. On August 31, 2018, the Standing Committee of the National People's Congress (全國人民代表大會常務委員會) promulgated the E-commerce Law of the People's Republic of China 《中華人民共和國電子商務法》 (the "**E-Commerce Law**"), which became effective on January 1, 2019. The E-Commerce Law establishes the regulatory framework for the e-commerce sector in the PRC for the first time by laying out certain requirements on e-commerce operators, including the electronic commerce operators and e-commerce platform operators like us. We strictly abide by the E-commerce Law and other relevant laws and regulations to protect customers' legitimate rights, and pay close attention to the quality of goods and services from us or our platform user. Details of our compliance with relevant laws and regulations are set out in Environmental, Social and Governance Report.

PRINCIPAL RISKS AND UNCERTAINTIES

A number of factors may affect the results and business operation of the Group, and principal risks and uncertainties that the Group faces and key mitigations that the Group adopts are summarized as follows:

環境政策及表現

本集團致力於履行社會責任、提升僱員福利及發展、保護環境及回饋社會及實現可持續發展。有關詳情載於本年度報告環境、社會及管治報告。

牌照、監管批准及遵守法律法規

截至二零一九年十二月三十一日止年度，本集團在中國的業務實體及運營並無嚴重違背或違反相關法律法規，且本集團已取得在本集團經營所在司法權區開展業務所必需的全部重要牌照及許可證。於二零一八年八月三十一日，全國人民代表大會常務委員會頒佈《中華人民共和國電子商務法》（「**電商法**」），於二零一九年一月一日生效。電商法首次設立中國電商行業的監管框架，對電商運營商（包括電子商務運營商及電商平台運營商（類似於我們））提出若干要求。我們嚴格遵守電商法和其他相關法律法規，保護客戶的合法權利，並密切關注我們或平台用戶提供的商品和服務的質量。有關我們遵守相關法律法規的詳情載於環境、社會及管治報告。

主要風險及不確定因素

可能影響本集團業績及業務運營的若干因素、本集團面臨的主要風險及不確定因素及本集團採取的主要緩解措施總結如下：

PRINCIPAL RISKS AND UNCERTAINTIES 主要風險及不確定因素 (續)
(Continued)

Principal Risks and Uncertainties 主要風險及不確定因素	Description 描述	Key Mitigations 主要緩解措施
<p>Uncertainty to maintain and enhance our brand</p> <p>維護及提升我們的品牌的不確定性</p>	<p>We receive media coverage. Any unfavorable publicity could adversely affect our reputation. Such negative publicity also could have an adverse effect on the size, engagement and loyalty of our user base and result in decreased revenue, which could adversely affect our business and financial results.</p> <p>If we are not able to maintain and enhance our brand, or if events that occur damage our reputation and brand, our ability to expand our user base may be impaired, and our business and financial results may be harmed.</p> <p>我們接受媒體報導。任何不利宣傳均可能對我們的聲譽造成不利影響。此類負面宣傳亦可能對我們用戶群的規模、參與度和忠誠度產生不利影響，並導致收益下降，從而可能對我們的業務及財務業績造成不利影響。</p> <p>若我們無法維護及提升我們的品牌，或發生會損害我們的聲譽及品牌的事件，我們擴大用戶群的能力可能會被削弱，我們的業務及財務業績可能會受到損害。</p>	<p>The Company has set up a professional public relations department and team. At the same time, we have hired a renowned public relations firm to assist our public relations department. They pay timely attention to and collect public opinion, analyze the relevant information and provide corresponding solutions to the management team, and the management team will take appropriate actions in accordance with the Company's policies and procedures.</p> <p>本公司已設立專業的公關部門及團隊，同時，我們也聘請了知名的公關公司，協助公司公關部門，及時關注並收集輿情，對有關資訊及時分析並提供相應的解決方案給到管理層，由管理層根據公司政策和流程予以適當應對。</p>

PRINCIPAL RISKS AND UNCERTAINTIES 主要風險及不確定因素 (續)
(Continued)

Principal Risks and Uncertainties 主要風險及不確定因素	Description 描述	Key Mitigations 主要緩解措施
Risks related to the high competitiveness of our business	<p>We face significant competition from M&C product and service providers. We also face competition from traditional and online media outlets for advertising budgets. As we introduce new products, as our existing products evolve, or as other companies introduce new products and services, we may become subject to additional competition.</p> <p>If we are unable to compete effectively, our business, financial conditions and results of operations may be materially and adversely affected.</p>	<p>The Company pays close attention to the changing trend of the industry, following up the development of new technology and the change of user experience through timely technical innovation. By recruiting more outstanding talents, optimizing the organizational structure, improving staff quality and training young staff, the Company continuously improves its innovation ability, concentrates resources to strengthen the technical capability of products and improve the environment of technical innovation, and continuously develops market-oriented products to meet users' expectation. Externally, we respond to the market needs in a timely manner through the co-construction of ecosystem, combining platform advantages, finding better partners and expanding into more innovative areas.</p>
我們的業務面臨激烈競爭的相關風險	<p>我們面臨來自母嬰類產品及服務供應商的激烈競爭。我們在廣告預算方面亦面臨傳統和線上媒體機構的競爭。隨著我們推出新產品、現有產品持續演變或其他公司推出新產品和服務，我們可能還會面臨其他競爭。</p> <p>倘我們無法展開有效競爭，則我們的業務、財務狀況及經營業績或會受到重大不利影響。</p>	<p>本公司非常關注行業變化趨勢，及時通過技術創新跟蹤新技術發展，關注用戶體驗的變化，通過招募更多優秀人才，優化組織架構、提升人才質量及培養青年人才以持續提升創新能力，集中資源持續加強產品技術能力及改善技術創新的環境，不斷開發符合市場用戶期望的產品。外部通過共建生態系統，結合平台優勢，尋找更好的合作夥伴和拓展更多創新領域，及時響應市場的需求。</p>

PRINCIPAL RISKS AND UNCERTAINTIES 主要風險及不確定因素 (續)
(Continued)

Principal Risks and Uncertainties 主要風險及不確定因素	Description 描述	Key Mitigations 主要緩解措施
Dependence on a limited number of key advertising customers	<p>A significant portion of our revenue is attributable to a limited number of advertising customers. We expect that such largest customers will continue to account for a significant portion of our revenue in the foreseeable future. This may lead to heightened customer or credit concentration risks.</p> <p>We derive a substantial portion of our revenue from a limited number of key advertising customers, which may make our cash flow and earnings volatile. Our long-term plan to reduce such volatility may not be successful.</p>	<p>While maintaining efficient service for major advertising customers, the Company made more efforts to explore advertising customers in fields not directly relating to M&C, such as automanufacturing, cosmetics and other fields. We also actively introduced new types of advertising methods, such as short videos and live streaming, and sought strategic cooperation with other reputable brands.</p>
依賴少數主要廣告客戶	<p>我們的收入很重要一部分來自少數廣告客戶。我們預期在可見未來，該等大客戶將繼續佔據收入的很重要一部分。這或導致客戶或信貸集中風險加劇。</p> <p>我們絕大多數收入來自少數主要廣告客戶，這或使我們的現金流及盈利具備不穩定性。我們採取的用以降低該不穩定性的長期計劃或並不成功。</p>	<p>本公司在保持為主要廣告客戶提供高效服務的同時，也加大了對於泛母嬰廣告客戶的發掘力度，如汽車製造、化妝品等領域。我們還積極推出新型廣告方式，如短視頻及直播，並尋求與其他信譽良好的品牌進行戰略合作。</p>

Directors' Report

董事會報告

PRINCIPAL RISKS AND UNCERTAINTIES 主要風險及不確定因素 (續)

(Continued)

Principal Risks and Uncertainties 主要風險及不確定因素	Description 描述	Key Mitigations 主要緩解措施
Risks related to confidential information of our online users and our network	<p>Our platforms collect, store and process personal and other sensitive data from our users. Users are required to provide bio data for registration on our platforms.</p> <p>Our security measures may be breached due to employee error, malfeasance, system errors or vulnerabilities, or otherwise. Failure to protect confidential information of our online users and our network against security breaches, any actual or perceived failure by us or third parties to comply with applicable data protection laws and regulations or privacy policies could substantially harm our business, financial condition and results of operations.</p>	<p>The Company has the responsibility to protect users' sensitive information, and has always listed users' private information as the highest level of sensitive information of the Company. The Company has established relevant systems and control measures for sensitive information management, including the establishment of an effective management system to ensure the security of sensitive information through encryption technology, data access rights control and procedure control. Meanwhile, the Company's independent professional team will regularly check the protection of sensitive information, as well as conducting training and promotion for the awareness of information security to enhance employees' awareness of protecting sensitive information.</p>
與在線用戶的機密資料及我們的網絡相關的風險	<p>我們的平台向用戶收集私密資料及其他敏感數據並保存及處理。用戶須提供生物數據以便在我們的平台上註冊。</p> <p>我們的安全措施可能因員工的錯誤、瀆職、系統錯誤或漏洞或其他而遭到破壞。未能保護在線用戶的機密資料及我們的網絡安全漏洞或我們或第三方實際或被認為未能遵守適用數據保護法律法規或隱私政策可能在很大程度上損害我們的業務、財務狀況及經營業績。</p>	<p>本公司有保護用戶敏感資訊的責任，一直以來將用戶隱私列為本公司最高級別的敏感資訊，並已建立敏感資訊管理的相關制度和控制措施，包括建立有效的管理系統，通過加密技術、控制資料訪問權限及進行流程管控等措施確保敏感資訊的安全。同時，本公司獨立的專業團隊會定期對敏感資訊的保護進行檢查，也會開展資訊安全意識培訓和宣導，提高僱員保護敏感資訊的意識。</p>
For risks associated with the Contractual Arrangements, please see section headed "Risks relating to the Contractual Arrangements" in this Directors' Report.	合約安排相關風險，請參閱本董事會報告「有關合約安排的風險」一節。	

Directors' Report

董事會報告

SUBSEQUENT EVENT

Particulars of important events affecting the Group that have occurred since the year ended December 31, 2019 are stated in note 35 to the consolidated financial statements.

FINANCIAL STATEMENTS

The results of the Group for the year ended December 31, 2019 and the state of the Group's financial position as at that date are set out in the financial statements on pages 187 to 304 of this annual report.

Final Dividend

The Board does not recommend the distribution of a final dividend for the year ended December 31, 2019 (for the year ended December 31, 2018: Nil).

Distributable Reserves

As of December 31, 2019, the Company's distributable reserves calculated under the Companies Law comprise the share premium and retained profits totaling approximately RMB2,595.5 million (RMB2,652.1 million as of December 31, 2018).

Reserves

Changes to the reserves of the Group during the year ended December 31, 2019 are set out in the consolidated statement of changes in equity in this annual report.

後續事項

二零一九年十二月三十一日止年度後已發生的對本集團造成影響的重要事項詳情載列於合併財務報表附註35。

財務報表

本集團截至二零一九年十二月三十一日止年度的業績及本集團截至該日期的財務狀況表述載於本年度報告第187至304頁的財務報表內。

末期股息

董事會不建議派付截至二零一九年十二月三十一日止年度的末期股息（截至二零一八年十二月三十一日止年度：無）。

可分派儲備

截至二零一九年十二月三十一日，本公司根據公司法計算的可分派儲備包括股份溢價及保留溢利總計約人民幣2,595.5百萬元（截至二零一八年十二月三十一日為人民幣2,652.1百萬元）。

儲備

本集團截至二零一九年十二月三十一日止年度的儲備變動載於本年度報告合併權益變動表。

Directors' Report

董事會報告

FINANCIAL STATEMENTS (Continued)

Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group during the year ended December 31, 2019 are set out in note 12 to the consolidated financial statements in this annual report.

Share Capital

Details of movements in the share capital of the Company during the year ended December 31, 2019 are set out in note 30 to the consolidated financial statements in this annual report.

Bank and Other Borrowings

There are no bank and other borrowings of the Group as at December 31, 2019.

Charge on Assets

There was no charge on the Group's assets as at December 31, 2019.

Donation

There was no donations made by the Group during the year ended December 31, 2019.

Financial Summary

A summary of the published results and of the assets and liabilities of the Group for the last five financial years is set out on page 2 of this annual report. This summary does not form part of the audited consolidated financial statements.

財務報表 (續)

物業、廠房及設備

本集團截至二零一九年十二月三十一日止年度的物業、廠房及設備變動詳情載於本年度報告合併財務報表附註12。

股本

本公司截至二零一九年十二月三十一日止年度的股本變動詳情載於本年度報告合併財務報表附註30。

銀行及其他借款

本集團於二零一九年十二月三十一日並無任何銀行及其他借款。

資產抵押

於二零一九年十二月三十一日，本集團並無抵押任何資產。

捐款

本集團於截至二零一九年十二月三十一日止年度並無捐款。

財務概要

本集團於過往五個財政年度的已刊發業績及資產與負債概要載於本年度報告第2頁。此概要並不構成經審核合併財務報表的一部分。

Directors' Report 董事會報告

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the year ended December 31, 2019, a total of 25,616,500 Shares of the Company were repurchased by the Company on the Stock Exchange. The repurchase of Shares was effected by the Directors for the benefit of the Company and to create value to its Shareholders. As of December 31, 2019, 19,577,500 of the repurchased Shares had been cancelled.

Details of the repurchases of Shares during the year ended December 31, 2019 are set out as follows:

Month/year	年 / 月	Number of Shares repurchased 所購回 股份數目	Highest price paid per Share 已付每股 最高價 HK\$ 港元	Lowest price paid per Share 已付每股 最低價 HK\$ 港元	Aggregate consideration 總代價 HK\$ 港元
May 2019	二零一九年五月	7,450,000	5.34	4.41	36,739,680
June 2019	二零一九年六月	7,292,500	4.90	4.65	35,054,475
September 2019	二零一九年九月	4,774,500	2.42	2.13	11,103,640
October 2019	二零一九年十月	60,500	2.21	2.17	132,685
November 2019	二零一九年十一月	5,020,000	1.97	1.79	9,468,845
December 2019	二零一九年十二月	1,019,000	1.88	1.75	1,841,250

Except as disclosed above, during the year ended December 31, 2019, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any other listed securities of the Company.

購買、出售或贖回本公司上市證券

截至二零一九年十二月三十一日止年度，本公司合共於聯交所購回25,616,500股本公司股份。董事購回股份乃為本公司利益及為其股東創造價值而進行。截至二零一九年十二月三十一日，19,577,500股已購回股份被註銷。

截至二零一九年十二月三十一日止年度購回股份的詳情載列如下：

除上文披露者外，於截至二零一九年十二月三十一日止年度，概無本公司或其任何附屬公司購買、出售或贖回本公司的任何其他上市證券。

Directors' Report

董事會報告

DIRECTORS

董事

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

本公司於截至二零一九年十二月三十一日止年度及截至本董事會報告日期的董事為：

Name 姓名	Position/Title 職務／頭銜
WANG Huainan (王懷南) 王懷南	Executive Director, Chairman of the Board and Chief Executive Officer 執行董事、董事會主席及首席執行官
XU Chong (徐翀) 徐翀	Executive Director 執行董事
CHEN Qiyu (陳啟宇) 陳啟宇	Non-executive Director 非執行董事
WANG Changying (王長穎) 王長穎	Non-executive Director and Vice Chairman of the Company (appointed as Vice Chairman of the Company on March 30, 2020) 非執行董事及本公司副主席(於二零二零年三月三十日獲委任為本公司副主席)
SHAO Yibo (邵亦波) 邵亦波	Non-executive Director (resigned on March 7, 2019) 非執行董事(於二零一九年三月七日辭任)
LUO Rong (羅戎) 羅戎	Non-executive Director (resigned on March 7, 2019) 非執行董事(於二零一九年三月七日辭任)
MA Jiangwei (馬江偉) 馬江偉	Non-executive Director (appointed on March 7, 2019 and resigned on January 20, 2020) 非執行董事(於二零一九年三月七日獲委任以及於二零二零年一月二十日辭任)
WU Ying (吳穎) 吳穎	Non-executive Director (appointed on January 20, 2020) 非執行董事(於二零二零年一月二十日獲委任)
Christian Franz REITERMANN Christian Franz REITERMANN	Non-executive Director 非執行董事
JING Jie (靖捷) 靖捷	Non-executive Director (resigned on October 31, 2019) 非執行董事(於二零一九年十月三十一日辭任)

Directors' Report

董事會報告

DIRECTORS (Continued)

董事 (續)

Name 姓名	Position/Title 職務／頭銜
HU Weixiong (胡偉雄) 胡偉雄	Non-executive Director (appointed on October 31, 2019 and resigned on March 30, 2020) 非執行董事 (於二零一九年十月三十一日獲委任及於二零二零年三月三十日辭任)
CHEN Guanglei (陳廣壘) 陳廣壘	Independent non-executive Director 獨立非執行董事
CHEN Danxia (陳丹霞) 陳丹霞	Independent non-executive Director 獨立非執行董事
De-chao Michael YU (俞德超) 俞德超	Independent non-executive Director 獨立非執行董事
ZHANG Hongjiang ZHANG Hongjiang	Independent non-executive Director 獨立非執行董事

Pursuant to Article 16.2 of the Articles of Association, Mr. WU Ying who was appointed on January 20, 2020 will retire and, being eligible, offer himself for re-election at the forthcoming AGM.

根據組織章程細則第16.2條，吳穎先生（於二零二零年一月二十日獲委任）將於應屆股東週年大會上退任，彼合資格並願意於股東週年大會上膺選連任。

In addition, pursuant to Article 16.19 of the Articles of Association, Mr. Christian Franz REITERMANN, Ms. CHEN Danxia, Mr. De-chao Michael YU and Mr. ZHANG Hongjiang shall retire by rotation and, being eligible, offer themselves for re-election at the forthcoming AGM.

此外，根據組織章程細則第16.19條，Christian Franz REITERMANN先生、陳丹霞女士、俞德超先生及ZHANG Hongjiang先生將於應屆股東週年大會上輪值退任，彼等合資格並願意於股東週年大會上膺選連任。

The biographical details of the Directors and senior management of the Company as at the Latest Practicable Date are set out in the section headed "Directors and Senior Management" in this annual report.

本公司於最後實際可行日期的董事及高級管理層的履歷詳情載於本年度報告「董事及高級管理層」一節。

Directors' Report

董事會報告

DIRECTORS (Continued)

Directors' Service Contracts and Letters of Appointment

On November 1, 2018, each of the executive Directors entered into a service contract, and each of the non-executive Directors (excluding Mr. MA Jiangwei, Mr. WU Ying and Mr. HU Weixiong) and the independent non-executive Directors entered into an appointment letter with our Company, respectively. The principal particulars of these service contracts and appointment letters are: (a) each of the service contracts and appointment letters is for a term of three years following each Director's respective appointment date; and (b) each of the service contracts and appointment letters is subject to termination in accordance with their respective terms.

Following the appointment of Mr. WANG Changying as the Vice Chairman of the Company on March 30, 2020, no new appointment letter has been executed. His appointment letter as a non-executive Director entered into with the Company on November 1, 2018 shall continue.

Mr. MA Jiangwei has signed a letter of appointment with the Company for a term of three years commencing from March 7, 2019 and has signed a letter of resignation with the Company on January 20, 2020. Mr. HU Weixiong has signed a letter of appointment with the Company commencing from October 31, 2019 and has signed a letter of resignation with the Company on March 30, 2020. Mr. WU Ying has signed a letter of appointment with the Company commencing from January 20, 2020 which may be terminated by either party giving to the other not less than one month's prior notice in writing.

The service contracts and appointment letters may be renewed in accordance with the Articles of Association and the applicable rules. None of the Directors proposed for re-election at the AGM has a service contract with members of the Group that is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

董事 (續)

董事服務合約及委任函

於二零一八年十一月一日，執行董事各自與本公司訂立服務合約，非執行董事（除馬江偉先生、吳穎先生及胡偉雄先生）及獨立非執行董事各自與本公司訂立委任函。該等服務合約及委任函的主要詳情為：(a) 每份服務合約及委任函的年期為自各董事的委任日期起三年；及(b) 每份服務合約及委任函可根據其各自條款予以終止。

於王長穎先生在二零二零年三月三十日獲委任為本公司副主席後，彼並無訂立新委任函。彼作為非執行董事與本公司於二零一八年十一月一日訂立的委任函將持續。

馬江偉先生已與本公司簽訂委任函件，自二零一九年三月七日起為期三年，並已於二零二零年一月二十日與本公司簽訂辭任函件。胡偉雄先生已與本公司簽訂委任函件，自二零一九年十月三十一日起計，並已於二零二零年三月三十日與本公司簽訂辭任函件。吳穎先生已與本公司簽訂委任函件，自二零二零年一月二十日起計，可由任何一方向另一方發出不少於一個月的事先書面通知終止。

服務合約及委任函可根據組織章程細則及適用規則予以重續。建議於股東週年大會上重選連任的董事概無與本集團成員公司訂立本集團不能於一年內終止而無需作出賠償（法定賠償除外）的服務合約。

Directors' Report 董事會報告

DIRECTORS (Continued)

Confirmation of Independence of Independent Non-executive Directors

The Company has received an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors (being Mr. CHEN Guanglei, Ms. CHEN Danxia, Mr. De-chao Michael YU and Mr. ZHANG Hongjiang), and the Company considers such Directors to be independent for the year ended December 31, 2019.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as the related party transactions as disclosed in note 33(b) to the consolidated financial statements and the connected transactions as disclosed in the section headed "Connected Transactions" in this Directors' Report, there was no transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director and/or any of its connected entity had a material interest, whether directly or indirectly subsisted at the end of, or at any time during the year ended December 31, 2019. The Company did not have any controlling shareholder at any time during the year ended December 31, 2019.

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

As at December 31, 2019, the Directors and the chief executives of the Company had the following interests or short positions in the Shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which have been notified to the Company and the Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO, including interests and short positions which the Directors and the chief executives of the Company are taken and deemed to have under such provisions of the SFO, or which are required to be and are recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules:

董事(續)

獨立非執行董事的獨立確認書

本公司已收到各獨立非執行董事(即陳廣壘先生、陳丹霞女士、俞德超先生及ZHANG Hongjiang先生)根據上市規則第3.13條的年度獨立確認書,及本公司認為該等董事於截至二零一九年十二月三十一日止年度具有獨立性。

董事及控股股東於重大交易、安排或合約中的權益

除合併財務報表附註33(b)所披露的關聯方交易及本董事會報告「關連交易」一節所披露的關連交易外,本公司或其任何附屬公司概無訂立董事及/或其任何關連實體於其中擁有重大權益(無論直接或間接)且於截至二零一九年十二月三十一日止年度末或該期間任何時間存續的任何重大交易、安排或合約。本公司於截至二零一九年十二月三十一日止年度的任何時間內均無任何控股股東。

董事及最高行政人員於股份、相關股份及債權證的權益及淡倉

於二零一九年十二月三十一日,董事或本公司最高行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的權益或淡倉(包括董事或本公司最高行政人員根據證券及期貨條例的有關條文被當作或視為擁有的權益或淡倉),或根據證券及期貨條例第352條須在該條例所述登記冊登記,或須根據上市規則內標準守則須知會本公司及聯交所的權益或淡倉將如下:

Directors' Report

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

董事及最高行政人員於股份、相關股份及債權證的權益及淡倉(續)

Interest in Shares of the Company

於本公司股份的權益

Name of Director	Nature of interest/Capacity	Number of ordinary Shares	Approximate percentage of the issued share capital ⁽⁴⁾
董事姓名	權益性質／身份	普通股數目	佔已發行股本概約百分比 ⁽⁴⁾
Mr. WANG Huainan ⁽¹⁾ 王懷南先生 ⁽¹⁾	Interest in controlled corporations 於受控制法團的權益	370,096,250 ⁽³⁾	22.18%
	Interest under voting agreement 投票協議下的權益	39,687,846 ⁽³⁾	2.38%
Mr. WANG Changying ⁽²⁾ 王長穎先生 ⁽²⁾	Interest in controlled corporations 於受控制法團的權益	550,943 ⁽³⁾	0.03%
Mr. XU Chong 徐翀先生	Beneficial owner 實益擁有人	416,000 ⁽³⁾	0.02%

Notes:

附註：

(1) As at December 31, 2019, 370,096,250 Shares are held by Wang Family Limited Partnership, which is owned by Golden Leaf Cayman Holdings Limited (general partner of Wang Family Limited Partnership) as to 0.01%, Golden Leaf Holdings Limited (sole shareholder of Golden Leaf Cayman Holdings Limited) as to 30%, and Mr. WANG Huainan in the capacity of trustee of Allen Wang Grantor Retained Annuity Trust (a limited partner of Wang Family Limited Partnership) as to 39.99%. Mr. WANG Huainan is the sole shareholder of Golden Leaf Holdings Limited and founder of Allen Wang Grantor Retained Annuity Trust. Accordingly, he is deemed to be interested in the Shares held by Wang Family Limited Partnership under the SFO.

(1) 於二零一九年十二月三十一日，370,096,250 股股份權益由 Wang Family Limited Partnership 持有，而 Wang Family Limited Partnership 由 Golden Leaf Cayman Holdings Limited (Wang Family Limited Partnership 的普通合夥人) 持有 0.01%、Golden Leaf Holdings Limited (Golden Leaf Cayman Holdings Limited 的唯一股東) 持有 30% 及王懷南先生以 Allen Wang Grantor Retained Annuity Trust (Wang Family Limited Partnership 的有限合夥人) 受託人身份持有 39.99%。王懷南先生為 Golden Leaf Holdings Limited 的唯一股東及 Allen Wang Grantor Retained Annuity Trust 的創立人。據此，根據證券及期貨條例，彼被視為於 Wang Family Limited Partnership 所持有的股份中擁有權益。

As at December 31, 2019, pursuant to the voting agreement dated September 10, 2018 entered into by Tenzing Holdings 2011, Ltd. ("Tenzing") with Mr. WANG Huainan, Mr. WANG Huainan as an attorney has the right to vote over all the 39,687,846 Shares held by Tenzing.

於二零一九年十二月三十一日，根據 Tenzing Holdings 2011, Ltd. (「Tenzing」) 與王懷南先生訂立的日期為二零一八年九月十日的投票協議，王懷南先生作為代理人有權就 Tenzing 持有的全部 39,687,846 股股份投票。

Directors' Report 董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

Interest in Shares of the Company (Continued)

Notes: (Continued)

- (2) As at December 31, 2019, Mr. WANG Changying wholly owned Wingnou Investments Limited and therefore Mr. WANG Changying is deemed to be interested in the Shares held by Wingnou Investments Limited under the SFO.
- (3) All the Shares are held in long position.
- (4) As at December 31, 2019, the total number of issued Shares of the Company was 1,668,910,609 (including any shares repurchased by the Company but not yet cancelled). As at December 31, 2019, a total of 6,039,000 Shares have been repurchased by the Company but not yet cancelled.

董事及最高行政人員於股份、相關股份及債權證的權益及淡倉(續)

於本公司股份的權益(續)

附註：(續)

- (2) 於二零一九年十二月三十一日，王長穎先生全資擁有 Wingnou Investments Limited，因此根據證券及期貨條例，王長穎先生被視為於 Wingnou Investments Limited 持有的股份中擁有權益。
- (3) 所有股份均以好倉持有。
- (4) 於二零一九年十二月三十一日，本公司已發行股份總數為 1,668,910,609 股（包括本公司已購回但尚未註銷的任何股份）。於二零一九年十二月三十一日，本公司合共購回 6,039,000 股股份，但尚未註銷。

Equity Interest in Zhongming (an association corporation of the Company)

於眾鳴的股份權益(本公司相聯法團)

Name of Director 董事姓名	Nature of interest/Capacity 權益性質／身份	Approximate percentage of equity interest 佔股權概約百分比
Mr. WANG Huainan ⁽¹⁾ 王懷南先生 ⁽¹⁾	Beneficial owner 實益擁有人	79.66%
	Interest in controlled corporations 於受控制法團的權益	0.47%
Mr. XU Chong ⁽²⁾ 徐翀先生 ⁽²⁾	Interest in controlled corporations 於受控制法團的權益	2.53%
Mr. WANG Changying 王長穎先生	Beneficial owner 實益擁有人	0.04%

Directors' Report 董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

Equity Interest in Zhongming (an association corporation of the Company) (Continued)

Notes:

- (1) As at December 31, 2019, Mr. WANG Huainan directly held approximately 79.66% equity interest in Zhongming. As he also is the general partner of Ningbo Baoshu, he is therefore deemed to be interested in the equity interest held by Ningbo Baoshu in Zhongming under the SFO.
- (2) As at December 31, 2019, Mr. XU Chong was the general partner of Ningbo Zhishan, Ningbo Honghu and Ningbo Yimengweima, which held equity interest in Zhongming as to approximately 1.76%, 0.47% and 0.30%, respectively. Mr. XU Chong is therefore deemed to be interested in such equity interest held by Ningbo Zhishan, Ningbo Honghu and Ningbo Yimengweima respectively under the SFO.

Save as disclosed above, as at December 31, 2019, none of the Directors or chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which had been recorded in the register maintained by the Company pursuant to section 352 of the SFO or which had been notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules. Save as disclosed in the section headed "Share Option Scheme" below, at no time was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors and chief executives of the Company (including their spouse and children under 18 years of age) to hold any interest or short positions in the Shares or underlying shares in, or debentures of, the Company or its associated corporations (within the meaning of Part XV of the SFO).

董事及最高行政人員於股份、相關股份及債權證的權益及淡倉(續)

於眾鳴的股份權益(本公司相聯法團)(續)

附註：

- (1) 於二零一九年十二月三十一日，王懷南先生直接持有眾鳴約79.66%股權。由於彼亦為寧波寶樹的普通合夥人，因此根據證券及期貨條例，彼被視為於寧波寶樹所持眾鳴股權中擁有權益。
- (2) 於二零一九年十二月三十一日，徐翀先生為寧波至善、寧波鴻鵠及寧波以夢為馬的普通合夥人，而該等公司分別於眾鳴持有約1.76%、0.47%及0.30%股權。因此根據證券及期貨條例，徐翀先生被視為於寧波至善、寧波鴻鵠及寧波以夢為馬所持有關股權中擁有權益。

除上文所披露者外，於二零一九年十二月三十一日，董事或本公司最高行政人員概無於本公司及其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債券中擁有或被視作擁有記錄於本公司根據證券及期貨條例第352條存置的登記冊的任何權益或淡倉，或已根據上市規則所載的標準守則知會本公司及聯交所的任何權益或淡倉。除下文「購股權計劃」一節所披露者外，於任何時間，本公司、其控股公司或其任何附屬公司概無訂立任何安排，致使董事或本公司最高行政人員(包括彼等的配偶及未滿十八歲的子女)於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份或相關股份或債券中持有任何權益或淡倉。

Directors' Report 董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at December 31, 2019, so far as is known to the Director or chief executives of the Company, the persons or corporations (other than Directors or chief executives of the Company) who had interest or short positions in the Shares and underlying shares of the Company or its associated corporation(s) which were required to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO were as follows:

主要股東與其他人士於股份及相關股份的權益及淡倉

就董事或本公司最高行政人員所深知，於二零一九年十二月三十一日，於本公司或其相聯法團的股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須披露予本公司的權益或淡倉，或須記入根據證券及期貨條例第336條規定須存置的登記冊內的權益或淡倉的人士或法團（董事或本公司最高行政人員除外）如下：

Name of Shareholder 股東姓名／名稱	Capacity/Nature of interest 身份／權益性質	Number of ordinary Shares 普通股數目	Approximate percentage of the issued share capital ⁽⁷⁾ 佔已發行股本概約百分比 ⁽⁷⁾
Fosun International Limited ⁽¹⁾ 復星國際有限公司 ⁽¹⁾	Interest in controlled corporations 受控法團權益	405,015,568 ⁽⁶⁾	24.27%
	Beneficial owner 實益擁有人	12,838,000 ⁽⁶⁾	0.77%
Fosun Holdings Limited ⁽¹⁾ 復星控股有限公司 ⁽¹⁾	Interest in controlled corporations 受控法團權益	417,853,568 ⁽⁶⁾	25.04%
Fosun International Holdings Ltd. ⁽¹⁾ 復星國際控股有限公司 ⁽¹⁾	Interest in controlled corporations 受控法團權益	417,853,568 ⁽⁶⁾	25.04%
Mr. GUO Guangchang ⁽¹⁾ 郭廣昌先生 ⁽¹⁾	Interest in controlled corporations 受控法團權益	417,853,568 ⁽⁶⁾	25.04%
Ms. TANG Yu ^{(2) (3)} TANG Yu女士 ^{(2) (3)}	Interest of spouse 配偶權益	409,784,096 ⁽⁶⁾	24.55%
Startree (BVI) Limited ⁽¹⁾ Startree (BVI) Limited ⁽¹⁾	Beneficial owner 實益擁有人	402,748,068 ⁽⁶⁾	24.13%
Fosun Health Holdings Limited ⁽¹⁾ Fosun Health Holdings Limited ⁽¹⁾	Interest in controlled corporations 受控法團權益	402,748,068 ⁽⁶⁾	24.13%

Directors' Report 董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

主要股東與其他人士於股份及相關股份的權益及淡倉(續)

Name of Shareholder 股東姓名 / 名稱	Capacity/Nature of interest 身份 / 權益性質	Number of ordinary Shares 普通股數目	Approximate percentage of the issued share capital ⁽⁷⁾ 佔已發行股本 概約百分比 ⁽⁷⁾
Wang Family Limited Partnership ⁽³⁾ Wang Family Limited Partnership ⁽³⁾	Beneficial owner 實益擁有人	370,096,250 ⁽⁶⁾	22.18%
Golden Leaf Holdings Limited ⁽³⁾ Golden Leaf Holdings Limited ⁽³⁾	Interest in a controlled corporation 受控法團權益	370,096,250 ⁽⁶⁾	22.18%
Golden Leaf Cayman Holdings Limited ⁽³⁾ Golden Leaf Cayman Holdings Limited ⁽³⁾	Interest in a controlled corporation 受控法團權益	370,096,250 ⁽⁶⁾	22.18%
Taobao China Holding Limited ⁽⁴⁾ 淘寶中國控股有限公司 ⁽⁴⁾	Beneficial owner 實益擁有人	165,212,457 ⁽⁶⁾	9.90%
Taobao Holding Limited ⁽⁴⁾ 淘寶控股有限公司 ⁽⁴⁾	Interest in controlled corporations 受控法團權益	165,212,457 ⁽⁶⁾	9.90%
Alibaba Group Holding Limited ⁽⁴⁾ Alibaba Group Holding Limited ⁽⁴⁾	Interest in controlled corporations 受控法團權益	165,212,457 ⁽⁶⁾	9.90%
TAL Education Group ⁽⁵⁾ 好未來教育集團 ⁽⁵⁾	Beneficial owner 實益擁有人	144,466,006 ⁽⁶⁾	8.66%
Bright Unison Limited ⁽⁵⁾ Bright Unison Limited ⁽⁵⁾	Interest in controlled corporations 受控法團權益	144,466,006 ⁽⁶⁾	8.66%
Mr. ZHANG Bangxin ⁽⁵⁾ 張邦鑫先生 ⁽⁵⁾	Interest in controlled corporations 受控法團權益	144,466,006 ⁽⁶⁾	8.66%

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

Notes:

- (1) As at December 31, 2019, Startree (BVI) Limited beneficially owns 402,748,068 Shares. Startree (BVI) Limited is wholly owned by Fosun Health Holdings Limited, a wholly-owned subsidiary of Fosun International Limited. Accordingly, Fosun Health Holdings Limited and Fosun International Limited are deemed to be interested in the Shares held by Startree (BVI) Limited. As at December 31, 2019, Fosun International Limited beneficially owns 12,838,000 Shares and is also deemed to be interested in 2,267,500 Shares held by its subsidiary, Fidelidade – Companhia de Seguros, S.A. The controlling shareholder of Fosun International Limited is Fosun Holdings Limited, which is a wholly-owned subsidiary of Fosun International Holdings Ltd. Mr. GUO Guangchang (郭廣昌) is the controlling shareholder of Fosun International Holdings Ltd. Accordingly, Mr. GUO Guangchang, Fosun International Holdings Ltd. and Fosun Holdings Limited are deemed to be interested in a total of 405,015,568 Shares, in which Fosun International Limited is interested or deemed to be interested.
- (2) Ms. TANG Yu is the spouse of Mr. WANG Huainan. By virtue of the SFO, Ms. TANG Yu is deemed to be interested in the Shares of the Company in which Mr. WANG Huainan is deemed to be interested.
- (3) Wang Family Limited Partnership was set up by Mr. WANG Huainan and his wife (Ms. TANG Yu). As at December 31, 2019, Wang Family Limited Partnership is owned by Golden Leaf Cayman Holdings Limited (general partner of Wang Family Limited Partnership) as to 0.01%, Golden Leaf Holdings Limited (sole shareholder of Golden Leaf Cayman Holdings Limited) as to 30%, and Mr. WANG Huainan in the capacity of trustee of Allen Wang Grantor Retained Annuity Trust (a limited partner of Wang Family Limited Partnership) as to 39.99%. Mr. WANG Huainan is the sole shareholder of Golden Leaf Holdings Limited and founder of Allen Wang Grantor Retained Annuity Trust. Accordingly, each of Mr. WANG Huainan, Golden Leaf Holdings Limited and Golden Leaf Cayman Holdings Limited is deemed to be interested in the Shares held by Wang Family Limited Partnership under the SFO.

主要股東與其他人士於股份及相關股份的權益及淡倉(續)

附註：

- (1) 於二零一九年十二月三十一日，Startree (BVI) Limited 實益擁有 402,748,068 股股份。Startree (BVI) Limited 由 Fosun Health Holdings Limited (復星國際有限公司的全資附屬公司) 全資擁有。據此，Fosun Health Holdings Limited 及復星國際有限公司被視為於 Startree (BVI) Limited 所持有股份中擁有權益。於二零一九年十二月三十一日，復星國際有限公司實益擁有 12,838,000 股股份，其亦被視為於其附屬公司 Fidelidade – Companhia de Seguros, S.A 所持有的 2,267,500 股股份中擁有權益。復星國際有限公司的控股股東為復星控股有限公司，後者為復星國際控股有限公司的全資附屬公司。郭廣昌先生為復星國際控股有限公司的控股股東。據此，郭廣昌先生、復星國際控股有限公司及復星控股有限公司被視為於合共 405,015,568 股股份中擁有權益，復星國際有限公司於該等股份中擁有或被視為擁有權益。
- (2) TANG Yu 女士為王懷南先生的配偶。根據證券及期貨條例，TANG Yu 女士被視為於王懷南先生被視為於其中擁有權益的本公司股份中擁有權益。
- (3) Wang Family Limited Partnership 由王懷南先生及其妻子 (TANG Yu 女士) 設立。於二零一九年十二月三十一日，Wang Family Limited Partnership 的權益由 Golden Leaf Cayman Holdings Limited (Wang Family Limited Partnership 的普通合夥人) 持有 0.01%、Golden Leaf Holdings Limited (Golden Leaf Cayman Holdings Limited 的唯一股東) 持有 30% 及王懷南先生以 Allen Wang Grantor Retained Annuity Trust (Wang Family Limited Partnership 的有限合夥人) 受託人身份持有 39.99%。王懷南先生為 Golden Leaf Holdings Limited 的唯一股東及 Allen Wang Grantor Retained Annuity Trust 的創立人。據此，根據證券及期貨條例，王懷南先生、Golden Leaf Holdings Limited 及 Golden Leaf Cayman Holdings Limited 各被視為於 Wang Family Limited Partnership 所持有股份中擁有權益。

Directors' Report 董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

Notes: (Continued)

- (4) As at December 31, 2019, each of Taobao Holding Limited (the sole shareholder of Taobao China Holding Limited) and Alibaba Group Holding Limited (the sole shareholder of Taobao Holding Limited) is deemed to be interested in the Shares held by Taobao China Holding Limited under the SFO.
- (5) As at December 31, 2019, each of Bright Unison Limited and its related parties (largest shareholder of TAL Education Group as to 28.6% with in aggregate voting power as to 70.9% as at December 31, 2019) and Mr. ZHANG Bangxin (張邦鑫) (sole shareholder of Bright Unison Limited) is deemed to be interested in the Shares held by TAL Education Group under the SFO.
- (6) All the Shares are held in long position.
- (7) As at December 31, 2019, the total number of issued Shares of the Company was 1,668,910,609 (including any shares repurchased by the Company but not yet cancelled). As at December 31, 2019, a total of 6,039,000 Shares have been repurchased by the Company but not yet cancelled.

Save as disclosed above, as at December 31, 2019, the Directors have not been notified by any person (not being the Directors or chief executives of the Company) who had interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO.

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 December 31, 2019.

主要股東與其他人士於股份及相關股份的權益及淡倉(續)

附註：(續)

- (4) 於二零一九年十二月三十一日，淘寶控股有限公司（淘寶中國控股有限公司的唯一股東）及 Alibaba Group Holding Limited（淘寶控股有限公司的唯一股東）根據證券及期貨條例被視為於淘寶中國控股有限公司持有的股份中擁有權益。
- (5) 於二零一九年十二月三十一日，Bright Unison Limited和其關聯方（於二零一九年十二月三十一日持有28.6%權益及總投票權70.9%，好未來教育集團最大股東）及張邦鑫先生（Bright Unison Limited的唯一股東）根據證券及期貨條例被視為於好未來教育集團持有的股份中擁有權益。
- (6) 所有股份均以好倉持有。
- (7) 於二零一九年十二月三十一日，本公司已發行股份總數為1,668,910,609股（包括由本公司已購回但尚未註銷的任何股份）。於二零一九年十二月三十一日，本公司已購回但尚未註銷的股份總數為6,039,000股。

除上文所披露者外，於二零一九年十二月三十一日，董事並無接獲任何人士（並非董事或本公司最高行政人員）通知，表示其於本公司股份或相關股份中擁有記入根據證券及期貨條例第336條規定須存置的登記冊內的權益或淡倉。

管理合約

截至二零一九年十二月三十一日止年度，概無就本公司全部或任何部分重要業務的管理及行政事宜訂立或存續任何合約。

SHARE OPTION SCHEME

A share option scheme was adopted at the annual general meeting of the Company held on June 13, 2019. A summary of the share option scheme is as follows:

The purpose of the share option scheme is to attract, retain and motivate talented employees to strive towards long term performance targets set by the Group and to provide them with an incentive to work better for the interest of the Group. The share option scheme will link the value of the Company with the interests of the participants, enabling the participants and the Company to develop together and promote the Company's corporate culture.

The participants of the share option scheme include any Director or employee or officers of any member of the Group, who the Board considers, in its sole discretion, have contributed or will contribute to the Group.

The maximum number of Shares which may be issued upon exercise of all share options to be granted under the share option scheme and any other share option schemes adopted by the Company shall not exceed 3% of the aggregate of the Shares in issue on June 13, 2019 unless Shareholders' approval has been obtained.

The maximum number of Shares issued and to be issued upon exercise of the share options granted to each participant (including both exercised, cancelled and outstanding share options) under the share option scheme or any other share option schemes adopted by the Company in any 12-month period is limited to 1% of the Shares in issue. Any further grant of share options in excess of this limit is subject to prior Shareholders' approval.

購股權計劃

本公司於二零一九年六月十三日舉行的股東週年大會上採納購股權計劃。購股權計劃概要如下：

購股權計劃旨在吸引、挽留及激勵有才幹僱員努力達成本集團制定的長期表現目標，同時激勵彼等更加努力地為本集團利益效力。購股權計劃會將本公司的價值與參與者的利益聯繫起來，使參與者及本公司能夠共同發展並弘揚本公司的企業文化。

購股權計劃的參與者包括董事會全權酌情認為曾經或將會為本集團做出貢獻的本集團任何成員公司的任何董事或僱員或高級職員。

除非已取得股東批准，否則因根據本公司採納的購股權計劃及任何其他購股權計劃將予授出的所有購股權獲行使而可能發行的股份數目上限，合共不得超過於二零一九年六月十三日已發行股份的3%。

於任何12個月期間內，因根據本公司所採納的購股權計劃或任何其他購股權計劃而授予每名參與者的購股權（包括已行使、已註銷及尚未行使購股權）獲行使而已發行及將予發行的股份數目上限不得超過已發行股份的1%。超出此限制的任何進一步購股權授出均須事先取得股東批准。

SHARE OPTION SCHEME (Continued)

Each grant of share options granted to any Director, chief executive or Substantial Shareholder of the Company, or any of their respective associates, shall be subject to the prior approval of the independent non-executive Directors of the Company (excluding any independent non-executive Directors who is a proposed grantee of the share option). In addition, any grant of share options to a substantial Shareholder or an independent non-executive Director of the Company, or any of their respective associates, in excess of 0.1% of the Shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Shares on the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to prior Shareholders' approval in general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of offer. Upon acceptance of the share options, a nominal consideration of HK\$1.00 is payable for the grant of options and such payment shall not be refundable. There is no minimum period for which a share option must be held before it can be exercised and no performance target need to be achieved by a grantee before the share options can be exercised unless the Directors otherwise determined.

The exercise price shall be at a price determined by the Directors at its absolute discretion and shall be at least the highest of (i) the closing price of the Shares of the Company as stated in the daily quotation sheets issued by the Stock Exchange on the date of offer; (ii) the average closing price of the Shares of the Company as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of offer; and (iii) the nominal value of a Share of the Company on the date of offer.

The share option scheme remains valid for a period of ten years commencing on June 13, 2019. As at December 31, 2019, no option had been granted or agreed to be granted, and thus no options had been exercised, cancelled or lapsed under the share option scheme. As a result, the total number of Shares available for grant under the share option scheme was 50,654,643, representing 3% of the total Shares in issue of the Company as at June 13, 2019, the adoption date of the share option scheme and representing 3% of the total Shares in issue of the Company as at the date of this annual report.

購股權計劃 (續)

授予本公司任何董事、最高行政人員或主要股東或彼等任何聯繫人的各購股權的授出均須事先取得本公司獨立非執行董事(任何作為購股權建議承授人的獨立非執行董事除外)的批准。此外，於任何十二個月期間內，倘向本公司主要股東或獨立非執行董事或彼等各自的任何聯繫人授出的任何購股權超出本公司任何時候已發行股份的0.1%或總價值(基於授出日期股份的收市價)超過5百萬港元，則有關授出須在股東大會上事先取得股東批准。

獲授予購股權者可自要約日期起計28日內接納購股權。於接納購股權時，應就授出的購股權支付名義代價1.00港元，且相關付款不可退回。除非董事另有決定，否則在行使購股權之前，概無持有購股權的最短期限，而承授人在行使購股權之前無需達致表現目標。

行使價應為董事全權酌情釐定的價格，且至少應為以下三者中的最高者：(i)於要約日期聯交所發佈的每日報價表中所載本公司股份的收市價；(ii)緊接要約日期前五個營業日聯交所發佈的每日報價表中所載本公司股份的平均收市價；及(iii)於要約日期本公司股份的面值。

購股權計劃維持有效，自二零一九年六月十三日起計為期十年。於二零一九年十二月三十一日，尚未根據購股權計劃授出或同意授出任何購股權，故概無購股權獲行使、註銷或失效。因此，購股權計劃下可供授出的股份總數為50,654,643股，佔本公司於二零一九年六月十三日(即購股權計劃的採納日期)已發行股份總數的3%，及佔本公司於本年度報告日期已發行股份總數的3%。

Directors' Report 董事會報告

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association, although there are no restrictions against such rights under the laws in the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders of the Company.

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding of the Company's securities.

EMOLUMENT POLICY

The Directors believe that the ability to attract, motivate and retain skilled and experienced personnel is of significant importance to the longterm successful development of the Group. The remuneration package for our employees generally includes salary and bonuses. We determine employee remuneration based on factors such as qualifications and years of experience. Employees also receive welfare benefits, including medical care, retirement benefits, occupational injury insurance and other miscellaneous items. We make contributions to mandatory social security funds for our employees to provide for retirement, medical, work-related injury, maternity and unemployment benefits. The Group has established a Remuneration Committee to review the policy and structure of the remuneration for the Directors and senior management and make recommendations on the remuneration packages of individual executive Directors and senior management. In general, the Group determines the emolument payable to its Directors based on each Director's qualifications, experience, time commitment and responsibilities, salaries paid by comparable companies as well as the performance of the Group.

優先購股權

儘管開曼群島法律並無有關優先購股權的限制，該等限制將要求本公司按比例向本公司現有股東發售新股份，本公司組織章程細則項下並無有關優先購股權的規定。

稅務減免及豁免

董事並不知悉任何股東因持有本公司證券而可獲得的稅務減免及豁免。

薪酬政策

董事認為吸引、激勵及挽留技術熟練及經驗豐富人員的能力對本集團長期成功發展至關重要。僱員的薪酬待遇一般包括工資及津貼。我們根據資格及經驗年數等因素釐定僱員薪酬。僱員亦可獲得福利，包括醫療、退休福利、工傷保險及其他雜項。我們為僱員提供強制性社保基金，以提供退休、醫療、工傷、生育及失業救濟金。本集團已成立薪酬委員會以審核董事及高級管理層薪酬政策及架構並就個別執行董事及高級管理層的薪酬待遇提供建議。一般而言，本集團基於董事資歷、經驗、服務年限及責任、可資比較公司支付的薪資以及本集團表現釐定應付董事薪酬。

Directors' Report

董事會報告

EMPLOYEE BENEFITS

Particulars of the employee benefits of the Group are set out in note 6(b) to the consolidated financial statements.

Pursuant to code provision B.1.5 of the CG Code, the annual remuneration of the senior management by band for the year ended December 31, 2019 is set out below:

Remuneration band	薪酬範圍	Number of senior managements 高級管理層人數
Nil to HK\$1,000,000	零至1,000,000港元	2
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至2,000,000港元	5
HK\$2,000,001 to HK\$3,000,000	2,000,001港元至3,000,000港元	2
HK\$4,000,001 to HK\$5,000,000	4,000,001港元至5,000,000港元	1

PUBLIC FLOAT

As at the Latest Practicable Date and based on the information that is publicly available to the Company and to the knowledge of the Directors, the Company has maintained minimum public float of 25% as required under the Listing Rules.

RIGHTS TO ACQUIRE THE COMPANY'S SECURITIES AND EQUITY-LINKED AGREEMENTS

At no time during the year was the Company, or any of its holding companies or subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executive of the Company or their respective associates to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of Shares in, or debentures of, the Company or any other body corporate, nor did the Company enter into any equity-linked agreement.

僱員福利

本集團僱員福利詳情載於合併財務報表附註6(b)。

根據企業管治守則的守則條文第B.1.5條，截至二零一九年十二月三十一日止年度高級管理層的年度薪酬範圍載列如下：

公眾持股量

於最後實際可行日期及基於本公司可獲得的公開信息及就董事所知，本公司已根據上市規則要求保持25%的最低公眾持股量。

收購本公司證券的權利及股票掛鈎協議

於年內任何時間，本公司、或其任何控股公司或附屬公司、或其任何同系附屬公司概無訂立任何安排，以使董事或本公司最高行政人員或彼等各自的聯繫人擁有任何認購本公司或其任何相聯法團（定義見證券及期貨條例）證券或以收購本公司或任何其他法人團體的股份或債權證的方式而獲得利益的權利，本公司亦無訂立任何股票掛鈎協議。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors had engaged in or had any interest in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group in 2019.

In order to eliminate any future competition with us, Mr. WANG Huainan undertook to us on November 6, 2018 that, so long as he remains as our largest Shareholder of the Company, he will not, and will procure all companies he controls not to engage in or develop any business competing or potentially competing with our main business or key products, including investment in, mergers and acquisitions of any companies, entities or economic organizations engaged in the same or similar core business or primarily manufacturing the same or similar products. In addition, he acknowledged that the Group shall have priority to develop any new business in the future, and he will not, and will procure any companies controlled by him not to develop such new business. Mr. WANG Huainan has ceased to be the largest Shareholder of the Company with effect from October 10, 2019.

PERMITTED INDEMNITY PROVISION

The Articles of Association provides that every Director, auditor or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a Director, auditor or other officer of the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted. Subject to the Companies Law (2020 Revision) of the Cayman Islands, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability. Such provisions were in force throughout the year ended December 31, 2019 and are currently in force. The Company has arranged for appropriate insurance cover for Directors' liabilities in respect of legal actions that may be brought against the Directors.

董事於競爭業務的權益

於二零一九年，概無董事從事或於直接或間接對本集團的業務構成競爭或可能構成競爭的任何業務中擁有任何權益。

為避免日後與我們構成任何競爭，王懷南先生於二零一八年十一月六日向我們承諾，只要其仍為本公司最大股東，彼將不會，並將促使其控制的全部公司不會從事或發展與我們的主要業務或關鍵產品構成競爭或可能構成競爭的任何業務，包括投資、併購從事相同或類似核心業務或主要生產相同或類似產品的任何公司、實體或經濟機構。此外，彼承認日後本集團將擁有開發任何新業務的優先權，且彼將不會，並將促使其所控制的任何公司不會發展該等新業務。王懷南先生自二零一九年十月十日起不再為本公司最大股東。

獲准許彌償條文

組織章程細則規定，每名董事、核數師或本公司其他高級職員應有權從本公司資產中獲得彌償，以彌償其作為董事、核數師或本公司其他高級職員在判定勝訴或獲開釋的任何法律程序（不論民事或刑事）中進行抗辯而招致或蒙受的一切損失或責任。在開曼群島公司法（二零二零年版本）規限下，如果任何董事或其他人士有個人責任須支付任何主要由本公司欠付的款項，董事會可簽立或促使簽立任何涉及或影響本公司全部或任何部分資產的按揭、質押或抵押，以彌償方式擔保因上述事宜而須負責的董事或人士免因該等法律責任而遭受任何損失。有關條文於截至二零一九年十二月三十一日止整個年度及現時一直生效。本公司已為董事就可能針對董事的法律行動責任安排適當保險。

CONNECTED TRANSACTIONS

We set out below a summary of the connected transactions (including continuing connected transactions) conducted/carried out by the Group for the year ended December 31, 2019.

Connected Transaction

Acquisitions of Equity Interest and Capital Increase in Stardoctor

On May 28, 2019, Haitun International entered into an equity interest transfer agreement with Fosun Pharma and Wanbang Cloud Health, pursuant to which Haitun International shall acquire 15% equity interest in Stardoctor from Fosun Pharma and 5% equity interest in Stardoctor from Wanbang Cloud Health, at a total consideration of RMB3.6 million.

On July 15, 2019, Haitun International entered into a capital increase agreement with Fosun Pharma and Fosun Health, pursuant to which the parties agreed to increase the registered capital of Stardoctor from RMB18 million to RMB26 million and contribute to the capital increase in proportion to their respective shareholding in Stardoctor. Accordingly, Haitun International contributed RMB4 million.

At the time of the acquisitions of equity interest and capital increase in Stardoctor, Wanbang Cloud Health was indirectly held as to 74% by Fosun Pharma. Fosun Pharma was a 30%-controlled company of Fosun International and Fosun Health was an indirectly wholly-owned subsidiary of Fosun International. Fosun International indirectly held more than 10% equity interest in the Company and thus a Substantial Shareholder of the Company. Accordingly, each of Wanbang Cloud Health, Fosun Pharma and Fosun Health was an associate of Fosun International and a connected person of the Company.

For more details, please see the announcement of the Company published on July 15, 2019.

關連交易

下文概述本集團截至二零一九年十二月三十一日止年度進行／開展的關連交易（包括持續關連交易）。

關連交易

小星醫生的股權收購及增資

於二零一九年五月二十八日，海國國際與復星醫藥及萬邦雲健康訂立股權轉讓協議，據此，海國國際將向復星醫藥收購小星醫生的15%股權並向萬邦雲健康收購小星醫生的5%股權，總代價為人民幣3.6百萬元。

於二零一九年七月十五日，海國國際與復星醫藥及復星健康訂立增資協議，據此，訂約方同意將小星醫生的註冊資本由人民幣18百萬元增至人民幣26百萬元，並按彼等各自於小星醫生的持股比例為增資出資。因此，海國國際出資人民幣4百萬元。

於小星醫生的股權收購及增資時，萬邦雲健康由復星醫藥間接持有74%。復星醫藥為復星國際的30%受控公司，而復星健康為復星國際的間接全資附屬公司。復星國際間接持有本公司超過10%股權，因此為本公司的主要股東。因此，萬邦雲健康、復星醫藥及復星健康各自為復星國際的聯繫人及本公司的關連人士。

有關更多詳情，請參閱本公司於二零一九年七月十五日刊發的公告。

CONNECTED TRANSACTIONS (Continued)

Connected Transaction (Continued)

Acquisition of Future Chaser

On July 15, 2019, BabyTree Hong Kong entered into a share transfer agreement with Dragon Cloud, pursuant to which BabyTree Hong Kong shall acquire 100% equity interest in Future Chaser from Dragon Cloud, at a consideration of the USD equivalent of RMB43.5 million.

Ms. TANG Yu is the spouse of Mr. WANG Huainan, who is the chief executive and a Substantial Shareholder of the Company and thus a connected person. Dragon Cloud is wholly owned by Ms. TANG Yu. Therefore, each of Dragon Cloud and Ms. TANG Yu is an associate of Mr. WANG Huainan and thus a connected person of the Company.

For more details, please see the announcement of the Company published on July 15, 2019.

Continuing Connected Transactions

We set out below a summary of the continuing connected transactions for our Group, which are subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Service Agreement with Stardoctor

On March 7, 2019, Zhongming entered into a service agreement with Stardoctor for a term of one year, pursuant to which Stardoctor will land on the platforms of Zhongming, providing online services of Expert Q&A and Mood Talking and pay technical service fee to Zhongming. The service fees will be collected from customers by Zhongming on behalf of Stardoctor and paid to Stardoctor by Zhongming on a monthly basis. The technical service fee is 15% of the relevant service fees for Expert Q&A business, and 15% of the relevant service fees for Mood Talking business. Zhongming shall provide continuing display of Stardoctor's brand on its platforms, and make marketing initiative to promote the brand both online and offline. Upon the expiry of the service agreement, Zhongming may propose to renew it for another one year under the same terms and conditions and with written consent from Stardoctor.

關連交易 (續)

關連交易 (續)

收購 Future Chaser

於二零一九年七月十五日，寶寶樹香港與 Dragon Cloud 訂立股份轉讓協議，據此，寶寶樹香港將以代價人民幣43.5百萬元的等值美元向 Dragon Cloud 收購 Future Chaser 的100%股權。

TANG Yu 女士為王懷南先生的配偶，王懷南先生為本公司行政總裁及主要股東，因此為關連人士。Dragon Cloud 由 TANG Yu 女士全資擁有。因此，Dragon Cloud 及 TANG Yu 女士各自為王懷南先生的聯繫人，並因此為本公司的關連人士。

有關更多詳情，請參閱本公司於二零一九年七月十五日刊發的公告。

持續關連交易

下文概述本集團須遵守上市規則第十四A章下申報、年度審核、公告及獨立股東批准規定的持續關連交易。

與小星醫生的服務協議

於二零一九年三月七日，眾鳴與小星醫生訂立為期一年的服務協議，據此，小星醫生將入駐眾鳴的平台，提供專家問答及心情傾訴在線服務，並向眾鳴支付技術服務費。服務費將由眾鳴代表小星醫生從客戶處收取，並由眾鳴按月支付予小星醫生。專家問答業務的技術服務費為相關服務費的15%，心情傾訴業務的技術服務費為相關服務費的15%。眾鳴應於其平台上持續展示小星醫生的品牌，並製定營銷計劃，以於線上和線下推廣該品牌。服務協議屆滿後，眾鳴可建議根據相同條款及條件並經小星醫生書面同意，將其續期一年。

CONNECTED TRANSACTIONS (Continued)

Continuing Connected Transactions (Continued)

Service Agreement with Stardoctor (Continued)

Stardoctor is a 30%-controlled company of Fosun Health, which is a fellow subsidiary of Startree with Fosun International being the holding company of both Stardoctor and Startree. Thus, Stardoctor is an associate of Startree in accordance with Rule 14A.13(3) of the Listing Rules. Startree holds more than 10% equity interest in the Company, and thus a Substantial Shareholder and a connected person of the Company in accordance with Rule 14A.07(1) of the Listing Rules. Therefore, Stardoctor is a connected person of the Company in accordance with Rule 14A.07(4) of the Listing Rules. For more details, please see the announcement of the Company published on March 7, 2019.

Contractual Arrangements

The Company has entered into a series of contractual arrangements (the “**Contractual Arrangements**”) with BabyTree Information, Zhongming and the Registered Shareholders of Zhongming, under which the Company gained effective control over, and received all the economic benefits generated by the business currently operated by the Consolidated Affiliated Entity. The Contractual Arrangements allow the financial results of the Consolidated Affiliated Entity to be consolidated and accounted for as if they were subsidiaries of our Company.

關連交易 (續)

持續關連交易 (續)

與小星醫生的服務協議 (續)

小星醫生為復星健康的30%受控公司，復星健康為Startree的同系附屬公司，復星國際為小星醫生及Startree的控股公司。因此，根據上市規則第14A.13(3)條，小星醫生為Startree的聯繫人。Startree持有本公司超過10%的股權，根據上市規則第14A.07(1)條的規定，為本公司的主要股東及關連人士。因此，根據上市規則第14A.07(4)條，小星醫生為本公司的關連人士。有關更多詳情，請參閱本公司於二零一九年三月七日刊發的公告。

合約安排

本公司已與寶實樹信息、眾鳴及眾鳴登記股東訂立一系列合約安排（「合約安排」），據此，本公司已獲得對目前由合併聯屬實體經營的業務的有效控制並收取由該等業務產生的全部經濟利益。合約安排使合併聯屬實體的財務業績獲合併及列賬，猶如彼等為本公司的附屬公司。

CONNECTED TRANSACTIONS (Continued)

Reasons for the Contractual Arrangements

We are engaged in the provision of Internet content services (the “**Relevant Businesses**”) in the PRC, which is considered value-added telecommunication services, a sector where foreign investment is subject to restrictions under the PRC laws and regulations.

Our Consolidated Affiliated Entity is Zhongming, a company established under the laws of the PRC, which holds the requisite license, permit and approval required for the provision of Internet content services through our mobile apps and websites in the PRC, including the ICP license, which are essential to the operation of our business. For further details of the limitations on foreign ownership in PRC companies conducting value-added telecommunications services and the licensing and approval requirement applicable to our business under the PRC laws and regulations, please see section headed “Regulatory Overview-Laws and Regulations in Relation to Foreign Investments in the Value-added Telecommunications Industry” in the Prospectus.

Since the Relevant Businesses are classified as foreign investment restricted businesses under applicable PRC laws, regulations or rules and there is no clear guidance or interpretation of any applicable qualification requirements, in order to comply with PRC laws and regulations and maintain effective control over our Internet content service operations, our Group entered into the Contractual Arrangements with Zhongming and the Registered Shareholders. Under the Contractual Arrangements, BabyTree Information has acquired effective control over the financial and operational management and results of Zhongming and is entitled to all the economic benefits derived from the operations of Zhongming. The Contractual Arrangements enable us to (i) receive substantially all of the economic benefits from Zhongming in consideration for the services provided by BabyTree Information to Zhongming under the Exclusive Business Cooperation Agreement; (ii) exercise effective control over Zhongming to conduct the relevant business; and (iii) hold an exclusive option to purchase all or any part of equity interests in Zhongming and/or assets or interests in any of the assets of Zhongming.

關連交易 (續)

訂立合約安排的原因

我們在中國從事提供互聯網內容服務(「**相關業務**」)，該等服務屬於電信增值服務，屬外商投資受中國法律法規限制的行業。

我們的合併聯屬實體為眾鳴(一間根據中國法律成立的公司)，其持有在中國通過移動應用程序及網站提供互聯網內容服務所需的牌照、許可證及批文(包括電信與信息服務業務經營許可證)，這對我們的業務營運至關重要。有關開展電信增值服務的中國公司的外資所有權限制以及根據中國法律法規適用於我們業務的特許及批准規定的進一步詳情，請參閱招股章程「監管概覽－關於外商投資增值電信業的法律及法規」一節。

由於相關業務根據適用中國法律、法規或規定獲分類為外商投資限制類業務，且對任何適用資質要求並無明確指引或詮釋，為遵守中國法律及法規並維持對我們互聯網內容服務運營的有效控制，本集團與眾鳴及登記股東訂立合約安排。根據合約安排，寶寶樹信息已獲得對眾鳴的財務及經營管理及業績的有效控制，並有權享有眾鳴業務帶來的所有經濟利益。透過合約安排，我們能夠(i)收取眾鳴的絕大部分經濟利益，作為獨家業務合作協議下寶寶樹信息向眾鳴所提供服務的對價；(ii)對眾鳴實施有效控制，以開展相關業務；及(iii)持有獨家購買權，以購買眾鳴全部或部分股權及／或資產或眾鳴任何資產的權益。

CONNECTED TRANSACTIONS (Continued)

Reasons for the Contractual Arrangements (Continued)

Our Directors, including our independent non-executive Directors, are of the view that (i) the Contractual Arrangements are fundamental to our Group's legal structure and business operations; and (ii) the Contractual Arrangements are on normal commercial terms or on terms more favorable to our Group in the ordinary and usual course of our Group's business and are fair and reasonable or to the advantage of our Group and are in the interests of our Shareholders as a whole.

Accordingly, notwithstanding that the transactions contemplated under the Contractual Arrangements technically constitute continuing connected transactions under Chapter 14A of the Listing Rules, our Directors consider that, given that our Group is placed in a special situation in relation to the connected transactions rules under the Contractual Arrangements, it would be unduly burdensome and impracticable, and would add unnecessary administrative costs to our Company, for all the transactions contemplated under the Contractual Arrangements to be subject to strict compliance with the requirements set out under Chapter 14A of the Listing Rules, including, among other things, the announcement and approval of independent Shareholders.

Risks relating to the Contractual Arrangements

We believe the following risks are associated with the Contractual Arrangements. Further details of these risks are set out on pages 84 to 90 of the Prospectus.

- If the PRC government finds that the agreements that establish the structure for operating our business in China do not comply with PRC laws and regulations, or if these regulations or their interpretations change in the future, we could be subject to severe consequences and the relinquishment of our interests in the Consolidated Affiliated Entity.

關連交易 (續)

訂立合約安排的原因 (續)

董事 (包括獨立非執行董事) 認為：(i) 合約安排對本集團的法律架構及業務營運至關重要；及(ii) 合約安排是在本集團正常及一般業務過程中按正常商業條款或對本集團較為有利的條款訂立，屬公平合理或對本集團有利，且符合股東整體利益。

因此，儘管合約安排項下擬進行交易技術上而言構成上市規則第十四A章下的持續關連交易，但董事認為，由於本集團就合約安排下的關連交易規則而言處於一個特殊位置，就合約安排項下所有擬進行交易嚴格遵守上市規則第十四A章所載 (其中包括) 公告及獨立股東批准等規定，將對本公司而言屬過度繁重及不切實際，並為本公司增加不必要的行政成本。

與合約安排有關的風險

我們認為以下風險與合約安排相關。有關該等風險的更多詳情載於招股章程第84頁至第90頁。

- 倘中國政府認定確立我們中國業務營運架構的協議不符合中國法律及法規，或倘該等法規或其解釋於未來發生變動，我們可能遭受嚴厲後果及被迫放棄於合併聯屬實體中的利益。

CONNECTED TRANSACTIONS (Continued)

Risks relating to the Contractual Arrangements (Continued)

- Our Contractual Arrangements may not be as effective in providing operational control as direct ownership and our Consolidated Affiliated Entity or its shareholders may fail to perform their obligations under our Contractual Arrangements.
- We may lose the ability to use the permits and licenses held by Zhongming that are important to the operation of our business if Zhongming declares bankruptcy or become subject to a dissolution or liquidation proceeding.
- Shareholders of Zhongming may potentially have a conflict of interest with us, and they may breach their contracts with us or cause such contracts to be amended in a manner contrary to our interests.
- We conduct relevant business operation in the PRC through our Consolidated Affiliated Entity by way of the Contractual Arrangements, but certain of the terms of the Contractual Arrangements may not be enforceable under PRC laws.
- If we exercise the option to acquire equity ownership of our Consolidated Affiliated Entity, the ownership transfer may subject us to certain limitations and substantial costs.
- Our Contractual Arrangements may be subject to scrutiny by the PRC tax authorities and additional taxes may be imposed. A finding that we owe additional taxes could substantially reduce our consolidated net income and the value of Shareholders' investment.

We face uncertainties with respect to the implementation of the FIL and how it may impact the viability of our current corporate structure, corporate governance and business operations.

關連交易 (續)

與合約安排有關的風險 (續)

- 我們的合約安排可能無法如直接所有權一樣有效提供營運控制，且合併聯屬實體或其股東可能無法履行其於合約安排下的責任。
- 倘眾鳴宣佈破產或面臨解散或清盤法律程序，我們可能失去使用眾鳴所持對我們的業務營運至關重要的許可及牌照的能力。
- 眾鳴的股東可能會與我們存在潛在利益衝突，且彼等可能違反與我們訂立的合約或致使該等合約以對我們不利的方式修改。
- 我們以合約安排的方式通過我們的合併聯屬實體在中國開展相關業務營運，但該等合約安排的若干條款可能無法根據中國法律強制執行。
- 倘我們行使購買權購買我們的合併聯屬實體的股權，則所有權轉讓可能令我們遭受若干限制並產生巨額成本。
- 中國稅務機構可能會詳細審查我們的合約安排並可能徵收額外稅款。如我們被認定欠付額外稅款，則可能導致我們的合併淨收入及股東的投資價值大幅降低。

我們就《外國投資法》的實施以及其將如何影響我們目前企業架構、企業管治及業務營運的存續性面臨不明朗因素。

CONNECTED TRANSACTIONS (Continued)

Risks relating to the Contractual Arrangements (Continued)

Since January 1, 2020, the FIL, which was approved by the National People's Congress on March 15, 2019 has taken effect, replaced the Sino-Foreign Equity Joint Venture Enterprise Law (《中外合資經營企業法》), the Sino-Foreign Cooperative Joint Venture Enterprise Law (《中外合作經營企業法》) and the Wholly Foreign-Owned Enterprise Law (《外資企業法》), together with their implementation rules and ancillary regulations, and become the legal foundation for foreign investment in the PRC. The FIL embodies an expected PRC regulatory trend to rationalize its foreign investment regulatory regime in line with prevailing international practice and the legislative efforts to unify the corporate legal requirements for both foreign and domestic investments. Under the FIL, "foreign investment" refers to the investment activities directly or indirectly conducted by foreign individuals, enterprises or other entities in China. The FIL stipulates three forms of foreign investment, and does not explicitly stipulate contractual arrangements as a form of foreign investment. However, it has a catch-all provision under definition of "foreign investment" to include investments made by foreign investors in China through means stipulated by laws or administrative regulations or other methods prescribed by the State Council. Therefore, there are possibilities that future laws, administrative regulations or provisions prescribed by the State Council may regard contractual arrangements as a form of foreign investment, at which time it would be uncertain as to whether foreign investment via contractual arrangements would be deemed to be in violation of the foreign investment access requirements and how the abovementioned contractual arrangements would be regulated. On December 26, 2019, the State Council issued the Implementation Regulations for the Foreign Investment Law of the PRC (《中華人民共和國外商投資法實施條例》) (the "Implementation Regulations") which became effective on January 1, 2020. The Implementation Regulations also does not specify contractual arrangements as a form of foreign investment. There is no guarantee that the contractual arrangements and our business will not be materially and adversely affected in the future due to changes in PRC laws and regulations. If future laws, administrative regulations or provisions prescribed by the State Council mandate further actions to be completed by companies with existing contractual arrangements, we may face substantial uncertainties as to whether such actions can be timely completed, or at all. Failure to take timely and appropriate measures to cope with any of these or similar regulatory compliance challenges could materially and adversely affect our current corporate structure and business operations.

關連交易 (續)

與合約安排有關的風險 (續)

自二零二零年一月一日起，《外國投資法》(經全國人民代表大會於二零一九年三月十五日批准)已生效並取代《中外合資經營企業法》、《中外合作經營企業法》及《外資企業法》(連同彼等實施細則和附屬法規)，成為中國外商投資的法律基礎。《外國投資法》體現了中國預期的監管趨勢，即根據現行國際慣例和立法力求統一國內外投資的企業法律規定，合理化外商投資監管制度。根據《外國投資法》，「外商投資」是指外籍人士、企業或其他實體在中國直接或間接進行的投資活動。《外國投資法》訂明三種形式的外商投資，並沒有明確訂明合約安排屬外商投資的一種。然而，根據「外商投資」的定義，其總括條文包括外國投資者根據國務院規定的法律、行政規定或其他方式在中國境內進行的投資。因此，國務院規定的日後的法律、行政規定或條文可能訂明合約安排為外商投資的一種形式，而在此情況下，我們的合約安排是否會被視為違反外商投資准入規定及將如何規管我們的上述合約安排仍屬不確定。國務院於二零一九年十二月二十六日發佈《中華人民共和國外商投資法實施條例》(「實施條例」)，該條例於二零二零年一月一日生效。實施條例亦並無訂明合同安排屬一種外商投資。由於中國法律法規的變更，我們無法保證合約安排及我們的業務日後不會受到重大不利影響。倘國務院規定的日後的法律、行政規定或條文要求訂有現存合約安排的公司採取進一步行動，我們可能會因未能及時完成或根本不能完成有關行動而面臨重大不確定性。因未能及時採取適當措施應對任何對該等或類似監管合規所構成的挑戰可能會對我們目前的企業架構和業務營運造成重大不利影響。

CONNECTED TRANSACTIONS (Continued)

Summary of Major Terms of the Contractual Arrangements

The Contractual Arrangements which were in place during the year ended December 31, 2019 and a brief description of the major terms of the structured contracts under the Contractual Arrangements are as follows:

- Exclusive Option and Equity Entrustment Agreement

Zhongming and the Registered Shareholders entered into an exclusive option and equity entrustment agreement with BabyTree Information on May 23, 2018 (the “**Exclusive Option and Equity Entrustment Agreement**”), pursuant to which (i) BabyTree Information, or any third party designated by BabyTree Information (the “**designee**”), was granted an irrevocable and exclusive right to purchase from each of the Registered Shareholders all or any part of their equity interests in Zhongming at a fixed exercise price (the “**Exercise Price**”) and/or from Zhongming all or any part of its assets or interests in any of its assets, for a consideration with reference to the total or relevant portion of the Exercise Price, and (ii) the Registered Shareholders irrevocably and exclusively entrusted their equity interest in Zhongming to BabyTree Information or the designee. Pursuant to the Exclusive Option and Equity Entrustment Agreement, the Registered Shareholders shall return any amount of purchase price exceeding the Exercise Price they have received to BabyTree Information. At BabyTree Information’s request, the Registered Shareholders and/or Zhongming will promptly and unconditionally transfer their respective equity interest in and/or assets of Zhongming to BabyTree Information (or its designee) after BabyTree Information exercises its purchase right. The Exclusive Option and Equity Entrustment Agreement will remain effective until the purchase right thereunder is exercised.

關連交易 (續)

合約安排主要條款概要

於截至二零一九年十二月三十一日止年度生效的合約安排及合約安排項下結構合約的主要條款概述如下：

- 獨家購買權及股權託管協議

於二零一八年五月二十三日，眾鳴及登記股東與寶寶樹信息訂立獨家購買權及股權託管協議（「**獨家購買權及股權託管協議**」），據此，(i)寶寶樹信息或由寶寶樹信息指定的任何第三方（「**指定方**」）獲授予不可撤銷及獨家權利，以固定行權價格（「**行權價格**」）向各名登記股東購買其於眾鳴的全部或任何部分股權，及／或以參考行權價格之全部或相關部分作為對價，向眾鳴購買其全部或任何部分資產或其任何資產之權益；及(ii)登記股東不可撤回及獨家委託其於眾鳴的股權予寶寶樹信息或其指定方。根據獨家購買權及股權託管協議，登記股東應將彼等已收到的購買價格超過行權價格的任何金額返還予寶寶樹信息。在寶寶樹信息的要求下，在寶寶樹信息行使其購買權後，登記股東及／或眾鳴將立即無條件將彼等各自於眾鳴的股權及／或資產轉讓予寶寶樹信息（或其指定方）。獨家購買權及股權託管協議將持續有效，直至其項下購買權獲得行使。

CONNECTED TRANSACTIONS (Continued)

Summary of Major Terms of the Contractual Arrangements (Continued)

- Exclusive Business Cooperation Agreement

Zhongming and the Registered Shareholders entered into an exclusive business cooperation agreement with BabyTree Information on May 23, 2018 (the “**Exclusive Business Cooperation Agreement**”), pursuant to which Zhongming agreed to engage BabyTree Information as its exclusive provider of management, consultancy, technical support, business support and equipment services. Under these arrangements, the service fees, subject to BabyTree Information’s adjustment, shall consist of all of the profit before taxes of Zhongming. BabyTree Information may adjust the service fees at its sole discretion, taking into consideration certain factors, including but not limited to the deduction of operating costs, expenses and other statutory contribution in relation to the respective fiscal year. The service fees shall be paid annually by Zhongming upon receipt of invoice issued by BabyTree Information.

Pursuant to the Exclusive Business Cooperation Agreement, BabyTree Information has the exclusive and proprietary rights to all intellectual properties developed by Zhongming and enjoys all the economic benefits generated from such intellectual properties, which will not be affected by the amendment, rescission or termination of the Exclusive Business Cooperation Agreement.

The Exclusive Business Cooperation Agreement shall remain effective until (i) BabyTree Information exercises its exclusive option to purchase the entire equity interests of the Registered Shareholders in Zhongming and/or the entire assets of Zhongming pursuant to the terms of the Exclusive Option and Equity Entrustment Agreement; or (ii) termination unilaterally made by BabyTree Information upon presentation of written notice 30 days in advance.

關連交易 (續)

合約安排主要條款概要 (續)

- 獨家業務合作協議

於二零一八年五月二十三日，眾鳴及登記股東與寶寶樹信息訂立獨家業務合作協議（「獨家業務合作協議」），據此，眾鳴同意聘請寶寶樹信息作為其管理、諮詢、技術支持、業務支持及設備服務的獨家供應商。根據該等安排，服務費（寶寶樹信息可能予以調整）應包含眾鳴的全部除稅前利潤。經考慮若干因素，包括但不限於扣除相關財政年度的運營成本、開支及其他法定供款，寶寶樹信息可全權酌情調整服務費。眾鳴應在收到寶寶樹信息發出的發票後按年支付服務費。

根據獨家業務合作協議，寶寶樹信息擁有眾鳴開發的所有知識產權的獨家及專有權利，並享有於該等知識產權產生的所有經濟利益，而不會受修改、廢除或終止獨家業務合作協議所影響。

獨家業務合作協議將持續有效，直至(i)寶寶樹信息根據獨家購買權及股權託管協議的條款行使獨家購股權，以購買登記股東於眾鳴的全部股權及／或眾鳴的全部資產；或(ii)寶寶樹信息經事先30日書面通知單方面終止。

CONNECTED TRANSACTIONS (Continued)

Summary of Major Terms of the Contractual Arrangements (Continued)

- Share Pledge Agreement

Zhongming, the Registered Shareholders and BabyTree Information entered into a share pledge agreement on May 23, 2018 (the “**Share Pledge Agreement**”), pursuant to which, the Registered Shareholders pledged all of their respective equity interests in Zhongming to BabyTree Information as collateral security to guarantee performance of their contractual obligations under the Exclusive Option and Equity Entrustment Agreement, the Exclusive Business Cooperation Agreement and the Powers of Attorney (as defined below).

The pledge in respect of shares of Zhongming takes effect upon completion of registration with the relevant administrative authorities, and shall be recorded on the register of shareholders and capital contribution certificate of the Registered Shareholders. If any of the items filed with the authorities under the Share Pledge Agreement shall be amended or updated, Zhongming shall amend such items within 10 days upon the relevant events occur. Should an event of default (as provided in the Share Pledge Agreement) occurs, unless it is successfully resolved to BabyTree Information's satisfaction within 10 days upon being notified by BabyTree Information, BabyTree Information by issuing written notification may exercise its right of pledge immediately or any time thereafter pursuant to the Share Pledge Agreement. The Registered Shareholders have agreed to irrevocably waive their pre-emptive right as existing shareholders when BabyTree Information exercises such right of pledge.

The Share Pledge Agreement will not terminate until (i) all obligations of Zhongming and the Registered Shareholders are satisfied in full; or (ii) BabyTree Information exercises its exclusive option to purchase the entire equity interests of the Registered Shareholders in Zhongming and/or the entire assets of Zhongming pursuant to the terms of the Exclusive Option and Equity Entrustment Agreement.

The pledges under the Share Pledge Agreement have been duly registered with the relevant PRC legal authority pursuant to PRC laws and regulations.

關連交易 (續)

合約安排主要條款概要 (續)

- 股權質押協議

眾鳴、登記股東及寶寶樹信息於二零一八年五月二十三日訂立股權質押協議（「**股權質押協議**」），據此，登記股東將彼等各自於眾鳴的全部股權作為抵押證券抵押予寶寶樹信息，以作為履行彼等於獨家購買權及股權託管協議、獨家業務合作協議及委託書（定義見下文）項下的合約義務的擔保。

有關眾鳴股份的質押於在有關行政機關登記完成後生效，並應登記於股東名冊及登記股東的出資證明書。倘向有關機關提交的股權質押協議項下的任何項目將予修訂或更新，眾鳴應在有關事件發生後10日內修訂該等項目。倘發生違約事件（如股權質押協議所規定者），除非在收到寶寶樹信息通知後10天內成功解決並得到寶寶樹信息信納，否則寶寶樹信息可通過發出書面通知立即或根據股權質押協議於其後的任何時間行使其質押權利。登記股東同意在寶寶樹信息行使該等質押權利時不可撤銷地豁免作為現有股東的優先權。

股權質押協議將不會終止，直至(i)眾鳴及登記股東的所有義務獲悉數滿足；或(ii)寶寶樹信息根據獨家購買權及股權託管協議的條款行使其獨家購股權，以購買登記股東於眾鳴的全部股權及／或眾鳴的全部資產。

根據中國法律及法規，股權質押協議項下的質押已在有關中國法律機關正式登記。

CONNECTED TRANSACTIONS (Continued)

Summary of Major Terms of the Contractual Arrangements (Continued)

- Powers of Attorney

An irrevocable power of attorney was entered into between each of the Registered Shareholders and BabyTree Information on May 23, 2018 (the “**Powers of Attorney**”), pursuant to which each of the Registered Shareholders appointed BabyTree Information and/or its designated persons as his/its exclusive agent and attorney to act on his/its behalf on all matters concerning Zhongming and to exercise all of his/its rights as shareholder of Zhongming.

As a result of the Powers of Attorney, the Company, through BabyTree Information, is able to exercise management control over the activities that most significantly impact the economic performance of Zhongming. The Powers of Attorney will be automatically terminated on the earlier of (i) the date the Registered Shareholder ceases to be the shareholder of Zhongming and (ii) the expiry date of operating period of Zhongming. In addition, the Registered Shareholders and BabyTree Information undertake to terminate the Powers of Attorney once BabyTree Information is allowed to directly hold equity interests in Zhongming and operate the relevant business once permitted under the then PRC laws.

- Spousal Undertakings

The spouse of each of Mr. WANG Huainan, Mr. WANG Changying, Mr. WANG Yawei and Mr. SHAO Zhenping executed an irrevocable undertaking on May 23, 2018, pursuant to which each of them expressly, unconditionally and irrevocably acknowledged and has undertaken that (i) any equity interests held by their respective spouse as a Registered Shareholder in Zhongming do not fall within the scope of their communal properties; (ii) each of them will not take any measures that are in conflict with the Contractual Arrangements, including any claims on the interests through legal proceedings; and (iii) each of them will take any necessary measures to procure the execution of the Contractual Arrangements.

關連交易 (續)

合約安排主要條款概要 (續)

- 委託書

於二零一八年五月二十三日，各登記股東與寶寶樹信息訂立了不可撤銷委託書（「委託書」），據此，各登記股東委任寶寶樹信息及／或其指定人士作為其獨家代理及律師以代表其就與眾鳴有關的所有事務行事並行使其作為眾鳴股東的全部權利。

得益於委託書，本公司得以通過寶寶樹信息對就眾鳴經濟表現而言影響最重大的活動實施管理控制。委託書將於：(i) 登記股東不再為眾鳴股東當日及(ii) 眾鳴營運期屆滿日期（以較早者為準）時自動終止。此外，登記股東及寶寶樹信息承諾，一旦寶寶樹信息根據當時中國法律獲准直接持有眾鳴股權及獲准經營相關業務時，將終止委託書。

- 配偶承諾

王懷南先生、王長穎先生、王亞偉先生及邵振平先生各自的配偶於二零一八年五月二十三日簽立不可撤銷承諾，據此，彼等各自明確、無條件及不可撤回地承認並承諾(i)彼等各自的配偶作為眾鳴登記股東所持有的任何股權不屬於其共有財產範圍；(ii)彼等各自均不會採取任何與合約安排相衝突的措施，包括通過法律程序對利益提出任何申索；及(iii)彼等各自將採取任何必要措施以促使合約安排的簽立。

CONNECTED TRANSACTIONS (Continued)

Summary of Major Terms of the Contractual Arrangements (Continued)

- Loan Agreement

BabyTree Information and Mr. WANG Huainan entered into a loan agreement on May 23, 2018 (the “**Loan Agreement**”), pursuant to which BabyTree Information provided Mr. WANG Huainan a loan in principal amount of RMB2,718,538,767.2 (the “**Principal Amount**”) to acquire the equity interests in Zhongming held by its then shareholders other than Ningbo Zhishan, Ningbo Baoshu, Ningbo Honghu, Ningbo Yimengweima and himself for the purpose of further stabilizing the corporate structure under the Contractual Arrangements. As of the Latest Practicable Date, Mr. WANG Huainan has fully utilized the amount of the loan, among which an aggregate of RMB63,393,845.6 was paid to Mr. WANG Yawei, Mr. WANG Changying, Mr. SHAO Zhenping and Beijing Lujin as advanced payment for their respective equity interests in Zhongming and the remaining RMB2,655,144,921.6 was paid to other existing shareholders to purchase their respective equity interests in Zhongming. Please see section headed “History, Reorganization and Corporate Structure-Pre-IPO Reorganization” in the Prospectus. The loan to Mr. WANG Huainan is treated as deemed investment to Zhongming, and was used to purchase its shares from the other shareholders for the purpose of stabilizing the Group’s corporate structure under the Contractual Arrangements, and was eliminated with the total equity of Zhongming when the consolidated financial statements of the Group was prepared. All the equity interests in Zhongming held and to be acquired by Mr. WANG Huainan (the “**Acquired Interests**”) will be pledged to BabyTree Information. Mr. WANG Huainan will not need to repay the loan, unless BabyTree Information (or its assignee) acquires all the Acquired Interests under the condition that such acquisition is allowed under the then PRC laws and regulations. The consideration for the Acquired Interests payable by BabyTree Information equals the Principal Amount and will be offset by the repayment by Mr. WANG Huainan under the Loan Agreement.

關連交易 (續)

合約安排主要條款概要 (續)

- 借款協議

寶寶樹信息及王懷南先生於二零一八年五月二十三日訂立借款協議(「**借款協議**」)。據此，寶寶樹信息向王懷南先生提供本金額人民幣2,718,538,767.2元(「**本金額**」)的貸款，以收購眾鳴當時股東(除寧波至善、寧波寶樹、寧波鴻鵠、寧波以夢為馬及其本人外)於眾鳴持有的股權，以進一步穩定合約安排項下的公司架構。截至最後實際可行日期，王懷南先生已悉數使用貸款金額，其中合共人民幣63,393,845.6元支付予王亞偉先生、王長穎先生、邵振平先生及北京鷺金，作為彼等各自於眾鳴股權的預付款，餘下人民幣2,655,144,921.6元支付予其他現有股東以購買彼等各自於眾鳴的股權。請參閱招股章程「歷史、重組及公司架構—首次公開發售前重組」一節。給予王懷南先生的貸款視作對眾鳴的投資處理，用於向其他股東購買其股份，旨在穩定本集團於合約安排下的企業架構，於編製本集團的合併財務報表時與眾鳴的權益總額抵銷。王懷南先生所持有及將收購的所有眾鳴股權(「**已收購權益**」)將會抵押予寶寶樹信息。除非寶寶樹信息(或其受讓人)在根據當時的中國法律及法規允許有關收購的條件下收購所有已收購權益，否則王懷南先生毋須償還貸款。寶寶樹信息應支付已收購權益的對價相當於本金額，並將由王懷南先生根據借款協議的還款予以抵銷。

CONNECTED TRANSACTIONS (Continued)

關連交易 (續)

Summary of Major Terms of the Contractual Arrangements (Continued)

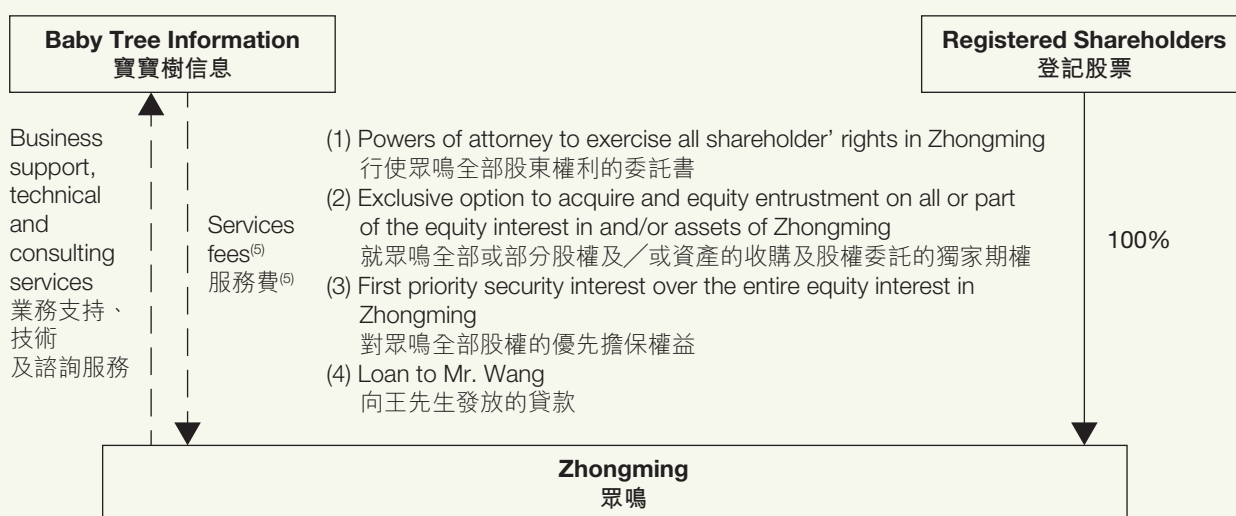
合約安排主要條款概要 (續)

- Loan Agreement (Continued)

- 借款協議 (續)

The following simplified diagram illustrates the flow of economic benefits from Zhongming and its subsidiaries to our Group stipulated under the Contractual Arrangements:

以下簡圖所示為根據合約安排眾鳴及其附屬公司對本集團的經濟利益流向：



¹ Notes:

¹ 附註：

- (1) Please refer to "Powers of Attorney" for details.
- (2) Please refer to "Exclusive Option and Equity Entrustment Agreement" for details.
- (3) Please refer to "Share Pledge Agreement" for details.
- (4) Please refer to "Loan Agreement" for details.
- (5) Please refer to "Exclusive Business Cooperation Agreement" for details.

- (1) 詳情請參閱「委託書」。
- (2) 詳情請參閱「獨家購買權及股權託管協議」。
- (3) 詳情請參閱「股權質押協議」。
- (4) 詳情請參閱「借款協議」。
- (5) 詳情請參閱「獨家業務合作協議」。

"→" denotes direct legal and beneficial ownership in the equity interest and "——→" denotes contractual relationship.

「→」表示股權中的直接合法及受益所有權，而「——→」表示合約關係。

CONNECTED TRANSACTIONS (Continued)

Summary of Major Terms of the Contractual Arrangements (Continued)

Apart from the above, there are no other new contractual arrangements entered into, renewed or reproduced between the Group and the Consolidated Affiliated Entity during the financial year ended December 31, 2019. There was no material change in the Contractual Arrangements and/or the circumstances under which they were adopted for the year ended December 31, 2019.

For the year ended December 31, 2019, none of the Contractual Arrangements has been unwound as none of the restrictions that led to the adoption of structured contracts under the Contractual Arrangements has been removed.

We have been advised by our PRC legal advisors that the Contractual Arrangements do not violate the relevant PRC regulations.

The revenue of Zhongming and its subsidiaries but excluding operations held by BabyTree Information and Meitun Mama for the year ended December 31, 2019 was RMB330.1 million, representing approximately 92.5% of the revenue for the year of the Group.

As of December 31, 2019, total assets held by Zhongming but excluding the intragroup loan (the “**Intragroup Loan**”) from Zhongming to BabyTree Information was RMB935.0 million, representing approximately 30.6% of the total assets of the Group. Please see page 133 of the Prospectus for details of the Intragroup Loan.

Mitigation Actions taken by the Company

Our management works closely with our executive Directors and our external legal counsels and advisors to monitor the regulatory environment and developments in PRC laws and regulations to mitigate the risks associated with the Contractual Arrangements.

關連交易 (續)

合約安排主要條款概要 (續)

除上文所述者外，於截至二零一九年十二月三十一日止財政年度內，本集團及合併聯屬實體並無訂立、重續或複製任何其他新合約安排。截至二零一九年十二月三十一日止年度，合約安排及／或其獲採納的條件並無出現重大變動。

截至二零一九年十二月三十一日止年度，由於合約安排項下結構合約獲採納的限制條件並未取消，因此並無解除任何合約安排。

我們的中國法律顧問告知，合約安排並未違反相關中國法規。

截至二零一九年十二月三十一日止年度，來自眾鳴及其附屬公司（但不包括寶寶樹信息及美國媽媽所持有的業務）的收益為人民幣330.1百萬元，約佔本集團年度收益的92.5%。

截至二零一九年十二月三十一日，眾鳴持有的資產總值（除眾鳴向寶寶樹信息授出的集團間貸款（「**集團間貸款**」）外）為人民幣935.0百萬元，約佔本集團資產總值的30.6%。有關集團間貸款之詳情請見招股章程第133頁。

本公司採取的緩解措施

我們的管理層與我們的執行董事及外部法律律師及顧問密切合作，以監測中國法律及法規的監管環境及發展，從而緩解與合約安排相關的風險。

Directors' Report

董事會報告

CONNECTED TRANSACTIONS (Continued)

The Extent to which the Contractual Arrangements relate to Requirements other than the Foreign Ownership Restriction

All of the Contractual Arrangements are subject to the restrictions as set out on pages 252 to 268 of the Prospectus.

Listing Rule Implications

The highest applicable percentage ratios (other than the profits ratio) under the Listing Rules in respect of the transactions associated with the Contractual Arrangements are expected to be more than 5%. As such, the transactions will be subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Waiver from the Stock Exchange

The Stock Exchange has granted the Company a waiver pursuant to Rule 14A.105 of the Listing Rules from (i) strict compliance with the announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the transactions under the Contractual Arrangements; (ii) setting a maximum aggregate annual value, i.e. an annual cap for the fees payable to BabyTree Information from Zhongming under the Contractual Arrangements; and (iii) fixing the term of the Contractual Arrangements to three years or less, for so long as the Shares are listed on the Stock Exchange subject to the following conditions:

- a) no change without independent non-executive Directors' approval;
- b) no change without independent Shareholders' approval;
- c) the Contractual Arrangements shall continue to enable our Group to receive the economic benefits derived by the Consolidated Affiliated Entity;

關連交易 (續)

合約安排受外國擁有權限制以外的規定規限的程度

所有合約安排均受招股章程第252頁至268頁所載限制規限。

上市規則涵義

上市規則下對該等合約安排相關交易的最高適用百分比率(利潤比率除外)預期將高於5%。因此,交易將須遵守上市規則第十四A章下的申報、年度審查、公告及獨立股東批准規定。

聯交所豁免

聯交所已根據上市規則第14A.105條豁免本公司,在股份於聯交所上市期間,(i)就合約安排項下交易嚴格遵守上市規則第十四A章下的公告及獨立股東批准規定;(ii)就根據合約安排眾鳴應付予寶寶樹信息的費用設置最高年度總值,即年度上限;及(iii)將合約安排的期限設定在三年或以內,惟須受以下條件所限:

- a) 未經獨立非執行董事批准不得作出更改;
- b) 未經獨立股東批准不得作出更改;
- c) 合約安排應繼續令本集團獲取合併聯屬實體所產生的經濟利益;

CONNECTED TRANSACTIONS (Continued)

Waiver from the Stock Exchange (Continued)

- d) the Contractual Arrangements may be renewed and/or reproduced upon expiry of the existing arrangements or in relation to any existing or new wholly foreign-owned enterprise or operating company (including branch company) engaging in the same business as that of the Group which the Group might wish to establish when justified by business expediency, without obtaining Shareholders' approval, on substantially the same terms and conditions as the Contractual Arrangements; and
- e) our Group will disclose details relating to the Contractual Arrangements on an ongoing basis.

Confirmation from Independent Non-executive Directors

Our independent non-executive Directors have reviewed the Contractual Arrangements and confirmed that (i) the transactions carried during the year ended December 31, 2019 had been entered into in accordance with the relevant provisions of the Contractual Arrangements, (ii) no dividends or other distributions have been made by the Consolidated Affiliated Entity to the holders of its equity interests which are not otherwise subsequently assigned or transferred to the Group during the year ended December 31, 2019, (iii) no new contracts had been entered into, renewed or reproduced between the Group and the Consolidated Affiliated Entity during the year ended December 31, 2019, and (iv) the Contractual Arrangements were entered into in the ordinary and usual course of business of the Group, on normal commercial terms or better, and according to the relevant agreement governing the Contractual Arrangements on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Our independent non-executive Directors have also reviewed the aforesaid continuing connected transactions other than the Contractual Arrangements and confirmed that they have been entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) according to the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

關連交易 (續)

聯交所豁免 (續)

- d) 在現有安排屆滿時，或對於本集團出於業務權宜之計而有意設立的任何與本集團從事相同業務的現有或新設外商獨資企業或經營公司（包括分公司）而言，可按照與該合約安排大致相同的條款及條件予以續期及／或重複實施合約安排，而毋須取得股東批准；及
- e) 本集團將持續披露與合約安排相關的詳情。

獨立非執行董事確認

獨立非執行董事已審閱合約安排並確認(i)於截至二零一九年十二月三十一日止年度進行的交易乃根據合約安排的有關條文訂立，(ii)於截至二零一九年十二月三十一日止年度，合併聯屬實體並無向其股權持有人派付任何其後未以其他方式轉讓或轉撥予本集團的股息或其他分派，(iii)於截至二零一九年十二月三十一日止年度，本集團與合併聯屬實體並無訂立、續期或複製任何新合約，及(iv)合約安排於本集團的日常及一般業務過程中按正常或更優商業條款及根據規管合約安排的相關協議訂立，屬公平合理，且符合本公司及股東的整體利益。

我們的獨立非執行董事亦已審閱上述持續關連交易（合約安排除外），並確認該等交易(i)於本集團的日常及一般業務過程中；(ii)按正常或更優商業條款；及(iii)根據規管該等交易的相關協議訂立，屬公平合理，且符合本公司及股東的整體利益。

CONNECTED TRANSACTIONS (Continued)

Confirmations from the Company's Independent Auditor

The Auditor of the Company has confirmed in a letter to the Board that, with respect to the aforesaid continuing connected transactions entered into in the year ended December 31, 2019:

- a) nothing has come to their attention that causes the Auditor to believe that the disclosed continuing connected transactions have not been approved by the Board.
- b) for transactions involving the provision of services by the Group, nothing has come to their attention that causes the Auditor to believe that the disclosed continuing connected transactions were not, in all material respects, in accordance with the pricing policies of the Group.
- c) nothing has come to their attention that causes the Auditor to believe that the disclosed continuing connected transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions.
- d) nothing has come to their attention that causes the Auditor to believe that any dividends or other distributions have been made by Zhongming to the holders of its equity interests which are not otherwise subsequently assigned or transferred to the Group.
- e) nothing has come to their attention that causes the Auditor to believe that the disclosed continuing connected transactions have exceeded the annual cap as set by the Company.

During the year ended December 31, 2019, no related party transactions disclosed in note 33(b) to the financial statements constituted a connected transaction or continuing connected transaction which should be disclosed pursuant to the Listing Rules. The Company has complied with the disclosure requirements prescribed in Chapter 14A of the Listing Rules with respect to the connected transactions and continuing connected transactions entered into by the Group during the year under review.

關連交易 (續)

本公司獨立核數師確認

本公司核數師就上文所述於截至二零一九年十二月三十一日止年度訂立的持續關連交易，於致董事會函件中確認：

- a) 彼等並無發現任何事宜令核數師認為已披露持續關連交易未獲董事會批准。
- b) 就涉及由本集團提供服務的交易而言，彼等並無發現任何事宜令核數師認為已披露持續關連交易在所有重大方面並未根據本集團的定價政策訂立。
- c) 彼等並無發現任何事宜令核數師認為已披露持續關連交易於所有重大方面並未根據規管該等交易的相關協議訂立。
- d) 彼等並無發現任何事宜令核數師認為眾鳴向其股權持有人派付任何其後未以其他方式轉讓或轉撥予本集團的股息或其他分派。
- e) 彼等並無發現任何事宜令核數師認為已披露持續關連交易已超逾本公司設定的年度上限。

於截至二零一九年十二月三十一日止年度，財務報表附註33(b)所披露的關聯方交易概無構成根據上市規則需作出披露的關連交易或持續關連交易。本公司已就本集團於回顧年內訂立的關連交易及持續關連交易遵守上市規則第十四A章內規定的披露要求。

CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of Directors of the Company since the Company's last published interim report and up to the Latest Practicable Date are set out below:

- 1) Mr. JING Jie has tendered his resignation as a non-executive Director to better focus on other business engagements, effective from October 31, 2019; and Mr. MA Jiangwei has tendered his resignation as a non-executive Director to as a result of his change of position within TAL, effective from January 20, 2020.
- 2) Mr. WU Ying has been appointed by the Board as a non-executive Director effective from January 20, 2020.
- 3) Mr. HU Weixiong has been appointed by the Board as a non-executive Director effective from October 31, 2019, and has tendered his resignation as a non-executive Director to better focus on his other business engagements, effective from March 30, 2020.
- 4) Mr. WANG Changying has been appointed by the Board as the Vice Chairman of the Company effective from March 30, 2020.

Save as disclosed above and in the sections headed "Directors and Senior Management" and "Directors' Service Contracts and Letters of Appointment", there are no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

董事資料變更

根據上市規則第13.51B(1)條，自本公司最近期刊發中期報告以來及直至最後實際可行日期，本公司董事資料變更載列如下：

- 1) 靖捷先生已辭任非執行董事以更專注於其他公務，自二零一九年十月三十一日起生效；及馬江偉先生因其於好未來的職位變動已辭任非執行董事，自二零二零年一月二十日起生效。
- 2) 吳穎先生已獲董事會委任為非執行董事，自二零二零年一月二十日起生效。
- 3) 胡偉雄先生已自二零一九年十月三十一日起獲董事會委任為非執行董事，及已自二零二零年三月三十日起已辭任非執行董事以更專注於其他公務。
- 4) 王長穎先生已獲董事會委任為本公司副主席，自二零二零年三月三十日起生效。

除上文以及「董事及高級管理層」及「董事服務合約及委任函」各節所披露者外，概無其他資料須根據上市規則第13.51B(1)條予以披露。

Directors' Report

董事會報告

ANNUAL GENERAL MEETING

The AGM of the Company will be held on Thursday, June 11, 2020. A notice convening the AGM and all other relevant documents will be published and dispatched to the Shareholders of the Company in the manner required by the Listing Rules in due course.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the AGM, the Company's register of members will be closed from Friday, June 5, 2020 to Thursday, June 11, 2020, both dates inclusive, during which period no transfer of share will be effected. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Thursday, June 4, 2020.

CORPORATE GOVERNANCE

The Company's corporate governance principles and practices are set out in the Corporate Governance Report on pages 52 to 85 of this annual report.

AUDIT COMMITTEE

The audit committee of the Company has reviewed the accounting principles and policies adopted by the Group and discussed the Group's risk management, internal controls and financial reporting matters with the management. The audit committee has reviewed the audited consolidated financial statements of the Group for the year ended December 31, 2019.

股東週年大會

本公司股東週年大會將於二零二零年六月十一日(星期四)舉行。召開股東週年大會的通知以及其他所有相關文件將按上市規則所規定的方式適時發佈並派發予本公司股東。

暫停辦理股份過戶登記手續

為釐定有權出席股東週年大會並於會上投票之資格，本公司將於二零二零年六月五日(星期五)至二零二零年六月十一日(星期四)(包括首尾兩日)暫停辦理股份過戶登記手續，期間將不進行任何股份過戶登記。為符合資格出席股東週年大會並於會上投票，本公司股份的未登記持有人務請確保在不遲於二零二零年六月四日(星期四)下午四時三十分前將所有過戶文件連同有關股票送達本公司香港股份過戶登記分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)進行登記。

企業管治

本公司企業管治原則及慣例載於本年度報告第52至85頁的企業管治報告。

審核委員會

本公司審核委員會已審閱本集團所採納的會計原則及政策並與管理層討論本集團的風險管理、內部控制及財務申報事宜。審核委員會已審閱本集團截至二零一九年十二月三十一日止年度的經審核合併財務報表。

Directors' Report 董事會報告

AUDITOR

The financial statements for the year ended December 31, 2019 have been audited by KPMG who shall retire at the forthcoming AGM and, being eligible, will offer themselves for re-appointment. A resolution will be proposed at the forthcoming AGM to re-appoint KPMG as the auditor of the Company.

Save as otherwise stated, all references above to other sections, reports or notes in this annual report form part of this Directors' Report.

On behalf of the Board

WANG Huainan
Chairman

March 30, 2020

核數師

畢馬威會計師事務所已審核截至二零一九年十二月三十一日止年度的財務報表，其將於應屆股東週年大會上輪值退任，且合資格並願意於股東週年大會上膺選連任。將於應屆股東週年大會提呈決議案，重新委任畢馬威會計師事務所為本公司核數師。

除另有說明者外，上文所提及本年度報告內其他章節、報告或附註均構成本董事會報告的一部分。

代表董事會

王懷南
主席

二零二零年三月三十日

Environmental, Social and Governance Report

環境、社會及管治報告

§1 REPORT ON ESG

This report is the second Environmental, Social and Governance (“ESG”) Report released by BabyTree Group. This report focuses on the Company’s efforts and contributions to the environment, society and governance, as well as our outlook for the future. We hope that through the publication of this report, we will strengthen communication and liaison with our stakeholders.

The Board of Directors and all the Directors of the Company hereby warrant that the contents of this report do not contain any false representations, misleading statements or material omissions and take joint and several liabilities for the authenticity, accuracy and completeness of the contents.

Business Description

The Company’s continuing operations mainly consist of two platforms, i.e. Babytree Parenting and WeTime. Babytree Parenting platform, an online platform for expecting parents and young parents in China to communicate with each other and find the best pregnancy and parenting advice, comprises Babytree Parenting mobile app and babytree.com. WeTime platform focuses on child development, providing social recording medium and early education content and tools. In addition, the Company conducts business through Meitun Mama, an M&C product-focused e-commerce platform.

Reference Remarks

In order to facilitate the presentation and be easy to read, “BabyTree Group” in this report is referred to as “BabyTree”, “the Company” and “We”.

§1 關於環境、社會及管治報告

本報告為寶寶樹集團第二次發佈的《環境、社會及管治報告》。本報告主要介紹公司在環境、社會及管治方面做出的努力與貢獻和對未來的展望，我們希望通過發佈此報告，加強與各利益相關方的溝通和聯繫。

公司董事會及全體董事保證本報告內容不存在任何虛假記載、誤導性陳述或重大遺漏，並對內容的真實性、準確性和完整性承擔個別及連帶責任。

業務說明

公司的持續經營業務主要是寶寶樹孕育和小時光兩個平台。寶寶樹孕育平台由寶寶樹孕育手機應用程序和babytree.com組成，是為中國的準父母和年輕父母提供相互交流及獲得最佳孕育建議的在線平台。小時光平台專注兒童發展，提供社交記錄媒介和早教內容及工具。此外，公司通過美國媽媽平台開展母嬰產品類電商業務。

名稱說明

為了便於表述和方便閱讀，「寶寶樹集團」在本報告中以「寶寶樹」、「公司」和「我們」表示。

Environmental, Social and Governance Report

環境、社會及管治報告

Reporting Period

The Company's "Environmental, Social and Governance Report" is an annual report for the period from 1 January 2019 to 31 December 2019.

Basis of Preparation

The contents of this report are prepared in the light of the requirements of Environmental, Social and Governance Reporting Guide (the "ESG Reporting Guide") set out in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Access to this Report

You can download the Chinese and English version of this report on the website of the Stock Exchange at <http://www.hkexnews.hk> or the website of the Company at ir.babytree.com. This report is published in both Chinese and English. In case of any discrepancies among the different versions, the Chinese version shall prevail.

§2 ENVIRONMENTAL AND SOCIAL RESPONSIBILITY CONCEPTS AND MANAGEMENT

The Company mainly engages in the operation of maternity and child-focused community platforms, which is committed to connecting and serving young families, so that young families can enjoy a wonderful life journey. "Kind-hearted, Honest, Economical and Joyful Win (善愛信行, 眾省趣贏)" are the Company's core values. The Company strives to build an internet-based platform but not rigidly sticking to the internet for the satisfaction of needs of young Chinese families to learn, communicate, record and shop. It is the Company's basic social responsibility to enable young Chinese parents to cultivate healthy, friendly, intelligent and brave next generation through sharing and communication.

時間範圍

公司《環境、社會及管治報告》為年度報告，報告期間為2019年1月1日至2019年12月31日。

編製依據

本報告的內容是參照香港聯合交易所有限公司（「聯交所」）附錄二十七《環境、社會及管治報告指引》（「ESG報告指引」）的要求編製而成。

報告獲取

您可以在聯交所的網站 <http://www.hkexnews.hk> 或本公司的網站 ir.babytree.com 下載本報告的中英文版本。本報告以中英文兩種文字出版，在對兩種文本理解發生歧義時，請以中文文本為準。

§2 環境及社會責任理念和管理

公司的主要業務是母嬰社區平台運營，致力於連接及服務年輕家庭，讓年輕家庭享受美好的生命旅程。「善愛信行，眾省趣贏」是公司的核心價值觀，公司努力構建一個以互聯網為基礎，但不拘泥於互聯網的愛的平台，滿足中國年輕家庭學習、交流、記錄、購物的需求。讓全中國的年輕父母在分享和交流中培養健康、友愛、智慧、勇敢的下一代是公司基本的社會責任。

Environmental, Social and Governance Report

環境、社會及管治報告

While paying attention to economic benefits, the Company identifies environmental and social impacts in the operation process, respects the interests of internal and external stakeholders, and adopts positive response measures in these processes in order to achieve harmonious coexistence between Company operations and society and the environment.

公司在關注經濟效益的同時，識別運營過程中對環境和社會的影響，尊重內外部利益相關方的利益，並在這些過程中採取積極應對措施，以期達到公司運營與社會和環境的和諧共處。

§3 MATERIALITY ASSESSMENT

§3 重要性議題評估

§3.1 Materiality Assessment Procedures

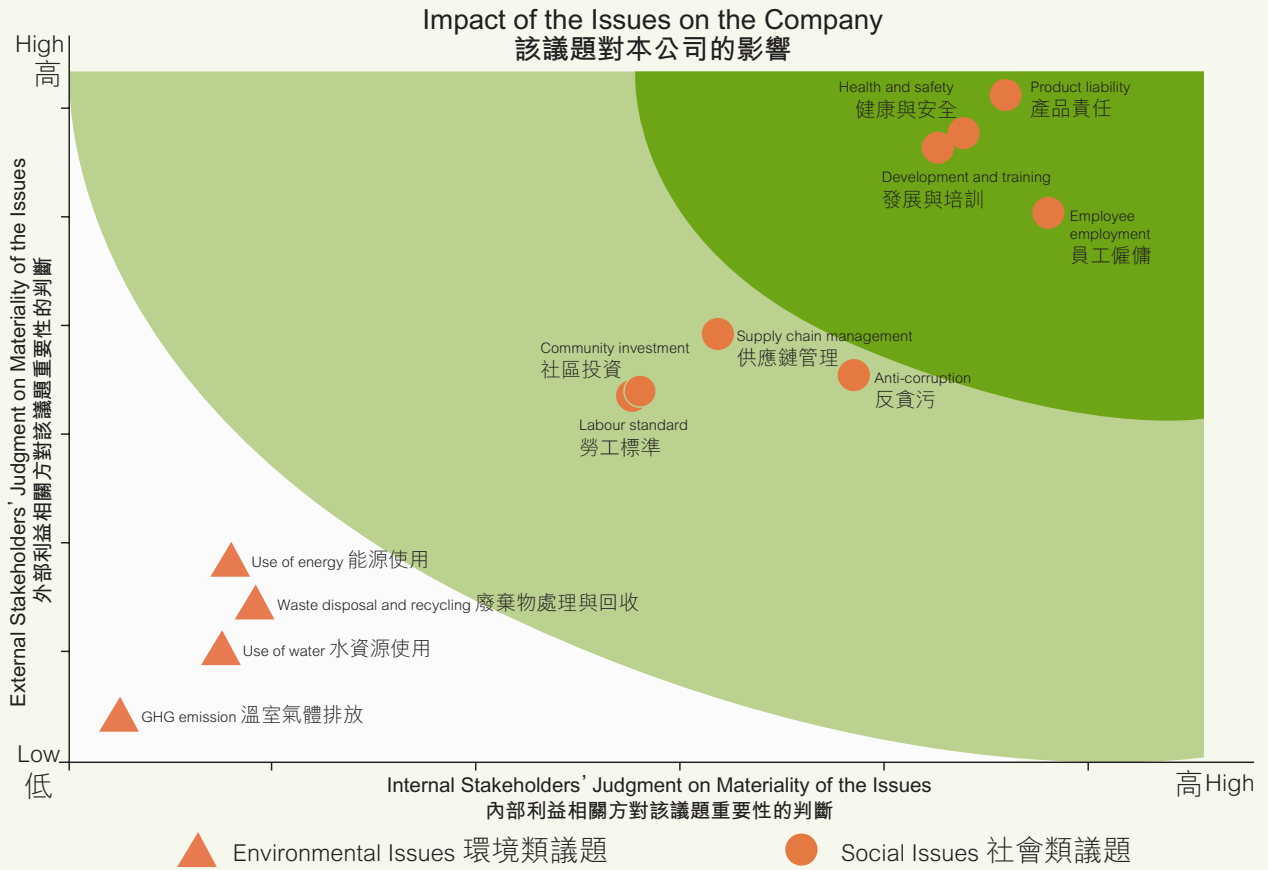
§3.1 重要性評估流程

- 1) ESG issues related to the Company are identified by analysing the HKEx ESG Reporting Guide and peer disclosure issues;
 - 2) Key stakeholders are invited to assess the materiality of the identified issues. Internal stakeholders mainly consider the Company's long-term development strategy, management improvement, investment urgency and competitive advantage. External stakeholders mainly consider the degree of influence on the Company's evaluation and decision-making and the impact on the external stakeholders' interests. The evaluation of internal and external stakeholders will be integrated to form the first draft of the materiality matrix;
 - 3) Materiality of the issues to be reviewed by the Company's management is prioritized;
 - 4) After the reporting period, the Company will organize internal and external stakeholders to give feedback on the contents of this report to prepare for the next report.
- 1) 通過分析香港交易所ESG報告指引和同業披露的議題，識別出與公司相關的ESG議題；
 - 2) 邀請重要利益相關方對所識別出的議題重要性進行評估，其中內部利益相關方主要從公司長遠發展戰略角度、管理提升角度、投入急迫性角度以及競爭優勢角度進行考慮，外部利益相關方主要從對公司評價和決策的影響程度以及對外部利益相關方自身利益影響的角度進行考慮；整合內、外部利益相關方的評估情況，形成重要性矩陣初稿；
 - 3) 公司管理層審批議題重要性排序；
 - 4) 報告期後，公司將組織內外部利益相關方對本期報告內容進行反饋，為下一期報告做準備。

Environmental, Social and Governance Report 環境、社會及管治報告

§3.2 Issues Materiality Matrix

§3.2 議題重要性矩陣



Environmental, Social and Governance Report

環境、社會及管治報告

§4 PRODUCTS FOR LOVE, PREGNANCY AND PARENTING

§4.1 Building an Outstanding M&C Community

As a leading brand in China's M&C community, BabyTree is committed to connecting and serving young families, taking "let young families enjoy a beautiful journey greeting new life – pregnancy, parenting and teaching" as its development mission. Based on channels including BabyTree Parenting APP, WeTime APP, and WeChat official account and BabyTree official website, BabyTree has built a BabyTree community platform with strong social networking functions and high-quality contents. BabyTree provides comprehensive products and services on this community platform to meet the seven core needs of young families before and after birth of babies: knowledge acquisition, sharing and communication, companion growth, shopping, early education, health services and financial services. The aim is to cultivate a healthy, friendly, intelligent and brave new generation.

Knowledge acquisition is mothers' important need. BabyTree provides full support to mothers with knowledge contents and content acquisition methods. BabyTree provides users with knowledge covering the entire life cycle in the form of "Daily Knowledge". It provides universal knowledge of health care and child development through M&C featured topics and research institutes; provide targeted professional knowledge for mothers through community forums, replies from experts. Via the open platform and KOL system, more professional production contents are presented on the BabyTree platform to meet users' appetite for related professional knowledge related to newborn babies and the like. At the same time, BabyTree will offer a function known as "facial recognition for all users" based on big data and user portraits to provide users more accurate content recommendations.

§4 愛產品 孕育放心

§4.1 構建卓越母嬰社區

寶寶樹作為中國母嬰社區中的領先品牌，致力於連接及服務年輕家庭，以「讓年輕家庭享受美好的新生命孕、育、教的旅程」作為發展使命，以寶寶樹孕育APP、小時光APP、微信公眾號和寶寶樹官網等渠道為基礎，構建具有強大社交功能和優質內容的寶寶樹社區平台。寶寶樹在該社區平台上提供全面的產品和服務，以滿足圍繞寶寶出生前後的年輕家庭知識獲取、分享交流、陪伴成長、消費購物、早教任務、健康服務、金融服務等七個核心需求。從而培養健康、友愛、智慧、勇敢的新一代。

知識獲取是媽媽們的重要需求，寶寶樹從知識內容及內容獲取途徑方面給予媽媽們全方位的支持。寶寶樹通過「每日知識」的形式，為用戶提供覆蓋孕育全生命周期的知識；通過母嬰專題和研究院的方式，提供健康醫療和兒童發展的普適性的知識；通過社區論壇交流、專家答疑等，有針對性的為媽媽們提供專業的知識；通過開放平台和達人體系，使得有更多的專業生產內容呈現在寶寶樹的平台上，滿足用戶對新生嬰兒等相關專業知識的需求。同時，寶寶樹將基於大數據和用戶畫像，推行「千人千面」的功能，給到用戶更精準的內容推薦。

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In 2019, the Company focused on BabyTree's unique IP "BabyTree Research Institutes", such as the Breast Milk Research Institute, Organic Research Institute, Digestion and Absorption Research Institute, Diqiao Calcium Nutrition Research Institute. BabyTree fully understood the problems faced by young families and provided more professional and targeted supports to young families with babies. Through online courses, online Q&A, and front edge consulting, issues relating to baby health, diet and newborn childcare knowledge which puzzled novice parents were addressed specifically and professional supports were extended.

2019年公司著力打造寶寶樹獨有IP寶寶樹研究院，如母乳研究院、有機研究院、消化吸收研究院、迪巧鈣營養研究院等。寶寶樹洞察年輕家庭的痛點，更專業、更有針對性的向年輕寶媽寶爸們提供支持，通過線上課程、線上問答、前沿諮詢等，針對寶寶健康、飲食、新生兒育兒知識等新手爸媽正面臨的棘手問題，給予專業的支持。



BabyTree Research Institutes
寶寶樹研究院

For sharing and idea exchange, the Company provides mothers with communication platforms featuring KOLs, same-age group, same-city group, interest topics, etc., so as to build a communication channel for mothers. Helping to capture the interesting moments of parenting, the Company provides recording tools for photo albums and videos to record every moment of baby's growth and encourage more relatives and friends to participate and interact. Catering to various needs for shopping, the Company has multiple shopping platforms for mothers. The Company cooperated with Alibaba to create a shopping content system, such as an upgraded version of Global Treasure Hunting, to provide Chinese mothers with a one-stop search for high-quality original M&C products from every part of the world. In 2019, the Company cooperated with Feihe and Maeil to build the China site and South Korea site. Regarding early education, the Company cooperates with postdoctoral teams from Harvard University and Hong Kong University to establish assessment, task, and

在分享交流上，公司為媽媽們提供達人、同齡圈、同城圈、話題等交流平台，為媽媽架起溝通的橋樑。在陪伴成長上，公司提供相冊、視頻等記錄工具，記錄寶寶成長的每個瞬間，並鼓勵更多親朋好友參與互動。在消費購物上，公司有多個購物平台，全方位滿足媽媽購物需求；公司與阿里巴巴共創購物內容體系，如升級《全球尋寶》，為中國媽媽們提供一站式探尋世界各國優質原產母嬰好貨，2019年公司與飛鶴、每日乳業等合力打造中國站、韓國站。在早教任務上，公司與哈佛大學和香港大學博士後團隊開展合作，建立寶寶成長的評測、任務、學習機制，更普及早教，讓家庭經濟水平並不太高家庭的寶寶也能接受到專業系統的早教。在

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learning mechanisms for baby's growth, and to popularize early education so that babies from families of less favourable economic conditions can also access to the professional system for early education. In terms of health services, the Company provides accurate Internet-based matching of M&C groups for users, and has launched the Internet health consulting platform "Stardoctor" to provide young families with friendly and caring health consulting services. In terms of financial services, the Company makes good use of data to analyse the financial scenarios and needs of young families, while matching, optimizing and innovating financial products for the promotion of health and education.

健康服務上，公司以互聯網為基礎，精準連接母嬰人群，推出互聯網健康諮詢平台「小星醫生」，為年輕家庭提供親切的、有溫度的健康諮詢服務。在金融服務上，公司以數據為核心，分析年輕家庭的金融場景和需求，從健康和教育切入，匹配、優化、創新金融產品。



Global Treasure Hunting – Feihe China Site
全球尋寶 – 飛鶴中國站

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In addition, in order to help younger parents to take better care of their babies, understand their needs, and improve interaction with their babies, the Company launched a number of products in artificial intelligence, such as a baby crying translator. Signals received indicating baby's cry are automatically translated into text, and its accuracy rate is more than 80%. At the same time, the Company is cooperating with Alibaba Dharma Institute to create a product that can simulate parents' voices and read picture books for babies.

In 2019, the Company won the "Most Popular APP Award 2018" granted by telworld.com.cn, the "Cutting-edge Parenting MCN Agency in 2019" awarded by <https://www.toutiao.com/>, and the "2019 Most Popular M&C App Award" and "2019 M&C Industry Leader" title awarded by www.cnr.cn., "2019 Top Ten Innovative Brands of China's Economy (Industry)" title awarded by the Economy Magazine, and "2019 Excellent Star" title awarded by Analyses International.

In the future, the Company plans to build a content ecosystem with diversified contents in various forms including texts, graphics, audio, long videos, short videos, live stream. Through multi-dimensional content building including such aspects as early education tasks, health services, maternity and post-partum recovery, financial services, user's life cycle is broadened and user's stickiness toward the platform is enhanced.

此外，為了幫助年輕寶爸寶媽更好的照顧寶寶，了解寶寶的需求，提高與寶寶的互動，公司在人工智能方面推出了多項產品，例如寶寶哭聲翻譯器，當接收到寶寶哭聲信號後，能夠自動翻譯成文字，其準確識別率超過80%以上。同時，公司正在與阿里巴巴達摩院合作，打造一款能夠模擬父母聲音為寶寶讀繪本的產品。

2019年，公司分別獲得由運營商財經網頒發的「2018年最受歡迎APP獎」，由今日頭條頒發的「2019年度育兒領域新銳MCN機構」，由央廣網頒發的「2019年度最受歡迎母嬰APP」及「2019母嬰行業領軍企業」，由《經濟》雜誌社頒發的「2019中國經濟（行業）十大匠心品牌」以及由易觀國際頒發的「2019年卓越之星」等榮譽稱號。

未來，公司計劃搭建內容生態體系，從文字、圖文、音頻、長視頻、短視頻、直播等方式賦予內容形態的多元化。通過早教任務、健康服務、孕產康復、金融服務等多維度的內容建設，拓寬用戶的生命周期，增強用戶對平台的黏性。



2019 Most Popular M&C APP Award
2019年度最受歡迎母嬰APP



2019 Top Ten Innovative Brands of
China's Economy (Industry)
2019中國經濟（行業）十大匠心品牌

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§4.2 Customer Service and Complaints

Adhering to the service philosophy of “to empower young families to enjoy the beautiful journey of life”, BabyTree has formulated management systems such as Service Standards (《服務標準》), Service Slogan (《服務話術》) and Quality Inspection Standards (《質檢標準》), which are uniformly managed by the Customer Service Department. The Company’s customer service includes the processes of consultation and reception as well as complaint handling. Users can send their feedback and the issues encountered by them in respect of products and services through various channels including the customer service window of BabyTree Parenting APP and WeTime APP, the Company’s official hotline, chat page on the Company’s website and WeChat official account. Upon receipt of the feedback from the users, the Company’s customer service staff will respond within 30 seconds and resolve the issues within 48 hours. If users have any complaints, they can also contact customer service through the aforementioned channels, or contact the customer service staff through the window of complaint & suggestion on the official website. The Company’s customer service staff will handle user complaints received prior to 4:00 p.m. on the same day and timely communicate with the users by phone in respect of the relevant details of the complaints. The customer service staff will handle user complaints previously received after 4:00 p.m. the next day before noon and get in touch with the users.

The Company highly values the demand from each user, dealing with all demands under the principle of consensus with the user and offering more than two proposals for the option of users. During the reporting period, the Company cumulatively dealt with more than 3,400 complaints, with more than 80% of the complaints being settled within 3 days, and the results thereof were recognized and praised by users.

§4.2 客戶服務及投訴

寶寶樹秉承「讓年輕的家庭享受美好的生命旅程」的服務理念，制定了《服務標準》、《服務話術》、《質檢標準》等管理制度，並由客戶服務部統一管理。公司客戶服務包括諮詢接待流程和投訴處理流程。用戶可以通過寶寶樹孕育APP和小時光APP客服窗口、官方熱線電話、官網頁面聊天、微信公眾號等多種渠道反饋訴求及所遇到產品和服務問題。公司客戶服務人員接到用戶反饋後，會在30秒內響應，並在48小時內將問題處理完畢。若用戶有投訴需求，也可以通過前述渠道聯繫客服，或通過官網投訴建議窗口與客服人員聯繫。公司客服人員會對當日處理16:00前收到的用戶投訴，並及時與用戶電話溝通相關細節；於次日上午12:00前處理前次16:00以後的用戶投訴，並與用戶取得聯繫。

公司高度重視每位用戶的訴求，並本著與用戶協商一致的原則處理每個訴求，並提供2種以上方案供用戶選擇。在報告期內，公司累計受理用戶投訴共3,400餘件，80%以上的用戶投訴都能在3天內解決，並得到了用戶的認可和表揚。

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On August 31, 2018, the Standing Committee of the National People's Congress (全國人民代表大會常務委員會) promulgated the E-commerce Law of the People's Republic of China 《中華人民共和國電子商務法》 (the “**E-Commerce Law**”), which became effective on January 1, 2019. The E-Commerce Law establishes the regulatory framework for the e-commerce sector in the PRC for the first time by laying out certain requirements on e-commerce operators, including the electronic commerce operators and e-commerce platform operators like us.

Pursuant to the E-Commerce Law, e-commerce platform operators are required to, among others, (i) take necessary actions or report to relevant competent government authorities when such operators notice any illegal production or services provided by merchants on the e-commerce platforms; (ii) verify the identity of the business operators on the platforms, including but not limited to verify the business license, Medical Institution Practicing License, Medical Advertisement Review Certificate, physician qualification certificate, or other applicable qualifications, as appropriate; (iii) provide identity and tax related information of merchants to local branches of the State Administration for Market Regulation (國家市場監督管理局) and tax bureaus; and (iv) record and preserve goods and service information and transaction information on the e-commerce platform. The E-Commerce Law also specifically stipulates that e-commerce platform operators shall not impose unreasonable restrictions or conditions on the transactions of their business operators on the platforms. According to the E-Commerce Law, failures to comply with these requirements may cause the e-commerce platform operators subject to administrative penalties, fines and/or the suspension of business. In addition, for goods and services provided via e-commerce platforms and pertinent to the life and health of consumers, e-commerce operators shall meet the requirements for the protection of personal and property safety and environmental protection requirements, and shall not sell products or provide services which are prohibited by laws or administrative regulations, while e-commerce platform operators shall bear relevant responsibilities, which may give rise to civil or criminal liabilities if the consumers suffered damages due to the e-commerce platform operators' failure to duly verify the qualifications or the licenses of the business operators on the platforms or to duly perform their safety protection obligations as required by the E-Commerce Law.

於二零一八年八月三十一日，全國人民代表大會常務委員會頒佈《中華人民共和國電子商務法》(「**電商法**」)，於二零一九年一月一日生效。電商法首次設立中國電商行業的監管框架，對電商運營商(包括電子商務運營商及電商平台運營商(類似於我們))提出若干要求。

根據電商法，電商平台運營商須(其中包括)(i)在注意到商家在電商平台上提供任何非法生產或服務時，採取必要行動或向有關主管政府部門報告；(ii)核實平台上的運營商身份，包括但不限於核實營業執照、醫療機構執業許可證、醫療廣告審查證書、醫師資格證書或其他適用的資質(倘適用)；(iii)向國家市場監管局地方分局和稅務局提供與商家有關的身份及稅務信息；及(iv)記錄和保存電商平台上的商品及服務信息以及交易信息。電商法亦明確規定，電商平台運營商不得對其平台上業務運營商的交易施加不合理的限制或條件。根據電商法，未能遵守該等要求可能會導致電商平台運營商受到行政處罰、罰款及／或停業。此外，對於通過電商平台提供並與消費者的生活和健康有關的商品及服務，電商運營商應遵守有關保護人身和財產安全的要求及環境保護要求，不得銷售或提供法律或行政法規禁止的產品或服務，而電商平台運營商應承擔相應的責任，倘因電商平台運營商未能適當核實平台上的業務運營商的資格或許可證，或未能按照電商法的規定妥為履行其安全保護義務而使消費者遭受損害，則可能引起民事或刑事責任。

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The Company strictly abides by the E-commerce Law of the People's Republic of China (《中華人民共和國電子商務法》), the Consumer Protection Law of the People's Republic of China (《中華人民共和國消費者權益保護法》) and other relevant laws and regulations to protect customers' legitimate rights, and pays close attention to the quality of goods and services from us or our platform user. In response to customer needs for return and exchange, the Company has set up self-service return and exchange service functions on various commodity sales platforms. When users have a request for return or exchange after purchasing a product, they can initiate an application on the APP page or official account by themselves or seek help by contacting customer service staff through various channels and the Company's customer service staff will review it on the same day. After passing the review and receiving the product returned by the customer, the refund and replacement will be processed. During the reporting period, the Company dealt with a total of 30,811 customers' requests on returns and exchanges, with an average processing cycle of 3.94 days. We have also adopted measures to verify the authenticity of products sold on our platform and to immediately remove any counterfeit products found on our platform.

During the reporting period, the Company was not aware of any material violation of regulations on product and service liability.

§4.3 User Satisfaction Improvement

The Company strictly abides by the Network Security Law of the People's Republic of China (《中華人民共和國網絡安全法》), the Interim Provisions on the Administration of Internet Culture (《互聯網文化管理暫行規定》), the Internet Forum Community Services Management Provisions (《互聯網論壇社區服務管理規定》) and other relevant laws and regulations. In terms of user satisfaction improvement, the Company centred on users' needs and set up the BabyTree Research Institutes for its users to continuously tap users' needs and improve defected products through online and offline combination. For online speaking, the Company pushes product satisfaction questionnaire to users on a monthly basis, conducts customer services telephone follow-up and provides a platform where users' feedback is taken by the APP; and for offline speaking, the Company organizes an internal survey with parents and conducts an interview with users, including home visit, pregnancy test accompanying, focus group and return visit of targeting groups.

本公司嚴格遵守《中華人民共和國電子商務法》、《中華人民共和國消費者權益保護法》等相關法律法規以保障用戶的合法權益，並重視平台或我們平台用戶提供的產品或服務質量。針對客戶退、換貨需求，公司在各商品銷售平台設置了自助式退、換貨服務功能。用戶在購買商品後有退、換貨訴求時，可自行在APP頁面或公眾號發起申請，也可以通過各渠道聯繫客服尋求幫助，公司客服人員會在當日進行審核。審核通過並收到客戶寄回商品後進行退款、換貨處理。本報告期內，公司累計受理客戶退、換貨30,811件，平均處理周期為3.94天。我們亦採取措施驗證我們平台所銷售產品的真實性並立即移除任何在我們平台上發現的假冒產品。

本報告期內，公司未發生任何有重大影響的產品和服務責任違規事項。

§4.3 提升用戶滿意度

公司嚴格遵守《中華人民共和國網絡安全法》、《互聯網文化管理暫行規定》、《互聯網論壇社區服務管理規定》等相關法律法規。在提升用戶滿意度方面，公司以用戶需求為中心，設立了寶寶樹用戶研究院，通過線上線下相結合的方式，不斷挖掘用戶需求並改善產品缺陷。線上方面，公司每月向用戶推送產品滿意度調研問卷，客服電話回訪，並在APP上提供用戶反饋的入口等方式；線下方面，公司組織內部寶媽寶爸調研、用戶訪談會等方式，包括入戶家訪、醫院陪檢、焦點小組，定向人群回訪等方式。

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The Company improves its e-commerce platform and content monetization on an ongoing basis. Firstly, the Company collects user's needs mainly through the questionnaire mentioned above, user's feedback, the points consulted by users in content monetization, as well as its strong community big data analysis. The system will carry out layered analysis based on the aforesaid data, and improve conversion rate by user's visit path, to provide users with accurate contents and goods in line with their needs. For healthcare products, the Company has a strict quality review criteria, seeking cooperation with physicians from Class III Grade A hospitals and Level II or above dieticians in general.

In providing quality services to corporate customers, the Company is in strict compliance with the Advertisement Law of the People's Republic of China 《中華人民共和國廣告法》. We updated our advertisement sample in each civil year, covering resource types, locations, names, KPI, prices and corresponding screenshot. In addition, the Company developed feasible and effective promotion plans and conducted regular meetings for customers to talk over problems at each stage, giving feedback on team service satisfaction. At the Golden Tree Award event held by BabyTree Parenting APP, the Company underwent an in-depth communication with its partners in respect of industry outlook and shared industry experience with each other.

§4.4 System Stability Assurance

The provision of continuous and reliable services to users is based on a sound system stability. Detailed objectives are as follows: firstly, to improve system stability, optimize system functions, refine available plans at varied levels, and carry out regular switch-over drills, etc.; secondly, to improve system's RTO¹ and RPO², perfect system's backup mechanism, conduct regular backup and recovery test, and subdivide code and data; thirdly, to improve system's monitoring and self-recovery at varied levels, and enhance automatic fault handling mechanism, etc.

¹ RTO (Recovery Time Objective) refers to the length of time allowed by the enterprise for service interruption.

² RPO (Recovery Point Objective) refers to the time point corresponding to the recovered data after recovery of service.

在電商平台、知識付費上公司不斷進行完善。首先，在收集用戶需求上，公司主要通過前文所述的問卷信息收集和用戶反饋，以及知識付費中用戶諮詢的關注點，和強大的社區大數據分析進行收集。系統會根據上述數據進行分層分析，通過用戶訪問路徑提升轉化率，從而為用戶提供精準的知識內容和符合需求的商品。對醫療類產品，公司有嚴格的資質審核標準，合作醫師一般為三甲醫院醫師，營養師一般為二級以上。

在為企業客戶提供優質服務方面，公司嚴格遵守《中華人民共和國廣告法》，於每一個自然年度發佈更新刊例，刊例內容包括資源類型，位置，名稱，KPI，價格以及對應截圖。此外，公司為客戶定制可行有效的推廣方案及固定例會溝通每個階段的問題及對團隊服務的滿意度反饋。在寶寶樹孕育APP舉辦的金樹獎中，公司與合作夥伴進行深度行業交流，分享行業經驗。

§4.4 保證系統穩定性

良好的系統穩定性可以為用戶提供持續可靠的服務。公司的具體目標為：一，提升系統穩定性，優化系統性能，完善不同層面的可用方案，定期切換演練等；二，提升系統的RTO¹和RPO²，完善系統的備份機制，定期備份恢復測試，拆分代碼與數據；三，完善系統不同層級的監控與自恢復，完善故障自動處理機制等。

¹ RTO : Recovery Time Objective，復原時間目標是，企業可容許服務中斷的時間長度。

² RPO : Recovery Point Objective，復原點目標，是指當服務恢復後，恢復得來的資料所對應的時間點。

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In order to improve the stability and security of the system operation, the Company has introduced management systems such as BabyTree Business Continuity Plan (《寶寶樹業務持續性計劃》), Measures on BabyTree Information System Backup Management (《寶寶樹信息系統備份管理辦法》), BabyTree Company Information Security Management System (《寶寶樹公司信息安全管理制度》), which are supervised and implemented by the technical center.

On the product user side, in order to improve user experience, the Company has improved their products from two technical levels, the first being performance improvement. By delaying loading and asynchronous loading, the APP's access time is limited to one second; while the second being the improvement of preferences. Through the data embedding system and A/B³ test system, we can quickly see the users' preference for different functions and contents, which can help us push better contents and quickly perform iteration of products.

The Company aims to ensure the interests of users and customers in respect of maintenance of network security, which includes the following: firstly, preventing network attack to ensure system stability; secondly, preventing data leakage to reduce/avoid network fraud for users and customers. In prevention of network attack, the Company strengthens active and passive vulnerability scanning by high-prevention services procured from third parties, independently-developed security protection modules and other measures to gradually mitigate the impact of attack on our services; in prevention of data leakage, the Company avoids the risk of data leakage in different procedures through user's data encryption, data export encryption, recertification by the administrator, re-certification at merchant's backstage and other methods.

為了提升系統運行的穩定和安全性，公司出台了《寶寶樹業務持續性計劃》、《寶寶樹信息系統備份管理辦法》、《寶寶樹公司信息安全管理制度》等管理制度，並由技術中心監督執行。

在產品用戶端，為了提升用戶體驗，公司對產品從2個技術層面進行改善：第一是性能改善，通過延遲加載和異步加載的方式，使得APP的訪問時長控制在一秒以內；第二是偏好改善，通過數據埋點系統，A/B³測試系統，能夠快速的看到用戶對不同功能和內容的喜好程度，能夠幫我們推送更好的內容和快速的進行產品迭代。

公司在維護網絡安全方面的目標是保證用戶和客戶的利益。包括：一，防範網絡攻擊，保證系統的穩定性；二，防範數據洩漏，減少／杜絕用戶和客戶被網絡欺詐。在防範網絡攻擊方面，公司通過採購第三方的高防，自研安全防護模塊等措施，加強主動和被動的漏洞掃描，逐步降低攻擊對服務的影響；在防範數據洩漏方面，公司通過用戶數據加密，數據導出加密，管理員二次認證，商家後台二次認證等方式，規避不同流程的數據洩漏風險。

³ A/B test: a data decision-making method for improving the conversion rate of APP/H5/mini program products and optimizing customer acquisition costs.

³ A/B測試：是一種用於提升APP/H5/小程序產品轉化率、優化獲客成本的數據決策方法。

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In 2019, the Company continues to promote continuous integration, increasing the coverage of code scanning and automation, improving the stability of the BabyTree Parenting APP, WeTime APP system, reducing the incidence of errors, increasing the speed of release and thus mitigating the impact on users. The Company regularly performs FAIL-OVER drills at the data center level to verify the reliability of the services provided to users. In terms of data backup and recovery, fast rollback and recovery is achieved through database log backups, which is conducive to improving system stability.

In the future, the Company plans to further strengthen continuous integration, improve the automated testing and reduce manual work, which saves time and reduces the rate of problems incurred; increase grayscale testing to reduce the range of impact of faults; Taking advantages of Alibaba Cloud, the Company continues to push forward cloud plans, which has improved stability and reduced total cost of ownership.

§4.5 Intellectual Property Rights Protection

The Company is in strict compliance with the Tort Law of the People's Republic of China (《中華人民共和國侵權責任法》), the Patent Law of the People's Republic of China (《中華人民共和國專利法》), the Trademark Law of the People's Republic of China (《中華人民共和國商標法》), the Copyright Law of the People's Republic of China (《中華人民共和國著作權法》) and other relevant laws and regulations. The Company has formulated the Third-Party Intellectual Property Use Management System (《第三方知識產權使用管理制度》) to reduce the risk of infringement of the Company by strictly implementing the requirements of the system, effectively utilizing the existing third-party intellectual property resources, regulating employees' use of copyright, strengthening intellectual property compliance management, and preventing the infringement of others' intellectual property rights. Currently, the Company owns the intellectual property rights including trademarks, software copyrights, works copyrights, domain names, which are mainly under the systematic management of the Company's legal department covering application for all types of intellectual property rights, integration and update of the list of intellectual property rights, and daily management of intellectual property rights qualification certificates. In 2019, the Company has 95 new trademarks, 10 new software copyrights, 4 work registration certificates, 2 patents, and 5 domain names.

2019年，公司繼續推進持續集成，增加了代碼掃描和自動化的覆蓋度，提高寶寶樹孕育和小時光APP系統的穩定性，減少錯誤的發生率，提高發版速度從而減少對用戶的影響；定期進行數據中心級別的FAIL-OVER演練，驗證為用戶提供服務的可靠性；在數據備份和恢復方面，通過數據庫日誌備份實現快速的回滾和恢復，提高系統的穩定性。

未來，公司計劃在持續集成方面進一步加強，自動化測試更加完善，減少人工操作，既節約時間又減少問題發生率；增加灰度測試，減小故障的影響範圍；持續推進上雲計劃，利用阿里雲的優勢，提升穩定性和降低總擁有成本支出。

§4.5 保護知識產權

本公司嚴格遵守《中華人民共和國侵權責任法》、《中華人民共和國專利法》、《中華人民共和國商標法》及《中華人民共和國著作權法》等相關法律法規。公司制定了《第三方知識產權使用管理制度》，通過嚴格執行制度要求來降低公司的侵權風險，有效利用存量第三方知識產權資源，規範員工使用版權行為，加強知識產權合規化管理，防止侵犯他人的知識產權。目前公司擁有的知識產權類別包括商標、軟件著作權、作品著作權、域名，主要由公司法務部進行系統管理，包括各類知識產權的申請、知識產權清單的整合更新、知識產權資質證書的日常管理。2019年公司新增商標95枚，軟著10個，作品登記證4個，專利2個及域名5個。

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The terms on protection of intellectual property rights are included in all of the cooperation agreements and user's agreements entered into between the Company and its suppliers, customers, registered merchants and other partners, to protect the intellectual property rights of BabyTree and our partners or third parties involved in the business operations and clarify the ownership of intellectual property rights and protection duties on each party. In case of complaints or reports relating to infringement of intellectual property rights of third parties received during our daily website management, the Company has a special team for handling such complaints or reports by deleting, blocking, disconnecting, terminating transactions or services in connection with the possible infringement of intellectual property rights of third parties to the extent permissible by the laws and regulations.

The Company independently developed a copyright database management platform to uniformly manage the original and introduced copyright ownership and distribution, conducting regular piracy monitoring. The Company has demonstrated and enhanced its copyright value and market position through multi-dimensional methods such as monitoring infringement and rights protection actions.

In the future, the Company will be committed to the implementation, promotion and consultation of the third-party intellectual property management system. Relying on the copyright database management platform, the Company collects and organizes intellectual property rights, regulates the use and license management, reduces the risk of infringement, gives full play to the value of existing intellectual property rights, completes the registration of copyrights for original contents in advance, standardizes and manages the content pipeline distribution management and registration, proactively takes piracy monitoring measures, promptly carries out rights protection measures such as warning offline, infringement evidence collection, and lawsuits, and always be prepared for infringement protection and active initiates.

公司在與供應商、客戶、入駐商家等合作群體的合作業務協議文件及用戶協議中均包含有知識產權保護條款，用以保護在業務開展過程中涉及的寶實樹及合作方或第三方的知識產權，明確各方知識產權歸屬及保護責任的劃分。在網站日常管理中，如收到關於第三方知識產權侵犯的投訴或舉報時，公司有專門的團隊對投訴或舉報進行處理，依法對可能侵權第三方知識產權的內容在法律法規允許的範圍內採取刪除、屏蔽、斷開鏈接、終止交易或服務等措施。

公司自主研發建立了版權庫管理平台，對原創和引進的版權持權情況、分發情況進行統一管理，並定期進行盜版監測，通過監測侵權和維權行動等多維度方式去體現和提升公司的版權價值和市場地位。

未來，公司將做好第三方知識產權管理制度的執行和宣傳、諮詢工作；依託版權庫管理平台，收集整理知識產權，規範使用和授權管理，降低侵權風險，發揮存量知識產權的價值，提前做好原創內容的版權權證登記，規範管理內容渠道分發管理登記，主動採取盜版監測措施，及時開展警示下線、侵權取證、訴訟等維權措施，時刻做好侵權防禦與主動出擊的準備。

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§4.6 User Privacy Protection

The Company strictly abides by the Network Security Law (《網絡安全法》), Decision on Strengthening the Protection of Network Information (《關於加強網絡信息保護的決定》), Telecommunications Regulations (《電信條例》), Regulations on the Protection of Children's Personal Information Network (《兒童個人信息網絡保護規定》) and other laws and regulations, and updates user service agreements and privacy policies. In addition, the Company has formulated the Company Information Security Management System (《公司信息安全管理制度》), which controls the key areas such as the collection, utilization and sharing of personal information of users to maximize the protection of the legitimate rights and interests of individuals.

For information security, the Company strengthened measures to prevent external attacks, deployed Internet exits, Web application firewalls and network intrusion detection systems to ensure the safety of user accounts and prevent external attacks which stole data of users and orders.

For data collection, the Company specifically informs users what data will be collected through the user agreement. Under certain special circumstance where user's personal privacy is subject to collection, the Company will remind and notify our users of their information to be collected or used by us, and seek authorization from them.

For data encryption, all of the fields in the database concerning user's privacy information are under encrypted storage and transmission. These information includes user's name, registration mobile phone number, and the name, mobile phone number, address, email box, ID number of the consignee, etc.

For information desensitization, users' privacy information will be displayed on the platform after desensitization and mosaic processing.

§4.6 維護用戶隱私

本公司嚴格遵守《網絡安全法》、《關於加強網絡信息保護的決定》、《電信條例》、《兒童個人信息網絡保護規定》等法律法規，更新用戶服務協議及隱私政策。此外，公司制定了《公司信息安全管理制度》，對用戶個人信息的收集、使用、分享等關鍵環節進行流程控制，最大程度地保障個人的合法權益和利益。

在信息安全層面，公司加強防止外部攻擊措施，部署互聯網出口、部署有Web應用防火牆、網絡入侵檢測系統，保障用戶賬號安全，防止外部攻擊竊取用戶和訂單數據。

在數據採集層面，公司通過用戶協議明確告知用戶將會採集哪些數據。在部分涉及收集用戶個人隱私的特殊場景下，公司會提醒並告知用戶公司將收集或使用的信息內容，並要求用戶進行授權同意。

在數據加密層面，數據庫中對涉及用戶隱私信息的字段全部採用加密存儲、加密傳輸。內容包括：用戶姓名、註冊手機號、收貨人姓名、收貨人手機號、收貨地址、郵箱、身份證號等。

在信息脫敏層面，顯示用戶隱私信息時，平台採用脫敏打碼處理。

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For data export and flow, the possibility of data leakage during the flow process is reduced through the system interconnection of both parties and the encryption of Excel. In addition, to prevent internal data leakage, the Company conducts security audits of data security.

In the future, the Company will update user agreements and privacy policies, complete system integration, release, illustration and training, ensuring that the system is implemented so as to prevent and control data security risks, forming an institutional barrier to data security and privacy protection. In addition, the Company will conduct self-inspection and rectification of the security of personal information.

§5 EMPLOYEE CARE, HAPPY WORK

§5.1 Employee Employment

Employees are the most important resource of an enterprise, the cornerstone of its development and foundation of its core competitiveness. The ultimate objectives of the Company's human resource management are to build a sound platform for its employees' career development, encourage them to maximize their potential and achieve a virtuous circle of their personal value enhancement as well as the Company's development.

在數據導出和流轉層面，通過雙方系統對接和Excel加密的方式，減少數據在流轉過程中洩漏的可能。此外，為防止內部數據洩漏，公司對數據安全進行安全審計。

未來，公司將更新用戶協議和隱私政策，做好制度整合、發佈、圖解和培訓，確保制度落地執行，實現數據安全風險的防控，形成數據安全和隱私保護的制度屏障。此外，公司將對個人信息安全開展自查和整改。

§5 愛員工 工作順心

§5.1 員工僱傭

員工是企業最重要的資源，是企業發展的基石，是企業核心競爭力之所在。公司的人力資源管理的最終目標是為員工搭建良好的職業發展平台、鼓勵員工發揮最大潛力，實現個人價值提升與企業發展的良性循環。

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In strict compliance with the applicable laws and regulations such as the Labour Law of the People's Republic of China 《中華人民共和國勞動法》, Labour Contract Law of the People's Republic of China 《中華人民共和國勞動合同法》, Social Insurance Law of the People's Republic of China 《中華人民共和國社會保險法》, Law of the People's Republic of China on the Protection of Women's Rights and Interests 《中華人民共和國婦女權益保障法》, Provisions on Labour Protection for Female Employees 《女職工勞動保護規定》, Scheme for National Holidays and Festivals 《全國年節及紀念日放假辦法》, Regulations on the Labour Security Supervision 《勞動保障監察條例》, Regulations on Paid Annual Leave for Employees 《職工帶薪年休假條例》, Implementation Measures for Paid Annual Leave for Employees 《企業職工帶薪年休假實施辦法》, the Company has formulated and optimized a number of human resource-related regulatory systems, such as Key Position Management System 《關鍵崗位管理制度》, Promotion Management System 《晉升管理制度》, Resignation Management Measures (excluding Senior Management) 《離職管理辦法(不含高管)》, Administrative Measures for Resignation of Senior Management 《高管離職管理辦法》, Personnel Employment and Dismissal Management System 《人事僱傭與終止管理制度》, Compensation and Welfare Management Measures 《薪酬福利管理辦法》 and the Staff Attendance and Vacation Management System (under amendment) 《員工考勤休假管理制度(修訂中)》 in light of the actual circumstances of the Company.

§5.1.1 Equal employment

The Company's employment policy and codes have been established in compliance with the laws and regulations of PRC such as the Labour Contract Law of the People's Republic of China 《中華人民共和國勞動合同法》, Labour Law of the People's Republic of China 《中華人民共和國勞動法》 and Social Insurance Law of the People's Republic of China 《中華人民共和國社會保險法》, and its basic principles of employment are open recruitment, fair competition, strict assessment, and merit-based admission. Job applicants are treated with equal rights without any discrimination against gender, ethnicity, race, religion, etc. so as to create an equal and diverse employment environment for our employees. If treated unfairly, employees may file a complaint through hrSSC@babytree-inc.com.

本公司嚴格遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國社會保險法》、《中華人民共和國婦女權益保障法》、《女職工勞動保護規定》、《全國年節及紀念日放假辦法》、《勞動保障監察條例》、《職工帶薪年休假條例》、《企業職工帶薪年休假實施辦法》等法律法規，並在結合公司實際情況的基礎下，制定並完善了公司的《關鍵崗位管理制度》、《晉升管理制度》、《離職管理辦法(不含高管)》、《高管離職管理辦法》、《人事僱傭與終止管理制度》、《薪酬福利管理辦法》、《員工考勤休假管理制度(修訂中)》等人力資源相關制度。

§5.1.1 平等僱傭

本公司的招聘政策和守則依照國家的《中華人民共和國勞動合同法》、《中華人民共和國勞動法》、《中華人民共和國社會保險法》等法律法規制定，聘用員工的基本原則是公開招聘、平等競爭、嚴格考核、擇優錄取。應聘員工權利平等，不因性別、民族、種族、宗教信仰等不同而受歧視，為員工創造平等和多元化的就業環境。如發生受歧視事件，員工可通過hrSSC@babytree-inc.com郵箱進行申訴。

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The Company's in-service staff includes formal employees, contract workers and interns, all of which have entered into labour contracts, labour agreements or internship agreements with the Company within the specified time. In order to prevent child labour, our new employees are required to carry their personal identification documents when they join the Company, and must be at the statutory age for working.

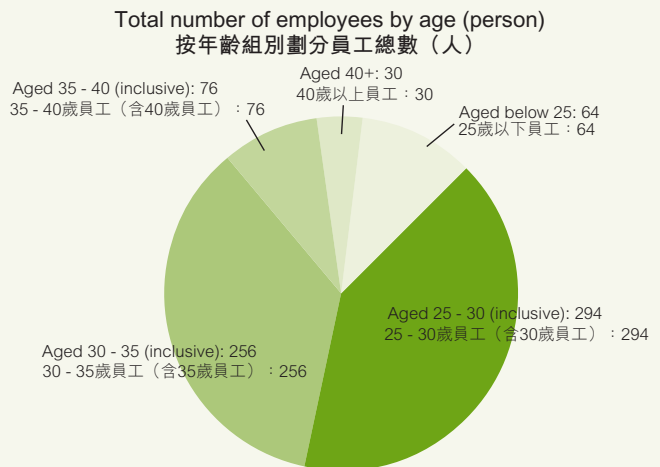
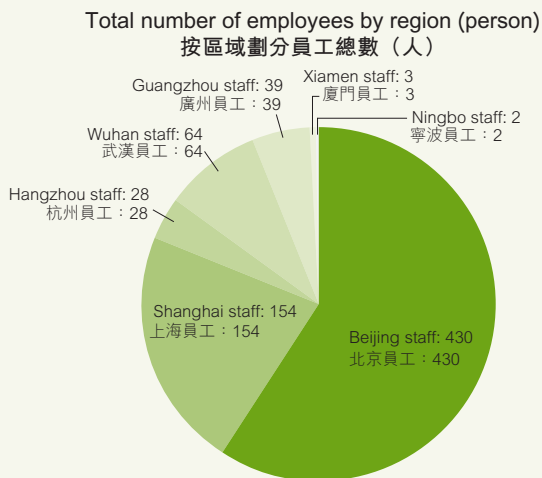
The Company has a total of 720 employees at present, including 684 labour contract employees and 36 service contract workers. There are 282 male employees and 438 female employees, accounting for 39.2% and 60.8% of the total, respectively.

During the reporting period, there were no work-related fatality and work-related death ratio was nil. In 2019, the Company did not have any violations of employment and labour laws and regulations that have a significant impact on the Company.

公司目前在職人員包含正式員工，勞務人員及實習生，所有人員均在規定時間內簽訂勞動合同、勞務協議和實習協議等。為了防止發生僱傭童工，員工入職時需要攜帶個人的身份證明材料，且需滿足法定工作年齡。

目前公司員工總數為720人，其中籤訂勞動合同員工684人，簽訂勞務合同36人。男性員工為282人，佔總人數的39.2%；女性員工438人，佔總人數的60.8%。

本公司於報告期內因公死亡員工人數為0，因公死亡員工比率為0。2019年度，公司未發生對公司有重大影響的違反僱傭和勞工相關法律法規的情況。



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§5.1.2 Compensation and welfare

The Company has established a diversified salary system including basic salary, performance salary, floating salary and annual salary according to different positions and business types.

The Human Resources Centre organizes all the departments of the Company to conduct regular evaluations of the compensation for different positions, while the Company assesses the salary standards for our staff at different positions based on their skill level, work experience, education background, comprehensive quality, rights and responsibilities, labour intensity and work environment, and offers them different packages accordingly. Meanwhile, the Company will adjust the compensation each year based on the conditions of the industry, prices and market so as to catch up with the industry standards and achieve fairness and competitiveness of its compensation system.

In terms of welfare, the Company cares about the health and safety of its employees by purchasing supplementary medical insurance and accident insurance for them, while for their children, the Company offers supplementary medical insurance. The Company also provides Day-care services to its employees in Beijing, offering professional nursing services to their children when they are at work, which has greatly alleviated their burden. For families with new-born babies, the Company will prepare a big gift package for each of them, which contains stuff for the baby and his/her mother. At the same time, in order to further alleviate the work pressure of employees, the Company keeps pets in the workplace, aiming to create an enjoyable working atmosphere.

§5.1.2 薪酬福利

公司根據不同崗位及業務類型，建立了包括基本工資、績效工資、浮動工資、年薪制等多樣化的薪酬體系。

人力資源中心牽頭、各部門，定期評估各崗位薪資情況。公司依據員工工作內容、技能水平、實際工作經驗、教育背景、綜合素質、權利責任、勞動強度以及工作環境等因素對不同崗位員工的薪酬標準進行評定，給付不同的薪資待遇。同時公司也會依據每年行業、物價、市場等情況進行薪酬的行業對標及調整，實現內部外部的薪酬公平和競爭力。

在福利方面，公司關心員工身體健康與人身安全保障，為員工添置補充醫療保險及意外險。同時公司關愛員工子女，為員工子女添置補充醫療保險。同時，公司在北京辦公室為員工設置嬰幼兒日託(Day-care)，員工上班期間，Day-care中心有專業的育嬰員對員工子女進行照料，極大程度上緩解了員工工作的後顧之憂。對於擁有新生兒的家庭，公司會為每一個新生家庭準備一個大禮包，主要包含一些寶寶和產婦用的物品。同時為了繼續減緩員工的工作壓力，公司在職場餵養了寵物貓和寵物狗，營造了輕鬆的工作氛圍。

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As for vacation, our Company complies strictly with the relevant national regulations, pursuant to which our employees are entitled to annual leave, legal holidays, personal leave, sick leave, wedding leave, prenatal check-up leave, maternity leave, paternity leave, breastfeeding leave, and bereavement leave, etc. Annual leave is calculated based on the combination of an employee's working age and the time he/she spends with the Company. Except for 3 days of paid sick leave each year, those employees who take extra sick leave are entitled to claim 50% of their regular salaries. For pregnant female employees who need to take some time for prenatal check, their leave will be treated as normal attendance at work. In addition to the ordinary holidays, the Company offer birthday leave for its employees, i.e. if a child's birthday falls on a working day of his/her parents, they are entitled to take 4 hours of paid leave so that they can celebrate it with their children.

§5.1.3 Legal dismissal

The Company aims to maintain long-term cooperative relationships with its employees, and makes every effort to avoid dismissing any employee, so that they can constantly improve their potential for career development. If an employee voluntarily resigns, we will discuss adequately with him/her the reasons for the resignation. In the event of dismissal, the Company will follow the procedures that strictly comply with the requirements of relevant laws and regulations such as the Labour Law of the People's Republic of China (《中華人民共和國勞動法》), the Labour Contract Law of the People's Republic of China (《中華人民共和國勞動合同法》) and the Contract Management Measures (《合同管理辦法》).

假期方面，我司嚴格按照國家相關規定執行，員工正常享有年假、法定節假日、事假、病假、婚假、產檢假、產假、陪產假、哺乳假、喪假等。年假按照員工司齡及工齡相結合的方式進行計算。員工每年除享有3天帶薪病假外，其他病假薪資按照50%計發。女員工的孕期內的產前檢查，請假時間按照正常出勤處理。此外，公司在節假日標準上增加了子女生日假。工作日當天如遇子女生日，可享有4個小時的帶薪假。

§5.1.3 合法解僱

公司注重與員工長期合作關係，持續提升員工發展能力，盡力避免辭退員工。如員工主動提出辭職的，我們將與員工充分溝通離職原因。如發生需解聘的情況，公司在流程上嚴格遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《合同管理辦法》等相關法律法規的要求。

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§5.1.4 Working hours

In terms of working hours, the Company implements the standard working hours system in strict accordance with the requirements of the Labour Law of the People's Republic of China (《中華人民共和國勞動法》), which prescribes that the normal working time for an employee is 8 full hours each day from Monday to Friday. Besides, employees are offered flexibility within a certain period of time, i.e. if an employee works overtime on a working day, he/she may come to work later the next day. For those employees working overtime, he/she will be entitled to overtime pay or take compensatory leave at some other time so as to avoid forced labour.

§5.2 Employee Health and Safety

The Company provides a safe and healthy workplace for all employees, and has established the Employee Health and Safety Management System (《員工健康與安全管理制度》) in accordance with the Safety Production Law of the People's Republic of China (《中華人民共和國安全生產法》) and in consideration of the actual situation of the Company to ensure the personal safety and health of employees. In addition, the Company has formulated the Emergency Management System and the Emergency Prevention Proposal of BabyTree Group (《寶寶樹集團應急管理制度及應急預防方案》) to deal with emergencies.

Employees may face potential occupational hazards during their work, including dry eye syndrome, cervical spondylosis, lumbar spondylosis, chronic fatigue syndrome and so on. To ensure the employees' health, the Company has adopted the following specific measures:

- 1) The Company offers physical examination for employees once every year, and the medical examination package, which involves healthy life, increased immunity and traditional cancer screening, can be selected by the employee according to his or her own situation;
- 2) The Company has a small medicine box in the office area, including non-prescription drugs such as cold medicine, antipyretic medicine, band-aids, electronic thermometer, etc, to facilitate treatment and relief when employees are unwell;

§5.1.4 工作時數

公司在工作時數的規定上，嚴格按照《中華人民共和國勞動法》的要求，實行標準工時制，員工的正常工作時間為每周一至周五，每天工作滿8小時。同時，公司對於上班時間，予以一定時間內的彈性，即如果工作日當天加班時間較長，可以於第二個工作日晚到。對於加班給予加班費或者加班調休，避免強制勞動現象的發生。

§5.2 員工健康與安全

公司為所有員工提供安全健康的工作場所，並依據《中國人民共和國安全生產法》，並結合公司實際情況制定了《員工健康與安全管理制度》以保證員工人身安全及健康。此外，公司制定了《寶寶樹集團應急管理制度及應急預防方案》以處理遇到的緊急情況。

員工工作過程中可能遇到的潛在職業病危害，包括乾眼症、頸椎病、腰椎病、慢性疲勞綜合徵等。公司為保證員工健康，採取了以下具體措施：

- 1) 公司每年組織一次員工體檢，體檢套餐可由員工依據自身情況自行選擇，包括健康生活、增加免疫和傳統癌篩三個方面；
- 2) 公司在辦公區安置有小藥箱，內附感冒藥、退燒藥、創可貼等非處方藥、電子體溫計等，方便員工身體不適時得到治療和緩解；

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|--|---|
| <p>3) The Company regularly holds Chinese medicine consultation activities. The Chinese medicine consultation includes physical therapy and electrotherapy, scraping, skin care, shoulder and neck massage, etc;</p> | <p>3) 公司定期舉行中醫問診活動，中醫問診包括理療和電療、刮痧、皮膚護理、肩頸按摩等；</p> |
| <p>4) The Company regularly invites dental care experts to provide free on-site medical treatment for employees, and provides relevant preferential activities. Relevant benefits are only for the employees of the Company;</p> | <p>4) 公司定期邀請牙齒護理專家上門服務為員工免費診治，並附送相關優惠活動，只對我司員工開放相關優惠福利；</p> |
| <p>5) The Company regularly organizes basketball games and other activities. The entertainment is also to enhance the cohesion of employees and improve their physical fitness.</p> | <p>5) 公司定期組織籃球賽等活動，娛樂大家、增強凝聚力的同時，增強了員工體質。</p> |



The employees of BabyTree attended the physical examinations
寶寶樹員工參加員工體檢



BabyTree held Chinese medicine consultation activities
寶寶樹公司舉辦中醫問診活動

In the future, the Company plans to further increase the awareness of medical insurance-related knowledge of our employees, so as to enable them enjoy more national and corporate insurance benefits. In addition, the Company and the commercial insurance companies will jointly establish an insurance self-selection platform to allow employees to choose their favored insurance products at discounted prices.

在未來，公司計劃進一步向員工普及醫保方面相關的知識，令員工更多享受到的國家和企業的保險福利。此外，公司將和商保保險公司共同建立保險超市選購平台，讓員工以優惠的價格自主選擇心儀的保險產品。

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During the reporting period, the Company had no non-compliance incident relating to providing a safe work environment and protecting employees from occupational hazards.

§5.3 Employee Development and Training

§5.3.1 Employee promotion

With great importance attached to the direction of employees' career development, the Company has built a rank system and designated two promotion channels including M model (managerial talents) and P model (professional talents) for employees' development path by considering their merits, strengths and preference. The managerial channel consists of M1 to M17, and the professional channel consists of P1 to P12. Managerial talents are able to make proper plans and influence, supervise, lead and organize their team members to achieve the targets under the circumstance of asymmetric information, and they are accountable to team management and the operating results; professional talents can well collect and analyze information, cases and experience and explore the regularity, and summarize corresponding theory to give play to their high-end knowledge system in a particular professional sector within the corporate organization.

The Company adopts a promotion mechanism which integrates level-by-level promotion with frog-leaping promotion. The assessment includes consideration of basic conditions, professional competence and reference items.

- 1) Basic conditions: education background, work seniority, experience, performance, etc.
- 2) Professional competence: the requisite knowledge, skills and performance required by the corresponding rank.
- 3) Reference items: morality, quality and corporate culture values.

In the future, the Company intends to introduce a professional job assessment mechanism to sort out existing posts and personnel, so as to reasonably conduct job assessment according to the developed rank system model and in the consideration of the existing positions and personnel.

報告期內，公司沒有發生相關提供安全工作環境及保障僱員避免職業病危害的違規事件。

§5.3 員工發展與培訓

§5.3.1 員工晉升

公司充分重視員工的職業發展方向的選擇，並綜合員工的優勢、特長、喜好，搭建了職級體系，為員工的發展路徑設計了M型（管理型人才）和P型（專家型人才）兩個晉升通道，管理通道M1-M17，專業通道P1-P12。管理型人才在信息不對稱的情況下，善於計劃並影響、監督、率領和組織成員達成目標，負責管理團隊，對經營結果負責；專家型人才善於收集與分析信息、案例、經驗和探尋規律，並能總結提升到理論層面，使自身掌握的專業領域高端知識體系在企業組織內發揮價值。

公司的晉升機制為逐級晉升和越級晉升相結合。評估的內容包括對基本條件，專業能力和參考項的考量。

- 1) 基本條件：學歷、工作年限、經驗、績效等。
- 2) 專業能力：本職級需要的必備知識、技能及行為表現。
- 3) 參考項：品德、素質、企業文化價值觀。

公司計劃未來引入專業的職位評估機制，針對現有的職位及人員進行梳理，依據已開發的職級體系模型，與現崗位及人員進行結合，合理進行職位評估。

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§5.3.2 Employee training

In respect of employee training management, the Company aims to achieve sharing of resources in knowledge, skills and best solutions to problems, overall improvement in skills and establishment of a learning-type corporate organization.

The Company has developed the Training Management Policy (《培訓管理制度》), which specified the implementing rules for training at system level, empowered different departments and the management with training responsibilities and obligations, and standardized external training standards and procedures. The Company has established its internal exclusive corporate university, Xiaoshu University (小樹大學), whose training system is rooted in the corporate culture, values and systems, and is directed by the corporate mission, vision and strategy. It mainly includes four parts: training operation system, training course system, trainer system and training support system. The training course system set up by the Company includes new employee training camp, leadership training camp, professional training camp and general capability training program.

In 2019, the human resources center organized a total of 36 training sessions involving 770 person-times. The training duration was 3,426 hours, with an average of 4.28 training hours per staff. The average training satisfaction recorded 9.49 points, achieving an overall satisfactory result.

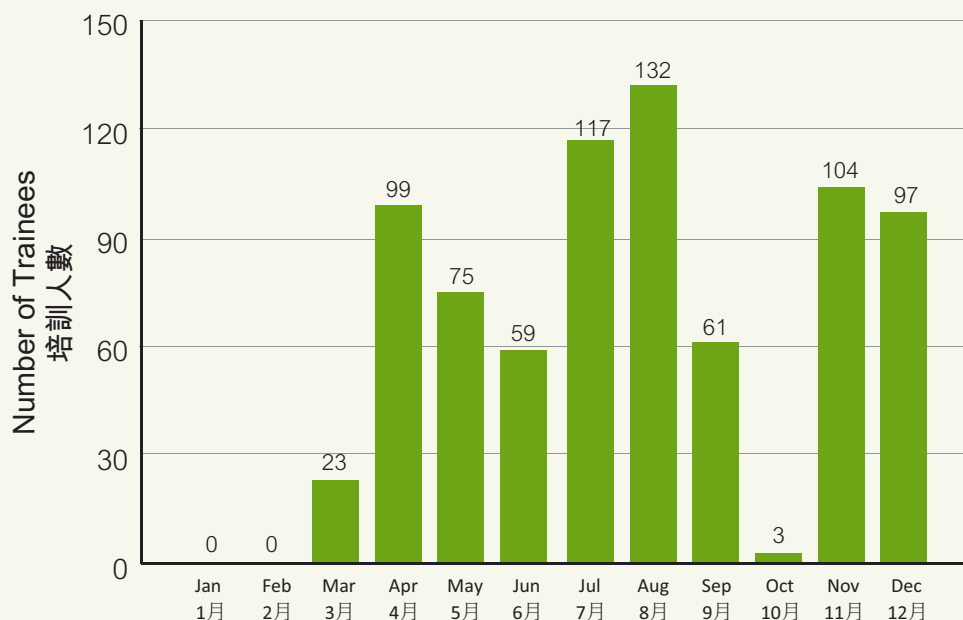
§5.3.2 員工培訓

公司關於員工培訓的管理目標為：實現知識、技能、問題最優解決方式的資源共享，實現技能水平的整體提升，以及實現企業學習型組織的構建。

公司建立《培訓管理制度》，從制度上明確培訓實施細則，賦予各部門及管理層培訓職責及義務，同時規範外派培訓標準及流程。公司內部設立專屬企業大學－小樹大學，培訓體系以企業文化、價值觀及制度為根基，以企業使命、願景及戰略為方向，主要包括培訓運營體系、培訓課程體系、培訓師體系及培訓支持體系四部分內容。公司設置的培訓課程體系包括新兵訓練營、領導訓練營、專業訓練營及通用能力培訓項目。

2019年，人力資源中心共組織培訓36場，涉及770人次，培訓時長3,426小時，人均培訓時長4.28小時，培訓平均滿意度9.49分，整體滿意情況較好。

**Overview of Training Person-times of
 BabyTree on Monthly Basis in 2019**
寶寶樹2019年月度培訓人次概況



The Company organized the following trainings: 6 sessions of new employee training camp, involving 119 new staff from Beijing, Shanghai and Hangzhou, through which our internal lecturers gave lessons to help newcomers become familiar with our business, culture and institutional processes, and master working methods; 4 sessions of leadership training camp for all senior management to introduce external courses and improve the leadership of the management team; and 10 sessions of professional training camp, covering 170 persons/times, in order to improve the professional knowledge and skills of our staff and better empower our business. It also launched 16 general capability training programs, which included 6 sessions of Tree Talking training (covering 45 persons/times) and 10 sessions of Tree Sharing video sharing (covering 97 persons/times), to improve the comprehensive quality of the staff.

其中，公司組織了6期新兵訓練營，覆蓋北京、上海、杭州三地新員工119人，內部講師授課，幫助新人熟悉公司業務、文化、制度流程，掌握工作方法；組織了4期領導訓練營，覆蓋全體高層管理者，引入外部課程，提升管理團隊的領導能力；組織了10場專業力培訓，覆蓋培訓170人／次，提升員工的專業知識和技能，更好地賦能業務；開展了16次通用能力培訓項目，包括6期Tree Talking培訓，覆蓋45人／次和10期Tree Sharing視頻分享，覆蓋97人／次，提高員工綜合素質。

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BabyTree's general capability training program-Tree Talking
寶寶樹通用力培訓項目 - Tree Talking

The Company plans to optimize its training system in the future, from the trainer and the establishment of training course system to the development of the trainer echelon and the training course library. In terms of training operations, it is planned to complete at least four sessions of management training, four sessions of new staff training and various training project operations.

§6 SELF-DISCIPLINE AND INCORRUPTIBLE

The Company absolutely rejects corrupt or bribery behaviors. We prohibit corrupt or bribery behaviors committed by our employees in accordance with the Anti-corruption Policy 《反腐敗制度》, the Code of Conduct on Integrity and Self-discipline for Employees 《員工廉潔自律守則》 and other policies to make sure they are honest and self-disciplined and firmly reject corrupt behaviors.

公司計劃在未來對培訓體系進行優化，從培訓師和培訓課程體系的搭建，到培訓師梯隊的建設及培訓課程庫搭建。在培訓運營方面，計劃完成至少四期管理層培訓、四期新員工培訓和各項培訓項目運營。

§6 愛廉潔 公私不二心

公司對於貪污腐敗、行賄受賄等行為持堅決反對的態度，在杜絕員工貪污、受賄等行為上，一直以公司《反腐敗制度》、《員工廉潔自律守則》等制度文件為基準，要求公司員工廉潔、自律、堅決抵制腐敗行為。

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In 2019, the Company established an anti-corruption review mechanism. The process of anti-corruption and fraud investigation was initiated through the following four aspects to create a clean office environment:

- The first is to carry out appraisals and evaluations on the important processes in the Company's operation and business through daily internal audit tasks, find and mark down abnormal information. The Company conducts fraud investigation in the event that the clues leading to the fraud are found through investigation on the abnormal information.
 - The second is to establish a sound whistle-blowing channel, including telephone, email as well as the encouragement of whistle-blowers to report by real-name. The Company signed a Letter of Undertaking from Suppliers (《供應商承諾書》) with all suppliers in 2019 to restrict suppliers' bribery behaviours through system files. Suppliers are encouraged to report bribery and corruption behaviors committed by the Company's personnel by real-name by means of email at jubao@babytree-inc.com or telephone at (010-61138080-5110). Fraud investigation is kicked off upon receipt of information leading to whistle-blowing.
 - The third is to strengthen the publicity. The Company's procurement center gave a lecture on anti-fraud for department employees on a monthly basis to make positive guidance on employees and help them erect correct attitude. On the other hand, through the disclosure of the results of the handling of fraudsters and case sharing, employees' anti-corruption awareness was improved.
 - The fourth is to streamline business processes on a regular basis, through which the Company's policy was updated and improved. The Company filled the uncharted areas and illuminated the grey areas through the constraints on the policy.
- 2019年，公司建立了反腐審查機制，主要通過四個方面啟動反貪污、舞弊調查流程，營造廉潔辦公環境：
- 第一是通過日常內部審計工作，對公司經營過程中的重要流程、業務進行審計評價，發現、標記異常信息。通過異常情況調查取證，若發現舞弊線索，進入舞弊調查程序。
 - 第二是通過建立順暢的舉報渠道，如電話、郵箱，鼓勵實名舉報。公司2019年與全部供應商簽訂了《供應商承諾書》，通過制度文件約束供應商的行賄行為。並且告知舉報郵箱(jubao@babytree-inc.com)、電話(010-61138080-5110)，鼓勵供應商實名舉報我司索賄、腐敗人員。接到舉報信息，即開啟舞弊調查程序。
 - 第三是加強宣傳力度，公司採購中心每月都對部門員工進行反舞弊宣講，對員工進行積極正面的宣導，讓員工保持正確的心態。另一方面，通過對舞弊人員處理結果的公示、案例分享，提高員工反腐意識。
 - 第四是定期梳理業務流程，更新完善公司制度，通過制度約束，填補真空地帶，照亮灰色區域。

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In 2019, the procurement center made purchases in accordance with the Company's standardized procedures, the whole process of which was made public and supervised by the information security department. The Company selected several suppliers for price comparison, made up a backup plan for large projects, and avoided black box operation during the selection process. All of the newly-registered suppliers were reviewed by the information security department. Suppliers included in the blacklists of the Trust and Integrity Enterprise Alliance and the PRC Enterprise Anti-fraud Alliance were eliminated directly with no chance of cooperation.

Going forward, the Company plans to put more efforts in anti-corruption training, aiming to enhance the legal awareness of its employees through training offered to new employees, regular trainings and information sharing under the official account, etc. Business training will be conducted for auditing and supervisory personnel so as to improve the business standards of the employees in the department.

In 2019, the number of concluded lawsuits relating to corruption filed against the Company and its employees was zero, and during the reporting period, the Company was not aware of any violation of anti-corruption laws and regulations which had a significant impact.

2019年度，公司採購中心所有採購均按照公司標準化流程進行，全程公開，全程接受信息安全部的監督。公司在篩選供應商時進行多家比價，大項目做B備套，避免篩選過程中的暗箱操作，且將所有新准入的供應商均提交信息安全部進行審核。其中在「陽光誠信聯盟」或「中國企業反舞弊聯盟」兩個聯盟黑名單中的供應商將被直接淘汰，不予合作機會。

在未來的工作規劃中，公司計劃加強反貪污培訓力度，通過新員工培訓、定期培訓以及公眾號分享等方式，提高公司員工的法律意識，對審計監察人員進行業務培訓，提高部門內人員的業務水平。

2019年度，對本公司及僱員提出並已審結的貪污訴訟案件數為0，且報告期內公司未發生有重大影響的違反反貪污相關法律法規的事件。

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§7 CARE FOR PARTNERS WITHOUT BIASED OPERATION

In 2019, the Company had IT-hardware-type, office-type, service-type, employee-benefit-type, decoration-type and marketing-type suppliers. We will diversify our supplier types in line with our subsequent business development.

To regulate our supplier management and stabilize supplier team, the Company has developed the Supplier Management Policy (《供應商管理制度》), striving to forge a long-term and mutual-beneficial supply-demand relationship with suppliers and promote integrity and self-discipline. The Company pays attention to the safety and labour issues while receiving services from suppliers and requires the manufacturing factory suppliers to pass ISO9000 system certification.

For supplier appraisal, the Company pays a return visit to and assesses our suppliers on a regular basis. In regular return visit, the Company's procurement personnel pays a visit to suppliers on a regular basis to check whether their office address is true, and whether they are qualified to render the service required; in regular assessment, the Company's procurement department organizes the appraisal group and the information security department to assess the suppliers on a quarterly basis in respect of contract performance progress, service quality during the contract period, rate of qualified goods procured and settlement term. Suppliers poorly recognized by each department will be included in the to-be-eliminated list, and may be replaced if there are other better-rated suppliers in the subsequent review. The Company appraises suppliers in terms of prices, delivery, quality, service, management, etc.

In the future, the Company plans to continuously expand the supplier resource pool and continuously optimize and update suppliers to meet the needs of various different categories. In addition, the Company will strengthen inspections on suppliers' social responsibilities and environmental protection. Suppliers that have been negative in these two areas will have their priorities lowered.

§7 愛夥伴 營運不偏心

2019年，公司的供應商種類有IT硬件類、辦公類，服務類，員工福利類，裝修類、市場活動類等，後續隨公司業務的發展供應商種類也會相應增加。

為了規範公司供應商管理，穩定供應商隊伍，公司制定了《供應商管理制度》，力求與供應商建立長期互惠的供求關係，促進廉潔自律。公司關注供應商提供服務時的安全和勞務問題，且要求製造工廠供應商必須通過ISO9000體系認證。

在對供應商的評審方面，公司對供應商進行定期回訪和定期考核。在定期回訪過程中，公司採購人員定期對供應商進行上門拜訪，查看供應商辦公地點是否屬實，供應商是否具備所需服務能力等；在定期考核中，公司採購部每季度都會組織評審小組及信息安全部對供應商的合同履行程度、合同期的服務品質、採購物品的合格率、結賬周期等進行評估，評估中各部門認可率較低的供應商列為待淘汰對象。進入考察階段後，若後續出現評級更優的其他供應商，可進行替代。公司通過價格、交付、質量、服務及管理等方面對供應商進行考核。

未來，公司計劃不斷地擴大供應商資源池，不斷的優化更新供應商，以滿足各種不同類別的需求。此外，公司將加強對供應商社會責任以及環境保護的考察。對於在這兩方面出現過負面的供應商將降低其優先級。

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§8 CARE FOR CHARITY TO FULFILL RESPONSIBILITY

As a leading platform delivering M&C family services in the PRC, BabyTree has been committed to connecting and serving young families under a mission of “where there is a family, there is BabyTree”. BabyTree actively participates in public welfare activities and practices its corporate social responsibilities by actions, so as to stably realize the aim of rural needy people don't have to worry about food and clothing, receive compulsory education, receive basic medical care and have guaranteed housing safety, to ensure that the rural poor population under the current standards achieve the goal of relieving poverty and solving the regional poverty problem as a whole by 2020.

Under the policy guidance of the national poverty alleviation strategy, i.e. adhering to the principle of targeted poverty relief and targeted poverty alleviation, BabyTree gave full play to its advantages in the M&C industry, and has initially established a complete public welfare assistance system, starting from the M&C industry, through the public welfare platform jointly established by BabyTree and Fosun Foundation, we united various forces in the society to implement public welfare projects in multiple dimensions and at multiple levels, so as to accurately support and help targeted poverty-stricken areas, and to implement public welfare projects in a targeted manner. The establishment of this public welfare assistance system will help the public welfare undertakings of BabyTree to develop towards standardization, transparency and precision. In addition, BabyTree focused on the standardization, completeness, feasibility, and measurability of public welfare projects. The main considerations are how many needy people have been helped by the implementation of public welfare projects, what changes have been brought to poverty-stricken areas, and how many difficult problems can be solved jointly with the local governments. In addition, when selecting charity partners, BabyTree chose charity organizations or social organizations that are legally registered and in line with the main target group of BabyTree public welfare projects, and jointly invested resources to implement the public welfare projects.

§8 愛公益 傳遞責任心

寶寶樹作為中國領先的母嬰家庭服務平台，一直致力於連接及服務年輕家庭，秉承「有家的地方就有寶寶樹」。寶寶樹置身於公益事業，用行動踐行著企業社會責任，以穩定實現農村貧困人口不愁吃穿、獲得義務教育、基本醫療和住房安全有保障，確保到2020年我國現行標準下農村貧困人口實現脫貧摘帽，解決區域性整體貧困為目標。

在國家扶貧戰略的政策指導下，即堅持精準扶貧，精準脫貧原則，寶寶樹充分發揮自身母嬰領域的優勢，初步建立起了一套完整的公益幫扶體系，即以母嬰領域為起點，通過寶寶樹與復星基金會共同搭建的公益平台，聯合社會多方力量，多維度、多層次地實施公益項目，精確支持幫扶貧困地區，把公益事業精確落到實處。這一公益幫扶體系的建立，助力寶寶樹公益事業朝著規範化、透明化、精確化的發展。此外，寶寶樹對公益項目的規範性、完整性、可操作性及可衡量性進行重點考量。主要的考量方式是通過公益項目的實施幫助了多少貧困人口，給貧困地區帶來了怎樣的改變，能夠和當地政府共同解決多少棘手的問題。此外，寶寶樹在選擇公益夥伴上，選擇與寶寶樹公益項目的主目標人群相符的合法註冊、合規經營的公益慈善機構或社會組織，共同投入資源將公益項目執行落地。

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In April 2019, BabyTree launched “Health Care +1” initiative. Through this open charity platform for rural doctors and local needy families in poverty-stricken areas, it gathered forces from all walks of life in the society to allocate online and offline resources and gradually improved the physical and mental health of M&C families in the poverty-stricken areas. Up to now, BabyTree, Angel Nutritech, YeeHoO, Suitsky, Kaili and many other companies have donated nutritional rice flour, protein powder, diapers, maternity kits, children’s picture books and other materials valued more than RMB one million to poverty-stricken areas through the public welfare platform “Health Care +1”, and improved the health status of the population in poverty-stricken areas.

In September 2019, BabyTree officially launched the Rural BabyTree Program, creating an open public welfare space for M&C groups in the poverty-stricken areas. Through regular lectures, multimedia projections, picture book reading and various other ways, it cultivated scientific maternity knowledge for prospective mothers, assisted children to develop their intelligence and improved the physical and mental health of M&C groups in the poverty-stricken areas. In December, two co-education centers were established in Yongsheng County and Deqin County, Yunnan Province to provide services to local M&C groups.

As at the end of 2019, the total service time of BabyTree community service has reached 256 hours.

In the future, BabyTree will continue to leverage on its leading role and strength in the M&C and family industries to consolidate more public welfare resources, give more care and respect, continue to explore the “Health Care +1” initiative and Rural BabyTree Program projects, and assist more families to enjoy the healthy and beautiful voyage of life.

2019年4月，寶寶樹發起「健康醫+1」行動，通過這一面向貧困地區鄉村醫生及當地貧困家庭開展的公益開放平台，匯集社會各界力量、調配線上線下資源，逐步改善貧困地區母嬰家庭人群的身心健康狀況。截止目前為止，寶寶樹、安琪紐特、英氏、舒比奇、開麗等多家企業已經通過「健康醫+1」行動這一公益平台，為貧困地區捐贈了價值一百萬餘元的營養米粉、蛋白粉、紙尿褲、待產包、兒童繪本等物資，改善了貧困地區人口的健康狀況。

2019年9月，寶寶樹正式上線鄉村寶寶樹計劃，在貧困地區打造一個面向母嬰人群的開放公益空間，通過定期講座、多媒體投影、繪本閱讀等多種方式，為準媽媽培訓科學孕育知識，幫助兒童開發智力，改善貧困地區母嬰人群的身心健康情況。12月，已經在雲南省永勝縣及德欽縣建成兩間共育中心，為當地孕嬰人群提供服務。

截止2019年底，寶寶樹社區服務總服務時長達256小時。

未來，寶寶樹依舊會以母嬰與家庭行業榜樣的擔當和力量來凝聚更多的公益力量，給予更多的關愛和尊重，繼續深挖「健康醫+1」行動及鄉村寶寶樹計劃項目，幫助更多的家庭享受健康美好的生命旅程。

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Donation ceremony for BabyTree “Health Care +1” – Project on Health Poverty Alleviation for Rural Doctors in Yongde County
寶寶樹「健康醫+1」- 永德縣鄉村醫生健康扶貧項目行動捐贈儀式



BabyTree “Health Care +1” – baby in poverty-stricken area received gifts
寶寶樹「健康醫+1」- 貧困地區寶寶收獲愛心贈品

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Rural BabyTree Program – Pingzhen Co-education Center in Deqin County, Yunnan
鄉村寶寶樹計劃 – 雲南德欽縣平鎮共育中心



Rural BabyTree Program – babies from rural areas participated in activities at the Co-education Center
鄉村寶寶樹計劃 – 鄉村寶寶在共育中心活動

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§9 CARE FOR ENVIRONMENT AND SAFEGUARD LIFE

§9 愛環境 生命安心

§9.1 Emission Management

§9.1 排放物管理

The Company values good environmental management. The Company is an internet company, hence its operations have little impact on the environment. The Company strictly abides by the Environmental Protection Law of the People's Republic of China (《中華人民共和國環境保護法》), the Law of the People's Republic of China on the Prevention and Control of Atmospheric Pollution (《中華人民共和國大氣污染防治法》) and related laws and regulations to proactively protect the environment and safeguard our beautiful homes.

本公司重視良好的環境管理，由於本公司為互聯網企業，公司的營運對環境造成的影響相對較小。公司嚴格遵守《中華人民共和國環境保護法》、《中華人民共和國大氣污染防治法》及相關法律法規，主動保護環境，守護美麗家園。

Type of emissions 排放物種類	Detail indicator (Unit) 明細指標 (單位)	Amount in 2019 2019年數值	Amount in 2018 2018年數值
Waste gas emission 廢氣排放	Sulfur dioxide emissions (ton) 二氧化硫排放量 (噸)	0.02	0.09
	NOx emissions (ton) 氮氧化物排放量 (噸)	12.27	12.94
	Soot emissions (ton) 煙塵排放量 (噸)	1.18	1.26
Greenhouse gas emission 溫室氣體排放	Total greenhouse gas emission (tCO ₂ e) 溫室氣體排放總量 (噸二氧化碳當量)	450.43	361.43
	Direct greenhouse gas emission (tCO ₂ e) 直接溫室氣體排放量 (噸二氧化碳當量)	3.64	6.05
	Indirect greenhouse gas emission (tCO ₂ e) 間接溫室氣體排放量 (噸二氧化碳當量)	446.79	355.38
	Intensity of greenhouse gas emission (tCO ₂ e/person) 溫室氣體排放強度 (噸二氧化碳當量/人)	0.62	0.40

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Type of emissions 排放物種類	Detail indicator (Unit) 明細指標 (單位)	Amount in 2019 2019年數值	Amount in 2018 2018年數值
Waste generation 廢棄物產生	Total hazardous waste generation (kg) 有害廢棄物產生總重量 (千克)	471.89	231
	<i>Fluorescent tube (kg)</i> 熒光燈管 (千克)	451.88 ⁴	206
	<i>Battery(kg)</i> 電池 (千克)	20.01	25
	Intensity of hazardous waste generation (kg/person) 有害廢棄物產生強度 (千克 / 人)	0.65	0.26
	Total non-hazardous waste generation (kg) ⁵ 無害廢棄物產生總重量 (千克) ⁵	77,415 ⁴	37,720
	Intensity of non-hazardous waste generation (kg/person) 無害廢棄物產生強度 (千克 / 人)	106.05	41.77

In 2019, the Company improved its internal Green publicity by taking the daily publicity as the starting point, to encourage employees' Green Travel, so to reduce waste gas emissions and greenhouse gas emissions. In addition, the Company has organized Q&A with Green and Environmental Protection Theme, Walk-steps For Awards and other programs to deepen the understanding of employees in Green Travel. In the Beijing office, BabyTree started the garbage sorting work to improve the environmental awareness of employees.

2019年，公司加強內部綠色宣傳，以日常宣傳為切入點，提倡員工綠色出行，減少廢氣及溫室氣體的排放。此外，公司設置了綠色環保主題問答，貢獻步數兌換獎品等活動，加深員工對綠色出行的認識。在北京辦公室，寶寶樹開始了垃圾分類工作，提高員工的環保意識。

⁴ As the Company carried out the decoration and lighting renovation in its Beijing and Hangzhou office areas this year, the generation of waste fluorescent tube and domestic wastes increased as compared with last year.

⁴ 由於本年度公司北京和杭州辦公區開展了裝修及照明改造，導致廢燈管和生活垃圾的產生量較去年增加較多。

⁵ The non-hazardous waste generated by the Company are domestic wastes.

⁵ 本公司產生的無害廢棄物為生活垃圾。

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The Company's printers are rendered by way of leases, and regularly maintained by specialized companies, so as to reduce the waste of paper, ink cartridges and toner cartridges caused by equipment failure, guarantee the subsequent recycling of ink cartridges and toner cartridges at the same time, and avoid environmental pollution caused by irregular processing. In addition, the Company advocates the separate storage of secondary paper, which can be recycled and reused for recording, reimbursement, etc, to enhance the utilization of paper.

For hazardous waste such as batteries, the Company requires its employees to return used batteries when getting new batteries, and contacts a specialized recycling company for centralized recycling. As for the used cartons, the Company reuses or sales them, so as to recycle resources and reduce the emission of pollutants.

In 2019, the Company did not have any serious violations of environmental protection related standards, rules and regulations.

本公司辦公室打印機採用租賃的形式，並由專業公司進行定期維保，減少因設備故障造成的紙張、墨盒及硒鼓的浪費，同時保障後續墨盒、硒鼓的回收處理，避免非正常渠道處理造成的環境污染。此外，公司提倡二次紙張單獨存放，可用於記錄、報銷等，提高紙張利用率。

對於乾電池等有害廢物，本公司要求員工在領取新電池時需將舊電池歸還，並聯繫專業的回收公司進行集中的回收處理。在廢舊紙箱的處理上，公司進行回收變賣，讓資源重複利用，減少污染物的排放。

2019年，本公司未發生違反環保相關標準、規則及法規的重大違規事宜。



BabyTree Office – Battery Recycling Box
寶寶樹辦公室 – 電池回收箱

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§9.2 Use of Energy and Resources

The Company attaches great importance to the conservation and use of natural resources, and strictly abides by relevant laws and regulations such as the Water Law of the People's Republic of China (《中華人民共和國水法》) and the Energy Conservation Law of the People's Republic of China (《中華人民共和國節約能源法》). Due to the nature of the business, our operations consume less resources than other manufacturing companies. The main resources we consume are electricity and water.

Use of resources of the Company during the reporting period is as follows:

§9.2 能源及資源使用

本公司重視自然資源的節約使用，並嚴格遵守《中華人民共和國水法》、《中華人民共和國節約能源法》等相關法律法規。由於業務性質，公司的運營過程較其他製造類企業耗用較少資源。公司主要消耗的資源為電力和水資源。

報告期間內，本公司的資源使用情況如下：

Type of resources consumption 資源消耗種類	Detail indicator (Unit) 明細指標 (單位)	Data in 2019 2019年數據	Data in 2018 2018年數據
Energy consumption 能源消耗	Total power consumption in the office area (kWh) 辦公區總耗電量 (千瓦時)	732,322.4 ⁶	582,492.00
	Intensity of power consumption in the office area (kWh/square meter) 辦公區耗電強度 (千瓦時/平方米)	- ⁷	58.09
	Gasoline fuel consumption (ton) 汽油耗油量 (噸)	1.19	1.78
	Natural gas consumption (standard cube) 天然氣消耗量 (標準立方)	The Company no longer consumed natural gas for the year 本年度公司不再使用天然氣	317.00

⁶ As the Company expanded the office area in some operation sites in 2019, the total power consumption increased as compared with last year.

⁷ In light of that the Company adjusted the office area in some operation sites in 2019, the calculation of intensity of power consumption should be further improved and the indicator of which will be disclosed in the future.

⁶ 由於公司2019年度擴大了部分運營地的工區面積，因此總耗電量較去年有所增加。

⁷ 考慮由於公司2019年度調整了部分運營地的工區面積，能耗強度的計算需進一步完善並將於未來年度披露該指標。

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Type of resources consumption 資源消耗種類	Detail indicator (Unit) 明細指標 (單位)	Data in 2019 2019年數據	Data in 2018 2018年數據
	Comprehensive energy consumption (kWh) 綜合能源消耗量 (千瓦時)	746,569.48	607,233.27
	Intensity of comprehensive energy consumption (kWh/square meter) 綜合能源消耗強度 (千瓦時 / 平方米)	- ⁷	60.55

In terms of power conservation, the Company replaced all lightings in office areas with durable and energy-saving LED lights, and the lighting switches were set according to the minimum lighting area. In addition, the Company has sealed up the windows in the office area at the beginning of winter to minimize the loss of heat source, which helped save energy. When there is no visitor, the cabinet lamp and effect lamp will be turned off to reduce power consumption. The administrative personnel of the Company patrol and turnoff all the electrical facilities before going off work, and remind the employees to close corresponding electrical equipment when leaving. The Company analyzes its power consumption data every week, and proposes a corresponding feasible energy-saving plan according to the differences of power consumption in each office area.

在節約用電方面，本公司將全部工區更換為耐用節能的LED燈，照明開關按最小區域設置。此外，公司在入冬初對工區窗戶進行了加密處理，最大限度減少熱源流失，從而達到節省電量的目的。在無訪客參觀的情況下，裝櫃燈、效果燈將被關閉以減少用電。公司行政人員下班前巡查關閉一切用電設施，並提示員工下班關閉相應的用電設備。公司每周會做用電量分析，根據各區域的用電量差異，提出相對應的可行性節能方案。

Environmental, Social and Governance Report 環境、社會及管治報告

In terms of water conservation, the Company carries out water-saving publicity through induction training, e-mail and theme activities to cultivate employees' awareness of water conservation. In addition, the Company reduces the amount of toilet flushing water, changes the bottled water from 500ml to 350ml, and cleans the dishcloth with remaining bottled water collected to reduce the waste of water resources. The administrative personnel of the Company turn off the water heater and water dispenser before going off work each day to reduce the waste of water resources. Since the water consumption and wastewater discharged from the office of the Company are managed by the property management department of the office building, it is impossible to calculate separately the water consumption and sewage discharge of the Company, and due to environmental issues such as "use of water" and "waste disposal and recycling" as unimportant issues for the Company, the Company chooses not to disclose such indicators as the total water consumption, total water consumption intensity and wastewater discharge. In 2019, the Company did not have any problems in obtaining the applicable water source. Due to the nature of the Company's business, the Company has no material impact on the environment and natural resources.

In the future, the Company plans to set up recyclable goods buckets, and regulates employees to collect recyclable and sellable wastes, such as express package boxes, beverage bottles, used paper, etc. and proactively place these materials to designated places. In addition, the Company will establish an environmental protection volunteer association and an environmental protection score system to encourage employees to become the environmental protection volunteers. The volunteer association will carry out an event every quarter, such as collecting wastes in parks or publicizing the environmental protection knowledges, environmental protection long walk and other activities.

在節約用水方面，公司通過入職培訓、郵件、主題活動進行節水宣傳，培養員工節水意識。此外，公司減少馬桶沖水量，瓶裝水從500ml變為350ml及剩餘瓶裝水收集後清洗抹布來減少水資源浪費。公司行政人員每日下班前關閉熱水器、飲水機減少水資源蒸發消耗。由於本公司辦公所在大樓水資源消耗及排放廢水為大樓物業統一管理，無法單獨拆分本公司耗水量及污水排放量，並由於「水資源使用」、「廢棄物處理與回收」等環境議題，非本公司重要議題，因此選擇不披露總耗水量、總耗水強度和廢水排放量指標。2019年，公司在求取適用水源上不存在任何問題。由於本公司業務性質，公司對環境及天然資源不會造成重大影響。

未來，公司計劃設立可回收物品投放處，規範員工將可回收變賣的廢品主動放到指定位置，如快遞包裝箱、飲料瓶、廢舊紙張等。此外，公司將建立環保志願者協會和環保積分制度，鼓勵員工報名成為環保志願者。志願者協會每季度開展一次活動，如到公園進行拾荒或講解環保知識，環保長走活動等。

Independent Auditor's Report to the Shareholders of BabyTree Group

(Incorporated in the Cayman Islands with limited liability)

致寶寶樹集團各股東的獨立核數師報告

(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of BabyTree Group (the "Company") and its subsidiaries (together the "Group") set out on pages 187 to 304, which comprise the consolidated statement of financial position as at 31 December 2019, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). Our responsibilities under those standards are further described in *the Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

我們已審核載列於第187至304頁的寶寶樹集團(「貴公司」)及其附屬公司(統稱「貴集團」)的合併財務報表，當中包括於二零一九年十二月三十一日的合併財務狀況表、截至該日止年度的合併損益表、合併損益及其他全面收入表、合併權益變動表及合併現金流量表，以及合併財務報表附註(包括主要會計政策概要)。

我們認為，合併財務報表已根據國際會計準則理事會(「國際會計準則理事會」)頒佈的國際財務報告準則(「國際財務報告準則」)真實而公平地反映貴集團於二零一九年十二月三十一日的合併財務狀況及貴集團截至該日止年度的合併財務表現及合併現金流量，並已遵照香港公司條例之披露要求妥為編製。

意見基準

我們已按照香港會計師公會(「香港會計師公會」)頒佈的香港審計準則(「香港審計準則」)進行審核工作。我們根據該等準則的責任進一步描述於本報告「核數師審核合併財務報表的責任」一節。按照香港會計師公會的「專業會計師操守守則」(「守則」)連同有關開曼群島與我們對合併財務報表的審核相關的任何道德要求，我們獨立於貴集團，且我們已按照該等要求及守則履行其他道德責任。我們相信，我們獲取的審核證據屬充分、適當，為發表審核意見提供了基礎。

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KEY AUDIT MATTERS

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

Recognition of revenue from advertising

廣告收入確認

Refer to note 4 to the consolidated financial statements and the accounting policies in note 2(u).

請參閱合併財務報表附註4及附註2(u)的會計政策。

The Key Audit Matter

關鍵審核事項

The Group offers different formats of on-line advertisements, such as banners, rectangles, picture-in-picture, text links, images and topics, throughout the Group's Apps or websites. The Group generates revenue when the Group displays the advertisement ("display-based revenue") in the contracted period or when a user carries out a specified action ("performance-based revenue") as stipulated the contract.

Display-based revenue is recognized on a pro-rata basis as the advertisement is displayed in accordance with the terms of the advertising contracts. Performance-based revenue is recognized at the time when a user clicks on the advertisement or when the user views the advertisement for a specific period of time based on the specific terms of the contract.

貴集團在貴集團的手機應用程序和網站提供不同形式的在線廣告，如旗幟廣告、矩形廣告、畫中畫廣告、文本鏈接廣告、圖片廣告及話題廣告。當貴集團於合約期內展示廣告時貴集團產生收入（「展示類收入」）或當用戶進行合約所訂明的特別行動時貴集團產生收入（「效果類收入」）。

展示類收入根據廣告合約條款按照廣告的顯示次數按比例確認。效果類收入於客戶點擊廣告時或客戶瀏覽特定時限的廣告時按合約的特定條款確認。

關鍵審核事項

關鍵審核事項指根據我們的專業判斷，在我們對本期間合併財務報表的審核中最重要的事項。該等事項在我們對合併財務報表進行整體審核及就此達致意見時處理，我們並不就此另外提供意見。

How the matter was addressed in our audit

我們的審核中如何處理有關事項

Our audit procedures to assess the recognition of revenue from advertising included the following:

- assessing the design, implementation and operating effectiveness of key internal controls over revenue recognition;
- assessing, with the assistance of our internal IT specialists, the design, implementation and operating effectiveness of management's key internal IT controls over the accuracy of revenue recognition of Performance-based advertisements and the scheduling information of Display-based advertisements exported from the scheduling system;

我們評估確認廣告收入的審核程序包括以下各項：

- 評估關鍵內部控制於收入確認方面的設計、實施及運營成效性；
- 在我們的內部信息科技專家的協助下，評估管理層關鍵內部信息科技控制於效果類廣告收入確認的準確性及從調度系統導出的展示類廣告的調度信息的設計、實施及運營成效性；

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KEY AUDIT MATTERS (Continued)

關鍵審核事項 (續)

Recognition of revenue from advertising (Continued)

廣告收入確認 (續)

Refer to note 4 to the consolidated financial statements and the accounting policies in note 2(u).

請參閱合併財務報表附註4及附註2(u)的會計政策。

The Key Audit Matter

關鍵審核事項

How the matter was addressed in our audit

我們的審核中如何處理有關事項

The Group uses its information technology system ("IT") to track the display or specified actions as specified in related customer contracts.

貴集團使用其信息科技系統(「信息科技」)追蹤有關客戶合約所規定的顯示或特別行動。

Our audit procedures to assess the recognition of revenue from advertising included the following: (continued)

- comparing the scheduling information exported from the scheduling system with the underlying advertising contracts and performing the end-to-end reconciliation controls from the extracted scheduling information to the accounting system;
- comparing revenue transactions recorded during the year, on a sample basis, with the underlying advertising contracts and scheduling and the progress of the service or the basis of the recognition of the performance-based revenue to assess if revenue was properly recognized in the appropriate accounting period;
- confirming with customers, on a sample basis, about the contract items related to the service, the scheduling, and the implementation status of the contracts;

我們評估確認廣告收入的審核程序包括以下各項：(續)

- 將從調度系統導出的調度信息與相關廣告合約進行比較，並執行從導出的調度信息與會計系統核對一致的調節控制；
- 以抽樣方式將年內錄得收入交易與相關廣告合約及服務時間安排以及進度或效果類收入確認基準進行比較，以評估收入是否於適當的會計期間得到適當確認；
- 以抽樣方式向客戶確認與服務相關的合約項目、合約時間安排及實施狀態；

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KEY AUDIT MATTERS (Continued)

關鍵審核事項 (續)

Recognition of revenue from advertising (Continued)

廣告收入確認 (續)

Refer to note 4 to the consolidated financial statements and the accounting policies in note 2(u).

請參閱合併財務報表附註4及附註2(u)的會計政策。

The Key Audit Matter

關鍵審核事項

How the matter was addressed in our audit

我們的審核中如何處理有關事項

We identified the recognition of revenue from advertising service as a key audit matter because revenue is one of the key performance indicators of the Group which gives rise to an inherent risk that revenue could be recorded in the incorrect period or could be subject to manipulation to meet targets or expectations.

我們認為確認廣告服務收入是一項關鍵審核事項，原因為收入是貴集團的關鍵績效指標之一，會產生固有的風險，即收入可能會於不正確的期間內錄得，或可能會被操縱以滿足目標或期望。

Our audit procedures to assess the recognition of revenue from advertising included the following: (continued)

- performing regular visit on the web site and Apps, on a sample basis, to assess if the advertisement service existed;
- selecting advertising contracts entered into during the year, on a sample basis, and inspecting payments from the contracting parties and underlying payment details to determine if the payer and the contracting party were the same entity; and
- inspecting significant manual adjustments to revenue raised during the reporting period, enquiring of management about the reasons for such adjustments and comparing the details of the adjustments with relevant underlying documentation.

我們評估確認廣告收入的審核程序包括以下各項：(續)

- 以抽樣方式定期訪問網站和應用程序，以評估廣告服務是否存在；
- 於年內抽樣選擇訂立的廣告合約，並檢查訂約方的付款及相關付款細節，以確定付款人與訂約方是否為同一實體；及
- 檢查於報告期內對收入進行的重大人工調整，向管理層詢問該等調整的原因，並將調整的細節與相關基礎文件進行比較。

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KEY AUDIT MATTERS (Continued)

關鍵審核事項 (續)

Loss allowances for trade receivables

貿易應收款項之虧損撥備

Refer to note 21 to the consolidated financial statements and the accounting policies in note 2(j).

請參閱合併財務報表附註21及附註2(j)的會計政策。

The Key Audit Matter

關鍵審核事項

How the matter was addressed in our audit

我們的審核中如何處理有關事項

As at 31 December 2019, the Group's gross trade receivables amounted to RMB270.2 million, against which a loss allowance of RMB66.9 million was recorded. The Group's trade receivables mainly arose from advertising business.

Management measures the loss allowance at an amount equal to lifetime expected credit loss based on estimated loss rates for each category of receivables. The estimated loss rates take into account the ageing of trade receivable balances, the repayment history of the Group's customers of different risk characteristics, current market conditions, customer-specific conditions, and forward-looking information. Such assessment involves significant management judgement and estimation.

於二零一九年十二月三十一日，貴集團貿易應收款項總額為人民幣270.2百萬元，已計提的貿易應收款項虧損撥備金額為人民幣66.9百萬元。貴集團的貿易應收款項主要來自廣告業務。

管理層基於每類貿易應收款項的預期損失率，按照相當於整個存續期內預期信用損失的金額計量貿易應收款項虧損撥備。預期損失率考慮貿易應收款項賬齡、貴集團不同信用風險特徵客戶的回收歷史、當前市場情況、客戶特定情況和前瞻性信息。該評估涉及重大的管理層判斷和估計。

Our audit procedures to assess the loss allowance for trade receivables included the following:

- obtaining an understanding of and assessing the design, implementation and operating effectiveness of key internal controls relating to credit control, debt collection and estimating the credit loss allowance;
- evaluating the Group's policy for estimating the credit loss allowance with reference to the requirements of the prevailing accounting standards;
- assessing whether items were correctly categorized in the trade receivables ageing report by comparing individual items therein with sales contracts and other relevant underlying documentation, on a sample basis;
- obtaining an understanding of the key data and assumptions of the expected credit loss model adopted by the management, including the basis of segmentation of the accounts receivable based on credit risk characteristics of customers and the historical default data in management's estimated loss rates;

我們評估貿易應收款項之虧損撥備的審核程序包括以下各項：

- 了解與信用風險控制、款項回收及預期信用損失估計相關的關鍵財務報告內部控制，並評價其設計和運行有效性；
- 按照相關會計準則的要求，評價貴集團估計信用損失準備的會計政策；
- 以抽樣方式從貿易應收款項賬齡分析報告中選取測試項目，核對至銷售合同及其他相關的支持性文件，以評價賬齡分析報告中的賬齡區間劃分的準確性；
- 了解管理層預期信用損失模型中所運用的關鍵參數及假設，包括管理層基於客戶信用風險特徵對貿易應收款項進行分組的基礎、以及管理層預期損失率中包含的歷史違約數據等；

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KEY AUDIT MATTERS (Continued)

關鍵審核事項 (續)

Loss allowances for trade receivables (Continued)

貿易應收款項之虧損撥備 (續)

Refer to note 21 to the consolidated financial statements and the accounting policies in note 2(j).

請參閱合併財務報表附註21及附註2(j)的會計政策。

The Key Audit Matter

關鍵審核事項

How the matter was addressed in our audit

我們的審核中如何處理有關事項

We identified the loss allowance for trade receivables as a key audit matter because determining the level of the loss allowance requires the exercise of significant management judgment which is inherently subjective.

由於虧損撥備的確定涉及重大的管理層判斷，且其存在固有不确定性，我們將貿易應收款項之虧損撥備識別為關鍵審核事項。

Our audit procedures to assess the loss allowance for trade receivables included the following: (continued)

- assessing the reasonableness of management's loss allowance estimates by examining the information used by management to form such judgments, including testing the accuracy of the historical default data and evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information;
- re-performing the calculation of the loss allowance as at 31 December 2019 based on the Group's credit loss allowance policies; and
- inspecting, on a sample basis, cash receipts from debtors subsequent to the reporting date relating to trade receivable balances as at 31 December 2019

我們評估貿易應收款項之虧損撥備的審核程序包括以下各項：(續)

- 通過檢查管理層用於做出判斷的信息，包括測試歷史違約數據的準確性，評估歷史違約率是否考慮並適當根據當前經濟狀況及前瞻性信息進行調整，評價管理層對於虧損撥備估計的合理性；
- 基於貴集團信用損失準備計提的會計政策重新計算於二零一九年十二月三十一日的虧損撥備；及
- 選取樣本，檢查於二零一九年十二月三十一日貿易應收款項的期後回款。

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INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all 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 THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

除合併財務報表及核數師報告以外的資料

董事對其他資料負責。其他資料包括年報中包含的所有資料，但不包括合併財務報表及我們就此的核數師報告。

我們對合併財務報表的意見不涵蓋其他資料，且我們並不對此發表任何形式的保證結論。

就我們對合併財務報表的審核而言，我們的責任是閱讀其他資料，並同時考慮其他資料是否與合併財務報表或我們在審核過程中獲得的了解存在重大不一致或看似嚴重失實。

倘若基於我們進行的工作，我們認為該其他資料存在重大失實陳述，則我們須報告該事實。我們在此方面無任何發現可報告。

董事對合併財務報表的責任

董事負責根據國際會計準則理事會頒佈的國際財務報告準則及香港公司條例的披露規定編製真實而公平的合併財務報表，及落實其認為必要的內部控制，以使合併財務報表不存在由於欺詐或錯誤而導致的重大失實陳述。

在編製合併財務報表時，董事有責任評估貴集團持續經營的能力，披露（如適用）與持續經營有關的事項，並使用持續經營會計基準（除非董事擬將貴集團清盤或終止經營，或除此之外並無其他可行的選擇）。

審核委員會協助董事監督貴集團財務報告程序的職責。

Independent Auditor's Report to the Shareholders of BabyTree Group

(Incorporated in the Cayman Islands with limited liability)

致寶寶樹集團各股東的獨立核數師報告

(於開曼群島註冊成立的有限公司)

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. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 judgement 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.

核數師審核合併財務報表的責任

我們的目標是就合併財務報表整體是否不存在重大失實陳述（不論因欺詐或錯誤導致）取得合理保證，並出具包含我們意見的核數師報告。本報告僅向閣下提供，不得用於其他用途。我們概不就本報告的內容向其他任何人負有或承擔任何責任。

合理保證是一種高水平的保證，但並不保證按照香港審計準則進行的審核總能發現所存在的重大失實陳述。失實陳述可能因欺詐或錯誤而產生，如個別或整體合理預期可能影響用戶基於該等合併財務報表作出的經濟決定，則屬重大。

作為按照香港審計準則進行審核的一部分，我們在整個審核期間作出專業判斷並保持專業懷疑。我們亦：

- 識別及評估合併財務報表中存在重大失實陳述（不論因欺詐或錯誤導致）的風險，設計及執行應對該等風險的審核程序，並取得充分適當的審核證據，為我們的意見提供基礎。未發現欺詐導致重大失實陳述的風險高於錯誤導致重大失實陳述的風險，原因是欺詐可能涉及勾結、偽造、故意遺漏、虛假陳述或超越內部控制。
- 取得與審核相關的內部控制的理理解，以設計適當的審核程序，但目的並非對貴集團內部控制的有效性發表意見。

Independent Auditor's Report to the Shareholders of BabyTree Group

(Incorporated in the Cayman Islands with limited liability)

致寶寶樹集團各股東的獨立核數師報告

(於開曼群島註冊成立的有限公司)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

核數師審核合併財務報表的責任 (續)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- 評價董事所採用會計政策的適當性及所作出會計估計及相關披露的合理性。
- 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.
- 對董事使用持續經營會計基準的適當性，及（基於所取得的審核證據）是否存在與事件或狀況相關且可能導致對貴集團持續經營能力產生重大疑問的重大不確定性得出結論。倘若我們認為存在重大不確定性，需要在核數師報告中提請注意合併財務報表的相關披露或（如該披露不足）修改我們的意見。我們的結論基於截至核數師報告日期所獲得的審核證據。然而，未來事件或狀況可能導致貴集團無法持續經營。
- 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.
- 評價合併財務報表的整體列報、結構及內容，包括披露及合併財務報表是否按實現公平列報的方式反映了相關交易及事件。
- 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.
- 獲取有關貴集團內實體或業務活動的財務資料的充分適當的審核證據，以對合併財務報表發表意見。我們負責指導、監督及進行集團審核。我們仍然僅對我們的審核意見承擔全部責任。

Independent Auditor's Report to the Shareholders of BabyTree Group

(Incorporated in the Cayman Islands with limited liability)

致寶寶樹集團各股東的獨立核數師報告

(於開曼群島註冊成立的有限公司)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and 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 Ho Ying Man Simon.

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

30 March 2020

核數師審核合併財務報表的責任 (續)

我們就(其中包括)審核的規劃範圍及時間與重大審核結果(包括我們在審核中發現的內部控制重大缺陷)與審核委員會溝通。

我們亦向審核委員會提供一份聲明,表示我們已遵守有關獨立性的相關道德要求,並就合理可能導致對我們獨立性產生疑問的所有關係及其他事項及(如適用)相關保障措施與審核委員會溝通。

根據與審核委員會溝通的事項,我們認為有關事項是對審核本期間合併財務報表而言最重要的事項,因此屬於關鍵審核事項。我們在核數師報告中說明該等事項,除非法律或法規禁止公開溝通該事項,或(在極少數情況下)由於其不利後果合理預期將超過公開溝通所帶來的公共利益,我們認為該事項不應在我們的報告中溝通。

出具本獨立核數師報告的審計項目合夥人是何應文。

執業會計師

香港中環
遮打道10號
太子大廈8樓

二零二零年三月三十日

Consolidated Statement of Profit or Loss 合併損益表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度
(Expressed in Renminbi ("RMB")) (以人民幣(「人民幣」)列示)

		Note 附註	2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Revenue	收入	4	356,828	760,103
Cost of revenue	營業成本		(134,195)	(160,653)
Gross profit	毛利		222,633	599,450
Other revenue	其他收入	5(a)	20,898	20,484
Other net loss	其他虧損淨額	5(b)	(20,471)	(4,741)
Selling and marketing expenses	銷售及營銷開支		(297,846)	(179,905)
General and administration expenses	一般及行政開支		(281,465)	(159,066)
Research and development expenses	研發開支		(111,441)	(125,234)
(Loss)/profit from operations	經營(虧損)/溢利		(467,692)	150,988
Net finance income	財務收入淨額	6(a)	32,230	10,369
Fair value change of financial liabilities at fair value through profit or loss	以公允價值計量且變動 計入當期損益的金融負債 公允價值變動		-	365,610
Fair value changes on investments measured at fair value through profit or loss	以公允價值計量且變動計入 當期損益的投資公允價值 變動		(25,880)	-
Share of loss of associates	應佔聯營公司虧損	16	(12,412)	(3,412)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	6	(473,754)	523,555
Income tax (expense)/credit	所得稅(開支)/抵免	7	(20,697)	2,672
(Loss)/profit for the year	年度(虧損)/溢利		(494,451)	526,227
Attributable to:	歸屬於：			
Equity shareholders of the Company	本公司權益股東		(493,896)	526,300
Non-controlling interests	非控制性權益		(555)	(73)
(Loss)/profit for the year	年度(虧損)/溢利		(494,451)	526,227
(Loss)/earnings per share	每股(虧損)/溢利	11		
Basic and diluted (RMB)	基本及攤薄(人民幣元)		(0.29)	0.29

Note: The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 2(c).

附註：本集團已使用經修訂追溯法於二零一九年一月一日首次應用國際財務報告準則第16號。根據該方法，比較資料並無重列。請參見附註2(c)。

The notes on pages 195 to 304 form part of these financial statements.

第195至304頁之附註乃組成該等財務報表之部份。

Consolidated Statement of Profit or Loss and other Comprehensive Income 合併損益及其他全面收入表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度
(Expressed in RMB) (以人民幣列示)

	Note	2019	2018
	附註	二零一九年	二零一八年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
(Loss)/profit for the year		(494,451)	526,227
Other comprehensive income for the year (after tax and reclassification adjustments)			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation of financial statements of the Company and overseas subsidiaries		40,479	(652,612)
Other comprehensive income for the year	10	40,479	(652,612)
Total comprehensive income for the year		(453,972)	(126,385)
Attributable to:			
Equity shareholders of the Company		(453,417)	(126,312)
Non-controlling interests		(555)	(73)
Total comprehensive income for the year		(453,972)	(126,385)

Notes: The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 2(c).

附註：本集團已使用經修訂追溯法於二零一九年一月一日首次應用國際財務報告準則第16號。根據該方法，比較資料並無重列。請參見附註2(c)。

The notes on pages 195 to 304 form part of these financial statements.

第195至304頁之附註乃組成該等財務報表之部份。

Consolidated Statement of Financial Position

合併財務狀況表

As at 31 December 2019 於二零一九年十二月三十一日
(Expressed in RMB) (以人民幣列示)

		Note	2019	2018
		附註	二零一九年	二零一八年
			RMB' 000	RMB' 000
			人民幣千元	人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	60,057	29,627
Intangible assets	無形資產	13	3,486	4,494
Prepayments for non-current assets	非流動資產預付款項	15	44,809	11,685
Interests in associates	於聯營公司的權益	16	49,468	14,617
Equity securities	權益證券	17	163,008	25,432
Long-term investments	長期投資	18	42,825	–
Deferred tax assets	遞延稅項資產	29(b)	28,061	48,761
			391,714	134,616
Current assets	流動資產			
Other current assets	其他流動資產	19	11,412	5,956
Inventories	存貨	20	3,217	14,657
Trade receivables	貿易應收款項	21	203,297	369,720
Prepayments and other receivables	預付款項及其他應收款項	22	436,318	96,650
Short-term investments	短期投資	23	585,342	809,430
Cash and cash equivalents	現金及現金等價物	24	1,422,855	2,229,907
			2,662,441	3,526,320
Current liabilities	流動負債			
Trade payables	貿易應付款項	25	13,660	14,475
Accruals and other payables	預收賬款及其他應付款項	26	81,516	171,529
Contract liabilities	合同負債	27	2,211	5,012
Lease liabilities	租賃負債	28	25,184	–
Current taxation	即期稅項	29(a)	1,010	14,211
			123,581	205,227
Net current assets	流動資產淨額		2,538,860	3,321,093
Total assets less current liabilities	總資產減流動負債		2,930,574	3,455,709

Note: The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 2(c).

附註：本集團已使用經修訂追溯法於二零一九年一月一日首次應用國際財務報告準則第16號。根據該方法，比較資料並無重列。請參見附註2(c)。

The notes on pages 195 to 304 form part of these financial statements.

第195至304頁之附註乃組成該等財務報表之部份。

Consolidated Statement of Financial Position

合併財務狀況表

As at 31 December 2019 於二零一九年十二月三十一日
(Expressed in RMB) (以人民幣列示)

		Note	2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
		附註		
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	28	12,256	–
Deferred tax liabilities	遞延稅項負債	29(b)	115	61
			12,371	61
Net assets	資產淨額		2,918,203	3,455,648
Equity	權益			
Share capital	股本	30	1,158	1,172
Reserves	儲備	30	2,913,473	3,450,349
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔股權總額		2,914,631	3,451,521
Non-controlling interests	非控制性權益		3,572	4,127
TOTAL EQUITY	權益總額		2,918,203	3,455,648

Approved and authorized for issue by the board of directors on 30 March 2020.

於二零二零年三月三十日獲董事會批准及授權刊發。

WANG Huainan

王懷南

Director

董事

XU Chong

徐翀

Director

董事

Note: The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 2(c).

附註：本集團已使用經修訂追溯法於二零一九年一月一日首次應用國際財務報告準則第16號。根據該方法，比較資料並無重列。請參見附註2(c)。

The notes on pages 195 to 304 form part of these financial statements.

第195至304頁之附註乃組成該等財務報表之部份。

Consolidated Statement of Changes in Equity

合併權益變動表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度
(Expressed in RMB) (以人民幣列示)

		Attributable to equity shareholders of the Company 本公司權益股東應佔					Non-controlling interests 非控制性權益		Total equity 權益總額
		Share capital 股本	Share premium 股份溢價	Capital reserves 資本儲備	Translation reserves 匯兌儲備	Accumulated loss 累計虧損	Total 總計		
Note 附註		RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元
Balance at 1 January 2018	於二零一八年一月一日的餘額	-	-	(2,247,797)	131	(2,147,954)	(4,395,620)	-	(4,395,620)
Changes in equity for 2018:	於二零一八年的股權變動：								
Profit/(loss) for the year	年內溢利/(虧損)	-	-	-	-	526,300	526,300	(73)	526,227
Other comprehensive income	其他全面收入	-	-	-	(652,612)	-	(652,612)	-	(652,612)
Total comprehensive income	全面收入總額	-	-	-	(652,612)	526,300	(126,312)	(73)	(126,385)
Capital injection from owners of the Company	本公司擁有人注資	30(c)	12	-	-	-	12	-	12
Capital injection from owners of the companies comprising the Group	本集團旗下公司擁有人注資	30(d)	-	-	6,493	-	6,493	-	6,493
Capitalization issue	資本化發行		244	(244)	-	-	-	-	-
Termination of preferred rights upon completion of IPO	首次公開發售完成後終止優先權		729	6,395,664	-	-	6,396,393	-	6,396,393
Issuance of ordinary shares relating to initial public offering, net of underwriting commissions and other issuance costs	發行與首次公開發售有關的普通股，扣除包銷佣金及其他發行費用	30(c)	187	1,570,368	-	-	1,570,555	-	1,570,555
Capital injection from non-controlling interests	非控制性權益注資		-	-	-	-	-	4,200	4,200
Balance at 31 December 2018	於二零一八年十二月三十一日的餘額	1,172	7,965,788	(2,241,304)	(652,481)	(1,621,654)	3,451,521	4,127	3,455,648

The notes on pages 195 to 304 form part of these financial statements.

第195至304頁之附註乃組成該等財務報表之部份。

Consolidated Statement of Changes in Equity

合併權益變動表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度
(Expressed in RMB) (以人民幣列示)

		Attributable to equity shareholders of the Company 本公司權益股東應佔						Non-		Total
		Share capital	Share premium	Treasury shares	Capital reserves	Translation reserves	Accumulated loss	Total	controlling interests	equity
		股本	股份溢價	庫存股份	資本儲備	匯兌儲備	累計虧損	總計	非控制性權益	權益總額
Note		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 January 2019	於二零一九年一月一日的餘額	1,172	7,965,788	-	(2,241,304)	(652,481)	(1,621,654)	3,451,521	4,127	3,455,648
Changes in equity for 2019:	於二零一九年的股權變動：									
Loss for the year	年內虧損	-	-	-	-	-	(493,896)	(493,896)	(555)	(494,451)
Other comprehensive income	其他全面收入	-	-	-	-	40,479	-	40,479	-	40,479
Total comprehensive income	全面收入總額	-	-	-	-	40,479	(493,896)	(453,417)	(555)	(453,972)
Repurchase of ordinary shares	普通股購回	30(e)	-	(83,473)	-	-	-	(83,473)	-	(83,473)
Cancellation of treasury shares	註銷庫存股份	30(e)	(14)	(73,314)	73,328	-	-	-	-	-
Balance at 31 December 2019	於二零一九年十二月三十一日的餘額	1,158	7,892,474	(10,145)	(2,241,304)	(612,002)	(2,115,550)	2,914,631	3,572	2,918,203

Note: The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 2(c).

附註：本集團已使用經修訂追溯法於二零一九年一月一日首次應用國際財務報告準則第16號。根據該方法，比較資料並無重列。請參見附註2(c)。

The notes on pages 195 to 304 form part of these financial statements.

第195至304頁之附註乃組成該等財務報表之部份。

Consolidated Cash Flow Statement

合併現金流量表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度
(Expressed in RMB) (以人民幣列示)

			2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
	Note 附註			
Cash flows from operating activities		經營活動所產生的現金流量		
Net cash used in operations	24(b)	經營所用現金淨額	(673,810)	(226,941)
Income taxes paid	29(a)	已付所得稅	(13,144)	(15,444)
Net cash used in operating activities		經營活動所用現金淨額	(686,954)	(242,385)
Cash flows from investing activities		投資活動所產生的現金流量		
Interest received		已收利息	33,877	10,387
Proceeds from sale of property, plant and equipment		出售物業、廠房及設備 所得款項	2,122	-
Payments for the purchase of property, plant and equipment		購置物業、廠房及設備 付款	(10,453)	(20,651)
Proceeds from sale of short-term investments		出售短期投資的所得款項	936,907	3,717,042
Purchases of short-term investments		購買短期投資	(699,758)	(4,010,852)
Purchases of long-term investments		購買長期投資	(42,702)	-
Proceeds from long-term investments		長期投資的所得款項	536	-
Proceeds from sale of an associate		出售聯營公司的所得款項	250	-
Acquisition of equity securities		收購權益證券	(160,740)	(17,100)
Acquisition of associates		收購聯營公司	(50,228)	(5,400)
Payments for acquisition of a company		收購公司的付款	(44,096)	-
Net proceeds from sale of structured deposits in other current assets		出售於其他流動資產的 結構存款的所得款項淨額	-	1,252
Received from related parties		已收關聯方的款項	1,338	152,573
Net cash used in investing activities		投資活動所用的現金淨額	(32,947)	(172,749)

The notes on pages 195 to 304 form part of these financial statements.

第195至304頁之附註乃組成該等財務報表之部份。

Consolidated Cash Flow Statement

合併現金流量表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度
(Expressed in RMB) (以人民幣列示)

	Note 附註	2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Cash flows from financing activities			
Capital element of lease rentals paid	24(c)	(28,470)	–
Interest element of lease rentals paid	24(c)	(2,124)	–
Purchase of own shares	30(e)	(83,473)	–
Capital injection from owners of the Company		–	12
Proceeds from issue of financial instruments with preferred rights	24(c)	–	3,535,584
Repayment to the holders of financial instruments with preferred rights in a subsidiary	24(c)	–	(2,718,541)
Capital injection from owners of companies comprising the Group	30(d)	–	6,493
Proceeds from investment deposit of potential investor	24(c)	–	49,000
Repayment for investment deposit of potential investor	24(c)	–	(49,018)
Proceeds from issuance of ordinary shares relating to the initial public offering, net of issuance costs		–	1,590,276
Capital injection from non-controlling interests		–	4,200
Amounts from/(repayment to) related parties	24(c)	1,841	(25,922)
Net cash (used in)/generated from financing activities		(112,226)	2,392,084
Net (decrease)/increase in cash and cash equivalents		(832,127)	1,976,950
Cash and cash equivalents at the beginning of the year		2,229,907	204,783
Effect of exchange rate fluctuations on cash held		25,075	48,174
Cash and cash equivalents at the end of the year	24(a)	1,422,855	2,229,907

Note: The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 2(c).

附註：本集團已使用經修訂追溯法於二零一九年一月一日首次應用國際財務報告準則第16號。根據該方法，比較資料並無重列。請參見附註2(c)。

The notes on pages 195 to 304 form part of these financial statements.

第195至304頁之附註乃組成該等財務報表之部份。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

1 PRINCIPAL ACTIVITIES AND ORGANIZATION

BabyTree Group (the “Company”) was incorporated in Cayman Islands on 9 February 2018 as an exempted company with limited liability under the Companies Law of the Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries (together, the “Group”) are principally engaged in the advertising, e-commerce and content monetization (the “Business”) in the People’s Republic of China (the “PRC”).

The Company’s shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited on 27 November 2018 (the “Listing”).

2 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable International Financial Reporting Standards (“IFRSs”), which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations issued by the International Accounting Standards Board (“IASB”) and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Group are disclosed below.

The IASB has issued certain new and revised IFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

1 主要業務及組織

寶寶樹集團(「本公司」)於二零一八年二月九日根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司。

本公司為投資控股公司。本公司及其附屬公司(統稱「本集團」)主要於中華人民共和國(「中國」)從事廣告、電商及知識付費(「業務」)。

本公司股份於二零一八年十一月二十七日在香港聯合交易所有限公司主板上市(「上市」)。

2 主要會計政策

(a) 合規聲明

該等財務報表乃按照所有適用之國際財務報告準則(「國際財務報告準則」，該統稱包括國際會計準則理事會(「國際會計準則理事會」)頒佈的所有適用個別國際財務報告準則、國際會計準則(「國際會計準則」)及詮釋)以及香港公司條例之披露規定編製。該等財務報表亦符合香港聯合交易所有限公司證券上市規則之適用披露條文。本集團採用之主要會計政策披露如下。

國際會計準則理事會已頒佈若干新訂及經修訂國際財務報告準則，該等準則為於本集團本會計期間首次生效或可提早採納。初次應用該等與本集團有關之國際財務報告準則所引致當前和以往會計期間之任何會計政策變動，已反映於該等財務報表內，有關資料列載於附註2(c)。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2019 comprise the Group and the Group's interest in associates.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets are stated at their fair value as explained in the accounting policies set out below:

- Financial instruments measured at fair value through profit or loss (FVPL) (see note 2(f));

Non-current assets and disposal groups held for sale are stated at the lower of carrying amount and fair value less costs to sell.

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgments made by management in the application of IFRSs that have significant effect on these financial statements and major sources of estimation uncertainty are discussed in note 3.

(b) 財務報表編製基準

截至二零一九年十二月三十一日止年度的合併財務報表包括本集團及本集團於聯營公司的權益。

如下文所載會計政策所解釋，除下列資產按其公允價值入賬外，於編製財務報表時使用的計量基準為歷史成本基準：

- 以公允價值計量且變動計入當期損益的金融工具（見附註2(f)）；

非流動資產及持作出售之出售組別按賬面值與公允價值減出售成本的較低者列賬。

為了按照國際財務報告準則的規定編製財務報表，管理層需作出一些對政策應用，以及資產、負債、收益及支出的列報金額構成影響的判斷、估計及假設。此等估計及相關假設乃根據過往經驗和各項在當時情況下被視為合理的其他因素而應用並作為基礎，為未能透過其他方法容易確認賬面值的資產及負債判斷其賬面值。實際結果可能有別於此等估計。

此等估計及相關假設會持續檢討。倘會計估計的修訂僅影響修訂估計的期間，則有關估計修訂將於作出修訂的期間確認，或倘修訂對本期間及未來期間均會構成影響，則會於作出修訂的期間及未來期間確認。

管理層在應用國際財務報告準則過程中作出的對該等財務報表有重大影響的判斷，以及估計方面的重大不確定因素，已載於附註3。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES 2 主要會計政策 (續)

(Continued)

(c) Changes in accounting policies

The IASB has issued a new IFRS, IFRS 16, Leases, and a number of amendments to IFRSs that are first effective for the current accounting period of the Group.

Except for IFRS 16, *Leases*, none of the developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

IFRS 16, *Leases*

IFRS 16 replaces IAS 17, *Leases*, and the related interpretations, IFRIC 4, *Determining whether an arrangement contains a lease*, SIC 15, *Operating leases – incentives*, and SIC 27, *Evaluating the substance of transactions involving the legal form of a lease*. It introduces a single accounting model for lessees, which requires a lessee to recognize a right-of-use asset and a lease liability for all leases, except for leases that have a lease term of 12 months or less ("short-term leases") and leases of low value assets. The lessor accounting requirements are brought forward from IAS 17 substantially unchanged.

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

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

(c) 會計政策變動

國際會計準則理事會已頒佈一項新訂國際財務報告準則(國際財務報告準則第16號租賃)及國際財務報告準則的多項修訂，全部均於本集團當前會計期間內首度生效。

除國際財務報告準則第16號租賃外，上述發展均不會對本集團當前或過往期間的業績及財務狀況的編製或呈報方式產生重大影響。本集團並未採用於當前會計期間內尚未生效的任何新訂準則或詮釋。

國際財務報告準則第16號租賃

國際財務報告準則第16號取代國際會計準則第17號租賃及相關詮釋、國際財務報告詮釋委員會第4號釐定安排是否包括租賃、常設詮釋委員會第15號經營租賃－優惠及常設詮釋委員會第27號評估涉及租賃法律形式交易的內容。國際財務報告準則第16號引入單一承租人會計模式，規定承租人就所有租賃確認使用權資產及租賃負債，惟租期為12個月或以下的租賃(「短期租賃」)及低價值資產的租賃除外。國際財務報告準則第16號對出租人的會計要求與國際會計準則第17號大致相同。

國際財務報告準則第16號亦引入額外定性及定量披露規定，旨在令財務報表使用者得以評估租賃對實體財務狀況、財務業績及現金流量的影響。

本集團於二零一九年一月一日首次應用國際財務報告準則第16號。本集團已選用經修訂追溯法，並因此已確認首次應用的累計影響作為對二零一九年一月一日權益年初結餘的調整。比較資料未經重列，並繼續根據國際會計準則第17號呈報。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 主要會計政策(續)

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

a. New definition of a lease

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

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

有關過往會計政策變動的性質及影響以及所採用的過渡性條文的進一步詳情載列如下：

a. 租賃新定義

租賃定義的變動主要與控制權的概念有關。國際財務報告準則第16號按照客戶是否有權在一段時期內控制已識別資產的使用界定租賃，可能按照確定使用量釐定。當客戶擁有指示使用已識別資產的權利及有權從使用已識別資產獲得絕大部分經濟利益時，即有控制權。

本集團僅對在二零一九年一月一日或之後訂立或變更的合約應用國際財務報告準則第16號項下的租賃新定義。對於在二零一九年一月一日之前訂立的合約，本集團已運用融入先前評估的實際權宜手段，評估現有安排是否為(或包含)租賃。因此，過往根據國際會計準則第17號被評估為租賃的合約會繼續根據國際財務報告準則第16號作為租賃入賬，而過往被評估為非租賃服務安排的合約則繼續作為待執行合約入賬。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 主要會計政策 (續)

b. Lessee accounting and transitional impact

IFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by IAS 17. Instead, the Group is required to capitalize all leases when it is the lessee, including leases previously classified as operating leases under IAS 17, other than those short-term leases and leases of low-value assets which are exempt. As far as the Group is concerned, these newly capitalized leases are primarily in relation to property, plant and equipment as disclosed in note 32. For an explanation of how the Group applies lessee accounting, see note 2(i).

At the date of transition to IFRS 16 (i.e. 1 January 2019), the Group determined the length of the remaining lease terms and measured the lease liabilities for the leases previously classified as operating leases at the present value of the remaining lease payments, discounted using the relevant incremental borrowing rates at 1 January 2019. The weighted average of the incremental borrowing rates used for determination of the present value of the remaining lease payments was 4.75%.

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

- (i) the Group elected not to apply the requirements of IFRS 16 in respect of the recognition of lease liabilities and right-of-use assets to leases for which the remaining lease term ends within 12 months from the date of initial application of IFRS 16, i.e. where the lease term ends on or before 31 December 2019;
- (ii) when measuring the lease liabilities at the date of initial application of IFRS 16, the Group applied a single discount rate to a portfolio of leases with reasonably similar characteristics (such as leases with a similar remaining lease term for a similar class of underlying asset in a similar economic environment); and

b. 承租人會計處理和過渡性影響

國際財務報告準則第16號取消過往根據國際會計準則第17號有關承租人將租賃分類為經營租賃或融資租賃的規定。取而代之的是本集團作為承租人須對全部租賃進行資本化，包括過往根據國際會計準則第17號被分類為經營租賃的租賃，惟該等短期租賃及低價值資產租賃因豁免而除外。就本集團而言，該等新近進行資本化的租賃主要與物業、廠房及設備有關（如附註32所披露）。有關本集團所採用承租人會計處理的解釋，請參見附註2(i)。

於過渡至國際財務報告準則第16號日期（即二零一九年一月一日），本集團確定剩餘租期的長短，並根據剩餘租賃付款的現值為過往被分類為經營租賃的租賃計量租賃負債，按於二零一九年一月一日的相關增量借款利率貼現。釐定剩餘租賃付款現值的增量借款利率加權平均數為4.75%。

為簡化過渡至國際財務報告準則第16號的方式，本集團於首次應用國際財務報告準則第16號日期採取以下確認豁免及實際權宜手段：

- (i) 對於剩餘租期於自首次應用國際財務報告準則第16號日期起計12個月內屆滿（即租期於二零一九年十二月三十一日或之前屆滿）的租賃的租賃負債及使用權資產確認，本集團選擇不應用國際財務報告準則第16號的規定；
- (ii) 於首次應用國際財務報告準則第16號日期計量租賃負債時，本集團對具有合理相似特徵的租賃組合（例如於相似經濟環境中屬相似類別的相關資產並具有相似剩餘租期的租賃）應用單一貼現率；及

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2 SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 主要會計政策 (續)

b. Lessee accounting and transitional impact (Continued)

The following table reconciles the operating lease commitments as disclosed in note 32 as at 31 December 2018 to the opening balance for lease liabilities recognized as at 1 January 2019:

b. 承租人會計處理和過渡性影響 (續)

下表列示於二零一八年十二月三十一日的經營租賃承擔(如附註32所披露)與於二零一九年一月一日確認的租賃負債年初結餘進行的對賬:

		1 January 2019 二零一九年 一月一日 RMB'000 人民幣千元
Operating lease commitments at 31 December 2018	於二零一八年十二月三十一日的經營租賃承擔	85,538
Less: commitments relating to leases exempt from capitalization:	減：與豁免進行資本化的租賃有關的承擔：	
– short-term leases and other leases with remaining lease term ending on or before 31 December 2019	– 剩餘租期於二零一九年十二月三十一日或之前屆滿的短期租賃及其他租賃	10,558
– leases of low-value assets	– 低價值資產的租賃	35
Less: commitments relating to termination of lease contracts	減：與終止租賃合約有關的承擔	7,501
		67,444
Less: total future interest expenses	減：日後利息開支總額	3,433
Present value of remaining lease payments, discounted using the benchmark interest rate at 1 January 2019	剩餘租賃付款的現值(採用二零一九年一月一日的基準利率貼現)	64,011
Add: finance lease liabilities recognized as at 31 December 2018	加：於二零一八年十二月三十一日確認的融資租賃負債	–
Total lease liabilities recognized at 1 January 2019	於二零一九年一月一日確認的租賃負債總額	64,011

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

與過往被分類為經營租賃的租賃有關的使用權資產乃按等同於剩餘租賃負債所確認金額的金額確認，並按與於二零一八年十二月三十一日的財務狀況表中所確認租賃有關的任何預付或應計租賃付款的金額進行調整。

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2 SIGNIFICANT ACCOUNTING POLICIES 2 主要會計政策 (續)

(Continued)

b. Lessee accounting and transitional impact (Continued)

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

b. 承租人會計處理和過渡性影響 (續)

下表概述採納國際財務報告準則第16號對本集團合併財務狀況表的影響：

		Carrying amount at 31 December 2018 於二零一八年十二月三十一日的賬面值 RMB' 000 人民幣千元	Capitalization of operating lease contracts 經營租賃合約資本化 RMB' 000 人民幣千元	Carrying amount at 1 January 2019 於二零一九年一月一日的賬面值 RMB' 000 人民幣千元
Line items in the consolidated statement of financial position impacted by the adoption of IFRS 16:	合併財務狀況表中受採納國際財務報告準則第16號影響的項目：			
Property, plant and equipment	物業、廠房及設備	29,627	64,011	93,638
Total non-current assets	非流動資產總額	134,616	64,011	198,627
Prepayments and other receivables	預付款項及其他應收款項	96,650	(2,954)	93,696
Total current assets	流動資產總額	3,526,320	(2,954)	3,523,366
Accruals and other payables	預收賬款及其他應付款項	171,529	(625)	170,904
Lease liabilities (current)	租賃負債(流動)	–	26,808	26,808
Current liabilities	流動負債	205,227	26,183	231,410
Net current assets	流動資產淨額	3,321,093	(29,137)	3,291,956
Total assets less current liabilities	總資產減流動負債	3,455,709	34,874	3,490,583
Lease liabilities (non-current)	租賃負債(非流動)	–	34,874	34,874
Total non-current liabilities	非流動負債總額	61	34,874	34,935
Net assets	資產淨額	3,455,648	–	3,455,648

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2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

c. Impact on the financial result, segment results and cash flows of the Group

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

In the cash flow statement, the Group as a lessee is required to split rentals paid under capitalized leases into their capital element and interest element (see note 24(c)). These elements are classified as financing cash outflows, similar to how leases previously classified as finance leases under IAS 17 were treated, rather than as operating cash outflows, as was the case for operating leases under IAS 17. Although total cash flows are unaffected, the adoption of IFRS 16 therefore results in a significant change in presentation of cash flows within the cash flow statement.

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

c. 對本集團財務業績、分部業績及現金流量的影響

於初步確認截至二零一九年一月一日的使用權資產及租賃負債後，本集團（作為承租人）須確認租賃負債的未償還餘額的應計利息開支及使用權資產的折舊，而非採取先前根據經營租賃以直線法於租期內確認所產生租金開支的政策。與年內應用國際會計準則第17號的結果相比，此舉對本集團合併損益表的呈報經營溢利產生正面影響。

於現金流量表中，本集團（作為承租人）須把根據資本化租賃已支付的租金分為其資本部分及利息部分（見附註24(c)）。該等部分已分類為融資現金流出，類似於先前根據國際會計準則第17號將租賃分類為融資租賃，而非（如同國際會計準則第17號項下經營租賃般）分類為經營現金流出。雖然現金流量總額不受影響，但採納國際財務報告準則第16號會因此導致現金流量表中現金流量的呈列出現重大變動。

下表列示採納國際財務報告準則第16號對本集團截至二零一九年十二月三十一日止年度的財務業績及現金流量的估計影響，方法為透過調整根據國際財務報告準則第16號於本合併財務報表呈報的金額以計算根據國際會計準則第17號已確認的估計假設金額（倘此已被替代準則（而非國際財務報告準則第16號）繼續於二零一九年適用），以及透過將二零一九年的假設金額與於二零一八年根據國際會計準則第17號編製的相應實際金額作比較。

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2 SIGNIFICANT ACCOUNTING POLICIES 2 主要會計政策 (續)

(Continued)

c. Impact on the financial result, segment results and cash flows of the Group (Continued)

c. 對本集團財務業績、分部業績及現金流量的影響 (續)

		2019 二零一九年				2018 二零一八年
		Amounts reported under IFRS 16 (A)	Add back: IFRS 16 depreciation and interest expense (B)	Deduct: Estimated amounts related to operating leases as if under IAS 17 (Note 1) (C)	Hypothetical amounts for 2019 as if under IAS 17 (D=A+B-C)	Compared to amounts reported for 2018 under IAS 17
		(A)	(B)	(C)	(D=A+B-C)	
		RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元
Financial result for year ended 31 December 2019 impacted by the adoption of IFRS 16:	受採納國際財務報告準則第16號影響的截至二零一九年十二月三十一日止年度的財務業績：					
(Loss)/profit from operations	經營(虧損)/溢利	(467,692)	28,915	30,264	(469,041)	150,988
Finance costs	財務成本	(2,124)	2,124	-	-	(18)
(Loss)/profit before taxation	除稅前(虧損)/溢利	(473,754)	31,039	30,264	(472,979)	523,555
(Loss)/profit for the year	年度(虧損)/溢利	(494,451)	24,103	23,466	(493,814)	526,227

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2 SIGNIFICANT ACCOUNTING POLICIES 2 主要會計政策 (續)

(Continued)

c. Impact on the financial result, segment results and cash flows of the Group (Continued)

c. 對本集團財務業績、分部業績及現金流量的影響 (續)

		2019 二零一九年			2018 二零一八年
		Estimated amounts related to operating leases as if under IAS 17 (Notes 1 & 2) (A)	Hypothetical amounts for 2019 as if under IAS 17 (C=A+B)	Compared to amounts reported for 2018 under IAS 17	
		Amounts reported under IFRS 16 (A)	Amounts to operating leases as if under IAS 17 (Notes 1 & 2) (B)	Compared to amounts reported for 2018 under IAS 17	
		與經營租賃有關 的估計金額， 猶如根據國際 會計準則第16號 呈報的金額 (A)	與經營租賃有關 的估計金額， 猶如根據國際 會計準則第17號 (附註1及2) (B)	與經營租賃有關 的估計金額， 猶如根據國際 會計準則第17號 (附註1及2) (B)	
		根據國際財務 報告準則第16號 呈報的金額 (A)	根據國際會計 準則第17號 (附註1及2) (B)	根據國際會計 準則第17號 與二零一八年 呈報的金額相比 (C=A+B)	
		RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	
Line items in the condensed consolidated cash flow statement for the year ended 31 December 2019 impacted by the adoption of IFRS 16:	截至二零一九年十二月三十一日止年度的簡明合併現金流量表中受採納國際財務報告準則第16號影響的項目：				
Net cash used in operations	經營所用現金淨額	(673,810)	(30,594)	(704,404)	(226,941)
Net cash used in operating activities	經營活動所用現金淨額	(686,954)	(30,594)	(717,548)	(242,385)
Capital element of lease rentals paid	已付租賃租金的資本部分	(28,470)	28,470	-	-
Interest element of lease rentals paid	已付租賃租金的利息部分	(2,124)	2,124	-	-
Net cash (used in)/generated from financing activities	融資活動(所用)/所得的現金淨額	(112,226)	30,594	(81,632)	2,392,084

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2 SIGNIFICANT ACCOUNTING POLICIES 2 主要會計政策 (續)

(Continued)

c. Impact on the financial result, segment results and cash flows of the Group (Continued)

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

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

c. 對本集團財務業績、分部業績及現金流量的影響 (續)

附註1：「與經營租賃有關的估計金額」指分類為經營租賃的有關租賃於二零一九年對現金流量金額的估計，猶如國際會計準則第17號於二零一九年仍然適用。該估計假設租金與現金流量之間並無差異，且所有於二零一九年訂立的新租約已根據國際會計準則第17號分類為經營租賃，猶如國際會計準則第17號於二零一九年仍然適用。任何潛在的淨稅項影響均被忽略。

附註2：於此影響表中，該等現金流出由融資重新分類至經營，以計算經營活動所得的現金淨額及融資活動所用的現金淨額的假設金額，猶如國際會計準則第17號仍然適用。

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2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealized profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealized loss resulting from intra-group transactions are eliminated in the same way as unrealized gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

(d) 附屬公司及非控制性權益

附屬公司是指本集團控制的實體。當本集團對某實體有控制權，是指本集團能夠或有權享有來自參與該實體業務的可變回報，並能運用其權力以影響該等回報。在評估本集團是否有控制權時，僅考慮實質權利(本集團及其他方所持有者)。

在附屬公司的投資將自取得控制權當日起合併入合併財務報表內，直至控制權結束當日止。集團內公司間的餘額、交易及現金流，及集團內公司間的交易所產生的任何未變現盈利，於編製合併財務報表時予以全面抵銷。集團內公司間的交易所產生的未變現虧損按與未變現盈利相同的方式抵銷，惟只限於未變現虧損並不顯示存在減值的情況。

非控制性權益指本公司並無直接或間接擁有的附屬公司股權，而就此而言，本集團並無與該等股權之持有人達成令本集團整體上要為該等符合為金融負債定義的股權履行合約責任的任何附加條款。就每一項業務合併而言，本集團可選擇按公允價值或按彼等分佔附屬公司之可識別資產淨值之比例計量非控制性權益。

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2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(d) Subsidiaries and non-controlling interests (Continued)

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 2(n) or (p) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognized.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognized in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognized at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 2(f)) or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture (see note 2(e)).

(d) 附屬公司及非控制性權益 (續)

非控制性權益列示於合併財務狀況表之權益項下，以與歸屬於本公司權益股東應佔權益區分。於本集團業績內之非控制性權益作為年內分配予非控制性權益與本公司權益股東之總溢利或虧損及全面收益總額在合併損益表及合併損益及其他全面收入表中列示。非控制性權益持有人的貸款及對該等持有人的其他合約責任基於債務的性質根據附註2(n)或(p)於合併財務狀況表中呈列為金融負債。

本集團於附屬公司的權益變更，如不構成失去控制權，這些變更會被視為權益交易，於綜合權益的控制性權益及非控制性權益將會被調整，以反映相關權益的轉變，但不會調整商譽及確認收益或損失。

如本集團失去附屬公司控制權，該權益變更會被視為出售該附屬公司的全部權益，其收益或損失將會計入損益內。於失去附屬公司控制權當日，任何仍然持有的前附屬公司權益將會以公允價值確認，而該金額將被視為金融資產初始確認的公允價值（見附註2(f)），或（如適用）初始確認聯營公司或合營公司（見附註2(e)）投資的成本。

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2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(d) Subsidiaries and non-controlling interests (Continued)

- Subsidiaries controlled through Contractual Arrangements
The Company and the companies comprising the Group entered several batches of contractual agreements.

The Business included certain business operated by Beijing Zhongming Century Science and Technology Co., Ltd. (“Zhongming”), say provision of internet content services where foreign investment is subject to restrictions under PRC laws and regulations (“Restricted Business”), and the rest of the Business are unrestricted to foreign investment under PRC laws and regulations.

BabyTree (Beijing) Information and Technology Co., Ltd. (“BabyTree Information”) entered a series contractual arrangements (collectively, “Contractual Arrangements” effective since May 2018) with Zhongming and its registered owners to control the Restricted Business.

Zhongming in these contractual arrangements is called “VIE” and BabyTree Information is called “WFOE”.

(d) 附屬公司及非控制性權益 (續)

- 通過合約安排控制的附屬公司
本公司及組成本集團的該等公司訂立若干合約協議。

該業務包括北京眾鳴世紀科技有限公司(「眾鳴」)營運的若干業務，例如，提供外商投資受中國法律法規限制的互聯網內容服務(「受限制業務」)，而根據中國法律法規，其餘業務不受外商投資的限制。

寶寶樹(北京)信息技術有限公司(「寶寶樹信息」)與眾鳴及其註冊擁有人訂立一系列合約安排(自二零一八年五月起生效並統稱「合約安排」)以控制受限制業務。

該等合約安排的眾鳴稱為「可變權益實體」，而寶寶樹信息則稱為「外商獨資企業」。

Notes to the Consolidated Financial Statements

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(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(d) Subsidiaries and non-controlling interests (Continued)

• Subsidiaries controlled through Contractual Arrangements (Continued)

The equity interests of VIE are legally held by individuals who act as nominee equity holders of the VIE on behalf of WFOE. The contractual agreements including powers of attorney, exclusive business cooperation agreement, share pledge agreement and loan agreement. Pursuant to the Contractual Agreements, WFOE have the power to direct activities that most significantly impact the VIE, including appointing key management, setting up operating policies, exerting financial controls and transferring profit or assets out of the VIE at its discretion. WFOE consider that they also have the right to substantially all of the economic benefits of VIE and have an exclusive option to purchase all or part of the equity interests in VIE when and to the extent permitted by PRC law at the minimum price possible.

The Group has determined that the Contractual Arrangements are in compliance with PRC laws and are legally enforceable. However, uncertainties in the PRC legal system could limit the Group's ability to enforce the Contractual Arrangements.

(d) 附屬公司及非控制性權益 (續)

• 通過合約安排控制的附屬公司 (續)

可變權益實體的股權由代表外商獨資企業擔任可變權益實體的代名權益持有人合法持有。合約協議包括委託書、獨家業務合作協議、股權質押協議及借款協議。根據合約協議，外商獨資企業有權指導對可變權益實體產生最重大影響的活動，包括可酌情決定委任主要管理人員，制定經營政策，施加財務監控及將溢利或資產轉出可變權益實體。外商獨資企業認為，彼等亦有權獲得可變權益實體的絕大部分經濟利益，並擁有一項獨家選擇權，可在中國法律允許的範圍內按盡可能最低的價格購入可變權益實體的全部或部分股權。

本集團已釐定合約安排符合中國法律並可依法強制執行。然而，中國法律體系的不確定性可能會限制本集團執行合約安排的能力。

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合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 主要會計政策(續)

(d) Subsidiaries and non-controlling interests (Continued)

- Business combinations
 - a) *Business combinations not under common control*

The Group accounts for business combinations not under common control using the acquisition method when control is transferred to the Group. The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any gain on a bargain purchase is recognized in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

- b) *Business combinations under common control*

The consolidated financial statements incorporate the financial statement items of the combining entities of businesses in which the common control combination occurs as if they had been consolidated from the date when the combining entities or businesses first came under the control of same shareholder.

The assets and liabilities of the combining entities or businesses are consolidated at the carrying amount previously recognized. The consolidated statements of profit or loss, the consolidated statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated cash flow statement include the results of each of the combining entities or businesses from the earliest date presented or since the date when combining entities or businesses first came under common control, where this is a shorter period, regardless of the date of the common control combination.

(d) 附屬公司及非控制性權益(續)

- 業務合併
 - a) *非同一控制下的業務合併*

當控制權被轉讓予本集團時，本集團採用收購法將非同一控制的業務合併入賬。收購的轉讓對價通常以所收購可識別淨資產的公允價值計量。議價購買的任何盈利即時於損益中確認。除與發行債務證券或股本證券有關的情況外，交易成本於產生時列作支出。

- b) *同一控制的業務合併*

在該等實體或企業中發生同一控制下合併的情況下，合併財務報表併入合併實體或企業的財務報表項目，猶如彼等自該等合併實體或企業首次受該相同股東控制日期起已被合併。

該等合併實體或企業的資產及負債乃按先前確認的賬面值合併入賬。合併損益表、合併損益及其他全面收入表、合併權益變動表及合併現金流量表包括每間合併實體或企業自所呈報的最早日期或自該等合併實體或企業初次受到共同控制的日期(以較短者為準)起的業績，而不考慮共同控制合併的日期。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 主要會計政策 (續)

(e) Associates

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see note 2(j)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment loss for the year are recognized in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognized in the consolidated statement of profit or loss and other comprehensive income.

When the Group's share of loss exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further loss is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate. (after applying the ECL model to such other long-term interests where applicable (see note 2(j)(i)).

(e) 聯營公司

聯營公司是指本集團或本公司可以對其管理層產生重大的影響，包括參與財務及經營決策，但不是控制或共同控制其管理層的實體。

聯營公司的投資是按權益法列入合併財務報表，惟被分類為持有待售（或列入被分類為持有待售的出售組別）除外。按照權益法，投資先以成本入賬，及就本集團佔該承資公司可識別淨資產在收購日期的公允價值超出該項投資成本的數額（如有）作出調整。投資成本包括購買價、直接歸屬於收購該項投資的其他成本、以及作為本集團股權投資一部分的對聯營公司的任何直接投資。其後，就本集團佔該承資公司淨資產在收購後的變動及與該項投資有關的任何減值虧損作出調整（見附註2(j)）。任何於收購日期超逾成本的差額、本集團所佔承資公司於收購後的除稅後業績及年內任何減值虧損於合併損益表內確認，而本集團在收購後所佔承資公司除稅後的其他全面收入項目則於合併損益及其他全面收入表內確認。

當本集團應佔聯營公司的虧損超越其應佔權益，則本集團的權益將減至零，並會停止確認進一步虧損，惟本集團代表承資公司所承擔的法律或推定責任或替其付款則除外。就此目的而言，本集團持有的權益為按權益法計算的投資賬面值，連同實質上構成本集團於聯營公司的應佔投資淨值的長期權益。（於對該等其他長期權益應用預期信貸虧損模式後（倘適用）（見附註2(j)(i)））。

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合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(e) Associates (Continued)

Unrealized profits and loss resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the investee, except where unrealized loss provide evidence of an impairment of the asset transferred, in which case they are recognized immediately in profit or loss.

In all other cases, when the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognized in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognized at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 2(f)).

(f) Other investments in debt and equity securities

The Group's policies for investments in debt and equity securities, other than investments in subsidiaries and associates, are set out below.

Investments in debt and equity securities are recognized/derecognized on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss (FVPL) for which transaction costs are recognized directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see note 31(d). These investments are subsequently accounted for as follows, depending on their classification.

(e) 聯營公司 (續)

本集團與各聯營公司之間交易所產生的未變現損益會按本集團在承資公司所佔的權益比率抵銷，但假如未變現虧損提供證據證實已轉讓資產已產生減值，則這些未變現虧損會即時在損益中確認。

在所有其他情況下，當本集團不再對聯營公司擁有重大影響，會被視為出售在該承資公司的全部權益，其收益或損失將會計入損益內。於失去前承資公司重大影響或共同控制權當日，任何仍然持有該承資公司的權益將會以公允價值確認，而該金額將被視為金融資產初始確認的公允價值(見附註2(f))。

(f) 其他債務及股本證券投資

本集團就債務及股本證券投資(附屬公司及聯營公司的投資除外)的政策如下。

本集團在承諾購入／出售投資當日確認／終止確認債務及股本證券投資。投資初步按公允價值加直接應佔交易成本列報，惟按公允價值計入損益的投資除外，該等投資的交易成本直接於損益內確認。有關本集團釐定金融工具公允價值的方法解釋，請參見附註31(d)。該等投資隨後根據其分類按以下方法入賬。

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合併財務報表附註

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2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(f) Other investments in debt and equity securities (Continued)

- (i) Investments other than equity investments
- Non-equity investments held by the group are classified into one of the following measurement categories:
- amortized cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see note 2(u)(v)).
 - fair value through other comprehensive income (FVOCI) – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognized in other comprehensive income, except for the recognition in profit or loss of expected credit loss, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognized, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.
 - fair value at profit or loss (FVPL) if the investment does not meet the criteria for being measured at amortized cost or FVOCI (recycling). Investments in wealth management products of the Group are classified as fair value at profit or loss. Changes in the fair value of the investment (including interest) are recognized in profit or loss.

(f) 其他債務及股本證券投資 (續)

- (i) 股本投資以外的投資
- 本集團持有的非股本投資分類為以下其中一種計量類別：
- 攤銷成本，倘所持投資用作收回合約現金流（僅代表本金及利息付款）。投資利息收入按實際利率法計算（見附註2(u)(v)。
 - 按公允價值計入其他全面收入（按公允價值計入其他全面收入）（可劃轉），倘投資的合約現金流僅包括本金及利息付款，並且持有投資的目的為同時收回合約現金流及出售的業務模式。公允價值變動於其他全面收入內確認，惟預期信貸虧損、利息收入（按實際利率法計算）及匯兌收益及虧損於損益內確認。當終止確認該投資時，於其他全面收入內累計的金額由權益轉入損益。
 - 按公允價值計入損益（按公允價值計入損益），倘該投資不符合按攤銷成本或按公允價值計入其他全面收入（可劃轉）計量的標準。本集團於理財產品的投資歸類為按公允價值計入損益。該投資的公允價值變動（包括利息）於損益內確認。

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2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(f) Other investments in debt and equity securities (Continued)

(ii) Equity investments

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognized in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognized in profit or loss as other income in accordance with the policy set out in note 2(u)(iv).

(f) 其他債務及股本證券投資 (續)

(ii) 股本投資

於股本證券的投資被分類為按公允價值計入損益，除非該等股本投資並非以交易為目的持有且於初步確認投資時，本集團選擇指定投資按公允價值計入其他全面收入（不可劃轉），由此，隨後公允價值的變動於其他全面收入內確認。該等選擇以工具為基礎作出，但僅會在發行人認為投資滿足股本的定義的情況下作出。作出該選擇後，於其他全面收入內累計的金額仍將保留在公允價值儲備（不可劃轉）內直至完成投資出售。於出售時，於公允價值儲備（不可劃轉）內累計的金額轉入保留盈利，且不會轉入損益。股本證券投資產生的股息（不論分類為按公允價值計入損益或按公允價值計入其他全面收入）根據附註2(u)(iv)所載政策作為其他收入於損益內確認。

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合併財務報表附註

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2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(g) Property, plant and equipment

Property, plant and equipment including right-of-use assets are stated at cost less accumulated depreciation and impairment loss (see note 2(j)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labor, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs.

Gain or loss arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognized in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write-off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

- Electronic equipment	3 – 5 years
- Office equipment	5 years
- Leasehold improvements	5 years
- Right-of-use assets	1 – 5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

(g) 物業、廠房及設備

物業、廠房及設備(包括使用權資產)按成本減累計折舊及減值虧損列賬(見附註2(j))。

自建物業、廠房及設備，其成本包括物料、直接勞工、拆除及移除原有項目及復原安裝場地的初步估計成本(如適用)等開支，加上按適當比例計算的間接生產費用及借貸成本。

因物業、廠房及設備項目退役或出售而產生的收益或虧損，是指該項目的出售收益淨額與賬面值的差額，並於該項目退役或出售當日在損益中確認。

物業、廠房及設備項目的折舊乃按照其下列估計可用年期以直線法撇銷其成本，再減去其估計餘值(若有)：

- 電子設備	3至5年
- 辦公設備	5年
- 租賃裝修	5年
- 使用權資產	1至5年

若物業、廠房及設備項目中的部件的可用年期各有不同，項目成本將合理地分配予不同部件，而各部件將分開計提折舊。本集團每年均會審閱資產的可用年期及其剩餘價值(如有)。

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2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(h) Intangible assets (other than goodwill)

Expenditure on research activities is recognized as an expense in the period in which it is incurred. Expenditure on development activities is capitalized if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete development. Other development expenditure is recognized as an expense in the period in which it is incurred. No expenditure on development activities is capitalized in the current or comparative accounting periods.

Intangible assets that are acquired by the Group are stated at cost less accumulated amortization (where the estimated useful life is finite) and impairment loss (see note 2(j)). Expenditure on internally generated goodwill and brands is recognized as an expense in the period in which it is incurred. Software held by the Group is mainly consisted of warehouse management system, office administrative software such as Email system and OA system, ERP System and others.

Amortization of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The Group estimated useful lives based on the shorter of licensing period and the period over which the software is expected to generate net cash inflows for the Group. The following intangible assets with finite useful lives are amortized from the date they are available for use and their estimated useful lives are as follows:

–	Software	3 – 10 years
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Both the period and method of amortization are reviewed annually.

(h) 無形資產 (商譽除外)

研發支出乃於其產生期間內確認為開支。開發活動的開支於產品或工序在技術上及商業上屬可行，而本集團有充足資源且有意完成開發的情況下撥充資本。其他開發開支則於其產生期間確認為支出。於當前或比較會計期間內，開發活動的任何開支均不予資本化。

由本集團購買的無形資產按成本減去累計攤銷（當估計可使用年期有限）及減值虧損（見附註2(j)）入賬。內部產生商譽及品牌所產生的開支於其產生期間確認為支出。本集團持有的軟件主要包括庫倉管理系統、辦公室行政軟件，例如電郵系統及OA系統、ERP系統等。

具有限可使用年期的無形資產攤銷乃按直線法就該等資產的估計可使用年期自損益內扣除。本集團根據許可期及預期軟件可為本集團產生現金流入淨額期間之較短者估計可使用年期。以下具有有限使用年期的無形資產由可供使用當日起攤銷，其估計可使用年期如下：

–	軟件	3至10年
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攤銷期間及方法均每年複核。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 主要會計政策(續)

(i) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

As a lessee

(A) Policy applicable from 1 January 2019

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognizes a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Group are primarily office equipment. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalize the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalized are recognized as an expense on a systematic basis over the lease term.

Where the lease is capitalized, the lease liability is initially recognized at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortized cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

(i) 租賃資產

本集團會於合約初始生效時評估該合約是否屬租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約屬租賃或包含租賃。倘客戶有權主導可識別的資產的使用及從該使用中獲取幾乎所有的經濟收益，則表示控制權已轉讓。

作為承租人

(A) 自二零一九年一月一日起適用的政策

倘合約包含租賃部分及非租賃部分，本集團已選擇不區分非租賃部分，並將各租賃部分及任何相關非租賃部分視作為所有租賃的單一租賃部分。

於租賃開始日期，本集團確認使用權資產和租賃負債，惟租賃期為12個月或更短的短期租賃和低價值資產（就本集團而言，主要為辦公設備）的租賃除外。當本集團就低價值資產訂立租賃時，本集團按每項租賃情況決定是否將租賃資本化。與該等不作資本化租賃相關的租賃付款在租賃期內按系統基準確認為開支。

當將租賃資本化時，租賃負債初步按租賃期內應付租賃付款的現值確認，並使用租賃中隱含的利率或（倘該利率不可直接釐定）使用相關的遞增借款利率貼現。初步確認後，租賃負債按攤銷成本計量，而利息開支則採用實際利率法計算。不取決於某一指數或比率的可變租賃付款不包括在租賃負債的計量，因此於其產生的會計期間於損益中支銷。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(i) Leased assets (Continued)

As a lessee (Continued)

(A) Policy applicable from 1 January 2019 (Continued)

The right-of-use asset recognized when a lease is capitalized is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 2(g) and 2(j)(ii)).

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property in property, plant and equipment and presents lease liabilities separately in the statement of financial position.

(i) 租賃資產 (續)

作為承租人 (續)

(A) 自二零一九年一月一日起適用的政策 (續)

於租賃資本化時確認的使用權資產初步按成本計量，包括租賃負債的初始金額加上在開始日期或之前支付的任何租賃付款，以及產生的任何初步直接成本。在適用情況下，使用權資產的成本亦包括拆除及移除相關資產或還原相關資產或該資產所在地而產生的估計成本，該成本須貼現至其現值並扣除任何收取的租賃優惠。使用權資產隨後按成本減去累計折舊及減值虧損列賬（見附註2(g)及2(j)(ii)）。

當未來租賃付款因某一指數或比率變動而變更，或當本集團預期根據殘值擔保估計預期應付的金額有變，或因重新評估本集團是否合理地確定將行使購買、續租或終止選擇權而產生變動，則會重新計量租賃負債。按此方式重新計量租賃負債時，使用權資產的賬面值將作相應調整，或倘使用權資產的賬面值已減至零，則於損益內列賬。

本集團將不符合投資物業定義的使用權資產呈列為物業、廠房及設備，並將租賃負債分別呈列於財務狀況表。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES 2 主要會計政策 (續) (Continued)

(i) Leased assets (Continued)

As a lessee (Continued)

(B) Policy applicable prior to 1 January 2019

In the comparative period, as a lessee the Group classified leases as finance leases if the leases transferred substantially all the risks and rewards of ownership to the Group. Leases which did not transfer substantially all the risks and rewards of ownership to the Group were classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property was classified as investment property on a property-by-property basis and, if classified as investment property, was accounted for as if held under a finance lease.

Where the Group acquired the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets were recognized as property, plant and equipment and the corresponding liabilities, net of finance charges, were recorded as obligations under finance leases. Depreciation was provided at rates which wrote off the cost or valuation of the assets over the term of the relevant lease or, where it was likely the Group would obtain ownership of the asset, the life of the asset, as set out in note 2(g). Impairment losses were accounted for in accordance with the accounting policy as set out in note 2(j). Finance charges implicit in the lease payments were charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

(i) 租賃資產 (續)

作為承租人 (續)

(B) 於二零一九年一月一日之前適用的政策

於比較期間，本集團作為承租人倘於租賃轉移所有權絕大部分的風險及回報至本集團的情況下，則將有關租賃分類為融資租賃。倘租賃並無將所有權的絕大部分風險及回報轉移至本集團，則分類為經營租賃，但以下情況除外：

- 根據經營租賃持有的，否則會符合投資物業定義的物業，按逐項物業分類為投資物業，倘分類為投資物業，則應按根據融資租賃持有進行會計處理。

倘本集團以融資租賃獲得資產的使用權，便會將相當於租賃資產公允價值或最低租賃付款額的現值（如為較低的數額）確認為物業、廠房及設備，而扣除融資費用後的相應負債則列為融資租賃承擔。如附註2(g)所述，折舊乃在相關租賃期（或倘本集團有可能取得資產的所有權，則按資產的可使用年期）內，按撇銷資產成本或估值的比率作出撥備。減值虧損根據附註2(j)所載會計政策列賬。租賃付款隱含的融資費用於租賃期內在損益扣除，使每個會計期間的融資費用佔承擔餘額的比率大致相同。或有租金在產生的會計期間在損益中列支。

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合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES 2 主要會計政策 (續) (Continued)

(i) Leased assets (Continued)

As a lessee (Continued)

(B) Policy applicable prior to 1 January 2019
(Continued)

Where the Group had the use of assets held under operating leases, payments made under the leases were charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis was more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received were recognized in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

(j) Credit loss and impairment of assets

(i) Credit loss from financial instruments

The Group recognize a loss allowance for expected credit loss (ECLs) on financial assets measured at amortized cost (including cash and cash equivalents and trade receivables).

Other financial assets measured at fair value, including equity securities and investments in wealth management products measured at FVPL, are not subject to the ECL assessment.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit loss. Credit loss are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

(i) 租賃資產 (續)

作為承租人 (續)

(B) 於二零一九年一月一日之前適用的政策 (續)

倘本集團擁有根據經營租賃持有的資產使用權，則根據租賃作出的付款會在租賃期所涵蓋的會計期間內，以等額分期在損益中扣除，惟倘有其他基準更能清楚反映租賃資產所產生的收益模式則除外。所取得的租賃優惠在損益中確認為租賃淨付款總額的不可或缺部分。或有租金在產生的會計期間在損益中列支。

(j) 信貸虧損及資產減值

(i) 自金融工具產生的信貸虧損

本集團就按攤銷成本計量之金融資產 (包括現金及現金等價物及貿易應收款項) 的預期信貸虧損確認虧損撥備。

按公允價值計量的其他金融資產 (包括權益證券及按公允價值計入損益的理財產品投資) 無須進行預期信貸虧損評估。

預期信貸虧損之計量

預期信貸虧損為信貸虧損之概率加權估計。信貸虧損以所有預期現金虧絀金額 (即根據合約應歸還予本集團之現金流量與本集團預計收到之現金流量之間之差額) 之現值計量。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 主要會計政策 (續)

(j) Credit loss and impairment of assets (Continued)

(i) Credit loss from financial instruments (Continued)

Measurement of ECLs (Continued)

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- trade receivables: effective interest rate determined at initial recognition or an approximation thereof;

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

(j) 信貸虧損及資產減值 (續)

(i) 自金融工具產生的信貸虧損 (續)

預期信貸虧損之計量 (續)

倘貼現的影響重大，預期現金不足金額將使用以下貼現率貼現：

- 貿易應收款項：初始確認時釐定的實際利率或其近似值；

估計預期信貸虧損時所考慮的最長期間為本集團面對信用風險的最長合約期間。

於計量預期信貸虧損時，本集團會考慮在無需付出過多成本或努力下即可獲得的合理可靠資料。此項包括有關過往事件、現時狀況及未來經濟狀況預測的資料。

預期信貸虧損將採用以下基準計量：

- 12個月預期信貸虧損：指報告日期後12個月內可能發生的違約事件而導致的預期虧損；及
- 整個存續期的預期信貸虧損：指預期信貸虧損模式適用項目之預期年期內所有可能違約事件而導致的預期虧損。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(j) Credit loss and impairment of assets (Continued)

- (i) Credit loss from financial instruments (Continued)

Measurement of ECLs (Continued)

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments (including structured deposits in other current assets), the Group recognizes a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

(j) 信貸虧損及資產減值 (續)

- (i) 自金融工具產生的信貸虧損 (續)

預期信貸虧損之計量 (續)

貿易應收款項之虧損撥備於任何時候皆按等同於整個存續期的預期信貸虧損的金額計量。於報告日期，該等金融資產的預期信貸虧損乃根據本集團的歷史信貸虧損經驗使用提列矩陣進行評估，根據債務人的特定因素及對當前及預計一般經濟狀況的評估進行調整。

至於所有其他金融工具 (包括於其他流動資產的結構存款)，本集團會以相當於12個月的預期信貸虧損金額確認虧損撥備，除非自初始確認後該金融工具的信用風險大幅上升，在此情況下，虧損撥備會以相當於整個存續期的預期信貸虧損金額計量。

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合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(j) Credit loss and impairment of assets (Continued)

(i) Credit loss from financial instruments (Continued)

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument 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 realizing security (if any is held); or (ii) the financial asset is 90 days past due. 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:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- 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.

(j) 信貸虧損及資產減值 (續)

(i) 自金融工具產生的信貸虧損 (續)

信用風險顯著上升

評估金融工具的信用風險自初始確認以來是否顯著上升時，本集團會比較金融工具於報告日期與於初始確認日期發生違約的風險。作出評估時，本集團認為當(i)不借助本集團資源作出行動(如變現抵押品(倘持有))之情況下，借貸人將無法向本集團悉數償還其信貸責任；或(ii)金融資產逾期90天，則出現違約事件。本集團會考慮合理及具支持性的定量及定性資料，包括過往經驗及可以合理成本或努力獲取的前瞻性資料。

具體而言，評估信用風險自初始確認以來是否顯著上升時會考慮以下資料：

- 未能於合約到期日支付本金或利息；
- 金融工具外部或內部信貸評級(如有)的實際或預期顯著惡化；
- 債務人經營業績實際或預期顯著惡化；及
- 技術、市場、經濟或法律環境的目前或預期變動，預計對債務人向本集團償還債項的能力產生重大不利影響。

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合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(j) Credit loss and impairment of assets (Continued)

- (i) Credit loss from financial instruments (Continued)

Significant increases in credit risk (Continued)

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognized as an impairment gain or loss in profit or loss. The Group recognizes an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI (recycling), for which the loss allowance is recognized in other comprehensive income and accumulated in the fair value reserve (recycling).

Basis of calculation of interest income

Interest income recognized in accordance with note 2(u)(v) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortized cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

(j) 信貸虧損及資產減值 (續)

- (i) 自金融工具產生的信貸虧損 (續)

信用風險顯著上升 (續)

視乎金融工具的性质，評估信用風險顯著上升按單獨基準或集體基準進行。當按集體基準評估時，金融工具基於共享信用風險特徵分組，例如逾期狀態及信用風險評級。

預期信貸虧損於各報告日期重新計量，以反映自初始確認以來金融工具的信用風險變動。預期信貸虧損金額的任何變動均於損益中確認為減值收益或虧損。本集團確認所有金融工具的減值收益或虧損，並透過虧損撥備相應調整其賬面值，惟按公允價值計入其他全面收入(可劃轉)計量的債務證券投資除外，其虧損撥備於其他全面收入中確認並於公允價值儲備(可劃轉)中累計。

利息收入計量基準

根據附註2(u)(v)確認的利息收入按金融資產的總賬面值計算，除非該金融資產出現信貸減值，則利息收入按金融資產的攤銷成本(即總賬面值減虧損撥備)計算。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES 2 主要會計政策 (續)

(Continued)

(j) Credit loss and impairment of assets (Continued)

(i) Credit loss from financial instruments (Continued)

Basis of calculation of interest income (Continued)

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganization;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

(j) 信貸虧損及資產減值 (續)

(i) 自金融工具產生的信貸虧損 (續)

利息收入計量基準 (續)

於各個報告日期，本集團評估金融資產是否出現信貸減值。當發生對金融資產估計未來現金流量有不利影響之一個或多個事件時，金融資產出現信貸減值。

金融資產信貸減值之證據包括以下可觀察事項：

- 債務人陷入重大財政困難；
- 違約，如拖欠或逾期事件；
- 借款人有可能破產或進行其他財務重組；
- 技術、市場、經濟或法律環境發生對債務人有不利影響的重大變動；或
- 因發行人之財政困難而導致質押失去活躍市場。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(j) Credit loss and impairment of assets (Continued)

(i) Credit loss from financial instruments (Continued)

Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognized as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(ii) Impairment of other non-current assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognized no longer exists or may have decreased:

- property, plant and equipment, including right-of-use assets;
- intangible assets;
- prepayment for non-current assets; and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

(j) 信貸虧損及資產減值 (續)

(i) 自金融工具產生的信貸虧損 (續)

撤銷政策

若日後實際上不可收回款項，本集團則會撤銷（部分或全部）金融資產的總賬面金額。該情況通常出現在本集團確定債務人沒有資產或收入來源以可產生足夠的現金流量來償還應撤銷的金額。

之前撤銷之資產隨後之收回作為減值撥回在作出收回的期間於損益內確認。

(ii) 其他非流動資產的減值

本集團於每個報告期終需審閱內部及外來資料來源，以辨識下列資產是否有可能減值的跡象，或先前所確認的減值虧損（商譽除外）是否已不再存在或可能已經減少：

- 物業、廠房及設備，包括使用權資產；
- 無形資產；
- 非流動資產的預付款項；及
- 本公司財務狀況表中於附屬公司的投資。

若有任何跡象顯示上述情況，資產的可收回價值將會進行評估。此外，無論有無減值跡象，商譽、不可動用的無形資產及具有無限可用年期的無形資產的可收回價值仍按年進行評估。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(j) Credit loss and impairment of assets (Continued)

(ii) Impairment of other non-current assets (Continued)

- Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

- Recognition of impairment loss

An impairment loss is recognized in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment loss recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

(j) 信貸虧損及資產減值 (續)

(ii) 其他非流動資產的減值 (續)

- 可收回價值的計算方法

資產的可收回價值為其公允價值減出售成本或使用價值之間的較高者。在衡量使用價值時，預計未來現金流量將按除稅前貼現率計算貼現值，以反映市場目前對貨幣的時間值和該資產的特定風險的評估。倘某項資產所賺取的現金流並非大致上獨立於其他資產的現金流，則按獨立賺取現金流的最小一組資產組合（即一個現金生產單位）釐定可收回的價值。

- 減值虧損的確認

若資產或其所屬現金生產單位的賬面值超逾其可收回價值，則於損益中確認其減值虧損。為現金生產單位而確認的減值虧損，將首先用以撇減分配予該現金生產單位（或一組單位）的任何商譽的賬面值，然後按比例減少單位（或一組單位）內其他資產的賬面值，但資產的賬面值不可減至低於其扣除出售成本後的公允價值（如能計量）或使用價值（如能確定）。

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合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(j) Credit loss and impairment of assets (Continued)

(ii) Impairment of other non-current assets (Continued)

- Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognized in prior years. Reversals of impairment loss are credited to profit or loss in the year in which the reversals are recognized.

(iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with IAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see note 2(j)(i) and (ii)).

Impairment losses recognized in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognized had the impairment been assessed only at the end of the financial year to which the interim period relates.

(j) 信貸虧損及資產減值 (續)

(ii) 其他非流動資產的減值 (續)

- 減值虧損的撥回

有關商譽以外的資產，倘據以釐定可收回價值的估計基準出現有利的變化，則減值虧損將會撥回。商譽的減值虧損則不會被撥回。

減值虧損的撥回額不會超過假設該資產往年從來沒有確認減值虧損而釐定的賬面值。減值虧損的撥回將於確認撥回的年度內計入損益內。

(iii) 中期財務報告及減值

根據香港聯合交易所有限公司證券上市規則，本集團須根據國際會計準則第34號中期財務報告，就財政年度首六個月編製中期財務報告。於中期期末，本集團應用的減值測試、確認及撥回標準與其將於財政年度末所應用者相同（見附註2(j)(i)及(ii)）。

在中期期間就商譽所確認之減值虧損不會在其後期間撥回。即使僅在該中期所屬的財政年度終結時才評估減值並確認沒有虧損或所確認的虧損較少，也不會撥回減值虧損。

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合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(k) Inventories

Inventories are carried at the lower of cost and net realizable value.

Cost is calculated using the weighted average cost formula and comprises costs of purchase after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognized as a cost of revenue in the period in which the related revenue is recognized.

The amount of any write-down of inventories to net realizable value and all losses of inventories are recognized as a cost of revenue in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognized as a reduction in the amount of inventories recognized as a cost of revenue in the period in which the reversal occurs.

(l) Contract liabilities

A contract liability is recognized when the customer pays non-refundable consideration before the Group recognizes the related revenue (see note 2(u)). A contract liability would also be recognized if the Group has an unconditional right to receive non-refundable consideration before the Group recognizes the related revenue. In such cases, a corresponding receivable would also be recognized (see note 2(m)).

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note 2(u)).

(k) 存貨

存貨乃按成本與可變現淨值的較低者列賬。

成本乃採用加權平均成本公式計算，並包括於扣除回扣及折讓後的採購成本。可變現淨值為日常業務過程中的估計售價減去完成銷售所需的估計成本後的數額。

當存貨被出售時，該等存貨的賬面值會在有關收入獲確認的期間確認為營業成本。

存貨數額撇減至可變現淨值及存貨的所有虧損，均在出現撇減或虧損的期間內確認為營業成本。任何存貨撇減的撥回金額乃於作出撥回期間確認為已確認為營業成本的存貨金額的減項。

(l) 合約負債

合約負債乃於客戶在本集團確認相關收益前支付不可退還代價時確認（見附註2(u)）。倘本集團於本集團確認相關收益前有無條件接納不可退還代價的權利，則合約負債亦將予以確認。於此情況下，相應的應收款項亦將予以確認（見附註2(m)）。

就與客戶的單一合約而言，呈列合約資產淨值或合約負債淨額。就多份合約而言，不相關合約的合約資產及合約負債不會按淨額基準呈列。

倘合約包含重大融資部分時，合約餘額包括按實際利率法產生的利息（見附註2(u)）。

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合併財務報表附註

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2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(m) Trade and other receivables

A receivable is recognized when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognized before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortized cost using the effective interest method less allowance for credit losses (see note 2(j)(i)).

(n) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost using the effective interest method. Interest expense is recognized in accordance with the Group's accounting policy for borrowing costs

(o) Financial instruments with preferred rights

Ordinary shares with preferred rights ("Preferred Securities"), which are designated as financial instruments with preferred rights, issued by the Group are redeemable upon occurrence of certain future events and at the option of the holders. Financial instruments with preferred rights is classified as a liability and the Group designated them as financial liabilities at fair value through profit or loss. These financial liabilities are initially recognized at fair value. Any directly attributable transaction costs are recognized in profit or loss as incurred. The financial instruments with preferred rights are subsequently remeasured at the end of each reporting period. The gain or loss on remeasurement to fair value is recognized immediately in profit or loss. Upon completion of IPO, all preferred rights entitled to the holders of Preferred Securities are terminated. The fair value of financial instruments with preferred rights at the date of IPO is transferred to share capital and share premium as consideration for the ordinary shares.

(m) 貿易及其他應收款項

應收款項於本集團有無條件權利收取代價時予以確認。倘代價僅隨時間推移即會成為到期應付，則收取代價的權利為無條件。倘收入於本集團有無條件權利收取代價前已確認，則數額按合約資產呈列。

應收款項以實際利率法減信貸虧損撥備按攤銷成本列賬（見附註2(j)(i)）。

(n) 計息借貸

計息借貸最初按公允價值減交易成本計量。初步確認後，計息借貸則以實際利率法按攤銷成本列賬。利息開支乃根據本集團借貸成本的會計政策確認。

(o) 附有優先權的金融工具

本集團所發行的附有優先權的普通股（「優先證券」）（被指定為附有優先權的金融工具）可在發生若干未來事件時由持有人選擇贖回。附有優先權的金融工具被分類為負債，及本集團將其指定為按公允價值計入損益的金融負債。該等金融負債初始按公允價值確認。任何直接應佔交易成本乃於產生時在損益中確認。附有優先權的金融工具其後於各報告期末重新計量。公允價值重新計量的收益或虧損即時於損益中確認。首次公開發售完成後，優先證券持有人有權享有的所有優先權均被終止。附有優先權的金融工具公允價值於首次公開發售日期轉至股本及股份溢價作為普通股代價。

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2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(p) Trade and other payables

Trade and other payables are initially recognized at fair value and subsequently stated at amortized cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(q) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for expected credit losses (ECL) in accordance with the policy set out in note 2(j)(i).

(r) Employee benefits

- (i) Short-term employee benefits and contributions to defined contribution retirement plans
Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.
- (ii) Termination benefits
Termination benefits are recognized at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognizes restructuring costs involving the payment of termination benefits.

(p) 貿易及其他應付款項

貿易及其他應付款項最初按公允價值確認，其後則按攤餘成本列賬，但若貼現影響輕微，則按成本列賬。

(q) 現金及現金等價物

現金及現金等價物包括銀行存款及現金、存放於銀行及其他金融機構的活期存款，以及流動性極高的短期投資，而這些投資可即時轉換為已知數額的現金並無需承受顯著的價值變動風險，及在購入後三個月內到期。現金及現金等價物根據附註2(j)(i)所載政策評估預期信貸虧損。

(r) 僱員福利

- (i) 短期僱員福利及界定供款退休計劃的供款
薪酬、年度花紅、有薪年假、界定供款退休計劃的供款及非貨幣利益的成本，將於僱員提供相關服務的年度內計提。倘付款或結算出現遞延並造成重大影響，則有關數額將按現值列賬。
- (ii) 解僱福利
解僱福利在本集團無法再撤回有關福利之時，以及本集團確認涉及支付解僱福利的重組成本之時予以確認，以較早者為準。

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2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(s) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognized in profit or loss except to the extent that they relate to items recognized in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognized in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax loss and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilized, are recognized. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax loss and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilized.

(s) 所得稅

年內所得稅包括即期稅項和遞延稅項資產及負債的變動。即期稅項和遞延稅項資產及負債的變動於損益中確認，但倘與在其他全面收入或直接在權益賬中確認的項目有關，則有關的稅項分別於其他全面收入或直接於權益賬中確認。

即期稅項是根據年內應課稅收益，按報告期終已實施或實質實施的稅率計算的預期應付稅項，及就以往年度的應付稅項作出的任何調整。

遞延稅項資產及負債乃分別源自資產及負債項目於用於財務報告的賬面值及其稅項基礎值所產生的可扣稅和應課稅的暫時性差異。遞延稅項資產亦會來自尚未使用的稅務虧損及稅務抵免。

除若干有限度的特殊情況外，所有遞延稅項負債及所有遞延稅項資產（以可能有未來應課稅溢利可抵銷有關資產為限）均會確認。用以支持確認源自可扣稅暫時性差異的遞延稅項資產的未來應課稅盈利包括因撥回現有應課稅暫時性差異時所產生者，惟這些差異必須與同一稅務機關及同一應稅實體有關，並預期會在預期撥回可扣稅暫時性差異的同一期間或引致遞延稅項資產的稅務虧損可向後期或前期結轉的期間撥回。在釐定現有應課稅暫時性差異是否支持確認未使用的稅務虧損及抵免所產生的遞延稅項資產時，會採用上述同一標準，即倘這些暫時性差異與同一稅務機關及同一應稅實體有關，並預期會在可使用上述稅務虧損或抵免之一段或多段期間內撥回，則計算在內。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(s) Income tax (Continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognized is measured based on the expected manner of realization or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilized. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

(s) 所得稅 (續)

有關確認遞延稅項資產及負債的有限度特殊情況，是指由不可作扣稅用途的商譽所產生的暫時性差異，對不會影響會計或應課稅盈利的資產或負債所作的初步確認（但有關的資產及負債必需不屬於業務合併的一部分），以及有關投資附屬公司所產生的暫時性差異，而就此而言（如屬應課稅差異），僅指本集團能控制復歸的時間性的情況，且該差異有可能不會於可見未來復歸，或（如屬可扣減差異）除非有可能於未來復歸。

所確認的遞延稅項金額，乃按照各資產及負債項目的賬面值的預期使用或抵償方式，以於報告期終已實施或實質實施的稅率計算。遞延稅項資產及負債並無計算貼現值。

遞延稅項資產的賬面值於各報告期末進行審閱，並在不大有充足應課稅溢利可允許動用相關稅項利益時予以扣減。任何此類扣減在可能有充足應課稅溢利時予以轉回。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(s) Income tax (Continued)

Additional income taxes that arise from the distribution of dividends are recognized when the liability to pay the related dividends is recognized.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realize the current tax assets and settle the current tax liabilities on a net basis or realize and settle simultaneously.

(s) 所得稅 (續)

分派股息產生的額外所得稅於確認支付相關股息的責任時確認。

即期稅項餘額及遞延稅項餘額以及當中變動均相互分開呈列，並不予以抵銷。倘本公司或本集團具有即期稅項資產與即期稅項負債相互抵銷的法定強制執行權並符合下列條件，即期稅項資產可抵銷即期稅項負債，而遞延稅項資產可抵銷遞延稅項負債：

- 就即期稅項資產及負債而言，本公司或本集團擬按淨額基準結算或變現資產並同時結清負債；或
- 就遞延稅項資產及負債而言，倘其涉及同一稅務機關在以下兩者中徵收的所得稅：
 - 同一稅務實體；或
 - 不同稅務實體，該實體於各未來期間內預計將清償或收回大額遞延稅項負債或資產、擬變現即期稅項資產及按淨額基準結算即期稅項負債或變現並同時結清負債。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES 2 主要會計政策 (續) (Continued)

(t) Provisions and contingent liabilities

Provisions are recognized when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(u) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods or the provision of services in the ordinary course of the Group's business.

Revenue is recognized when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax and is after deduction of any trade discounts.

(t) 撥備及或有負債

本集團若因過往事件而有法定或推定責任，並可能須流出經濟利益以履行有關責任，而且能可靠估計有關金額，則會確認撥備。倘貨幣時間價值屬重大，則撥備按預計用於履行有關責任的開支現值列賬。

倘須流出經濟利益的機會不大或無法可靠估計有關金額，則有關責任披露為或有負債，除非流出經濟利益的可能性極微。僅當出現或未出現一項或多項未來事件時確認存在潛在責任，該潛在責任亦披露為或有負債，除非流出經濟利益的可能性極微。

(u) 收益及其他收入

本集團在業務的日常過程中按其銷售商品或提供的服務所產生的收入分類為收益。

當產品或服務的控制權轉移給客戶或承租人有權使用該資產時，本集團按照預期有權獲得的承諾代價確認為收益(不包括代第三方收取的金額)。收益不包括增值稅並扣除任何貿易折扣。

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合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(u) Revenue and other income (Continued)

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognized under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of IFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Further details of the Group's revenue and other income recognition policies are as follows:

(u) 收益及其他收入 (續)

如合約中包含的融資部分為客戶提供超過12個月的重大融資利益，則收益按應收金額的現值計量，並使用反映與客戶之單獨融資交易的貼現率貼現。利息收入按實際利率法單獨計提。如合約包含為本集團提供重大融資利益的融資部分，則根據該合約確認收益包括按實際利率法計算的合約負債所產生的利息費用。本集團利用國際財務報告準則第15號第63段中可行權宜之計，如融資期限為12個月或以下，則不會就重大融資部分的影響對代價作任何調整。

本集團收益及其他收入確認政策進一步詳情如下：

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(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES 2 主要會計政策 (續) (Continued)

(u) Revenue and other income (Continued)

(i) Advertising

The Group offers different formats of on-line advertisements, such as banners, rectangles, picture-in-picture, text links, images and topics, throughout the Group's Apps or websites. The Group generates revenue when the Group displays the advertisement ("display-based revenue") in the contracted period or when a user carries out a specified action ("performance-based revenue") as stipulated the contract.

Display-based advertisements services are provided in a subscribed impressions for cost per thousand impressions advertising arrangements. Revenue is recognized on a pro-rata basis as the advertisement is displayed in accordance with the terms of the advertising contracts.

Performance-based advertisements services are provided based on performance criteria such as number of click of links directly to the advertiser's website or number of applications for advertising products. Revenue is recognized at the time when a user clicks on the advertisement or when the user views the advertisement for a specific period of time based on the specific terms of the contract.

Sales rebates are estimated based on the Group's best estimation on historical experiences and deduct from revenue.

(u) 收益及其他收入 (續)

(i) 廣告

本集團在本集團的應用程序和網站提供不同形式的在線廣告，如旗幟廣告、矩形廣告、畫中畫廣告、文本鏈接廣告、圖片廣告、話題廣告等等。當本集團於合約期內展示廣告時本集團產生收益（「展示類收益」）或當用戶進行合約所訂明的特別行動時本集團產生收益（「效果類收益」）。

本集團按購買的展現量提供展示類廣告服務，並按每千次展現量廣告安排收費。收益根據廣告合約條款按照廣告的顯示次數按比例確認。

本集團按效果標準（如導向廣告主網站的鏈接被點擊的次數或廣告產品的應用次數）提供效果類廣告服務。收益於客戶點擊廣告時或客戶瀏覽特定時限的廣告時按合約的特定條款確認。

銷售返利乃根據本集團過往經驗作出的最佳估計來估計並從收益中扣除。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(u) Revenue and other income (Continued)

(ii) E-commerce

The Group conducts e-commerce operations on the Group's Apps or websites in two models: direct sales and marketplace.

Under the direct sales model, the Group purchases products from suppliers and sells to customers as principal. Under such model, the Group controls over the products as by sourcing, pricing, taking inventory, arranging for delivery, providing customer service and responding to return requests directly. Revenue from direct sales is recognized at a point in time when the customer takes possession of and accepts the goods. Revenue is determined based on the gross amount of sales excluding value added tax, and after deduction of any trade discounts and sales return. Sales returns are estimated based on the Group's best estimation on historical experiences.

Under the marketplace model, third-party vendors offer merchandise to customers on the Group's e-commerce platform, and the Group provides display, transaction and billing services for all orders in their online marketplace. The Group as the owner and operator of the platform charges commissions on the sales to these third-party vendors. Revenue of commissions is recognized at a point in time when the customer takes possession of and accepts the goods.

(u) 收益及其他收入 (續)

(ii) 電商

本集團在本集團之應用程序或網站上經營電商業務，有直銷和平台兩種模式。

在直銷模式下，本集團向供應商採購產品，然後以自營方式售予客戶。在該模式下，本集團可以通過採購、定價、商品庫存、安排送貨、提供客戶服務及直接回應退貨要求控制產品。直銷收益於客戶擁有及接收貨品時獲確認。收益按銷售總額（不含增值稅）及扣除任何貿易折扣及退貨釐定。退貨乃按照本集團根據過往經驗作出的最佳估計來估計。

在平台模式下，第三方商家在本集團的電商平台上向客戶提供商品，而本集團為在線市場上的所有訂單提供顯示、交易和付費服務。本集團作為平台的所有者和經營者就向該等第三方商家的銷售收取銷售佣金。佣金收益於客戶擁有及接收貨品時獲確認。

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2 SIGNIFICANT ACCOUNTING POLICIES 2 主要會計政策 (續) (Continued)

(u) Revenue and other income (Continued)

(iii) Content Monetization

The Group provides premium content and charges a fee to customers. The Group cooperates with institutes who have qualified expert resources or individual qualified experts to provide knowledge sharing or online consultation by the functions in the Group's platform.

Revenue is recognized at a point in time when the customer pays for and obtains the access to the premium content.

The Group considers whether it is acting as principal or agent in the provision of premium content. When the Group is primarily responsible for fulfilling the contract, has the power to control the process of content generation, the right to use the content and has discretion to establish pricing, revenue is determined based on the gross amount of sales excluding value added tax, and after deduction of any trade discounts and sales return. Otherwise, the Group performs as a channel for the customers and the service providers, revenue is determined based on the net amount of sales excluding value added tax and after deduction of the payments to institutes and experts.

(iv) Dividends

- Dividend income from unlisted investments is recognized when the shareholder's right to receive payment is established.
- Dividend income from listed investments is recognized when the share price of the investment goes ex-dividend.

(u) 收益及其他收入 (續)

(iii) 知識付費

本集團向客戶提供優質內容，並收取費用。本集團與擁有合資格專家群體或合資格專家個體的機構合作，在本集團的平台上按功能提供知識分享或在線諮詢。

收益於客戶就獲得優質內容付款時確認。

本集團於提供優質內容時考慮是以自營方式進行或是作為代理進行。倘本集團主要負責履行合約並有內容產生過程控制權、內容使用權和定價裁量權，收益按銷售總額（扣除增值稅）及扣除任何貿易折扣及退貨後釐定。否則，倘本集團作為客戶及服務提供商的渠道，收益按銷售淨額（扣除增值稅）及扣除向機構和專家支付的款項釐定。

(iv) 股息

- 非上市投資之股息收入於確立股東收取股息之權利時確認。
- 上市投資之股息收入乃於有關投資以除息基準報價之時確認。

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合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES 2 主要會計政策 (續) (Continued)

(u) Revenue and other income (Continued)

(v) Interest income

Interest income is recognized as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For financial assets measured at amortized cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortized cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 2(j)(i)).

(vi) Government grants

Government grants are recognized in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognized as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are recognized as deferred income and consequently are effectively recognized in profit or loss over the useful life of the asset as other income.

(u) 收益及其他收入 (續)

(v) 利息收入

利息收入於產生時使用將金融資產的預計年限內的估計未來現金收入準確折現至金融資產總賬面值的利率採用實際利率法確認。就按攤銷成本計量或按公允價值計入其他全面收入(可劃轉)且並無出現信貸減值的金融資產而言，資產的總賬面值以實際利率適用。就出現信貸減值的金融資產而言，資產的攤銷成本(即扣除虧損撥備的總賬面值)以實際利率適用(見附註2(j)(i))。

(vi) 政府補貼

倘可合理確保能夠收取政府補貼，而本集團將遵守當中所附帶條件，則政府補貼將初步於財務狀況表內確認。補償本集團所產生開支的補貼會於產生開支的同一期間，有系統地於損益內確認為收入。補償本集團資產成本的補貼確認為遞延收入，其後按該資產的可使用年期於損益有效確認為其他收入。

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合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued) 2 主要會計政策 (續)

(v) Translation of foreign currencies

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 entities operate ("the functional currency"). The functional currency of the Company is USD. As the major operations of the Group are within mainland China, the consolidated financial statements are presented in RMB.

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gain and loss are recognized in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Company initially recognizes such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into RMB at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into RMB at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognized in other comprehensive income and accumulated separately in equity in the exchange reserve.

(v) 外幣換算

本集團各實體財務報表所包括的項目乃採用該實體經營所在主要經濟環境的貨幣（「功能貨幣」）計量。本公司的功能貨幣為美元。由於本集團的主要業務經營位於中國內地，合併財務報表以人民幣列示。

年內外幣交易按交易日期的匯率換算。以外幣計值的貨幣資產及負債按報告期末的匯率換算。外匯收益及虧損於損益內確認。

按歷史成本計量並以外幣計值的非貨幣資產及負債按交易日期的匯率換算。交易日期為本公司初始確認該等非貨幣資產或負債的日期。按公允價值列賬以外幣計值的非貨幣資產及負債採用公允價值計量日期的匯率換算。

海外業務經營業績按與交易日期匯率相若的匯率換算為人民幣。財務狀況表項目按報告期末的收市匯率換算為人民幣。產生的外匯差額於其他全面收入內確認並於外匯儲備內的權益內單獨累計。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(w) Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

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

(b) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(w) 關聯方

(a) 倘適用於下列情況，則該名人士或該名人士的近親家屬成員與本集團有關聯：

- (i) 對本集團有控制權或共同控制權；
- (ii) 對本集團有重大影響力；或
- (iii) 為本集團或本集團母公司主要管理人員之成員。

(b) 倘適用於下列情況，則該實體與本集團有關聯：

- (i) 該實體及本集團屬同一集團的成員公司（即母公司、附屬公司及同系附屬公司互相關聯）。
- (ii) 一個實體為另一實體的聯營公司或合營企業（或為某一集團成員公司的聯營公司或合營企業，而該另一實體為此集團的成員公司）。
- (iii) 兩個實體均為同一第三方實體的合營企業。
- (iv) 一個實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

2 主要會計政策 (續)

(w) Related parties (Continued)

- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(x) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

(w) 關聯方 (續)

- (v) 該實體為就本集團或與本集團有關聯實體的僱員福利而設的離職後僱員福利計劃。
- (vi) 該實體受(a)所識別的人士所控制或共同控制。
- (vii) (a)(i)所識別的人士對該實體有重大影響力，或為該實體(或該實體之母公司)的主要管理人員成員。
- (viii) 向本集團或本集團母公司提供主要管理人員服務的實體或其所屬集團旗下任何成員公司。

某一人士的親近家屬成員指與實體進行買賣時預期可影響該人士或受該人士影響的有關家屬成員。

(x) 分部報告

經營分部及財務報表中呈報的各分部項目金額均源自為本集團各業務部門之間的資源分配及評估本集團各業務部門的表現而定期向本集團大部分高級行政管理層提供的財務資料。

個別重大經營分部並未就財務申報用途而進行匯總，除非該等分部具有類似經濟特性，且在產品及服務性質、生產流程性質、客戶的類型或類別、分配產品或提供服務所用的方式及監管環境的性質方面均類似。倘不屬個別重大的經營分部大部分標準相同，則該等經營分部或會進行匯總。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

3 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

(a) Critical accounting judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, management has made the following accounting judgements:

Principal versus agent consideration

- Revenue from e-commerce via the Group's platform

The Group conducts e-commerce operations on the Group's platform in two models: marketplace and direct sales.

Determining whether the Group is acting as a principal or as an agent in the sales of goods on the Group's platform requires judgement and consideration of all relevant facts and circumstances. In evaluation of the Group acting as a principal or an agent, the Group considers, individually or in combination whether the Group is primarily responsible for fulfilment the contract, is subject to the inventory risk, has discretion to establish prices. Having considered the relevant facts and circumstances, management considers that the Group obtains control of those goods sold through direct sales while the Group does not obtain control of those goods sold through marketplace before the goods are transferred to the customers. Accordingly, the Group is acting as a principal for the direct sales and the related revenue is presented on a gross basis, while the Group is acting as an agent for the marketplace and the related revenue is presented on a net basis.

3 重要會計判斷及估計

(a) 應用本集團會計政策時的重要會計判斷

於應用本集團會計政策過程中，管理層已作出以下會計判斷：

自營或代理之考慮因素

- 通過本集團平台之電商所得收益

本集團以兩種模式在本集團平台上開展電商業務：平台及直銷。

決定本集團是以自營方式還是作為代理在本集團平台上銷售貨物需要作出判斷，並對所有相關事實及情況進行考慮。於評估本集團是以自營方式還是作為代理時，本集團會單獨或綜合考慮本集團是否主要負責履行合約、是否存在存貨風險、是否有酌情定價權等因素。經考慮相關事實及情況後，管理層認為，本集團取得透過直銷出售的貨物之控制權，但本集團於貨物轉移至客戶前並未取得透過平台出售的貨物之控制權。因此，本集團以自營方式進行直銷，相關收益按總額呈列，而本集團作為平台代理行事，相關收益按淨額呈列。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

3 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued) 3 重要會計判斷及估計(續)

(b) Sources of estimation uncertainty

Key sources of estimation uncertainty are as follows:

- (i) Credit loss of trade receivables
The Group recognize a loss allowance for expected credit loss (ECLs) financial assets measured at amortized cost. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date. If the financial condition of the debtors and the general economic conditions were to deteriorate, actual write-offs would be higher than estimated.
- (ii) Deferred tax assets
Deferred tax assets are recognized for all temporary differences to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. In assessing whether such temporary differences can be utilized in the future, the Group needs to make judgements and estimates on the ability of each of its subsidiaries to generate taxable income in the future years. The Group believes it has recorded adequate deferred taxes based on the prevailing tax rules and regulations and its current best estimates and assumptions. In the event that future tax rules and regulations or related circumstances change, adjustments to deferred taxation may be necessary which would impact the Group's results or financial position.

(b) 估計不明朗因素的來源

估計不明朗因素的主要來源如下：

- (i) 貿易應收款項信貸虧損
本集團就按攤銷成本計量的金融資產的預期信貸虧損確認虧損準備。於報告日期，該等金融資產的預期信貸虧損乃根據本集團的歷史信貸虧損經驗使用提列矩陣進行評估，根據債務人的特定因素及對當前及預計一般經濟狀況的評估進行調整。倘債務人的財務狀況及整體經濟情況變差，實際撇銷額將高於估計。
- (ii) 遞延稅項資產
遞延稅項資產就所有暫時差額確認，惟以可能有未來應課稅溢利以供暫時差額利用為限。在評估是否可以在未來利用有關暫時性差異時，本集團需要對其各附屬公司在未來多個年度產生應課稅收入的能力作出判斷和估計。本集團認為，其已基於當前稅務規則及法規以及其現時最佳估計及假設，作出充足的遞延稅項。倘若日後稅務規則及法規或相關情況改變，可能須就遞延稅項作出調整，從而影響本集團的業績或財務狀況。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

4 REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are providing advertising, e-commerce and other content monetization services to customers.

(i) Disaggregation of revenue

Revenue of the Group are all from contracts with customers within the scope of IFRS 15. The amount of each significant category of revenue is as follows:

Advertising	廣告
E-commerce	電商
– Direct sales	– 直銷
– Marketplace	– 平台
Content monetization	知識付費

The Group's customer base is diversified and includes only one customer with whom transactions has exceeded 10% of the Group's revenues during the reporting period. In 2019, revenues from advertising to this customer amounted to approximately RMB41.7 million. Details of concentrations of credit risk arising from this customer are set out in note 31(a).

(ii) Revenue expected to be recognized in the future arising from contracts with customers in existence at the reporting date

Contracts with advertising customers always have an original expected duration of less than one year. And contracts with individual customers for e-commerce and content monetization are always satisfied within one month.

The Group has applied the practical expedient in paragraph 121 of IFRS 15 and therefore the information about remaining performance obligations is not disclosed for contracts that have an original expected duration of one year or less.

4 收益及分部報告

(a) 收益

本集團的主要活動為向客戶提供廣告服務、電商及其他知識付費服務。

(i) 收入劃分

本集團之收入均來自國際財務報告準則第15號範圍內與客戶的合約收入。各重要收益類別的金額如下：

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Advertising	320,040	596,215
E-commerce		
– Direct sales	13,967	69,820
– Marketplace	8,247	65,481
Content monetization	14,574	28,587
	356,828	760,103

於報告期內，本集團的客戶群多元化，有且僅有一名客戶交易佔本集團收入逾10%。於二零一九年，自該客戶的廣告收入約為人民幣41.7百萬元。該名客戶產生的集中信用風險詳情載於附註31(a)。

(ii) 產生自於報告日與現存客戶的合約收入，預期於日後確認

與廣告客戶的合約原定預期期間始終為一年內。與個人客戶有關電商及知識付費的合約始終於一個月內完成。

本集團採用國際財務報告準則第15號第121段所述之可行權宜處理，而並無披露有關該等合約原定預期年期為一年或以內之餘下履約責任之資料。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

4 REVENUE AND SEGMENT REPORTING (Continued)

4 收益及分部報告 (續)

(b) Segment reporting

The Group manages its businesses by divisions, which are organized by business lines (products and services). In a manner consistent with the way in the purposes of resource allocation and performance assessment, the Group has presented the following three reportable segments. No operating segments have been aggregated to form the following reportable segments.

- Advertising
- E-commerce, which includes direct sales and marketplace
- Content monetization

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the revenue and gross profit attributable to each reportable segment. Other items in profit or loss are not allocated to reportable segments.

Revenue and cost are allocated to the reportable segments with reference to sales generated by those segments and the cost incurred by those segments or which otherwise arise from the depreciation or amortization of assets attributable to those segments.

Other information, together with the segment information, provided to the Group's senior executive management, is measured in a manner consistent with that applied in these financial statements. There were no separate segment assets and segment liabilities information provided to the Group's senior executive management, as they do not use this information to allocate resources to or evaluate the performance of the operating segments.

(b) 分部報告

本集團按業務分部(產品及服務)組織的部門管理其業務。本集團以符合資源分配及表現評估的方式呈列以下三個報告分部。並無經營分部匯總形成以下可報告分部。

- 廣告
- 電商(包括直銷和平台)
- 知識付費

就評估分部表現及分部間的資源分配而言，本集團高級行政管理層監督各可報告分部應佔收益及毛利。其他損益項目並未分配至可報告分部。

收益及成本乃經參考該等分部產生的銷售額及該等分部產生的成本或因該等分部應佔資產的折舊或攤銷而產生的成本分配至可報告分部。

向本集團高級行政管理層提供的其他資料(連同分部資料)的計量方式與該等財務報表所採用的方式一致。並無向本集團高級行政管理層提供單獨分部資產及分部負債資料，原因是彼等並未使用該資料分配資源或評估經營分部的表現。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

4 REVENUE AND SEGMENT REPORTING 4 收益及分部報告 (續)

(Continued)

(b) Segment reporting (Continued)

The amount of each significant category of revenue recognized during the reporting period is as follows:

(b) 分部報告 (續)

截至報告期間確認的各重要收益類別金額如下：

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

		Advertising 廣告 RMB' 000 人民幣千元	E-commerce 電商 RMB' 000 人民幣千元	Content monetization 知識付費 RMB' 000 人民幣千元	Total 合計 RMB' 000 人民幣千元
Segment revenue	分部收益	320,040	22,214	14,574	356,828
Segment costs	分部成本	(103,665)	(28,190)	(2,340)	(134,195)
Gross profit	毛利	216,375	(5,976)	12,234	222,633

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

		Advertising 廣告 RMB' 000 人民幣千元	E-commerce 電商 RMB' 000 人民幣千元	Content monetization 知識付費 RMB' 000 人民幣千元	Total 合計 RMB' 000 人民幣千元
Segment revenue	分部收益	596,215	135,301	28,587	760,103
Segment costs	分部成本	(91,150)	(67,069)	(2,434)	(160,653)
Gross profit	毛利	505,065	68,232	26,153	599,450

The Company is domiciled in the Cayman Islands while the Group mainly operates its businesses in the PRC and earns substantially all of the revenues from external customers attributed to the PRC.

本公司位於開曼群島，而本集團主要在中國經營業務，且自中國的外部客戶賺取絕大部分收益。

As at 31 December 2019, substantially all of the non-current assets of the Group other than certain interests in associates and equity securities were located in PRC.

於二零一九年十二月三十一日，本集團絕大部分非流動資產（若干於聯營公司及股本證券的權益除外）位於中國。

The reconciliation of segment gross profit to profit before income tax for the year ended 31 December 2019 is presented in the consolidated statements of profit or loss of the Group.

截至二零一九年十二月三十一日止年度之分部毛利與除所得稅前溢利之對賬呈列於本集團合併損益表內。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

5 OTHER REVENUE AND OTHER NET LOSS

5 其他收入及其他虧損淨額

(a) Other revenue

(a) 其他收入

		2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Investment income of short-term investments	短期投資的投資收益	5,223	14,886
Interest income from structured deposits in other current assets measured at amortized cost	於按攤餘成本計量的其他流動資產核算的結構性存款的利息收入	-	1,252
Investment income from long-term investments	長期投資的投資收益	536	-
Disposal of an associate	出售聯營公司	51	-
Government grants	政府補貼	15,088	4,346
		20,898	20,484

(b) Other net loss

(b) 其他虧損淨額

		2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損淨額	13,058	22
Net foreign exchange loss	外匯虧損淨額	3,921	4,155
Others	其他	3,492	564
		20,471	4,741

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

6 (LOSS)/PROFIT BEFORE TAXATION

(Loss)/profit before taxation is arrived at after charging/
(crediting):

(a) Net finance income

		2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Interest income from deposits with maturity less than three months	到期日短於三個月的存款利息收入	34,354	10,387
Interest expense on interest-bearing loans	計息貸款的利息開支	-	(18)
Interest on lease liabilities	租賃負債的利息	(2,124)	-
Net finance income	財務收入淨額	32,230	10,369

(b) Staff costs

		2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Salaries, wages and other benefits	薪金、工資及其他福利	286,177	247,234
Contributions to defined contribution retirement plan	界定供款退休計劃供款	25,240	27,085
Termination benefits	離職福利	23,412	3,482
		334,829	277,801

(i) Employees of the Group's subsidiaries in the PRC are required to participate in a defined contribution retirement scheme administered and operated by the local municipal government. The Group's subsidiaries in the PRC contribute funds which are calculated on certain percentages of the average employee salary as agreed by the local municipal government to the scheme to fund the retirement benefits of the employees.

6 除稅前(虧損)/溢利

除稅前(虧損)/溢利經扣除/(計入)
下列各項後達致：

(a) 財務收入淨額

		2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Interest income from deposits with maturity less than three months	到期日短於三個月的存款利息收入	34,354	10,387
Interest expense on interest-bearing loans	計息貸款的利息開支	-	(18)
Interest on lease liabilities	租賃負債的利息	(2,124)	-
Net finance income	財務收入淨額	32,230	10,369

(b) 員工成本

		2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Salaries, wages and other benefits	薪金、工資及其他福利	286,177	247,234
Contributions to defined contribution retirement plan	界定供款退休計劃供款	25,240	27,085
Termination benefits	離職福利	23,412	3,482
		334,829	277,801

(i) 本集團在中國的附屬公司的僱員須參與當地市政府管理及營運的界定供款退休計劃。本集團在中國的附屬公司按當地市政府同意的平均僱員薪資之一定比例計算進行計劃供款，以為僱員的退休福利提供資金。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

6 (LOSS)/PROFIT BEFORE TAXATION 6 除稅前(虧損)/溢利(續)

(Continued)

(c) Other items

The following expenses are included in cost of revenue, selling and marketing expenses, general and administration expenses and research and development expenses:

(c) 其他項目

以下開支計入營業成本、銷售及營銷開支、一般及行政開支以及研發開支中。

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
	Note 附註		
Cost of inventories	存貨成本	25,709	62,845
Short-term lease	短期租賃	3,835	-
Depreciation charge (Note 12)	折舊支出(附註12)		
– owned property, plant and equipment	– 自有物業、廠房及設備	13,780	10,689
– right-of-use assets	– 使用權資產	28,916	-
Total minimum lease payments for leases previously classified as operating leases under IAS 17	根據國際會計準則第17號過往分類為經營租賃的租賃的最低租賃付款總額	-	31,382
Amortization cost of intangible assets (Note 13)	無形資產攤銷成本(附註13)	2,405	2,371
Loss allowance for trade and other receivables	貿易及其他應收款項虧損撥備	82,601	15,185
Auditors' remuneration	核數師酬金		
– audit services	– 審計服務	5,548	4,974

Notes:

- (i) The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognize right-of-use assets relating to leases which were previously classified as operating leases under IAS 17. After initial recognition of right-of-use assets at 1 January 2019, the Group as a lessee is required to recognize the depreciation of right-of-use assets, instead of the previous policy of recognizing rental expenses incurred under operating leases on a straight-line basis over the lease term. Under this approach, the comparative information is not restated. See note 2(c).
- (ii) The amounts include annual audit fee and other statutory audit fee for subsidiaries.

附註：

- (i) 本集團已使用經修訂追溯法首次應用國際財務報告準則第16號，並於二零一九年一月一日調整期初餘額，以確認與租賃有關的使用權資產，該等租賃先前已根據國際會計準則第17號分類為經營租賃。於二零一九年一月一日首次確認使用權資產後，本集團(作為承租人)須確認使用權資產折舊，取代先前政策採用直線法按其租期確認經營租賃項下產生的租賃開支。在這種方法下，不重列比較信息。見附註2(c)。
- (ii) 該等金額包括年度審計費用及附屬公司的其他法定審計費用。

Notes to the Consolidated Financial Statements 合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

7 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF PROFIT OR LOSS 7 合併損益表內的所得稅

(a) Income tax expense/(credit) in the consolidated statements of profit or loss represents: (a) 合併損益表內的所得稅開支／(抵免)指：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Current tax – PRC	即期稅項 – 中國		
Enterprise Income Tax	企業所得稅		
Provision for the year	年度撥備	1,010	21,887
Over provision in respect of prior years	過往年度超額撥備	(1,067)	–
Deferred tax expense	遞延稅項開支		
Origination and reversal of temporary differences	暫時差異的產生及轉回	20,754	(24,559)
		20,697	(2,672)

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

7 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF PROFIT OR LOSS (Continued)

7 合併損益表內的所得稅(續)

(b) Reconciliation between income tax expense/(credit) and accounting (loss)/profit at applicable tax rates: (b) 按適用稅率計算的所得稅開支/(抵免)與會計(虧損)/利得間的對賬:

			2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
		Note 附註		
(Loss)/profit before taxation	除稅前(虧損)/溢利		(473,754)	523,555
Tax calculated at statutory tax rates applicable to profits in the respective jurisdictions	按適用於各司法權區利潤的法定稅率計算的稅項	(i)	(102,333)	137,254
Tax effect of:	以下各項之稅務影響:			
Non-deductible expenses and loss	不可扣稅開支及虧損	(ii)	4,214	7,371
Fair value change of financial liabilities at fair value through profit or loss	以公允價值計量且變動計入當期損益的金融負債的公允價值變動的公允價值變動		-	(91,403)
Preferential tax rate applicable to subsidiary	適用於附屬公司的優惠稅率	(i)	(347)	(12,663)
Additional deductible allowance for research and development expenses	研發開支額外的可扣除撥備		(10,093)	(16,714)
Tax loss and temporary differences not recognized as deferred tax assets	未確認作遞延稅項資產的稅項虧損及暫時性差異		130,323	7,691
Over provision in respect of prior years	過往年度超額撥備		(1,067)	-
Utilization and recognition of previously tax loss and temporary differences unrecognized	先前未確認的稅項虧損及暫時性差異之使用及確認		-	(612)
Others	其他	(iii)	-	(33,596)
Actual tax expense/(credit)	實際稅項開支/(抵免)		20,697	(2,672)

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

7 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF PROFIT OR LOSS (Continued)

(b) Reconciliation between income tax expense/(credit) and accounting (loss)/profit at applicable tax rates: (Continued)

Notes:

- (i) Income tax rate applies to the Company and subsidiaries

Pursuant to the rules and regulations of the Cayman Islands and British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and British Virgin Islands.

The Group has no assessable profit in Hong Kong during the reporting period and is not subject to any Hong Kong profits tax. The Hong Kong profits tax rate during the reporting period is 16.5%.

In accordance with the Enterprise Income Tax Law ("Income Tax Law") of the PRC, enterprise income tax rate for the Group's PRC subsidiaries during the reporting period is 25%.

According to the relevant PRC income tax law, the Company's subsidiary, BabyTree Information was certified as a New and High Technology Enterprise in Beijing since 2016, and is entitled to a preferential income tax rate of 15%. The current certification of New and High Technology Enterprise held by BabyTree Information will expire on 1 December 2022.

- (ii) Non-deductible expenses and loss mainly represent non-deductible other expenses or losses that exceed the deductible limitation such as entertainment, donation and others.
- (iii) It represents an additional deductible investment loss within the Group during the reorganization in preparation for the Listing.

7 合併損益表內的所得稅(續)

(b) 按適用稅率計算的所得稅開支/(抵免)與會計(虧損)/利得間的對賬:(續)

附註:

- (i) 適用於本公司及附屬公司的所得稅率

根據開曼群島及英屬維爾京群島法律及法規，本集團於開曼群島及英屬維爾京群島毋須繳納任何所得稅。

於報告期內，本集團於香港並無應課稅溢利，故而毋須繳納任何香港利得稅。於報告期內，香港利得稅率為16.5%。

根據《中國企業所得稅法》(「《所得稅法》」)，本集團的中國附屬公司於報告期內的企業所得稅率為25%。

根據相關中國所得稅法，本公司的附屬公司寶寶樹信息自二零一六年起獲認證為北京高新技術企業，有權享有15%的優惠所得稅率。寶寶樹信息現時所持有的高新技術企業認證將於二零二二年十二月一日屆滿。

- (ii) 不可扣稅開支及虧損主要指超過扣減上限的不可扣減其他開支或虧損(例如交際費、捐款等等)。
- (iii) 此為於籌備上市重組期間本集團內的額外可扣除投資虧損。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

8 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

8 董事薪酬

根據香港公司條例第383(1)條以及公司規例第2部(披露董事利益資料)披露的董事薪酬如下：

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度				
		Salaries, allowances and benefits in kind 工資、津貼及 實物福利	Discretionary bonuses 酌情花紅	Retirement scheme contributions 退休計劃供款	Total 合計	
		Directors' fees 董事袍金 RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元
Executive directors	執行董事					
WANG Huainan (Note (i))	王懷南 (附註(i))	-	3,568	460	50	4,078
XU Chong (Note (i))	徐翀 (附註(i))	-	1,900	195	50	2,145
Non-executive directors	非執行董事					
Christian Franz REITERMANN	Christian Franz REITERMANN	300	-	-	-	300
CHEN Qiyu	陳啟宇	-	-	-	-	-
WANG Changying	王長穎	-	-	-	-	-
SHAO Yibo (Note (ii))	邵亦波 (附註(ii))	-	-	-	-	-
LUO Rong (Note (ii))	羅戎 (附註(ii))	-	-	-	-	-
JING Jie (Note (ii))	靖捷 (附註(ii))	-	-	-	-	-
MA Jiangwei (Note (ii))	馬江偉 (附註(ii))	-	-	-	-	-
HU Weixiong (Note (ii))	胡偉雄 (附註(ii))	-	-	-	-	-
Independent non-executive directors	獨立非執行董事					
CHEN Guanglei	陳廣壘	300	-	-	-	300
CHEN Danxia	陳丹霞	300	-	-	-	300
De-chao Michael YU	俞德超	300	-	-	-	300
ZHANG Hongjiang	ZHANG Hongjiang	300	-	-	-	300
		1,500	5,468	655	100	7,723

Notes:

- i All the executive directors are key management personnel of the Group during the reporting period and their remuneration disclosed above include those for services rendered by them as key management personnel.
- ii Mr. SHAO Yibo and Mr. LUO Rong resigned as non-executive directors of the Company on 7 March 2019. Mr. MA Jiangwei was appointed as a non-executive director of the Company on 7 March 2019. Mr. JING Jie resigned as non-executive directors of the Company on 31 October 2019. Mr HU Weixiong was appointed as a non-executive director of the Company on 31 October 2019.

附註：

- ii 全體執行董事均為本集團於報告期內的主要管理人員，上表披露之薪酬包括彼等作為主要管理人員提供服務的薪酬。
- iii 邵亦波先生及羅戎先生於二零一九年三月七日辭任本公司非執行董事。馬江偉先生於二零一九年三月七日獲委任為本公司非執行董事。靖捷先生於二零一九年十月三十一日辭任本公司非執行董事。胡偉雄先生於二零一九年十月三十一日獲委任為本公司非執行董事。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

8 DIRECTORS' EMOLUMENTS (Continued)

8 董事薪酬 (續)

Year ended 31 December 2018
截至二零一八年十二月三十一日止年度

		Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total	
	Directors' fees	工資、津貼及 董事袍金	酌情花紅	退休計劃供款	合計	
	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Executive directors	執行董事					
WANG Huainan	王懷南	–	2,602	200	55	2,857
XU Chong	徐翀	–	1,659	130	55	1,844
Non-executive directors	非執行董事					
Christian Franz REITERMANN	Christian Franz REITERMANN	25	–	–	–	25
CHEN Qiyu	陳啟宇	–	–	–	–	–
WANG Changying	王長穎	–	–	–	–	–
SHAO Yibo	邵亦波	–	–	–	–	–
LUO Rong	羅戎	–	–	–	–	–
JING Jie	靖捷	–	–	–	–	–
Independent non-executive directors	獨立非執行董事					
CHEN Guanglei	陳廣壘	25	–	–	–	25
CHEN Danxia	陳丹霞	25	–	–	–	25
De-chao Michael YU	俞德超	25	–	–	–	25
ZHANG Hongjiang	ZHANG Hongjiang	25	–	–	–	25
		125	4,261	330	110	4,826

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

9 INDIVIDUALS WITH HIGHEST EMOLUMENTS 9 最高薪酬人士

Of the five individuals with the highest emoluments, two (2018: two) are directors whose emolument is disclosed in note 8. The aggregate of the emoluments in respect of the other three (2018: three) individuals are as follows:

於五名最高薪酬人士當中，有兩名（二零一八年：兩名）為董事，彼等之薪酬披露於附註8。其他三名（二零一八年：三名）人士之薪酬總額如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Salaries and other emoluments	工資及其他薪酬	4,309	3,223
Discretionary bonuses	酌情花紅	482	320
Retirement scheme contributions	退休計劃供款	149	151
		4,940	3,694

The emoluments of the above individuals with the highest emoluments are within the following bands:

上述最高薪酬人士的薪酬處於以下範圍：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	2
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	2	1
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	-

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

10 OTHER COMPREHENSIVE INCOME

Tax effects relating to each component of other comprehensive income

10 其他全面收入

其他全面收入各部分相關之稅務影響

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

		Before-tax amount	Tax benefit	Net-of-tax amount
		除稅前金額	稅項利益	扣除稅項金額
		RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表之匯兌差額	40,479	-	40,479
Other comprehensive income	其他全面收入	40,479	-	40,479

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

		Before-tax amount	Tax benefit	Net-of-tax amount
		除稅前金額	稅項利益	扣除稅項金額
		RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元
Exchange differences on translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表之匯兌差額	(652,612)	-	(652,612)
Other comprehensive income	其他全面收入	(652,612)	-	(652,612)

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

11 (LOSS)/EARNINGS PER SHARE

(a) Basic (loss)/earnings per share

The calculation of basic earnings per share is based on the loss attributable to ordinary equity shareholders of the Company of RMB493.9 million (2018: profit of RMB144.7 million) and the weighted average of 1,686,664,000 ordinary shares (2018: 494,053,000 shares), calculated as follows:

- (i) (Loss)/profit attributable to ordinary equity shareholders of the Company

11 每股(虧損)/溢利

(a) 每股基本(虧損)/溢利

每股基本溢利乃按本公司普通股權持有人應佔虧損人民幣493.9百萬元(二零一八年：溢利人民幣144.7百萬元)及普通股加權平均數1,686,664,000股(二零一八年：494,053,000股)計算，計算如下：

- (i) 本公司普通股權持有人應佔(虧損)/溢利

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
(Loss)/profit attributable to ordinary equity shareholders of the Company	本公司普通股權持有人應佔(虧損)/溢利	(493,896)	526,300
Less: profit attributable to ordinary shares with preferred rights	減：附有優先權的普通股應佔溢利	-	(381,634)
(Loss)/profit attributable to ordinary shares without preferred rights	不附有優先權的普通股應佔(虧損)/溢利	(493,896)	144,666

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

11 (LOSS)/EARNINGS PER SHARE (Continued)

(a) Basic (loss)/earnings per share (Continued)

- (ii) Weighted average number of ordinary shares without preferred rights

		2019 二零一九年 '000 千股	2018 二零一八年 '000 千股
Issued ordinary shares without preferred rights at 1 January	於一月一日已發行不附有優先權的普通股	1,688,488	369,249
Effect of repurchase and cancellation of ordinary shares	普通股回購與註銷的影響	(1,824)	-
Effect of shares issued	股份發行的影響	-	24,273
Effect of termination of preferred rights	終止優先權的影響	-	100,531
Weighted average number of ordinary shares without preferred rights at 31 December	於十二月三十一日不附有優先權的普通股的加權平均數	1,686,664	494,053

(b) Diluted (loss)/earnings per share

Diluted (loss)/earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. For the year ended 31 December 2018, the Company has two categories of dilutive potential ordinary shares: ordinary shares with preferred rights and potential ordinary shares over-allotment option from global offering. The dilutive potential ordinary shares were not included in the calculation of earnings per share as their inclusion would be anti-dilution. Accordingly, diluted earnings per share for the year ended 31 December 2018 was the same as basic earnings per share of the year 2018.

There was no difference between the basic and diluted earnings per share during the year 2019 as there were no dilutive potential shares outstanding for the year 2019.

11 每股(虧損)/溢利(續)

(a) 每股基本(虧損)/溢利(續)

- (ii) 不附帶優先權的普通股的加權平均數

(b) 每股攤薄(虧損)/溢利

每股攤薄(虧損)/溢利乃透過調整已發行普通股加權平均數(假設所有潛在攤薄普通股轉換)而計算。截至二零一八年十二月三十一日止年度，本公司有兩類潛在攤薄普通股：附有優先權的普通股及全球發售中的超額配股權潛在普通股。計算每股溢利時並未計入潛在攤薄普通股，因為計入彼等將具有反攤薄影響。因此，截至二零一八年十二月三十一日止年度的每股攤薄溢利與二零一八年的每股基本溢利相同。

由於二零一九年並無已發行潛在攤薄股份，故二零一九年的每股基本溢利與每股攤薄溢利之間並無差異。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

12 PROPERTY, PLANT AND EQUIPMENT

12 物業、廠房及設備

		Electronic equipment 電子設備 RMB' 000 人民幣千元	Office equipment 辦公設備 RMB' 000 人民幣千元	Leasehold improvements 租賃裝修 RMB' 000 人民幣千元	Vehicles 車輛 RMB' 000 人民幣千元	ROU asset 使用權資產 RMB' 000 人民幣千元	Total 合計 RMB' 000 人民幣千元
Cost:	成本：						
At 1 January 2018	於二零一八年一月一日	40,508	2,607	8,641	-	-	51,756
Additions	添置	11,904	76	1,198	-	-	13,178
Disposals	出售	(432)	-	-	-	-	(432)
At 31 December 2018	於二零一八年十二月三十一日	51,980	2,683	9,839	-	-	64,502
Impact on initial application of IFRS 16 (Note)	首次應用國際財務報告準則第16號的影響(附註)	-	-	-	-	64,011	64,011
At 1 January 2019	於二零一九年一月一日	51,980	2,683	9,839	-	64,011	128,513
Additions	添置	4,109	1,115	11,168	3,675	4,228	24,295
Disposals	出售	(35,043)	(809)	-	(3,675)	-	(39,527)
At 31 December 2019	於二零一九年十二月三十一日	21,046	2,989	21,007	-	68,239	113,281
Accumulated depreciation:	累計折舊：						
At 1 January 2018	於二零一八年一月一日	(18,932)	(1,687)	(3,977)	-	-	(24,596)
Charge for the year	年內扣除	(9,029)	(588)	(1,072)	-	-	(10,689)
Written back on disposals	出售撤回	410	-	-	-	-	410
At 31 December 2018	於二零一八年十二月三十一日	(27,551)	(2,275)	(5,049)	-	-	(34,875)
At 1 January 2019	於二零一九年一月一日	(27,551)	(2,275)	(5,049)	-	-	(34,875)
Charge for the year	年內扣除	(8,047)	(520)	(4,631)	(582)	(28,916)	(42,696)
Written back on disposals	出售撤回	22,995	770	-	582	-	24,347
At 31 December 2019	於二零一九年十二月三十一日	(12,603)	(2,025)	(9,680)	-	(28,916)	(53,224)
Net book value:	賬面淨值：						
At 31 December 2018	於二零一八年十二月三十一日	24,429	408	4,790	-	-	29,627
At 31 December 2019	於二零一九年十二月三十一日	8,443	964	11,327	-	39,323	60,057

Note: The Group has initially applied IFRS 16 using the modified retrospective method and adjusted the opening balances at 1 January 2019 to recognize right-of-use assets relating to leases which were previously classified as operating leases under IAS 17. See note 2(c).

附註：本集團已使用經修訂追溯法首次應用國際財務報告準則第16號，並於二零一九年一月一日調整期初餘額，以確認與租賃有關的使用權資產，該等租賃先前已根據國際會計準則第17號分類為經營租賃。見附註2(c)。

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合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

13 INTANGIBLE ASSETS

13 無形資產

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Cost:	成本：		
At 1 January	於一月一日	10,696	9,469
Additions	添置	1,397	1,227
		12,093	10,696
At 31 December	於十二月三十一日	12,093	10,696
Accumulated amortization:	累計攤銷：		
At 1 January	於一月一日	(6,202)	(3,831)
Charge for the year	年內扣除	(2,405)	(2,371)
		(8,607)	(6,202)
At 31 December	於十二月三十一日	(8,607)	(6,202)
Net book value:	賬面淨值：		
At 31 December	於十二月三十一日	3,486	4,494

Intangible assets represent computer software during the reporting period.

The amortization charge for the year is included in “cost of revenue”, “selling and marketing expenses”, “general and administrative expenses” and “research and development expenses” in the consolidated statement of profit or loss.

於報告期內，無形資產指電腦軟件。

年度攤銷費用計入合併損益表「營業成本」、「銷售及營銷開支」、「一般及行政開支」及「研發開支」。

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合併財務報表附註

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14 INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries as at 31 December 2019 which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

14 於附屬公司的投資

下表僅載列於二零一九年十二月三十一日主要對本集團的業績、資產或負債有所影響的附屬公司詳情。除另有指明外，所持有的股份類別為普通股。

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立地點及日期	Particulars of issued and paid-up capital 已發行及繳足股本詳情	Proportion of ownership interest 所有權權益佔比			Type of business 業務類型	Principal activities 主要業務
			Group's effective interest 本集團的實際權益	Held by the Company 由本公司持有	Held by the subsidiary 由附屬公司持有		
BabyTree Holdings Limited	BVI 9 February 2018	1 ordinary share	100%	100%	-	BVI Co	Investing holding company
BabyTree Holdings Limited	英屬維爾京群島 二零一八年 二月九日	1股普通股	100%	100%	-	英屬維爾京群島公司	投資控股公司
BabyTree Group Hong Kong Limited	Hong Kong 5 March 2018	1 ordinary share HK\$1	-	-	100%	HK Co	Investing holding company
寶寶樹集團香港有限公司	香港 二零一八年 三月五日	1股普通股 1港元	-	-	100%	香港公司	投資控股公司
BabyTree (Beijing) Information and Technology Co., Ltd.	Beijing, PRC 8 August 2007	RMB97,772,300	-	-	100%	WFOE	Technology information service
寶寶樹(北京)信息技術有限公司	中國北京 二零零七年 八月八日	人民幣 97,772,300元	-	-	100%	外商獨資企業	信息技術服務
BabyTree (Tianjin) technology Co., Ltd.	Beijing, PRC 2 July 2019	RMB3,000,000	-	-	100%	LLC	Advertising
寶寶樹(天津)科技有限公司	中國北京 二零一九年 七月二日	人民幣 3,000,000元	-	-	100%	有限公司	廣告
Meitun Mama (Shanghai) E-Commerce Co., Ltd.	Shanghai, PRC 11 October 2014	RMB5,000,000	-	-	100%	LLC	E-commerce
美國媽媽(上海)電子商務有限公司	中國上海 二零一四年 十月十一日	人民幣 5,000,000元	-	-	100%	有限公司	電商

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合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

14 INVESTMENTS IN SUBSIDIARIES (Continued)

14 於附屬公司的投資 (續)

Name of company 公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立地點及日期	Particulars of issued and paid-up capital 已發行及繳足 股本詳情	Proportion of ownership interest 所有權權益佔比			Type of business 業務類型	Principal activities 主要業務
			Group's effective interest 本集團的 實際權益	Held by the Company 由本公司 持有	Held by the subsidiary 由附屬公司 持有		
Ningbo Meitun Mama E-Commerce Co., Ltd. 寧波美國媽媽電子商務有限公司	Ningbo, PRC 23 September 2015 中國寧波 二零一五年 九月二十三日	RMB5,000,000 人民幣 5,000,000元	-	-	100%	LLC 有限公司	E-commerce 電商
Meitun Meiwu (Shanghai) Information Technology Co., Ltd. 美國美物(上海)信息技術有限公司	Shanghai, PRC 5 November 2014 中國上海 二零一四年 十一月五日	RMB64,801,000 人民幣 64,801,000元	-	-	100%	LLC 有限公司	Technology information service 信息技術服務
Shanghai Xiaojia Finance Technology Service Co., Ltd. 上海小嘉金融科技服務有限公司	Shanghai, PRC 3 September 2018 中國上海 二零一八年 九月三日	RMB15,000,000 人民幣 15,000,000元	-	-	86%	LLC 有限公司	Finance Service 金融服務
Beijing Zhongming Century Science and Technology Co., Ltd. 北京眾鳴世紀科技有限公司	Beijing, PRC 1 March 2006 中國北京 二零零六年 三月一日	RMB53,498,360 人民幣 53,498,360元	-	-	100%*	OpCo 運營公司	Advertising and content monetization 廣告及知識付費

* The company is held by BabyTree (Beijing) Information and Technology Co., Ltd. through contractual agreements.

* 該公司由寶寶樹(北京)信息技術有限公司透過合約協議持有。

There is no individually material non-controlling interest of the Group during the reporting period.

於報告期內，本集團並無個別重大非控股權益。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

15 PREPAYMENTS FOR NON-CURRENT ASSETS 15 非流動資產預付款項

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Prepayments for non-current assets	非流動資產預付款項		
– Prepayments for acquisition of a company	– 收購一家公司的預付款項	44,096	–
– Prepayments for property, plant and equipment	– 物業、廠房及設備的預付款項	713	11,685

16 INTERESTS IN ASSOCIATES

16 於聯營公司的權益

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	合併財務報表中個別非重大聯營公司之賬面值總額	49,468	14,617
Aggregate amounts of the Group's share of those associates' loss from operations	本集團應佔該等聯營公司經營業務虧損總額	(12,412)	(3,412)
Total comprehensive income	全面收入總額	(12,412)	(3,412)

There is no individually material interests in associates during the reporting period.

報告期間，聯營公司並無個別重大權益。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

17 EQUITY SECURITIES

17 權益證券

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Equity securities	權益證券		
- Unlisted	- 未上市	163,008	25,432

As at 31 December 2019, equity securities held by the Group are equity instruments invested in third parties with less than 20% of shareholding and the Group has no significant influence.

於二零一九年十二月三十一日，本集團持有的權益證券為投資於持股比例20%以下且本集團並無重大影響力的第三方之權益工具。

18 LONG-TERM INVESTMENTS

18 長期投資

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Long-term investments	長期投資		
- Wealth management products	- 理財產品	42,825	-

Long-term investments is bond portfolios which is purchased from financial institution with variable interest rate due over one year.

長期投資指從金融機構購買的一年以上到期的浮動利率債券投資組合。

19 OTHER CURRENT ASSETS

19 其他流動資產

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Deductible input VAT	待抵扣進項增值稅	11,408	5,707
Others	其他	4	249
		11,412	5,956

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

20 INVENTORIES

20 存貨

(a) Inventories in the consolidated statement of financial position comprise:

(a) 合併財務狀況表內的存貨包括：

		2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Finished goods	產成品	12,741	20,133
Less: Provision for inventory	減：存貨撥備	(9,524)	(5,476)
Inventories, net	存貨淨額	3,217	14,657

(b) The analysis of the amount of inventories recognized as an expense and included in profit or loss is as follows:

(b) 確認作開支並計入損益的存貨金額分析如下：

		2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Carrying amount of inventories sold	已售存貨賬面值	21,635	57,008
Write down of inventories	存貨撇減	4,074	5,837
		25,709	62,845

21 TRADE RECEIVABLES

21 貿易應收款項

		2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Amounts due from third parties	應收第三方款項	239,132	386,139
Amounts due from related parties (Note 33(b)(ii))	應收關聯方款項(附註33(b)(ii))	31,054	-
Less: Loss allowance	減：虧損撥備	(66,889)	(16,419)
		203,297	369,720

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

21 TRADE RECEIVABLES (Continued)

Ageing analysis

As of the end of the reporting period, the ageing analysis of trade receivables, based on the invoice date and net of loss allowance, is as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Within 6 months	六個月以內	94,414	318,248
6 months to 1 year	六個月至一年	80,044	39,832
1 to 2 years	一至兩年	28,839	6,310
2 to 3 years	兩至三年	-	5,330
Over 3 years	三年以上	-	-
		203,297	369,720

The credit terms agreed with customers are normally 30 – 90 days from the date of billing or 60-120 days from the date the advertisement posts. No interests are charged on the trade receivables. Further details on the Group's credit policy are set out in note 31 (a).

21 貿易應收款項 (續)

賬齡分析

截至報告期末，貿易應收款項基於發票日期並扣除虧損撥備的賬齡分析如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
與客戶協定的信貸期一般為於出票日期起計30至90天或發佈廣告日期起計60至120天。概無就貿易應收款項收取利息。有關本集團的信貸政策進一步詳情載於附註31(a)。		94,414	318,248
		80,044	39,832
		28,839	6,310
		-	5,330
		-	-
		203,297	369,720

與客戶協定的信貸期一般為於出票日期起計30至90天或發佈廣告日期起計60至120天。概無就貿易應收款項收取利息。有關本集團的信貸政策進一步詳情載於附註31(a)。

22 PREPAYMENTS AND OTHER RECEIVABLES

22 預付款項及其他應收款項

			2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Amounts due from related parties	應收關聯方款項	33(b)(i)	3,405	4,744
Prepayments to suppliers	向供應商的預付款項		5,467	10,692
Receivables due from third party payment channels	應收第三方支付渠道款項		3,779	1,384
Others, net of loss allowance	其他，扣除虧損撥備	(i)	423,667	79,830
			436,318	96,650

Note:

- (i) Included in the balance there are amounts due from third parties, deposit, staff advance and other miscellaneous items. Among of others, RMB358.5 million are due from third parties with no interest and will be repaid within one year.

附註：

- (i) 結餘包括應收第三方款項、保證金、員工墊款及其他雜項。於其他中，人民幣358.5百萬元為應收第三方款項，免息並將於一年內償還。

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合併財務報表附註

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23 SHORT-TERM INVESTMENTS

23 短期投資

		2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Short-term investments	短期投資		
- Wealth management products	- 理財產品	585,342	809,430

Wealth management products is issued by banks in the PRC and other financial institution with variable interest rate due within one year.

理財產品由中國境內銀行及其他金融機構發行，以浮動利率計息，並於一年內到期。

24 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

24 現金及現金等價物以及其他現金流量資料

(a) Cash and cash equivalents comprise:

(a) 現金及現金等價物包括：

		2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Cash on hand	現金	-	1
Cash at bank	銀行現金	454,728	617,342
Deposits with banks	銀行存款	968,127	1,612,564
Cash and cash equivalents	現金及現金等價物	1,422,855	2,229,907

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合併財務報表附註

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24 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (Continued)

24 現金及現金等價物以及其他現金流量資料(續)

(b) Reconciliation of (loss)/profit before taxation to cash used in operations:

(b) 除稅前(虧損)/利潤與經營活動所用現金之對賬：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
(Loss)/profit before income taxation	除所得稅前(虧損)/利潤	(473,754)	523,555
Adjustments for:	就以下各項作出調整：		
Depreciation	折舊	42,696	10,689
Amortization of intangible assets	無形資產攤銷	2,405	2,371
Net finance income	財務收入淨額	(32,230)	(10,369)
Share of loss of associates	應佔聯營公司虧損	12,412	3,412
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損淨額	13,058	22
Investment income from short-term investments	短期投資的投資收益	(5,223)	(14,886)
Investment income from structured deposits in other current assets measured at amortized cost	於按攤餘成本計量的其他流動資產核算的結構性存款的投資收益	-	(1,252)
Disposal of an associate	出售聯營公司	(51)	-
Investment income from long-term investments	長期投資的投資收益	(536)	-
Impairment of trade and other receivables	貿易及其他應收款項之減值	82,601	15,185
Provision of inventories	存貨撥備	4,048	(3,524)
Fair value changes on investments measured at fair value through profit or loss	以公允價值計量且變動計入當期損益的投資的公允價值變動	25,880	-
Fair value change of financial liabilities at fair value through profit or loss	以公允價值計量且變動計入當期損益的金融負債公允價值變動	-	(365,610)
Changes in working capital:	營運資本變動：		
Decrease in inventories	存貨減少	7,392	25,164
Decrease/(increase) in trade receivables	貿易應收款項減少/(增加)	115,953	(229,246)
Increase in prepayments and other receivables	預付款項及其他應收款項增加	(373,758)	(43,098)
Decrease in trade payables	貿易應付款項減少	(2,672)	(7,074)
Decrease in accruals and other payables	預收賬款及其他應付款項減少	(86,575)	(134,955)
(Increase)/decrease in other current assets	其他流動資產(增加)/減少	(5,456)	2,675
Net cash used in operations	經營所用現金淨額	(673,810)	(226,941)

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合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

24 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (Continued)

24 現金及現金等價物以及其他現金流量資料(續)

(c) Reconciliation of liabilities arising from financing activities:

(c) 融資活動產生的負債之對賬：

		Financial instruments with preferred rights 附有優先權的金融工具 RMB' 000 人民幣千元	Accruals and other payables 預收賬款及其他應付款項 RMB' 000 人民幣千元	Lease liability 租賃負債 RMB' 000 人民幣千元	Total 合計 RMB' 000 人民幣千元
At 1 January 2018	於二零一八年一月一日	5,252,332	47,764	–	5,300,096
Changes from financing cash flows:	融資現金流量變動：				
Proceeds from investment deposit of potential investor	潛在投資者之投資存款所得款項	–	49,000	–	49,000
Payment for investment deposit of potential investor	潛在投資者之投資存款支付款項	–	(49,018)	–	(49,018)
Amounts due from related parties	應收關聯方款項	–	(25,922)	–	(25,922)
Proceeds from issue of financial instruments with preferred rights in the Company	發行本公司附有優先權的金融工具之所得款項	3,535,584	–	–	3,535,584
Repayment to the holders of financial instruments with preferred rights in Zhongming	向眾鳴附有優先權的金融工具持有人還款	(2,718,541)	–	–	(2,718,541)
Change in fair value	公允價值變動	(365,610)	–	–	(365,610)
Other changes:	其他變動：				
Termination of preferred rights upon completion of IPO	於首次公開發售完成後終止優先權	(6,396,393)	–	–	(6,396,393)
Effect of exchange rate fluctuations	匯率波動之影響	692,628	–	–	692,628
Interest expense on interest-bearing loans (Note 6(a))	計息貸款之利息開支(附註6(a))	–	18	–	18

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合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

24 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (Continued)

24 現金及現金等價物以及其他現金流量資料(續)

(c) Reconciliation of liabilities arising from financing activities: (Continued)

(c) 融資活動產生的負債之對賬：(續)

		Financial instruments with preferred rights	Accruals and other payables	Lease liability	Total
		附有優先權的金融工具	預收賬款及其他應付款項	租賃負債	合計
		RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 31 December 2018	於二零一八年十二月三十一日	-	21,842	-	21,842
Impact on initial application of IFRS 16 (Note)	初始應用香港財務報告準則第16號的影響(附註)	-	-	61,682	61,682
At 1 January 2019	於二零一九年一月一日	-	21,842	61,682	83,524
Changes from financing cash flows:	融資現金流量變動：				
Amounts due from related parties	應收關聯方款項	-	1,841	-	1,841
Interest element of lease rentals paid	已付租賃租金的利息部分	-	-	(2,124)	(2,124)
Capital element of lease rentals paid	已付租賃租金的資本部分	-	-	(28,470)	(28,470)
Other changes:	其他變動				
Increase in lease liabilities from entering into new lease during the period	期內因訂立新租賃產生的租賃負債增加	-	-	4,228	4,228
Interest expenses (Note 6(a))	利息開支(附註6(a))	-	-	2,124	2,124
At 31 December 2019	於二零一九年十二月三十一日	-	23,683	37,440	61,123

Note: The Group has initially applied IFRS 16 using the modified retrospective method and adjusted the opening balances at 1 January 2019 to recognize lease liabilities relating to leases which were previously classified as operating leases under IAS 17. See note 2(c).

附註：本集團透過採用經修訂追溯法已首次應用國際財務報告準則第16號，並調整於二零一九年一月一日的期初結餘以就先前根據國際會計準則第17號分類為經營租賃的有關租賃確認租賃負債。請參見附註2(c)。

Notes to the Consolidated Financial Statements 合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

25 TRADE PAYABLES

25 貿易應付款項

		2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Amounts due to third parties	應付第三方款項	12,493	13,682
Amounts due to related parties (Note 33(b)(ii))	應付關聯方款項(附註33(b)(ii))	1,167	793
		13,660	14,475

As of the end of the reporting period, the ageing analysis of trade payables, based on the invoice date, is as follows:

截至報告期末，貿易應付款項基於發票日期的賬齡分析如下：

		2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Within 6 months	六個月以內	10,047	9,055
6 months to 1 year	六個月至一年	2,920	4,672
1 to 2 years	一至兩年	326	730
Over 2 years	兩年以上	367	18
		13,660	14,475

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(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

26 ACCRUALS AND OTHER PAYABLES

		2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Amounts due to merchants	應付商家款項	7,165	40,178
Amounts due to related parties (Note 33(b)(i))	應付關聯方款項(附註33(b)(i))	23,683	21,842
Payroll payables	應付工資	8,789	25,746
Taxes and levies payables	應付稅項及徵費	4,556	12,991
Other payables	其他應付款項	37,323	70,772
		81,516	171,529

All of the accruals and other payables are expected to be settled or recognized as profit or loss within one year or are repayable on demand.

27 CONTRACT LIABILITIES

		2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Contract liabilities	合約負債		
Advertising	廣告	1,385	2,773
E-commerce	電商	826	2,239
		2,211	5,012

Typical payment terms which impact on the amount of contract liabilities recognized are as follows:

The Group keeps deposits before the satisfaction of online self-ordered advertisement. This deposit is recognized as contract liability until the Group satisfied the display of the advertisement.

The Group receives total consideration of the goods from customers before the Group deliver the goods to customers. Contract liability is recognized until the customer takes possession of and accept the goods.

All the contract liability balance as at the beginning of the year were recognized as revenue during the respective year.

26 預收賬款及其他應付款項

預收賬款及其他應付款項預計將於一年內結算或確認作損益或按要求償還。

27 合約負債

影響已確認合約負債金額的典型付款條款如下：

本集團於在線自訂廣告訂立時取得保證金。該保證金確認為合約負債，直至本集團達到展示廣告為止。

於本集團向客戶交付貨物之前，本集團自客戶收取貨物的代價總額。合約負債於客戶佔有並接受貨物時確認。

年初的所有合約負債結餘於相應年度確認為收益。

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28 LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the current and previous reporting periods and at the date of transition to IFRS 16:

28 租賃負債

下表顯示於當前及過往報告期末以及過渡至國際財務報告準則第16號當日本集團租賃負債的剩餘合約到期日：

		At 31 December 2019 於二零一九年十二月三十一日		At 1 January 2019 於二零一九年一月一日	
		Present		Present	
		value of the minimum lease payments 最低租賃 付款現值 RMB' 000 人民幣千元	Total minimum lease payments 最低租賃 付款總額 RMB' 000 人民幣千元	value of the minimum lease payments 最低租賃 付款現值 RMB' 000 人民幣千元	Total minimum lease payments 最低租賃 付款總額 RMB' 000 人民幣千元
Within 1 year	一年內	25,184	26,469	26,808	27,431
After 1 year but within 2 years	一年後但於兩年內	12,167	12,344	25,014	26,765
After 2 years but within 5 years	兩年後但於五年內	89	94	9,860	10,919
		12,256	12,438	34,874	37,684
		37,440	38,907	61,682	65,115
Less: total future interest expenses	減：未來利息開支總額		1,467		3,433
Present value of lease liabilities	租賃負債現值		37,440		61,682

Note: The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognize lease liabilities relating to leases which were previously classified as operating leases under IAS 17. These liabilities have been aggregated with the brought forward balances relating to leases previously classified as finance leases. Comparative information as at 31 December 2018 has not been restated and relates solely to leases previously classified as finance leases. Further details on the impact of the transition to IFRS 16 are set out in note 2(c).

附註：本集團透過採用經修訂追溯法已首次應用國際財務報告準則第16號，並調整於二零一九年一月一日的期初結餘以就先前根據國際會計準則第17號分類為經營租賃的有關租賃確認租賃負債。該等負債已與先前分類為融資租賃的有關租賃的結轉結餘加總。於二零一八年十二月三十一日的比較資料並無重列，且僅與先前分類為融資租賃的租賃相關。有關過渡至國際財務報告準則第16號的影響之進一步詳情載於附註2(c)。

Notes to the Consolidated Financial Statements 合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

29 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION 29 合併財務狀況表中的所得稅

(a) Current taxation in the consolidated statement of financial position represents:

(a) 合併財務狀況表中的即期稅項指：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
At 1 January	於一月一日	14,211	7,768
Provision for PRC Income Tax for the year	本年度中國所得稅撥備	1,010	21,887
Over provision in respect of prior years	過往年度超額撥備	(1,067)	-
PRC Income Tax paid during the year	年內已付中國所得稅	(13,144)	(15,444)
At 31 December	於十二月三十一日	1,010	14,211
Representing:	代表：		
Current taxation	即期稅項	1,010	14,211

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

29 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

29 合併財務狀況表中的所得稅 (續)

(b) Deferred tax assets and liabilities recognized:

- (i) Movement of each component of deferred tax assets and liabilities

The components of deferred tax assets/(liabilities) recognized in the consolidated statement of financial position and the movements during the year are as follows:

(b) 已確認遞延稅項資產及負債：

- (i) 遞延稅項資產及負債各組成部分之變動

於合併財務狀況表內確認的遞延稅項資產／(負債)組成部分及年內變動情況如下：

		Deductible accumulative loss	Impairment loss	Other deducible temporary differences 其他可抵扣的 暫時性差異	Total
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Deferred tax arising from:	以下各項產生之遞延稅項：				
At 1 January 2018	於二零一八年一月一日	17,361	6,066	714	24,141
Credited/(charged) to profit or loss	計入／(扣除)損益	23,931	9	619	24,559
At 31 December 2018	於二零一八年十二月三十一日	41,292	6,075	1,333	48,700
At 1 January 2019	於二零一九年一月一日	41,292	6,075	1,333	48,700
Credited/(charged) to profit or loss	計入／(扣除)損益	(29,801)	9,770	(723)	(20,754)
At 31 December 2019	於二零一九年十二月三十一日	11,491	15,845	610	27,946

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29 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

(b) Deferred tax assets and liabilities recognized: (Continued)

- (ii) Reconciliation to the consolidated statement of financial position

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Net deferred tax asset recognized in the consolidated statement of financial position	於合併財務狀況表中確認的遞延稅項資產淨值	28,061	48,761
Net deferred tax liability recognized in the consolidated statement of financial position	於合併財務狀況表中確認的遞延稅項負債淨值	(115)	(61)
At the end of year	於年末	27,946	48,700

(c) Deferred tax assets not recognized

In accordance with the accounting policy set out in note 2(s), the Group has not recognized deferred tax assets in respect of cumulative tax loss of RMB454.2 million (2018: RMB71.5 million) as it is not probable that future taxable profits against which the loss can be utilized will be available in the relevant tax jurisdiction and entity. The tax loss does not expire under current tax legislation.

(d) Deferred tax liabilities not recognized

At 31 December 2018, temporary differences relating to the undistributed profits of subsidiaries is RMB157.9 million. In 2018, deferred tax liabilities of RMB15.8 million have been recognized in respect of the tax that would be payable on the distribution of these retained profits it has been determined that it is probable that these profits will not be distributed in the foreseeable future. No deferred tax liabilities were recognized in this regard in 2019 as there was no distributed profits of subsidiaries at 31 December 2019.

29 合併財務狀況表中的所得稅 (續)

(b) 已確認遞延稅項資產及負債：(續)

- (ii) 與合併財務狀況表之對賬

(c) 未確認之遞延稅項資產

根據附註2(s)所載的會計政策，本集團並未就累計稅項虧損人民幣454.2百萬元(二零一八年：人民幣71.5百萬元)確認遞延稅項資產，因為不大可能在相關稅務司法權區及實體取得未來應課稅溢利以供抵銷稅項虧損。根據現行稅務規例，稅項虧損並無屆滿期。

(d) 未確認之遞延稅項負債

於二零一八年十二月三十一日，與附屬公司未分配利潤有關的暫時性差異為人民幣157.9百萬元。於二零一八年，已就該等保留利潤的分派而應支付的稅項確認遞延稅項負債人民幣15.8百萬元，且已確定該等利潤可能將不會於可見未來分配。由於於二零一九年十二月三十一日並無附屬公司的可分配利潤，因此於二零一九年末就此確認遞延稅項負債。

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合併財務報表附註

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30 CAPITAL, RESERVES AND DIVIDENDS

30 資本、儲備及股息

(a) Movements in components of equity

The changes of each component of the Group's consolidated equity during the reporting period is set out in the consolidated statements of changes in equity. Details of changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

(a) 權益組成部分之變動

於報告期內，本集團合併權益各組成部分之變動載於合併權益變動表。年初至年末本公司權益個別組成部分之變動詳情載列如下：

		Share capital	Share premium	Treasury shares	Capital reserve	Translation reserves	Retained profit	Total
		股本	股份溢價	庫存股份	資本儲備	匯兌儲備	保留利潤	總計
Note		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 9 February 2018	於二零一八年二月九日	-	-	-	-	-	-	-
(date of incorporation)	(註冊成立日期) 的結餘	-	-	-	-	-	-	-
Changes in equity for 2018:	於二零一八年的股權變動：							
Profit for the period	期內利潤	-	-	-	-	-	2,652,121	2,652,121
Other comprehensive income	其他全面收入	-	-	-	-	(648,023)	-	(648,023)
Total comprehensive income	全面收入總額	-	-	-	-	(648,023)	2,652,121	2,004,098
Capital injection from owners of the Company	本公司擁有人注資	30(c)	12	-	-	-	-	12
Exemption of subsidiaries' liabilities	豁免附屬公司負債	-	-	-	(4,831,055)	-	-	(4,831,055)
Group reorganization	集團重組	-	-	-	(2,505,872)	-	-	(2,505,872)
Capitalization issue	資本化發行	30(c)	244	(244)	-	-	-	-
Termination of preferred rights upon completion of IPO	於首次公開發售完成後終止優先權	30(c)	729	6,395,664	-	-	-	6,396,393
Issuance of ordinary shares relating to initial public offering, net of underwriting commissions and other issuance costs	扣除包銷佣金和其他發行成本的首次公開發售相關的普通股發行	30(c)	187	1,570,368	-	-	-	1,570,555
Balance at 1 January 2019	於二零一九年一月一日的結餘	1,172	7,965,788	-	(7,336,927)	(648,023)	2,652,121	2,634,131
Changes in equity for 2019:	於二零一九年的股權變動：							
Loss for the year	年內虧損	-	-	-	-	-	(56,630)	(56,630)
Other comprehensive income	其他全面收入	-	-	-	-	42,011	-	42,011
Total comprehensive income	全面收入總額	-	-	-	-	42,011	(56,630)	(14,619)
Repurchase of ordinary shares	普通股購回	30(e)	-	(83,473)	-	-	-	(83,473)
Cancellation of treasury shares	註銷庫存股份	30(e)	(14)	(73,314)	73,328	-	-	-
Balance at 31 December 2019	於二零一九年十二月三十一日的結餘	1,158	7,892,474	(10,145)	(7,336,927)	(606,012)	2,595,491	2,536,039

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30 CAPITAL, RESERVES AND DIVIDENDS 30 資本、儲備及股息 (續)

(Continued)

(b) Dividends

During the year of 2019, no dividends were declared by the entities comprising the Group to its owners (2018: Nil).

(b) 股息

於二零一九年，組成本集團之實體並無向其擁有人宣派股息(二零一八年：無)。

(c) Share capital and premium

(c) 股本及溢價

		Number of ordinary shares			Share capital in equity	Share premium in equity
		Without preferred rights	With preferred rights	Total		
		不附有優先權	附有優先權	總計	權益股本	股權溢價
					RMB' 000	RMB' 000
					人民幣千元	人民幣千元
As at 9 February 2018	於二零一八年二月九日	-	-	-	-	-
(date of the Company incorporation)	(本公司註冊成立日期)					
Issue of ordinary shares	發行普通股	19,478,750	-	19,478,750	12	-
Issue of ordinary shares with preferred rights	發行附有優先權的普通股	-	55,178,861	55,178,861	-	-
Issue of ordinary shares by Capitalization Issue	通過資本化發行而發行普通股	350,617,500	993,219,498	1,343,836,998	244	(244)
Termination of preferred rights upon completion of IPO	於首次公开发售完成後終止優先權	1,048,398,359	(1,048,398,359)	-	729	6,395,664
Issuance of ordinary shares relating to initial public offering, net of underwriting commissions and other issuance costs	扣除包銷佣金和其他發行成本的首次公开发售相關的普通股發行	269,993,500	-	269,993,500	187	1,570,368
As at 31 December 2018	於二零一八年十二月三十一日	1,688,488,109	-	1,688,488,109	1,172	7,965,788
As at 1 January 2019	於二零一九年一月一日	1,688,488,109	-	1,688,488,109	1,172	7,965,788
Repurchase and cancellation of ordinary shares	普通股購回及註銷	(19,577,500)	-	(19,577,500)	(14)	(73,314)
As at 31 December 2019	於二零一九年十二月三十一日	1,668,910,609	-	1,668,910,609	1,158	7,892,474

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(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

30 CAPITAL, RESERVES AND DIVIDENDS (Continued)

30 資本、儲備及股息 (續)

(c) Share capital and premium (Continued)

The Company was incorporated in the Cayman Islands on 9 February 2018 with an initial authorized share capital of US\$50,000 divided into 500,000,000 shares with a par value of US\$0.0001 each. Immediately after its incorporation, one share was allotted and issued.

In May 2018, Mr. WANG Huainan, through Wang Family Limited Partnership, subscribed 19,478,750 ordinary shares of the Company at a consideration of RMB12,424 (US\$1,948). Other shareholders subscribed 55,178,861 ordinary shares of the Company with aggregated consideration of RMB3,535,584,443. The ordinary shares issued to other shareholders are attached with preferred rights pursuant to the Shareholders' Agreement dated 28 May 2018 and are designated as financial instruments with preferred rights.

On 1 November 2018, the authorized share capital of the Company was increased to US\$960,000, divided into 9,600,000,000 shares with par value of US\$0.0001 each.

Pursuant to written resolutions of the Company's shareholders passed on 1 November 2018, capitalize an amount of US\$134,383.6998 standing to the crediting of the share premium account of the Company by applying such sum in paying up in full at par a total of 1,343,836,998 share for allotment and issue to the persons whose names appear on the register of shareholders of the Company on the date of the written resolutions in accordance with their respective shareholding in the Company (the "Capitalization Issue"). The Capitalization Issue was completed on 27 November 2018.

(c) 股本及溢價 (續)

本公司於二零一八年二月九日在開曼群島註冊成立，初始法定股本為50,000美元，分為500,000,000股每股面值0.0001美元的股份。緊隨其註冊成立後，一股股份獲配發及發行。

於二零一八年五月，王懷南先生透過Wang Family Limited Partnership以對價人民幣12,424元（1,948美元）認購本公司19,478,750股普通股。其他股東以總對價人民幣3,535,584,443元認購本公司55,178,861股普通股。根據日期為二零一八年五月二十八日的股東協議，向其他股東發行的普通股附有優先權，且被指定為附有優先權的金融工具。

於二零一八年十一月一日，本公司法定股本增加至960,000美元，分為9,600,000,000股每股面值0.0001美元的股份。

根據本公司股東於二零一八年十一月一日通過的書面決議案，將本公司股份溢價賬的進賬金額134,383.6998美元撥充資本，方法為動用該金額按面值繳足合共1,343,836,998股股份，根據彼等各自於本公司的持股分配及配發予在該書面決議案日期名列本公司股東名冊的股份持有人（「資本化發行」）。資本化發行已於二零一八年十一月二十七日完成。

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30 CAPITAL, RESERVES AND DIVIDENDS (Continued)

30 資本、儲備及股息 (續)

(c) Share capital and premium (Continued)

On 27 November 2018, the Company issued 250,323,000 ordinary shares with a par value of US\$0.0001, at a price of HK\$6.8 per share by way of public offering to Hong Kong and overseas investors. On 20 December 2018, the over-allotment option granted to underwriters was exercised and the Company issued 19,670,500 shares with a par value of US\$0.0001, at a price of HK\$6.8 per share. Net proceeds from these issues amounted to RMB1,570.6 million (after offsetting expenses directly attributable to the issue of shares of RMB58.9 million), out of which RMB0.19 million and RMB1,570.4 million were recorded in share capital and share premium accounts, respectively.

On 28 November 2019, the Company cancelled 19,577,500 ordinary shares which were repurchased during the year 2019.

(d) Capital Reserves

On 23 May 2018, Lingheng Investment, an affiliate of Xinxin Xiangrong, subscribed for equity interest in Zhongming in the amount of RMB6,493,053, representing 10.82% of the total registered share capital of Zhongming, and became one of the registered shareholders of Zhongming.

(c) 股本及溢價 (續)

於二零一八年十一月二十七日，本公司已按每股6.8港元發行每股面值0.0001美元的250,323,000股普通股，方法為向香港及境外投資者公開發行。於二零一八年十二月二十日，授予承銷商的超額配股權已獲行使及本公司已按每股6.8港元發行每股面值0.0001美元的19,670,500股股份。該等發行所得款項淨額達人民幣1,570.6百萬元（已抵銷發行股份直接產生的開支人民幣58.9百萬元），其中人民幣0.19百萬元及人民幣1,570.4百萬元已分別計入股本及股份溢價賬目。

於二零一九年十一月二十八日，本公司註銷於二零一九年購回的19,577,500股普通股。

(d) 資本儲備

於二零一八年五月二十三日，凌恒投資（欣欣相融的聯屬公司）以人民幣6,493,053元認購眾鳴的股權（相當於眾鳴註冊股本總額的10.82%），並成為眾鳴的登記股東之一。

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30 CAPITAL, RESERVES AND DIVIDENDS 30 資本、儲備及股息 (續)

(Continued)

(e) Repurchase of ordinary shares

(e) 普通股購回

		Number of shares 股份數目	Amounts 金額 RMB' 000 人民幣千元
Treasury shares	庫存股份		
As at 1 January 2019	於二零一九年一月一日	-	-
Shares repurchased to be cancelled	將予註銷的已購回股份	25,616,500	83,473
Cancellation of treasury shares	註銷庫存股份	(19,577,500)	(73,328)
As at 31 December 2019	於二零一九年十二月三十一日	6,039,000	10,145

During the year ended 31 December 2019, the Company repurchased its own ordinary shares on The Stock Exchange of Hong Kong Limited as follows:

於截至二零一九年十二月三十一日止年度，本公司於香港聯合交易所有限公司回購其自身普通股如下：

Month/year		Number of shares repurchased	Highest price paid per share 每股已付 最高價格	Lowest price paid per share 每股已付 最低價格	Aggregate price paid 已付價格總額
年 / 月		已回購股份數目	HK\$ 港元	HK\$ 港元	HK\$' 000 港元千元
May 2019	二零一九年五月	7,450,000	5.34	4.41	36,740
June 2019	二零一九年六月	7,292,500	4.90	4.65	35,054
September 2019	二零一九年九月	4,774,500	2.42	2.13	11,104
October 2019	二零一九年十月	60,500	2.21	2.17	133
November 2019	二零一九年十一月	5,020,000	1.97	1.79	9,469
December 2019	二零一九年十二月	1,019,000	1.88	1.75	1,841
					<u>94,341</u>

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30 CAPITAL, RESERVES AND DIVIDENDS (Continued)

30 資本、儲備及股息 (續)

(e) Repurchase of ordinary shares (Continued)

The repurchase was governed by Chapter 10 of the Listing Rules. The total amount paid on the repurchased shares of HK\$94.3 million (approximately RMB83.5 million equivalent) was paid wholly out of capital. 19,577,500 shares out of the total repurchased shares were cancelled and accordingly the issued share capital of the Company was reduced by US\$1,958 (approximately RMB13,599 equivalent).

(f) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

(e) 普通股購回 (續)

回購受上市規則第十章規管。回購股份的已付總額94.3百萬港元(相當於約人民幣83.5百萬元)乃全數自資本撥付。已購回股份總數中19,577,500股股份被註銷及本公司的已發行股本相應削減1,958美元(相當於約人民幣13,599元)。

(f) 資本管理

本集團管理資本的首要目標是通過對產品及服務進行相應風險水平之定價及確保以合理的成本獲取資金而保障本集團持續經營的能力，以便繼續為股東提供回報並為其他利益相關者帶來利益。

本集團積極地定期檢討及管理其資本架構，以在較高股東回報情況下可能伴隨的較高借貸水平與良好的資本狀況所帶來的好處及保障之間維持平衡，並因應經濟狀況變動對資本結構作出調整。

本公司或其任何附屬公司均不受限於外部施加之資本要求。

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31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity and currency risks arises in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables. The Group's exposure to credit risk arising from cash and cash equivalents and structured deposits is limited because the counterparties are banks and financial institutions with a minimum credit rating, for which the Group considers to have low credit risk.

The Group does not provide any guarantees which would expose the Group to credit risk.

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 52.8% (2018: 47.1%) of the total trade receivables was due from the Group's five largest customers. These customers were mainly 4A advertisement agent companies with diversified end-customers.

31 金融風險管理及金融工具的公允價值

本集團於日常業務過程中面臨信用、流動資金及貨幣風險。

下文概述本集團所面臨的該等風險以及本集團用以管理該等風險的金融風險管理政策及慣例。

(a) 信用風險

信用風險指因對手方不履行其合約義務而導致本集團承受財務虧損的風險。本集團的信用風險主要由貿易應收款項引起。本集團面對的信用風險(由現金及現金等價物與結構性存款引起)有限，因對手方屬具有最低信用評級的銀行及金融機構，本集團認為彼等具有低信用風險。

本集團並不提供任何會使本集團承受信用風險的擔保。

貿易應收款項

本集團面對的信用風險主要受每名客戶的個別特徵所影響，而非客戶經營所在的行業或國家所影響，因此，重大集中信用風險主要於本集團對個別客戶承擔重大風險時產生。於報告期末，總貿易應收款項中的52.8%(二零一八年：47.1%)乃應收本集團五大客戶款項。該等客戶主要為擁有多元化終端客戶的4A廣告代理公司。

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31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(a) Credit risk (Continued)

Trade receivables (Continued)

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 30-90 days from the date of billing or within 60-120 days from the date the advertisement posts. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

31 金融風險管理及金融工具的公允價值 (續)

(a) 信用風險 (續)

貿易應收款項 (續)

所有要求超出特定授信額度的客戶都會接受個人信用評估。該等評估專注於客戶的過往到期還款記錄及現時支付能力，並考慮客戶的特有資料以及其營運所處的經濟環境的相關資料。貿易應收款項須於出票日期起計30至90天內或發佈相關廣告之日起計60至120天內支付。一般而言，本集團並無取得客戶的抵押品。

本集團按等同於整個存續期預期信貸虧損（以撥備矩陣計算）的金額計量貿易應收款項的虧損撥備。由於本集團的歷史信貸虧損經歷並未對不同客戶分部呈現顯著不同的虧損模式，故並無在本集團不同客戶基礎之間進一步區分基於過往逾期狀況的虧損撥備。

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31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(a) Credit risk (Continued)

Trade receivables (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 December 2019:

		2019 二零一九年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 RMB' 000 人民幣千元	Loss allowance 虧損撥備 RMB' 000 人民幣千元
Current (not past due)	即期(未逾期)	1%	154,235	1,542
1 – 90 days past due	逾期1至90天	23%	43,911	10,100
91 – 180 days past due	逾期91至180天	42%	8,813	3,701
181 – 270 days past due	逾期181至270天	53%	16,537	8,765
271 – 365 days past due	逾期271至365天	85%	26,061	22,152
More than 365 days past due	逾期超過365天	100%	20,629	20,629
			270,186	66,889

31 金融風險管理及金融工具的公允價值(續)

(a) 信用風險(續)

貿易應收款項(續)

於二零一九年十二月三十一日，本集團貿易應收款項的信用風險敞口及預期信貸虧損的相關信息如下表所示：

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31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(a) Credit risk (Continued)

Trade receivables (Continued)

		2018 二零一八年		
		Expected loss rate	Gross carrying amount	Loss allowance
		預期虧損率	賬面總值	虧損撥備
		%	RMB' 000	RMB' 000
		%	人民幣千元	人民幣千元
Current (not past due)	即期(未逾期)	0.4%	337,700	1,351
1 – 90 days past due	逾期1至90天	5%	18,094	905
91 – 180 days past due	逾期91至180天	12%	17,402	2,088
181 – 270 days past due	逾期181至270天	45%	1,172	527
271 – 365 days past due	逾期271至365天	85%	1,488	1,265
More than 365 days past due	逾期超過365天	100%	10,283	10,283
			386,139	16,419

Expected loss rates are based on actual loss experience over the past 365 days. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

預期虧損率基於過去365天的實際虧損經驗計算，並根據歷史數據收集期間的經濟狀況、當前狀況及於本集團認為的應收款項的預期存續期內的經濟狀況三者之間的差異進行調整。

年內貿易應收款項虧損撥備賬的變動如下：

		2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Balance at 1 January	於一月一日的結餘	16,419	10,988
Amounts written off during the year	年內撇銷金額	-	(3,096)
Impairment loss recognized during the year	年內確認減值虧損	50,470	8,527
Balance at end of the year	年末結餘	66,889	16,419

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31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investments of cash surpluses and the raising of loans to cover expected cash demands. The Group's policy is to regularly monitor its liquidity requirements and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term. As at 31 December 2019, the Group has unutilized banking facilities of USD50,000,000 (2018: Nil).

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

31 金融風險管理及金融工具的公允價值(續)

(b) 流動資金風險

本集團旗下個別經營實體負責其自有現金管理，包括現金盈餘的短期投資及籌集貸款以應對預期現金需求。本集團的政策為定期監察其流動資金需求及來自主要金融機構的充足資金授信額度，以滿足其短期及長期的流動資金需求。於二零一九年十二月三十一日，本集團擁有未動用銀行融資50,000,000美元(二零一八年：無)。

下表顯示於報告期末本集團的非衍生金融負債的餘下合約到期時間，乃根據合約未折現現金流(包括使用合約利率計算的利息付款，倘為浮動利率，則根據於報告期末的現行利率)以及本集團可被要求償還款項的最早日期計算：

As at December 31, 2019
於二零一九年十二月三十一日
contractual undiscounted cash outflow
合約未折現現金流出

	Within 1 year or on demand 一年內或 應要求 RMB' 000 人民幣千元	More than 1 year but less than 2 years 超過一年 但少於兩年 RMB' 000 人民幣千元	More than 2 years but less than 5 years 超過兩年 但少於五年 RMB' 000 人民幣千元	More than 5 years 超過五年 RMB' 000 人民幣千元	Total 總計 RMB' 000 人民幣千元	Carrying amounts in the consolidated statement of financial position 合併財務狀況表 賬面值 RMB' 000 人民幣千元
Trade payables 貿易應付款項	13,660	-	-	-	13,660	13,660
Accruals and other payables 預收賬款及其他應付款項	81,516	-	-	-	81,516	81,516
Lease liabilities (Note) 租賃負債(附註)	26,469	12,344	94	-	38,907	37,440
	121,645	12,344	94	-	134,083	132,616

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31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(b) Liquidity risk (Continued)

31 金融風險管理及金融工具的公允價值 (續)

(b) 流動資金風險 (續)

As at December 31, 2018
於二零一八年十二月三十一日
contractual undiscounted cash outflow
合約未折現現金流出

	Within 1 year or 一年內或 應要求	More than 1 year but less than 2 years 超過一年 但少於兩年	More than 2 years but less than 5 years 超過兩年 但少於五年	More than 5 years 超過五年	Total	Carrying amounts in the consolidated statement of financial position 合併財務狀況表 賬面值
	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元
Trade payables 貿易應付款項	14,475	-	-	-	14,475	14,475
Accruals and other payables 預收賬款及其他應付款項	171,529	-	-	-	171,529	171,529
	186,004	-	-	-	186,004	186,004

Note: The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognize lease liabilities relating to leases which were previously classified as operating leases under IAS 17. Lease liabilities include amounts recognized at the date of transition to IFRS 16 in respect of leases previously classified as operating leases under IAS 17 and amounts relating to new leases entered into during the year. Under this approach, the comparative information is not restated. See note 2(c).

附註：本集團已使用經修訂追溯法首次應用國際財務報告準則第16號，並於二零一九年一月一日調整期初結餘，以確認與租賃有關的租賃負債，該等租賃先前已根據國際會計準則第17號分類為經營租賃。租賃負債包括於過渡至國際財務報告準則第16號當日就先前根據國際會計準則第17號分類為經營租賃的租賃確認的金額，以及與年內訂立的新租賃有關的金額。根據該方法，比較資料不予重列。請參見附註2(c)。

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31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(c) Currency risk

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily Japanese Yen, United States dollars, Hong Kong dollars and Chinese Yuan. The Group manages this risk as follows:

- (i) **Recognized assets and liabilities**
In respect of other trade receivables and payables denominated in foreign currencies, the Group ensures that the net exposure is kept to an acceptable level, by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.
- (ii) **Exposure to currency risk**
The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognized assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in Renminbi, translated using the spot rate at the year end date. Differences resulting from the translation of the financial statements of foreign operations into the Group's presentation currency are excluded.

31 金融風險管理及金融工具的公允價值(續)

(c) 貨幣風險

本集團主要因買賣產生以外幣(即與交易有關的經營功能貨幣以外的貨幣)計值的應收款項、應付款項及現金餘額而面臨貨幣風險。產生此風險的貨幣主要為日圓、美元、港元及人民幣元。本集團按以下方式管理該風險：

- (i) **確認資產及負債**
就以外幣計值的其他貿易應收款項及應付款項而言，本集團於需要的情況下按即期匯率購入或出售外幣以處理短期的不平衡情況，藉以確保風險淨額維持可接受的水平。
- (ii) **貨幣風險敞口**
下表詳列本集團於報告期末面臨以相關實體功能貨幣以外之貨幣計值的已確認資產或負債產生的貨幣風險敞口。就呈列而言，風險金額以人民幣列示，並採用年末日期之即期匯率換算。將海外業務財務報表換算為本集團呈報貨幣而產生之差額並不包括在內。

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(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(c) Currency risk (Continued)

(ii) Exposure to currency risk (Continued)

		2019 二零一九年				2018 二零一八年		
		JPY 日圓	US\$ 美元	RMB 人民幣	HK\$ 港元	US\$ 美元	RMB 人民幣	HK\$ 港元
		RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元
Prepayments and other receivables	預付款項及其他應收款項	-	16	-	-	722	2,230	-
Cash and cash equivalents	現金及現金等價物	4	2,427	28,890	2,524	3,245	15,090	123,145
Accruals and other payables	預收賬款及其他應付款項	(2,528)	(2,306)	-	-	(2,837)	-	-
Short-term investments	短期投資	-	-	-	-	-	-	68,343
Net exposure	風險淨額	(2,524)	137	28,890	2,524	1,130	17,320	191,488

31 金融風險管理及金融工具的公允價值 (續)

(c) 貨幣風險 (續)

(ii) 貨幣風險敞口 (續)

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(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(c) Currency risk (Continued)

(iii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's (loss)/profit after tax and accumulated loss that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant.

31 金融風險管理及金融工具的公允價值(續)

(c) 貨幣風險(續)

(iii) 敏感性分析

下表列示，倘本集團於報告期末有重大風險的外匯匯率於該日出現變動，假設所有其他風險變量保持不變，則本集團稅後(虧損)/利潤及累計虧損產生的即時變動。

		2019 二零一九年		2018 二零一八年	
		Increase/ (decrease) in foreign exchange rates 外匯匯率 增加/(減少)	Effect on loss after tax and accumulated loss 稅後虧損及 累計虧損之影響 RMB' 000 人民幣千元	Increase/ (decrease) in foreign exchange rates 外匯匯率 增加/(減少)	Effect on profit after tax and retained earnings 稅後利潤及 保留盈利之影響 RMB' 000 人民幣千元
USD	美元	5% (5%)	7 (7)	5% (5%)	57 (57)
RMB	人民幣	5% (5%)	1,445 (1,445)	5% (5%)	866 (866)
HKD	港元	5% (5%)	126 (126)	5% (5%)	9,574 (9,574)
JPY	日圓	5% (5%)	(126) 126	5% (5%)	- -

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31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(c) Currency risk (Continued)

(iii) Sensitivity analysis (Continued)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' profit after tax and equity measured in the respective functional currencies, translated into Renminbi at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis is performed on the same basis for 2018.

31 金融風險管理及金融工具的公允價值(續)

(c) 貨幣風險(續)

(iii) 敏感性分析(續)

上表所示分析結果顯示本集團各實體按各自功能貨幣計量之稅後利潤及權益按報告期末之匯率換算為人民幣以作呈報的總體即時影響。

敏感度分析假設外幣匯率之變動已用於重新計量本集團所持有並於報告期末使本集團面臨外匯風險之金融工具，包括本集團內貸方或借方以功能貨幣以外貨幣計值之公司間應付款項及應收款項。此分析不包括將海外業務財務報表換算為本集團呈列貨幣所產生之差額。該分析按二零一八年之相同基準進行。

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31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(d) Fair value measurement

- (i) Financial assets and liabilities measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorized into the three-level fair value hierarchy as defined in IFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

31 金融風險管理及金融工具的公允價值(續)

(d) 公允價值計量

- (i) 按公允價值計量之金融資產及負債

公允價值層級

下表呈列於報告期末按經常性基準計量之本集團金融工具的公允價值，分類為國際財務報告準則第13號公允價值計量所界定的三級公允價值層級。公允價值計量等級乃參考估值技術所用輸入數據的可觀察性及重要性而釐定，詳情如下：

- 第一級估值：僅使用第一級輸入數據計量之公允價值，即於計量日期相同資產或負債在活躍市場之未經調整報價。
- 第二級估值：使用第二級輸入數據計量之公允價值，即不符合第一級之可觀察輸入數據且未有使用重大不可觀察輸入數據。不可觀察輸入數據指無法取得市場資料之輸入數據。
- 第三級估值：使用重大不可觀察輸入數據計量之公允價值。

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31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(d) Fair value measurement (Continued)

- (i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

The fair value measurements of the Group's available-for-sale financial assets (investments in wealth management products), available-for-sale equity securities and financial instruments with preferred rights are categorized into the following level in the fair value hierarchy:

31 金融風險管理及金融工具的公允價值(續)

(d) 公允價值計量(續)

- (i) 按公允價值計量之金融資產及負債(續)

公允價值層級(續)

本集團的可供出售金融資產(於理財產品的投資)、可供出售權益證券及附有優先權的金融工具之公允價值計量按公允價值層級分為以下等級：

Assets	資產	Fair value at	Fair value measurement		
		31 December	as at 31 December 2019		
		2019	categories into		
		於二零一九年	於二零一九年		
		十二月三十一日	十二月三十一日之公允價值計量分類		
		之公允價值	Level 1	Level 2	Level 3
			第一級	第二級	第三級
		RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Short-term Investments	短期投資	585,342	13,944	571,398	-
Long-term Investments	長期投資	42,825	42,825	-	-
Equity securities	權益證券	163,008	-	-	163,008

Assets	資產	Fair value at	Fair value measurement		
		31 December	as at 31 December 2018		
		2018	categories into		
		於二零一八年	於二零一八年		
		十二月三十一日	十二月三十一日之公允價值計量分類		
		之公允價值	Level 1	Level 2	Level 3
			第一級	第二級	第三級
		RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Short-term Investments	短期投資	809,430	-	809,430	-
Equity securities	權益證券	25,432	-	-	25,432

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31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(d) Fair value measurement (Continued)

- (i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

During the year ended 31 December 2018 and 2019, there were no transfers between Level 1 and Level 2, or transfers into nor out of Level 3. The Group's policy is to recognize transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

Valuation techniques and inputs used in Level 2 fair value measurement

Investments in wealth management products are measured at fair values in the consolidated statements of financial position. The Group benchmarks the costs against fair values of comparable investments as of the end of each reporting period, and categorized all fair value measures of bank financial products as Level 2 of the fair value hierarchy because they are valued using directly or indirectly observable inputs in the market place.

31 金融風險管理及金融工具的公允價值(續)

(d) 公允價值計量(續)

- (i) 按公允價值計量之金融資產及負債(續)

公允價值層級(續)

截至二零一八年及二零一九年十二月三十一日止年度，第一級與第二級之間並無轉移或並無轉入或轉出第三級。本集團的政策為在公允價值層級之間出現轉移的報告期間未確認有關轉移。

第二級公允價值計量使用的估值技術及輸入值

於理財產品的投資於合併財務狀況表中以公允價值計量。本集團於各報告期末按可比較投資的公允價值計量成本，並將銀行理財產品的所有公允價值計量歸類為公允價值等級的第二級，原因是其使用市場直接或間接可觀察輸入值。

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31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(d) Fair value measurement (Continued)

- (i) Financial assets and liabilities measured at fair value (Continued)
Valuation techniques and inputs used in Level 3 fair value measurement

– Equity securities

The carrying amount of equity securities are measured at fair values in the consolidated statements of financial position as at 31 December 2018 and 2019. The Group's equity securities are mainly investments in unlisted companies. The Group determine the fair value by reference to the recent transaction pricing for the entities or similar transactions in similar entities in same industry.

As at 31 December 2019, it is estimated that with all other variables held constant, an increase/decrease in the fair values of equity securities by 1% would have decreased/increased the Group's loss before tax by RMB1.63 million (2018: RMB0.25 million).

The movements of equity securities during the reporting period in the balance of these Level 3 fair value measurements are as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Equity securities:	權益證券：		
At 1 January	於一月一日	25,432	7,323
Addition	增加	163,507	18,109
Changes in fair value recognized in profit or loss during the period	期內於損益中確認之公允價值變動	(25,931)	–
At 31 December	於十二月三十一日	163,008	25,432

Any gain or loss arising from the remeasurement of the Group's unlisted equity securities held for strategic purposes are recognized to profit or loss.

31 金融風險管理及金融工具的公允價值(續)

(d) 公允價值計量(續)

- (i) 按公允價值計量之金融資產及負債(續)
第三級公允價值計量使用的估值技術及輸入值

– 權益證券

於二零一八年及二零一九年十二月三十一日，權益證券的賬面值於合併財務狀況表內按公允價值計量。本集團的權益證券主要是於非上市公司的投資。本集團參考該等實體的近期交易價格或相同行業中相似實體的類似交易釐定公允價值。

於二零一九年十二月三十一日，估計若所有其他變量保持不變，權益證券公允價值增加／減少1%，會減少／增加本集團除稅前虧損人民幣1.63百萬元(二零一八年：人民幣0.25百萬元)。

於報告期內，權益證券餘額按第三級公允價值計量的變動如下：

重新計量本集團戰略性持有之非上市權益證券所產生的收益或虧損於損益中確認。

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31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

(d) Fair value measurement (Continued)

- (ii) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortized cost were not materially different from their fair values as at 31 December 2018 and 2019.

32 COMMITMENTS

At 31 December 2018, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		Properties 物業 RMB'000 人民幣千元
Within 1 year	一年內	40,596
After 1 year but within 5 years	一年後但於五年內	44,942
Total	總計	85,538

The Group is the lessee in respect of a number of properties held under leases which were previously classified as operating leases under IAS 17. The Group has initially applied IFRS 16 using the modified retrospective approach. Under this approach, the Group adjusted the opening balances at 1 January 2019 to recognize lease liabilities relating to these leases (see note 2(c)). From 1 January 2019 onwards, future lease payments are recognized as lease liabilities in the statement of financial position in accordance with the policies set out in note 2(i), and the details regarding the Group's future lease payments are disclosed in note 28.

31 金融風險管理及金融工具的公允價值(續)

(d) 公允價值計量(續)

- (ii) 並未按公允價值入賬的金融資產及負債的公允價值

於二零一八年及二零一九年十二月三十一日，本集團按成本或攤餘成本列賬的金融工具的賬面值與彼等公允價值並無重大差異。

32 承擔

於二零一八年十二月三十一日，於不可撤銷經營租賃項下應付的未來最低租賃付款總額如下：

本集團為根據租賃持有的若干物業的承租人，該等租賃先前根據國際會計準則第17號分類為經營租賃。本集團採用經修訂追溯法首次採納國際財務報告準則第16號。根據該方法，本集團調整於二零一九年一月一日之期初結餘，以確認與該等租賃有關的租賃負債（見附註2(c)）。於二零一九年一月一日之後，未來租賃付款根據附註2(i)所載政策於財務狀況表內確認為租賃負債，有關本集團未來租賃付款的詳情於附註28中披露。

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33 MATERIAL RELATED PARTY TRANSACTIONS 33 重大關聯方交易

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 8 and certain of the highest paid employees as disclosed in note 9, is as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	15,274	10,723
Post-employment benefits	退休福利	384	437
		15,658	11,160

Total remuneration is included in "staff costs" (see note 6(b)).

(a) 主要管理人員薪酬

本集團主要管理人員的薪酬，包括支付予本公司董事的款項（於附註8披露）及支付予若干最高薪僱員的款項（於附註9披露）如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	15,274	10,723
Post-employment benefits	退休福利	384	437
		15,658	11,160

薪酬總額載於「員工成本」（見附註6(b)）。

(b) Related party balances and transactions

Related party balances

(i) Non-trade balance with related parties:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Amounts due to entities controlled by members of key management personnel	應付主要管理人員成員控制的實體的款項	(23,683)	(21,842)
Amounts due from entities controlled by members of key management personnel	應收主要管理人員成員控制的實體的款項	3,405	4,744

The outstanding balances with these related parties are unsecured, interest-free and have no fixed repayment terms. The amounts due to related parties are included in "Accruals and other payables" (Note 26) and the amounts due from related parties are included in "Prepayments and other receivables" (Note 22).

(b) 關聯方餘額及交易

關聯方餘額

(i) 與關聯方的非貿易餘額：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Amounts due to entities controlled by members of key management personnel	應付主要管理人員成員控制的實體的款項	(23,683)	(21,842)
Amounts due from entities controlled by members of key management personnel	應收主要管理人員成員控制的實體的款項	3,405	4,744

與該等關聯方的未償還餘額為無抵押、免息及並無固定還款期限。應付關聯方款項計入「預收賬款及其他應付款項」（附註26）及應收關聯方款項計入「預付款項及其他應收款項」（附註22）。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

33 MATERIAL RELATED PARTY TRANSACTIONS (Continued) 33 重大關聯方交易 (續)

(b) Related party balances and transactions (Continued)

Related party balances (Continued)

(ii) Trade balances with related parties:

		2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Trade receivables	貿易應收款項	31,054	-
Trade payables	貿易應付款項	(1,167)	(793)

Related party transactions

The following is a summary of material related party transactions. In the directors' opinion, these transactions were carried out in the ordinary course of business.

(b) 關聯方餘額及交易 (續)

關聯方餘額 (續)

(ii) 與關聯方的貿易餘額：

		2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Trade receivables	貿易應收款項	31,054	-
Trade payables	貿易應付款項	(1,167)	(793)

關聯方交易

以下為重大關聯方交易概要。董事認為，該等交易乃於日常業務過程中進行。

		2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
Commission paid for international orders	支付國際訂單佣金	-	1,350
Video production (Note)	視頻製作 (附註)	2,253	2,427
Advertising service revenue	廣告服務收入	23,333	23,347
Advertising service cost	廣告服務成本	243	-
Marketplace revenue	平台收入	-	4,217
Loan from and repaid to related party	來自及償還關聯方的貸款	-	49,000
Service revenue	服務收入	234	3,202

Note: The Group engaged an associate to produce videos during the reporting period.

附註：於報告期內，本集團委聘一間聯營公司製作視頻。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

34 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION 34 公司層面財務狀況表

		2019 二零一九年 RMB' 000 人民幣千元	2018 二零一八年 RMB' 000 人民幣千元
	Note 附註		
Non-current assets			
Investment in subsidiary		201,578	198,313
Equity securities		143,410	-
		344,988	198,313
Current assets			
Amount due from subsidiaries		540,083	121,746
Prepayments and other receivables		141,647	36,444
Short-term investments		488,334	480,424
Cash and cash equivalents		1,021,875	1,831,462
		2,191,939	2,470,076
Current liability			
Accruals and other payables		888	34,258
		888	34,258
Net current assets		2,191,051	2,435,818
Total assets less current liability		2,536,039	2,634,131
Net assets		2,536,039	2,634,131
Equity			
Share capital	30	1,158	1,172
Reserves		2,534,881	2,632,959
Total equity		2,536,039	2,634,131

Approved and authorized for issue by the board of directors on 30 March 2020.

WANG Huainan
王懷南
Director
董事

Note: The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 2(c).

本財務報表已於二零二零年三月三十日獲董事會批准。

XU Chong
徐翀
Director
董事

附註：本集團已使用經修訂追溯法於二零一九年一月一日首次應用國際財務報告準則第16號。根據該方法，比較資料並無重列。請參見附註2(c)。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

35 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

The Novel Coronavirus Pneumonia Outbreak (the “NCP Outbreak”) since early 2020 has brought about additional uncertainties in the Group’s operating environment and may impact the Group’s operations and financial position.

The Group has been closely monitoring the impact from the NCP Outbreak on the Group’s businesses and has put in place contingency measures. The directors of the Company confirm that these contingency measures includes but not limited to reassessing fluctuation (if any) to the advertising transactions and improving the Group’s cash management by expediting debtor settlements and negotiating with suppliers on payment extensions. The Group will keep the contingency measures under review as the NCP Outbreak situation evolves.

As far as the Group’s businesses are concerned, the NCP Outbreak may cause decrease of advertising transactions but the directors of the Group consider that such impact could be temporarily. In addition, the NCP Outbreak may also impact the repayment abilities of the Group’s debtors, which in turn may result in additional impairment losses on trade and other receivables in the future periods. These possible impacts have not been reflected in these financial statements, and the actual impacts may differ from estimates adopted in these financial statements as the NCP Outbreak situation continues to evolve and when further information may become available.

36 COMPARATIVE FIGURES

The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 2(c).

35 報告期後非調整事項

自二零二零年初起爆發的新型冠狀病毒肺炎疫情（「新冠肺炎疫情」）給本集團的經營環境帶來額外不確定性，並可能影響本集團的經營及財務狀況。

本集團一直密切監察新冠肺炎疫情對本集團業務的影響，並已採取應急措施。本公司董事確認，該等應急措施包括但不限於重新評估廣告交易波動（如有），以及通過催促債務人結款及與供應商協商延長付款期限來改善本集團的現金管理。本集團將隨著新冠肺炎疫情態勢的變化持續檢討應急措施。

就本集團業務而言，新冠肺炎疫情可能導致廣告交易的減少，然而本集團董事認為，有關影響可能是暫時性的。此外，新冠肺炎疫情亦可能影響本集團債務人的還款能力，從而可能導致貿易應收款項及其他應收款項在未來期間產生額外減值虧損。該等可能影響並未反映於該等財務報表中，而隨着新冠肺炎疫情繼續變化及可獲得進一步資料時，實際影響可能與該等財務報表中所採納的估計有別。

36 比較數字

本公司於二零一九年一月一日採用經修訂的追溯法初始應用國際財務報告準則第16號。根據該項方法，本公司不會重述比較資料。會計政策變動的進一步詳情於附註2(c)中披露。

Notes to the Consolidated Financial Statements

合併財務報表附註

(Expressed in RMB unless otherwise indicated) (除非另有指明，以人民幣列示)

37 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2019

Up to the date of these financial statement, the IASB has issued a number of amendments and a new standard, IFRS 17, Insurance contracts, which are not yet effective for the year ended 31 December 2019 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

37 截至二零一九年十二月三十一日止年度已頒佈但尚未生效的修訂、新準則及詮釋的潛在影響

截至該等財務報表日期，國際會計準則理事會已頒佈截至二零一九年十二月三十一日止年度尚未生效，亦未於該等財務報表採用的若干修訂及新準則、國際財務報告準則第17號，保險合約，包括以下各項可能與本集團有關的修訂發展。

**Effective for
accounting periods
beginning on or after
在以下日期或之後開始的
會計期間生效**

Amendments to IFRS 3, <i>Definition of a business</i> 國際財務報告準則第3號之修訂，業務的定義	1 January 2020 二零二零年一月一日
Amendments to IAS 1 and IAS 8, <i>Definition of material</i> 國際會計準則第1號及國際會計準則第8號之修訂，重大的定義	1 January 2020 二零二零年一月一日
IFRS 17, <i>Insurance contracts</i> 國際財務報告準則第17號，保險合約	1 January 2021 二零二一年一月一日
Amendments to IFRS 10 and IAS 28, <i>Sale or contribution of assets between an investor and its associate or joint venture</i> 國際財務報告準則第10號及國際會計準則第28號之修訂，投資者與其聯營公司或合營公司之間的資產出售或投入	To be determined 待定

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團正評估該等修訂於首次應用期間之預期影響。直到目前為止，採納該等修訂預期不會對綜合財務報表產生重大影響。

Definitions and Corporate Information

釋義及公司信息

“AGM” 「股東週年大會」	the annual general meeting of the Company to be held on June 11, 2020; 本公司將於二零二零年六月十一日舉行的股東週年大會；
“Alibaba” 「阿里巴巴」	Alibaba Group Holding Limited, a company incorporated in the Cayman Islands, with its American depositary shares, each representing eight ordinary shares, listed on the New York Stock Exchange (ticker symbol: BABA) and its ordinary shares listed on the Main Board of the Stock Exchange (stock code: 9988), including, where the context requires, any of its subsidiaries; Alibaba Group Holding Limited (阿里巴巴集團控股有限公司)，一家於開曼群島註冊成立的公司，其美國存託股份(每股代表八股普通股)於紐約證券交易所(股份代號：BABA)及其普通股於聯交所主板(股份代號：9988)上市，包括(按文義所指)其任何附屬公司；
“Articles of Association” 「組織章程細則」	the articles of association of the Company, as amended from time to time; 本公司組織章程細則，經不時修訂；
“associate(s)” 「聯繫人」	has the meaning ascribed to it under the Listing Rules; 具有上市規則賦予該詞的涵義；
“Audit Committee” 「審核委員會」	the audit committee of the Company; 本公司審核委員會；
“Auditor” 「核數師」	KPMG, the auditor of the Company; 畢馬威會計師事務所，本公司核數師；
“BabyTree BVI” 「BabyTree BVI」	BabyTree Holdings Limited, a business company incorporated under the laws of the BVI on February 9, 2018 and a wholly-owned subsidiary of the Company; BabyTree Holdings Limited，一家於二零一八年二月九日根據英屬維爾京群島法律註冊成立的商業公司，為本公司的全資附屬公司；
“BabyTree Hong Kong” 「寶寶樹香港」	BabyTree Group Hong Kong Limited, a company incorporated under the laws of Hong Kong on March 5, 2018 and a wholly-owned subsidiary of BabyTree BVI; 寶寶樹集團香港有限公司，一家於二零一八年三月五日根據香港法例註冊成立的公司，為BabyTree BVI的全資附屬公司；
“BabyTree Information” 「寶寶樹信息」	BabyTree (Beijing) Information and Technology Co., Ltd. (寶寶樹(北京)信息技術有限公司), a company established under the laws of the PRC on August 8, 2007 and a wholly-owned subsidiary of BabyTree Hong Kong; 寶寶樹(北京)信息技術有限公司，一家於二零零七年八月八日根據中國法律成立的公司，為寶寶樹香港的全資附屬公司；

Definitions and Corporate Information

釋義及公司信息

“Beijing Lujin” 「北京鷺金」	Beijing Lujin Technology Development Co., Ltd. (北京鷺金科技發展有限公司), a company established under the laws of the PRC on May 28, 2013; 北京鷺金科技發展有限公司，一家於二零一三年五月二十八日根據中國法律成立的公司；
“Board” 「董事會」	the board of Directors; 董事會；
“BVI” 「英屬維爾京群島」	the British Virgin Islands; 英屬維爾京群島；
“CG Code” 「企業管治守則」	the Corporate Governance Code set out in Appendix 14 of the Listing Rules; 上市規則附錄十四所載企業管治守則；
“China” or “PRC” 「中國」	the People’s Republic of China and, except where the context requires and only for the purpose of this report, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan. “Chinese” shall be construed accordingly; 中華人民共和國，惟按文義所指及僅就本報告而言，不包括香港、中國澳門特別行政區及台灣。「中國」應作出相應解釋；
“close associate(s)” 「緊密聯繫人」	has the meaning ascribed thereto under the Listing Rules; 具有上市規則賦予該詞的涵義；
“Companies Law” 「公司法」	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time; 開曼群島法例第22章公司法(一九六一年第3號法例，經綜合及修訂)，經不時修訂、補充或以其他方式修改；
“Companies Ordinance” 「公司條例」	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time; 《公司條例》(香港法例第622章)，經不時修訂、補充或以其他方式修改；
“Company”, “our Company”, “the Company”, “BabyTree” 「本公司」、「寶寶樹」	BabyTree Group (寶寶樹集團), a company incorporated under the laws of the Cayman Islands on February 9, 2018. The term “BabyTree” used by itself shall have the same meaning unless the context requires otherwise; 寶寶樹集團(BabyTree Group)，一家於二零一八年二月九日根據開曼群島法律註冊成立的公司。除文義另有所指外，自用的「寶寶樹」一詞具有相同的涵義；
“connected transaction” 「關連交易」	has the meaning ascribed thereto under the Listing Rules; 具有上市規則賦予該詞的涵義；

Definitions and Corporate Information

釋義及公司信息

“Consolidated Affiliated Entity” 「合併聯屬實體」	the entity we control through the Contractual Arrangements, being Zhongming; 我們通過合約安排控制的實體，即眾鳴；
“Contractual Arrangements” 「合約安排」	a series of contractual agreements reached to consolidate our interest in Zhongming entered into among BabyTree Information, Zhongming and its Registered Shareholders during Pre-IPO Reorganization; 寶寶樹信息、眾鳴及其登記股東於首次公開發售前重組期間訂立的為合併我們於眾鳴的權益而達成的一系列合約協議；
“Director(s)” 「董事」	the director(s) of the Company; 本公司董事；
“Dragon Cloud” 「Dragon Cloud」	Dragon Cloud Investment LLC, a company incorporated in Delaware and wholly-owned by Ms. TANG Yu, who is the spouse of Mr. WANG Huainan; Dragon Cloud Investment LLC，一家在德拉華州註冊成立的公司，由TANG Yu女士全資擁有，而TANG Yu女士為王懷南先生的配偶；
“Exclusive Business Cooperation Agreement” （《獨家業務合作協議》） 「《獨家業務合作協議》」	an exclusive business cooperation agreement dated May 23, 2018, entered into by and among BabyTree Information, the Registered Shareholders and Zhongming; 寶寶樹信息、登記股東及眾鳴之間訂立的日期為二零一八年五月二十三日的《獨家業務合作協議》；
“Exclusive Option and Equity Entrustment Agreement” （《獨家購買權及股權託管協議》） 「《獨家購買權及股權託管協議》」	an exclusive option and equity entrustment agreement dated May 23, 2018, entered into among BabyTree Information, the Registered Shareholders and Zhongming; 寶寶樹信息、登記股東及眾鳴之間訂立的日期為二零一八年五月二十三日的《獨家購買權及股權託管協議》；
“FIL” 「《外商投資法》」	the Foreign Investment Law 《中華人民共和國外商投資法》； 《中華人民共和國外商投資法》；
“Fosun” 「復星」	Fosun International Limited and its affiliates, including Startree (BVI) Limited; 復星國際有限公司及其聯屬人士，包括Startree (BVI) Limited；
“Fosun Health” 「復星健康」	Shanghai Fosun Health Industrial Holdings Limited (上海復星健康產業控股有限公司), a company incorporated in the PRC and an indirect wholly-owned subsidiary of Fosun International; 上海復星健康產業控股有限公司，一家於中國註冊成立的公司，為復星國際的間接全資附屬公司；

Definitions and Corporate Information

釋義及公司信息

“Fosun International” 「復星國際」	Fosun International Limited, a company incorporated in Hong Kong, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 00656); 復星國際有限公司，一家於香港註冊成立的公司，其股份於聯交所主板上市（股份代號：00656）；
“Fosun Pharma” 「復星醫藥」	Shanghai Fosun Pharmaceutical (Group) Co., Ltd., a healthcare company incorporated in the PRC, the shares of which are listed both on the Main Board of the Stock Exchange (stock code: 02196), and the Shanghai Stock Exchange (stock code: 600196); 上海復星醫藥（集團）股份有限公司，一家於中國註冊成立的醫藥公司，其股份於聯交所主板（股份代號：02196）及上海證券交易所（股票代碼：600196）上市；
“Global Offering” 「全球發售」	the Hong Kong public offering and the international offering of the Shares; 股份的香港公開發售及國際發售；
“Group” 「本集團」	our Company and all of our subsidiaries and the Consolidated Affiliated Entity or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries and the Consolidated Affiliated Entity, the businesses operated by such subsidiaries and the Consolidated Affiliated Entity or their predecessors (as the case may be); 本公司及我們的所有附屬公司及合併聯屬實體或如文義所指就本公司成為其現有附屬公司及合併聯屬實體的控股公司前的期間而言，則指有關附屬公司及合併聯屬實體或其前身（視具體情況而定）經營的業務；
“Haitun International” 「海囤國際」	Haitun (Shanghai) International Trading Co., Ltd. (海囤上海國際貿易有限公司), a company incorporated in the PRC and an indirect wholly-owned subsidiary of the Company; 海囤上海國際貿易有限公司，一家於中國註冊成立的公司，為本公司的間接全資附屬公司；
“Hong Kong” 「香港」	the Hong Kong Special Administrative Region of the PRC; 中華人民共和國香港特別行政區；
“IFRS” 「國際財務報告準則」	International Financial Reporting Standards; 國際財務報告準則；
“Latest Practicable Date” 「最後實際可行日期」	April 16, 2020, being the latest practicable date prior to the bulk printing and publication of this annual report; 二零二零年四月十六日，即本年度報告批量印刷及刊發前的最後實際可行日期；

Definitions and Corporate Information

釋義及公司信息

“Lingheng Investment” 「凌恒投資」	Lingheng Investment Holdings (Beijing) Co., Ltd. (凌恒投資控股(北京)有限公司), a company established under the laws of the PRC on October 29, 2015; 凌恒投資控股(北京)有限公司，一家於二零一五年十月二十九日根據中國法律成立的公司；
“Listing Rules” 「上市規則」	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time; 《香港聯合交易所有限公司證券上市規則》(經不時修訂或補充)；
“Loan Agreement” (“《借款協議》”) 「《借款協議》」	a loan agreement dated May 23, 2018, provided by BabyTree Information to Mr. WANG Huainan in the amount of RMB2,718,538,767.21; 寶寶樹信息向王懷南先生提供金額人民幣2,718,538,767.21元日期為二零一八年五月二十三日的借款協議；
“Main Board” 「主板」	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange; 由聯交所營運的證券交易所(不包括期權市場)，獨立於聯交所GEM，但與其並行運作；
“Meitun Mama” 「美國媽媽」	Meitun Mama (Shanghai) E-commerce Co., Ltd. (美國媽媽(上海)電子商務有限公司), a company established under the laws of the PRC on October 11, 2014, and a wholly-owned subsidiary of BabyTree Information; 美國媽媽(上海)電子商務有限公司，一家於二零一四年十月十一日根據中國法律成立的公司，為寶寶樹信息的全資附屬公司；
“National People’s Congress” 「全國人民代表大會」	the National People’s Congress of People Republic of China (中華人民共和國全國人民代表大會); 中華人民共和國全國人民代表大會；
“Ningbo Baoshu” 「寧波寶樹」	Ningbo Baoshu Investment and Management LLP (寧波寶樹投資管理合夥企業(有限合夥)), a limited liability partnership registered in the PRC on December 16, 2015, our employee shareholding platform; 寧波寶樹投資管理合夥企業(有限合夥)，一家於二零一五年十二月十六日在中國註冊的有限合夥企業，為我們的員工持股平台；
“Ningbo Honghu” 「寧波鴻鵠」	Ningbo Honghu Investment and Management LLP (寧波鴻鵠投資管理合夥企業(有限合夥)), a limited liability partnership registered in the PRC on December 16, 2015, our employee shareholding platform; 寧波鴻鵠投資管理合夥企業(有限合夥)，一家於二零一五年十二月十六日在中國註冊的有限合夥企業，為我們的員工持股平台；

Definitions and Corporate Information

釋義及公司信息

<p>“Ningbo Yimengweima”</p> <p>「寧波以夢為馬」</p>	<p>Ningbo Yimengweima Enterprise Management Center LLP (寧波以夢為馬企業管理中心(有限合夥)), a limited liability partnership registered in the PRC on January 5, 2017;</p> <p>寧波以夢為馬企業管理中心(有限合夥), 一家於二零一七年一月五日在中國註冊的有限合夥企業;</p>
<p>“Ningbo Zhishan”</p> <p>「寧波至善」</p>	<p>Ningbo Zhishan Zhizhen Investment and Management LLP (寧波至善至臻投資管理合夥企業(有限合夥)), a limited liability partnership registered in the PRC on December 16, 2015, our employee shareholding platform;</p> <p>寧波至善至臻投資管理合夥企業(有限合夥), 一家於二零一五年十二月十六日在中國註冊的有限合夥企業, 為我們的員工持股平台;</p>
<p>“Nomination Committee”</p> <p>「提名委員會」</p>	<p>the nomination committee of the Company;</p> <p>本公司提名委員會;</p>
<p>“Powers of Attorney”</p> <p>「委託書」</p>	<p>an irrevocable powers of attorney dated May 23, 2018 entered into between each of the Registered Shareholders and BabyTree Information;</p> <p>各登記股東與寶寶樹信息訂立的日期為二零一八年五月二十三日的不可撤銷委託書;</p>
<p>“Pre-IPO Reorganization”</p> <p>「首次公開發售前重組」</p>	<p>the corporate reorganization of our Group in preparation for the Listing, particulars of which are set out in the section headed “History, Reorganization and Corporate Structure” in the Prospectus;</p> <p>本集團為籌備上市而進行的公司重組, 有關詳情載於招股章程「歷史、重組及公司架構」一節;</p>
<p>“Prospectus”</p> <p>「招股章程」</p>	<p>the prospectus of the Company dated November 15, 2018;</p> <p>本公司日期為二零一八年十一月十五日的招股章程;</p>
<p>“Registered Shareholder(s)”</p> <p>「登記股東」</p>	<p>the shareholders of Zhongming upon completion of the Pre-IPO Reorganization, being Mr. WANG Huainan, Lingheng Investment, Mr. SHAO Zhenping (邵振平), Ningbo Zhishan, Beijing Lujin, Mr. WANG Yawei (王亞偉), Ningbo Honghu, Ningbo Baoshu, Ningbo Yimengweima and Mr. WANG Changying (王長穎);</p> <p>首次公開發售前重組完成後眾鳴的股東, 即王懷南先生、凌恒投資、邵振平先生、寧波至善、北京鷺金、王亞偉先生、寧波鴻鵠、寧波寶樹、寧波以夢為馬及王長穎先生;</p>
<p>“Remuneration Committee”</p> <p>「薪酬委員會」</p>	<p>the remuneration committee of the Company;</p> <p>本公司薪酬委員會;</p>

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“RMB” 「人民幣」	the lawful currency of the PRC; 中國法定貨幣；
“SFO” 「證券及期貨條例」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time; 《證券及期貨條例》(香港法例第571章)，經不時修訂、補充或以其他方式修改；
“Share(s)” 「股份」	ordinary share(s) in the share capital of our Company with a par value of US\$0.0001 each; 本公司股本中每股面值0.0001美元的普通股；
“Shareholder(s)” 「股東」	holder(s) of the Share(s); 股份持有人；
“Share Pledge Agreement” （《股權質押協議》） 「《股權質押協議》」	a share pledge agreement dated May 23, 2018, entered into among Zhongming, the Registered Shareholders and BabyTree Information; 眾鳴、登記股東及寶寶樹信息之間訂立的日期為二零一八年五月二十三日的股權質押協議；
“Stardoctor” 「小星醫生」	Shanghai Qinmiao Technology Company Limited (上海親苗科技有限公司), a joint venture company incorporated in the PRC with limited liability, shares of which are held by Haitun International as to 50%, Fosun Pharma as to 10%, and Fosun Health as to 40%; 上海親苗科技有限公司，一家於中國註冊成立的合營公司，分別由海囤國際、復星醫藥及復星健康持有其50%、10%及40%股份；
“State Council” 「國務院」	the State Council of People Republic of China (中華人民共和國中央人民政府); 中華人民共和國國務院；
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited; 香港聯合交易所有限公司；
“subsidiary” or “subsidiaries” 「附屬公司」	has the meaning ascribed to it thereto in section 15 of the Companies Ordinance; 具有公司條例第15條賦予該詞的涵義；
“Substantial Shareholder(s)” 「主要股東」	has the meaning ascribed to it under the Listing Rules; 具有上市規則賦予該詞的涵義；
“TAL” 「好未來」	TAL Education Group, a company listed on the New York Stock Exchange (ticker symbol: TAL); 好未來教育集團，一家於紐約證券交易所上市的公司(股份代號：TAL)；

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“U.S.” or “United States” 「美國」	the United States of America, its territories, its possessions and all areas subject to its jurisdiction; 美利堅合眾國，其領土及屬地及受其司法管轄的所有地區；
“U.S. dollars” or “US\$” 「美元」	United States dollars, the lawful currency of the United States; 美國法定貨幣美元；
“Wanbang Cloud Health” 「萬邦雲健康」	Jiangsu Wanbang Cloud Health Technology Limited (江蘇萬邦雲健康科技有限公司), a company incorporated in the PRC and indirectly held as to 74% by Fosun Pharma; 江蘇萬邦雲健康科技有限公司，一家於中國註冊成立的公司，由復星醫藥間接持有74%權益；
“we,” “us” or “our” 「我們」	the Company or the Group, as the context requires; 本公司或本集團（如文義所指）；
“Zhongming” 「眾鳴」	Beijing Zhongming Century Science and Technology Co., Ltd. (北京眾鳴世紀科技有限公司), a company incorporated in the PRC and a subsidiary of the Company. 北京眾鳴世紀科技有限公司，一家於中國註冊成立的公司，為本公司附屬公司。

Definitions and Corporate Information

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Board of Directors

董事會

Executive Directors

執行董事

Mr. WANG Huainan

王懷南先生

Mr. XU Chong

徐翀先生

Non-executive Directors

非執行董事

Mr. CHEN Qiyu

陳啟宇先生

Mr. WANG Changying

王長穎先生

Mr. WU Ying

吳穎先生

Mr. Christian Franz REITERMANN

Christian Franz REITERMANN先生

Independent

non-executive Directors

獨立非執行董事

Mr. CHEN Guanglei

陳廣壘先生

Ms. CHEN Danxia

陳丹霞女士

Mr. De-chao Michael YU

俞德超先生

Mr. ZHANG Hongjiang

ZHANG Hongjiang先生

Joint Company Secretaries

聯席公司秘書

Ms. CHEN Hongyou

陳泓攸女士

Ms. WU Miu Wah

胡妙華女士

Authorized Representatives

授權代表

Mr. XU Chong

徐翀先生

Ms. CHEN Hongyou

陳泓攸女士

Audit Committee

審核委員會

Mr. CHEN Guanglei (Chairman)

陳廣壘先生(主席)

Mr. ZHANG Hongjiang

ZHANG Hongjiang先生

Mr. De-chao Michael YU

俞德超先生

Definitions and Corporate Information 釋義及公司信息

Remuneration Committee

薪酬委員會

Ms. CHEN Danxia (Chairwoman)

陳丹霞女士(主席)

Mr. De-chao Michael YU

俞德超先生

Mr. CHEN Guanglei

陳廣壘先生

Mr. WANG Huainan

王懷南先生

Mr. XU Chong

徐翀先生

Nomination Committee

提名委員會

Mr. WANG Huainan (Chairman)

王懷南先生(主席)

Mr. De-chao Michael YU

俞德超先生

Mr. ZHANG Hongjiang

ZHANG Hongjiang先生

Independent Auditor

獨立核數師

KPMG

Public Interest Entity Auditor registered in accordance

with the Financial Reporting Council Ordinance

8th Floor, Prince's Building

10 Chater Road

Central

Hong Kong

畢馬威會計師事務所

於《財務匯報局條例》下的註冊公眾利益實體核數師

香港

中環

遮打道10號

太子大廈8樓

Compliance Adviser

合規顧問

Haitong International Capital Limited

8/F Li Po Chun Chambers

189 Des Voeux Road Central

Hong Kong

海通國際資本有限公司

香港

德輔道中189號

李寶椿大廈8樓

Definitions and Corporate Information

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Hong Kong Legal Advisor

香港法律顧問

Miao & Co. (in association with Han Kun Law Offices)

Room 3901-05, 39/F
Edinburgh Tower, The Landmark
15 Queen's Road Central
Hong Kong
繆氏律師事務所(與漢坤律師事務所聯營)
香港
皇后大道中15號
置地廣場公爵大廈
39樓3901-05室

Registered Office

註冊辦事處

The Offices of Maples Corporate Services Limited

P.O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands
Maples Corporate Services Limited的辦事處
P.O.Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

Corporate Headquarters

公司總部

6th Floor, Building A, Borui Plaza
No. 26 North Road of East Third Ring
Chaoyang District
Beijing
PRC
中國
北京市
朝陽區
東三環北路26號
博瑞大廈A座6層

Principal Place of Business in Hong Kong

香港主要營業地點

Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong
香港
皇后大道東183號
合和中心54樓

Definitions and Corporate Information 釋義及公司信息

Principal Share Registrar in Cayman Islands

開曼群島股份過戶登記總處

Maples Fund Services (Cayman) Limited

PO Box 1093, Boundary Hall
Cricket Square, Grand Cayman
KY1-1102, Cayman Islands

Maples Fund Services (Cayman) Limited

PO Box 1093, Boundary Hall
Cricket Square, Grand Cayman
KY1-1102, Cayman Islands

Hong Kong Share Registrar

香港證券登記處

Computershare Hong Kong Investor Services Limited

Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong
香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓1712-1716號舖

Principal Bank

主要往來銀行

China Merchants Bank, Beijing Guanghua Road Branch

F2 Kerry Shopping Mall
No. 1 Guanghua Road
Beijing
PRC
招商銀行北京分行光華路支行
中國
北京
光華路1號
嘉里商場2樓

Company's Website

公司網站

ir.babytree.com

ir.babytree.com

有家的地方 就有寶寶樹
we are where families are

