



2019 Annual Report 年報

XINGYE WULIAN SERVICE GROUP CO. LTD. 興業物聯服務集團有限公司

(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 : 9916

CONTENTS 目錄

	Page 頁次
Chairman's Message 主席致辭	2
Corporate Information 公司資料	5
Financial Highlights 財務摘要	7
Management Discussion and Analysis 管理層討論及分析	9
Board of Directors and Senior Management 董事會及高級管理層	23
Report of our Directors 董事會報告	34
Corporate Governance Report 企業管治報告	48
Independent Auditor's Report 獨立核數師報告	67
Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表	75
Consolidated Statement of Financial Position 綜合財務狀況表	76
Consolidated Statement of Changes in Equity 綜合權益變動表	77
Consolidated Statement of Cash Flows 綜合現金流量表	78
Notes to Financial Statements 財務報表附註	79
Financial Summary 財務概要	160



CHAIRMAN'S MESSAGE

主席致辭



Zhu Jie 朱杰

Chairman and Chief Executive Officer 主席兼行政總裁

Dear shareholders,

On behalf of the Board of Directors, I would like to present the first annual report of our Group as a listed company for the year ended 31 December 2019 (the "Year").

ANNUAL REVIEW

The history of Xingye Wulian Service Group Co. Ltd. and its subsidiaries (collectively our "Group" or "Xingye Wulian") can be traced back to 1999. Xingye Wulian is a reputable property management service provider in Henan Province. As a mid to high-end property management service provider for non-residential properties, we focus on providing property management and value-added services to non-residential properties including but not limited to office buildings, governmental buildings and industrial parks, etc.

2019 was a critical year for our Group to achieve leapfrog development. Firstly, we launched the IPO on the Main Board of the Stock Exchange of Hong Kong Limited (the "Stock Exchange") in 2019 and had our shares successfully listed on 9 March 2020, becoming the 21st mainland property management company successfully listed on the Main Board of the Stock Exchange (the "Listing"). The Listing is an important milestone for our Group's development, making us a publicly listed company, and bringing new opportunities and challenges to our Group.

尊敬的股東：

本人謹代表董事會欣然提呈本集團作為上市公司截至2019年12月31日止年度（「本年度」）的首份年度報告。

年度回顧

興業物聯服務集團有限公司與其子公司（統稱「本集團」或「興業物聯」）的歷史可追溯至1999年。興業物聯是河南省著名的物業管理服務供應商。作為非住宅物業的中高端物業管理服務供應商，我們專注於為非住宅物業（包括但不限於寫字樓、政府樓宇及工業園等）提供物業管理及增值服務。

2019年是本集團實現跨越發展的關鍵一年。首先我們在2019年啟動了香港聯合交易所有限公司（「聯交所」）主板IPO，並於2020年3月9日成功掛牌上市，成為在聯交所主板成功上市（「上市」）的第21家內地物業管理公司。上市對於本集團發展而言是重要的一個里程碑，使我們成為一個面向公眾的上市公司，為本集團帶來新的機遇和挑戰。



For property management, our properties under management increased from 16 properties as at the end of 2018 to 21 properties as at the end of 2019, and the gross floor area ("GFA") under management increased by 0.8 million sq.m. or 50% from 1.6 million sq.m. as at the end of 2018 to 2.4 million sq.m. as at the end of 2019. In addition, we have carried out automation transformation for a number of properties, such as installation of facial recognition and mobile phone based smart access control, renovation of parking management system and installation of remote meter reading system.

In respect of property engineering services, our business scale has also been expanding. For the year ended 31 December 2019, our Group entered into 58 new property engineering contracts with an aggregated contract amount after tax of RMB50.3 million. The contracted backlog increased from RMB27.6 million as at the end of 2018 to RMB43.8 million as at the end of 2019.

ANNUAL RESULTS

For the Year, total revenue of our Group amounted to approximately RMB184.1 million, representing an increase of approximately RMB53.1 million or 40.5% from RMB131.0 million for the previous year. Net profit for the Year was approximately RMB35.2 million, representing an increase of approximately RMB1.0 million or 2.9% from RMB34.2 million for the previous year. Excluding the listing expenses, the net profit of our Group for the Year would have been approximately RMB44.5 million, representing an increase of approximately RMB10.3 million or 30.1% as compared to the previous year.

DIVIDEND

The Board does not recommend the payment of a final dividend for the Year.

OUTLOOK

Looking forward, Xingye Wulian will adhere to the service philosophy of "sincerity, professionalism and enterprising" and continue to provide high-quality property management services to customers. Our Group plans to expand our business through means such as mergers, acquisitions, investments and business cooperation. At the same time, our Group will continue to invest in IT technology-assisted property management, so that customers and users of our properties under management can experience the convenience brought by

在物業管理方面，我們的在管物業由2018年底的16個物業增加至2019年底的21個，在管物業建築面積（「建築面積」）由2018年底的160萬平方米增加80萬平方米（增長率50%）至2019年底的240萬平方米。另外，我們對多個物業進行了智慧化改造，例如安裝人臉識別和手機開門智慧門禁、停車場管理系統的改造和安裝遠端抄表系統等。

在物業工程服務方面，我們的業務規模也在不斷擴大。截至2019年12月31日止年度，本集團新簽約58個物業工程合同，除稅後總合同金額為人民幣50.3百萬元。已簽約待施工的儲備合同金額由2018年底的27.6百萬元增加至2019年底的43.8百萬元。

本年度業績

於本年度，本集團總收益約為人民幣184.1百萬元，較上年度的人民幣131.0百萬元增加約53.1百萬元或者40.5%。本年度純利約為人民幣35.2百萬元，較上年度的人民幣34.2百萬元增加約1.0百萬元或者2.9%。若不考慮上市費用，於本年度，本集團的純利約為人民幣44.5百萬元，較上年度增加約10.3百萬元或者30.1%。

股息

董事會不建議就本年度派發末期股息。

展望

展望未來，興業物聯將秉承「真誠、專業、進取」的服務理念，繼續為客戶提供高品質的物業管理服務。本集團計畫通過合併、收購、投資及業務合作等方式擴大集團的業務。同時，本集團將繼續在資訊科技技術輔助物業管理上進行投入，使在管物業客戶以及使用者感受到

technology. In addition, our Group will continue to streamline and standardise our property management services to enhance our service quality and consistency, and also to optimise its cost efficiency. Last but not least, our Group will further enhance the market competitiveness of our property engineering services and achieve synergetic development of our two business segments, namely property management and property engineering services.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my gratitude to our shareholders, business partners, customers and suppliers for their strong support and trust. I would also like to thank the management and all staff for their dedication and hard work over the past year.

Zhu Jie

Chairman and Chief Executive Officer

30 March 2020

科技帶來的便捷。此外，本集團將繼續精簡及標準化集團的物業管理服務，以提升集團的服務品質及一致性，優化集團的成本效益。最後，本集團將進一步提升物業工程服務的市場競爭力，使物業管理和物業工程服務兩個業務板塊協同發展。

致謝

本人謹藉此機會代表董事會，對各位股東、業務夥伴、客戶及供應商的大力支持和信任表示感謝。同時感謝管理層及全體員工在過去一年的貢獻和努力。

主席兼行政總裁

朱杰

2020年3月30日



BOARD OF DIRECTORS

Executive Director

Zhu Jie (*Chairman and Chief Executive Officer*)

Non-executive Directors

Zhang Huiqi

Wang Jinhu

Liu Zhenqiang

Independent non-executive Directors

Xu Chun

Feng Zhidong

Zhou Sheng

AUDIT COMMITTEE

Feng Zhidong (*Chairman*)

Zhou Sheng

Xu Chun

REMUNERATION COMMITTEE

Zhou Sheng (*Chairman*)

Feng Zhidong

Xu Chun

NOMINATION COMMITTEE

Zhu Jie (*Chairman*)

Zhou Sheng

Xu Chun

AUTHORISED REPRESENTATIVES

Zhu Jie

Lu Shuang

COMPANY SECRETARY

Lu Shuang

董事會

執行董事

朱杰 (*主席兼行政總裁*)

非執行董事

張惠琪

王金虎

劉振強

獨立非執行董事

徐春

馮志東

周勝

審核委員會

馮志東 (*主席*)

周勝

徐春

薪酬委員會

周勝 (*主席*)

馮志東

徐春

提名委員會

朱杰 (*主席*)

周勝

徐春

授權代表

朱杰

陸爽

公司秘書

陸爽

AUDITOR

Ernst & Young

SOLICITOR

Howse Williams

PRINCIPAL BANKER

China Construction Bank (Hanghai Dong Lu branch)
No. 63 Hanghai Dong Lu
Zhengzhou City
Henan Province
China

SHARE REGISTRAR

Tricor Investor Services Limited
Level 54
Hopewell Centre
183 Queen's Road East
Hong Kong

REGISTERED OFFICE IN THE CAYMAN ISLANDS

Cricket Square
Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

HEADQUARTERS AND REGISTERED OFFICE IN THE PRC

Unit 407, Building B
Zensun International Plaza
101 Hanghai East Road
Guancheng District, Zhengzhou City
Henan Province
China

PLACE OF BUSINESS IN HONG KONG

24th Floor
Wyndham Place
40-44 Wyndham Street, Central
Hong Kong

WEBSITE

www.xingyewulian.com *

STOCK CODE

Stock Exchange: 9916

* Information on the website does not form part of this annual report

核數師

安永會計師事務所

律師

何韋律師行

主要往來銀行

中國建設銀行(航海東路支行)
中國
河南省
鄭州市
航海東路63號

股份過戶登記處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心
54樓

開曼群島註冊辦事處

Cricket Square
Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

總部及中國註冊辦事處

中國
河南省
鄭州市管城區
航海東路101號
正商國際廣場
B座407室

香港營業地點

香港
中環雲咸街40-44號
雲咸商業中心
24樓

網站

www.xingyewulian.com *

股份代號

聯交所: 9916

* 此網站上之資料並不構成本年報一部分

FINANCIAL HIGHLIGHTS

財務摘要



RESULTS HIGHLIGHTS

業績摘要

For the year ended
31 December

截至十二月三十一日止年度

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Revenue	收益	184,122	131,046
Gross profit	毛利	78,652	62,291
Net profit	純利	35,173	34,220
Core net profit ^{note}	核心純利 ^{附註}	44,453	34,220
Earnings per share (RMB)	每股盈利(人民幣)		
– Basic and diluted	– 基本及攤薄	0.12	0.11

Note: The core net profit represents the Group's profit excluding the effect of listing expenses.

附註：核心純利指本集團不計上市開支影響的溢利。

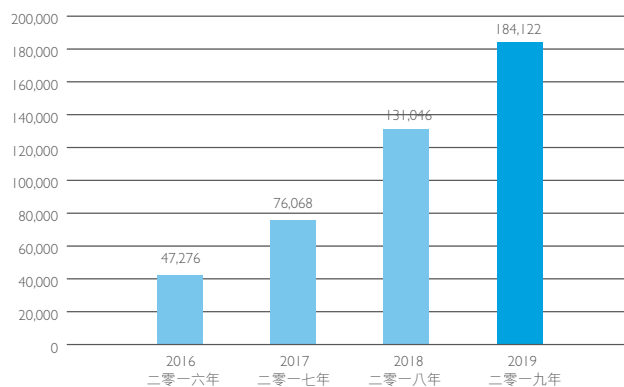
SUMMARY OF BALANCE SHEET

資產負債表概要

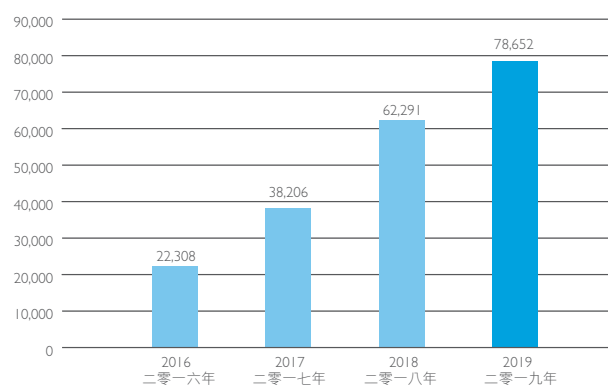
At 31 December
於十二月三十一日

		2019 二零一九年	2018 二零一八年
Total assets (RMB'000)	資產總值(人民幣千元)	216,001	191,930
Cash and cash equivalent (RMB'000)	現金及現金等價物(人民幣千元)	173,147	161,397
Total liabilities (RMB'000)	負債總額(人民幣千元)	102,001	70,714
Shareholders' equity (RMB'000)	股東權益(人民幣千元)	114,000	121,216
Return on shareholders' equity	股東權益回報	30.8%	28.2%
Total liabilities/total assets	負債總額／資產總值	47.2%	36.8%

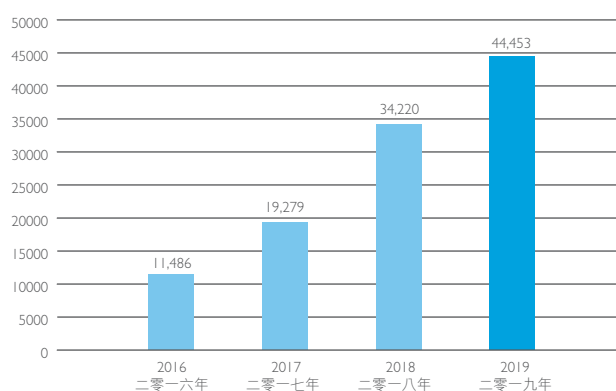
Revenue (RMB'000)
收益 (人民幣千元)



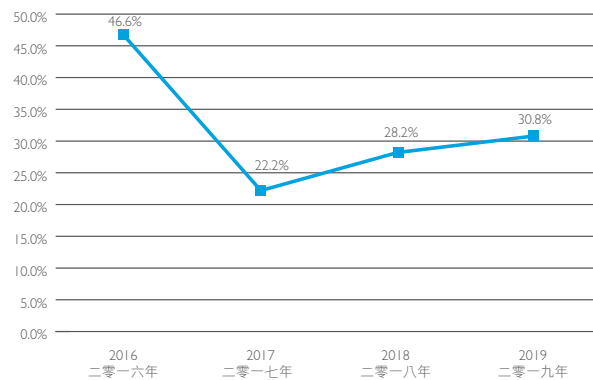
Gross profit (RMB'000)
毛利 (人民幣千元)



Core net profit^{note} (RMB'000)
核心純利^{附註} (人民幣千元)



Return on Shareholders' Equity
股東權益回報



Note: The core net profit represents the Group's profit excluding the effect of listing expenses.

附註：核心純利指本集團不計上市開支影響的溢利。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析



BUSINESS REVIEW

Business Overview

Established in 1999, we are a reputable property management service provider in Henan Province with a particular focus on offering property management and value-added services for non-residential properties. We provide a wide range of property management services which include, among others, security, cleaning, greening and gardening, parking space management, repair and maintenance for common areas and customer services, and value-added services which include repair and maintenance for exclusive use areas, renovation waste clearance, intermediary leasing services, etc. We also provide our customers with property engineering services which include the planning, design and installation of security and surveillance systems, access control systems, carpark management systems and construction site management systems, in order to enhance the quality of the property management systems of our customers.

Our portfolio of properties under management expanded rapidly during the year ended 31 December 2019, with the GFA increased from approximately 1.6 million sq.m. as at 31 December 2018 to approximately 2.4 million sq.m. as at 31 December 2019. As at 31 December 2019, our portfolio of properties under management covered 17 commercial buildings, three governmental buildings and one industrial park with GFA of approximately 2.4 million sq.m. in aggregate and our portfolio of contracted properties has GFA of approximately 4.1 million sq.m. in aggregate.

Our property engineering services grew rapidly during the year ended 31 December 2019. We entered into 58 (2018:15) property engineering contracts with an aggregated original contract sum of approximately RMB54.8 million (2018: RMB40.7 million) (or original net of tax contract sum of approximately RMB50.3 million (2018: RMB37.0 million)) during the year ended 31 December 2019.

業務回顧

業務概覽

我們於一九九九年成立，是河南省著名的物業管理服務供應商，特別致力於為非住宅物業提供物業管理及增值服務。我們提供廣泛的物業管理服務（包括（其中包括）保安、清潔、綠化及園藝、停車位管理、公共區域的維修保養以及客戶服務）及增值服務（包括專用區域的維修保養、裝修廢料清理、中介租賃服務等）。我們亦為客戶提供物業工程服務，包括規劃、設計及安裝保安及監控系統、門禁系統、停車場管理系統及建築工地管理系統，以提升我們客戶物業管理系統的質量。

於截至二零一九年十二月三十一日止年度，我們的在管物業組合快速擴張，建築面積由二零一八年十二月三十一日約1.6百萬平方米增至二零一九年十二月三十一日約2.4百萬平方米。於二零一九年十二月三十一日，我們的在管物業組合涵蓋17幢商用樓宇、三幢政府樓宇及一個工業園，總建築面積約為2.4百萬平方米，而我們合約物業組合的總建築面積約為4.1百萬平方米。

截至二零一九年十二月三十一日止年度，我們的物業工程服務迅速增長。截至二零一九年十二月三十一日止年度，我們簽訂了58份（二零一八年：15份）物業工程合約，原始合約總金額約為人民幣54.8百萬元（二零一八年：人民幣40.7百萬元）（或原稅後淨額約人民幣50.3百萬元（二零一八年：人民幣37.0百萬元））。

Future Outlook

Our Group plans to strengthen our position in the property management service industry by implementing the following strategies: (i) plan to take on additional property management projects with a focus on mid to high-end non-residential properties; (ii) selectively pursue merger and acquisition opportunities within the property management industry; (iii) participate in an early stage of construction projects with a view to winning the property management agreement tender at a later stage of the projects; (iv) continue to develop our mobile application to enhance our customer and user experience; (v) continue to enhance our property management services and property engineering services; and (vi) continue to upgrade our information technology systems to enhance our operational efficiency in our property management business.

FINANCIAL REVIEW

Revenue

Our Group's revenue was generated from (i) property management and value-added services; (ii) property engineering services; and (iii) ancillary food supply services.

The following table sets out the breakdown of our revenue by type of services for the periods indicated:

未來展望

本集團計劃通過實施以下策略來加強我們在物業管理服務行業中的地位：(i)計劃開展更多物業管理項目，專注發展中高端非住宅物業；(ii)選擇性尋求物業管理行業內的併購機會；(iii)自早期階段參與建設項目以於競標中贏得該項目後期階段的物業管理協議；(iv)繼續開發移動應用程序以提升客戶及用戶體驗；(v)繼續加強我們的物業管理服務及物業工程服務；及(vi)持續升級我們的信息技術系統以提升我們物業管理業務的營運效率。

財務回顧

收益

本集團的收益來自(i)物業管理及增值服務；(ii)物業工程服務；及(iii)副食品供應服務。

下表載列於所示期間按服務類別劃分的收益明細：

Year ended 31 December

截至十二月三十一日止年度

		2019 二零一九年		2018 二零一八年	
		RMB'000	%	RMB'000	%
		人民幣千元	%	人民幣千元	%
Property management and value-added services	物業管理及增值服務				
– Property management services	– 物業管理服務	141,114	76.7	102,918	78.5
– Value-added services	– 增值服務	8,135	4.4	4,562	3.5
		149,249	81.1	107,480	82.0
Property engineering services	物業工程服務	34,143	18.5	18,297	14.0
Ancillary food supply services (Note)	副食品供應服務(附註)	730	0.4	5,269	4.0
Total	總計	184,122	100.0	131,046	100.0



Note: The revenue generated from ancillary food supply services consists of selling of agricultural products to the canteens of our customers. The last contract relating to our ancillary food supply services ended in August 2019.

附註：副食品供應服務所產生收益包括向我們客戶餐廳銷售農產品。有關副食品供應服務最後一份合約已於二零一九年八月終止。

The following table sets out the breakdown of our revenue between a person(s) or company(ies) who/which is or are independent of and not connected with our Company and our connected persons ("Independent Third Parties") and related parties for the periods indicated:

下表載列於所示期間，我們來自獨立於且與本公司及我們的關連人士並無關連的人士或公司（「獨立第三方」），及來自關聯方的收益明細：

Year ended 31 December
截至十二月三十一日止年度

		2019 二零一九年		2018 二零一八年	
		RMB'000	%	RMB'000	%
		人民幣千元	%	人民幣千元	%
Independent Third Parties	獨立第三方	126,096	68.5	90,358	69.0
Related parties	關聯方	58,026	31.5	40,688	31.0
Total	總計	184,122	100.0	131,046	100.0

Our Group's total revenue increased by approximately RMB53.1 million or 40.5% from approximately RMB131.0 million for the year ended 31 December 2018 to approximately RMB184.1 million for the year ended 31 December 2019. Such increase was attributable to the combined effect of the increase in revenue from property management and value-added services of approximately RMB41.7 million and the increase in revenue from property engineering services of approximately RMB15.8 million which were slightly offset by the decrease in revenue from ancillary food supply services of approximately RMB4.6 million.

本集團收益總額由截至二零一八年十二月三十一日止年度約人民幣131.0百萬元增加約人民幣53.1百萬元或40.5%至截至二零一九年十二月三十一日止年度約人民幣184.1百萬元。有關增幅是由於物業管理及增值服務的收益增加約人民幣41.7百萬元以及物業工程服務收益增加約人民幣15.8百萬元的綜合影響，被副食品供應服務收益減少約人民幣4.6百萬元輕微抵銷。

Property management and value-added services

Our Group's revenue from property management and value-added services increased by approximately RMB41.7 million or 38.8% from approximately RMB107.5 million for the year ended 31 December 2018 to approximately RMB149.2 million for the year ended 31 December 2019. This increase was primarily due to (i) the increase in the number of properties under management from 16 projects as at 31 December 2018 to 21 projects as at 31 December 2019, namely (1) Zensun Huaxiang International Building (正商華祥國際大廈); (2) Zensun Cheng Xi Yuan Court No. 2 (正商城禧園2號院); (3) Zensun Huazuan Huijing Court No. 2 (正商華鑽匯景2號院); (4) Zensun Shuxiang Mingzhu (正商書香銘築); and (5) Industrial Park with an aggregate GFA of approximately 0.6 million sq.m; and (ii) one of our projects under management as at 31 December 2018, namely Zensun Boya Square (正商博雅廣場), was partially delivered in 2018; and the remaining was delivered to the property owners in early 2019. As a result, this project has an increase in GFA under management by 0.2 million sq.m. during the year ended 31 December 2019.

The following table sets out the breakdown of our revenue generated from providing property management services by type of properties and value-added services for the periods indicated:

物業管理及增值服務

本集團來自物業管理及增值服務的收益由截至二零一八年十二月三十一日止年度約人民幣107.5百萬元增加約人民幣41.7百萬元或38.8%至截至二零一九年十二月三十一日止年度約人民幣149.2百萬元。有關增幅主要由於(i)在管物業數量由二零一八年十二月三十一日的16個項目增至二零一九年十二月三十一日的21個項目，即(1)正商華祥國際大廈；(2)正商城禧園2號院；(3)正商華鑽匯景2號院；(4)正商書香銘築；及(5)工業園，總建築面積約為0.6百萬平方米；及(ii)我們於二零一八年十二月三十一日的在管項目（即正商博雅廣場）已於二零一八年年末交付予業主。因此，此項目的在管建築面積於截至二零一九年十二月三十一日止年度增加約0.2百萬平方米。

下表載列我們於所示期間按物業及增值服務類型劃分物業管理服務提供產生的收益明細：

Year ended 31 December 截至十二月三十一日止年度

		2019 二零一九年		2018 二零一八年	
		RMB'000 人民幣千元	%	RMB'000 人民幣千元	%
Property management services	物業管理服務				
– Commercial building	– 商用樓宇	131,126	87.9	94,935	88.3
– School	– 學校	–	–	84	0.1
– Governmental building	– 政府樓宇	9,988	6.7	7,899	7.4
		141,114	94.6	102,918	95.8
Value-added services	增值服務	8,135	5.4	4,562	4.2
Total	總計	149,249	100.0	107,480	100.0



Property engineering services

Our Group's revenue from property engineering services increased by approximately RMB15.8 million or 86.3% from approximately RMB18.3 million for the year ended 31 December 2018 to approximately RMB34.1 million for the year ended 31 December 2019. The increase was primarily due to the new contracts our Group entered into during the year ended 31 December 2019 and the aggregated original contract value of which amounted to RMB54.8 million. This led to an increase in the number of revenue generating contracts from 16 (including one contract signed but not completed during the year ended 31 December 2017) for the year ended 31 December 2018 to 74 for the year ended 31 December 2019.

Ancillary food supply services

Our Group's revenue from ancillary food supply services decreased by approximately RMB4.6 million or 86.8% from approximately RMB5.3 million for the year ended 31 December 2018 to approximately RMB0.7 million for the year ended 31 December 2019. This decrease was primarily due to the fact that contracts which were entered into in 2018 had expired and only one contract was entered into during the year ended 31 December 2019. The last contract relating to our ancillary food supply services ended in August 2019.

Cost of Sales

Our Group's cost of sales primarily consists of subcontracting costs, staff costs and materials and consumables. We recorded an increase in cost of sales of approximately RMB36.7 million or 53.3% from approximately RMB68.8 million for the year ended 31 December 2018 to approximately RMB105.5 million for the year ended 31 December 2019. Such increase was in line with our growth in revenue for the period and was primarily due to the increase in the number of properties under management and the increase in number of revenue generating contracts of our property engineering services which required additional provision of services.

物業工程服務

本集團來自物業工程服務收益由截至二零一八年十二月三十一日止年度約人民幣18.3百萬元增加約人民幣15.8百萬元或86.3%至截至二零一九年十二月三十一日止年度約人民幣34.1百萬元。有關增幅主要由於本集團於截至二零一九年十二月三十一日止年度訂立多項新合約，當中的原始合約價值總額為人民幣54.8百萬元。此舉令創收合約數量由截至二零一八年十二月三十一日止年度的16項（包括一份於截至二零一七年十二月三十一日止年度已簽訂但尚未完成的合約）增至截至二零一九年十二月三十一日止年度的74項。

副食品供應服務

本集團來自副食品供應服務收益由截至二零一八年十二月三十一日止年度約人民幣5.3百萬元減少約人民幣4.6百萬元或86.8%至截至二零一九年十二月三十一日止年度約人民幣0.7百萬元。有關減幅主要由於二零一八年訂立的合約已屆滿，而於截至二零一九年十二月三十一日止年度內只訂立了一份合約。有關副食品供應服務的最後一份合約已於二零一九年八月終止。

銷售成本

本集團銷售成本主要包括分包成本、員工成本以及材料及消耗品。我們錄得銷售成本由截至二零一八年十二月三十一日止年度約人民幣68.8百萬元增加約人民幣36.7百萬元或53.3%至截至二零一九年十二月三十一日止年度約人民幣105.5百萬元。有關增幅與期內收益增長一致，主要是由於在管物業數量增加及需要提供額外服務的物業工程服務創收合約數量增加所致。

Gross Profit and Gross Profit Margin

Our gross profit increased by approximately RMB16.4 million or 26.3% from approximately RMB62.3 million for the year ended 31 December 2018 to approximately RMB78.7 million for the year ended 31 December 2019. Our gross profit margin decreased from approximately 47.6% for the year ended 31 December 2018 to approximately 42.7% for the year ended 31 December 2019.

Other Income and Gains

Other income and gains mainly consisted of government grants, interest income and other gains. Our other income and gains increased by approximately RMB76,000 or 4.0% from approximately RMB1.9 million for the year ended 31 December 2018 to approximately RMB2.0 million for the year ended 31 December 2019. Such increase was mainly as a result of foreign exchange gains.

Selling and Marketing Expenses

Our selling and marketing expenses primarily comprised marketing expenses and staff costs for our marketing personnel. Our selling and marketing expenses increased by approximately RMB31,000 or 2.3% from approximately RMB1.3 million for the year ended 31 December 2018 to approximately RMB1.4 million for the year ended 31 December 2019. Such increase was driven by the increase in average number of staff in our marketing development department from seven for the year ended 31 December 2018 to ten for the year ended 31 December 2019, which led to the increase in staff costs for the marketing development staff.

毛利及毛利率

我們的毛利由截至二零一八年十二月三十一日止年度約人民幣62.3百萬元增加約人民幣16.4百萬元或26.3%至截至二零一九年十二月三十一日止年度約人民幣78.7百萬元。我們的毛利率由截至二零一八年十二月三十一日止年度約47.6%下降至截至二零一九年十二月三十一日止年度約42.7%。

其他收入及收益

其他收入及收益主要包括政府補助、利息收入及其他收益。我們的其他收入及收益由截至二零一八年十二月三十一日止年度約人民幣1.9百萬元增加約人民幣76,000元或4.0%至截至二零一九年十二月三十一日止年度約人民幣2.0百萬元。有關增幅主要由於外匯收益所致。

銷售及營銷開支

我們的銷售及營銷開支主要包括營銷開支及營銷人員的員工成本。我們的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約人民幣1.3百萬元增加約人民幣31,000元或2.3%至截至二零一九年十二月三十一日止年度約人民幣1.4百萬元。有關增幅因我們的市場開發部員工平均人數由截至二零一八年十二月三十一日止年度的七人增加至截至二零一九年十二月三十一日止年度的十人所帶動，導致市場開發人員的員工成本有所增加。



Administrative Expenses

Our administrative expenses mainly comprised staff costs of our administrative staff at our headquarters, office expenses and professional fees. Our administrative expenses increased by approximately RMB15.0 million or 86.7% from approximately RMB17.3 million for the year ended 31 December 2018 to approximately RMB32.3 million for the year ended 31 December 2019. Such increase was mainly attributed by (i) the increase in professional fees due to the recognition of listing expenses of RMB12.4 million; and (ii) the increase in office expenses.

Finance Costs

Our finance costs represented imputed interest expenses generated from using the incremental borrowing rate of our Group to discount lease payments under the leases to present value, which remained relatively stable between the periods at approximately RMB68,000 for the year ended 31 December 2018 and approximately RMB84,000 for the year ended 31 December 2019.

Income Tax Expenses

Our income tax expenses increased by approximately RMB0.5 million or 4.5% from approximately RMB11.2 million for the year ended 31 December 2018 to approximately RMB11.7 million for the year ended 31 December 2019, which was in line with the growth in profit before tax for the year ended 31 December 2019 as compared to the year ended 31 December 2018.

Profit for the Year

As a result of the foregoing, our profit attributable to the owners of the parent increased by approximately RMB1.0 million or 2.9% from approximately RMB34.2 million for the year ended 31 December 2018 to approximately RMB35.2 million for the year ended 31 December 2019. If excluding the effect of listing expenses, our profit attributable to owners of the parent achieved approximately RMB44.5 million, representing an increase of approximately 30.1% as compared to that of last year.

行政開支

我們的行政開支主要包括總部行政人員的員工成本、辦公室開支及專業費用。我們的行政開支由截至二零一八年十二月三十一日止年度約人民幣17.3百萬元增加約人民幣15.0百萬元或86.7%至截至二零一九年十二月三十一日止年度約人民幣32.3百萬元。有關增幅乃主要由於(i)因確認上市開支導致專業費用增加人民幣12.4百萬元；及(ii)辦公室開支增加所致。

財務成本

我們的財務成本指利用本集團增量借款利率將租賃的租賃款項貼現至現值所產生的推算利息開支，其於各期間保持相對穩定，截至二零一八年十二月三十一日止年度約為人民幣68,000元，而截至二零一九年十二月三十一日止年度則約為人民幣84,000元。

所得稅開支

我們的所得稅開支由截至二零一八年十二月三十一日止年度約人民幣11.2百萬元增加約人民幣0.5百萬元或4.5%至截至二零一九年十二月三十一日止年度約人民幣11.7百萬元，與截至二零一九年十二月三十一日止年度的除稅前溢利相較截至二零一八年十二月三十一日止年度有所增長一致。

年內溢利

由於上述因素，我們的母公司擁有人應佔溢利由截至二零一八年十二月三十一日止年度約人民幣34.2百萬元增加約人民幣1.0百萬元或2.9%至截至二零一九年十二月三十一日止年度約人民幣35.2百萬元。倘不計上市開支的影響，我們實現的母公司擁有人應佔溢利約為人民幣44.5百萬元，較去年增加約30.1%。

FINANCIAL POSITION

Property, Plant and Equipment

Property, plant and equipment of our Group primarily represented machinery and electronic equipment used in our headquarters and the management centres in our properties under management. The total net book value of our property, plant and equipment decreased by approximately RMB0.1 million or 4.3% from approximately RMB2.3 million for the year ended 31 December 2018 to approximately RMB2.2 million for the year ended 31 December 2019, which was mainly due to the additions of electronic equipment, such as computers and printers, in response to the expansion of portfolio of properties under management during the year ended 31 December 2019, and were offset by the depreciation charge for the year ended 31 December 2019.

Inventories

Our inventories primarily included materials for property engineering projects. Our inventories amounted to approximately RMB0.1 million and nil as at 31 December 2018 and 31 December 2019, respectively. This reflected our effort in maintaining a minimal level of inventory in order to minimise our risk of exposure to obsolete stock.

Trade Receivables

Our trade receivables mainly consisted of receivables arising from provision of property management and value-added services. Our total trade receivables prior to impairment was approximately RMB14.1 million and RMB18.5 million as at 31 December 2018 and 31 December 2019, respectively.

Our trade receivables from related parties amounted to approximately RMB6.0 million and RMB14.1 million as at 31 December 2018 and 31 December 2019, respectively, which were associated with outstanding property management fees generated from unsold properties under management and property engineering services surrendered to the related parties. The increase in trade receivables from related parties was primarily attributable to the expansion of our business in both property management services and property engineering services.

財務狀況

物業、廠房及設備

本集團的物業、廠房及設備主要指我們總部及在管物業管理中心使用的機械及電子設備。我們的物業、廠房及設備的總賬面淨值由截至二零一八年十二月三十一日止年度約人民幣2.3百萬元減少約人民幣0.1百萬元或4.3%至截至二零一九年十二月三十一日止年度約人民幣2.2百萬元，主要由於截至二零一九年十二月三十一日止年度增添電子設備（例如電腦及打印機）以應付在管物業組合擴張，被截至二零一九年十二月三十一日止年度的折舊費用所抵銷所致。

存貨

我們的存貨主要包括物業工程項目材料。於二零一八年十二月三十一日及二零一九年十二月三十一日，我們的存貨分別為約人民幣0.1百萬元及零，這反映我們致力維持最低存貨水平，以將陳舊存貨的風險減至最低。

貿易應收款項

我們的貿易應收款項主要包括來自提供物業管理及增值服務的應收款項。於二零一八年十二月三十一日及二零一九年十二月三十一日，我們扣除減值前的貿易應收款項總額分別約為人民幣14.1百萬元及人民幣18.5百萬元。

於二零一八年十二月三十一日及二零一九年十二月三十一日，我們的應收關聯方貿易款項分別約為人民幣6.0百萬元及人民幣14.1百萬元，其與在管未出售物業產生的未繳物業管理費以及提供給關聯方的物業工程服務有關。應收關聯方貿易款項增加，主要歸因於物業管理服务及物業工程服務的業務擴張。



Our trade receivables from Independent Third Parties amounted to approximately RMB8.1 million and RMB4.4 million as at 31 December 2018 and 31 December 2019, respectively. The decrease in our trade receivables from Independent Third Parties was mainly as a result of our continuing effort in cash collection from Independent Third Parties.

Prepayments, Other Receivables and Other Assets

Our prepayments, other receivables and other assets comprised prepayments, capitalised listing expenses, deposits, other receivables, amounts due from related parties and value-added tax recoverable. Our prepayments, other receivables and other assets amounted to approximately RMB4.6 million and RMB7.7 million as at 31 December 2018 and 31 December 2019, respectively.

Trade Payables

Our trade payables primarily consisted of payables to our suppliers for their products and our subcontractors for their provision of labour or services for property management services and property engineering services. Our trade payables amounted to approximately RMB11.4 million and RMB18.2 million as at 31 December 2018 and 31 December 2019, respectively. The increase in trade payables was primarily attributable to the increased amount due to our property engineering service suppliers as a result of expansion of our property engineering services.

Other Payables and Accruals

Our other payables and accruals comprised other payables, payroll payables, deposits, tax payables other than income tax, amounts due to related parties and listing expenses. Our other payables and accruals amounted to approximately RMB24.8 million and RMB45.7 million as at 31 December 2018 and 31 December 2019, respectively. The increase was primarily attributable to the increase in amounts due to related parties of approximately RMB4.2 million and the increase in listing expenses payable to professional parties of approximately RMB8.2 million.

於二零一八年十二月三十一日及二零一九年十二月三十一日，我們應收獨立第三方貿易款項分別約為人民幣8.1百萬元及人民幣4.4百萬元。我們應收獨立第三方貿易款項減少主要歸因於我們持續努力向獨立第三方收取現金。

預付款項、其他應收款項及其他資產

我們的預付款項、其他應收款項及其他資產包括預付款項、資本化上市開支、按金、其他應收款項、應收關聯方款項及可收回增值稅。於二零一八年十二月三十一日及二零一九年十二月三十一日，我們的預付款項、其他應收款項及其他資產分別約為人民幣4.6百萬元及人民幣7.7百萬元。

貿易應付款項

我們的貿易應付款項主要包括向提供產品的供應商及就物業管理服務及物業工程服務提供勞動力或服務的分包商應付款項。於二零一八年十二月三十一日及二零一九年十二月三十一日，我們的貿易應付款項分別約為人民幣11.4百萬元及人民幣18.2百萬元。貿易應付款項增加主要是由於物業工程服務擴張導致我們應付物業工程服務供應商的款項增加所致。

其他應付款項及應計費用

我們的其他應付款項及應計費用包括其他應付款項、應付工資、按金、應付稅項（所得稅除外）、應付關聯方款項及上市開支。於二零一八年十二月三十一日及二零一九年十二月三十一日，我們的其他應付款項及應計費用分別為約人民幣24.8百萬元及人民幣45.7百萬元。增加主要是由於應付關聯方款項增加約人民幣4.2百萬元及應付專業人士的上市開支增加約人民幣8.2百萬元。

Indebtedness

As at 31 December 2019, we had no outstanding borrowings. Our Group did not have any unutilised banking facilities as at 31 December 2019 and we had lease liabilities of approximately RMB4.1 million as at 31 December 2019.

Liquidity, Financial Resources and Capital Structure

Our Group maintained a healthy financial position. As at 31 December 2019, the current assets amounted to RMB210.5 million, representing an increase of 11.8% as compared with that of RMB188.3 million as at 31 December 2018. As at 31 December 2019, cash and cash equivalents of our Group amounted to RMB173.1 million, representing an increase of 7.2% as compared with that of RMB161.4 million as at 31 December 2018, primarily because of the continuously increasing operating cash inflows of our Group.

During the Year, our Group financed its operation and capital expenditures with our Group's internal resources. As at 31 December 2019, our Group has no interest-bearing borrowings.

The capital structure of our Group is primarily equity which comprises issued share capital and reserves.

Charge on Assets

As at 31 December 2019, our Group did not have any charges on its assets.

Gearing Ratio

Gearing ratio is calculated as total interest-bearing borrowings divided by total equity at the end of the respective period. Our Group has no interest-bearing borrowings as at 31 December 2019; hence the gearing ratio was nil.

債務

於二零一九年十二月三十一日，我們並無未償還借款。於二零一九年十二月三十一日，本集團並無任何尚未動用銀行融資，而我們於二零一九年十二月三十一日的租賃負債約為人民幣4.1百萬元。

流動資金、財務資源及資本架構

本集團的財務狀況保持良好。於二零一九年十二月三十一日，流動資產為人民幣210.5百萬元，較二零一八年十二月三十一日的人民幣188.3百萬元增加11.8%。於二零一九年十二月三十一日，本集團的現金及現金等價物為人民幣173.1百萬元，較二零一八年十二月三十一日的人民幣161.4百萬元增加7.2%，主要由於本集團的經營現金流入持續增加。

於本年度，本集團以本集團內部資源為營運及資本開支提供資金。於二零一九年十二月三十一日，本集團並無計息借款。

本集團的資本架構主要為股本，包括已發行股本及儲備。

資產抵押

截至二零一九年十二月三十一日，本集團無抵押資產。

資產負債比率

資產負債比率乃於各期末按計息借款總額除以權益總額計算。於二零一九年十二月三十一日，本集團並無計息借款，因此資產負債比率為零。



Current Ratio

Current ratio is calculated based on the total current assets at the end of the relevant year/period divided by the total current liabilities at the end of the respective year/period. The current ratio of our Group as at 31 December 2018 and 31 December 2019 were approximately 2.7 times and 2.1 times, respectively.

Pledge of Assets

As at 31 December 2019, none of the assets of our Group was pledged.

Contingent Liabilities

As at 31 December 2019, we did not have any material contingent liabilities.

Proceeds from the Listing

The shares of our Company were listed on the Main Board of the Stock Exchange on 9 March 2020 (the "Listing") and 100,000,000 new shares were issued. After deducting the underwriting fees and commissions and other estimated expenses in connection with the global offering of ordinary shares of par value HK\$0.01 each of our Company, including, a public offering in Hong Kong of 50,000,000 shares and an international offering of 50,000,000 shares, in each case at a price of HK\$1.99 per share (the "Global Offering"), net proceeds from the Listing amounted to approximately HK\$167.8 million. Such proceeds will be applied in the manner consistent with that in the prospectus of our Company dated 25 February 2020:

- approximately 72.3% for the expansion of our business, through the acquisition of suitable acquisition targets;
 - approximately 7.2% for enhancing our property engineering services;
 - approximately 10.5% for enhancing our property management services; and
 - approximately 10.0% for general working capital.
- 約72.3%用於透過收購合適併購標的以拓展我們的業務；
 - 約7.2%用於提升我們的物業工程服務；
 - 約10.5%用於提升我們的物業管理服務；及
 - 約10.0%用作一般營運資金。

流動比率

流動比率按相關年／期末流動資產總值除以各年／期末的流動負債總額計算。本集團於二零一八年十二月三十一日及二零一九年十二月三十一日的流動比率分別約為2.7倍及2.1倍。

資產質押

於二零一九年十二月三十一日，本集團並無將資產質押。

或有負債

於二零一九年十二月三十一日，我們並無任何重大或有負債。

上市所得款項

本公司股份於二零二零年三月九日於聯交所主板上市（「上市」），且已發行100,000,000股新股。扣除與全球發售本公司每股面值0.01港元的普通股，包括於香港公開發售50,000,000股股份及國際發售50,000,000股股份，各情況下定價均為每股1.99港元（「全球發售」）相關的包銷費用及佣金以及其他估計開支後，上市所得款項淨額約為167.8百萬港元。有關所得款項將以與本公司日期為二零二零年二月二十五日的招股章程所載方式一致運用：

EMPLOYMENT AND REMUNERATION POLICY

As at 31 December 2019, our Group had 328 employees. Total staff-related cost, including Directors' emoluments, was approximately RMB23.5 million during the year ended 31 December 2019. We generally determine employees' compensation based on their qualification, position, seniority and performance. Our Group offers comprehensive compensation to our employees, including salary, bonuses and cash subsidies, and we also provide on-the-job training to our employees. Pursuant to relevant laws and regulations in the People's Republic of China, we participate in various employee social security plans that are organised by applicable local municipal and provincial governments, including pension, medical, maternity, work-related injury and unemployment benefit plans.

PRINCIPAL RISKS AND UNCERTAINTIES

Future Expansion Risk

We have been expanding our portfolio of properties under management primarily through securing new property management engagements from property developers and property owners. We seek to continue to grow our portfolio of properties under management. However, there is no assurance that we can grow our portfolio of properties under management as planned, which may have a material adverse effect on our business, financial performance and results of operations. Our growth may be affected by various factors beyond our control, such as China's general economic condition, developments in the real estate market, any change in laws and regulation for our operation and our ability to obtain sufficient financing for our growth. In addition, our ability to grow also depends on our ability to successfully hire, train and retain our employees, manage our relationships with our customers, subcontractors and other suppliers.

In circumstances where we expand into a new market or location, we may have limited knowledge of the local property management service market, which could be substantially different from those in our established market in Henan Province. In addition, we may not have established relationships or connections with local subcontractors and other suppliers as we do in our established market in Henan Province. We may also be unable to leverage our brand equity in a new market and may face intense competition from the local property management companies.

僱傭及薪酬政策

於二零一九年十二月三十一日，本集團有328名員工。截至二零一九年十二月三十一日止年度，與員工相關的成本總額（包括董事酬金）約為人民幣23.5百萬元。我們一般根據僱員資歷、職位、年資及表現釐定薪酬。本集團為僱員提供全面薪酬福利，包括薪金、花紅及現金津貼，我們亦為僱員提供在職培訓。按照中華人民共和國相關法律法規，我們參與由相關地方市及省政府組織的多項僱員社會保障計劃，包括養老金、醫療、生育、工傷及失業福利計劃。

主要風險和不確定因素

未來擴張風險

我們一直不斷擴充我們的在管物業組合，主要通過向地產開發商及業主獲得委聘新物業管理業務。我們尋求持續增長我們的在管物業組合。然而，無法保證我們的在管物業組合能按計劃增長，而這可能對我們的業務、財務表現及經營業績造成重大不利影響。我們的增長可能受各項非我們能控制的因素影響，如中國的整體經濟狀況、房地產市場的發展、與我們經營相關的法律及法規出現任何變動，以及我們為增長取得足夠融資的能力。此外，我們增長的能力亦取決於我們能否成功聘用、培訓及保留僱員，以及管理我們與客戶、分包商及其他供應商的關係。

我們擴充至新市場或地點時，對當地物業管理服務市場的認識可能有限，該市場與我們於河南省已建立的市場可能存在重大差異。此外，有別於我們於河南省已建立的市場，我們與當地分包商及其他供應商可能尚未建立關係或連繫。我們亦可能無法在新市場發揮品牌資產的作用，並可能面對來自當地物業管理公司的激烈競爭。



Risk of Fluctuations in Labour and Subcontracting Costs

The property management industry and property engineering industry are labour intensive industries and the supply of experienced personnel in these industries is limited. We also delegate certain property management services such as security, cleaning, greening and gardening and repair and maintenance services and property engineering services to third-party subcontractors. To maintain and improve our profit margins, it is critical for us to control our labour costs as well as other operating costs including subcontracting costs. We face pressure from rising labour and subcontracting costs due to various contributing factors, including but not limited to:

- Increases in minimum wages. Minimum wages in the PRC have increased substantially in recent years, directly impacting our direct labour costs as well as the fees we pay to our third-party subcontractors.
 - Increases in headcount. As we expand our operations, the headcount of our property management staff, sales and marketing staff and administrative staff will continue to grow. We will also need to retain and continuously recruit qualified employees to meet our growing demand for talent, which will further increase our total headcount. This increase in headcount will also increase other associated costs such as those related to training, social insurance and housing provident fund contributions and quality control measures. Moreover, as we continue to expand our business scale, we will need a growing number of subcontractors.
 - Delay in implementing operation standardisation and automation. There is a lapse in time between our commencement of property management services for a particular property and any implementation of our procedure standardization and automation measures to that property to reduce labour costs. Before we successfully implement such measures, our ability to mitigate the impact of labour cost increase is limited.
- 最低工資上升。近年來，中國的最低工資已大幅上漲，直接影響我們的直接勞動成本及我們向第三方分包商支付的費用。
 - 員工人數增加。隨著我們擴充經營業務，物業管理人員、銷售及營銷人員和行政人員的數目將繼續增長。我們亦將需要挽留及持續招聘合資格僱員以滿足我們對人才不斷增加的需求，而這將進一步增加我們的員工總數。員工人數增加亦將使其他相關成本上升，如有關培訓、社會保險及住房公積金供款以及質量控制措施的成本。此外，隨著我們持續擴充業務規模，我們將需要更多分包商。
 - 延遲實施營運標準化及自動化。我們為某項物業開始提供物業管理服務與我們對該項物業實施任何程序標準化及自動化措施以減低勞動成本之間存在時間差距。在成功實施有關措施之前，對勞動成本增加的影響，我們的舒緩能力有限。

EXPOSURE TO FOREIGN EXCHANGE RISKS

Foreign exchange risk arises when future commercial transactions or recognised assets and liabilities are dominated in a currency that is not our Group entities' functional currency. Our Group mainly operates in the PRC with most of the transactions settled in Renminbi. The foreign currency held by our Group is mainly the net proceeds from the Listing.

As at 31 December 2019, our Group did not enter into any hedging arrangements to mitigate our exposures in foreign currency risk. The management of our Group will continue to monitor our Group's foreign currency exposure and will consider taking appropriate actions, including but not limited to hedging should the need arises.

SIGNIFICANT ACQUISITIONS AND DISPOSALS

During the year ended 31 December 2019, our Group did not have any significant acquisitions and disposals.

SIGNIFICANT INVESTMENTS

As at 31 December 2019, our Group did not have any major investments.

外匯風險

外匯風險於未來商業交易、已確認資產及負債以並非本集團實體功能貨幣的貨幣計值時產生。本集團主要在中國經營，大部分交易以人民幣結算。本集團持有的外幣主要為上市所得款項淨額。

於二零一九年十二月三十一日，本集團並無訂立任何對沖安排以減輕我們的外幣風險。本集團管理層將繼續監察本集團的外幣風險，並將考慮採取適當的行動，包括但不限於在需要時進行對沖。

重大收購及出售

截至二零一九年十二月三十一日止年度，本集團並無任何重大收購及出售。

重大投資

於二零一九年十二月三十一日，本集團並無任何重大投資。

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

董事會及高級管理層



ZHU JIE

Chairman and Chief Executive Officer

Mr. Zhu Jie (朱杰), aged 43, was appointed as our Director on 12 August 2019 and was re-designated as our executive Director, chairman of our Board and our chief executive officer on 17 September 2019. Mr. Zhu joined our Group in April 2015 and is primarily responsible for the overall management and strategic planning of our Group's business operations. Mr. Zhu is currently the chairman of the board of directors and general manager of Henan Xingye Internet of Things Management Technology Co., Ltd.* (河南興業物聯網管理科技有限公司) ("Xingye IOT Management") and the executive director and general manager of Henan Xingye Internet of Things Information Consulting Co., Ltd.* (河南興業物聯信息諮詢有限公司) ("Xingye Consulting"), each a subsidiary of our Company.

Mr. Zhu has over 18 years of experience in the real estate and property management industry. Mr. Zhu served as a deputy general manager of Xingye IOT Management from April 2015 to May 2017 and was subsequently appointed as the chairman of the board of directors and general manager of Xingye IOT Management in May 2017. He has been the executive director and general manager of Xingye Consulting since its establishment in April 2018. Prior to joining our Group, from August 1997 to March 2001, Mr. Zhu served as a supervisor in Henan Zhengzhou Jianguo Restaurant Co., Ltd.* (河南鄭州建國飯店有限公司), which is principally engaged in catering, entertainment and hotel consulting. From March 2001 to August 2004, Mr. Zhu served as a manager of Henan Xin Changcheng Shiye Restaurant Co., Ltd.* (河南新長城實業有限公司長城飯店), which is principally engaged in the provision of catering services and property management. From August 2004 to August 2013, Mr. Zhu served as a deputy general manager of Henan Taiping Shijia Property Management Co., Ltd.* (河南太平世家物業服務有限公司), which is principally engaged in the provision of property management services. From September 2013 to March 2015, Mr. Zhu served as a deputy general manager in Xuchang Huiyu Real Estate Co., Ltd.* (許昌滙裕地產有限公司), which is principally engaged in real estate development and sales.

Mr. Zhu obtained a diploma in refrigeration and air conditioning from Henan Textile Industry College (河南紡織工業學校) in the PRC in June 1997.

朱杰

主席兼行政總裁

朱杰先生，43歲，於二零一九年八月十二日獲委任為董事，並於二零一九年九月十七日調任為執行董事、董事會主席兼行政總裁。朱先生於二零一五年四月加入本集團，主要負責本集團業務營運整體管理及策略規劃。朱先生目前為河南興業物聯網管理科技有限公司（「興業物聯管理」）的董事會主席兼總經理及河南興業物聯信息諮詢有限公司（「興業諮詢」）（各為本公司附屬公司）執行董事兼總經理。

朱先生擁有逾18年房地產及物業管理行業經驗。朱先生由二零一五年四月至二零一七年五月擔任興業物聯管理副總經理，其後於二零一七年五月獲委任為興業物聯管理董事會主席兼總經理。自興業諮詢於二零一八年四月成立開始，朱先生一直擔任其執行董事兼總經理。加入本集團前，朱先生由一九九七年八月至二零零一年三月，在河南鄭州建國飯店有限公司（主要從事餐飲、娛樂及酒店顧問）擔任監事。由二零零一年三月至二零零四年八月，朱先生在河南新長城實業有限公司長城飯店（主要從事提供餐飲服務及物業管理）擔任經理。由二零零四年八月至二零一三年八月，朱先生在河南太平世家物業服務有限公司（主要從事提供物業管理服務）擔任副總經理。由二零一三年九月至二零一五年三月，朱先生在許昌滙裕地產有限公司（主要從事房地產開發及銷售）擔任副總經理。

朱先生於一九九七年六月獲得中國河南紡織工業學校空調製冷文憑。

ZHANG HUIQI

Non-executive Director

Ms. Zhang Huiqi (張惠琪), aged 30, was appointed as our Director on 12 August 2019 and was re-designated as our non-executive Director on 17 September 2019. Ms. Zhang joined our Group as a supervisor from September 2013 to May 2017 and re-joined our Group in 12 August 2019 and is primarily responsible for our Group's business development and investor relations.

Ms. Zhang obtained a bachelor's degree in business administration (economic information management) from Beijing Forestry University (北京林業大學) in the PRC in July 2011, a master of science degree in management from University of Leicester in the United Kingdom in January 2014 and a master of science degree in project and enterprise management from University College London in the United Kingdom in November 2015.

Ms. Zhang is the sole director of Foison Amber Development Limited and Fast Achieve Global Limited which are immediate shareholder and intermediate holding company of our Group respectively. Ms. Zhang is also the protector and a discretionary beneficiary of the family trust ("Blossom Trust") established on 16 August 2019 by Ms. Huang Yanping as settlor, which ultimately owns 56.59% of our Group. Ms. Zhang is entitled to control the exercise of approximately 56.59% of the total issued share capital of our Company by virtue of the Securities and Futures Ordinance ("SFO").

張惠琪

非執行董事

張惠琪女士，30歲，於二零一九年八月十二日獲委任為董事，並於二零一九年九月十七日調任為非執行董事。張女士於二零一三年九月至二零一七年五月加入本集團擔任監事及於二零一九年八月十二日再次加入本集團，主要負責本集團業務發展及投資者關係。

張女士於二零一一年七月獲得中國北京林業大學工商管理（經濟信息管理方向）學士學位，於二零一四年一月獲得英國萊斯特大學管理學理學碩士學位，並於二零一五年十一月獲得英國倫敦大學學院項目及企業管理理學碩士學位。

張女士為榮珀發展有限公司和速達環球有限公司的唯一董事，該等公司分別為本集團的直接股東和間接控股公司。張女士亦為由黃燕萍女士作為財產授予人於二零一九年八月十六日成立的家族信託（「豐華信託」，最終擁有本集團56.59%權益）的保護人及酌情受益人。根據證券及期貨條例（「證券及期貨條例」），張女士有權控制行使本公司已發行股本總額約56.59%。



WANG JINHU

Non-executive Director

Mr. Wang Jinhu (王金虎), aged 49, was appointed as our Director on 12 August 2019 and was re-designated as our non-executive Director on 17 September 2019. Mr. Wang joined our Group in May 2017 and is primarily responsible for providing strategic advice to our Board. Mr. Wang is currently a vice president of Henan Zensun Real Estates Co., Ltd.* (河南正商置業有限公司).

Mr. Wang has over 26 years of experience in the real estate and property management industry. Mr. Wang has been serving as a director of Xingye IOT Management since May 2017. Prior to joining our Group, Mr. Wang served as the construction supervisor from September 1993 to June 1995, then the statistical officer from July 1995 to February 1997 of Zhengzhou Huayu Real Estate Development Co., Ltd.* (鄭州華裕房地產開發有限公司), which is principally engaged in real estate development and operation. From March 1997 to December 1997, from January 1998 to March 1999, from April 1999 to October 2000, Mr. Wang served as a sales personnel, a manager of the strategic planning department and a manager of the real estate management service department, respectively, in Henan Xingye Real Estate Development Co., Ltd.* (河南興業房地產開發有限公司), which is principally engaged in real estate development. From November 2000 to January 2003, Mr. Wang served as the head of the landscape and decoration department; from January 2003 to January 2005, he served as a general manager of the project department; from January 2005 to June 2006, he served as an assistant to the chief executive officer; from June 2006 to October 2008, he served as a marketing director and as an assistant to the executive officer; from October 2008 to April 2009, he served as an assistant to the executive officer, the head of the landscape support center and technology centre and in April 2009, he was promoted to the position of vice president in Henan Zensun Real Estates Co., Ltd.* (河南正商置業有限公司), which is principally engaged in real estate development.

王金虎

非執行董事

王金虎先生，49歲，於二零一九年八月十二日獲委任為董事，並於二零一九年九月十七日調任為非執行董事。王先生於二零一七年五月加入本集團，主要負責向董事會提供策略意見。王先生目前為河南正商置業有限公司副總裁。

王先生擁有逾26年房地產及物業管理行業經驗。王先生由二零一七年五月起一直擔任興業物聯管理董事。加入本集團前，王先生由一九九三年九月至一九九五年六月在鄭州華裕房地產開發有限公司（主要從事房地產開發及營運）擔任建築監工，及後由一九九五年七月至一九九七年二月擔任統計主任。由一九九七年三月至一九九七年十二月、由一九九八年一月至一九九九年三月及由一九九九年四月至二零零零年十月，王先生在河南興業房地產開發有限公司（主要從事房地產開發）的職位分別為銷售人員、戰略策劃部經理及房地產管理服務部經理。由二零零零年十一月至二零零三年一月，王先生曾任景觀及裝飾部主管；由二零零三年一月至二零零五年一月，彼曾任項目部總經理；由二零零五年一月至二零零六年六月，彼曾任行政總裁助理；由二零零六年六月至二零零八年十月，彼曾任營銷總監兼總裁助理；由二零零八年十月至二零零九年四月，彼曾任總裁助理兼景觀配套中心及技術中心主管，並於二零零九年四月晉升至河南正商置業有限公司（主要從事房地產開發）副總裁一職。

Mr. Wang graduated from University of Henan (河南大學) in the PRC in July 1993 with a major in geography and completed a senior management business administration course at Tsinghua University (清華大學) in the PRC in October 2010. Mr. Wang also obtained the certificate of senior construction engineer in March 2008 granted by Tianjin Personnel Bureau* (天津市人事局).

LIU ZHENQIANG

Non-executive Director

Mr. Liu Zhenqiang (劉振強), aged 60, was appointed as our Director on 12 August 2019 and was re-designated as our non-executive Director on 17 September 2019. Mr. Liu joined our Group in May 2017 and is primarily responsible for providing strategic advice to our Board. Mr. Liu is currently a vice president of Henan Zensun Real Estates Co., Ltd.* (河南正商置業有限公司).

Mr. Liu has over 15 years of experience in the property management and real estate industry. Mr. Liu has been serving as a director of Xingye IOT Management since May 2017. Prior to joining our Group, Mr. Liu served as a deputy general manager and a supervisor of the property management centre from October 2004 to October 2005, a deputy supervisor of the land development committee from January 2007 to August 2008, a deputy director of the land development centre from September 2008 to April 2009, a director of the land development centre from April 2009 to October 2011, and was further promoted to the position of vice president in October 2011 of Henan Zensun Real Estates Co., Ltd.* (河南正商置業有限公司), which is principally engaged in real estate development. Mr. Liu also served as an assistant to the general manager and head of real estate management service and customer service department of Henan Xingye Real Estate Development Co., Ltd.* (河南興業房地產開發有限公司) from October 2005 to January 2007.

Mr. Liu obtained a bachelor's degree in physics, majoring in radio physics, in June 1983 from the University of Zhengzhou (鄭州大學) in the PRC and graduated from the University of Zhengzhou (鄭州大學) in the PRC in November 2006 with a major in business administration. Mr. Liu also obtained the certificate of senior engineer of construction and installation in the PRC granted by Tianjin Personnel Bureau* (天津市人事局) in March 2008.

王先生於一九九三年七月畢業於中國河南大學地理專業，並於二零一零年十月在中國清華大學完成高級管理業務行政課程。王先生亦於二零零八年三月獲天津市人事局授予高級建築工程師證書。

劉振強

非執行董事

劉振強先生，60歲，於二零一九年八月十二日獲委任為董事，並於二零一九年九月十七日調任為非執行董事。劉先生於二零一七年五月加入本集團，主要負責向董事會提供策略意見。劉先生目前為河南正商置業有限公司副總裁。

劉先生擁有逾15年物業管理及房地產行業經驗。劉先生由二零一七年五月起一直擔任興業物聯管理董事。加入本集團前，劉先生由二零零四年十月至二零零五年十月，在河南正商置業有限公司(主要從事房地產開發)擔任物業管理中心副總經理兼監事，由二零零七年一月至二零零八年八月擔任土地發展委員會副主管，由二零零八年九月至二零零九年四月擔任土地發展中心副總監，由二零零九年四月至二零一一年十月擔任土地發展中心總監，並於二零一一年十月進一步升遷至副總裁一職。由二零零五年十月至二零零七年一月，劉先生亦在河南興業房地產開發有限公司擔任總經理助理以及房地產管理服務及客戶服務部主管。

劉先生於一九八三年六月在中國鄭州大學獲得物理學士學位(主修無線電物理學)及於二零零六年十一月畢業於中國鄭州大學工商管理專業。劉先生亦於二零零八年三月獲中國天津市人事局授予建造及安裝高級工程師證書。



XU CHUN

Independent non-executive Director

Mr. Xu Chun (徐春), aged 43, was appointed as our Director on 9 September 2019 and was re-designated as our independent non-executive Director on 17 September 2019. He is mainly responsible for supervising and providing independent advice to our Board.

Mr. Xu has more than 15 years of experience in the real estate industry. From August 1999 to August 2004, Mr. Xu worked as a deputy chief of technical quality division of Jiangsu Huajian Construction Co., Ltd. (Shenzhen branch)* (江蘇省華建建設股份有限公司深圳分公司), which is principally engaged in building construction. From September 2004 to December 2004, he worked as a civil engineer of Shenzhen Hongwei Real Estate Development Co., Ltd.* (深圳鴻威房地產開發有限公司), which is principally engaged in real estate development. From December 2004 to April 2013, he worked in the Longban area in Shenzhen Wanke Development Co., Ltd.* (深圳市萬科發展有限公司) (formerly known as Shenzhen Wanke Real Estate Co., Ltd.* (深圳市萬科房地產有限公司)), which is principally engaged in real estate development with his last position as a general manager. From April 2013 to April 2020, he worked as a vice president in Zhuoyue Real Estate Holdings Co., Ltd.* (卓越置業集團有限公司), which is principally engaged in real estate development.

Mr. Xu obtained a bachelor's degree in construction engineering from China University of Mining and Technology (中國礦業大學) in the PRC in July 1999, a master of construction and civil engineering degree in Southeast University (東南大學) in the PRC in April 2005. Mr. Xu has also obtained an executive master of business administration degree from Tsinghua University (清華大學) in the PRC in January 2019.

徐春

獨立非執行董事

徐春先生，43歲，於二零一九年九月九日獲委任為董事，並於二零一九年九月十七日調任為獨立非執行董事。彼主要負責監督董事會並向其提供獨立建議。

徐先生在房地產行業積逾15年經驗。於一九九九年八月至二零零四年八月，徐先生在江蘇省華建建設股份有限公司深圳分公司擔任技術質量部副部長，該公司主要從事房屋建築。於二零零四年九月至二零零四年十二月，彼在深圳鴻威房地產開發有限公司擔任土木工程師，該公司主要從事房地產開發。於二零零四年十二月至二零一三年四月，彼在深圳市萬科發展有限公司（前稱深圳市萬科房地產有限公司，該公司主要從事房地產開發）龍坂片區工作，離職前任總經理。於二零一三年四月至二零二零年四月，彼擔任卓越置業集團有限公司副總裁，該公司主要從事房地產開發。

徐先生於一九九九年七月在中國獲得中國礦業大學建築工程學學士學位、於二零零五年四月在中國獲得東南大學建築和土木工程碩士學位。徐先生亦於二零一九年一月在中國獲得清華大學高級工商管理碩士學位。

FENG ZHIDONG

Independent non-executive Director

Mr. Feng Zhidong (馮志東), aged 46, was appointed as our Director on 12 August 2019 and was re-designated as our independent non-executive Director on 17 September 2019. He is mainly responsible for supervising and providing independent advice to our Board.

Mr. Feng has more than 20 years of experience in financial management, capital operations and managing investor relations. In particular, Mr. Feng was a deputy general manager of the capital department of Yue Xiu Enterprises (Holdings) Limited from December 2009 to July 2016. Mr. Feng was also a general manager of the investor relations department of a group company of Yuexiu Property Company Limited (a company listed on the Main Board of the Stock Exchange with stock code 123) from April 2012 to April 2016. Mr. Feng was an independent non-executive director of LEAP Holdings Group Limited (a company listed on the Main Board of the Stock Exchange with stock code 1499), a company principally engaged in the provision of foundation works and ancillary services from August 2015 to November 2017.

In addition, Mr. Feng served as (i) the chairman of the board and a director of Guangzhou Yueting Network Technology Co., Ltd.* (廣州悅停網絡科技有限公司), which is principally engaged in internet parking services, since June 2016; and (ii) the chairman of the board and a director of Guangzhou Yueting Capital Management Co., Ltd.* (廣州悅停資本管理有限公司), which is principally engaged in parking management and corporate management services, since August 2018.

馮志東

獨立非執行董事

馮志東先生，46歲，於二零一九年八月十二日獲委任為董事，並於二零一九年九月十七日調任為獨立非執行董事。彼主要負責監督董事會及向其提供獨立建議。

馮先生在財務管理、資本運作及投資者關係管理方面擁有逾20年經驗。具體而言，馮先生於二零零九年十二月至二零一六年七月在越秀企業(集團)有限公司擔任資本經營部副總經理。馮先生亦於二零一二年四月至二零一六年四月在一間集團公司越秀地產股份有限公司(聯交所主板上市公司，股份代號123)擔任投資者關係部總經理。馮先生於二零一五年八月至二零一七年十一月在前進控股集團有限公司(聯交所主板上市公司，股份代號1499，為主要從事提供地基工程及配套服務的公司)擔任獨立非執行董事。

此外，馮先生(i)自二零一六年六月起擔任廣州悅停網絡科技有限公司董事長兼董事，該公司主要從事網絡停車服務；及(ii)自二零一八年八月起在廣州悅停資本管理有限公司擔任董事長兼董事，該公司主要從事停車場管理及企業管理服務。



Mr. Feng obtained a bachelor's degree in international accounting from the Renmin University of China (中國人民大學) in the PRC in July 1995 and obtained a master's degree in business administration from South China University of Technology (華南理工大學) in the PRC in February 2004. Mr. Feng has also completed the mergers and acquisitions executive program from the Business School of Sun Yat-sen University (中山大學) in the PRC in March 2015 and the Global Entrepreneur Leadership Program from the PBC School of Finance at Tsinghua University (清華大學五道口金融學院) in the PRC in July 2019. In addition, Mr. Feng obtained the certificate of specialty and technology (intermediate level) in accounting in the PRC granted by the MOF in May 1999.

ZHOU SHENG

Independent non-executive Director

Mr. Zhou Sheng (周勝), aged 47, was appointed as our Director on 12 August 2019 and was re-designated as our independent non-executive Director on 17 September 2019. He is mainly responsible for supervising and providing independent advice to our Board.

Mr. Zhou has more than 20 years of experience in the legal field in the PRC. From July 1999 to February 2002 and from March 2002 to November 2006, Mr. Zhou worked as an associate in Beijing Weiheng Law Firm (北京市煒衡律師事務所) and Beijing Saide Tianqin Law Firm* (北京市賽德天勤律師事務所), respectively, both located in Beijing, China. Mr. Zhou started as an associate at Beijing City Zhong Zhou Law Firm* (北京市中洲律師事務所), a law firm located in Beijing, China, in November 2006 and is currently a senior partner of the law firm.

Mr. Zhou obtained a bachelor's degree in materials engineering from Jiangxi University of Science and Technology (江西理工大學) (formerly known as Nanfang Yejin College (南方冶金學院)) in the PRC in June 1995. He also obtained a bachelor's degree in law from China University of Political Science and Law (中國政法大學) in the PRC in July 1999. He further obtained a master's degree in business administration from Peking University (北京大學) in the PRC in July 2013.

馮先生於一九九五年七月在中國獲得中國人民大學國際會計學士學位，並於二零零四年二月獲得中國華南理工大學工商管理碩士學位。馮先生亦於二零一五年三月在中國中山大學商學院完成併購行政人員課程，並於二零一九年七月在中國清華大學五道口金融學院完成全球創業領袖項目。此外，馮先生於一九九九年五月在中國取得財政部頒發的會計專業技術(中級)資格證書。

周勝

獨立非執行董事

周勝先生，47歲，於二零一九年八月十二日獲委任為董事，並於二零一九年九月十七日調任為獨立非執行董事。彼主要負責監督董事會並向其提供獨立建議。

周先生在中國法律領域擁有逾20年經驗。由一九九九年七月至二零零二年二月以及由二零零二年三月至二零零六年十一月，周先生分別在北京市煒衡律師事務所以及北京市賽德天勤律師事務所擔任專職律師，此兩所律師事務所均位於中國北京市。周先生於二零零六年十一月開始擔任北京市中洲律師事務所(位於中國北京市的律師事務所)專職律師，現為該律師事務所的高級合夥人。

周先生於一九九五年六月在中國獲得江西理工大學(前稱南方冶金學院)材料工程學士學位。彼亦於一九九九年七月在中國的中國政法大學獲得法學學士學位。彼其後於二零一三年七月在中國獲得北京大學工商管理碩士學位。

Mr. Zhang Yong (張勇), aged 37, joined our Group in March 2015 and is primarily responsible for our Group's financing activities and capital operation.

Mr. Zhang has over 7 years of experience in the real estate and property management industry. Mr. Zhang served as an executive director and general manager of Xingye IOT Management from March 2015 to April 2017. He was a secretary of the board of directors of Xingye IOT Management from May 2017 to September 2019. He has been a deputy general manager of Xingye IOT Management since May 2017. Prior to joining our Group, from August 2006 to April 2011, Mr. Zhang served as an engineer of Zhejiang Electric Power Company Jinshuitan Hydropower Plant* (浙江省電力公司緊水灘水力發電廠), which is principally engaged in hydroelectric power. From May 2011 to March 2013 and from April 2013 to March 2015, Mr. Zhang served as a specialist of capital operations and a manager of capital securities department, respectively, in Henan Zensun Real Estates Co., Ltd.* (河南正商置業有限公司), which is principally engaged in real estate development and operation. Since January 2016 and from July 2016 to November 2018, Mr. Zhang served as a supervisor in Henan Zhengshang Donghua Real Estate Co., Ltd.* (河南正商東華置業有限公司) and Henan Zhengshang Shangbin Real Estate Co., Ltd.* (河南正商尚濱置業有限公司), respectively, both of which are principally engaged in real estate development. Mr. Zhang obtained a bachelor's degree in agricultural hydraulics engineering from North China University of Water Resources and Electric Power (華北水利水电學院) in the PRC in July 2004 and further obtained a master's degree in engineering from Wuhan University (武漢大學) in the PRC in June 2006.

張勇先生，37歲，於二零一五年三月加入本集團，主要負責本集團融資活動及資本經營。

張先生擁有逾7年房地產及物業管理行業經驗。由二零一五年三月至二零一七年四月，張先生在興業物聯管理擔任執行董事兼總經理。由二零一七年五月至二零一九年九月，彼擔任興業物聯管理董事會秘書。彼自二零一七年五月以來一直擔任興業物聯管理的副總經理。加入本集團前，張先生由二零零六年八月至二零一一年四月在浙江省電力公司緊水灘水力發電廠（主要從事水力發電）任職工程師。由二零一一年五月至二零一三年三月及二零一三年四月至二零一五年三月，張先生分別在河南正商置業有限公司（主要從事房地產開發及營運）擔任資本運作專員及資本證券部經理。自二零一六年一月起及二零一六年七月至二零一八年十一月，張先生分別在河南正商東華置業有限公司以及河南正商尚濱置業有限公司（兩家公司均主要從事房地產開發）擔任監事。張先生於二零零四年七月獲得中國華北水利水电學院農業水利工程學士學位，於二零零六年六月進一步獲得中國武漢大學工程碩士學位。



Ms. Guo Hong (郭紅), aged 47, joined our Group in January 2016 and is primarily responsible for our Group's daily operations.

Ms. Guo has over 11 years of experience in the real estate and property management industry. Ms. Guo served as a manager in the general administrative department of Xingye IOT Management from January 2016 to July 2017 and served as a supervisor from May 2017 to September 2019. She was also promoted to the position of supervisor in November 2017 in Henan Wuxiang Intelligent Technology Co., Ltd.* (河南物象智能科技有限公司). She has been a deputy general manager of Xingye IOT Management since August 2017. Prior to joining our Group, Ms. Guo served as a sales consultant and sales manager in Henan Minghui Real Estates Co., Ltd.* (河南省明輝置業有限公司), which is principally engaged in real estate development and operation, from May 1997 to September 1998 and from September 1998 to September 2000, respectively. From July 2001 to September 2004 and from September 2004 to September 2011, Ms. Guo served as an assistant to the general manager and deputy general manager, respectively, in Henan Runhua Shangwu Service Co., Ltd.* (河南潤華商務服務有限公司), which is principally engaged in housing rental and business information consulting services. From May 2011 to December 2015, Ms. Guo served as a manager in the general department of Henan Jianzheng Real Estate Co., Ltd.* (河南建正房地產有限公司), which is principally engaged in real estate development and operation.

Ms. Guo obtained a bachelor's degree in labour economics management from Henan University of Economics and Law (河南財經政法大學) (formerly known as Henan College of Economics (河南財經學院)) in the PRC in December 1999.

郭紅女士，47歲，於二零一六年一月加入本集團，主要負責本集團的日常營運。

郭女士擁有逾11年房地產及物業管理行業經驗。由二零一六年一月至二零一七年七月，郭女士在興業物聯管理綜合管理部門擔任經理，並由二零一七年五月至二零一九年九月擔任監事。彼亦於二零一七年十一月升遷為河南物象智能科技有限公司的監事。彼自二零一七年八月以來一直擔任興業物聯管理的副總經理。加入本集團前，郭女士由一九九七年五月至一九九八年九月及由一九九八年九月至二零零零年九月，分別在河南省明輝置業有限公司（主要從事房地產開發及營運）擔任銷售顧問及銷售經理。郭女士分別於二零零一年七月至二零零四年九月及由二零零四年九月至二零一一年九月在河南潤華商務服務有限公司（主要從事房屋租賃及商業信息諮詢服務）擔任總經理助理及副總經理。由二零一一年五月至二零一五年十二月，郭女士在河南建正房地產有限公司（主要從事房地產開發及營運）擔任總務部經理。

郭女士於一九九九年十二月獲得中國河南財經政法大學（前稱河南財經學院）勞動經濟管理學士學位。

Mr. Luo Shudan (羅書丹), aged 44, joined our Group in October 2016 and is primarily responsible for the overall management of our property management services and property engineering services. Mr. Luo has over 10 years of experience in the property management and property engineering services industry. Mr. Luo has been serving as an engineering manager and an assistant to the general manager of Xingye IOT Management since October 2016. Prior to joining our Group, from October 1997 to May 2008, Mr. Luo served different positions (including supervisor of the department of general electrician) in Zhengzhou Jinlong Cement Co., Ltd.* (鄭州金龍水泥股份有限公司), which is principally engaged in cement production and sales. From May 2008 to July 2010 and from July 2010 to December 2012, Mr. Luo served as a hydropower engineer and manager of the engineering maintenance department, respectively, of Henan Shanshui Property Management Co., Ltd.* (河南山水物業管理有限公司), which is principally engaged in property management. From December 2012 to August 2013 and from August 2013 to January 2016, Mr. Luo served as an engineering manager and project manager for Project Olive City Urban Plaza, respectively, of Henan Yaxin Property Service Co., Ltd.* (河南亞新物業服務有限公司), which is principally engaged in property management.

Mr. Luo obtained a bachelor in law degree from The Communist Party of China Henan Provincial Party School* (中共河南省委黨校) in the PRC in December 2002. In addition, Mr. Luo obtained the certificate of speciality in engineering in the PRC granted by the Shaanxi Provincial Department of Human Resources and Social Security* (陝西省人力資源和社會保障廳) in August 2010.

Mr. Xiang Zheng (相征), aged 34, joined our Group in June 2015 and is primarily responsible for the overall management of projects.

Mr. Xiang served as a project manager of Xingye IOT Management from June 2015 to July 2018. He was promoted to the position of assistant to the general manager in July 2018. Prior to joining our Group, he was the administrative personnel and business service manager of Henan Runhua Business Service Co., Ltd.* (河南潤華商務服務有限公司), which is principally engaged in housing rental and business information consulting services from April 2010 to September 2012 and from September 2012 to November 2013, respectively.

羅書丹先生，44歲，於二零一六年十月加入本集團，主要負責我們物業管理服務及物業工程服務的整體管理。羅先生擁有逾10年物業管理及物業工程服務行業經驗。羅先生自二零一六年十月起一直在興業物聯管理擔任工程經理及總經理助理。加入本集團前，羅先生由一九九七年十月至二零零八年五月曾擔任多個職務，包括在鄭州金龍水泥股份有限公司(主要從事水泥生產及銷售)擔任總電工部主管。由二零零八年五月至二零一零年七月及由二零一零年七月至二零一二年十二月，羅先生在河南山水物業管理有限公司(主要從事物業管理)分別擔任水力發電工程師及工程維修部經理。由二零一二年十二月至二零一三年八月及由二零一三年八月至二零一六年一月，羅先生在河南亞新物業服務有限公司(主要從事物業管理)分別擔任工程經理及橄欖城都市廣場項目的項目經理。

羅先生於二零零二年十二月獲得中國中共河南省委黨校法律學士學位。此外，羅先生於二零一零年八月獲中國陝西省人力資源和社會保障廳授予工程師資格證書。

相征先生，34歲，於二零一五年六月加入本集團，主要負責項目的整體管理。

由二零一五年六月至二零一八年七月，相先生擔任興業物聯管理項目經理。彼於二零一八年七月晉升為總經理助理。加入本集團前，彼由二零一零年四月至二零一二年九月及由二零一二年九月至二零一三年十一月分別擔任河南潤華商務服務有限公司行政人員及業務服務經理，主要從事房屋租賃及商業信息諮詢服務。



Mr. Xiang obtained a bachelor's degree in economic management from Beijing Economic and Technological Research Institute (北京經濟技術研修學院) in the PRC in July 2010.

Ms. Lu Shuang (陸爽), aged 37, was appointed as our chief financial officer and company secretary on 17 September 2019. Ms. Lu joined our Group in September 2019 and is primarily responsible for supervising our Group's financial reporting, corporate finance activities, and investor relations.

Ms. Lu has over 10 years experience in accounting, auditing, financial management and corporate governance matters. Prior to joining our Company, Ms. Lu worked as an audit manager in Deloitte Touche Tohmatsu, an internal audit manager in Rolls-Royce Plc and a deputy manager of the capital securities department of Henan Zensun Real Estates Co., Ltd.* (河南正商置業有限公司), which is principally engaged in real estate development and operation.

Ms. Lu obtained a bachelor's degree in finance from Shanghai Jiao Tong University (上海交通大學) in the PRC in July 2005 and a master's degree in accounting from Nanjing University (南京大學) in the PRC in June 2008. She was admitted as a member of the Institute of Chartered Accountants in England and Wales, a member of the Chinese Institute of Certified Public Accountants and a member of the Hong Kong Institute of Certified Public Accountants in November 2012, June 2012 and May 2019, respectively.

* English translation of company names in Chinese or another language which are marked with "*" are for identification purpose only.

相先生於二零一零年七月獲得中國北京經濟技術研修學院經濟管理學士學位。

陸爽女士，37歲，於二零一九年九月十七日獲委任為財務總監兼公司秘書。陸女士於二零一九年九月加入本集團，主要負責監督本集團財務報告、企業融資活動及投資者關係。

陸女士在會計、審計、財務管理和企業管治方面擁有逾10年經驗。加入本公司前，陸女士於德勤會計師事務所擔任審計經理，於Rolls-Royce Plc擔任內部審計經理及於河南正商置業有限公司（主要從事房地產開發及營運）擔任資本證券部副經理。

陸女士於二零零五年七月獲得中國上海交通大學金融學士學位，並於二零零八年六月獲得中國南京大學會計碩士學位。於二零一二年十一月、二零一二年六月及二零一九年五月，彼分別獲認可為英格蘭及威爾士特許會計師公會會員、中國註冊會計師協會會員以及香港會計師公會會員。



REPORT OF OUR DIRECTORS

董事會報告

Our Directors present their annual report together with the audited consolidated financial statements of our Group for the Year.

PRINCIPAL ACTIVITIES

Our Company acts as an investment holding company and together with its subsidiaries engages in property management and value-added services, property engineering services and ancillary food supply services. The activities and particulars of our Company's principal subsidiaries are set out in note 1 to the consolidated financial statements.

An analysis of our Group's revenue and results by principal operating segments for the Year is set out in note 4 to the consolidated financial statements.

RESULTS AND DIVIDEND

The results of our Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on page 75.

Our Directors do not recommend the payment of a dividend in respect of the Year.

BUSINESS REVIEW

Our Group was established in 1999, with a particular focus on offering property management and value-added services for non-residential properties.

A detailed business review of our Group during the Year and a discussion of our Group's future business development and the major risks and uncertainties of our Group are set out in "Chairman's Message" on pages 2 to 4 and "Management Discussion and Analysis" on pages 9 to 22.

An analysis of our Group's performance during the year using financial key performance indicators is provided in the Chairman's Message on pages 2 to 4, Financial Highlights on pages 7 to 8 and four years Financial Summary on page 160 of this Annual Report.

The financial risk management objectives and policies of our Group are shown in note 30 to the consolidated financial statements. The particulars of significant events affecting our Group that have occurred subsequent to the reporting date are set out in note 31 to the consolidated financial statements.

董事提呈其年度報告及本集團本年度經審核綜合財務報表。

主要業務

本公司為一家投資控股公司，連同其附屬公司從事物業管理及增值服務、物業工程服務及副食品供應服務。本公司主要附屬公司的業務及詳情載於綜合財務報表附註1。

本年度按主要經營分部劃分的本集團收益和業績的分析載於綜合財務報表附註4。

業績及股息

本集團的本年度業績載於第75頁綜合損益及其他全面收益表。

董事會不建議就本年度派發股息。

業務回顧

本集團於一九九九年成立，特別致力於為非住宅物業提供物業管理及增值服務。

本年度的本集團詳細業務回顧以及關於本集團未來業務發展及主要風險和不確定性的討論，載於第2至4頁「主席致辭」和第9至22頁「管理層討論及分析」。

本集團年內表現分析（應用財務關鍵表現指標）載於本年報第2至4頁「主席致辭」、第7至8頁「財務摘要」及第160頁四年「財務概要」。

本集團的財務風險管理目標及政策於綜合財務報表附註30列示。於報告日期後，已發生並對本集團造成影響的重大事件之詳情，載於綜合財務報表附註31。



Environmental Policies and Performance

Our Group has established occupational safety and sanitation systems, implemented the national occupational safety and sanitation rules and standards, and provided employees with workplace safety training on a regular basis. We also consider the protection of environment to be important and have in place measures to ensure our compliance with all applicable requirements.

Our Company will issue separately an Environmental, Social and Governance Report under Environmental, Social and Governance Reporting Guide as specified in Appendix 27 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

Relationship with Stakeholders

Our Group recognises that our employees, customers and suppliers are our key stakeholders and are dedicated to maintaining a good relationship with them to build a solid foundation for the sustainable development of our Group.

Our Group offers comprehensive compensation to our employees, including salary, bonuses and cash subsidies, and we also provide on-the-job training to our employees. We generally determine employees' compensation based on their qualification, position, seniority and performance.

Compliance with Laws and Regulations

During the Year, as far as our Company is aware, our Group has complied with applicable laws and regulations promulgated by the relevant regulatory bodies which are significant to the operations of our Group.

SHARE CAPITAL

Details of the movements in our Company's share capital during the Year are set out in note 25 to the consolidated financial statements. During the Year, our Company has issued 10,000 ordinary shares for the purpose of reorganisation with a consideration of approximately USD 12,690,000.

RESERVES

Details of movements in the reserves of our Company during the Year are set out in note 26 to the consolidated financial statements.

環保政策及表現

本集團已建立職業安全及衛生制度，實施國家職業安全與衛生規則及標準，定期為員工提供工作場所安全培訓。我們亦認為保護環境非常重要，並採取措施確保遵守所有適用規定。

本公司將根據聯交所證券上市規則（「上市規則」）附錄二十七所載之《環境、社會及管治報告指引》發佈一份獨立的環境、社會及管治報告。

與利益相關者的關係

本集團認同我們的員工、客戶和供應商是我們的主要利益相關者，並致力於與他們保持良好關係，為本集團的可持續發展奠定堅實的基礎。

本集團為僱員提供全面薪酬福利，包括薪金、花紅及現金津貼，我們亦為僱員提供在職培訓。我們一般根據僱員資歷、職位、年資及表現釐定薪酬。

遵守法律及法規

於本年度，據本公司所知，本集團已遵守相關監管機構制定的對本集團的營運而言屬重大的適用法律及法規。

股本

本公司股本於本年度的變動詳情載於綜合財務報表附註25。於本年度，本公司就重組已發行10,000股普通股，代價約為12,690,000美元。

儲備

本公司儲備於本年度的變動詳情載於綜合財務報表附註26。

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under our Company's articles of association or the Companies Law of the Cayman Islands which would oblige our Company to offer new shares on a pro-rata basis to existing shareholders ("Shareholders").

FINANCIAL SUMMARY

A summary of the results and assets and liabilities of our Group for each of the last four financial years is set out on page 160 of this Annual Report.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

The shares of our Company have been listed on the Stock Exchange with effect from 9 March 2020 (the "Listing Date"). During the period from the Listing Date to the date of this annual report, neither our Company nor any of its subsidiaries had purchased, sold or redeemed any of our Company's listed securities.

DIRECTORS

The Directors of our Company during the Year and up to the date of this annual report are:

Executive Director:

Zhu Jie (*Chairman and Chief Executive Officer*)

Non-executive Directors:

Zhang Huiqi

Wang Jinhu

Liu Zhenqiang

Independent non-executive Directors:

Xu Chun

Feng Zhidong

Zhou Sheng

優先購買權

本公司組織章程細則或開曼群島《公司法》概無有關優先購買權之條文，致使本公司須按比例向現有股東（「股東」）發售新股份。

財務概要

本集團過去四個財政年度各年之業績及資產及負債概要載於本年報第160頁。

購買、出售及贖回上市證券

本公司股份自二零二零年三月九日（「上市日期」）起在聯交所上市。自上市日期起至本年報日期期間，本公司或其任何附屬公司均無購買、出售或贖回本公司任何上市證券。

董事

於本年度直至本年報日期，本公司董事為：

執行董事：

朱杰（主席兼行政總裁）

非執行董事：

張惠琪

王金虎

劉振強

獨立非執行董事：

徐春

馮志東

周勝



In accordance with Article 84(1) and (2) of the Articles of Association, Liu Zhenqiang, Wang Jinhu and Feng Zhidong will retire by rotation at the forthcoming annual general meeting of our Company to be held on Wednesday, 10 June 2020 (the “2020 AGM”) and, being eligible, will offer themselves for re-election.

Our Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and our Company considers that all of the independent non-executive Directors are independent.

Each of our Directors has entered into a service agreement with our Company for a term of three years. No Director being proposed for re-election at the 2020 AGM has a service contract with our Company or any of its subsidiaries which are not determinable within one year without payment of compensation, other than normal statutory obligations.

The biographical details of our Directors and senior management of our Group are set out on pages 23 to 33.

DIRECTORS’ INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

During the Year, the Group was engaged in provision of property management and value-added services and property engineering services to Henan Zensun Enterprise Development Group Co., Ltd.* (河南正商企業發展集團有限責任公司) and its subsidiaries (the “Zensun Development Group”), Zensun Enterprises Limited and its subsidiaries (the “Zensun Enterprises Group”), Ever Diamond Global Company Limited and its subsidiaries (the “Ever Diamond Group”), which together comprise the Zensun Group.

Ever Diamond Global Company Limited and Zensun Enterprises Limited are ultimately owned as to 100% and 74.77% by a discretionary trust established by Ms. Huang Yanping as settlor. As Ms. Huang is the mother of Ms. Zhang Huiqi, our non-executive Director, both Zensun Enterprises Group and Ever Diamond Group are connected entities of Ms. Zhang. Additionally, Zensun Development Group is an entity controlled by Ms. Zhang.

根據組織章程細則第84(1)及(2)條，劉振強、王金虎及馮志東將於二零二零年六月十日(星期三)舉行的應屆股東週年大會(「二零二零年股東週年大會」)上輪值退任，且彼等符合資格並願意重選連任。

本公司已接獲各獨立非執行董事按照上市規則第3.13條發出的年度獨立性確認書，而本公司認為，全體獨立非執行董事均為獨立人士。

各董事已與本公司訂立服務協議，為期三年。擬在二零二零年股東週年大會上重選連任之董事概無與本公司或其任何附屬公司訂有不可於一年內終止而無需賠償(一般法定賠償除外)的服務合約。

本集團董事及高級管理層的履歷詳情載於第23至33頁。

董事於重大交易、安排或合約中的權益

於本年度，本集團為河南正商企業發展集團有限責任公司及其附屬公司(「正商發展集團」)、正商實業有限公司及其附屬公司(「正商實業集團」)、永鑽環球有限公司及其附屬公司(「永鑽環球集團」)(三者組成正商集團)提供物業管理及增值服務以及物業工程服務。

永鑽環球有限公司及正商實業有限公司由黃燕萍女士作為財產授予人成立的全權信託最終擁有100%及74.77%權益。由於黃女士為非執行董事張惠琪女士的母親，正商實業集團及永鑽環球集團均為張女士的關連實體。此外，正商發展集團乃由張女士控制的實體。

Our Group's transactions with Zensun Group were set out in notes 15 and 28 to the consolidated financial statements.

Save as disclosed above, no transactions, arrangements and contracts of significance in relation to our Group's business to which our Company, its holding company, fellow subsidiaries or subsidiaries was a party and in which a Director or any entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the Year.

Save as disclosed above, there was no contract of significance between our Company or any of its subsidiaries, and a controlling shareholder of our Company or any of its subsidiaries at the end of the year or at any time during the Year. Additionally, no contract of significance for the provision of services to our Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries was entered into during the Year.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of our Company's business were entered into or existed during the Year.

PERMITTED INDEMNITY PROVISION

Under the Company's Articles of Association, and subject to the applicable laws and regulations, the Directors and officers of the Company shall be indemnified out of the assets and profits of the Company from or against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in or about the execution of their duty in their offices. Such permitted indemnity provision has been in force throughout the year ended 31 December 2019 since the incorporation of the Company. Our Company has arranged for appropriate insurance coverage for Directors' and officers' liabilities in respect of potential legal actions against our Directors and senior management arising from corporate activities.

本集團與正商集團的交易載於綜合財務報表附註15及28。

除上文所披露者外，於年末或本年度內任何時間，概無董事或任何與董事有關連之實體直接或間接於本公司、其控股公司、同系附屬公司或附屬公司所訂立與本集團業務有關之重大交易、安排或合約中擁有重大權益。

除上文所披露者外，於年末或本年度內任何時間，本公司或其任何附屬公司與本公司的控股股東或其任何附屬公司之間並無重大合約。此外，本年度內，控股股東或其任何附屬公司未與本公司或其任何附屬公司簽署任何向其提供服務之重大合約。

管理合約

於本年度，本公司並無就有關整體全部或任何重要部份業務的管理及行政工作簽訂或訂有任何合約。

獲准許彌償條文

根據本公司的組織章程細則，並受適用法律及法規所規限，本集團董事及高級職員基於其職位履行其職務而可能產生、蒙受或就此蒙受的所有訴訟、費用、收費、損失、損害及開支，有權從本公司資產及溢利中獲得彌償。該等獲准許的彌償條文已自本公司註冊成立起於整個截至二零一九年十二月三十一日止年度內生效。本公司已就董事及高級管理人員因公司活動而可能出現的法律訴訟投購合適的董事及高級職員責任保險。



DIRECTORS EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES

Details of the remuneration of our Directors, together with those of the five highest paid employees of our Group for the Year are set out in notes 8 and 9 to the consolidated financial statements.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SECURITIES

As at the Listing Date, the interests and short positions of our Directors and chief executive of our Company in the ordinary shares of our Company ("Shares"), underlying Shares and debentures of our Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or any interest or short positions which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or any interests and short positions which have to be notified to our Company and the Stock Exchange, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") as set out in Appendix 10 of the Listing Rules, were as follows:

董事薪酬及五名最高薪酬僱員

本年度董事薪酬以及本集團五名最高薪酬僱員的詳情載於綜合財務報表附註8及9。

董事及最高行政人員於證券中的權益及淡倉

於上市日期，本公司董事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的本公司普通股（「股份」）、相關股份及債權證中擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所（包括根據證券及期貨條例的規定彼等擁有或被視為擁有權益及淡倉），或根據證券及期貨條例第352條須記入上文所提及的登記冊內，或根據上市規則附錄十所載上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

Long Positions

Interest in ordinary shares of associated corporations of our Company

好倉

於本公司相聯法團普通股中的權益

Name of Director	Name of associated corporation	Capacity in which the interests are held	Number of shares held	Approximate percentage of the issued share capital (%) 佔已發行股本概約百分比(%)
董事姓名	相聯法團名稱	權益持有者身份	所持股份數目	
Ms. Zhang Huiqi	Glory Reach Enterprises Limited ("Glory Reach")	Interest in controlled corporation (Note)	100	100
張惠琪女士	榮達企業有限公司(「榮達」)	於受控法團的權益(附註)		
Ms. Zhang Huiqi	Fast Achieve Global Limited ("Fast Achieve")	Interest in controlled corporation (Note)	100	100
張惠琪女士	速達環球有限公司(「速達」)	於受控法團的權益(附註)		
Ms. Zhang Huiqi	Foison Amber Development Limited ("Foison Amber Development")	Beneficial owner (Note)	50,000	100
張惠琪女士	榮珀發展有限公司(「榮珀發展」)	實益擁有人(附註)		

Note: 226,350,000 Shares are directly held by Foison Amber Development, which is indirectly wholly-owned by Vistra Trust (BVI) Limited, the trustee of the Blossom Trust established on 16 August 2019, by Ms. Huang Yanping as the settlor, Ms. Zhang acting as the protector and Ms. Zhang and her descendants appointed as discretionary beneficiaries. Foison Amber Development is wholly-owned by Fast Achieve. Fast Achieve is a wholly-owned subsidiary of Glory Reach, which in turn is wholly-owned by Vistra Trust (BVI) Limited, as the trustee of the Blossom Trust. Foison Amber Development, Fast Achieve and Glory Reach are holding companies of our Company, each of them is an associated corporation of our Company under the SFO. Pursuant to the trust instrument governing the Blossom Trust, Ms. Zhang as the protector of the Blossom Trust has the control over the Blossom Trust. Accordingly, Ms. Zhang as protector of the Blossom Trust is considered to be interested in the Shares held by Foison Amber Development.

附註：226,350,000股股份由榮珀發展直接持有，而榮珀發展由Vistra Trust (BVI) Limited(豐華信託的受託人)間接全資擁有。豐華信託由黃燕萍女士作為財產授予人於二零一九年八月十六日成立，由張女士擔任保護人以及張女士及其後裔獲委任為酌情受益人。榮珀發展由速達全資擁有。速達為榮達的全資附屬公司，而榮達則由Vistra Trust (BVI) Limited(作為豐華信託的受託人)全資擁有。榮珀發展、速達及榮達為本公司的控股公司，根據證券及期貨條例彼等各均為本公司的相聯法團。根據規管豐華信託的信託工具，張女士作為豐華信託的保護人對豐華信託擁有控制權。因此，張女士作為豐華信託的保護人被視為在榮珀發展所持股份中擁有權益。



Save as disclosed, as at the Listing Date, none of our Directors, chief executive of our Company or their respective associates had any interests or short positions in the Shares, underlying Shares or debentures of our Company or any of its associated corporations (within the meaning of Part XV of the SFO) which: (a) were notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) have to be notified to our Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 of the Listing Rules.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Neither our Company nor any of its subsidiaries were a party to any arrangements to enable the directors of our Company to acquire benefits by means of the acquisition of shares in, or debentures of, our Company or any other body corporate and neither our Directors nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of our Company, or had exercised any such right at any time during the Year.

MAJOR CUSTOMERS AND SUPPLIERS

Major Customers

For the year ended 31 December 2019, the turnover with the top five customers of our Group accounted for 37.2% of our Group's total revenue (2018: 37.0%). The turnover with the largest single customer of our Group, Zensun Enterprises Group, accounted for 17.2% of our Group's total revenue for the year ended 31 December 2019; in comparison, the turnover with the largest single customer of our Group, Ever Diamond Group, accounted for 18.6% of our Group's total revenue for the year ended 31 December 2018.

During the Year, except Ms. Zhang Huiqi, who has interests in Zensun Group, none of our Directors, or any of their close associates, or any of the Shareholders (who to the best knowledge of our Directors own more than 5% of our Company's issued share capital) had any interest in our Group's five largest customers.

除上文所披露者外，於上市日期，概無本公司董事、最高行政人員或彼等各自之聯繫人士於本公司或其任何相聯法團（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，擁有任何(a)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（包括根據證券及期貨條例的規定彼等被視為擁有的權益或淡倉）；(b)或根據證券及期貨條例第352條須記入上文所提及的登記冊內；或(c)根據上市規則附錄十所載標準守則須知會本公司及聯交所的權益或淡倉。

購買股份或債權證的安排

於本年度內任何時間，本公司或其任何附屬公司概無訂立任何安排，致使本公司董事可透過購買本公司或任何其他公司的股份或債券而獲益，亦無董事或任何彼等的配偶或十八歲以下子女擁有任何可認購本公司證券的權利，或已行使任何該等權利。

主要客戶及供應商

主要客戶

截至二零一九年十二月三十一日止年度，本集團前五名客戶的交易額佔本集團總收益的37.2%（二零一八年：37.0%）。本集團之單一最大客戶正商實業集團的交易額佔本集團截至二零一九年十二月三十一日止年度總收益的17.2%；相比較，本集團之單一最大客戶永鑽環球集團的交易額佔本集團截至二零一八年十二月三十一日止年度總收益的18.6%。

於本年度，除張惠琪女士在正商集團擁有權益外，概無董事、任何彼等的緊密聯繫人或任何股東（據董事所知擁有本公司的已發行股本的5%以上）於本集團五大客戶中擁有權益。

Major Suppliers

For the year ended 31 December 2019, the turnover with the top five suppliers of our Group accounted for 81.0% of our Group's total procurement for the year ended 31 December 2019 (2018: 70.3%), while the turnover with the largest single supplier of the Group accounted for 56.1% of our Group's total procurement (2018: 54.0%).

During the Year, none of our Directors, or any of their close associates, or any of the Shareholders (which to the best knowledge of the Directors own more than 5% of our Company's issued share capital) had any interest in our Group's five largest suppliers.

RELATED PARTY TRANSACTIONS

Details of the related party transactions undertaken in the normal course of business are provided under note 28 to the consolidated financial statements of this annual report, which do not constitute connected transaction nor continuing connected transaction as defined under the Listing Rules during the year under review because the shares of our Company were listed on the Stock Exchange on 9 March 2020.

主要供應商

截至二零一九年十二月三十一日止年度，本集團前五名供應商的交易額佔本集團截至二零一九年十二月三十一日止年度總採購額的81.0%（二零一八年：70.3%），而本集團之單一最大供應商的交易額佔本集團總採購額的56.1%（二零一八年：54.0%）。

於本年度，概無董事、任何彼等的緊密聯繫人或任何股東（據董事所知擁有本公司的已發行股本的5%以上）於本集團五大供應商中擁有權益。

關聯方交易

於日常業務過程中進行的關聯方交易之詳情載於本年報綜合財務報表附註28。該等交易於回顧年度並不構成上市規則所界定之關連交易或持續關連交易，乃由於本公司股份於二零二零年三月九日在聯交所上市。



SUBSTANTIAL SHAREHOLDERS

As at the Listing Date, according to the register of interest in Shares and underlying Shares and short positions kept by our Company pursuant to Section 336 of Part XV of the SFO and so far as is known to or can be ascertained after reasonable enquiries by our Directors, the persons (other than our Directors or chief executive of our Company) who were directly or indirectly interested in 5% or more in the Shares and underlying Shares of our Company are as follows:

Long positions in the Shares of our Company

主要股東

於上市日期，根據本公司遵照證券及期貨條例第XV部第336條存置之股份及相關股份權益及淡倉登記冊，以及據董事目前所知或於作出合理查詢後所確定，直接或間接擁有本公司股份及相關股份5%或以上權益之人士（董事或本公司最高行政人員除外）如下：

於本公司股份之好倉

Name of shareholder	Nature of interests	Number of Shares held	Approximate percentage of the issued share capital of our Company (%) 佔本公司已發行股本概約百分比(%)
股東名稱	權益性質	所持股份數目	股本概約百分比(%)
Vistra Trust (BVI) Limited	Trustee of a trust	226,350,000	56.59
Vistra Trust (BVI) Limited	信託受託人		
Glory Reach	Interest in controlled corporation (Note)	226,350,000	56.59
榮達	於受控法團的權益(附註)		
Fast Achieve	Interest in controlled corporation (Note)	226,350,000	56.59
速達	於受控法團的權益(附註)		
Foison Amber Development	Beneficial owner (Note)	226,350,000	56.59
榮珀發展	實益擁有人(附註)		
Ms. Zhang Huiqi	Interest in controlled corporation and protector/beneficiary of a trust (Note)	226,350,000	56.59
張惠琪女士	於受控法團的權益及信託保護人／信託受益人(附註)		
Eco-Victory Limited ("Eco-Victory")	Beneficial owner	73,650,000	18.41
盈域有限公司(「盈域」)	實益擁有人		

Note: 226,350,000 Shares are directly held by Foison Amber Development, which is indirectly wholly-owned by Vistra Trust (BVI) Limited, the trustee of the Blossom Trust established on 16 August 2019 by Ms. Huang Yanping as the settlor, with Ms. Zhang acting as the protector and Ms. Zhang and her descendants being appointed as discretionary beneficiaries. Foison Amber Development is wholly-owned by Fast Achieve. Fast Achieve is a wholly-owned subsidiary of Glory Reach, which in turn is wholly-owned by Vistra Trust (BVI) Limited, as the trustee of the Blossom Trust. Pursuant to the trust instrument governing the Blossom Trust, Ms. Zhang as the protector of the Blossom Trust has the control over the Blossom Trust. Accordingly, Ms. Zhang as protector of the Blossom Trust is deemed to be interested in the Shares held by Foison Amber Development.

Save as disclosed above, as at the Listing Date, no person other than our Directors whose interests are set out in the above section headed “Directors’ and Chief Executive’s Interests and Short Positions in Securities”, had registered an interest of 5% or more in the issued share capital of our Company, and short positions in the Shares and underlying Shares that was required to be recorded in the register of interest pursuant to Section 336 of Part XV of the SFO.

DIRECTORS’ INTEREST IN A COMPETING BUSINESS

In order to avoid any future competition with our Group, on 18 February 2020, Ms. Zhang Huiqi, Foison Amber Development, Glory Reach and Fast Achieve, entered into a deed of non-competition (the “Deed of Non-Competition”) with our Company. The independent non-executive Directors did not review the status of compliance stated in the Deed of Non-Competition for the Year as the Deed of Non-Competition was entered in 2020.

附註：226,350,000股股份由榮珀發展直接持有，而榮珀發展由Vistra Trust (BVI) Limited(豐華信託的受託人)間接全資擁有。豐華信託由黃燕萍女士作為財產授予人於二零一九年八月十六日成立，由張女士擔任保護人以及張女士及其後裔獲委任為酌情受益人。榮珀發展由速達全資擁有。速達為榮達的全資附屬公司，而榮達則由Vistra Trust (BVI) Limited(作為豐華信託的受託人)全資擁有。根據規管豐華信託的信託工具，張女士作為豐華信託的保護人對豐華信託擁有控制權。因此，張女士作為豐華信託的保護人被視為在榮珀發展所持股份中擁有權益。

除上文所披露者外，於上市日期，概無任何人士(董事除外，有關之權益已載於上文「董事及最高行政人員於證券中的權益及淡倉」一節內)登記於本公司已發行股本中5%或以上之權益及股份或相關股份中之淡倉，而根據證券及期貨條例第XV部第336條該等權益或淡倉須記入權益登記冊。

董事於競爭業務之權益

為避免日後與本集團出現任何競爭，於二零二零年二月十八日，張惠琪女士、榮珀發展、榮達和速達與本公司訂立不競爭契據(「不競爭契據」)。由於不競爭契據乃於二零二零年簽訂，因此獨立非執行董事並未檢視本年度不競爭契據中規定的合規狀況。



Ms. Zhang Huiqi, our non-executive Director and one of our Controlling Shareholders (as defined under the Listing Rules), and her close associates have been conducting other business or holding interest in Henan Zensun Property Management Co., Ltd.* (河南正商物業管理有限公司) (“Zensun PM”), a company established in the PRC and indirectly wholly-owned by Henan Zensun Enterprise Development Group Co., Ltd.* (河南正商企業發展集團有限責任公司) as at the Listing Date, which focused primarily on property management services for residential properties. Our Directors are of the view that there are clear business delineations between our Group and Zensun PM due to the differences in business scope, customer base, and as well as segregated management and employees. Therefore, our Directors consider that the business operation of Zensun PM does not compete, and is not likely to compete, either directly or indirectly, with the business of our Group.

Save as disclosed above, as at the Listing Date, none of our Directors was interested in any business apart from our Group’s business, which competed or was likely to compete, either directly or indirectly, with our Group’s businesses

EQUITY-LINKED AGREEMENT

No equity-linked agreements were entered into by our Group during the Year or subsisted at the end of the Year.

CORPORATE GOVERNANCE

Detailed information on our Company’s corporate governance practices is set out in the Corporate Governance Report on pages 48 to 66.

PUBLIC FLOAT

As at the latest practicable date prior to the date of this annual report, our Company has maintained the prescribed public float under the Listing Rules, based on the information that is publicly available to our Company and within the knowledge of our Directors.

我們的非執行董事及其中一名控股股東（定義見上市規則）張惠琪女士及其緊密聯繫人一直從事其他業務或於河南正商物業管理有限公司（「正商物業管理」，一家於中國成立的公司，於上市日期由河南正商企業發展集團有限責任公司間接全資擁有）持有權益，該公司主要專注於住宅物業的物業管理服務。董事認為，由於業務範疇不同、客戶基礎不同以及管理層與僱員分離，本集團與正商物業管理之間有明確的業務區分。因此，董事認為，正商物業管理的業務營運並無直接或間接與本集團的業務構成競爭及可能構成競爭。

除上文所披露者外，於上市日期，除本集團業務外，概無董事於與本集團業務直接或間接競爭或可能與本集團業務直接或間接競爭的任何業務中擁有權益。

股票掛鈎協議

本集團於本年度期間並無訂立或於本年度末存續任何股票掛鈎協議。

企業管治

本公司企業管治常規的詳情載於第48至66頁企業管治報告。

公眾持股量

根據本公司所得公開資料及據董事所知，截至本年報日期前的最後實際可行日期，本公司已維持上市規則規定之公眾持股量。

IMPORTANT EVENTS SINCE THE YEAR END

(i) Completion of the Listing

On 9 March 2020, our Company was listed on the Main Board of the Stock Exchange. The net proceeds from the Global Offering amounted to approximately HK\$167.8 million (after deduction of underwriting fees and commissions and other estimated expenses in connection with the Global Offering).

(ii) Outbreak of coronavirus disease

Since the COVID-19 outbreak in early 2020, a series of precautionary and control measures have been implemented across the country. Our Group will continue to pay close attention to the development of the COVID-19 outbreak and evaluate its impact on the financial position and operating results of the Group. As at the date of this report, our Group was not aware of any material adverse effects on the financial statements as a result of the COVID-19 outbreak.

AUDIT COMMITTEE

The audit committee (the "Audit Committee") comprises three independent non-executive Directors, namely Mr. Feng Zhidong (Chairman), Mr. Zhou Sheng and Mr. Xu Chun. The Audit Committee is primarily responsible to assist the Board in reviewing and monitoring the financial reporting process, risk management and internal control systems of our Group, overseeing the audit process and performing other duties and responsibilities as may be assigned by the Board from time to time.

The Audit Committee has reviewed, with Company's management, the accounting principles and practices adopted by our Group, and discussed, among other things, auditing and financial reporting matters including a review of the consolidated results of our Group for the Year.

年結後之重大事項

(i) 完成上市

於二零二零年三月九日，本公司於聯交所主板上市。全球發售所得款項淨額約為167.8百萬港元（經扣除與全球發售相關的包銷費用及佣金以及其他估計開支）。

(ii) 新型冠狀病毒爆發

自二零二零年初爆發新型冠狀病毒以來，已在全國範圍內實施一系列預防和控制措施。本集團將繼續密切關注新型冠狀病毒疫情的發展，並評估其對本集團財務狀況及經營業績的影響。截至本報告日期，本集團並未知悉因新型冠狀病毒爆發而對財務報表造成任何重大不利影響。

審核委員會

審核委員會（「審核委員會」）由三名獨立非執行董事馮志東先生（主席）、周勝先生及徐春先生組成。審核委員會主要負責協助董事會檢討及監察本集團的財務報告程序、風險管理及內部監控系統、監督審核程序及履行董事會不時委派的其他職責及責任。

審核委員會已與公司管理層檢討本集團所採用的會計準則及慣例，並討論（其中包括）審核與財務報告事宜，包括審閱本集團本年度之經審核綜合業績。



ANNUAL GENERAL MEETING

The 2020 AGM will be held on Wednesday, 10 June 2020 and the notice of 2020 AGM will be published and despatched to the Shareholders in the manner as required by the Listing Rules in due course.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders who are entitled to attend and vote at the 2020 AGM, the register of members of our Company will be closed from Friday, 5 June 2020 to Wednesday, 10 June 2020, both days inclusive, during which period no transfer of shares of our Company will be registered. In order to qualify for attending and voting at the 2020 AGM, unregistered holders of shares of our Company should ensure that all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the office of our Company's Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 4 June 2020.

AUDITOR

The consolidated financial statements have been audited by Ernst & Young, who will retire and, being eligible, offer themselves for reappointment at the 2020 AGM.

On behalf of the Board

ZHU JIE

Chairman and Chief Executive Officer

30 March 2020

股東週年大會

二零二零年股東週年大會將於二零二零年六月十日(星期三)舉行，而本公司將於適當時候根據上市規則規定之方式刊發及向股東寄發二零二零年股東週年大會通告。

暫停辦理股份過戶登記手續

為釐定股東出席本公司二零二零年股東週年大會及於會上投票之資格，本公司將由二零二零年六月五日(星期五)至二零二零年六月十日(星期三)(首尾兩天包括在內)暫停辦理股份過戶登記手續，於此期間將不會辦理任何本公司股份過戶登記。為符合出席二零二零年股東週年大會及於會上投票之資格，未登記為本公司股份持有人之人士務請將所有過戶文件連同相關股票及適用過戶表格，於二零二零年六月四日(星期四)下午四時三十分前送交本公司股份過戶登記處卓佳證券登記有限公司辦公室，地址為香港皇后大道東183號合和中心54樓，以便辦理股份過戶登記手續。

核數師

綜合財務報表由安永會計師事務所審核，其將退任並符合資格於二零二零年股東週年大會重選連任。

承董事會命

主席兼行政總裁

朱杰

二零二零年三月三十日



CORPORATE GOVERNANCE REPORT

企業管治報告

Our Company is committed to maintain a high standard of corporate governance. The Board believes that the adoption and adherence to the recognised standards of corporate governance principles and practices are one of the key factors to the success of our Company. Good corporate governance provides a framework for our Group to safeguard the interests of our Shareholders, enhance corporate value, improve its accountability and transparency in operations, and formulate its business strategies and policies.

CORPORATE GOVERNANCE PRACTICES

Our Company is committed to achieving and maintaining high standards of corporate governance consistent with the needs and requirements of our business and the Shareholders.

As our Company was not yet listed on the Main Board of the Stock Exchange until the Listing Date, the Corporate Governance Code ("CG Code") was not applicable to our Company during the period under review.

Since the Listing Date and up to the date of this annual report (the "Reporting Period"), our Company has applied the principles and complied with all code provisions ("Code Provisions") and, where applicable, the recommended best practices of the CG Code as set out in Appendix I4 to the Listing Rules, save and except for the deviation from Code Provision A.2.1 of the CG Code as detailed below.

Pursuant to Code Provision A.2.1 of the CG Code, the roles of chairman and chief executive of our Company should be segregated. Our Company is of the view that it is in beneficial to the management of our Group that Mr. Zhu Jie, with his extensive expertise in the property management industry, shall continue in his dual capacity as chairman and chief executive officer. The balance of power and authority is ensured by the operation of the senior management and our Board, both of which comprise experienced and high-caliber individuals.

本公司致力維持高水平的企業管治。董事會相信，採納及遵守企業管治原則及常規的公認標準是本公司成功的關鍵因素之一。良好的企業管治為本集團提供框架，以維護其股東的利益，提高企業價值，改善其問責制和運營透明度，以及制訂其業務戰略和政策。

企業管治常規

本公司致力達到並維持符合業務及股東需求和要求的高水平企業管治。

直至上市日期前，本公司尚未在聯交所主板上市，故於回顧期內，企業管治守則（「企業管治守則」）並不適用於本公司。

自上市日期至本年報日期（「報告期」），本公司一直應用原則並遵守所有守則條文（「守則條文」）及上市規則附錄十四所載企業管治守則的建議最佳慣例（如適用，除偏離企業管治守則守則條文第A.2.1外）。

根據企業管治守則守則條文第A.2.1條，本公司主席及行政總裁的角色應有區分。本公司認為朱杰先生的物業管理行業經驗豐富，由彼繼續兼任主席及行政總裁乃有利於本集團管理。高級管理層及董事會（雙方均由經驗豐富及優秀個人組成）運作將確保權力及授權分佈均衡。



MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

Our Company has adopted the Model Code as set out in Appendix I0 to the Listing Rules. Our Company has made specific enquiries with all Directors and each of them confirmed that they have complied with the required standards set out in the Model Code during the Reporting Period.

Our Company has adopted a code of conduct regarding securities transactions by the relevant employees of our Group who are considered likely to be in possession of unpublished inside information of our Company or its securities on no less exacting terms than the Model Code in relation to their dealings in the securities of our Company pursuant to Code Provision A.6.4 of the CG Code. To the best knowledge and belief of our Directors, all relevant employees have fully complied with the required standard of such code.

BOARD OF DIRECTORS

Overall Accountability

The Board is accountable to the Shareholders of our Company and in discharging its corporate accountability, every Director is required to pursue excellence in the interests of our Shareholders and fulfil his or her fiduciary duties by applying the required level of skills, care and diligence to a standard in accordance with the statutory requirements.

Board Responsibilities and Delegation

Our Company is headed by an effective Board which is responsible for leadership and control of our Company and formulating strategic directions and monitoring performance of our business. The executive Director is delegated with the authorities and responsibilities for the day-to-day management of our Group, operational and business decisions within the control and delegation framework of our Group. The NEDs (including INEDs) contribute valuable views, professional opinions and proposals for the Board's deliberation and decisions.

董事及相關僱員進行證券交易的 標準守則

本公司已採納上市規則附錄十所載的標準守則。本公司已向全體董事作出特定查詢，而各董事確認彼等於報告期內已遵守標準守則所載的所需標準。

根據企業管治守則守則條文A.6.4條，本公司已對被視為可能擁有未經發佈本公司或其證券內幕消息之本集團相關僱員就彼等買賣本公司證券採納一套證券交易行為守則，條款之嚴謹程度不遜於標準守則。據董事所深知及確信，所有相關僱員已全面遵守該守則所載之規定標準。

董事會

整體問責性

董事會須向本公司股東負責，並履行其企業責任，每名董事須追求卓越，符合股東利益，按法規規定應用所需技能、謹慎且竭盡所能達成其誠信責任。

董事會的責任及授權

本公司由有效率之董事會領導，其負責領導和控制本公司，並制訂戰略方向和監督業務表現。執行董事獲授予於本集團的監控及授權框架內對本集團進行日常管理及作出經營及業務決策的權力及責任。非執行董事（包括獨立非執行董事）貢獻寶貴見解、專業意見及建議，供董事會考慮及決策。

The Board is also responsible for maintaining and reviewing the effectiveness of the risk management and internal control systems of our Group. It has carried out review of the existing implemented systems, including control measures of financial and operational compliance of our Group.

The Board has established Board committees and has delegated various responsibilities to these Board committees as set out in their respective terms of reference.

Daily management and administration functions are delegated to the management. The Board delegated various responsibilities to the senior management of our Company. These responsibilities include implementing decisions of the Board, directing and coordinating day-to-day operation and management of our Company in accordance with the management strategies and plans approved by the Board, formulating and monitoring the operation and production plans and budgets, and supervising and monitoring the control systems.

The Board reserves for its decisions all major matters of our Company, including appointment of new Directors, approval of financial statements, dividend policy, significant accounting policies, material contracts, significant appointments such as company secretary and external auditors, terms of reference of Board committees, major corporate policies such as code of conduct, and other significant financial and operational matters.

All Directors have full and timely access to all the information of our Company and may, upon request, seek independent professional advice in appropriate circumstances at our Company's expenses for discharging their duties to our Company. The Directors having material interest in the matter shall abstain from voting at such Board meeting and the INEDs with no conflict of interest shall attend at such meeting to deal with the matters. All Directors ensure that they can give sufficient attention to discharge their responsibilities to the affairs of our Company and our Directors have disclosed to our Company the identity and nature of offices held in any public organisation and other significant commitments on an annual basis.

董事會亦負責維持及審閱本集團風險管理及內部監控系統的效能，並已對現時實行的系統進行審閱程序，其中包括審閱本集團財務和經營合規的監控措施。

董事會已設立董事委員會，並賦予該等董事委員會不同責任，詳情載於其各自的職權範圍。

管理層獲委派日常管理和行政職能。董事會將若干職責委派給本公司的高級管理層。這些職責包括執行董事會的決策，根據董事會批准的管理策略和計劃指導和協調本公司的日常營運和管理，制訂和監控營運及生產計劃和預算，以及監督和監控控制系統。

董事會亦保留對本公司所有重大事宜的決定，包括委任新董事、批准財務報表、股息政策、重大會計政策、重大合約、如委任公司秘書及外聘核數師等重大委任、董事委員會之職權範圍、主要公司政策如行為守則等，以及其他重要財務及營運事宜。

所有董事均可充分、及時獲取本公司的所有資料，並可應要求在適當情況下為履行其對本公司的職責而尋求獨立專業意見，費用由本公司承擔。對擁有重大利益的事宜，相關董事須於有關董事會議放棄投票，而沒有利益衝突的獨立非執行董事則須出席該會議以處理有關事宜。全體董事保證彼等可給予足夠重視以履行其對本公司事務的職責，董事每年向本公司披露於任何公共組織所擔任職位的身份及性質以及其他重大承擔。



Composition of the Board

The Board currently comprise seven Directors including one executive Director, three non-executive Directors (“NEDs”) and three independent non-executive Directors (“INEDs”). The biographical details of our Directors and the senior management of our Group are set out on pages 23 to 33 of this annual report. The Board members do not have any family, financial, business or other material/relevant relationship(s) with each other.

Executive Director, Chairman and Chief Executive Officer

As at the date of this annual report, there is one executive Director, namely Mr. Zhu Jie. He is also the Chairman of the Board and Chief Executive Officer of our Company. He is primarily responsible for the overall management and strategic planning of our Group’s business operations. He provides strategic direction to our Group, takes primary responsibility for ensuring good corporate governance practices with necessary procedures established and ensures the effective implementation of corporate strategy and policies.

Non-executive Directors

As at the date of this annual report, there are three NEDs, namely Ms. Zhang Huiqi, Mr. Wang Jinhu and Mr. Liu Zhenqiang. Ms. Zhang Huiqi is primarily responsible for our Group’s business development and investor relations. Mr. Wang Jinhu and Mr. Liu Zhenqiang are primarily responsible for providing strategic advice to the Board.

董事會的組成

董事會目前由七名董事組成，包括一名執行董事、三名非執行董事（「非執行董事」）和三名獨立非執行董事（「獨立非執行董事」）。董事及本集團高級管理層之履歷詳情載於本年報第23至33頁。董事會成員之間概無存在任何家屬、財務、業務或其他重大／相關關係。

執行董事、主席兼行政總裁

於本年報日期，本公司有一名執行董事朱杰先生。彼亦為本公司董事會主席兼行政總裁。彼主要負責本集團業務營運的整體管理及策略規劃。彼為本集團提供策略方向，主要負責確保已設立良好企業管治常規及所需程序，並確保有效執行企業策略及政策。

非執行董事

於本年報日期，本公司有三名非執行董事張惠琪女士、王金虎先生和劉振強先生。張惠琪女士主要負責本集團業務發展及投資者關係。王金虎先生及劉振強先生主要負責向董事會提供策略意見。

Independent Non-executive Directors and their Independence

As at the date of this annual report, there are three INEDs including Mr. Xu Chun, Mr. Feng Zhidong and Mr. Zhou Sheng. Our Company has appointed a sufficient number of INEDs in accordance with Rules 3.10(1) and 3.10A of the Listing Rules. With Mr. Feng Zhidong's working experience and academic background in accounting, our Company considers that he possesses the appropriate professional qualifications, accounting and related financial management expertise as required under Rule 3.10(2) of the Listing Rules.

Our Company has already received annual confirmation letters of independence from all the INEDs and each of them have declared fulfilment of all the guidelines for assessing independence in accordance with Rule 3.13 of the Listing Rules. Accordingly, the Board considers that all INEDs are independent as defined in the Listing Rules.

All our Directors, including the NEDs and INEDs, have entered into service agreements with our Company under which all Directors must retire by rotation at least once every three years, and no Director shall hold office for a continuous period in excess of three years, or past the third annual general meeting, following the Director's appointment or re-election, whichever is longer, without submitting himself/herself for re-election at the annual general meeting.

In compliance with Code Provision A.3.2 of the CG Code, an updated list of our Directors identifying their role and function are available on the websites of our Company (www.xingyewulian.com) and the Stock Exchange (www.hkex.com.hk). Our Company will review the composition of the Board from time to time to ensure that the Board possesses the appropriate and necessary expertise, skill and experience to meet the needs of our Group's business and to enhance the Shareholders' value.

獨立非執行董事及彼等之獨立性

於本年報日期，本公司有三名獨立非執行董事，包括徐春先生、馮志東先生和周勝先生。本公司已根據上市規則第3.10(1)及3.10A條委任足夠數目之獨立非執行董事。憑藉馮志東先生的工作經驗以及彼於會計之學歷，本公司認為彼擁有上市規則第3.10(2)條規定的適當專業資格、會計及相關財務管理專業知識。

本公司已向所有獨立非執行董事取得年度獨立性確認書，而彼等各自均聲明已符合所有根據上市規則第3.13條評估獨立性之指引。因此，董事會認為所有獨立非執行董事均為上市規則所界定之獨立人士。

所有董事（包括非執行董事及獨立非執行董事）已與本公司訂立服務協議，據此，所有董事必須最少每三年輪值退任一次，於董事委任或重選連任後，概無董事可未經於股東週年大會上重選連任而持續連任超過三年，或通過第三屆股東週年大會，以較長者為準。

為遵守企業管治守則守則條文第A.3.2條，列明其角色及職能之最新董事名單，可在本公司網站(www.xingyewulian.com)及聯交所網站(www.hkex.com.hk)查閱。本公司將不時檢討董事會之組成，確保董事會擁有適當及所需之專長、技能及經驗，以滿足本集團業務需要，並提升股東價值。



Board Meetings and Directors' Attendance Records

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. At least 14 days' notice for each regular meeting should be given to all Directors. All such minutes should be kept by our Company Secretary and are open for inspection at any reasonable time on reasonable notice by any Director. Apart from regular Board meetings, the Chairman should at least annually hold meetings with the INEDs without the presence of other Directors.

Our Company had not been listed on the Stock Exchange during the Year, and was only listed on the Stock Exchange on the Listing Date. During the Reporting Period, one Board meeting was held, at which our Directors approved, among other things, the annual results of our Group for the Year.

Liability Insurance for our Directors

Our Company has arranged for appropriate liability insurance to indemnify its Directors against liabilities arising out of legal action on corporate activities. Such insurance coverage will be reviewed on an annual basis.

DIRECTORS' TRAINING AND CONTINUOUS PROFESSIONAL DEVELOPMENT

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. Each newly appointed Director is provided with necessary induction and information to ensure that he/she has a proper understanding of our Company's operations and businesses as well as his/her responsibilities under relevant statutes, laws, rules and regulations.

董事會會議及董事的出席記錄

董事會例會應每年至少舉行四次，大部分董事親身或透過電子通訊方法積極參與。每次舉行例會前，全體董事均須於至少十四日前獲發通知。所有有關會議記錄須由本公司秘書保管，可供任何董事在發出合理通知後於任何合理時間查閱。除董事會例會外，主席須在其他董事缺席下與獨立非執行董事會每年至少舉行一次會議。

本公司於本年度內尚未於聯交所上市，於上市日期方於聯交所上市。於報告期間，本公司舉行了一次董事會會議，董事於會上批准（其中包括）本集團本年度的全年業績。

董事之責任保險

本公司已為董事安排合適的責任保險，以彌償其董事因企業活動的法律訴訟承擔責任。該等保險覆蓋的保障按年檢討。

董事培訓及持續專業發展

董事須掌握監管動向，以有效執行彼等的職責及確保彼等對董事會作出知情及相關的貢獻。每名新委任的董事均獲提供必要的入職培訓及資料，確保其對本公司的營運及業務以及其於相關法規、法例、規則及規例下的責任有適當程度的了解。

Directors should participate in continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and training materials or briefings on relevant topics such as updates on the Listing Rules and relevant financial or accounting standards would be provided to Directors where appropriate.

Prior to the Listing Date, all Directors have been given training regarding the directors' duties and responsibilities, corporate governance and regulatory updates and relevant reading materials including compliance manual, legal and regulatory updates, seminar handouts have been provided to our Directors for their reference and studying.

BOARD COMMITTEES

The Board has established three Board committees including the Audit Committee, the remuneration committee (the "Remuneration Committee") and the nomination committee (the "Nomination Committee") to assume responsibilities for and to oversee particular aspects of our Company's affairs. All Board committees of our Company are established with specific written terms of reference which deal clearly with their authorities and duties. The terms of reference of the Audit Committee, Remuneration Committee and Nomination Committee are posted on our Company's website and the Stock Exchange's website and are available to Shareholders upon request.

All Board committees are provided with sufficient resources to discharge their duties and are empowered to obtain independent professional advice at our Company's expenses in appropriate circumstances.

董事應參與持續專業發展以建立和更新本身的知識及技能。本公司為董事安排內部簡介會，並在適當情況下向董事提供相關主題（例如上市規則及相關財務或會計準則的更新）的培訓材料或簡介會。

於上市日期前，所有董事已就董事職責及責任、企業管治和監管更新資料接受培訓，並獲提供包括合規手冊、法律及監管更新資料以及研討會資料等相關閱讀材料，以供彼等參考及研讀。

董事委員會

董事會已設立三個董事委員會，包括審核委員會、薪酬委員會（「薪酬委員會」）和提名委員會（「提名委員會」），以承擔本公司特定方面的事務之職責，並就此進行監督。本公司所有董事委員會均設有特定書面職權範圍，明確指明其職權及職責。審核委員會、薪酬委員會及提名委員會職權範圍刊登於本公司網站及聯交所網站，並可按要求供股東查閱。

所有董事委員會已獲提供充足資源，以履行其委員會的職責，且授權在合適的情況下諮詢獨立專業意見，費用由本公司承擔。



Audit Committee

The Audit Committee consists of three INEDs, namely Mr. Feng Zhidong, Mr. Zhou Sheng and Mr. Xu Chun. Mr. Feng Zhidong, the chairman of the Audit Committee, possesses the appropriate professional qualifications, accounting and related financial management expertise as required under Rule 3.10(2) of the Listing Rules.

The terms of reference of the Audit Committee are in compliance with the CG Code as set out in Appendix 14 to the Listing Rules. The primary duties of the Audit Committee are, among others, to review the financial information, oversee the financial reporting system, risk management and internal control procedures, and to be primarily responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditor.

Due to the fact that our Company was listed on 9 March 2020, no Audit Committee meeting was held during the Year. During the Reporting Period, the Audit Committee held a meeting on 30 March 2020 to review, among others, our Group's consolidated financial statements for the Year, including the accounting principles and practices, in conjunction with our Company's external auditor; and appropriateness and effectiveness of risk management and internal control systems for the year ended 31 December 2019. The Audit Committee endorsed the accounting treatment adopted by our Company, and the Audit Committee had to the best of its ability assured itself that the disclosure of the financial information in the Annual Report 2019 has complied with the applicable accounting standards and the Listing Rules and the Hong Kong Companies Ordinance. The Audit Committee therefore resolved to recommend for the Board's approval the consolidated financial statements for the Year.

The Audit Committee also recommended to the Board the reappointment of Ernst & Young as the auditor of our Company and that the relevant resolution shall be put forth for it Shareholders' consideration and approval at the 2020 AGM.

審核委員會

審核委員會由三名獨立非執行董事組成，即馮志東先生、周勝先生及徐春先生。審核委員會主席馮志東先生擁有上市規則第3.10(2)條規定的適當專業資格、會計及相關財務管理專業知識。

審核委員會之職權範圍符合上市規則附錄十四所載之企業管治守則。審核委員會主要職責乃（其中包括）審閱財務資料、監察財務報告制度、風險管理及內部監控程序，並主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議。

由於本公司於二零二零年三月九日上市，本年度內並未舉行審核委員會會議。報告期內，審核委員會於二零二零年三月三十日舉行會議，聯同本公司的外聘審計師審閱本集團本年度的綜合財務報表，包括會計準則及慣例，以及檢討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監控制度是否合適有效等。審核委員會贊同本公司所採納的會計處理方式，並已盡力確保二零一九年年報披露的財務資料符合適用的會計準則及上市規則及香港公司條例之規定。因此，審核委員會決議建議董事會批准通過本年度的綜合財務報表。

審核委員會亦向董事會建議續聘安永會計師事務所為本公司核數師，並建議將有關決議案於二零二零年股東週年大會上提呈予股東審議及批准。

Remuneration Committee

The Remuneration Committee consists of three INDEs, namely Mr. Zhou Sheng, Mr. Feng Zhidong, and Mr. Xu Chun. Mr. Zhou Sheng is the chairman of the Remuneration Committee.

The terms of reference of the Remuneration Committee are in compliance with the CG Code as set out in Appendix 14 to the Listing Rules. The primary duties of the Remuneration Committee include but are not limited to (1) making recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; (2) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives; (3) making recommendations to the Board on the remuneration of non-executive Directors; (4) reviewing and approving compensation payable to executive Directors and senior management of the Company for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive; (5) determining the criteria for assessing employee performance, which should reflect the Company's business objectives and targets; and (6) ensuring that no Director or any of his/her associates (as defined in the Listing Rules) is involved in deciding his/her own remuneration.

Due to the fact that our Company was listed on 9 March 2020, no Remuneration Committee meeting was held during the Year. During the Reporting Period, the Remuneration Committee held a meeting on 30 March 2020 to review and approve the remuneration of the executive Directors, the NEDs and INEDs.

Details of our Directors' remuneration are set out in note 8 in the Notes to Financial Statements for the Year.

薪酬委員會

薪酬委員會由三名獨立非執行董事組成，即周勝先生、馮志東先生及徐春先生。周勝先生為薪酬委員會主席。

薪酬委員會之職權範圍符合上市規則附錄十四所載之企業管治守則。薪酬委員會主要職責包括但不限於：(1)就本公司全體董事及高級管理人員的薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；(2)因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；(3)就非執行董事的薪酬向董事會提出建議；(4)檢討及批准向本公司執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；(5)釐定評估僱員表現的準則，有關準則須反映本公司的業務目的及目標；及(6)確保任何董事或其任何聯繫人(定義見上市規則)不得參與釐定其自己的薪酬。

由於本公司於二零二零年三月九日上市，本年度內並未舉行薪酬委員會會議。報告期內，薪酬委員會於二零二零年三月三十日舉行會議，以審議及批准執行董事、非執行董事及獨立非執行董事的薪酬。

董事薪酬詳情載於本年度財務報表附註8。



Nomination Committee

The Nomination Committee consists of three members, being one executive Director, namely Mr Zhu Jie and two INEDs, namely Mr. Zhou Sheng and Mr. Xu Chun. Mr. Zhu Jie is the chairman of the Nomination Committee.

The terms of reference of the Nomination Committee are in compliance with the CG Code as set out in Appendix 14 to the Listing Rules. The primary duties of the Nomination Committee include but are not limited to (1) reviewing the structure, size and composition (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (2) identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board; (3) assessing the independence of independent non-executive Directors; and (4) making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive officer, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate.

Due to the fact that our Company was listed on 9 March 2020, no Nomination Committee meeting was held during the Year. During the Reporting Period, the Remuneration Committee held a meeting on 30 March 2020 to review the current structure and composition of the Board and recommended Mr. Liu Zhenqiang, Mr. Wang Jinhu and Mr. Feng Zhidong to retire, and being eligible, offered themselves for re-election in the 2020 AGM pursuant to Article 84(1) and (2) of the Articles of Association and Code Provision A.4.2 of the CG Code.

提名委員會

提名委員會由三名成員組成，即一名執行董事朱杰先生及兩名獨立非執行董事周勝先生及徐春先生。朱杰先生為提名委員會主席。

提名委員會之職權範圍符合上市規則附錄十四所載之企業管治守則。提名委員會主要職責包括但不限於：(1)至少每年檢討董事會的架構、人數及組成（包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期方面），並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；(2)物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提供意見。於識別合適人選時，委員會應以用人唯賢的準則，根據客觀標準考慮有關人選，並適當考慮董事會成員多元化的好處；(3)評核獨立非執行董事的獨立性；及(4)因應本公司的公司策略及日後需要的技能、知識、經驗及多元化組合，與董事會（如適用）就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃向董事會提出建議。

由於本公司於二零二零年三月九日上市，本年度內並未舉行提名委員會會議。報告期內，提名委員會於二零二零年三月三十日舉行會議，以檢討董事會目前的架構及組成，並建議劉振強先生、王金虎先生及馮志東先生根據組織章程細則第84(1)及(2)條及企業管治守則守則條文第A.4.2條於二零二零年股東週年大會上退任，且彼等符合資格並願意重選連任。

Board Diversity Policy

Our Company recognises and embraces the benefit of having a diverse Board and considers the increasing diversity at the Board level as an essential element in supporting the attainment of our strategic objectives and its sustainable development. Our Company has adopted a Board Diversity Policy which sets out the objective and approach to achieve and maintain diversity of the Board (the "Board Diversity Policy").

The Nomination Committee is delegated by the Board to be responsible for reviewing and ensuring the effectiveness and compliance with the Board Diversity Policy. The Nomination Committee will consider the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

The Nomination Committee shall consider candidates on Board appointments on merit and against objective criteria, with due regard for the benefits and diversity on the Board. Having reviewed the Board Diversity Policy and the Board's composition, our Company is satisfied that the composition of the Board satisfies the Board Diversity Policy.

Corporate Governance Functions

The Board is responsible for performing the functions set out in the Code Provision D.3.1 of the CG Code. During the Reporting Period, the Board had reviewed our Company's corporate governance policies and practices, training and continuous professional development of directors and senior management, our Company's policies and practices on compliance with legal and regulatory requirements and our Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

董事會多元化政策

本公司認同並深信董事會多元化裨益良多，並認為在董事會層面提升多元化為支持我們實現策略目標及其可持續發展的必要元素。本公司已採納董事會多元化政策，其中載列實現及維持董事會多元化的目標及方法（「董事會多元化政策」）。

提名委員會由董事會授權，將負責審閱及確保董事會多元化政策行之有效及得到遵從。提名委員會將從多角度考慮董事會多元化，包括但不限於性別、年齡、文化及教育背景、族裔、專業經驗、技能、知識及服務年期。

提名委員會應以用人唯賢的準則，根據客觀標準考慮董事會委任人選，並適當考慮董事會的多元化及好處。經審查董事會多元化政策和董事會組成後，本公司信納，董事會組成符合董事會多元化政策。

企業管治職能

董事會負責履行企業管治守則守則條文第D.3.1條所載的職能。報告期內，董事會已審閱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情況、本公司於遵守法律及監管規定方面的政策及常規及本公司遵守企業管治守則的情況以及於本企業管治報告內的披露。



ATTENDANCE RECORDS OF DIRECTORS

The attendance records of each Director at the Board and Board committee meetings since the Listing Date and up to the date of this annual report are set out in the table below:

董事出席記錄

下表載列於上市日期至本年報日期董事會及董事委員會會議上各董事的出席記錄：

Name of Director	董事姓名	Attendance/Number of Meetings held 出席情況／已舉行會議次數			
		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
Executive Director	執行董事				
Mr. Zhu Jie	朱杰先生	1/1	N/A 不適用	N/A 不適用	1/1
Non-executive Directors	非執行董事				
Ms. Zhang Huiqi	張惠琪女士	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Wang Jinhu	王金虎先生	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Liu Zhenqiang	劉振強先生	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Independent non-executive Directors	獨立非執行董事				
Mr. Xu Chun	徐春先生	1/1	1/1	1/1	1/1
Mr. Feng Zhidong	馮志東先生	1/1	1/1	1/1	N/A 不適用
Mr. Zhou Sheng	周勝先生	1/1	1/1	1/1	1/1

REMUNERATION OF AUDITORS

The remuneration paid/payable to our Company's external auditors, Ernst & Young, in respect of audit services and non-audit services for the Year amounted to RMB900,000 and RMB2,159,000, respectively. An analysis of the remuneration paid to the external auditors of our Company, Ernst & Young, in respect of audit services and non-audit services for the Year is set out below:

		Fees Paid/Payable 已付／應付費用 RMB'000 人民幣千元
Service Category	服務類別	
Audit Services	核數服務	900
Non-audit Services	非核數服務	
– Initial public offering of our Group	— 本集團首次公開發售	2,159
Total	總計	3,059

ACCOUNTABILITY AND AUDIT

Financial Statements and Financial Reporting

Our Directors acknowledge their responsibility for the preparation of the consolidated financial statements of our Group that give a true and fair view in accordance with applicable accounting standards and Companies Ordinance (Cap. 622 of the Laws of Hong Kong).

Our Directors also acknowledge their responsibilities to ensure that the announcements in relation to the consolidated financial statements on annual and interim results of our Group are published in a timely manner, within three months and two months respectively of the year end and the half-year period end.

The reporting responsibility of the external auditor of our Company on the consolidated financial statements of our Group are set out in "Independent Auditor's Report" on pages 67 to 74.

核數師薪酬

於本年度，本公司就核數服務及非核數服務已付／應付本公司外聘核數師安永會計師事務所的薪酬分別為人民幣900,000元及人民幣2,159,000元。於本年度，就核數服務及非核數服務已付本公司外聘核數師安永會計師事務所的薪酬分析載列如下：

問責性及審核

財務報表及財務報告

董事知悉彼等有責任編製本集團之綜合財務報表，並根據適用會計準則及公司條例（香港法例第622章）真實而公平地呈列。

董事亦知悉彼等有責任確保本集團就全年及中期業績之綜合財務報表之公告，分別於年結日後三個月及半年期結束後兩個月內儘快刊發。

本公司外聘核數師對本集團之綜合財務報表的申報責任載於第67頁至74頁「獨立核數師報告」。



Going Concern

Our Directors, having made appropriate enquiries, are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon our Group's ability to continue as a going concern. Our Directors are of the view that our Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate for our Group to adopt the going concern basis in preparing the consolidated financial statements.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board recognises its overall responsibilities for maintaining sound and effective risk management and internal control systems including a review on their effectiveness for achieving long-term sustainable development of our Group. The risk management and internal control systems, under a defined management structure with limits of authority, are designed for our Group to identify and manage the significant risks to pursue its business objectives, safeguard its assets against unauthorised use or disposition, enhance effectiveness and efficiency of its operations, ensure the maintenance of proper accounting records for reliable financial reporting, and ensure compliance with relevant laws and regulations. Such systems are designed to manage our risk exposures, primarily our operational risk, legal risk and liquidity risk, rather than eliminate risks of failure in the achievement of our Group's business objectives and can only provide reasonable, but not absolute assurance against material misstatement or loss.

The Board is responsible for the determination of our Group's risk profile within its acceptable tolerance levels in business operation, oversight of management in the design, implementation and monitoring of overall risk management process from risk identification, risk assessment, establishment of appropriate risk responses and regular risk evaluation and monitoring, so as to ensure the systems are effectively established and maintained.

持續經營

經作出適當查詢後，董事並不知悉任何重大不明朗事件或情況可能會影響本集團持續經營的能力。董事認為本集團擁有足夠資源在可見未來繼續營運，因此本集團適宜採納持續經營基準編製綜合財務報表。

風險管理及內部監控系統

董事會全面負責維持本集團健全及有效之風險管理及內部監控系統，包括對其有效性作出檢討，以助本集團達致長期持續發展。於界定管理架構及其權限下，風險管理及內部監控系統旨在協助本集團識別及管理於實現業務目標所面對之重大風險、保障資產免於未經授權挪用或處置、提高營運成效和效率、確保維護妥當之會計記錄以作出可靠財務申報，以及確保遵守相關法律法規。該等系統旨在管理我們的風險，主要為經營風險、法律風險及流動資金風險，而非消除未能實現本集團業務目標之風險，並僅可就避免重大錯誤陳述或損失提供合理但並非絕對的保證。

董事會負責為本集團就其業務營運上的可承受程度而確立風險組合、監督管理層從風險識別、風險評估、制訂合適的風險應對措施至定期風險檢討及監察的整體風險管理流程的設計、實施及監察，以確保有關系統可有效地制訂及維持。

The internal audit department is responsible for performing independent review of the adequacy and effectiveness of the risk management and internal control systems. The internal audit department examined key issues in relation to the accounting practices and all material controls and provided its findings and recommendations for improvement to the Audit Committee.

The Audit Committee assists the Board in establishing formal arrangements to apply financial reporting and internal control principles in accounting and financial matters to ensure compliance with the Listing Rules and all relevant laws and regulations. The Board has authorised the Audit Committee to be responsible for the oversight of our Group's risk management and internal control systems and reviewing the effectiveness of such systems on a yearly basis. Such review covers all important aspects of supervision, including financial, operational and compliance monitoring. Subject to recommendation from the Audit Committee, our Company will appoint external internal control advisor to perform periodic review of our Company's internal control system to evaluate the effectiveness and formulate plans and recommendations for improvement of its internal control measures and policies.

The Board, as supported by the Audit Committee as well as the internal audit report, reviewed the risk management and internal control systems for the year ended 31 December 2019, and considered that the risk management and internal control systems of our Group are effective and adequate. The review of the risk management and internal control systems of our Group is an ongoing process and the Board maintains a continuing commitment to strengthen our Group's control environment and processes.

COMPANY SECRETARY

Ms. Lu Shuang has been appointed as our Company's company secretary. Please refer to her biographical details which are set out in page 33 of this annual report. For the Year, Ms. Lu Shuang has undertaken not less than 15 hours of relevant professional training respectively in compliance with Rule 3.29 of the Listing Rules.

內部審核部門負責就風險管理及內部監控系統是否足夠及其成效進行獨立檢討。內部審核部門審查有關會計慣例及所有重大監控的主要事宜，並向審核委員會提交其發現及提供改進建議。

審核委員會協助董事會制訂正式安排，於會計及財務事宜應用財務申報及內部控制原則，以確保遵守上市規則及所有相關法律及法規。董事會已授權審核委員會，其有責任持續監督本集團的風險管理及內部控制系統，且對該系統的有效性進行年度檢討。該檢討涵蓋所有重要的監控方面，包括財務監控、運作監控及合規監控。在聽取審核委員會的推薦意見後，本公司將委任外界內部控制顧問定期檢查本公司內部控制系統，以評估成效及制訂規劃和推薦意見，務求改善內部控制措施及政策。

董事會在審核委員會以及內部審核調查報告的支持下，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，並認為本集團的風險管理及內部監控系統為有效及充份。對於本集團的風險管理及內部監控系統之檢討為持續過程，董事會會持續致力於加強本集團之監控環境及流程。

公司秘書

陸爽女士已獲委任為本公司之公司秘書。其履歷詳情載於本年報第33頁。於本年度，陸爽女士已根據上市規則第3.29條接受不少於15小時的相關專業培訓。



SHAREHOLDERS' RIGHTS

The Board recognises the importance of maintaining a clear, timely and effective communication with the Shareholders and investors of our Company. The Board also recognises that effective communication with our Company's investors is critical in establishing investor confidence and to attract new investors. Therefore, our Group is committed to maintaining a high degree of transparency to ensure the Shareholders and the investors of our Company will receive accurate, clear, comprehensive and timely information of our Group through the publication of annual reports, interim reports, announcements and circulars. Any significant events of our Group fall to be disclosed will be published in a timely, accurate and complete manner through the websites of our Company and the Stock Exchange, so as to safeguard our Shareholders' rights of information and participation.

Convening an Extraordinary General Meeting/Right to call an Extraordinary General Meeting

Pursuant to Article 58 of the Articles of Association, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of our Company carrying the right of voting at general meetings of our Company shall at all times have the right, by written requisition to the Board or the secretary of our Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionist himself may do so in the same manner, and all reasonable expenses incurred by the requisitionist as a result of the failure of the Board shall be reimbursed to the requisitionist by our Company.

股東權利

董事會深明與本公司股東及投資者保持明確、及時和有效聯繫的重要性。董事會亦深知與本公司投資者之有效溝通，乃建立投資者信心及吸引新投資者之關鍵。因此，本集團致力於保持高透明度，確保本公司股東及投資者通過刊發年報、中期報告、公告及通函，得到準確、清晰、完整而及時的本集團資料。本集團任何須予披露的重大事項將以及時、準確且完整之方式於本公司及聯交所之網站刊載，以保障股東的知情權和參與權。

召開股東特別大會／召開股東特別大會的權利

根據組織章程細則第58條，任何一名或以上於遞呈要求日期持有不少於本公司繳足股本（賦有於本公司股東大會上投票權）十分之一的股東於任何時候有權透過向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會應於遞呈該要求後兩個月內舉行。倘遞呈後二十一日內，董事會未開展召開該大會的程序，則遞呈要求人士可自發以同樣方式作出此舉，而遞呈要求人士因董事會未能召開該大會而產生的所有合理開支應由本公司向遞呈要求人士作出償付。

Procedures for putting forward proposals at Shareholders' meeting

There are no provisions allowing Shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law. However, Shareholders may request our Company to convene an extraordinary general meeting following the procedures under Article 58 of the Articles of Association as set out above.

Pursuant to Article 85 of the Articles of Association, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his/her willingness to be elected shall have been lodged at the head office or at the registration office. The period for lodgment of the notices required under Article 85 will commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to our Company may be given will be at least seven days.

If a shareholder wishes to propose a person for election as a director of our Company at a general meeting, he/she shall deposit a written notice at our Company's principal place of business in Hong Kong at 24th Floor, Wyndham Place, 40-44 Wyndham Street, Central, Hong Kong. The written notice must state the full name of the person proposed for election as a Director, including the person's biographical details as required by Rule 13.51(2) of the Listing Rules, and be signed by the shareholder concerned and that person indicating his/her willingness to be elected.

於股東大會提呈建議之程序

開曼群島公司法並無條文容許股東於股東大會上提呈新決議案。然而，股東可按照上述組織章程細則第58條規定的程序，要求本公司召開股東特別大會。

根據組織章程細則第85條，除非獲董事推薦參選，否則除會上退任董事外，概無任何人士有資格於任何股東大會上參選董事，除非由正式合資格出席大會並於會上投票的股東（並非擬參選人）簽署通告，其內表明建議提名該人士參選的意向，另外，由獲提名人士簽署通告，表明願意參選。該等通告須呈交總辦事處或過戶登記處。呈交第85條項下所規定之該等通告的期間由寄發有關該推選的股東大會通告之日起至不遲於該股東大會舉行日期前七日止，而向本公司發出該等通告的最短通告期限為至少七天。

倘股東有意於股東大會上提名一名人士參選本公司董事，該股東應遞交書面通知至本公司主要營業地點，地址為香港中環雲咸街40-44號雲咸商業中心24樓。該書面通知必須註明所提名之董事候選人的全名及按照上市規則第13.51(2)條規定的履歷詳情，並由有關股東和獲提名人士簽署，證明該人士願意參選。



Putting Forward Enquiries to the Board

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

A shareholder may send an enquiry to the Board at the registered office of our Company at 24th Floor, Wyndham Place, 40-44 Wyndham Street, Central, Hong Kong for the attention of the Board in written form, which shall state the nature of the enquiry and the reason for making the enquiry. In addition, Shareholders can contact Tricor Investor Services Limited, the Hong Kong share registrar of our Company, for any questions about their shareholdings.

CHANGE IN CONSTITUTIONAL DOCUMENTS

On 7 February 2020, our Company adopted the amended and revised Memorandum and Articles of Association, effective on the Listing Date. There was no change in the Memorandum and Articles of Association during the Reporting Period.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS/INVESTOR RELATIONS

The Board considers that having active communications with our Shareholders and investors is important and this will enhance transparency and clarity in public disclosures by our Company. Any significant events of our Group fall to be disclosed will be published in a timely, accurate and complete manner through the websites of our Company and the Stock Exchange, so as to safeguard our Shareholders' rights of information and participation.

Our Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings. At the annual general meeting, Directors (or their delegates as appropriate) are available to meet Shareholders and answer their enquiries. The notice of the annual general meeting together with relevant documents will be sent out to our Shareholders at least 20 clear business days prior to the date on which the annual general meeting will be held. The notice contains details on the procedures for voting by poll as well as other relevant information related to the proposed resolutions.

向董事會提出查詢

股東可將彼等向董事會提出的任何查詢以書面形式發送至本公司。本公司通常不會處理口頭或匿名的查詢。

股東可將其向董事會提交之查詢以書面形式送達本公司註冊辦事處，地址為香港中環雲咸街40-44號雲咸商業中心24樓。該書面查詢的內容須註明查詢之性質及提出查詢之理由。此外，股東亦可就任何有關其股權問題向本公司香港股份過戶登記處卓佳證券登記有限公司查詢。

憲章文件的更改

本公司已於二零二零年二月七日採納經修訂及重訂的組織章程大綱及細則，並於上市日期生效。於報告期內本公司之組織章程大綱及細則並無變動。

與股東及投資者溝通／投資者關係

董事會認為，積極與股東及投資者之溝通尤為重要，本公司得以更透明清晰地向公眾作出披露。本集團任何須予披露的重大事項將以及時、準確且完整之方式於本公司及聯交所之網站刊載，以保障股東的知情權和參與權。

本公司致力維持與股東的持續對話，尤其是透過股東週年大會及其他股東大會等渠道。於股東週年大會上，董事（或其代表（如適用））將接見股東並回答彼等之查詢。股東週年大會通告連同相關文件將於股東週年大會舉行日期前至少足20個營業日前向股東發出。該通告包含有關以投票方式表決的程序詳情，以及與建議決議案有關的其他相關信息。

In preparation for the Listing, our Company has adopted the amended and restated Memorandum and Articles of Association pursuant to a special resolution passed by the Shareholders on 7 February 2020. Since then, our Company has not made any changes to its Memorandum and Articles of Association. An up to date version of our Company's Memorandum and Articles of Association is also available on our Company's website and the Stock Exchange's website.

Policies relating to Shareholders

Our Company has in place a Shareholders' communication policy to ensure that our Shareholders are provided with ready, equal and timely access to balanced and understandable information about our Company.

Our Company has adopted a dividend policy on payment of dividends. The Board may from time to time declare dividends as appears to be justified by the profits of our Company. Any dividend for a financial year shall be subject to Shareholders' approval. The payment and amounts of dividends, if any, depend on, among others, the financial results of our Group, current and projected financial performance of our Group, growth and investment opportunities, other macroeconomic and microeconomic factors, and other factors that the Board may deem relevant from time to time.

DISCLAIMER

The contents of the section headed "Shareholders' Rights" are for reference and disclosure compliance purposes only. The information does not represent and should not be regarded as legal or other professional advice from our Company to the shareholders. Shareholders should seek their own independent legal or other professional advice as to their rights as shareholders. Our Company disclaims all liabilities and losses incurred by the shareholders in reliance on any contents of the section headed "Shareholders' Rights".

為籌備上市，本公司已根據股東於二零二零年二月七日通過的特別決議案，採納經修訂及重列的組織章程大綱及細則。自此，本公司並未對其組織章程大綱及細則作出任何更改。本公司組織章程大綱及細則的最新版本可在本公司網站及聯交所網站查閱。

股東相關政策

本公司已制訂股東溝通政策以確保其股東均可適時取得全面、相同、持平及易於理解的本公司資料。

本公司已就派發股息採納股息政策。董事會可能不時宣派根據本公司的溢利判斷認為合理的股息。每個財政年度的股息須待股東批准。派付股息及股息金額（如有）取決於（其中包括）本集團的財務業績、本集團目前及預期財務表現、增長及投資機遇、其他宏觀及微觀經濟因素，以及董事會可能不時認為相關的其他因素。

免責聲明

「股東權利」一節之內容僅供參考及合規披露。該等資料並不代表且不應被視為由本公司向股東發出之法律或其他專業意見。股東須就其作為股東之權利自行尋求獨立法律或其他專業意見。本公司並不就股東因依賴「股東權利」一節所載任何內容而產生之責任及損失負責。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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

安永會計師事務所
香港中環添美道1號
中信大廈22樓

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

Independent auditor's report

To the shareholders of Xingye Wulian Service Group Co. Ltd.

(Incorporated in Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Xingye Wulian Service Group Co. Ltd. (the "Company") and its subsidiaries (the "Group") set out on pages 75 to 159, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 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.

獨立核數師報告

致興業物聯服務集團有限公司股東

(於開曼群島註冊成立的有限公司)

意見

我們已審計列載於第75頁至159頁的興業物聯服務集團有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，此綜合財務報表包括二零一九年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合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》真實而中肯地反映了貴集團於二零一九年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為編製。

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"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

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

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」一節中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》（「守則」），我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的，且我們不會對這些事項提供單獨的意見。就下列各事項而言，我們是在該背景下提供我們在審計中處理該事項的方式。

我們已履行本報告「核數師就審計綜合財務報表承擔的責任」一節所述的責任，包括與該等事項有關的責任。因此，我們的審計包括執行程序，以應對我們對綜合財務報表中的重大錯誤陳述風險的評估。我們的審計程序（包括為處理下列事項而採取的程序）結果，為我們對隨附綜合財務報表所發表的審計意見提供了基礎。



KEY AUDIT MATTERS (Cont'd)

關鍵審計事項 (續)

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們進行審核時如何處理關鍵審計事項
Recoverability of trade receivables and contract assets 貿易應收款項及合約資產的可回收性	
<p>As at 31 December 2019, the carrying amounts of trade receivables and contract assets were RMB18,237,000 and RMB11,412,000, respectively, which accounted for approximately 14% of the current assets of the Group.</p> <p>於二零一九年十二月三十一日，貿易應收款項及合約資產的賬面金額分別為人民幣18,237,000元及人民幣11,412,000元，約佔貴集團流動資產約14%。</p> <p>We identified the recoverability of trade receivables and contract assets as a key audit matter due to the significance of the financial impact to the consolidated financial statements and the significant judgements exercised by the management in estimating the expected credit loss of trade receivables and contract assets, including the existence of disputes, historical payment record, forward-looking factors and any other available information that may impact the estimated expected credit loss.</p> <p>我們將貿易應收款項及合約資產的可收回性識別為一項關鍵審核事項，因為其就綜合財務報表而言整體意義重大，且管理層於評估貿易應收款項及合約資產的預期信貸虧損時須作出重大判斷，包括是否存在糾紛、過往支付紀錄、前瞻性因素及可能影響估計預期信貸虧損的任何其他可得資料。</p>	<p>We obtained an understanding of how management assessed the expected credit loss of trade receivables and contract assets, and evaluated the design of key control relating to the monitoring of the recoverability of trade receivables and contract assets;</p> <p>我們了解管理層評估貿易應收款項及合約資產預期信貸虧損的方式以及評價有關監察貿易應收款項及合約資產可收回性的關鍵控制措施的設計；</p> <p>We evaluated and tested the methodologies and data/parameters used by management, including the ageing of trade receivables and contract assets, historical loss information, probability of default, and expected loss;</p> <p>我們評估及測試管理層所用方法及數據／參數，包括貿易應收款項及合約資產賬齡、過往虧損資料、違約率及預期虧損；</p> <p>We reviewed the management's assessment of the forward-looking factors, such as the anticipation of the customers' operation, forecast industry situation, overall economic conditions, etc;</p> <p>我們審閱管理層對前瞻性因素的評估，例如對客戶運營的預期、行業前景預測、整體經濟狀況等；</p> <p>We executed substantive analytical review procedure by analysing the fluctuations of the balances and the turnover days of trade receivables and contract assets;</p> <p>我們執行重大分析性審閱程序，方法為分析貿易應收款項及合約資產餘額及周轉天數的波動情況；</p>

KEY AUDIT MATTERS (Cont'd)

關鍵審計事項(續)

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們進行審核時如何處理關鍵審計事項
Recoverability of trade receivables and contract assets 貿易應收款項及合約資產的可回收性	
Please refer to note 2.4 "Impairment of financial assets", note 3 "Significant accounting judgements and estimates", note 17 "Trade receivables" and note 19 "Contract assets" to the consolidated financial statements for related disclosures. 有關披露事項，請參閱綜合財務報表附註2.4「金融資產減值」、附註3「重大會計判斷及估計」、附註17「貿易應收款項」及附註19「合約資產」。	We tested, on a sample basis, the subsequent settlement of trade receivables and contract assets to cash receipts and the related supporting documentation; and 我們按採樣基準對比現金收據及相關證明文件測試貿易應收款項及合約資產的隨後結算情況；及 We also focused on the adequacy of the disclosures of the trade receivables and contract assets in the consolidated financial statements. 我們亦關注綜合財務報表中貿易應收款項及合約資產的披露是否充分。

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

年報所載的其他資訊

貴公司董事需對其他信息負責。其他信息包括刊載於年報內的信息，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。



RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB and the disclosure requirements of 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 of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

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

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

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

董事就綜合財務報表須承擔的責任

貴公司董事須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中肯的綜合財務報表，並落實董事認為編製綜合財務報表屬必要之內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

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

貴公司董事在審核委員會協助下，須負責監督貴集團的財務報告過程。

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們的報告僅向閣下作出，別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

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

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔 的責任(續)

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。



AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

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

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

核數師就審計綜合財務報表承擔 的責任(續)

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

我們與審核委員會溝通計劃的審核範圍、時間安排、重大審核發現等，包括我們在審核中識別出的內部控制的任何重大缺陷。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Cont'd)*

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

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

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

Ernst & Young

Certified Public Accountants

Hong Kong

30 March 2020

核數師就審計綜合財務報表承擔 的責任 (續)

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

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在本報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是何兆烽。

安永會計師事務所

執業會計師

香港

二零二零年三月三十日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

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

		Notes 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
REVENUE	收益	5	184,122	131,046
Cost of sales	銷售成本		(105,470)	(68,755)
Gross profit	毛利		78,652	62,291
Other income and gains	其他收入及收益	5	1,981	1,905
Selling and marketing expenses	銷售及營銷開支		(1,380)	(1,349)
Administrative expenses	行政開支		(32,265)	(17,321)
Finance costs	財務成本	7	(84)	(68)
PROFIT BEFORE TAX	除稅前溢利	6	46,904	45,458
Income tax expense	所得稅開支	10	(11,731)	(11,238)
PROFIT FOR THE YEAR	年內溢利		35,173	34,220
Attributable to:	以下應佔：			
Owners of the parent	母公司擁有人		35,173	34,220
OTHER COMPREHENSIVE LOSS	其他全面虧損			
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:	往後期間可能重新分類至損益之其他全面虧損：			
Exchange difference on translation of foreign operations	換算海外業務產生之匯兌差額		(3)	—
OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX	年內其他全面虧損，扣除稅項		(3)	—
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年內全面收入總額		35,170	34,220
Attributable to:	以下應佔：			
Owners of Parent	母公司擁有人		35,170	34,220
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通權益持有人應佔每股盈利			
Basic and diluted	基本及攤薄			
– For profit for the year (RMB)	一年內溢利(人民幣)	12	0.12	0.11

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2019

二零一九年十二月三十一日

		Notes 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
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	2,191	2,298
Right-of-use assets	使用權資產	15	2,676	1,259
Deferred tax assets	遞延稅項資產	14	666	83
Total non-current assets	非流動資產總值		5,533	3,640
CURRENT ASSETS	流動資產			
Inventories	存貨	16	—	124
Trade receivables	貿易應收款項	17	18,237	13,806
Contract assets	合約資產	19	11,412	8,356
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	18	7,672	4,607
Cash and cash equivalents	現金及現金等價物	20	173,147	161,397
Total current assets	流動資產總值		210,468	188,290
CURRENT LIABILITIES	流動負債			
Trade payables	貿易應付款項	21	18,223	11,434
Other payables and accruals	其他應付款項及應計費用	22	45,739	24,771
Contract liabilities	合約負債	23	29,402	28,067
Tax payable	應付稅項		4,528	4,217
Provisions	撥備	24	22	—
Lease liabilities	租賃負債	15	1,859	1,304
Total current liabilities	流動負債總額		99,773	69,793
NET CURRENT ASSETS	流動資產淨值		110,695	118,497
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		116,228	122,137
NON-CURRENT LIABILITIES	非流動負債			
Provisions	撥備	24	33	—
Lease liabilities	租賃負債	15	2,195	921
Total non-current liabilities	非流動負債總額		2,228	921
Net assets	資產淨值		114,000	121,216
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本	25	—	—
Reserves	儲備	26	114,000	121,216
Total equity	權益總額		114,000	121,216

Zhu Jie
朱杰
Director
董事

Liu Zhenqiang
劉振強
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Attributable to owners of the Parent 母公司擁有人應佔								
		Statutory								
		Share capital	Share premium*	Merger reserve*	Capital reserve*	surplus reserve*	Exchange reserve*	Other reserve*	Retained profits*	Total equity
		股本	股份溢價*	合併儲備*	資本儲備*	法定盈餘儲備*	匯兌儲備*	其他儲備*	保留溢利*	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	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	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Note 25 附註25	Note 26(i) 附註26(i)	Note 26(ii) 附註26(ii)	Note 26(ii) 附註26(ii)	Note 26(iii) 附註26(iii)		Note 26(iv) 附註26(iv)		
At 1 January 2018	於二零一八年一月一日	–	–	55,000	18,622	1,950	–	1,890	9,534	86,996
Profit and total comprehensive income for the year	年內溢利及全面收入總額	–	–	–	–	–	–	–	34,220	34,220
Transfer from retained profits	轉撥自保留溢利	–	–	–	–	3,212	–	–	(3,212)	–
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	–	–	55,000	18,622	5,162	–	1,890	40,542	121,216
Profit for the year	年內溢利	–	–	–	–	–	–	–	35,173	35,173
Other comprehensive loss for the year	年內其他全面虧損									
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	–	–	–	–	–	(3)	–	–	(3)
Total comprehensive income for the year	年內全面收入總額	–	–	–	–	–	(3)	–	35,173	35,170
Dividend declared	已宣派股息	–	–	–	–	–	–	–	(42,625)	(42,625)
Issue of shares (note 25)	股份發行(附註25)	–	89,755	–	–	–	–	–	–	89,755
Acquisition of equity interests by the Group from then Shareholders**	本集團向當時的股東收購股權**	–	–	(70,894)	(18,622)	–	–	–	–	(89,516)
Transfer from retained profits	轉撥自保留溢利	–	–	–	–	3,427	–	–	(3,427)	–
At 31 December 2019	於二零一九年十二月三十一日	–	89,755	(15,894)	–	8,589	(3)	1,890	29,663	114,000

* These reserve accounts comprise the consolidated reserves of RMB114,000,000 in the consolidated statements of financial position as at 31 December 2019 (2018: RMB121,216,000).

** During the year, the Group completed the acquisition of the entire equity interest in Henan Xingye Internet of Things Management Technology Co., Ltd. at a consideration of RMB89,516,000. The merger reserve and capital reserve decreased by RMB70,894,000 and RMB18,622,000 accordingly.

* 該等儲備賬包括分別於二零一九年十二月三十一日綜合財務狀況表中的綜合儲備人民幣114,000,000元(二零一八年: 人民幣121,216,000元)。

** 於本年度, 本集團以人民幣89,516,000元的代價完成收購河南興業物聯網管理科技公司的全部股權。因此, 合併儲備減少人民幣70,894,000元, 而資本儲備減少人民幣18,622,000元。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2019

截至二零一九年十二月三十一日止年度

	Notes 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動所得現金流量		
Profit before tax	除稅前溢利	46,904	45,458
Adjustments for:	就以下各項作出調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	660	544
Depreciation of right-of-use assets	使用權資產折舊	328	427
Finance costs	財務成本	84	68
Impairment losses on trade receivables and contract assets	貿易應收款項及合約資產減值虧損	11	235
		47,987	46,732
Increase in trade receivables	貿易應收款項增加	(4,412)	(7,937)
Increase in contract assets	合約資產增加	(3,086)	(8,441)
Decrease/(increase) in prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產減少/(增加)	1,047	(1,430)
Decrease/(increase) in inventories	存貨減少/(增加)	124	(124)
Increase in trade payables	貿易應付款項增加	6,789	7,683
Increase in other payable and accruals	其他應付款項及應計費用增加	18,967	7,963
Increase in contract liabilities	合約負債增加	1,335	10,570
Cash generated from operations	經營所得現金	68,751	55,016
Income tax paid	已付所得稅	(12,003)	(12,578)
Net cash flows from operating activities	經營活動所得現金流量淨額	56,748	42,438
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所得現金流量		
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(553)	(567)
Net cash flows used in investing activities	投資活動所用現金流量淨額	(553)	(567)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得現金流量		
Acquisition of equity interests of a subsidiary from then shareholders	一間附屬公司向當時的股東收購股權	(89,516)	—
Proceeds from issue of shares	股份發行所得款項	89,755	—
Dividends paid	已付股息	(42,625)	—
Listing expenses paid	已付上市開支	(2,065)	—
Net cash flows used in financing activities	融資活動所用現金流量	(44,451)	—
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加淨額	11,744	41,871
Cash and cash equivalents at beginning of year	年初現金及現金等價物	161,397	119,526
Effect of foreign exchange rate changes, net	匯率變動影響，淨額	6	—
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等價物	173,147	161,397
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析		
Cash and cash equivalents as stated in the consolidated statements of financial position	綜合財務狀況表所示現金及現金等價物	173,147	161,397

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2019
二零一九年十二月三十一日



I. CORPORATE AND GROUP INFORMATION

Xingye Wulian Service Group Co. Ltd. (the “Company”) is an exempted company with limited liability incorporated under the laws of the Cayman Islands on 12 August 2019. The registered office of the Company is located at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The shares of the Company have been listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 9 March 2020.

The Company is an investment holding company. The Company became the holding company of the subsidiaries now comprising the Group upon completion of the reorganisation in 2019.

The Group were principally engaged in property management and value-added services, property engineering services and ancillary food supply services.

In the opinion of the director of the Company, the immediate holding company of the Company is Foison Amber Development Limited, a limited liability company incorporated in the British Virgin Islands (“BVI”). The ultimate holding company of the Company is Vistra Trust (BVI) Limited, as the trustee of the Blossom Trust, a discretionary family trust established in BVI on 16 August 2019 by Ms. Huang Yanping as the settlor, with Ms. Zhang Huiqi (“Ms. Zhang”) acting as the protector and Ms. Zhang and her descendants being the discretionary beneficiaries.

I. 公司及集團資料

興業物聯服務集團有限公司(「本公司」)為於二零一九年八月十二日根據開曼群島法律註冊成立的獲豁免有限公司。本公司的註冊辦事處位於Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司股份自二零二零年三月九日起於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司為一家投資控股公司。本公司於二零一九年完成重組後成為附屬公司的控股公司，附屬公司現時組成本集團。

本集團主要從事物業管理及增值服務、物業工程服務及副食品供應服務。

本公司董事認為，本公司的直接控股公司為榮珀發展有限公司，其為一家於英屬處女群島(「英屬處女群島」)註冊成立的有限公司。本公司的最終控股公司為Vistra Trust (BVI) Limited(作為豐華信託的受託人)。豐華信託為由黃燕萍女士作為財產授予人於二零一九年八月十六日於英屬處女群島成立的全權信託，由張惠琪女士(「張女士」)擔任保護人以及張女士及其後裔獲委任為酌情受益人。

I. CORPORATE AND GROUP INFORMATION (Cont'd)**Information about subsidiaries**

Particulars of the Company's subsidiaries are as follows:

Company name 公司名稱	Place and date of incorporation/ registration and place of business 註冊成立／註冊地點及 日期以及營業地點	Nominal value of issued ordinary/registered share capital 已發行普通股／ 已註冊股本的面值	Percentage of equity interests attributable to the Company 本公司應佔股權百分比		Principal business 主要業務	Legal form of entities 法律形式
			Direct 直接	Indirect 間接		
Siu Wing Holdings Limited*	BVI 7 January 2019	United States Dollars ("USD") 50,000	100	—	Investment holding	—
兆翔控股有限公司*	英屬處女群島 二零一九年一月七日	50,000美元 ([美元])	100	—	投資控股	—
Xingye IOT Company Limited*	Hong Kong 11 April 2019	HK\$10,000	—	100	Investment holding	—
興業物聯有限公司*	香港 二零一九年四月十一日	10,000港元	—	100	投資控股	—
Henan Xingye Internet of Things Management Technology Co., Ltd.**/**** ("Xingye IOT Management")	People's Republic of China ("PRC")/ Mainland China 20 October 1999	RMB100,000,000	—	100	Property management	Company of limited liability
河南興業物聯網管理科技有限公司**/**** ([興業物聯管理])	中華人民共和國([中國])/ 中國內地 一九九九年十月二十日	人民幣100,000,000元	—	100	物業管理	有限責任公司
Henan Wuxiang Intelligent Technology Co., Ltd.**/****	PRC/ Mainland China 9 August 2017	RMB20,000,000	—	100	Property engineering	Company of limited liability
河南物象智能科技有限公司**/****	中國／中國內地 二零一七年八月九日	人民幣20,000,000元	—	100	物業工程	有限責任公司
Henan Xingye Internet of Things Information Consulting Co., Ltd.**/**** ("Xingye Consulting")	PRC/ Mainland China 20 April 2018	RMB10,000,000	—	100	Intermediary leasing services	Company of limited liability
河南興業物聯信息諮詢有限公司**/**** ([興業諮詢])	中國／中國內地 二零一八年四月二十日	人民幣10,000,000元	—	100	中介租賃服務	有限責任公司

I. 公司及集團資料 (續)**有關附屬公司的資料**

本公司附屬公司的詳情載列如下：



I. CORPORATE AND GROUP INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

- * No audited financial statements have been prepared for these entities for the year ended 31 December 2019, as the entities are not subject to any statutory audit requirements under the relevant rules and regulations in their jurisdiction of incorporation.
- ** The statutory financial statements were not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.
- *** The English names of the companies registered in the PRC represent the best efforts made by the management of the Company in directly translating the Chinese names of these companies as no English names have been registered. As at the date of this report, no audited financial statements have been prepared for these entities for the year ended 31 December 2019.

2.1 BASIS OF PREPARATION

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

Basis of consolidation

The consolidated financial statements of the Group have been prepared as if the Group had always been in existence throughout both years presented, rather than from the date when the Company became the holding company pursuant to the reorganisation.

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2019. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

I. 公司及集團資料(續)

有關附屬公司的資料(續)

- * 截至二零一九年十二月三十一日止年度，尚未為此等實體編製經審核財務報表，因為此等實體於其註冊成立地不受相關規則和法規的任何法定審核要求的約束。
- ** 法定財務報表未經香港安永會計師事務所或安永全球網絡的另一成員公司審核。
- *** 在中國註冊的公司無相應的註冊英文名稱，其英文名稱為本公司管理層根據公司註冊中文名稱進行的直接翻譯。於本報告日期，尚未為此等實體編製截至二零一九年十二月三十一日止年度的經審核財務報表。

2.1 編製基準

財務報表乃根據國際財務報告準則(「國際財務報告準則」)編製，而國際財務報告準則包括國際會計準則委員會(「國際會計準則委員會」)批准的所有準則及詮釋、國際會計準則委員會批准及持續生效的國際會計準則(「國際會計準則」)及常設詮釋委員會詮釋及香港公司條例之披露規定編製。該等財務報表乃根據歷史成本法編製。除非另有說明，該等財務報表以人民幣(「人民幣」)呈列，所有價值均湊整至最接近千元。

綜合賬目基準

本集團綜合財務報表之編製，猶如本集團於兩個呈報年度整個期間(而非本公司根據重組成為控股公司日期)起一直存在。

綜合財務報表包括本公司及其附屬公司截至二零一九年十二月三十一日止年度之財務報表。附屬公司乃一間由本公司直接或間接控制的實體(包括結構性實體)。當本集團對參與投資對象業務的浮動回報承擔風險或享有權利以及能透過對投資對象的權力(即本集團獲賦予能力以主導投資對象相關活動的既有權利)影響該等回報時，即是取得控制權。

2.1 BASIS OF PREPARATION (Cont'd)**Basis of consolidation** (Cont'd)

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

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

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

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

2.1 編製基準 (續)**綜合賬目基準** (續)

倘本公司直接或間接擁有少於投資對象大多數表決或類似權利的權利，則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他持有表決權的人士的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的表決權及潛在表決權。

附屬公司乃採用與本公司相同的報告期及一致的會計政策來編製財務報表。附屬公司的業績自本集團取得控制權之日起綜合入賬，一直綜合入賬至該等控制權終止日期為止。

收益或虧損及其他全面收益的各組成部分乃歸屬於本集團母公司擁有人及非控制權益，即使此舉會引致非控制權益出現虧絀結餘。本集團成員公司間交易產生的所有集團內公司間資產及負債、權益、收入、開支及現金流量均於綜合時悉數抵銷。



2.1 BASIS OF PREPARATION (Cont'd)

Basis of consolidation (Cont'd)

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

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

2.1 編製基準(續)

綜合賬目基準(續)

倘事實與情況顯示上述三項控制權元素有一項或以上變更，本集團會重新評估對投資對象是否有控制權。一家附屬公司的擁有權權益發生變動(並未喪失控制權)，則按權益交易列賬。

倘本集團失去對一家附屬公司之控制權，則其終止確認(i)該附屬公司的資產(包括商譽)及負債；(ii)任何非控制權益的賬面值；及(iii)於權益內入賬的累計匯兌差額；並確認(i)所收代價的公平值；(ii)所保留任何投資的公平值；及(iii)損益賬中任何因此產生的盈餘或虧絀。先前於其他全面收益內確認的本集團應佔部分按與本集團直接出售相關資產或負債時所需的相同基準重新分類至損益或保留溢利(如適用)。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

All IFRSs effective for the accounting period commencing from 1 January 2019 set out below had been early adopted by the Group in the preparation of the consolidated financial statements for each of the years ended 31 December 2016, 2017 and 2018 and the nine months ended 30 September 2019 in connection with the listing of the Company's shares on the Stock Exchange. Thus, the effectiveness of the below accounting policies and disclosures have no impact to the Group's financial statements for the year end of 31 December 2019.

Amendments to IFRS 9	<i>Prepayment Features with Negative Compensation</i>
IFRS 16	<i>Leases</i>
Amendments to IAS 19	<i>Plan Amendment, Curtailment or Settlement</i>
Amendments to IAS 28	<i>Long-term Interests in Associates and Joint Ventures</i>
IFRIC 23	<i>Uncertainty over Income Tax Treatments</i>
Annual Improvements to IFRSs 2015-2017 Cycle	Amendments to IFRS 3, IFRS 11, IAS 12 and IAS 23

2.2 會計政策及披露之變動

本集團就有關本公司股份在聯交所上市事宜而編製截至二零一六年、二零一七年及二零一八年十二月三十一日止年度各年及截至二零一九年九月三十日止九個月的綜合財務報表時已提早採納以下所有於二零一九年一月一日開始的會計期間生效的國際財務報告準則。因此，以下會計政策和披露的生效對本集團截至二零一九年十二月三十一日止年度的財務報表並無影響。

國際財務報告準則	《具有負補償的第9號(修訂本)	《提前還款特性》
國際財務報告準則第16號	《租賃》	
國際財務報告準則第19號(修訂本)	《計劃修訂、縮減或結清》	
國際會計準則第28號(修訂本)	《於聯營公司及合營企業之長期權益》	
國際財務報告詮釋委員會—詮釋第23號	《所得稅處理的不確定性》	
《國際財務報告準則二零一五年至二零一七年週期之年度改進》	國際財務報告準則第3號、國際財務報告準則第11號、國際會計準則第12號及國際會計準則第23號(修訂本)	



2.3 ISSUED BUT NOT YET EFFECTIVE IFRSS

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

Amendments to IFRS 3	<i>Definition of a Business</i> ¹
Amendments to IFRS 9, IAS 39 and IFRS 7	<i>Interest Rate Benchmark Reform</i> ¹
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴
IFRS 17	<i>Insurance Contracts</i> ²
Amendments to IAS 1 and IAS 8	<i>Definition of Material</i> ¹
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current</i> ³

¹ Effective for annual periods beginning on or after 1 January 2020

² Effective for annual periods beginning on or after 1 January 2021

³ Effective for annual periods beginning on or after 1 January 2022

⁴ No mandatory effective date yet determined but available for adoption

2.3 已頒佈但尚未生效的國際財務報告準則

本集團並未於該等財務資料內應用下列已頒佈但尚未生效的新訂及經修訂國際財務報告準則：

國際財務報告準則第3號(修訂本)	《業務的定義》
國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號(修訂本)	《利率基準改革》
國際財務報告準則第10號及國際會計準則第28號(修訂本)	《投資者與其聯營公司或合營企業間的資產出售或出資》
國際財務報告準則第17號	《保險合約》
國際會計準則第1號及國際會計準則第8號(修訂本)	《重大性的定義》
國際會計準則第1號(修訂本)	《分類為即期或非即期負債》

¹ 於二零二零年一月一日或之後開始的年度期間生效

² 於二零二一年一月一日或之後開始的年度期間生效

³ 於二零二二年一月一日或之後開始的年度期間生效

⁴ 強制生效日期尚待釐定，但可採納

2.3 ISSUED BUT NOT YET EFFECTIVE IFRSS (Cont'd)

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

Amendments to IFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 January 2020. Since the amendments apply prospectively to transactions or other events that occur on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

2.3 已頒佈但尚未生效的國際財務報告準則 (續)

預期適用於本集團的該等國際財務報告準則的進一步資料如下：

國際財務報告準則第3號(修訂本)澄清業務的定義及提供有關定義的額外指引。該修訂本澄清，一組綜合活動及資產須至少包括一項參數與一個重要過程，且兩者須共同對創造收益的能力作出重大貢獻，方能被視為一項業務。在並未包含所有創造收益的參數及過程的情況下，業務亦可存續。該修訂本取消對市場參與者是否具備能力收購業務及持續產生收益進行的評估，相反，其重點放在已取得的參數及已取得的重要過程能否共同對創造收益的能力作出重大貢獻。該修訂本亦收窄收益的定義，聚焦向客戶提供的貨品或服務、投資收入或來自日常活動的其他收入。此外，該修訂本提供有關評估已取得的過程是否屬重大的指引，並引入選擇性公平值集中度測試，允許對一組已收購活動及資產是否屬一項業務進行簡單評估。本集團預期將於二零二零年一月一日起提前採納該修訂本。由於該等修訂追溯應用至初始應用日期當日或之後的交易或其他事件，本集團於過渡日期並無受到此等修訂影響。



2.3 ISSUED BUT NOT YET EFFECTIVE IFRSS (Cont'd)

Amendments to IAS 1 and IAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 January 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 1 clarify the criteria for determining a liability as non-current. The amendments states that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date. The amendments also clarify that the requirement for the right to exist at the end of the reporting period applies regardless of whether the lender tests for compliance at that date or at a later date, and the classification is unaffected by the likelihood that an entity will exercise its deferral right. The Group expects to adopt the amendments prospectively from 1 January 2022. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效的國際財務報告準則(續)

國際會計準則第1號及國際會計準則第8號(修訂本)提供一個新的重大定義。新定義訂明，倘資料遺漏、失實或模糊不清，而合理預期可能會影響用作一般用途的財務報表的主要使用者按該等財務報表作出的決定，則資料屬重大。該等修訂本澄清，重要性將視乎資料的性質或重要性而定。倘資料失實可能合理預期影響主要使用者作出的決定，則屬重大。本集團預期自二零二零年一月一日起採納該等修訂本。該等修訂本預期不會對本集團的財務報表造成任何重大影響。

國際會計準則第1號(修訂本)澄清了將負債確定為非流動負債的標準。該修訂本規定，倘主體推遲清償債務的權利受該主體遵守特定條件的約束，則該實體有權在報告期末延遲清償債務，前提是該主體當時符合於該日期的該等條件。該等修訂本亦闡明，不論貸款人在該日期還是在以後的日期進行測試，無論報告人在該報告期末是否存在存在權的要求均適用，並且該分類不受實體將要行使的可能性的影響其延期權。本集團預期自二零二二年一月一日起採納該等修訂本。該等修訂本預期不會對本集團的財務報表造成任何重大影響。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2.4 重大會計政策概要

公平值計量

公平值為市場參與者於計量日期在有序交易中出售資產時收取或轉讓負債時支付的價格。公平值計量乃基於假定出售資產或轉讓負債的交易於資產或負債的主要市場中進行，倘無主要市場，則於資產或負債的最有利市場進行。主要或最有利市場必須為本集團可進入的市場。資產或負債的公平值乃按對資產或負債定價時市場參與者採用的假設計量，並假設市場參與者以彼等最佳經濟利益行事。

非金融資產的公平值計量計及市場參與者透過使用資產的最高及最佳用途，或將其出售予另一名將使用資產的最高及最佳用途的市場參與者而產生經濟利益的能力。

本集團採用於任何情況下屬適當且有足夠數據的估值方法計量公平值，並盡量使用有關可觀察輸入數據和盡量避免使用不可觀察輸入數據。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Fair value measurement (Cont'd)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

2.4 重大會計政策概要(續)

公平值計量(續)

於財務報表中計量或披露公平值的所有資產及負債在公平值層級(如下所述)中，根據對整體公平值計量而言屬重大的最低層級輸入數據進行分類：

- 第一級 – 根據相同資產或負債於活躍市場的報價(未經調整)
- 第二級 – 根據對公平值計量而言屬重大的最低層級可觀察(不論直接或間接)輸入數據的估值方法
- 第三級 – 根據對公平值計量而言屬重大的最低層級不可觀察輸入數據的估值方法

就按經常基準於財務報表中確認的資產及負債而言，本集團於各報告期末重新評估分類方法(根據對整體公平值計量而言屬重大的最低層級輸入數據)，以釐定各層級之間有否發生轉移。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, contract assets, deferred tax assets, financial assets, and non-current assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

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

2.4 重大會計政策概要(續)

非金融資產減值

倘存在任何減值跡象，或當須每年就資產進行減值測試（存貨、合約資產、遞延稅項資產、金融資產及非流動資產除外），則會估計資產的可收回金額。資產的可收回金額乃按資產或現金產生單位的使用價值與公平值減出售成本兩者的較高者計算，而個別資產須分開計算，除非資產並不產生明顯獨立於其他資產或資產組別的現金流入，於此情況下，可收回金額按資產所屬現金產生單位釐定。

僅在資產賬面值高於其可收回金額的情況下，方會確認減值虧損。評估使用價值時，估計未來現金流量按可反映當前市場對貨幣時間值及資產特定風險的評估的稅前貼現率貼現至現值。減值虧損按與該減值資產功能相符的開支類別於產生期間自損益及其他全面收益表中扣除。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of non-financial assets (Cont'd)

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

Related parties

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

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

2.4 重大會計政策概要(續)

非金融資產減值(續)

本集團會在各報告期末評估是否有跡象顯示以前所確認的減值虧損已不再存在或可能減少。倘出現此等跡象，則會估計可收回金額。僅當用以確定資產（商譽除外）可收回金額的估計有變時，方會撥回先前確認的資產減值虧損，但撥回後的金額不得超逾假設於過往年度並無就該項資產確認減值虧損而應釐定的賬面值（扣除任何折舊／攤銷）。減值虧損撥回會於產生期間計入損益及其他全面收益表，除非該資產以重估金額列賬，在這種情況下，減值虧損的撥回按照該重估資產的相關會計政策進行核算。

關聯方

以下人士被視為本集團的關聯方，倘：

- (a) 有關方為該人士的親屬或直系親屬，而該人士：
 - (i) 擁有本集團的控制權或共同控制權；
 - (ii) 對本集團擁有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理人員其中一名成員；

或

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Related parties (Cont'd)

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

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- (iii) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2.4 重大會計政策概要(續)

關聯方(續)

(b) 有關方為實體且符合下列任何一項條件：

- (i) 該實體與本集團屬同一集團成員公司；
- (ii) 一實體為另一實體（或另一實體的母公司、附屬公司或同系附屬公司）的聯營公司或合營企業；
- (iii) 該實體與本集團為同一第三方的合營企業；
- (iv) 一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；
- (v) 該實體為本集團或與本集團有關連的實體就僱員利益設立的離職福利計劃；
- (vi) 該實體受(a)項所述人士控制或共同控制；
- (vii) 於(a)(i)項所述人士對實體有重大影響或屬該實體（或該實體母公司）主要管理人員的其中一名成員；及
- (viii) 向本集團或本集團的母公司提供主要管理人員服務的實體或其所屬集團的任何成員公司。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Machinery	9.5%
Electronic equipment and others	19% to 31.67%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

2.4 重大會計政策概要(續)

物業、廠房及設備與折舊

物業、廠房及設備(在建工程除外)乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本包括其購買價及任何令資產投入運作及將資產運往擬定用途地點的直接應計成本。

於物業、廠房及設備項目投入運作後所產生的支出，如維修保養費等，通常於該等支出產生期間於損益扣除。倘確認條件達標，主要檢查費用可按撥充資本計入作為重置的資產賬面值。倘大部分物業、廠房及設備須不時重置，本集團確認該部分物業、廠房及設備為個別具有特定使用年期的資產及相應地對其作出折舊。

折舊乃以直線法按其估計可使用年期撇銷各項物業、廠房及設備的成本至其剩餘價值。就此用途的主要年折舊率如下：

機器	9.5%
電子設備及其他	19%至31.67%

當一項物業、廠房及設備的各部分有不同可使用年期時，該項目的成本乃按合理基準在各部分之間分配，而各部分會個別折舊。剩餘價值、可使用年期及折舊方法至少於各財政年度末檢討及調整(如適用)。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Property, plant and equipment and depreciation (Cont'd)

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

Intangible assets (other than goodwill)

Research and development costs

All research costs are charged to the statement of profit or loss and other comprehensive income as incurred.

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

2.4 重大會計政策概要(續)

物業、廠房及設備與折舊(續)

物業、廠房及設備的項目(包括初始確認的任何重大部分)於出售或預期其使用或出售不會帶來任何未來經濟利益時終止確認。因出售或報廢而於該資產終止確認年度的損益內確認的任何盈虧乃有關資產銷售所得款項淨額與賬面值的差額。

無形資產(商譽除外)

研發成本

所有研究成本於產生時在損益及其他全面收益表扣除。

研發新產品項目所產生的開支只會在本集團能夠顯示其在技術可行性上完成無形資產以能供使用或出售、打算完成資產並能夠加以使用或將之出售、資產將如何產生未來經濟利益、有足夠資源以完成項目並且有能力可靠地計量發展期間的開支的情況下，才會資本化及遞延。倘未能符合以上標準，產品研發開支會在產生時列支。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Leases

The Group assesses at contract inception whether a 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.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Buildings	5 to 10 years
-----------	---------------

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

2.4 重大會計政策概要(續)

租賃

本集團在合約開始時評估合約是否為租賃，或是否包含租賃成分。如果合約讓渡在一定期間內控制已識別資產的使用的權利以換取代價，則該合約為租賃或包含租賃。

本集團作為承租人

本集團對所有租賃採用單一方法確認及計量，惟短期租賃及低價值資產租賃的兩項選擇性豁免除外。本集團確認支付租賃款項的租賃負債和代表相關資產使用權的資產。

(a) 使用權資產

使用權資產於租賃開始日期確認。使用權資產按成本減去任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量調整。使用權資產成本包括已確認的租賃負債金額、產生的初始直接成本及於開始日期或之前作出的任何租賃付款減任何已收租賃優惠。使用權資產按直線基準於其估計可使用年期及租期(以較短者為準)內計提折舊如下：

樓宇	5至10年
----	-------

如果租賃資產的所有權在租賃期結束時轉移給本集團，或成本中包含了購買權，則其折舊按照相關資產預計使用年限計算。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Leases (Cont'd)

Group as a lessee (Cont'd)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

2.4 重大會計政策概要(續)

租賃(續)

本集團作為承租人(續)

(b) 租賃負債

租賃負債於租賃開始日期確認，按於租期內將予作出的租賃付款現值計量。租賃付款包括定額付款（包括實質定額付款）減任何應收租賃獎勵、取決於一項指數或利率的可變租賃付款及根據剩餘價值擔保預期將支付的金額。租賃付款亦包括合理確定本集團將予行使的購買選擇權的行使價及終止租賃的罰款付款（倘租期反映本集團所行使的終止權）。不取決於一項指數或利率的可變租賃付款在出現觸發付款的事件或條件的期間內確認為一項開支。

於計算租賃付款的現值時，倘租賃內含利率不易釐定，則本集團使用租賃開始日期的增量借款利率計算。於開始日期後，租賃負債金額的增加反映了利息的增長，其減少則關乎所作出的租賃付款。此外，倘存在租期的修改及變更、租賃付款變更（例如指數或利率的變化導致未來租賃付款的變化）或購買相關資產的選擇權的評估變更，則重新計量租賃負債的賬面值。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost.

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

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

2.4 重大會計政策概要(續)

投資及其他金融資產

初始確認及計量

金融資產於初始確認時分類為其後按攤銷成本計量。

於初始確認時，金融資產的分類取決於金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用不調整重大融資成分的影響之可行權宜方法的貿易應收款項外，本集團初始按公平值加（倘金融資產並非按公平值計入損益）交易成本計量金融資產。並無重大融資成分或本集團已應用可行權宜方法的貿易應收款項根據下文「收益確認」所載政策按國際財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本或按公平值計入其他全面收益進行分類及計量，其須產生純粹支付未償還本金金額及利息（「純粹本金及利息之償付」）的現金流量。現金流量並非純粹本金及利息之償付的金融資產，不論其業務模式，均按公平值計入損益分類及計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investments and other financial assets (Cont'd)

Initial recognition and measurement (Cont'd)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

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

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss and other comprehensive income when the asset is derecognised, modified or impaired.

2.4 重大會計政策概要(續)

投資及其他金融資產(續)

初始確認及計量(續)

本集團管理金融資產的業務模式指其管理金融資產以產生現金流量的方式。業務模式確定現金流量是否來自收取合約現金流量、出售金融資產，或兩者兼有。以攤銷成本分類及計量的金融資產屬於目的是持有金融資產以收合約現金流量的業務模式，而以公平值計量且其變動計入其他全面收益的金融資產則屬於以收取合約現金流量及出售為目的的業務模式。倘不屬於上述業務模式的金融資產，則按照公平值計量且其變動計入當期損益。

所有常規方式買賣的金融資產概於交易日(即本集團承諾購買或出售該資產之日)確認。常規方式買賣乃指遵循一般法規或市場慣例在約定時間內交付資產的金融資產買賣。

後續計量

金融資產的後續計量視乎其分類如下：

按攤銷成本計量的金融資產(債務工具)

按攤銷成本計量的金融資產其後使用實際利率法計量，並可能須減值。當資產終止確認、修訂或減值時，收益及虧損於損益及其他全面收益表中確認。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

2.4 重大會計政策概要(續)

終止確認金融資產

金融資產(或如適用,金融資產的其中一部分或一組類似金融資產的其中一部分)主要在下列情況下終止確認(即從本集團綜合財務狀況表中刪除):

- 自資產收取現金流量的權利已屆滿;或
- 本集團已轉讓其自資產收取現金流量的權利,或已根據「轉遞」安排承擔在無重大延誤的情況下將全數所得現金流量支付予第三方的責任;及(a)本集團已轉讓資產的絕大部分風險及報酬,或(b)本集團並無轉讓或保留資產的絕大部分風險及報酬,惟已轉讓資產的控制權。

倘本集團已轉讓其自資產收取現金流量的權利,或已訂立轉遞安排,其將評估其是否保留該項資產的擁有權風險及報酬以及保留的程度。倘本集團並無轉讓或保留資產的絕大部分風險及報酬,亦無轉讓資產的控制權,則本集團在繼續參與的情況下確認獲轉讓資產。在該情況下,本集團亦確認相關負債。已轉讓資產及相關負債乃按反映本集團已保留權利及義務的基準計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Derecognition of financial assets (Cont'd)

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

Impairment of financial assets

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

General approach

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

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

2.4 重大會計政策概要(續)

終止確認金融資產(續)

以擔保形式對已轉撥資產的持續參與，按資產原賬面值與本集團可能須償還最高代價兩者之較低者計量。

金融資產減值

本集團就所有並非按公平值計入損益持有的債務工具確認預期信貸虧損(「預期信貸虧損」)撥備。預期信貸虧損乃基於根據合約拖欠的合約現金流量與本集團預期收取的所有現金流量之差異計算，並以初始實際利率的近似值折現。預期現金流量將包括來自銷售所持有抵押品或屬合約條款一部分的其他信貸加強措施之現金流量。

一般方法

預期信貸虧損分兩階段確認。就自初始確認以來信貸風險並無大幅增加的信貸風險而言，本集團會就未來12個月可能發生違約事件而出現的信貸虧損計提預期信貸虧損撥備(12個月預期信貸虧損)。就自初始確認以來信貸風險大幅增加的信貸風險而言，不論違約時間，須就風險餘下年期的預期信貸虧損作出信貸虧損撥備(全期預期信貸虧損)。

於各報告期末，本集團評估金融工具的信貸風險自初始確認以來有否大幅增加。於進行評估時，本集團比較金融工具於各報告期末的違約風險與金融工具於初始確認日期的違約風險，並考慮無需過多成本或努力可得的合理支持資料，包括歷史及前瞻性資料。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of financial assets (Cont'd)

General approach (Cont'd)

The Group considers a financial asset in default when contractual payments are 30 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

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

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

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

2.4 重大會計政策概要(續)

金融資產減值(續)

一般方法(續)

倘合約付款已逾期30日，則本集團認為金融資產違約。然而，在若干情況下，倘內部或外部資料顯示，在沒有計及本集團所持有的任何信貸提升措施前，本集團不大可能悉數收到未償還合約款項，則本集團亦可認為金融資產違約。倘無法合理預期收回合約現金流量，則撇銷金融資產。

按攤銷成本計量的金融資產按一般方法進行減值，並按下列階段預期信貸虧損計量分類，惟下文詳述應用簡化方法的貿易應收款項及合約資產除外。

階段1 – 金融工具的信貨風險自初始確認後並無顯著增加，其虧損撥備按等同12個月預期信貸虧損的金額計量

階段2 – 金融工具的信貨風險自初始確認後顯著增加(惟並非信貸減值的金融工具除外)，其虧損撥備按等同全期預期信貸虧損的金額計量

階段3 – 於報告日期為信貸減值的金融資產(惟並非購買或信貸減值金融工具除外)，其虧損撥備按等同全期預期信貸虧損的金額計量

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of financial assets (Cont'd)

Simplified approach

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

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as payables.

All financial liabilities are recognised initially at fair value and net of directly attributable transaction costs.

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

2.4 重大會計政策概要(續)

金融資產減值(續)

簡化方法

就並無重大融資成分或本集團採用實際權益方法而不調整重大融資部分的貿易應收款項及合約資產而言，本集團應用簡化方法計算預期信貸虧損。根據簡化方法，本集團不會追蹤信貸風險的變動，而是會根據各報告期末的全期預期信貸虧損確認虧損撥備。本集團已根據過往信貸虧損經驗建立撥備矩陣，並就債務人及經濟環境特定的前瞻性因素調整。

金融負債

初始確認及計量

金融負債於初始確認時分類為應付款項。

所有金融負債初始按公平值扣除直接應佔交易成本確認。

本集團的金融負債包括貿易應付款項、其他應付款項及應計費用及租賃負債。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss and other comprehensive income.

Offsetting of financial instruments

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

2.4 重大會計政策概要(續)

終止確認金融負債

金融負債於負債的責任已解除或註銷或屆滿時終止確認。

當現有金融負債為同一出借人以條款截然不同的另一項負債取代時，或現有負債的條款出現重大修改時，有關取代或修改被視為終止確認原有負債並確認一項新負債，而各賬面值之間的差額於損益及其他全面收益表內確認。

抵銷金融工具

倘現時存在可強制執行合法權利抵銷已確認金額，且有意以淨額結算，或同時變現資產及清償負債，則金融資產及金融負債將予抵銷，且淨額於財務狀況表呈報。

存貨

存貨按成本與可變現淨值兩者中較低者列賬。成本按加權平均基準釐定。可變現淨值根據估計售價減去估計完工及出售成本計算。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Cash and cash equivalents

For the purpose of the consolidated statements of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statements of financial position, cash and cash equivalents comprise cash on hand and at banks, including time deposits, and assets similar in nature to cash, which are not restricted as to use.

Provisions

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

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

The Group provides for warranties in relation to the provision of property engineering services for general repairs of defects occurring during the warranty period of two years. Provisions for these assurance-type warranties granted by the Group are recognised based on sales volume and estimation of the level of repairs, discounted to their present values as appropriate.

2.4 重大會計政策概要(續)

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及可隨時兌換為已知金額現金及所涉價值變動風險不高，且一般自取得起計三個月內到期的短期高流動性投資，須按要求償還且構成本集團現金管理的組成部分。

就綜合財務狀況表而言，現金及現金等價物包括用途不受限制的手頭及銀行現金（包括定期存款）以及性質與現金相似的資產。

撥備

當過去事項導致目前須負責任（法律或推定），且日後有可能需要撥付資源償付有關責任所涉及的款項，則會確認撥備，惟該項責任的金額須能夠可靠地予以估計。

當折現的影響屬於重大，撥備確認的金額為預期日後償付有關責任所需支出於各報告期末的現值。已折現現值隨時間而增加，有關增幅會於損益及其他全面收益表計入財務成本。

本集團就於兩年保修期內所發生缺陷的一般維修提供物業工程服務擔保。就本集團所授予該等保證型擔保作出的撥備乃根據銷量及估計維修水平確認，並貼現至其現值（如適用）。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Income tax

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

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- (i) when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business consolidated and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- (ii) in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4 重大會計政策概要(續)

所得稅

所得稅包括即期及遞延稅項。與於損益外確認的項目有關的所得稅於損益外確認，即於其他全面收入或直接於權益中確認。

即期稅項資產及負債按預期可自稅務機關收回或向其支付的數額計量，採用的稅率（及稅法）為各報告期末已頒佈或已實際執行的稅率（及稅法），並已計及本集團經營所在國家的現行詮釋及慣例。

遞延稅項乃使用負債法就各報告期末的資產及負債的計稅基礎與其作財務匯報用途的賬面值之間的所有暫時差額計提撥備。

除下列情況外，對所有應課稅暫時差額確認遞延稅項負債：

- (i) 遞延稅項負債源於首次確認商譽或一項並非業務合併的交易中的資產或負債，且於該項交易進行時不影響會計溢利及應課稅損益；及
- (ii) 就與於附屬公司的投資有關的應課稅暫時差額而言，暫時差額的回時間可予控制而該暫時差額於可見未來可能不會撥回。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Income tax (Cont'd)

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- (i) when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business consolidated and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- (ii) in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

2.4 重大會計政策概要(續)

所得稅(續)

遞延稅項資產乃就所有可扣減暫時差額、結轉未動用稅項抵免及未動用稅項虧損予以確認。遞延稅項資產在有可能出現應課稅溢利，用作抵銷該等可扣減暫時差額、結轉未動用稅項抵免及未動用稅項虧損的情況下，方予以確認，惟下列情況除外：

- (i) 有關可扣減暫時差額的遞延稅項資產源於初次確認一項並非業務合併的交易中的資產或負債，且於該項交易進行時不影響會計溢利及應課稅損益；及
- (ii) 就與於附屬公司的投資有關的可扣減暫時差額而言，遞延稅項資產僅會於暫時差額有可能將會於可預見未來撥回及存在應課稅溢利可用作抵銷該暫時差額的情況下，方予以確認。

遞延稅項資產的賬面值於各報告期末檢討，並撇減至不再可能擁有足夠的應課稅溢利以動用全部或部分遞延稅項資產為限。未確認遞延稅項資產於各報告期末重新評估，並於有可能有足夠應課稅溢利可容許收回全部或部分遞延稅項資產時予以確認。

遞延稅項資產及負債按預期適用於資產變現或負債清償期間的稅率計量，並以各報告期末已頒佈或已實際執行的稅率（及稅法）為基準。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Income tax (Cont'd)

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

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Revenue recognition

Revenue from contracts with customers

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

Revenue is measured at the fair value of the consideration received or receivable for the goods or services provided in the ordinary course of the Group's activities. Revenue is shown net of taxes.

2.4 重大會計政策概要(續)

所得稅(續)

倘及僅倘本集團存在法律上可予強制執行的權利將即期稅項資產及即期稅項負債抵銷，而遞延稅項資產及遞延稅項負債與同一應課稅機關及同一應課稅實體，或有意按淨基礎償還即期稅項負債及資產或同時變現及償付於大部分遞延稅項負債或資產預期被償付或收回的各未來期間的資產及負債的不同應課稅實體所徵收的所得稅有關，則遞延稅項資產與遞延稅項負債互相抵銷。

政府補助

如能合理確保將收到政府補助及將符合所有附帶條件，則按其公平值確認政府補助。倘有關補助乃與一項開支項目有關，則補助於擬用作補償的成本支出期間按系統基準確認。

收益確認

客戶合約收益

當能反映本集團預期將就向客戶轉讓貨品或服務而有權換取的代價金額於貨品或服務的控制權轉移至客戶時確認來自客戶合約的收益。

收益按在本集團一般業務過程中提供貨品或服務已收或應收代價的公平值計量。收益按除稅後淨額列示。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Revenue recognition (Cont'd)

Revenue from contracts with customers (Cont'd)

(a) Property management and value-added services

For property management services, the Group bills a fixed amount for services provided on a semi-annually basis and revenue is recognised over the service period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

For value-added services, revenue is recognised at a point in time when the related value-added services are rendered. Payment of the transaction is due immediately when the value-added services are rendered to the customer.

(b) Property engineering services

Revenue from the provision of property engineering services is recognised over time, using an input method to measure progress towards complete satisfaction of the service, because the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. The input method recognises revenue based on the proportion of the actual costs incurred relative to the estimated total costs for satisfaction of the property engineering services.

(c) Ancillary food supply services

Revenue from ancillary food supply services is recognised at a point in time when control of the goods is transferred to the customer, generally on the acceptance of the goods by the customer.

2.4 重大會計政策概要(續)

收益確認(續)

客戶合約收益(續)

(a) 物業管理及增值服務

就物業管理服務而言，本集團每半年就提供的服務開出定額賬單，且由於客戶同時取得及耗用本集團所提供的利益，故收益於服務期內按直線法確認。

就增值服務而言，收益於提供相關增值服務時的某個時點確認。交易付款於向客戶提供增值服務時即時應付。

(b) 物業工程服務

提供物業工程服務所得收益隨著時間的推移而確認，當中使用投入法以計量達致完全滿意服務的進度，此乃由於本集團履約未創造對本集團具有替代用途的資產，而本集團擁有強制執行權收取至今已完成履約部分的付款。投入法根據實際發生成本相對履行物業工程服務估計成本總額的比例而確認收益。

(c) 副食品供應服務

副食品供應服務所得收益於貨品控制權轉移至客戶的時間點（一般為客戶接收貨品時）確認。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Revenue recognition (Cont'd)

Other income

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

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

2.4 重大會計政策概要(續)

收益確認(續)

其他收入

利息收入按應計基準採用實際利息法確認，所用利率為於預期金融工具年期或較短年期（如適用）內收取之估計未來現金收益精確地折現至金融資產賬面淨值的利率。

合約資產

合約資產指向客戶轉移貨品或服務而換取代價的權利。倘本集團於客戶支付代價前或於支付到期前向客戶轉移貨品或服務而履約，則會就有條件的已賺取代價確認合約資產。合約資產須進行減值評估，其詳情載列在金融資產減值的會計政策中。

合約負債

於本集團向客戶轉移貨品或服務前，合約負債會於向客戶收取付款或付款到期（以較早者為準）時確認。當本集團根據合約履約（即向客戶轉移相關貨品或服務的控制權），合約負債會確認為收益。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Other employee benefits

Pension scheme

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

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

Foreign currencies

These financial statements are presented in RMB. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss and other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2.4 重大會計政策概要(續)

其他僱員福利

退休金計劃

本集團於中國內地營運的附屬公司僱員須參加由地方市政府運作的中央退休金計劃。該等於中國內地營運的附屬公司須按僱員工資若干百分比向中央退休金計劃供款。供款於根據中央退休金計劃規則應付時自損益扣除。

股息

末期股息在股東大會上獲股東批准後確認為負債。

外幣

該等財務報表以人民幣呈報。本集團內各實體各自釐定其功能貨幣，載於各實體的財務報表的項目均以該功能貨幣計量。本集團各實體記錄的外幣交易初步按交易日相應功能貨幣的匯率換算入賬。以外幣為計價單位的貨幣資產及負債按有關功能貨幣於報告期末的匯率換算。貨幣項目結算或換算產生的差額於損益及其他全面收益表確認。

以外幣按歷史成本計量的非貨幣項目，採用初始交易日期的匯率換算。以外幣按公平值計量的非貨幣項目，採用計量公平值當日的匯率換算。因換算按公平值計量的非貨幣項目而產生的盈虧，亦按該項目公平值變動盈虧確認（即於其他全面收益或損益確認公平值盈虧的項目的匯兌差額，亦於其他全面收益或損益確認）的一致方式計量。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Foreign currencies (Cont'd)

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

The functional currencies of the Company and certain overseas subsidiaries are Hong Kong dollars ("HK\$"). As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss and other comprehensive income.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Renminbi at the weighted average exchange rates for the year.

2.4 重大會計政策概要(續)

外幣(續)

在終止確認與預付代價有關的非貨幣性資產或非貨幣性負債時，釐定首次確認相關資產、開支或收入所用的匯率，初始交易日期為本集團首次確認預付代價產生的非貨幣性資產或非貨幣性負債當日。倘涉及多筆預付款項或預收款項，則本集團釐定每次支付或收取預付代價的交易日期。

本公司及若干海外附屬公司的功能貨幣為港元（「港元」）。於報告期末，該等實體的資產及負債按報告期末當前匯率換算為人民幣，其損益表則按年內的加權平均匯率換算為人民幣。

因此而產生的匯兌差額於其他全面收益確認並於匯兌儲備累計。出售境外業務時，與該項境外業務有關的其他全面收益部分在損益及其他全面收益表確認。

就綜合現金流量表而言，海外附屬公司的現金流量均按現金流量日期適用的匯率換算為人民幣。海外附屬公司在年內經常出現的現金流量均按年內加權平均匯率換算為人民幣。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Revenue from contracts with customers

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

Determining the timing of satisfaction of property engineering services

The Group concluded that revenue for property engineering services is to be recognised over time because the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

3. 重大會計判斷及估計

編製本集團財務報表時，管理層須作出會影響收益、開支、資產及負債呈報金額及其隨附披露以及或然負債披露的判斷、估計及假設。該等假設及估計的不確定因素可能導致未來須對受影響資產或負債的賬面值作出重大調整。

判斷

在應用本集團會計政策時，管理層已作出以下對於財務報表內確認之數額構成最重大影響之判斷，惟涉及估計者除外：

客戶合約收益

本集團應用以下重大影響釐定客戶合約收益金額及時間的判斷：

釐定履行物業工程服務的時間

本集團認為物業工程服務的收益隨時間確認，原因是本集團的表現並無創造對本集團具其他替代用途之資產，而本集團可強制執行其權利就累計至今已完成之履約部分收取款項。

估計不確定性

有重大風險導致須對下個財政年度之資產及負債之賬面值進行重大調整的有關日後的主要假設及於各報告期末估計不確定性的其他主要來源詳述如下。



3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Cont'd)

Estimation uncertainty (Cont'd)

Measurement of progress toward complete satisfaction of property engineering services

The Group uses input method to measure the progress toward satisfaction of the performance obligations, and specifically, the proportion of actual costs incurred relative to the estimated total costs. The Group determined that the input method is the best method in measuring the progress of the property engineering services because there is a direct relationship between the Group's effort (i.e., costs incurred) and the transfer of goods and services to the customer. The Group recognises revenue on the basis of the costs expended relative to the total expected costs to complete the services. Actual costs incurred include direct and indirect costs in the process of transferring goods and services from the Group to customers. The Group believes that contract price is based on costs. Therefore, the proportion of actual costs incurred relative to the total expected costs can reflect the progress toward satisfaction of property engineering service. Since the duration of performance obligation is relatively long and it may fall in two accounting periods, the Group will review contract, revise budget and adjust revenue accordingly as the contract carries forward.

Provisions

Significant management estimates are involved in the determination of the cost of assurance-type warranty to be incurred during the warranty period. Accordingly, management exercises considerable judgment in determining whether there is a present obligation as a result of a past event at the reporting date, whether it is more likely than not that such warranty services will result an outflow of resources and whether the amount of the obligation can be reliably estimated with reference to the size of the project, relevant correspondences and contracts with customers. The management estimates the cost for warranty services with regard to the Group's experience in addressing such matters.

3. 重大會計判斷及估計(續)

估計不確定性(續)

計量有關履行物業工程服務的進度

本集團使用投入法計量達成履約責任的進度，特別是與估計總成本相比所產生的實際成本的比例。本集團釐定投入法為計量物業工程服務進度的最佳方法，原因是本集團的投入（即所產生的成本）與轉讓貨品及服務予客戶之間存在直接關係。本集團根據與完成服務的預計總成本相比的已支出成本確認收益。所產生的實際成本包括本集團轉讓貨品與服務予客戶過程中產生的直接和間接成本。本集團認為合約價按成本計量。因此，與預計總成本相比所產生的實際成本比例能夠反映履行物業工程服務的進度。由於履約責任的時期相對較長且可能歸屬於兩個會計期間，因此，本集團將因合約結轉而相應審閱合約、修訂預算並調整收益。

撥備

釐定於質保期產生的保證類質保成本涉及重大管理估計。因此，管理層作出重大判斷，以釐定現時責任是否源於報告日期發生的過往事事件，該質保服務是否更有可能造成資源外流，以及責任金額是否能夠透過參考項目規模、與客戶的相關通訊往來及合約進行可靠的估計。管理層就本集團處理此類事宜的經驗估計質保服務的成本。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Cont'd)

Estimation uncertainty (Cont'd)

Provision for expected credit losses on trade receivables and contract assets

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on ageing for groupings of various customer segments that have similar loss patterns (i.e., by product type, customer type and rating).

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

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets are disclosed in notes 17 and 19 to the financial statements, respectively.

3. 重大會計判斷及估計 (續)

估計不確定性 (續)

貿易應收款項與合約資產的預期信貸虧損撥備

本集團使用撥備矩陣計算貿易應收款項與合約資產的預期信貸虧損。撥備率基於具有類似虧損模式 (即按產品類型、客戶類型和評級) 的各個客戶群分部賬齡。

撥備矩陣最初基於本集團的歷史觀察違約率。本集團將通過調整矩陣以調整過往信貸虧損經驗與前瞻性資料。例如，如果預測經濟狀況 (如國內生產總值) 將在未來一年內下滑，這可能導致違約數量增加，會對歷史違約率進行調整。在每個報告日期，歷史觀察得到的違約率都會被更新，並分析未來其可能發生的變化。

對歷史觀察得到的違約率、預測的經濟狀況和預期信貸虧損之間相關性的評估是一個重要的估計。預期信貸虧損的金額對環境的變化和預測的經濟狀況很敏感。本集團的歷史信貸虧損經驗和對經濟狀況的預測也可能無法代表未來客戶的實際違約。有關本集團貿易應收款項及合約資產的預期信貸虧損的資料分別於財務報表附註17及19披露。



3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Cont'd)

Estimation uncertainty (Cont'd)

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).

Useful lives of property, plant and equipment

The Group determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment. Management will increase the depreciation charge where useful lives are less than previously estimated lives.

3. 重大會計判斷及估計 (續)

估計不確定性 (續)

租賃 – 估計增量借款利率

本集團無法輕易釐定租賃內所隱含的利率，因此，使用增量借款利率（「增量借款利率」）計量租賃負債。增量借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近之資產，而以類似抵押品與類似期間借入所需資金應支付之利率。因此，增量借款利率反映了本集團「應支付」的利率，當無可觀察的利率時（如就並無訂立融資交易之附屬公司而言）或當須對利率進行調整以反映租賃之條款及條件時（如當租賃並非以附屬公司之功能貨幣訂立時），則須作出利率估計。本集團使用可得可觀察輸入數據（如市場利率）估計增量借款利率並須作出若干實體特定估計（如附屬公司單獨的信貸評級）。

物業、廠房及設備的可使用年期

本集團釐定其物業、廠房及設備的估計可使用年期及有關折舊費用。該估計乃根據物業、廠房及設備的實際可使用年期的過往經驗進行。倘可使用年期短於先前估計的年期，管理層將增加折舊費用。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Cont'd)

Estimation uncertainty (Cont'd)

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their services and has three reportable operating segments as follows:

- (a) Property management and value-added services
- (b) Property engineering services
- (c) Ancillary food supply services

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit.

3. 重大會計判斷及估計(續)

估計不確定性(續)

非金融資產減值(商譽除外)

本集團於各報告期末評估所有非金融資產(包括使用權資產)是否有任何減值跡象。資產或現金產生單位賬面值超逾其可回收金額時，即高出其公平值減出售成本及使用價值，則存在減值。計量公平值減出售成本時，按以公平基準就類似資產進行具有約束力的銷售交易可得數據，或可觀察所得市價減出售資產的已增加成本得出。當計算使用價值時，管理層必須估計來自資產或現金產生單位的預期未來現金流量，並選擇合適的貼現率，以計算該等現金流量的現值。

4. 經營分部資料

為便於管理，本集團按所提供之服務劃分業務單位，分為以下三個可呈報經營分部：

- (a) 物業管理及增值服務
- (b) 物業工程服務
- (c) 副食品供應服務

管理層分別監督本集團各經營分部業績以就分配資源及評估績效作出決策。分部績效根據可呈報分部的溢利評估。



4. OPERATING SEGMENT INFORMATION (Cont'd)

Segment revenue

		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
Property management and value-added services	物業管理及增值服務	149,249	107,480
Property engineering services	物業工程服務	34,143	18,297
Ancillary food supply services	副食品供應服務	730	5,269
		184,122	131,046

Segment results

		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
Property management and value-added services	物業管理及增值服務	45,753	42,826
Property engineering services	物業工程服務	701	2,535
Ancillary food supply services	副食品供應服務	(111)	97
Segment results	分部業績	46,343	45,458
<u>Reconciliation:</u>	<u>對賬：</u>		
Unallocated income	未分配收入	597	—
Unallocated expenses	未分配開支	(36)	—
Profit before tax	除稅前溢利	46,904	45,458

Segment assets

		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
Property management and value-added services	物業管理及增值服務	177,099	172,847
Property engineering services	物業工程服務	36,027	18,165
Ancillary food supply services	副食品供應服務	2,042	918
Segment assets	分部資產	215,168	191,930
<u>Reconciliation:</u>	<u>對賬：</u>		
Unallocated assets	未分配資產	833	—
Total assets	資產總值	216,001	191,930

4. 經營分部資料(續)

分部收益

	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
Property management and value-added services	149,249	107,480
Property engineering services	34,143	18,297
Ancillary food supply services	730	5,269
	184,122	131,046

分部業績

	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
Property management and value-added services	45,753	42,826
Property engineering services	701	2,535
Ancillary food supply services	(111)	97
Segment results	46,343	45,458
<u>Reconciliation:</u>		
Unallocated income	597	—
Unallocated expenses	(36)	—
Profit before tax	46,904	45,458

分部資產

	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
Property management and value-added services	177,099	172,847
Property engineering services	36,027	18,165
Ancillary food supply services	2,042	918
Segment assets	215,168	191,930
<u>Reconciliation:</u>		
Unallocated assets	833	—
Total assets	216,001	191,930

4. OPERATING SEGMENT INFORMATION (Cont'd)

Segment 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
Property management and value-added services	物業管理及增值服務	86,399	63,540
Property engineering services	物業工程服務	13,680	6,343
Ancillary food supply services	副食品供應服務	1,789	831
Segment liabilities	分部負債	101,868	70,714
<i>Reconciliation:</i>	<i>對賬:</i>		
Unallocated liabilities	未分配負債	133	—
Total liabilities	負債總值	102,001	70,714

Other segment information

Year ended 31 December 2019

4. 經營分部資料(續)

分部負債

	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
Property management and value-added services	86,399	63,540
Property engineering services	13,680	6,343
Ancillary food supply services	1,789	831
Segment liabilities	101,868	70,714
<i>Reconciliation:</i>	<i>對賬:</i>	
Unallocated liabilities	133	—
Total liabilities	102,001	70,714

其他分部資料

截至二零一九年十二月三十一日止
年度

		Property management and value-added services 物業管理及 增值服務 RMB'000 人民幣千元	Property engineering services 物業 工程服務 RMB'000 人民幣千元	Ancillary food supply services 副食品 供應服務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Additions to property, plant and equipment	添置物業、廠房及設備	501	52	—	553
Depreciation of property, plant and equipment	物業、廠房及設備折舊	646	14	—	660
Depreciation of right-of-use assets	使用權資產折舊	138	81	109	328
(Reversal of impairment)/ impairment losses on trade receivables and contract assets	貿易應收款項及合約 資產(減值撥回)/ 減值虧損	(71)	76	6	11



4. OPERATING SEGMENT INFORMATION (Cont'd)

Other segment information (Cont'd)

Year ended 31 December 2018

	Property management and value-added services 物業管理及增值服務 RMB'000 人民幣千元	Property engineering services 物業工程服務 RMB'000 人民幣千元	Ancillary food supply services 副食品供應服務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Additions to property, plant and equipment	添置物業、廠房及設備 567	—	—	567
Depreciation of property, plant and equipment	物業、廠房及設備折舊 544	—	—	544
Depreciation of right-of-use assets	使用權資產折舊 204	139	84	427
Impairment losses on trade receivables and contract assets	貿易應收款項及合約資產減值虧損 150	85	—	235

Geographical information

Since the Group has operates in Mainland China only, no further operating geographical segment analysis thereof is presented.

Information about major customers

Revenue of approximately RMB31,676,000 (2018: RMB9,561,000) and RMB26,108,000 (2018: RMB24,440,000) were derived from sales of the property management and value-added services, property engineering services and ancillary food supply services to Zensun Enterprises Limited and Ever Diamond Global Company Limited, respectively, including sales to a group of entities which are known to be under common control with Zensun Enterprises Limited and Ever Diamond Global Company Limited.

Except for those mentioned above, there was no single customer from which the revenue amounted to 10% or more of the Groups total revenue at the end of each reporting period.

4. 經營分部資料(續)

其他分部資料(續)

截至二零一八年十二月三十一日止年度

地區資料

由於本集團僅在中國內地營運，故並無呈列進一步經營地區分部分析。

有關主要客戶的資料

收益約人民幣31,676,000元(2018年：人民幣9,561,000元)和人民幣26,108,000元(2018年：人民幣24,440,000元)，分別來自於向正商實業有限公司和永鑽環球有限公司提供物業管理及增值服務、物業工程服務和副食品供應服務，包括向由與正商實業有限公司和永鑽環球有限公司共同控制的實體提供的銷售及服務。

除了上述提及外，於各報告期末，概無來自單一客戶的收益佔本集團收益總額10%或以上。

5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue 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
Type of products or services	產品或服務類型		
Property management and value-added services	物業管理及增值服務	149,249	107,480
Property engineering services	物業工程服務	34,143	18,297
Ancillary food supply services	副食品供應服務	730	5,269
		184,122	131,046

		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
Timing of revenue recognition	收益確認時間		
At a point in time	於某個時間點		
Value-added services	增值服務	8,135	4,562
Ancillary food supply services	副食品供應服務	730	5,269
Over time	於一段時間		
Property management	物業管理	141,114	102,918
Property engineering services	物業工程服務	34,143	18,297
		184,122	131,046

The following table shows the revenue recognised in relation to contract liabilities carried forward from the end of the prior year:

		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
Type of products or services	產品或服務類型		
Property management and value-added services	物業管理及增值服務	28,067	17,497

5. 收益、其他收入及收益

收益分析如下：

		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
Type of products or services	產品或服務類型		
Property management and value-added services	物業管理及增值服務	149,249	107,480
Property engineering services	物業工程服務	34,143	18,297
Ancillary food supply services	副食品供應服務	730	5,269
		184,122	131,046

		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
Timing of revenue recognition	收益確認時間		
At a point in time	於某個時間點		
Value-added services	增值服務	8,135	4,562
Ancillary food supply services	副食品供應服務	730	5,269
Over time	於一段時間		
Property management	物業管理	141,114	102,918
Property engineering services	物業工程服務	34,143	18,297
		184,122	131,046

下表載列就上一年度末結轉的合約負債所確認收益：

		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
Type of products or services	產品或服務類型		
Property management and value-added services	物業管理及增值服務	28,067	17,497



5. REVENUE, OTHER INCOME AND GAINS (Cont'd)

Performance obligations

Information about the Group's performance obligations is summarised below:

Property management

The performance obligation is satisfied over time and payments are generally paid in advance. For property management services, the Group recognises revenue in the amount that equals to the right to invoice which corresponds directly with the value to the customer of the Group's performance to date. The Group has elected the practical expedient for not to disclose the remaining performance obligations for property management. The majority of the property management service contracts do not have a fixed term.

Value-added services

The performance obligation is satisfied at a point in time and payments are generally due when the services are rendered. For value-added services, they are rendered in a short period of time and there is no unsatisfied performance obligation at the end of each reporting period.

Property engineering services

The performance obligation is satisfied over time as services are rendered and payment is generally due within 30 days from the date of billing. A certain percentage of payment is retained by customers until the end of the retention period as the Group's entitlement to the final payment is conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts.

5. 收益、其他收入及收益(續)

履約責任

有關本集團履約責任的資料概述如下：

物業管理

該履約責任於一段時間達成，付款通常預先支付。就物業管理服務而言，本集團確認的收益金額相等於開具發票的權利，而有關權利直接對應本集團至今向客戶作出的履約價值。本集團已選擇實際權宜方式，不披露物業管理的餘下履約責任。大部分物業管理服務合約並無固定期限。

增值服務

該履約責任於某一時點達成，而付款通常於服務獲提供時到期應付。就增值服務而言，由於有關服務乃於較短時限內提供，故於各報告期末並無未達成的履約責任。

物業工程服務

該履約責任於服務獲提供時於一段時間達成，付款通常自開票日期起計30天到期應付。客戶會保留若干百分比付款直至保固期結束，此乃由於合約訂明本集團收取末期付款的權利取決於客戶於特定的一段時間內對服務質量是否滿意。

5. REVENUE, OTHER INCOME AND GAINS (Cont'd)**Performance obligations** (Cont'd)**Property engineering services** (Cont'd)

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) of property engineering services as at the end of each reporting period 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
Within 1 year	一年內	38,871	27,598
1 to 2 years	一至兩年	4,919	—
		43,790	27,598

Ancillary food supply services

The performance obligation is satisfied upon acceptance of the goods by the customer and payment is generally due within 30 days from delivery, except for new customers, where payment in advance is normally required. There is no unsatisfied performance obligation for ancillary food supply services at the end of each reporting period.

An analysis of other income and gains 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
Government grants*	政府補貼*	827	1,280
Interest income	利息收入	557	619
Other gains	其他收益	597	6
		1,981	1,905

* Government grants related to income that are received or receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs. These government grants are recognised in profit or loss in the period in which they become receivable.

5. 收益、其他收入及收益 (續)**履約責任** (續)**物業工程服務** (續)

於各報告期末，分配至物業工程服務餘下履約責任（未達成或部分未達成）的交易價格如下：

副食品供應服務

該履約責任於客戶接收貨品時達成，而付款通常於自交付起計30天內到期應付，惟新客戶例外，其款項通常須預付。於各報告期末並無有關副食品供應服務的未達成履約責任。

其他收入及收益分析如下：

* 政府補貼與作為已產生開支或虧損的補償或在毋須未來有關成本的情況下對本集團給予即時財務支援而已收或應收的收款有關。該等政府補貼於應收有關補貼期間於損益確認。



6. PROFIT BEFORE TAX

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

		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 of service provided	所提供服務成本	104,691	63,706
Cost of ancillary food supplied	所供應副食品成本	779	5,049
Depreciation of property, plant and equipment (note 13)	物業、廠房及設備折舊(附註13)	660	544
Depreciation of right-of-use assets (note 15)	使用權資產折舊(附註15)	328	427
Research and development expenses	研發費用	2,590	3,012
Auditors' remuneration	核數師薪酬	900	142
Employee benefit expense (including directors' remuneration)	僱員福利開支 (包括董事薪酬)		
Wages and salaries	工資及薪金	21,568	16,148
Pension scheme contributions	退休金計劃供款	1,942	1,783
Foreign exchange differences, net	匯兌差額淨額	(597)	—
Impairment losses on trade receivables and contract assets	貿易應收款項及合約資產減值虧損	11	235
Listing expenses	上市開支	12,373	—

7. FINANCE COSTS

7. 財務成本

		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
Interest on lease liabilities (note 15)	租賃負債的利息開支(附註15)	84	68

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

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

		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
Fees	袍金	—	—
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	262	241
Pension scheme contributions	退休金計劃供款	15	17
		277	258

(a) Independent non-executive directors

Mr. Feng Zhidong and Mr. Zhou Sheng were appointed as the directors of the Company on 12 August 2019 and were re-designated as independent non-executive directors of the Company on 17 September 2019. Mr. Xu Chun was appointed as a director of the Company on 9 September 2019 and was re-designated as an independent non-executive director of the Company on 17 September 2019. They are primarily responsible for supervising and providing independent judgement to the board of directors. There were no emoluments payable to the independent non-executive directors during the year (2018: Nil).

8. 董事及最高行政人員薪酬

根據上市規則、香港《公司條例》第383(1)(a)、(b)、(c)及(f)條及《公司(披露董事利益資料)規例》第2部披露的董事及最高行政人員於本年的薪酬如下：

(a) 獨立非執行董事

馮志東先生及周勝先生於二零一九年八月十二日獲委任為本公司董事，於二零一九年九月十七日調任為本公司獨立非執行董事。徐春先生於二零一九年九月九日獲委任為本公司董事，於二零一九年九月十七日調任為本公司獨立非執行董事。彼等主要負責監督董事會並向董事會提供獨立判斷。年內概無應付獨立非執行董事的酬金(二零一八年：零)。



8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Cont'd)

(b) Executive director and non-executive directors

		Salaries, allowances and benefits in kind 薪金、津貼及實物利益 RMB'000 人民幣千元	Pension scheme contributions 退休金計劃供款 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Year ended 31 December 2019	截至二零一九年十二月三十一日止年度			
Executive director: Mr. Zhu Jie*	執行董事： 朱杰先生*	262	15	277

		Salaries, allowances and benefits in kind 薪金、津貼及實物利益 RMB'000 人民幣千元	Pension scheme contributions 退休金計劃供款 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Year ended 31 December 2018	截至二零一八年十二月三十一日止年度			
Executive director: Mr. Zhu Jie*	執行董事： 朱杰先生*	241	17	258

* Mr. Zhu Jie was appointed as a director of the Company on 12 August 2019 and was re-designated as an executive director of the Company on 17 September 2019. He also served as chief executive officer in Xingye IOT Management. His remuneration disclosed above included the remuneration for the services rendered by him as the chief executive.

* 朱杰先生於二零一九年八月十二日獲委任為本公司董事，於二零一九年九月十七日調任為本公司執行董事。彼亦曾擔任興業物聯網管理的行政總裁。上文所披露之彼の酬金包括彼身為行政總裁就提供的服務的酬金。

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Cont'd)

(b) Executive director and non-executive directors

Ms. Zhang Huiqi, Mr. Wang Jinhu and Mr. Liu Zhenqiang were appointed as directors of the Company on 12 August 2019 and were re-designated as non-executive directors of the Company on 17 September 2019. There were no emoluments payable to the non-executive directors during the year (2018: Nil).

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year (2018: Nil).

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the years included one director (2018: one), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining four (2018: four) highest paid employees who are neither a director nor chief executive of the Company 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
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,142	1,041
Pension scheme contributions	退休金計劃供款	67	48
		1,209	1,089

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

		2019 二零一九年	2018 二零一八年
Nil to HK\$1,000,000	零至1,000,000港元	4	4

During the year, no emoluments were paid by the Group to any of the directors or the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office.

8. 董事及最高行政人員薪酬 (續)

(b) 執行董事及非執行董事

張惠琪女士、王金虎先生及劉振強先生於二零一九年八月十二日獲委任為本公司董事，於二零一九年九月十七日調任為本公司非執行董事。年內概無應付非執行董事的酬金(二零一八年：零)。

年內，概無董事放棄或同意放棄任何薪酬的安排(二零一八年：零)。

9. 五名最高薪酬僱員

各年內，五名最高薪酬僱員分別包括一名董事(二零一八年：一名)，其薪酬詳情載於上文附註8。年內，有關餘下四名(二零一八年：四名)非本公司董事或最高行政人員的最高薪酬僱員薪酬詳情如下：

薪酬介乎以下範圍的非董事及非最高行政人員最高薪酬僱員的人數如下：

		2019 二零一九年	2018 二零一八年
Nil to HK\$1,000,000	零至1,000,000港元	4	4

於年內，本集團概無向任何董事或五名最高薪酬人士(包括董事及僱員)支付任何酬金，作為吸引加入或加入本集團後的獎金或作為離職補償。

10. INCOME TAX EXPENSE

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Pursuant to the rules and regulations of the Cayman Islands and BVI, the Group is not subject to any income tax in the Cayman Islands and BVI.

Pursuant to the Enterprise Income Tax Law of the PRC and the respective regulations, except for Xingye Consulting which enjoyed a preferential enterprise tax rate during the reporting period, the subsidiaries which operate in Mainland China are subject to enterprise income tax at a rate of 25% on the taxable income.

10. 所得稅開支

本集團須就本集團成員公司註冊成立及經營業務所在司法權區所產生或賺取的溢利按實體基準繳納所得稅。

根據開曼群島及英屬處女群島規則及法規，本集團毋須於開曼群島及英屬處女群島繳納任何所得稅。

根據《中華人民共和國企業所得稅法》及其相關規定，除興業諮詢於報告期享有優惠企業所得稅稅率外，在中國內地經營的附屬公司須按應課稅收入25%繳納企業所得稅。

		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	即期	12,314	11,229
Deferred (note 14)	遞延(附註14)	(583)	9
Total tax charge for the year	年內的稅項開支總額	11,731	11,238

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for the jurisdiction in which the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate, and a reconciliation of the applicable rate (i.e., the statutory tax rate) to the effective tax rate, are as follows:

按其大多數附屬公司所在司法權區的法定稅率計算的除稅前溢利適用稅項開支與按實際稅率計算的稅項開支的對賬及適用稅率(即法定稅率)與實際稅率的對賬如下：

		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
Profit before tax	除稅前溢利	46,904	45,458
Tax at the statutory rate of 25%	按25%法定稅率計稅	11,726	11,365
Preferential tax rate applicable to subsidiaries	附屬公司適用的優惠稅率	(19)	(14)
Tax incentives on eligible expenditures	符合條件的支出而產生的稅收優惠	—	(125)
Expenses not deductible for tax	不可扣稅開支	24	12
Total tax expense for the year	年內稅項開支總額	11,731	11,238

11. DIVIDENDS

The directors of the Company do not recommend the payment of a dividend since the date the Company incorporated till the date of this report.

The distribution amounts set out in the consolidated statements of changes in equity of RMB42,625,000 for the year ended 31 December 2019 represented the dividends declared by Xingye IOT Management to its then shareholders.

12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 299,992,466 (2018: 299,990,000) comprises the weighted average number of shares issued during the year ended 31 December 2019 and 299,990,000 ordinary shares issued pursuant to the capitalisation issue after the reporting period.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2019.

The calculations of basic earnings per share during both years are based on the assumption that the capitalisation issue have been effective on 1 January 2018:

11. 股息

自本公司註冊成立之日期至本報告日期，本公司董事不建議派付股息。

截至二零一九年十二月三十一日止年度，綜合權益變動表所載之分派金額為人民幣42,625,000元，乃興業物聯管理向其當時的股東宣派的股息。

12. 母公司普通股權益持有人應佔每股盈利

每股基本盈利金額乃根據母公司普通股權益持有人應佔年內溢利計算，普通股的加權平均數為299,992,466股（二零一八年：299,990,000股），包括在截至二零一九年十二月三十一日止年度發行的股份加權平均數，以及報告期後根據資本化發行發行的299,990,000股普通股。

截至二零一九年十二月三十一日止年度，本集團並無已發行的潛在攤薄普通股。

兩個年度的每股基本盈利乃根據資本化發行已於二零一八年一月一日完成的假設計算：

		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
Earnings	盈利		
Profit attributable to ordinary equity holders of the parent used in the basic earnings per share calculation	計算每股基本盈利時使用的 母公司普通股權益 持有人應佔年內溢利	35,173	34,220



12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (Cont'd)

The calculations of basic earnings per share during both years are based on the assumption that the capitalisation issue have been effective on 1 January 2018: (Cont'd)

12. 母公司普通股權益持有人應佔每股盈利(續)

兩個年度的每股基本盈利乃根據資本化發行已於二零一八年一月一日完成的假設計算：(續)

		Number of shares 股份數目	
		2019 二零一九年	2018 二零一八年
Shares	股份		
Issue of shares on 12 August 2019	於二零一九年八月十二日發行的股份	1	—
Issue of shares on 2 October 2019	於二零一九年十月二日發行的股份	9,999	—
Effect of Capitalisation Issue on 9 March 2020 (note 31)	於二零二零年三月九日進行資本化發行的影響(附註31)	299,990,000	299,990,000
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	計算每股基本盈利時使用的 年內發行普通股加權平均數	299,992,466	299,990,000

On 9 March 2020, the shares of the Company were listed on the Stock Exchange, and in connection with the Company's listing, 100,000,000 new shares of the Company were issued and allotted at the offer price of HK\$1.99 per share. The transactions occur after the end of the reporting period and that would have changed significantly the number of ordinary shares of the Company outstanding at the end of the reporting period if those transactions had occurred before the end of the reporting period.

於二零二零年三月九日，本公司的股份在聯交所上市，本公司為上市發行及配發了100,000,000股本公司新股份，發行價為每股1.99港元。交易在報告期末後發生，倘有關交易在報告期末前發生，將重大改變在報告期末已發行的本公司普通股數量。

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Machinery 機器 RMB'000 人民幣千元	Electronic equipment and others 電子設備及其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
31 December 2019	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：			
Cost	成本	134	2,862	2,996
Accumulated depreciation	累計折舊	(28)	(670)	(698)
Net carrying amount	賬面淨值	106	2,192	2,298
At 1 January 2019, net of accumulated depreciation	於二零一九年 一月一日， 扣除累計折舊	106	2,192	2,298
Additions	添置	—	553	553
Depreciation provided during the year	年內折舊撥備	(13)	(647)	(660)
At 31 December 2019, net of accumulated depreciation	於二零一九年 十二月三十一日， 扣除累計折舊	93	2,098	2,191
At 31 December 2019:	於二零一九年 十二月三十一日：			
Cost	成本	134	3,415	3,549
Accumulated depreciation	累計折舊	(41)	(1,317)	(1,358)
Net carrying amount	賬面淨值	93	2,098	2,191



13. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

13. 物業、廠房及設備(續)

		Machinery 機器 RMB'000 人民幣千元	Electronic equipment and others 電子設備及其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
31 December 2018	二零一八年十二月三十一日			
At 1 January 2018:	於二零一八年一月一日：			
Cost	成本	134	2,295	2,429
Accumulated depreciation	累計折舊	(15)	(139)	(154)
Net carrying amount	賬面淨值	119	2,156	2,275
At 1 January 2018, net of accumulated depreciation	於二零一八年一月一日，扣除累計折舊	119	2,156	2,275
Additions	添置	—	567	567
Depreciation provided during the year	年內折舊撥備	(13)	(531)	(544)
At 31 December 2018, net of accumulated depreciation	於二零一八年十二月三十一日，扣除累計折舊	106	2,192	2,298
At 31 December 2018:	於二零一八年十二月三十一日：			
Cost	成本	134	2,862	2,996
Accumulated depreciation	累計折舊	(28)	(670)	(698)
Net carrying amount	賬面淨值	106	2,192	2,298

14. DEFERRED TAX

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

Deferred tax assets

		Impairment losses 減值虧損 RMB'000 人民幣千元	Tax losses 稅項虧損 RMB'000 人民幣千元	Accruals 應計費用 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2018	於二零一八年一月一日	25	67	—	92
Deferred tax credited/(charged) to the statement of profit or loss and other comprehensive during the year (note 10)	年內於損益及其他全面 收益表計入／ (扣除)的遞延稅項 (附註10)	58	(67)	—	(9)
Deferred tax assets as at 31 December 2018 and 1 January 2019	於二零一八年 十二月三十一日及 二零一九年 一月一日的 遞延稅項資產	83	—	—	83
Deferred tax credited to the statement of profit or loss and other comprehensive during the year (note 10)	年內於損益及 其他全面收益表 計入的遞延稅項 (附註10)	2	5	576	583
Deferred tax assets as at 31 December 2019	於二零一九年 十二月三十一日的 遞延稅項資產	85	5	576	666

14. 遞延稅項

遞延稅項資產於年內變動如下：

遞延稅項資產



14. DEFERRED TAX (Cont'd)

Deferred tax liabilities

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2017. A lower withholding tax rate may be applied if there is a tax treaty between China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

At 31 December 2019, no deferred tax liabilities has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the director of the Company, it is not probable that these subsidiaries will distribute such earnings arising from 1 January 2008 to 31 December 2019 in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately RMB28,938,000 at 31 December 2019 (2018: Nil).

14. 遞延稅項(續)

遞延稅項負債

根據中國企業所得稅法，對於中國內地設立的外國投資企業向外國投資者宣告的股息徵收10%的預扣稅。該規定自二零零八年一月一日起生效，且適用於二零一七年十二月三十一日之後的盈利。倘中國與外國投資者的司法權區之間有稅收協定，則可適用較低的預扣稅率。對於本集團，適用稅率為10%。因此，若本集團旗下在中國內地成立之附屬公司就二零零八年一月一日以後賺取之盈利向本集團派付股息，本集團須就此繳納預扣稅。

於二零一九年十二月三十一日，對於本集團在中國內地設立的附屬公司須繳納預扣稅的未匯款盈利的預扣稅款，並未確認任何遞延稅項負債。本公司董事認為，在可預見的將來，此等附屬公司不大可能分派自二零零八年一月一日至二零一九年十二月三十一日產生的盈利。於二零一九年十二月三十一日，與尚未確認遞延稅項負債的於中國內地附屬公司的投資有關的臨時差額總額約為人民幣28,938,000元(二零一八年：零)。

15. LEASES

The Group as a lessee

The Group has lease contracts of buildings used in its operations. Leases of buildings have lease terms between 5 and 10 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group, and there is no lease contract that include extension and termination options and variable lease payment.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

15. 租賃

本集團作為承租人

本集團擁有經營中使用的建築物的租賃合約。樓宇租賃的租期為5至10年。一般而言，本集團被限制於本集團之外轉讓及轉租租賃資產，並且並無包括延期及終止選擇以及可變租賃付款的租賃合約。

(a) 使用權資產

以下載列本集團於年內的使用權資產以及有關變動：

		Buildings 樓宇	
		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
As at 1 January	於一月一日	1,259	1,124
Additions	添置	1,745	562
Depreciation charge	折舊費用	(328)	(427)
As at 31 December	於十二月三十一日	2,676	1,259

15. LEASES (Cont'd)**The Group as a lessee** (Cont'd)**(b) Lease liabilities**

The carrying amount of lease liabilities and the movements during the year are as follows:

		Buildings 樓宇	
		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 at 1 January	於一月一日的賬面淨值	2,225	1,595
New leases	新租賃	1,745	562
Accretion of interest recognised during the year	年內確認的利息增長	84	68
Carrying amount at 31 December	於十二月三十一日的賬面淨值	4,054	2,225
Analysed into:	分析為：		
Current portion	流動部分	1,859	1,304
Non-current portion	非流動部分	2,195	921

The maturity analysis of lease liabilities is disclosed in note 30 to the financial statements.

During the year, the Group entered into lease contracts of buildings with a related party amounting to RMB1,745,000. Included in lease liabilities are amounts due to a related party of RMB3,760,000 as at 31 December 2019 (2018: RMB701,000)

15. 租賃 (續)**本集團作為承租人** (續)**(b) 租賃負債**

以下載列本集團於年內的租賃負債的賬面值以及有關變動：

租賃負債的到期分析披露於財務報表附註30。

年內，本集團與關聯方訂立樓宇租賃合約，款項為人民幣1,745,000元。於二零一九年十二月三十一日，租賃負債包括應付一名關聯方款項人民幣3,760,000元（二零一八年：人民幣701,000元）

15. LEASES (Cont'd)**The Group as a lessee** (Cont'd)

- (c) The amounts recognised in profit or loss in relation to leases 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
Interest expense on lease liabilities	租賃負債的利息開支	84	68
Depreciation charge of right-of-use assets	使用權資產的折舊費用	328	427
Total amount recognised in profit or loss	於損益確認的總額	412	495

16. INVENTORIES**15. 租賃** (續)**本集團作為承租人** (續)

- (c) 就租賃於損益確認的金額如下：

		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
Raw materials	原材料	-	124



17. TRADE RECEIVABLES

17. 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
Trade receivables	貿易應收款項	18,466	14,054
Impairment	減值	(229)	(248)
		18,237	13,806

The Group's trading terms for rendering property management and value-added services with its customers are mainly payment in advance. The trading terms for property engineering services and ancillary food supply services are mainly on credit and the credit period is generally within 30 days. The Group seeks to maintain strict control over its outstanding receivables and to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

Included in trade receivables are amounts due from related parties of RMB14,088,000 as at 31 December 2019 (2018: RMB5,955,000).

本集團為其客戶提供物業管理及增值服務的貿易條款以預先付款為主。物業工程服務及副食品供應服務的貿易條款以信用為主，而信用期一般為30天內。本集團致力就尚未收取的應收款項維持嚴格監控，同時盡量降低信貸風險。高級管理層定期檢討逾期結餘。鑒於本集團的貿易應收款項乃與多名不同類型的客戶有關，本集團概無重大信貸集中風險。本集團並無就其貿易應收款項結餘持有任何抵押品或採取其他信貸增強措施。貿易應收款項為免息。

於二零一九年十二月三十一日，貿易應收款項包括應收關聯方款項人民幣14,088,000元（二零一八年：人民幣5,955,000元）。

17. TRADE RECEIVABLES (Cont'd)

The carrying amount of trade receivables approximates to their fair value.

An ageing analysis of the trade receivables as at the end of each reporting period, 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 1 year	1年內	18,237	12,245
1 to 2 years	1至2年	—	1,029
2 to 3 years	2至3年	—	532
		18,237	13,806

The movements in the loss allowance for impairment of trade receivables 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
At beginning of year	於年初	248	98
Impairment losses, net	減值虧損淨值	(19)	150
At end of year	於年末	229	248

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on ageing for groupings of various customer segments with similar loss patterns (i.e., by product type, customer type and rating). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

17. 貿易應收款項 (續)

貿易應收款項的賬面值與其公平值相若。

於各報告期末，貿易應收款項基於發票日期及扣除虧損撥備的賬齡分析如下：

貿易應收款項減值虧損撥備變動如下：

於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於具有類似虧損模式（即按產品類型、客戶類型及評級）的各個客戶群分部賬齡而釐定。計算反映概率加權結果、貨幣時間價值及於報告日期可獲得關於過往事件、當前狀況及未來經濟狀況預測的合理及有據資料。



17. TRADE RECEIVABLES (Cont'd)

Throughout the year, the management kept monitoring the recoverability of trade receivables, since the actual loss rate for trade receivables and the adjustments for forward looking factors did not have significant changes during the year, the management kept the same expected credit loss rate during the year. If there is an indicator for a significant change in credit risk, the management would reassess and revise the expected credit loss rates where appropriate during such year ended.

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

As at 31 December 2019

		Ageing 賬齡			
		Within 1 year 1年內	1 to 2 years 1至2年	2 to 3 years 2至3年	Total 總計
Expected credit loss rate	預期信貸虧損率	2%	5%	10%	2%
Gross carrying amount due from independent third parties (RMB'000)	應收獨立第三方總賬面值(人民幣千元)	4,378	—	—	4,378
Expected credit losses (RMB'000)	預期信貸虧損(人民幣千元)	88	—	—	88
Expected credit loss rate	預期信貸虧損率	1%	2%	4%	1.3%
Gross carrying amount due from related parties (RMB'000)	應收關聯方總賬面值(人民幣千元)	14,088	—	—	14,088
Expected credit losses (RMB'000)	預期信貸虧損(人民幣千元)	141	—	—	141
Total expected credit losses (RMB'000)	預期信貸虧損總額(人民幣千元)	229	—	—	229

17. 貿易應收款項(續)

於整個年度，管理層一直監督貿易應收款項的可收回性，由於年內貿易應收款項的實際虧損率及前瞻性因素的調整並無重大變化，管理層於年內保持相同的預期信貸虧損率。倘有跡象表明信貸風險發生重大變化，管理層將於有關期間適時重新評估並修訂預期信貸虧損率。

有關本集團採用撥備矩陣計量的貿易應收款項的信貸風險敞口資料載列如下：

於二零一九年十二月三十一日

17. TRADE RECEIVABLES (Cont'd)

As at 31 December 2018

		Ageing 賬齡			
		Within 1 year 1年內	1 to 2 years 1至2年	2 to 3 years 2至3年	Total 總計
Expected credit loss rate	預期信貸虧損率	2%	5%	10%	2%
Gross carrying amount due from independent third parties (RMB'000)	應收獨立第三方總賬 面值(人民幣千元)	8,099	—	—	8,099
Expected credit losses (RMB'000)	預期信貸虧損 (人民幣千元)	162	—	—	162
Expected credit loss rate	預期信貸虧損率	1%	2%	4%	1.3%
Gross carrying amount due from related parties (RMB'000)	應收關聯方總賬面值 (人民幣千元)	4,351	1,050	554	5,955
Expected credit losses (RMB'000)	預期信貸虧損 (人民幣千元)	43	21	22	86
Total expected credit losses (RMB'000)	預期信貸虧損總額 (人民幣千元)	205	21	22	248

17. 貿易應收款項(續)

於二零一八年十二月三十一日

18. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

		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	預付款項	1,455	2,148
Capitalised listing expenses	資本化上市開支	4,112	—
Deposits	按金	399	608
Other receivables	其他應收款項	517	1,030
Value-added tax recoverable	可收回增值稅	1,189	821
		7,672	4,607

18. 預付款項、其他應收款項及其他資產

The carrying amounts of financial assets included in prepayments, other receivables and other assets approximate to their fair values. None of the above assets is either past due or impaired. As at the end of each reporting period, deposits and other receivables were classified within stage 1 and no impairment was provided for. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

計入預付款項、其他應收款項及其他資產的金融資產賬面值與其公平值相若。上述資產既無逾期亦無減值。於各報告期末，按金及其他應收款項歸類於第1階段及並無計提減值撥備。計入上述結餘的金融資產與並無近期違約記錄的應收款項有關。

19. CONTRACT ASSETS

19. 合約資產

		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
Contract assets arising from provision of property engineering services	提供物業工程服務所產生的合約資產	11,527	8,441
Impairment	減值	(115)	(85)
		11,412	8,356

Contract assets are initially recognised for revenue earned from property engineering services as the receipt of consideration is conditional on certain milestones or successful completion of construction. Upon the milestones or completion of construction and acceptance by the customer, the amounts recognised as contract assets are reclassified to trade receivables. The Group's trading terms and credit policy with customers are disclosed in note 17 to the financial statements.

合約資產初步就物業工程服務賺取的收益進行確認，因為收取代價乃以若干里程碑或成功完成施工為前提條件。於達成里程碑或竣工且客戶驗收後，確認為合約資產的金額會重新分類至貿易應收款項。本集團與客戶的貿易條款及信用政策乃披露於財務報表附註17。

The expected timing of recovery or settlement for contract assets as at 31 December is as follows:

於十二月三十一日收回或結清合約資產的預期時間如下：

		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 one year	一年內	10,841	7,938
After one year	一年後	571	418
Total contract assets	合約資產總值	11,412	8,356

19. CONTRACT ASSETS (Cont'd)

The movements in the loss allowance for impairment of contract assets 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
At beginning of year	於年初	85	—
Impairment losses	減值虧損	30	85
At end of year	於年末	115	85

Impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates for the measurement of the expected credit losses of the contract assets are based on those of the trade receivables as the contract assets and the trade receivables are from the same customer bases. The provision rates of contract assets are based on ageing of contract assets for groupings of various customer segments with similar loss patterns (i.e., by product type, customer type and rating). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Included in contract assets are amounts due from related parties of RMB11,527,000 as at 31 December 2019 (2018: RMB8,441,000).

19. 合約資產 (續)

合約資產減值的虧損撥備變動如下：

於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。計量合約資產預期信貸虧損的撥備率乃基於貿易應收款項預期信貸虧損撥備率的計量而得出，原因為合約資產及貿易應收款項來自相同客戶群。合約資產的撥備率乃基於具有類似虧損模式（即按產品類型、客戶類型及評級）的各個客戶群分部貿易應收款項賬齡而釐定。該計算反映概率加權結果、貨幣時間價值及於報告日期可獲得關於過往事件、當前狀況及未來經濟狀況預測的合理及有據資料。

於二零一九年十二月三十一日，合約資產為應收關聯方款項人民幣11,527,000元（二零一八年：人民幣8,441,000元）。

19. CONTRACT ASSETS (Cont'd)

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

Expected credit loss rate	預期信貸虧損率
Gross carrying amount (RMB'000)	總賬面值(人民幣千元)
Expected credit losses (RMB'000)	預期信貸虧損(人民幣千元)

Included in carrying amounts of contract assets as stated above is retention money of RMB571,000 as at 31 December 2019 (2018: RMB418,000).

Retention money is unsecured and interest-free and represented the monies withheld by customers of contract works fully recoverable within 2 years (i.e., the warranty period) from the date of completion of respective property engineering services in accordance with the terms specified in the relevant contracts. Upon satisfactory completion of the whole project as set out in the contract, the customers will issue a completion certificate. Generally, two years after the issuance of the completion certificate, the whole retention money of such project will be released to the Group. This amount of retention money is included in contract assets until the end of the warranty period as the Group's entitlement to this final payment is conditional on completion of warranty period. The Group is responsible, at its own costs, for remedial works that may arise from defective works or materials used. The warranty period serves as an assurance that the construction services performed comply with agreed-upon specifications and such assurance cannot be purchased separately. The Group classifies these contract assets as current because the Group expects to realise them in its normal operating cycle. The retention money does not have any significant financing component for financing benefit.

19. 合約資產 (續)

有關本集團採用撥備矩陣計量的合約資產的信貸風險敞口資料載列如下：

2019 二零一九年	2018 二零一八年
1%	1%
11,527	8,441
115	85

於二零一九年十二月三十一日，上述合約資產的賬面值包括保固金人民幣571,000元(二零一八年：人民幣418,000元)。

保固金為無抵押及免息，指合約工程客戶所扣留的款項，其可於相關物業工程服務完成之日起兩年(即保修期)內按照有關合約訂明的條款悉數收回。於合約所載整個項目以令人滿意的方式完工後，客戶將發出完工證明。一般而言，完工證明發出後的兩年，有關項目的全部保固金將退還本集團。該保固金計入合約資產，直至保修期結束，原因為本集團收取該最後付款的權利以保修期的完結為條件。本集團對有缺陷的工程或使用的材料可能引起的補救工程負責，費用由本集團自行承擔。保修期是保證進行的建築服務符合約定的規格及該保證不可單獨購買。本集團將該等合約資產分類為流動資產，原因是本集團預期於其正常經營週期內將其變現。保固金並不包含任何為獲取融資利益的重大融資成分。

19. CONTRACT ASSETS (Cont'd)

The retention money is to be settled at the end of each reporting date 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
After one year	一年後	571	418

20. CASH AND CASH EQUIVALENTS

		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 and bank balances	現金及銀行結餘	73,147	161,397
Time deposits	定期存款	100,000	—
Cash and cash equivalents	現金及現金等價物	173,147	161,397
Denominated in:	計值為：		
RMB	人民幣	172,313	161,397
USD	美元	815	—
HK\$	港元	19	—
		173,147	161,397

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

Cash at banks and time deposits earn interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default and no expected credit loss was expected to incur.

The carrying amounts of cash and cash equivalents approximate to their fair values.

19. 合約資產 (續)

保固金將於各往績記錄期末按如下方式結算：

20. 現金及現金等價物

人民幣不得自由兌換為其他貨幣，但根據中國內地《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團可通過獲授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

銀行存款按基於銀行存款日利率計算的浮動利率賺取利息。銀行結餘乃存置於近期並無違約記錄且信譽可靠的銀行，故預計不會產生預期信貸虧損。

現金及現金等價物的賬面值與其公平值相若。



21. TRADE PAYABLES

An ageing analysis of the trade and bills payables as at the end of each reporting period, based on the invoice date, 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 3 months	3個月內	18,223	11,434

The trade payables are non-interest-bearing and are normally settled in less than three months. The carrying amounts of trade payables approximate to their fair values.

21. 貿易應付款項

於各報告期末，貿易應付款項基於發票日期的賬齡分析如下：

貿易應付款項不計息且一般於三個月內結清。貿易應付款項的賬面值與其公平值相若。

22. OTHER PAYABLES AND ACCRUALS

		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
Payroll payables	應付工資	5,360	4,299
Tax payables other than income tax	應付稅項(所得稅除外)	4,809	2,611
Amounts due to related parties	應付關聯方款項	11,026	6,869
Deposits	按金	6,531	4,184
Listing expenses	上市開支	8,163	—
Other payables	其他應付款項	9,850	6,808
		45,739	24,771

The amounts due to related parties were non-trade in nature, non-interest-bearing and repayable on demand.

The carrying amounts of financial liabilities included in other payables and accruals approximate to their fair values.

22. 其他應付款項及應計費用

應付關聯方款項為非貿易性質、不計息及須按要求償還。

計入其他應付款項及應計費用的金融負債的賬面值與其公平值相若。

23. CONTRACT LIABILITIES

Advanced receipts for property management and value-added services 物業管理及增值服務預收款項

23. 合約負債

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
29,402	28,067

There is no advanced receipts from related parties included in contract liabilities as at 31 December 2019 (2018: RMB153,000). The increase in contract liabilities during the reporting period was mainly due to the continuous increase in the number of properties under management by the Group.

於二零一九年十二月三十一日，概無關聯方預收款項計入合約負債（二零一八年：人民幣153,000元）。合約負債於報告期增加主要由於本集團在管物業數目持續增加所致。

24. PROVISIONS

At 1 January 2019
Arising during the period

於二零一九年一月一日
期內產生

At 31 December 2019

於二零一九年十二月三十一日

Analysed into:

Current

Non-current

分析為：

即期

非即期

Assurance-
type warranties
保證型保修
RMB'000
人民幣千元

—

55

55

22

33

The above provision is recognised for expected warranty claims on services provided during the year, based on estimation of the management. It is expected that these costs will be incurred in the next one to two years. Assumptions used to calculate the provision for warranties were based on current sales levels and current information available about repairs based on the warranty period for the services provided.

上述撥備乃根據管理層的估計，就年內提供的服務的預期保修申索確認。預期該等成本將於未來一至兩年內產生。用於計算保修撥備的假設乃基於當前銷售水平及當前可獲得的有關維修（基於提供服務的保修期）的資料。



Shares

股份

<p>(i) The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 12 August 2019 with authorised share capital of HK\$380,000 divided into 38,000,000 shares of HK\$0.01 each. On the same day, one fully paid subscriber share was allotted and issued to an initial subscriber who is an independent third party, and the said share was then transferred to Foison Amber Development. Upon completion of the above, the Company was wholly owned by Foison Amber Development.</p>	<p>(i) 於二零一九年八月十二日，本公司在開曼群島註冊成立為獲豁免有限公司，法定股本為380,000港元，分為38,000,000股每股面值0.01港元的股份。同日，一股繳足認購人股份獲配發及發行予一名身為獨立第三方的初始認購人，而上述股份隨後被轉讓予榮珀發展。上述事項完成後，本公司由榮珀發展全資擁有。</p>
<p>(ii) On 2 October 2019, Foison Amber Development provided funds of approximately USD12,690,000 (equivalent to RMB89,755,000) to the Company to settle the payables due to then shareholders of Xingye IOT Management arising from the reorganisation. The funds were capitalised by the allotment and issuance of 9,999 shares to Foison Amber Development.</p>	<p>(ii) 於二零一九年十月二日，榮珀發展向本公司提供資金約12,690,000美元（相當於人民幣89,755,000元），以償付重組產生的應付興業物聯管理當時的股東的應付款項。資金透過向榮珀發展配發及發行9,999股的股份而予以資本化。</p>

26. RESERVES

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

(i) Share premium

The share premium of the Group represents the difference between capital injection and the share capital paid by the shareholders.

(ii) Merger reserve and capital reserve

The merger reserve and capital reserve of the Group represents those reserve arose from the reorganisation for the purpose of listing on the Stock Exchange.

(iii) Statutory surplus reserve

In accordance with the PRC Company Law and the articles of association of the subsidiaries established in the PRC, each of these entities is required to appropriate 10% of its net profits after tax, as determined under the Chinese Accounting Standards, to the statutory surplus reserves until the reserve balance reaches 50% of its registered capital. Subject to certain restrictions set out in the relevant PRC regulations and in the articles of association of the entities, the statutory surplus reserves may be used either to offset losses, or to be converted to increase share capital provided that the balance after such conversion is not less than 25% of the registered capital of the Group. The reserves cannot be used for purposes other than those for which it is created and is not distributable as cash dividends.

(iv) Other reserve

Other reserve of the Group represents those reserve arising from the share-based payment before the reporting period.

27. CONTINGENT LIABILITIES

The Group had no significant contingent liabilities as at the end of each reporting period.

26. 儲備

本集團的儲備金額以及其於本年及過往年度的變動於綜合權益變動表呈列。

(i) 股份溢價

本集團的股份溢價為注資與股東已付股本之間的差額。

(ii) 合併儲備及資本儲備

本集團的合併儲備及資本儲備指為在聯交所上市而進行重組所產生的儲備。

(iii) 法定盈餘儲備

根據《中華人民共和國公司法》及於中國成立的附屬公司的組織章程細則，該等實體各須按稅後溢利淨額的10%提取法定盈餘儲備，此乃根據中國會計準則釐定，直至儲備餘額達到其註冊資本50%為止。受相關中國法規及實體組織章程細則所載若干限制的規限，法定盈餘儲備可用於抵銷虧損或轉換為增加股本，但轉換後儲備餘額不得少於本集團註冊資本的25%。儲備不得用作其設立目的以外的其他用途，亦不得作為現金股息分派。

(iv) 其他儲備

本集團其他儲備為報告期前以股份支付的儲備。

27. 或然負債

於各報告期末，本集團並無重大或然負債。

28. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

		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
Sales of services or products:	銷售服務或產品：		
Property management and value-added services rendered to related parties	向關聯方提供物業管理及增值服務	24,122	17,176
Property engineering services rendered to related parties	向關聯方提供物業工程服務	33,868	18,297
Ancillary food sold to related parties	向關聯方出售副食品	36	5,215
		58,026	40,688

(b) Outstanding balances with related parties

Details of the Group's outstanding balances of trade receivables, contract assets, other payables, contract liabilities and lease liabilities and amounts with related parties are disclosed in notes 17, 19, 22, 23 and 15 to the financial statements, respectively.

(c) Compensation of key management personnel of the Group

		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	945	241
Post-employment benefits	離職後福利	55	17
		1,000	258

Further details of directors' emoluments are included in note 8 to the financial statements.

28. 關聯方交易

- (a) 除此等財務報表其他部分所詳述的交易外，於年內，本集團與關聯方有以下交易：

(b) 與關聯方的未清償結餘

本集團與關聯方的貿易應收款項、合約資產、其他應付款項、合約負債及租賃負債及款項的未清償結餘詳情分別於財務報表附註17、19、22、23及15披露。

(c) 本集團主要管理人員薪酬

董事酬金的進一步詳情載於財務報表附註8。

28. RELATED PARTY TRANSACTIONS (Cont'd)**(d) Directors material interests in transactions, arrangements or contracts**

During the year, the Group was engaged in provision of property management and value-added services and property engineering services to Ever Diamond Global Company Limited and its subsidiaries (the "Ever Diamond Group"), Zensun Enterprises Limited and its subsidiaries (the "Zensun Enterprises Group") and Henan Zensun Enterprise Development Group Co., Ltd. and its subsidiaries (the "Zensun Development Group").

Ever Diamond Global Company Limited and Zensun Enterprises Limited are ultimately owned as to 100% and 74.77% by a discretionary trust established by Ms. Huang Yanping as settlor. As Ms. Huang is the mother of Ms. Zhang Huiqi, the non-executive director of the Company, both Zensun Enterprises Group and Ever Diamond Group are connected entities of Ms. Zhang. Additionally, Zensun Development Group is an entity controlled by Ms. Zhang.

Except for those disclosed above, no transactions, arrangements and contracts of significance in relation to the Groups business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the years ended 31 December 2019 and 2018 or at any time during the years ended 31 December 2019 and 2018.

28. 關聯方交易 (續)**(d) 董事於交易、安排或合約之重大權益**

本集團於本年致力於向永鑽環球有限公司及其附屬公司(「永鑽環球集團」)、正商實業有限公司及其附屬公司(「正商實業集團」)和河南正商企業發展集團有限公司及其附屬公司(「正商發展集團」)提供物業管理、增值服務和物業工程服務。

由黃燕萍女士作為財產授予人設立的全權信託，最終分別持有永鑽環球有限公司和正商實業有限公司100%和74.77%的股權。由於黃女士為本公司非執行董事張惠琪女士的母親，因此，正商實業集團和永鑽環球集團均為張女士的關連實體。此外，正商發展集團為張女士控制的實體。

除上文所披露者外，於截至二零一九年及二零一八年十二月三十一日止年度或截至二零一九年及二零一八年十二月三十一日止年度內任何時間，概無本公司董事直接或間接於本公司所訂立與本集團業務有關之重要交易、安排或合約中擁有重大權益。



29. FINANCIAL INSTRUMENTS BY CATEGORY

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

31 December 2019

Financial assets

		Financial assets at amortised cost 按攤銷成本列賬的金融資產 RMB'000 人民幣千元
Trade receivables	貿易應收款項	18,237
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	916
Cash and cash equivalents	現金及現金等價物	173,147
		192,300

Financial liabilities

29. 按類別劃分的金融工具

於各報告期末，各金融工具類別的賬面值如下：

二零一九年十二月三十一日

金融資產

金融負債

		Financial liabilities at amortised cost 按攤銷成本列賬的金融負債 RMB'000 人民幣千元
Trade payables	貿易應付款項	18,223
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	35,570
Lease liabilities	租賃負債	4,054
		57,847

29. FINANCIAL INSTRUMENTS BY CATEGORY (Cont'd)

The carrying amounts of each of the categories of financial instruments as at the end of each reporting period are as follows: (Cont'd)

31 December 2018**Financial assets**

Trade receivables	貿易應收款項	13,806
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	1,638
Cash and cash equivalents	現金及現金等價物	161,397
		176,841

Financial liabilities

Trade payables	貿易應付款項	11,434
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	17,861
Lease liabilities	租賃負債	2,225
		31,520

The carrying amounts of the above financial assets and financial liabilities approximate to their fair values.

29. 按類別劃分的金融工具 (續)

於各報告期末，各金融工具類別的賬面值如下：(續)

二零一八年十二月三十一日**金融資產**

Financial assets at amortised cost
按攤銷成本列賬的金融資產
RMB'000
人民幣千元

金融負債

Financial liabilities at amortised cost
按攤銷成本列賬的金融負債
RMB'000
人民幣千元

上述金融資產及金融負債的賬面值與其公平值相若。



30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

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

The main risks arising from the Group's financial instruments are credit risk and liquidity risk. The directors of the Company reviews and agrees policies for managing each of these risks and they are summarised below.

Credit risk

The Group trades only with recognised and creditworthy third parties and related parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

Maximum exposure and year-end staging

The tables below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on ageing information unless other information is available without undue cost or effort, and year staging classification. The amounts presented are gross carrying amounts for financial assets.

30. 財務風險管理目標及政策

本集團的主要金融工具包括現金及現金等價物。該等金融工具的主要目的是為本集團的營運籌資。本集團已具有多項直接自其營運產生的其他金融資產及負債，如貿易應收款項及貿易應付款項。

本集團的金融工具所產生的主要風險為信貸風險及流動資金風險。本公司董事就管理各項風險審閱及同意的政策概述如下。

信貸風險

本集團僅與認可及信譽良好的第三方及相關方進行買賣。本集團的政策為所有有意按信貸條款進行買賣的客戶，須接受信貸審核程序。此外，應收款項結餘持續受監管，而本集團承受壞賬的風險並不重大。

最高風險及年末階段

下表顯示根據本集團信貸政策確定的信貸質素及最高風險，其主要以賬齡資料為基礎（除非其他資料無須付出過度成本或努力即可獲得，則作別論），以及年末階段分類。所呈列金額為金融資產的賬面總額。

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Maximum exposure and year-end staging (Cont'd)

31 December 2019

		12-month ECL 12個月預期 信貸虧損	Lifetime ECL 全期預期信貸虧損		Simplified approach 簡化方法	Total 總計
		Stage 1 第1階段 RMB'000 人民幣千元	Stage 2 第2階段 RMB'000 人民幣千元	Stage 3 第3階段 RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Trade receivables*	貿易應收款項*	-	-	-	18,466	18,466
Financial assets included in prepayments, other receivables and other assets	計入預付款項、 其他應收款項及 其他資產的 金融資產					
- Normal**	- 正常**	916	-	-	-	916
Contract assets*	合約資產*	-	-	-	11,527	11,527
Cash and cash equivalents	現金及現金等價物					
- Not yet past due	- 尚未逾期	173,147	-	-	-	173,147
		174,063	-	-	29,993	204,056

30. 財務風險管理目標及政策 (續)

最高風險及年末階段(續)

二零一九年十二月三十一日



30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Maximum exposure and year-end staging (Cont'd)

31 December 2018

		12-month ECL 12個月預期 信貸虧損	Lifetime ECL 12個月預期信貸虧損		Simplified approach 簡化方法 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
		Stage 1 第1階段 RMB'000 人民幣千元	Stage 2 第2階段 RMB'000 人民幣千元	Stage 3 第3階段 RMB'000 人民幣千元		
Trade receivables*	貿易應收款項*	—	—	—	14,054	14,054
Financial assets included in prepayments, other receivables and other assets	計入預付款項、 其他應收款項及 其他資產的 金融資產					
– Normal**	– 正常**	1,638	—	—	—	1,638
Contract assets*	合約資產*	—	—	—	8,441	8,441
Cash and cash equivalents	現金及現金等價物					
– Not yet past due	– 尚未逾期	161,397	—	—	—	161,397
		163,035	—	—	22,495	185,530

* For trade receivables and contract assets to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in notes 17 and 19 to the financial statement, respectively.

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

30. 財務風險管理目標及政策 (續)

最高風險及年末階段 (續)

二零一八年十二月三十一日

* 對於本集團採用簡化減值方法的貿易應收款項及合約資產而言，基於撥備矩陣的資料分別於財務報表附註17及19中披露。

** 倘計入預付款項、其他應收款項及其他資產的金融資產並無逾期且概無資料顯示此等金融資產的信貸風險自初始確認以來大幅增加，則此等金融資產的信貸質素被視為「正常」。否則，此等金融資產的信貸質素被視為「可疑」。

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Liquidity risk

The maturity profile of the Group's financial liabilities as at the end of each reporting period, based on the contractual undiscounted payments, is as follows:

As at 31 December 2019

		On demand 按要求 RMB'000 人民幣千元	Less than 1 year 少於1年 RMB'000 人民幣千元	1 to 5 years 1至5年 RMB'000 人民幣千元	Over 5 years 超過5年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Trade payables	貿易應付款項	18,223	—	—	—	18,223
Financial liabilities included in other payables and accruals	計入其他應付款項及 應計費用的 金融負債	35,570	—	—	—	35,570
Lease liabilities	租賃負債	—	2,030	1,504	1,280	4,814
		53,793	2,030	1,504	1,280	58,607

As at 31 December 2018

		On demand 按要求 RMB'000 人民幣千元	Less than 1 year 少於1年 RMB'000 人民幣千元	1 to 5 years 1至5年 RMB'000 人民幣千元	Over 5 years 超過5年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Trade payables	貿易應付款項	11,434	—	—	—	11,434
Financial liabilities included in other payables and accruals	計入其他應付款項及 應計費用的 金融負債	17,861	—	—	—	17,861
Lease liabilities	租賃負債	—	1,355	986	—	2,341
		29,295	1,355	986	—	31,636

30. 財務風險管理目標及政策 (續)

流動資金風險

於各報告期末，本集團金融負債基於合約未貼現付款的到期情況如下：

於二零一九年十二月三十一日

於二零一八年十二月三十一日



30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Capital management

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

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the reporting period.

The Group monitors capital using a gearing ratio, which is interest-bearing bank and other borrowings divided by total equity. As at the end of the reporting period, there was no interest-bearing bank and other borrowings. As such, no gearing ratio as at the end of the reporting date was presented.

31. EVENTS AFTER THE REPORTING PERIOD

Completion of the Listing

Pursuant to a written resolution of the shareholders of the Company passed on 7 February 2020, a total of 299,990,000 shares of HK\$0.01 each were allotted and issued at par value to the shareholders as of the date immediately before the listing date on a pro rata basis by way of capitalisation of HK\$2,999,900 from the Company's share premium account on the date of listing.

On 9 March 2020, the shares of the Company were listed on the Stock Exchange, in connection with the Company's listing, 100,000,000 new shares of the Company were issued and allotted at the offer price of HK\$1.99 per share.

30. 財務風險管理目標及政策 (續)

資本管理

本集團資本管理的首要目標為確保本集團具備持續經營的能力，且維持穩健的資本比率，以支持其業務運作，爭取最大的股東價值。

本集團根據經濟情況的變動及相關資產的風險特質，管理其資本結構並作出調整。為維持或調整資本結構，本集團可能調整向股東派發的股息、向股東退還資本或發行新股份。於報告期並無更改管理資本的目標、政策或程序。

本集團以資產負債比率（即計息銀行及其他借款除以權益總額）監察其資本。於報告期末，並無計息銀行及其他借款。因此，於報告期末並無呈列任何資產負債比率。

31. 報告期後事項

完成上市

根據本公司股東於二零二零年二月七日通過的書面決議案，於緊接上市日期前日期，我們按比例向股東配發及發行每股面值0.01港元的299,990,000股股份，方法為於上市日期透過本公司股份溢價賬資本化2,999,900港元。

於二零二零年三月九日，本公司的股份在聯交所上市，本公司為上市發行及配發了100,000,000股本公司新股份，發行價為每股1.99港元。

32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

32. 本公司財務狀況表

有關本公司於報告期末的財務狀況表的資料如下：

		2019 二零一九年 RMB'000 人民幣千元
NON-CURRENT ASSET	非流動資產	
Investment in a subsidiary	於附屬公司的投資	352
Total non-current asset	非流動資產總值	352
CURRENT ASSETS	流動資產	
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	89,755
Total current assets	流動資產總值	89,755
CURRENT LIABILITIES	流動負債	
Other payables and accruals	其他應付款項及應計費用	389
Total current liabilities	流動負債總額	389
Net assets	資產淨值	89,718
EQUITY	權益	
Share capital	股本	—
Reserves (note)	儲備(附註)	89,718
Total equity	權益總額	89,718



32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Cont'd)

Note:

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

		Share premium 股份溢價 RMB'000 人民幣千元	Surplus reserve 盈餘儲備 RMB'000 人民幣千元	Retained earning 保留溢利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 12 August 2019	於二零一九年 八月十二日	-	-	-	-
Loss for the period	期內虧損	-	-	(34)	(34)
Other comprehensive loss for the year	年內其他全面虧損				
Exchange differences on translation of foreign operations	換算海外業務產生之 匯兌差額	-	(3)	-	(3)
Total comprehensive loss for the year	年內全面虧損總額	-	(3)	(34)	(37)
Issue of shares	股份發行	89,755	-	-	89,755
At 31 December 2019	於二零一九年 十二月三十一日	89,755	(3)	(34)	89,718

32. 本公司財務狀況表(續)

附註：

本公司之儲備概要如下：

33. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 30 March 2020.

33. 批准刊發財務報表

此等財務報表獲董事會於二零二零年三月三十日批准並授權刊發。

FINANCIAL SUMMARY

財務概要

CONSOLIDATED RESULTS

綜合業績

For the year ended 31 December

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	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Revenue	收益	184,122	131,046	76,068	47,276
Gross profit	毛利	78,652	62,291	38,206	22,308
Profit before tax	除稅前溢利	46,904	45,458	26,343	15,319
Income tax expense	所得稅開支	(11,731)	(11,238)	(7,064)	(3,833)
Profit for the year	年內溢利	35,173	34,220	19,279	11,486
Attributable to:	以下應佔：				
Owners of the Company	本公司擁有人	35,173	34,220	19,279	11,486

CONSOLIDATED ASSETS, EQUITY AND LIABILITIES

綜合資產、權益及負債

As at 31 December

於十二月三十一日

		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	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Assets	資產				
Non-current assets	非流動資產	5,533	3,640	3,491	1,465
Current assets	流動資產	210,468	188,290	127,901	48,499
Total assets	資產總值	216,001	191,930	131,392	49,964
Equity and liabilities	權益及負債				
Non-current liabilities	非流動負債	2,228	921	826	936
Current liabilities	流動負債	99,773	69,793	43,570	24,365
Total liabilities	負債總額	102,001	70,714	44,396	25,301
Total equity	權益總額	114,000	121,216	86,996	24,663
Total equity and liabilities	權益及負債總額	216,001	191,930	131,392	49,964

XINGYE WULIAN SERVICE GROUP CO. LTD.
興業物聯服務集團有限公司