



Neo Telemedia Limited 中國新電信集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號：8167

ANNUAL
REPORT

2020

年報



CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the “Directors”) of Neo Telemedia Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief:

- 1. the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; and*
- 2. there are no other matters the omission of which would make any statement in this report misleading.*

香港聯合交易所有限公司（「聯交所」）GEM 之特色

GEM 之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之中小型公司提供一個上市之市場。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。

由於 GEM 上市公司普遍為中小型公司，在 GEM 買賣之證券可能會較於聯交所主板買賣之證券承受較大之市場波動風險，同時無法保證在 GEM 買賣之證券會有高流通量之市場。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本報告全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告的資料乃遵照聯交所《GEM 證券上市規則》而刊載，旨在提供有關中國新電信集團有限公司（「本公司」）的資料；本公司的董事（「董事」）願就本報告的資料共同及個別地承擔全部責任。各董事經作出一切合理查詢後，確認就彼等所知及所信：

1. 本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成分；及
2. 並無遺漏任何事實致使本報告所載任何內容產生誤導。

Contents

目錄

Corporate Information	公司資料	3
Financial Summary	財務概要	5
Chairman's Statement	主席報告書	6
Biographies of Directors	董事履歷	17
Report of the Directors	董事會報告	21
Corporate Governance Report	企業管治報告	36
Environmental, Social and Governance Report	環境、社會及管治報告	54
Independent Auditors' Report	獨立核數師報告	70
Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面收益表	79
Consolidated Statement of Financial Position	綜合財務狀況表	81
Consolidated Statement of Changes in Equity	綜合權益變動表	83
Consolidated Statement of Cash Flows	綜合現金流量表	84
Notes to the Consolidated Financial Statements	綜合財務報表附註	86

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Dr. LIE Haiquan (*Chairman*)
Mr. CHEUNG Sing Tai
(*Deputy Chairman and Chief Executive Officer*)
Mr. TAO Wei
Mr. WU Di

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. ZHANG Zihua
Ms. XI Lina
Mr. HUANG Zhixiong

COMPANY SECRETARY

Mr. YUEN Poi Lam William

COMPLIANCE OFFICER

Mr. CHEUNG Sing Tai

AUTHORISED REPRESENTATIVES

Mr. CHEUNG Sing Tai
Mr. YUEN Poi Lam William

AUDIT COMMITTEE

Mr. ZHANG Zihua (*Chairman*)
Ms. XI Lina
Mr. HUANG Zhixiong

REMUNERATION COMMITTEE

Mr. ZHANG Zihua (*Chairman*)
Mr. CHEUNG Sing Tai
Ms. XI Lina

NOMINATION COMMITTEE

Mr. ZHANG Zihua (*Chairman*)
Mr. CHEUNG Sing Tai
Ms. XI Lina

AUDITOR

HLB Hodgson Impey Cheng Limited

董事會

執行董事

列海權博士 (*主席*)
張聲泰先生
(*副主席兼行政總裁*)
陶煒先生
吳迪先生

獨立非執行董事

張子華* (ZHANG Zihua) 先生
奚麗娜女士
黃志雄先生

公司秘書

袁沛林先生

監察主任

張聲泰先生

授權代表

張聲泰先生
袁沛林先生

審核委員會

張子華* (ZHANG Zihua) 先生 (*主席*)
奚麗娜女士
黃志雄先生

薪酬委員會

張子華* (ZHANG Zihua) 先生 (*主席*)
張聲泰先生
奚麗娜女士

提名委員會

張子華* (ZHANG Zihua) 先生 (*主席*)
張聲泰先生
奚麗娜女士

核數師

國衛會計師事務所有限公司

* for identification purpose only

* 僅供識別

Corporate Information 公司資料

LEGAL ADVISER

TC & Co.
Zhong Lun Law Firm
ETR Law Firm

PRINCIPAL BANKERS

Bank of Communications Co., Ltd.
China Construction Bank Corporation
China Merchants Bank Co., Ltd.
Industrial and Commercial Bank of China (Asia) Limited
Industrial and Commercial Bank of China Limited

GEM STOCK CODE

8167

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 901B, 9th Floor
Empire Centre
68 Mody Road
Tsim Sha Tsui, Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

法律顧問

崔曾律師事務所
中倫律師事務所
廣信君達律師事務所

主要往來銀行

交通銀行股份有限公司
中國建設銀行股份有限公司
招商銀行股份有限公司
中國工商銀行(亞洲)有限公司
中國工商銀行股份有限公司

GEM 股份代號

8167

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

總辦事處及香港主要營業地點

香港
九龍尖沙咀
麼地道68號
帝國中心
9樓901B室

主要股份過戶登記處

Conyers Trust Company (Cayman) Limited
Cricket Square
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心54樓

Financial Summary 財務概要

The following is a summary of the published consolidated results and of the assets and liabilities of the Group:

以下為本集團已刊發之綜合業績、資產及負債概要：

RESULTS

業績

		Year ended 31 December 截至十二月三十一日止年度				
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Turnover	營業額	464,908	817,141	2,529,051	1,214,772	2,513,845
Cost of sales	銷售成本	(393,607)	(743,785)	(2,340,730)	(981,079)	(2,290,382)
Gross profit	毛利	71,301	73,356	188,321	233,693	223,463
(Loss)/profit from operation	經營業務(虧損)/溢利	(122,923)	(118,971)	(118,771)	71,611	233,322
Finance costs	融資成本	(17,069)	(3,317)	(7,726)	(3,884)	(10,356)
(Loss)/profit before taxation	除稅前(虧損)/溢利	(139,992)	(122,288)	(126,497)	67,727	222,966
Income tax credit/(expense)	所得稅抵免/(開支)	12,421	6,645	(498)	(14,667)	(20,779)
Net (loss)/profit for the year	年內(虧損)/溢利淨額	(127,571)	(115,643)	(126,995)	53,060	202,187

ASSETS AND LIABILITIES

資產及負債

		As at 31 December 於十二月三十一日				
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Non-current assets	非流動資產	3,151,823	2,226,406	1,823,027	1,190,488	926,859
Current assets	流動資產	285,417	331,617	495,210	1,314,976	925,941
Current liabilities	流動負債	(2,050,774)	(1,291,505)	(938,956)	(792,892)	(206,993)
Net current (liabilities)/assets	流動(負債)/資產淨額	(1,765,357)	(959,888)	(443,746)	522,084	718,948
Non-current liabilities	非流動負債	(285,444)	(79,372)	(53,667)	(65,830)	(98,300)
Net assets	資產淨額	1,101,022	1,187,146	1,325,614	1,646,742	1,547,507

Chairman's Statement

主席報告書

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Neo Telemedia Limited (the “**Company**”), I hereby present to the shareholders of the Company the annual results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 31 December 2020.

REVIEW AND ANALYSIS

To better reflect the Group's strategic focus and growth initiatives, the Group has realigned its reportable operating segments for the year ended 31 December 2020. The new reportable operating segments are provision of data centre services and trading of telecommunication products.

PROVISION OF DATA CENTRE SERVICES

The Group provides data centre services to its customers in mainland China through self-developed data centres and server cabinets leased from third parties.

As of 31 December 2020, the Group operated two data centres with an aggregate of 2,854 server cabinets in service. The Group also operated an aggregate of approximately 1,380 server cabinets in service, which were leased from third parties. In addition, the Group had a further three new self-developed data centres with an aggregate of 32,353 server cabinets under construction.

本人謹此代表中國新電信集團有限公司（「**本公司**」）董事（「**董事**」）會（「**董事會**」）向本公司股東提呈本公司及其附屬公司（統稱「**本集團**」）截至二零二零年十二月三十一日止年度的年度業績。

回顧及分析

為更好反映本集團的策略重點及增長計劃，於截至二零二零年十二月三十一日止年度，本集團已調整其可呈報經營分部。新的可呈報經營分部提供數據中心服務及買賣電訊產品。

提供數據中心服務

本集團透過自建數據中心及自第三方租賃的伺服器機櫃向其中國內地客戶提供數據中心服務。

截至二零二零年十二月三十一日，本集團營運兩個數據中心，合共2,854台使用中的伺服器機櫃。本集團亦營運合共約1,380台自第三方租賃的使用中伺服器機櫃。此外，本集團有另外三個新在建自建數據中心，合共有32,353台伺服器機櫃。

Chairman's Statement 主席報告書

A summary of the Group's self-developed data centres by data centre as of 31 December 2020 is set out below.

截至二零二零年十二月三十一日，按數據中心劃分的本集團自建數據中心概要載列如下。

Name of data centre	數據中心名稱	Number of server cabinets 伺服器機櫃數目			Server cabinets % of total 伺服器機櫃 佔總數的百分比
		In service 使用中	Under construction 在建	Total 總計	
Guangzhou Lotus Hill Data Centre	廣州蓮花山數據中心	1,499	-	1,499	4.3
Guangzhou (Nanxiang) Cloud Data Centre	廣州(南翔)雲數據中心	1,355	1,510	2,865	8.1
Blueseas Intelligence Valley Mega Data Centre	蔚海智谷超大數據中心	-	26,500	26,500	75.3
Shanghai Baoshan Data Centre	上海寶山數據中心	-	1,328	1,328	3.8
Shenzhen Guanlan Flagship Data Centre	深圳觀瀾旗艦數據中心	-	3,015	3,015	8.5
Total	總計	2,854	32,353	35,207	100.0

The Group's profitability is largely determined by the utilisation of its self-developed data centres. As of 31 December 2020, the utilisation rates of Guangzhou Lotus Hill Data Centre and Guangzhou (Nanxiang) Cloud Data Centre were approximately 60% and 83.6%, respectively.

本集團的盈利能力基本取決於其自建數據中心的使用率。截至二零二零年十二月三十一日，廣州蓮花山數據中心及廣州(南翔)雲數據中心的使用率分別為約60%及83.6%。

Due to the outbreak of COVID-19, the Group's customers had delayed to house their servers and data storage in the abovementioned data centres in service, which adversely affected the Group's profitability for the year under review.

由於COVID-19的爆發，本集團客戶已推遲於上述使用中數據中心存儲其伺服器及數據存儲，從而對本集團在回顧年度內的盈利能力造成不利影響。

During the year under review, revenue from provision of data centre services was approximately HK\$324.7 million (2019: HK\$320.4 million), representing an increase of approximately HK\$4.3 million or 1.3% year-on-year, and is analysed as follows:

於回顧年度，提供數據中心服務產生收益約324.7百萬港元(二零一九年：320.4百萬港元)，同比增長約4.3百萬港元或1.3%，分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Self-developed data centres	自建數據中心	153,861	127,549
Server cabinets leased from third parties	向第三方租賃的伺服器機櫃	170,824	192,864
Total	總計	324,685	320,413

Chairman's Statement 主席報告書

With the increasing number of server cabinets in the Group's self-developed data centres, the Group has gradually relocated servers of certain customers from leased server cabinets to its self-developed data centres in the same region in order to increase profitability. As the data centres in service are not fully utilised and three new data centres are expected to complete in 2021, financial performance of the Group will substantially improve in the next two years.

TRADING OF TELECOMMUNICATION PRODUCTS

As there has been no improvement in the global mobile business environment since the third quarter of 2019 and due to the outbreak of COVID-19 during the year under review, the Group did not receive any purchase order from its customers under the trading of mobile device business in Hong Kong. In addition, albeit ongoing negotiation with the Group's suppliers since 2019, it was still unable to secure the supply of 5G mobile devices that the Group considered to be a major source of revenue from the trading of mobile device business in Hong Kong. In light of the above, the Board resolved to cease the trading of mobile device business in Hong Kong during the year under review.

The outbreak of COVID-19 and the fierce competition of the telecommunication market have also negatively impacted the Group's trading of telecommunication product business in mainland China. After fulfilling the sale orders in the first quarter of 2020, the Group did not generate any revenue from the trading business in mainland China during the second quarter of 2020. Having reviewed its profitability and assessed its prospects, the Group has decided to scale down its trading business in mainland China in order to better utilise its resources in its data centre operations, a more profitable business. As it was uncertain whether the trading business in mainland China would generate cash flow in future, the relevant intangible assets, i.e., customer relationships, of approximately HK\$33,358,000 were fully written off during the year under review although the Group has strategically maintained the trading of telecommunication product business in mainland China.

During the year under review, revenue from the trading of telecommunication products was approximately HK\$115.8 million (2019: HK\$468.4 million), representing a decrease of 75.2% year-on-year.

隨著本集團自建數據中心伺服器機櫃數量不斷增加，本集團已逐步將部分客戶的伺服器從租賃伺服器機櫃遷至同一區域的自建數據中心，以提升盈利能力。由於使用中數據中心尚未獲完全使用且三個新的數據中心預期將於二零二一年完工，本集團於未來兩年的財務表現將大幅提升。

買賣電訊產品

由於全球手機營商環境自二零一九年第三季度以來並未改善且回顧年度爆發COVID-19，本集團於香港的買賣手機設備業務並無收到任何客戶採購訂單。此外，儘管本集團自二零一九年與供應商持續磋商，但仍無法取得5G手機設備的供應，而本集團認為5G手機設備的供應乃香港買賣手機設備業務的主要收益來源。鑒於上文，董事會於回顧期間議決停止香港的買賣手機設備業務。

COVID-19的爆發及電訊市場的激烈競爭亦對本集團中國大陸的買賣電訊產品業務造成不利影響。達成二零二零年第一季度的銷售訂單後，本集團於二零二零年第二季度並無自中國大陸的貿易業務產生任何收益。經檢討其盈利能力及評估其前景後，本集團決定縮減中國大陸的貿易業務規模，以將資源集中於數據中心營運這一更高利潤的業務。由於無法確定未來中國大陸的貿易業務是否會產生現金流量，儘管本集團已策略性地維持中國大陸的買賣電訊產品業務，但相關無形資產（即客戶關係）約33,358,000港元已於回顧年度內悉數撇銷。

於回顧年度，買賣電訊產品之收益約為115.8百萬港元（二零一九年：468.4百萬港元），同比減少75.2%。

OTHERS

Others mainly consist of internet finance platform business, provision of bus services and system integration services and leasing of properties; the revenue, results and assets of which are individually immaterial to the Group.

During the year under review, the Group's Internet finance platform business did not generate any revenue (2019: Nil). Since the third quarter of 2018, 深圳市蜜蜂金服互聯網金融服務有限公司 (Shenzhen Bees Financial Internet Financial Services Co. Ltd.)*("Bees Financial") has limited its operation to collecting debts from borrowers and repaying the investors and no new loans have been transacted through its platform in order to comply with the relevant rules and regulations.

Due to the above reasons and in order to save costs of debt collection and to realise the investment in Bees Financial, the Group disposed of Bees Financial to an independent third party for a consideration of HK\$1,126,000 in the third quarter of 2020. The Group recorded a gain on disposal of approximately HK\$6,225,000.

During the year under review, revenue from others was approximately HK\$24.5 million (2019: HK\$28.4 million), representing a decrease of 13.7% year-on-year which was mainly due to decrease in system integration services and school bus services caused by the COVID-19 pandemic.

PROSPECTS

The COVID-19 pandemic has brought upon unprecedented challenges to the economy. The necessary protection measures have been severely impacting on economic activities.

Nevertheless, the outlook of the Group remains positive. With the rapid growth in data traffic, accelerating trend of digitisation and PRC government policies that support the growth of digital economy, the demand for high quality data centres will continuously increase at least over the next five years.

其他

其他主要包括互聯網金融平台業務、提供公共車服務及系統集成服務以及租賃物業；其收益、業績及資產對本集團而言個別並不重要。

於回顧年度，本集團之互聯網金融平台業務並無產生任何收益（二零一九年：無）。自二零一八年第三季度起，深圳市蜜蜂金服互聯網金融服務有限公司（「**蜜蜂金服**」）的業務僅限於向借款人收取債務並償還投資者，而為遵守相關規則及規例，並無通過其平台進行新的貸款交易。

由於上述原因以及為節省收取債務的成本及變現於蜜蜂金服之投資，本集團於二零二零年第三季度已將蜜蜂金服出售予一名獨立第三方，代價為1,126,000港元。本集團已錄得出售收益約6,225,000港元。

於回顧年度，其他收入約為24.5百萬港元（二零一九年：28.4百萬港元），同比減少13.7%，乃主要由於COVID-19疫情導致系統集成服務及校車服務減少。

前景

COVID-19疫情為經濟帶來前所未有的挑戰。必要的防護措施已嚴重影響經濟活動。

儘管如此，本集團仍對前景持樂觀態度。隨著數據流量的快速增長、數字化趨勢的加速及中國政府支持數據經濟增長的政策，對高質量數據中心的需求至少於未來五年內將持續增長。

Chairman's Statement 主席報告書

In 2021, we will see three new data centres being completed, namely Bluesea Intelligence Valley Mega Data Centre, Shanghai Baoshan Data Centre and Shenzhen Guanlan Data Centre. In particular, Bluesea Intelligence Valley Mega Data Centre in Heshan, Guangdong province will provide over 26,000 server cabinets with excellent infrastructures. The launch of these three new data centres will increase the capacity of the Group in terms of number of server cabinets by over 10 times which will provide our customers ample room for growth.

於二零二一年，我們將看到三個新的數據中心建成，即蔚海智谷大數據中心、上海寶山數據中心及深圳觀瀾數據中心。其中，位於廣東省鶴山的蔚海智谷大數據中心將為超過26,000個服務器機櫃提供優良的基礎設施。該三個新數據中心的開辦，將使本集團的服務器機櫃數量增加10倍以上，從而為客戶提供充足的發展空間。

FINANCIAL PERFORMANCE

財務表現

		2020 二零二零年	2019 二零一九年
Revenue (HK\$'000)	收益(千港元)	464,908	817,141
Net loss (HK\$'000)	虧損淨額(千港元)	(127,571)	(115,643)
Loss attributable to owners of the Company (HK\$'000)	本公司擁有人應佔虧損(千港元)	(110,344)	(94,550)
Basic loss earnings per share (HK Cents)	每股基本虧損盈利(港仙)	(1.16)	(0.99)

For the year under review, the Group recorded a revenue of approximately HK\$464.9 million (2019: HK\$817.1 million), representing a decrease of approximately HK\$352.2 million or 43.1% as compared to the year ended 31 December 2019. The decrease in revenue was mainly due to the decrease in revenue from the trading of mobile device business in Hong Kong which was ceased in March 2020.

於回顧年度，本集團錄得收益約464.9百萬港元（二零一九年：817.1百萬港元），較截至二零一九年十二月三十一日止年度減少於352.2百萬港元或43.1%。收益減少乃主要由於來自香港的買賣手機設備業務（已於二零二零年三月停止）的收益減少。

The Group recorded a loss attributable to owners of the Company of approximately HK\$110.3 million for the year ended 31 December 2020 (2019: HK\$94.6 million), representing an increase of approximately HK\$15.7 million or 16.6% year-on-year, primarily due to the decrease in gain on disposal of subsidiaries by approximately HK\$25.8 million to approximately HK\$2.5 million (2019: HK\$28.3 million).

截至二零二零年十二月三十一日止年度，本集團錄得本公司擁有人應佔虧損約為110.3百萬港元（二零一九年：94.6百萬港元），同比增長約15.7百萬港元或16.6%，主要由於出售附屬公司之收益減少約25.8百萬港元至約2.5百萬港元（二零一九年：28.3百萬港元）。

FINANCIAL POSITION

As at 31 December 2020, the Group had interest-bearing borrowings of approximately HK\$1,601.1 million (2019: HK\$1,081.4 million), which are analysed as follows:

財務狀況

於二零二零年十二月三十一日，本集團擁有計息銀行借款約1,601.1百萬港元（二零一九年：1,081.4百萬港元），分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank loans	銀行貸款		
Short-term bank borrowing, secured and guaranteed	短期銀行借款，有抵押及擔保	–	223,500
Short-term bank borrowing, unsecured and unguaranteed	短期銀行借款，無抵押及無擔保	3,576	3,353
Portion of bank loans, secured and guaranteed	銀行貸款部分，有抵押及擔保		
– repayable within one year	– 須於一年內償還	79,922	51,360
– repayable after one year which contain a repayment on demand clause	– 須於一年後償還（包含按要求的償還條款）	1,035,672	795,414
Portion of bank loans, unsecured and guaranteed	銀行貸款部分，無抵押及擔保		
– repayable within one year	– 須於一年內償還	7,807	782
– repayable after one year which contain a repayment on demand clause	– 須於一年後償還（包含按要求的償還條款）	5,244	7,040
Portion of bank loans, secured and unguaranteed	銀行貸款部分，有抵押及無擔保		
– repayable after one year which contain a repayment on demand clause	– 須於一年後償還（包含按要求的償還條款）	182,361	–
Total bank loans	銀行貸款總額	1,314,582	1,081,449
Other loans	其他貸款		
Portion of other loans, secured and guaranteed	其他貸款部分，有抵押及擔保		
– repayable within one year	– 須於一年內償還	27,486	–
– repayable after one year which contain a repayment on demand clause	– 須於一年後償還（包含按要求的償還條款）	119,055	–
Portion of bank loans, unsecured and unguaranteed	銀行貸款部分，無抵押及無擔保		
– repayable within one year	– 須於一年內償還	38,935	–
– repayable after one year which contain a repayment on demand clause	– 須於一年後償還（包含按要求的償還條款）	101,064	–
Total other loans	其他貸款總額	286,540	–
Total borrowings	借款總額	1,601,122	1,081,449

Chairman's Statement 主席報告書

The amounts based on the scheduled repayment dates set out in the loan agreements and the maturities of the Group's borrowings at the end of the financial year (i.e. ignoring the effect of any repayment on demand clause) are shown below:

有關款項按貸款協議所載預定還款日期及本集團借款於各財政年度末到期情況(即忽視任何按要求償還條款的影響)劃分如下:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Amounts of bank loans that are repayable:	須於下列期限償還的 銀行貸款金額:		
- within 1 year	- 1年內	91,305	278,995
- between 1 and 2 years	- 1至2年	134,274	79,320
- between 2 and 5 years	- 2至5年	543,733	331,540
- beyond 5 years	- 5年以上	545,270	391,594
Total bank borrowings	銀行借款總額	1,314,582	1,081,449
Amounts of other loans that are repayable:	須於下列期限償還的 其他貸款金額:		
- within 1 year	- 1年內	66,421	-
- between 1 and 2 years	- 1至2年	60,555	-
- between 2 and 5 years	- 2至5年	159,564	-
- beyond 5 years	- 5年以上	-	-
Total other loans	其他貸款總額	286,540	-
Total borrowings	借款總額	1,601,122	1,081,449

The borrowings are denominated in Renminbi and bear interest at floating rates.

借款以人民幣計值並按浮動利率計息。

As at 31 December 2020, the Group had current assets of approximately HK\$285.4 million (2019: HK\$331.6 million), including cash and cash equivalents of approximately HK\$31.1 million (2019: HK\$17.9 million), accounts receivable, prepayments, deposits and other receivables, note receivable and other financial assets of approximately HK\$251.9 million (2019: HK\$308.8 million); and current liabilities of approximately HK\$2,050.8 million (2019: HK\$1,291.5 million). The Group's current ratio had been decreased from approximately 0.26 times as at 31 December 2019 to approximately 0.14 times as at 31 December 2020.

於二零二零年十二月三十一日,本集團之流動資產約為285.4百萬港元(二零一九年:331.6百萬港元),包括現金及現金等價物約31.1百萬港元(二零一九年:17.9百萬港元),應收款項、預付款項、按金及其他應收款項、應收票據及其他金融資產約251.9百萬港元(二零一九年:308.8百萬港元);以及流動負債約2,050.8百萬港元(二零一九年:1,291.5百萬港元)。本集團之流動比率已由二零一九年十二月三十一日之約0.26倍下降至二零二零年十二月三十一日之約0.14倍。

The Group had total assets of approximately HK\$3,437.2 million (2019: HK\$2,558.0 million) and total liabilities of approximately HK\$2,336.2 million (2019: HK\$1,370.9 million), representing a gearing ratio (expressed as total liabilities to total assets) of approximately 68.0% as at 31 December 2020 (2019: 53.6%).

本集團之資產總值約為3,437.2百萬港元(二零一九年:2,558.0百萬港元),及負債總額約為2,336.2百萬港元(二零一九年:1,370.9百萬港元),即於二零二零年十二月三十一日之資產負債比率(即負債總額除以資產總值)約為68.0%(二零一九年:53.6%)。

Chairman's Statement 主席報告書

The Group has always pursued a prudent treasury management policy and actively manages its liquidity position with sufficient standby banking facilities to cope with daily operation and any demands for capital for future development. As at 31 December 2020, total available banking facilities of the Group of approximately HK\$1,989.1 million, which were mainly granted by (i) China Construction Bank Corporation (“CCB”); (ii) Industrial and Commercial Bank of China Limited (“ICBC”) and (iii) China Merchants Bank Company Limited (“CMB”) are detailed below.

本集團一直奉行審慎的資金管理政策及積極管理其流動資金狀況，並具備足夠的銀行備用融資額度，以應付日常營運及任何未來發展的資金需求。於二零二零年十二月三十一日，本集團的可用銀行融資總額約為1,989.1百萬港元，主要由(i)中國建設銀行股份有限公司(「中國建設銀行」)；(ii)中國工商銀行股份有限公司(「中國工商銀行」)及(iii)招商銀行股份有限公司(「招商銀行」)授出，詳情如下。

Name of Bank	Purpose of Banking Facilities	Expiry Date	Banking Facilities 銀行融資	
			Total Amount	Unutilised Amount as at 31 December 2020
銀行名稱	銀行融資的用途	到期日	總金額 HK\$'million 百萬港元	於 二零二零年 十二月 三十一日 未動用金額 HK\$'million 百萬港元
CCB	Construction of Bluesea Intelligence Valley Mega Data Centre	August 2028	1,454.1	517.3
中國建設銀行	建設蔚海智谷超大數據中心	二零二八年八月		
ICBC	Construction of Bluesea Intelligence Valley Mega Data Centre	December 2032	273.6	94.8
中國工商銀行	建設蔚海智谷超大數據中心	二零三二年十二月		
CMB	Construction of Shenzhen Guanlan Flagship Data Centre	June 2026	243.5	61.1
招商銀行	建設深圳觀瀾旗艦數據中心	二零二六年六月		
Others	General working capital	Between November 2021 and May 2022	17.9	1.3
其他	一般營運資金	二零二一年十一月至 二零二二年五月期間		
			1,989.1	674.5

Due to the repayment on demand clause of the banking facilities, which is a general term of banking facilities granted by the aforesaid banks, the long-term bank loans of approximately HK\$1,223.3 million drawn from the aforesaid banking facilities are classified as current liabilities in the consolidated statement of financial position as at 31 December 2020.

由於銀行融資的按要求償還條款(其為上述銀行授出銀行融資的一般性條款)，自上述銀行融資提取的長期銀行貸款約1,223.3百萬港元於二零二零年十二月三十一日綜合財務狀況表內分類為流動負債。

Chairman's Statement 主席報告書

COMMITMENTS

Details of commitments of the Group were set out in note 38 to the consolidated financial statements.

CONTINGENT LIABILITIES

As at 31 December 2020, the Group did not have any material contingent liabilities.

CHARGE ON ASSETS

As at 31 December 2020, bank loans of approximately HK\$1,115.6 million (2019: HK\$1,070.3 million) were secured by certain properties, plant and equipment of the Group with net book value of approximately HK\$1,077.1 million (2019: HK\$667.6 million).

As at 31 December 2020, other loans of approximately HK\$146.5 million (2019: Nil) were secured by certain properties, plant and equipment of the Group with net book value of approximately HK\$128.0 million (2019: Nil) and accounts receivable with carrying value of approximately HK\$30.4 million (2019: Nil).

Except for the aforesaid, there were no material charges on the Group's assets as at 31 December 2020.

承擔

本集團承擔之詳情載於綜合財務報表附註38。

或然負債

於二零二零年十二月三十一日，本集團並無任何重大或然負債。

資產抵押

於二零二零年十二月三十一日，銀行貸款約1,115.6百萬港元（二零一九年：1,070.3百萬港元）乃以本集團若干賬面淨值約為1,077.1百萬港元（二零一九年：667.6百萬港元）的物業、廠房及設備作抵押。

於二零二零年十二月三十一日，其他貸款約146.5百萬港元（二零一九年：零）乃以本集團若干賬面淨值約為128.0百萬港元（二零一九年：零）的物業、廠房及設備以及賬面值約為30.4百萬港元（二零一九年：零）的應收賬款作抵押。

除上述者外，於二零二零年十二月三十一日，本集團並無重大資產抵押。

LEGAL PROCEEDINGS

Reference is made to the “**Legal Proceedings**” section of the Chairman's Statements of the Company dated 27 March 2018, 21 March 2019 and 12 May 2020, respectively, in relation to the legal proceedings brought by NEO Intelligence Holdings Limited (“**NEO Intelligence**”), a wholly-owned subsidiary of the Company, against Messrs. CHAN Hung Kwong, CHAN Yu Chiu and CHAN Yue Kuen and Giant Crown Industries Limited (“**Giant Crown**”) (collectively, the “**Respondents**”).

The substantive hearing of the arbitration (Arbitration No. HKIAC/PA18006) (the “**Arbitration**”) was completed on 17 April 2020. On 23 March 2021, the Arbitral Tribunal issued a partial award (the “**Partial Award**”) that NEO Intelligence had established its case of liability against the Respondents on the equity transfer memorandum of understanding entered into between NEO Intelligence and the Respondents on 15 June 2015, especially the rights to use of the block of building situated at 廣州番禺區石樓鎮礪江路144號A棟 under the certificate of land ownership “粵房地證字第3005825號” (“**Block A**”).

With respect to the claims filed with The People's Court of Panyu District, Guangzhou (the “**Panyu Court**”) by both 廣東蔚海移動發展有限公司 (Guangdong Bluesea Mobile Development Company*) (“**Bluesea Mobile**”) and 廣州港鉅電子實業有限公司 (Guangzhou Gangju Electronics Industries Limited*), a wholly-owned subsidiary of Giant Crown currently under restructuring, in relation to the dispute under the Arbitration (the “**PRC Action**”), the Panyu Court has combined the two cases for trial during the first hearing and will resume the proceedings upon the issuance of the Partial Award. The order of property preservation for Block A granted by the Panyu Court remains effective. Bluesea Mobile can therefore continue to use Block A without interference until the judgement of the PRC Action has been handed down.

Based on the Partial Award and the Group's PRC legal adviser's opinion that Bluesea Mobile enjoys a high chance of success in the PRC Action, the Directors consider that the legal proceedings do not have any material impact on the operations of Guangzhou Lotus Hill Data Centre and the Group.

* for identification purpose only

法律訴訟

茲提述本公司日期分別為二零一八年三月二十七日、二零一九年三月二十一日及二零二零年五月十二日之主席報告書「法律訴訟」一節，內容有關本公司之全資附屬公司中國新電信智能控股有限公司（「**中國新電信智能**」）針對陳雄光先生、陳裕釗先生及陳裕權先生以及港鉅實業有限公司（「**港鉅**」）（統稱「**被告**」）提請訴訟。

仲裁第HKIAC/PA18006號（「**仲裁**」）之實質聆訊已於二零二零年四月十七日完成。於二零二一年三月二十三日，仲裁法庭作出部分裁決（「**部分裁決**」），裁定中國新電信智能就中國新電信智能與被告於二零一五年六月十五日簽訂的股權轉讓諒解備忘錄，特別是土地所有權證「粵房地證字第3005825號」項下的廣州番禺區石樓鎮礪江路144號A棟樓宇（「**A棟樓宇**」）的使用權，確立了被告的賠償責任。

就廣東蔚海移動發展有限公司（「**蔚海移動**」）及廣州港鉅電子實業有限公司（目前正在重組的港鉅全資附屬公司）就仲裁爭議向廣州市番禺區人民法院（「**番禺法院**」）提出申索（「**中國訴訟**」）而言，番禺法院已於首次聆訊時合併該兩宗案件且將於作出部分裁決後恢復訴訟。番禺法院就A棟樓宇授出之財產保全令現仍有效。蔚海移動因此持續使用A棟樓宇而不受干預，直至中國訴訟之判決獲宣佈。

根據部分裁決及本集團中國法律顧問認為，蔚海移動於中國訴訟中勝訴的機率很高，董事認為法律訴訟對廣州蓮花山數據中心及本集團之業務並無任何重大影響。

* 僅供識別

Chairman's Statement 主席報告書

FOREIGN EXCHANGE EXPOSURE AND TREASURY POLICIES

Most of the Group's cash balances and transactions are either denominated in Renminbi, United States dollars and Hong Kong dollars. The Group has not experienced any material difficulties or negative impacts on its operations as a result of fluctuations in currency exchange rates. The Directors considered that no hedging of exchange risk is required and accordingly, there were no financial instruments being used for hedging purposes during the year ended 31 December 2020. Nevertheless, the management will continue to monitor the Group's foreign exchange exposure and will take prudent measures as and when appropriate.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2020, the Group had approximately 242 staff (2019: 310). The total remuneration, including that of the Directors, for the year under review is approximately HK\$44.3 million (2019: HK\$44.2 million). The Group remunerates its employees based on their performances, experience and the prevailing industry practice. Employee remuneration, excluding Directors' emoluments, is reviewed annually. In addition to the basic salaries, employees are also entitled to benefits including bonus and mandatory provident fund. On 19 December 2012, the Company had adopted a share option scheme under which full time employees, including Directors, of the Company and its subsidiaries, might be granted options to subscribe for the Company's ordinary shares.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my appreciation to the Company's shareholders and customers for their utmost support, and to the management and staff for their dedication and contribution to the Group during the year.

LIE Haiquan
Chairman

Hong Kong, 24 March 2021

外匯風險及財務政策

本集團大部份現金結餘及交易乃以人民幣、美元及港元列值。本集團之業務營運從未因貨幣匯率波動而遭遇任何重大困難或承受負面影響。董事認為毋須對沖外匯風險，因此於截至二零二零年十二月三十一日止年度並無運用財務工具作對沖。儘管如此，管理層將繼續監察本集團外匯風險，並在適當時採取審慎措施。

僱員及薪酬政策

於二零二零年十二月三十一日，本集團約有242名僱員（二零一九年：310名）。回顧年度之總酬金（包括董事酬金）約為44.3百萬港元（二零一九年：44.2百萬港元）。本集團按照僱員之表現、經驗及現行行業慣例釐定僱員酬金，並按年檢討僱員酬金（不包括董事酬金）。除基本薪金外，僱員亦享有包括花紅及強制性公積金等福利。本公司於二零一二年十二月十九日採納購股權計劃，據此，本公司及其附屬公司之全職僱員（包括董事）可獲授購股權，以認購本公司普通股。

致謝

本人謹藉此機會代表董事會就本公司全體股東及客戶於年內一如既往的全力支持及管理層和員工於年內的勤奮工作和對本集團作出的貢獻，深表謝意。

主席
列海權

香港，二零二一年三月二十四日

Biographies of Directors 董事履歷

EXECUTIVE DIRECTORS

Dr. LIE Haiquan (“Dr. Lie”), aged 57, was appointed as a non-executive Director on 31 May 2017 and redesignated as an executive Director on 1 April 2020. Dr. Lie is also the Chairman of the Board. He obtained a Master’s degree of Business Administration from the University of Western Sydney in 2001. He also received Honorary Doctorate degree of Management from Lincoln University in 2016.

Dr. Lie’s personal investments cover real estate, hotel, tourism, finance, high technology and new energy industries, with operations in both China and Hong Kong. Dr. Lie is a member of the 11th, 12th and 13th Guangzhou Provincial Committee of the Chinese People’s Political Consultative Conference, an executive committee of 廣東省工商業聯合會 (Guangdong Federation of Industry & Commerce*), the honorary president of Hong Kong Guangdong Chamber of Foreign Investors, an executive vice president of 北京廣東企業商會 (Guangdong Corporation Chamber of Commerce in Beijing*) and an executive vice president of Asian College of Knowledge Management.

Mr. CHEUNG Sing Tai (“Mr. Cheung”), aged 59, was appointed as an executive Director on 21 June 2013 and the chairman of the Board and Chief Executive Officer on 20 March 2014. He was re-designated as the deputy chairman of the Board on 31 May 2017. He is also a member of the nomination committee and the remuneration committee of the Company. Mr. Cheung graduated from the Department of Thermal Engineering of Tsinghua University and the Sun Yat-sen Business School with a bachelor’s degree in engineering and a master’s degree in business administration, respectively.

Mr. Cheung was engaged in trade between Mainland and Hong Kong in his early years. He had served as deputy manager in Strategic Development Department of Guangdong Investment Limited, a company listed on the Exchange, while he was also a director of Guangdong Tannery Limited, a company listed on the Exchange.

Mr. Cheung previously served as the managing director of CL China Group Limited and the general manager of Coastland Development (Int’l) Co., Limited, both are engaged in investment in securities and real estate.

* for identification purpose only

執行董事

列海權博士 (「列博士」)，57歲，於二零一七年五月三十一日獲委任為非執行董事並於二零二零年四月一日獲調任為執行董事。列博士亦為董事會主席。彼於二零零一年於西悉尼大學取得工商管理碩士學位。彼亦於二零一六年由林肯大學獲頒榮譽管理博士學位。

列博士個人投資橫跨房地產、酒店、旅遊、金融、高科技及新能源行業，於中國及香港均有業務經營。列博士為中國人民政治協商會議廣州市委員會第11屆、第12屆及第13屆之委員、廣東省工商業聯合會執行委員會之委員、香港廣東外商公會之名譽會長、北京廣東企業商會之常務副會長及亞洲知識管理學院之常務副院長。

張聲泰先生 (「張先生」)，59歲，於二零一三年六月二十一日獲委任為執行董事，並於二零一四年三月二十日獲委任為董事會主席兼行政總裁。彼於二零一七年五月三十一日調任為董事會副主席。彼亦為本公司提名委員會及薪酬委員會之成員。張先生畢業於清華大學熱能工程系和中山大學管理學院，分別獲得工學學士和工商管理碩士學位。

張先生早期從事中港貿易。彼曾任職聯交所上市公司粵海投資有限公司的戰略發展部副經理，並曾任聯交所上市公司粵海制革有限公司的董事。

張先生曾任創聯中國集團有限公司的董事總經理及源海發展(國際)有限公司之總經理，該兩間公司均從事證券及地產投資。

* 僅供識別

Biographies of Directors 董事履歷

EXECUTIVE DIRECTORS (Continued)

Mr. TAO Wei (“Mr. Tao”), aged 42, was appointed as an executive Director on 22 June 2017. He graduated from the Department of Automation Engineering of Nanchang University with a bachelor’s degree in industrial automation in 1999. He was certified as a registered system engineer by National Automation System Engineer Accreditation Office of Chinese Automation Association in 2007. He was recognised as a senior project manager by the Office of Computer Information System Integration Qualification Certification of Ministry of Industry and Information Technology in 2008.

Mr. Tao is a supervisor of 深圳市和創華騰科技有限公司 (Shenzhen Hechuang Huateng Technology Company Limited*). He served as a deputy general manager of 浪潮集團廣東公司 (Inspur Group Guangdong Company*) from April 2015 to September 2016, where he was in charge of business of cloud computing, big data and software and system integration.

Mr. WU Di (“Mr. Wu”), aged 45, was appointed as an executive Director on 10 July 2020. He graduated from the Guizhou University with a bachelor’s degree in computer software in 1998. Mr. Wu has been an executive director of 貴州天下西江旅遊文化開發有限公司 (Guizhou Tianxia Xijiang Tourism Culture Development Company Limited*) since May 2009. He worked in Guiyang branch of China Telecom Corporation Limited from August 1998 to March 2008 where he was in charge of marketing.

執行董事 (續)

陶煒先生 (「陶先生」)，42歲，於二零一七年六月二十二日獲委任為執行董事。彼於一九九九年於南昌大學自動化工程系工業自動化專業本科畢業。於二零零七年彼獲得中國自動化學會之國家自動化系統工程師認證辦公室認可為註冊系統工程師。於二零零八年彼獲得工業和信息化部計算機信息系統集成資質認證辦公室認可為高級項目經理。

陶先生為深圳市和創華騰科技有限公司之監事。彼於二零一五年四月至二零一六年九月期間於浪潮集團廣東公司任職副總經理，負責雲計算、大數據及軟件及系統集成業務。

吳迪先生 (「吳先生」)，45歲，於二零二零年七月十日獲委任為執行董事。彼於一九九八年於貴州大學計算機軟件專業本科畢業。吳先生自二零零九年五月起擔任貴州天下西江旅遊文化開發有限公司之執行董事。彼於一九九八年八月至二零零八年三月期間於中國電信股份有限公司貴陽分公司工作，主要負責市場銷售。

* for identification purpose only

* 僅供識別

Biographies of Directors 董事履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. ZHANG Zihua (“Mr. Zhang”), aged 46, was appointed as an independent non-executive Director on 20 September 2016. He is also the chairman of each of the audit committee, nomination committee and the remuneration committee of the Company. He holds a Master of Taxation in applied taxation from the University of New South Wales, a graduate diploma of chartered accounting from the Institute of Chartered Accountants in Australia and New Zealand and a Bachelor of Economics in accounting from Guangdong University of Technology. He is a fellow member of the CPA Australia and a member of the Chinese Institute of Certified Public Accountants, the Institute of Chartered Accountants in Australia and New Zealand and the Association of Chartered Certified Accountants. He is also Justice of the Peace for New South Wales in Australia.

Mr. Zhang joined Accentor Associates Pty Limited (“Accentor”) as a partner on 15 June 2020. Before joining Accentor, he was a partner of Addsum Accountants Pty Ltd until 13 March 2020 and he has worked in public practice at KPMG and PricewaterhouseCoopers in Australia, China and Europe for over 17 years. He participated in a wide range of auditing, initial public offering and due diligence projects to a wide portfolio of private and multinational companies operating in Australia, Europe, mainland China, and Hong Kong.

Ms. XI Lina, aged 38, was appointed as an independent non-executive Director on 16 May 2014. She is also a member of each of the audit committee, nomination committee and remuneration committee of the Company. She graduated with a bachelor’s degree in economics and international trade from Zhejiang University of Finance and Economics and holds a master of science in banking and international finance from the City University, London. She has extensive experience in economics and futures market.

獨立非執行董事

張子華*(ZHANG Zihua) 先生(「張先生」)，46歲，於二零一六年九月二十日獲委任為獨立非執行董事。彼亦為本公司審核委員會、提名委員會及薪酬委員會各自之主席。彼持有新南威爾士大學應用稅務學碩士學位、澳大利亞及新西蘭特許會計師公會之特許會計文憑及廣東工業大學會計學專業之經濟學學士學位。彼為澳洲會計師公會之資深會員及中國註冊會計師協會之會員、澳大利亞及新西蘭特許會計師公會之會員及英國特許會計師公會之會員。彼亦為澳洲新南威爾斯州之太平紳士。

張先生曾於二零二零年六月十五日作為合夥人加入信達會計師事務所(「信達」)。於加入信達前，彼為安德信會計師事務所之合夥人，直至二零二零年三月十三日止。彼曾於澳大利亞、中國及歐洲的畢馬威會計師事務所及普華永道會計師事務所公開執業逾17年。彼曾參與多間於澳大利亞、歐洲、中國內地及香港經營之私人及跨國公司之審核、首次公開發售及盡職調查工作。

奚麗娜女士，38歲，於二零一四年五月十六日獲委任為獨立非執行董事。彼亦為本公司審核委員會、提名委員會及薪酬委員會各自之成員。彼畢業於浙江財經大學並獲得國際經濟與貿易學士學位，及持有倫敦城市大學銀行與國際金融碩士學位。彼於經濟及期貨市場擁有豐富經驗。

* for identification purpose only

* 僅供識別

Biographies of Directors 董事履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS (Continued)

Mr. HUANG Zhixiong, aged 58, was appointed as an independent non-executive Director on 13 May 2015. He is also a member of the audit committee of the Company. He holds a doctoral degree in business management. He is the senior advisor of 廣東華南科技資本研究院 (Institute of Guangdong South China Science and Technology Capital*) and was appointed as the extramural tutor of the master programme of professional accounting of the South China University of Technology in November 2015. He was also appointed as a member of the Advisory Board of the Faculty of Business of City University of Macau in January 2017. Mr. Huang obtained the Independent Director Qualification awarded by the Shenzhen Stock Exchange in January 2015 and obtained the Board Secretary Qualification awarded by the Shenzhen Stock Exchange in April 2015. Mr. Huang was certified with (1) the Securities Certificate Level II in 2005, (2) the Securities Institutions Senior Management Personnel Qualification in 2003, (3) the Securities Investment Fund Qualification and Securities and Futures Qualification in 2002, (4) the Securities Investment Analysis Qualification in 2001, (5) the Securities Trading Brokerage Qualification and Securities Issuance and Underwriting Qualification in 2000, and (6) the Shenzhen Stock Exchange Initial National Debt and Futures Qualification in 1994. He obtained the Intermediate Economist Title awarded by National Ministry of Personnel in 1994. Mr. Huang is currently the chairman of the board and the managing director of Guangdong Shunna Electric Co., Ltd (Formerly named Guangdong Macro Co., Ltd., company listed on the Shenzhen Stock Exchange (stock code: 000533)), in which he was the vice chairman from August 2013 to July 2016.

獨立非執行董事 (續)

黃志雄先生，58歲，於二零一五年五月十三日獲委任為獨立非執行董事。彼亦為本公司之審核委員會之成員。彼持有工商管理博士學位。彼為廣東華南科技資本研究院高級顧問及於二零一五年十一月獲聘為華南理工大學專業會計碩士校外導師。彼亦於二零一七年一月獲聘為澳門城市大學商學院顧問委員會之成員。黃先生於二零一五年一月獲深圳證券交易所授予獨立董事資格及於二零一五年四月獲深圳證券交易所授予董事會秘書資格。黃先生(1)於二零零五年獲證券專業水平二級證書，(2)於二零零三年獲證券機構高級管理人員任職資格，(3)於二零零二年獲證券投資基金從業資格及證券期貨從業資格，(4)於二零零一年獲證券投資分析從業資格，(5)於二零零零年獲證券交易經紀從業資格及證券發行與承銷從業資格，及(6)於一九九四年獲深圳證券交易所首期國債期貨從業資格。彼於一九九四年獲國家人事部授予之中級經濟師職務任職資格。黃先生現為廣東順鈉電氣股份有限公司(前稱為廣東萬家樂股份有限公司，一間於深圳證券交易所上市的公司，股票代號：000533)之董事長及董事總經理，彼於二零一三年八月至二零一六年七月期間為其副董事長。

* for identification purpose only

* 僅供識別

Report of the Directors 董事會報告

The Directors present their report and the audited consolidated financial statements of the Group for the year ended 31 December 2020.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the principal activities of its principal subsidiaries are set out in note 40 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The Group's loss for the year ended 31 December 2020 and the financial position of the Group as at 31 December 2020 are set out in the consolidated financial statements on pages 79 to 236.

The Company has adopted a dividend policy (the "**Dividend Policy**"), pursuant to which the Company may distribute dividends to the shareholders of the Company (the "**Shareholders**") by way of cash or shares. Any distribution of dividends shall be in accordance with the Articles of Association of the Company. In proposing any dividend payout, the Board shall also take into account, inter alia, the following factors:

- the Group's actual and expected financial performance;
- shareholders' interests;
- retained earnings and distributable reserves of the Company and each of the other members of the Group;
- the level of the Group's debts to equity ratio, return on equity and financial covenants to which the Group is subject;
- possible effects on the Group's creditworthiness;
- any restrictions on payment of dividends that may be imposed by the Group's lenders;

董事提呈本集團截至二零二零年十二月三十一日止年度之董事會報告及經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股，而其主要附屬公司之主要業務詳情載於綜合財務報表附註40。

業績及分派

本集團截至二零二零年十二月三十一日止年度之虧損及本集團於二零二零年十二月三十一日之財務狀況載於第79至236頁之綜合財務報表。

本公司已採納一項股息政策（「**股息政策**」），據此，本公司可能透過現金或股份向本公司股東（「**股東**」）分派股息。股息分派將根據本公司章程細則進行。董事會在建議派付任何股息時，亦須考慮到（其中包括）以下因素：

- 本集團實際及預期財務表現；
- 股東權益；
- 本公司及本集團其他成員公司各自之保留盈利及可供分派儲備；
- 本集團之負債權益比率、股本回報率及本集團須遵守之財務契約水平；
- 對本集團信用可靠程度之潛在影響；
- 本集團貸款人可能對派付股息施加之任何限制；

Report of the Directors

董事會報告

RESULTS AND APPROPRIATIONS (Continued)

- the Group's expected working capital requirements and future expansion plans;
- liquidity position and future commitments at the time of declaration of dividend;
- taxation considerations;
- statutory and regulatory restrictions;
- general business conditions and strategies; and
- other factors that the Board deems appropriate.

The Company does not have any pre-determined dividend distribution proportion or distribution ratio. The declaration, payment and amount of dividends will be subject to the Board's discretion and there is no assurance that a dividend will be proposed or declared in any specific periods. The Board will review the Dividend Policy on a regular basis or as required.

The Board does not recommend the payment of any dividend for the year ended 31 December 2020.

CHARITABLE DONATIONS

During the year ended 31 December 2020, the Group made approximately HK\$114,480 charitable donations (2019: HK\$18,000).

業績及分派 (續)

- 本集團之預期營運資金需求及未來擴展計劃；
- 於宣派股息時之流動資金狀況及未來承諾；
- 稅務考慮；
- 法定及監管限制；
- 整體業務狀況及策略；及
- 董事會認為適當之其他因素。

本公司並無任何預先釐定之股息分派比例或分派比率。股息宣派、派付及金額須由董事會酌情釐定，概不保證將於任何特定期間建議或宣派股息。董事會定期或於需要時檢討股息政策。

董事會並不建議就截至二零二零年十二月三十一日止年度派付任何股息。

慈善捐款

截至二零二零年十二月三十一日止年度，本集團作出慈善捐款約114,480港元（二零一九年：18,000港元）。

CLOSURE OF REGISTER OF MEMBERS

For determining the identity of the shareholders to attend and vote at the forthcoming annual general meeting of the Company to be held on Thursday, 13 May 2021 (“**2021 AGM**”), the register of members of the Company will be closed from Friday, 7 May 2021 to Thursday, 13 May 2021, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 2021 AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 6 May 2021.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 5. This summary does not form part of the audited consolidated financial statements.

BUSINESS REVIEW

OVERVIEW

The business review, analysis using financial key performance indicators and future development in the Company’s business of the Group for the year ended 31 December 2020 are set out in the section headed “Chairman’s Statement” on pages 6 to 16 of this annual report.

The environmental policies and performance, compliance with relevant laws and regulations and relationships with employees are also discussed under section headed “Environmental, Social and Governance Report” on pages 54 to 69.

暫停辦理股東登記手續

為釐定股東出席本公司將於二零二一年五月十三日（星期四）舉行之應屆股東週年大會（「二零二一年股東週年大會」）並於會上投票的資格，本公司將於二零二一年五月七日（星期五）至二零二一年五月十三日（星期四）（包括首尾兩日）暫停辦理股東登記手續，期內將不會辦理任何股份過戶登記手續。為符合出席二零二一年股東週年大會並於會上投票的資格，所有股份過戶文件連同有關股票須不遲於二零二一年五月六日（星期四）下午四時三十分送交本公司的香港股份過戶登記分處卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心54樓，辦理股東登記手續。

財務概要

本集團於過去五個財政年度之業績、資產及負債概要載於第5頁。此概要並不構成經審核綜合財務報表之一部份。

業務回顧

概覽

本集團截至二零二零年十二月三十一日止年度之業務回顧、使用關鍵財務指標之分析及本公司業務之未來發展載列於本年報第6至16頁之「主席報告書」一節中。

環境政策及表現、遵守相關法律及法規以及與僱員之關係亦於第54至69頁之「環境、社會及管治報告」一節中討論。

Report of the Directors

董事會報告

PRINCIPAL RISKS AND UNCERTAINTIES

The following is a summary of some of the principal risks and uncertainties that are considered to be of most significance to the Group at this time. They may adversely impact the Group's business, financial condition, results of operations and business prospects if they are not managed effectively. The following risks and uncertainties are not comprehensive. There may be other risks and uncertainties that are not known to the Group or may not be material now but could turn out to be material in the future.

1. Our substantial debt could adversely affect our cash flows and limit our flexibility to raise additional capital.
2. If we are not able to generate sufficient operating cash flows or obtain external financing, our ability to fund incremental expansion plans may be limited.
3. Any failure of our physical infrastructure or negative impact on our ability to meet our obligations to our customers or damage to customer infrastructure within our data centres could lead to significant costs and service disruptions that could reduce our revenue and harm our business reputation and financial condition.
4. We depend on third parties to provide internet connectivity to our data centres; if connectivity is interrupted or terminated, our results of operations and cash flow could be materially and adversely affected.
5. Our business could be harmed by prolonged power outages, shortages or capacity constraints.
6. We are continuing to invest in our expansion efforts but may not have sufficient customer demand in the future to realize expected returns on these investments.
7. Change in government regulations may adversely affect our business.

主要風險及不確定性

下列為目前被認為對本集團最為重要的若干主要風險及不確定因素的概要。倘若未能有效管理該等風險及不確定因素，可能會對本集團的業務、財務狀況、經營業績及業務前景產生不利影響。以下風險及不確定因素並不全面。可能存在本集團並未知悉或現時可能不屬重大但未來可能屬重大的其他風險及不確定因素。

1. 我們的巨額債務可能會對我們的現金流量產生不利影響，並限制我們籌集額外資本的靈活性。
2. 倘我們無法產生足夠的經營現金流量或獲得外部融資，我們撥付新增擴展計劃的能力可能受到限制。
3. 我們的基礎設施建設出現任何故障或對履行我們對客戶之責任的能力產生負面影響或對我們數據中心內部的客戶基礎設施造成損害，均可能導致大量成本及服務中斷，從而可能降低我們的收益，並損害我們的商業聲譽及財務狀況。
4. 我們依靠第三方為我們的數據中心提供互聯網連接；倘連接中斷或終止，我們的經營業績及現金流量可能受到重大不利影響。
5. 長時間的電力故障、短缺或容量限制可能損害我們的業務。
6. 我們不斷投入擴展投資，但未來可能沒有足夠的客戶需求以實現該等投資的預期收益。
7. 政府法規的變更可能對我們的業務產生不利影響。

BUSINESS REVIEW (Continued)

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

During the year under review, as far as the Board and management are aware, there was no material breach of or non-compliance with the applicable laws and regulations by the Group that has a significant impact on the businesses and operation of the Group.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group recognises that employees are one of the significant assets of the Group. The Group aims to continue establishing a caring environment to employees and emphasis the personal development of its employees.

The Group maintains a good relationship with our customers and suppliers. The Group aims to continue providing quality services and consumption experiences to our customers and establishing cooperation strategy with our suppliers.

RESERVES

Movements in reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 83.

DISTRIBUTABLE RESERVES

As at 31 December 2020, the Company did not have distributable reserves available for distribution to shareholders of the Company (31 December 2019: Nil). Under the Companies Law (Revised) of the Cayman Islands, the share premium of the Company is distributable to the Shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business. The share premium may also be distributed in form of fully paid bonus shares.

業務回顧 (續)

遵守相關法律及法規

於回顧年度，就董事會及管理層所知，本集團概無嚴重違反或不遵守對本集團業務及營運構成重大影響之適用法律及法規。

與僱員、客戶及供應商之主要關係

本集團深知僱員乃本集團其中一項重大資產。本集團旨在持續為僱員營造關懷環境並重視其僱員之個人發展。

本集團與我們的客戶及供應商維持良好關係。本集團旨在向客戶持續提供優質服務及消費體驗並與供應商訂立合作策略。

儲備

年內本集團儲備變動之詳情載於第83頁之綜合權益變動表。

可供分派儲備

於二零二零年十二月三十一日，本公司並無可供分派儲備（二零一九年十二月三十一日：零），可供分派予本公司股東。根據開曼群島公司法（經修訂），本公司之股份溢價可分派予股東，惟本公司於緊隨建議分派股息當日後，須有能力支付其於日常業務過程中到期的債項。股份溢價亦可以繳足紅股方式分派。

Report of the Directors

董事會報告

PROPERTY, PLANT AND EQUIPMENT

Movements in property, plant and equipment of the Group during the year are set out in note 17 to the consolidated financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Movements in the Company's share capital and share options during the year are set out in notes 33 and 34 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

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

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2020.

MAJOR CUSTOMERS AND SUPPLIERS

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

PURCHASES

- the largest supplier 29% (2019: 16%)
- five largest suppliers combined 62% (2019: 61%)

SALES

- the largest customer 25% (2019: 18%)
- five largest customers combined 59% (2019: 57%)

None of the Directors, their associates or any Shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

物業、廠房及設備

年內本集團物業、廠房及設備變動之詳情載於綜合財務報表附註17。

股本及購股權

年內本公司股本及購股權變動之詳情載於綜合財務報表附註33及34。

優先購買權

本公司之組織章程細則（「細則」）或開曼群島（本公司註冊成立之司法權區）法例均無載有優先購買權之條文，要求本公司有責任按比例向現有股東發售新股份。

購買、贖回或出售上市證券

於截至二零二零年十二月三十一日止年度，本公司及其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

主要客戶及供應商

本集團主要供應商及客戶應佔年內採購及銷售百分比如下：

採購

- 最大供應商佔29%（二零一九年：16%）
- 五位最大供應商合計佔62%（二零一九年：61%）

銷售

- 最大客戶佔25%（二零一九年：18%）
- 五位最大客戶合計佔59%（二零一九年：57%）

概無董事、其聯繫人士或任何股東（就董事所知擁有本公司股本逾5%）持有上述主要供應商或客戶之權益。

MANAGEMENT CONTRACTS

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

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities. The permitted indemnity provision is in force for the benefit of the Directors as required by section 470 of the Companies Ordinance (Chapter 622, Laws of Hong Kong) when the Report of the Board of the Directors prepared by the Directors is approved in accordance with section 391(1)(a) of the Companies Ordinance (Chapter 622, Laws of Hong Kong).

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 31 December 2020, the interests or short positions of the Directors in the securities of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, including interests or short positions which they were deemed or taken to have under such provisions of the SFO, or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.68 of the Rules Governing the Listing of Securities on the GEM (the "GEM Listing Rules") relating to securities transactions by directors, to be notified to the Company and the Exchange, were as follows:

管理合約

年內本公司並無訂立或存在任何與本公司全部或任何重要部份業務之管理及行政有關之合約。

獲准許的彌償條文

本公司已就其董事及高級管理人員面對因企業活動產生之法律訴訟，為董事及行政人員之職責作適當之投保安排。基於董事利益的獲准許彌償條文根據公司條例（香港法例第622章）第470條的規定於董事編製之董事會報告根據公司條例（香港法例第622章）第391(1)(a)條獲通過時生效。

董事於證券之權益及淡倉

於二零二零年十二月三十一日，董事於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之證券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉（包括彼等根據證券及期貨條例之該等條文被視為或被當作擁有之權益或淡倉），或根據證券及期貨條例第352條須記入該條所指之登記冊內之權益或淡倉，或根據GEM證券上市規則（「GEM上市規則」）第5.46至第5.68條有關董事進行證券交易之規定須知會本公司及聯交所之權益或淡倉如下：

Report of the Directors 董事會報告

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES (Continued)

董事於證券之權益及淡倉 (續)

LONG POSITIONS IN THE SECURITIES OF THE COMPANY

於本公司證券之好倉

Name of Director 董事姓名	Capacity 身份	Number of shares held 所持有 股份數目	Number of underlying shares held 所持有相關 股份數目 (Note 2) (附註2)	Approximate percentage of shareholding 概約持股 百分比
Dr. LIE Haiquan 列海權博士	Beneficial owner 實益擁有人	2,240,740,000	9,000,000	23.63%
	Interest in controlled corporations (Note 1) 受控制公司之權益 (附註1)	2,091,923,357	–	21.97%
Mr. CHEUNG Sing Tai 張聲泰先生	Beneficial owner 實益擁有人	–	18,000,000	0.19%
Mr. TAO Wei 陶煒先生	Beneficial owner 實益擁有人	–	6,000,000	0.06%
Mr. ZHANG Zihua 張子華* (ZHANG Zihua) 先生	Beneficial owner 實益擁有人	–	1,000,000	0.01%
Ms. XI Lina 奚麗娜女士	Beneficial owner 實益擁有人	–	1,000,000	0.01%
Mr. HUANG Zhixiong 黃志雄先生	Beneficial owner 實益擁有人	–	1,000,000	0.01%

* for identification purpose only

* 僅供識別

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES (Continued)

LONG POSITIONS IN THE SECURITIES OF THE COMPANY (Continued)

Notes:

- 2,055,887,357 shares and 36,036,000 shares are held by Winner Mind Investments Limited (“**Winner Mind**”) and Golden Ocean Assets Management Limited respectively; both companies are wholly-owned by Dr. LIE Haiquan. Thus, he was deemed to be interested in these 2,091,923,357 shares pursuant to the SFO.
- These underlying shares are derived from the share options granted by the Company.

Save as disclosed above, the Directors did not have any other interests or short positions in the securities of the Company as at 31 December 2020.

SHARE OPTION SCHEME

On 19 December 2012, the Company adopted a new share option scheme (the “**New Scheme**”) as the share option scheme adopted on 22 July 2002 (the “**Old Scheme**”) expired on 21 July 2012. The purpose of the share option schemes is to provide incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the share option schemes include Directors of the Company or any of its subsidiaries, independent non-executive Directors and employees of the Group, and suppliers of goods or services to the Group. Upon the expiration of the Old Scheme, share options granted under the Old Scheme remained outstanding until they lapse in accordance with the terms of the Old Scheme.

董事於證券之權益及淡倉 (續)

於本公司證券之好倉 (續)

附註：

- 2,055,887,357股股份及36,036,000股股份分別由Winner Mind Investments Limited (“**Winner Mind**”)及金海資產管理有限公司持有；兩家公司均由列海權博士全資擁有。因此，根據證券及期貨條例，彼被視為於該等2,091,923,357股股份中擁有權益。
- 該等相關股份乃產生自本公司授出之購股權。

除上文所披露者外，董事於二零二零年十二月三十一日概無於本公司證券中擁有任何其他權益或淡倉。

購股權計劃

本公司於二零一二年十二月十九日採納新的購股權計劃（「**新計劃**」），因為於二零零二年七月二十二日採納的購股權計劃（「**舊計劃**」）已於二零一二年七月二十一日屆滿。購股權計劃旨在對本集團經營成功作出貢獻之合資格參與者給予獎勵及回報。購股權計劃之合資格參與者包括本公司或其任何附屬公司之董事、本集團之獨立非執行董事及僱員，以及本集團貨品或服務之供應商。根據舊計劃的條款，舊計劃屆滿後根據舊計劃授出之購股權仍然有效直至失效為止。

Report of the Directors

董事會報告

SHARE OPTION SCHEME (Continued)

The maximum number of shares available for issue under the New Scheme was refreshed at the annual general meeting of the Company held on 29 May 2018, pursuant to which the Directors were authorised to grant options carrying rights to subscribe for up to a maximum number of 952,218,434 Shares, which represented 10% of the total issued share capital of the Company as at the date of that meeting. Subsequent to that meeting and during the year ended 31 December 2020, no share options were granted under the New Scheme.

As at 31 December 2020, the total number of outstanding share options granted under the New Scheme and Old Scheme is 302,300,000 and 6,840,000 respectively, representing approximately 3.17% and 0.07% of the Shares in issue as at 31 December 2020.

Details of the Company's share option schemes are set out in note 34 to the consolidated financial statements.

EQUITY-LINKED AGREEMENTS

Save as those disclosed in the sections headed "Share Option Scheme" in this Directors' Report and also note 34 to the consolidated financial statements, no other equity-linked agreements were entered into by the Group or existed during the year ended 31 December 2020.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the section headed "Directors' Interests and Short Positions in Securities" and "Share Option Scheme" above, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other corporate granted to any Directors, their respective spouse or children under 18 years of age, or were such rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the Directors, their respective spouse or children under 18 years of age to acquire such rights in any other body corporate.

購股權計劃 (續)

根據新計劃可供發行之最高股份數目於本公司於二零一八年五月二十九日舉行之股東週年大會上經更新，據此董事獲授權授出附帶權利以認購最多952,218,434股股份之購股權，佔本公司於該會議日期合共已發行股本之10%。於該會議後及截至二零二零年十二月三十一日止年度，概無根據新計劃授出購股權。

於二零二零年十二月三十一日，根據新計劃及舊計劃已授出之尚未行使購股權總數分別為302,300,000份及6,840,000份，佔於二零二零年十二月三十一日已發行股份約3.17%及0.07%。

本公司購股權計劃之詳情載於綜合財務報表附註34。

股權掛鈎協議

除本董事會報告「購股權計劃」章節及綜合財務報表附註34所披露者外，本集團於截至二零二零年十二月三十一日止年度並無訂立或存有其他股權掛鈎協議。

董事收購股份或債券之權利

除「董事於證券之權益及淡倉」一節及上文「購股權計劃」所披露者外，於年內任何時間，任何董事、彼等各自之配偶或18歲以下子女概無獲授予權利，可藉收購本公司或任何其他團體之股份或債券而獲益，亦無行使該等權利；或本公司或其任何附屬公司並無參與訂立任何安排，致使董事、彼等各自之配偶或18歲以下子女可收購任何其他法人團體之該等權利。

DIRECTORS

The Directors during the financial year and up to the date of this report were:

EXECUTIVE DIRECTORS

Dr. LIE Haiquan (redesignated from non-executive Director to executive Director on 1 April 2020)

Mr. CHEUNG Sing Tai

Mr. XU Gang (resigned on 10 July 2020)

Mr. TAO Wei

Mr. Wu Di (appointed on 10 July 2020)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. ZHANG Zihua

Ms. XI Lina

Mr. HUANG Zhixiong

Pursuant to Article 86(3) of the Articles, the Directors have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. WU Di who was appointed as Director on 10 July 2020 shall retire from his office and be eligible for re-election at the AGM.

Pursuant to Article 87(1) of the Articles, at each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation provided that the chairman of the Board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. Accordingly, Ms. XI Lina and Mr. HUANG Zhixiong shall retire from office and be eligible for re-election at the AGM.

董事

於財政年度及截至本報告日期，董事如下：

執行董事

列海權博士（於二零二零年四月一日
由非執行董事調任為執行董事）

張聲泰先生

徐崗先生（於二零二零年七月十日辭任）

陶煒先生

吳迪先生（於二零二零年七月十日獲委任）

獨立非執行董事

張子華* (ZHANG Zihua) 先生

奚麗娜女士

黃志雄先生

根據細則第86(3)條，董事有權不時及隨時委任任何人士出任董事，以填補董事會臨時空缺或出任現時董事會新增的董事席位。據此獲董事會委任的任何董事任期僅直至本公司下屆股東週年大會為止，屆時將符合資格膺選連任。因此，於二零二零年七月十日獲委任為董事的吳迪先生將告退，並符合資格於股東週年大會上重選連任。

根據細則第87(1)條，在每屆股東週年大會上，當時三分之一的董事須輪值退任，惟董事會主席及／或本公司董事總經理於任職期內毋須輪值退任或計入釐定每年退任董事之數目內。因此，奚麗娜女士及黃志雄先生將告退，並符合資格於股東週年大會上重選連任。

* for identification purpose only

* 僅供識別

Report of the Directors 董事會報告

DIRECTORS' BIOGRAPHIES

Biographical details of the Directors of the Company are set out on pages 17 to 20 of the annual report.

DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at AGM has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in note 43 to the financial statements, no significant transaction, arrangements and contracts in relation to the Group's business to which the Company or any of its subsidiaries was a party, and in which a Director of the Company had a material interest, whether directly or indirectly subsisted at the year-end or at any time during the year.

董事履歷

本公司董事之履歷詳情載於本年報第17至20頁。

董事之服務合約

概無擬於股東週年大會上重選之董事與本公司簽訂不可於一年內終止而毋須支付賠償（法定賠償除外）之服務合約。

董事於交易、安排或合約之權益

除財務報表附註43所披露者外，本公司董事概無於本公司或其任何附屬公司所訂立於年末或於本年度任何時間存續之就本集團業務而言屬重大之交易、安排及合約中直接或間接擁有重大權益。

INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSEABLE UNDER THE SFO

So far is known to the Directors, as at 31 December 2020, other than the interests of Directors as disclosed above, shareholders who had interests or short positions in the securities of the Company which would fall to be disclosed to the Company under provisions of Divisions 2 and 3 of Part XV of the SFO, or who were deemed to be directly and indirectly interested in 5% or more of the issued share capital of the Company, or which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

LONG POSITIONS

Name	Nature of interests	Number of shares/underlying shares held 所持有股份/ 相關股份數目	Approximate percentage of shareholding 概約持股 百分比
名稱/姓名	權益性質		
Winner Mind (Note 1) Winner Mind (附註1)	Beneficial owner 實益擁有人	2,055,887,357	21.59%
Mr. YAN Wai Ping 甄衛平先生	Beneficial owner 實益擁有人	373,588,000	3.92%
	Interest of spouse (Note 2) 配偶權益(附註2)	106,702,000	1.12%

Note:

- (1) Winner Mind is wholly-owned by Dr. LIE Haiquan, an executive Director.
- (2) Mr. Yan is interested in 106,702,000 shares held by his spouse, Ms. WONG Pui Yan.

根據證券及期貨條例須予披露之股東權益及淡倉

於二零二零年十二月三十一日，就董事所知，除上文所披露之董事權益外，股東在本公司之證券中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露之權益或淡倉，或被視為直接及間接擁有本公司已發行股本5%或以上之權益，或擁有本公司根據證券及期貨條例第336條須予置存之權益登記冊內記錄之權益或淡倉如下：

好倉

Name	Nature of interests	Number of shares/underlying shares held 所持有股份/ 相關股份數目	Approximate percentage of shareholding 概約持股 百分比
名稱/姓名	權益性質		
Winner Mind (Note 1) Winner Mind (附註1)	Beneficial owner 實益擁有人	2,055,887,357	21.59%
Mr. YAN Wai Ping 甄衛平先生	Beneficial owner 實益擁有人	373,588,000	3.92%
	Interest of spouse (Note 2) 配偶權益(附註2)	106,702,000	1.12%

附註：

- (1) Winner Mind 由執行董事列海權博士全資擁有。
- (2) 甄先生於其配偶WONG Pui Yan女士持有的106,702,000股股份中擁有權益。

Report of the Directors 董事會報告

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors or any of their respective close associates (as defined in the GEM Listing Rules) has an interest in a business which competes or may compete with the business of the Group.

CONNECTED TRANSACTIONS

The Company had entered into a consultancy service agreement with Honford Limited (the “**Consultancy Service Agreement**”) for the provision of consultancy services to the Company for which a total fee of HK\$858,000 was paid during the year ended 31 December 2020. As Honford Limited is wholly-owned by Ms. TO Siu Mui, the spouse of Mr. CHEUNG Sing Tai, an executive Director. As such, Honford Limited is connected person of the Company under the GEM Listing Rules.

Since the above transaction is conducted on normal commercial terms and the applicable percentage ratios thereof are less than 0.1%, the Consultancy Service Agreement and the transaction contemplated thereunder are exempt from the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

The related party transactions, except compensation of key management personnel, disclosed in note 43 to the consolidated financial statements constituted connected transactions under Chapter 20 of the GEM Listing Rules.

CORPORATE GOVERNANCE REPORT

Corporate governance report of the Company is set out on pages 36 to 53 of the annual report.

董事於競爭業務之權益

概無董事或任何彼等各自之緊密聯繫人（定義見GEM上市規則）於與本集團業務構成競爭或可能構成競爭之業務中擁有權益。

關連交易

本公司與好盈豐有限公司就向本公司提供諮詢服務訂立諮詢服務協議（「**諮詢服務協議**」），並已於截至二零二零年十二月三十一日止年度支付總費用858,000港元。由於好盈豐有限公司由執行董事張聲泰先生之配偶杜少梅女士全資擁有，因此根據GEM上市規則，好盈豐有限公司為本公司關連人士。

由於上述交易乃按正常商業條款進行且其適用百分比率低於0.1%，故諮詢服務協議及其項下擬進行之交易獲豁免遵守GEM上市規則第20章項下的申報、公告、年度審核及獨立股東批准規定。

除主要管理人員薪酬外，於綜合財務報表附註43披露之關連人士交易構成GEM上市規則第20章下之關連交易。

企業管治報告

本公司之企業管治報告載於本年報第36至53頁。

Report of the Directors 董事會報告

SUFFICIENCY OF PUBLIC FLOAT

The Company maintained a sufficient public float as required under the GEM Listing Rules during the year ended 31 December 2020.

AUDITOR

The financial statements have been audited by HLB Hodgson Impey Cheng Limited (“**HLB**”). The term of appointment of HLB as auditor of the Company shall expire at the conclusion of the AGM. A resolution will be submitted to the AGM for the reappointment of HLB as auditor of the Company.

On behalf of the Board
LIE Haiquan
Chairman

Hong Kong, 24 March 2021

充足之公眾持股量

於截至二零二零年十二月三十一日止年度，本公司根據GEM上市規則之規定維持充足之公眾持股量。

核數師

財務報表已由國衛會計師事務所有限公司（「**國衛**」）審核。國衛擔任本公司核數師的委任期限將於股東週年大會結束時屆滿。將於股東週年大會提呈續聘國衛為本公司核數師之決議案。

代表董事會
主席
列海權

香港，二零二一年三月二十四日

Corporate Governance Report 企業管治報告

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

The Company's corporate governance practices are based on the principles and the code provisions as set out in the Code on Corporate Governance Practices (the "Code") as set out in Appendix 15 to the GEM Listing Rules. The principles adopted by the Company emphasize a quality board, transparency and accountability to shareholders. In the opinion of the Board, the Company has complied with the Code for the year ended 31 December 2020, with the exception for the following deviations:

Under code provision A.4.1, non-executive Directors should be appointed for specific term. There is no specific term of appointment of the non-executive Directors; however, they are subject to retirement by rotation in accordance with the articles of association of the Company ("Articles") and the Code. Accordingly, the Company considers that sufficient measures have been taken to deal with the requirement in respect of the appointment terms of non-executive Directors as required under the Code.

Under code provision D.1.4, the Company should have formal letters of appointment for Directors setting out the key terms and conditions of their appointment. Except for Mr. CHEUNG Sing Tai, the Company did not have formal letters of appointment for Directors. However, the Directors shall be subject to retirement by rotation in accordance with the Articles. In addition, the Directors are required to refer to the guidelines set out in "A Guide on Directors' Duties" issued by the Companies Registry and "Guidelines for Directors" and "Guide for Independent Non-executive Directors" (if applicable) published by the Hong Kong Institute of Directors in performing their duties and responsibilities as Directors. Besides, the Directors are required to comply with the requirements under statute and common law, the GEM Listing Rules, legal and other regulatory requirements and the Company's business and governance policies.

Under code provision E.1.2, the chairman of the board should attend the annual general meeting. Dr. LIE Haiquan, the Chairman of the Board, was unable to attend the annual general meeting of the Company held on 16 June 2020 (the "AGM") due to his other engagement. Mr. CHEUNG Sing Tai, deputy chairman of the Board and Chief Executive Officer of the Company who took the chair of the AGM, together with other members of the Board who attended the AGM, were of sufficient calibre for answering questions at the AGM.

遵守企業管治常規守則

本公司之企業管治常規乃基於GEM上市規則附錄十五之企業管治常規守則(「守則」)所載原則及守則條文。本公司所採納之原則著重高質素之董事會及對股東之透明度及問責性。董事會認為，截至二零二零年十二月三十一日止年度，本公司一直遵守守則，惟以下背離除外：

根據守則條文第A.4.1條，非執行董事須按特定任期委任。非執行董事並無特定委任年期；然而，根據本公司組織章程細則(「細則」)及守則，彼等均須輪值退任。因此，本公司認為已採取足夠措施，處理守則項下有關非執行董事之委任年期之規定。

根據守則條文第D.1.4條，本公司須為董事提供正式委任書並列明委任之主要條款及條件。除張聲泰先生之外，本公司未有為董事提供正式委任書。然而，董事須根據細則輪值退任。此外，董事均需參考由公司註冊處發出之「董事責任指引」及由香港董事學會發出之「董事指南」及「獨立非執行董事指南」(倘適用)中列明之指引履行其作為董事之職責及責任。此外，董事須遵守法規及普通法之規定、GEM上市規則、法律及其他監管規定及本公司業務及管治政策。

根據守則條文第E.1.2條，董事會主席應出席股東週年大會。董事會主席列海權博士因有其他要務而未能出席於二零二零年六月十六日舉行之本公司股東週年大會(「股東週年大會」)。主持股東週年大會之本公司董事會副主席兼行政總裁張聲泰先生，以及出席股東週年大會的董事會其他成員，均具備足夠才幹於股東週年大會上回答提問。

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company had adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company also had made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors during the year ended 31 December 2020.

BOARD OF DIRECTORS

The Directors acknowledge their responsibilities for the preparation of accounts, which shall give a true and fair view of the financial position of the Group and of the financial performance and cash flows of the Group for that year. Details of the basis of preparation of financial statements are set out in note 3 to the consolidated financial statements. The Board is also responsible for formulating the Group's long term strategy, determining and approving the Group's significant transactions and supervising the management to ensure thorough implementation of the Group's policies and effective performance of their duties. Other decisions are to be delegated to management. As at 31 December 2020, the Board comprised seven Directors, including four executive Directors and three independent non-executive Directors. The executive Directors are Dr. LIE Haiquan, Mr. CHEUNG Sing Tai, Mr. TAO Wei and Mr. WU Di. The independent non-executive Directors are Mr. ZHANG Zihua, Ms. XI Lina and Mr. HUANG Zhixiong. Biographies of the existing Directors are set out on pages 17 to 20.

有關董事進行證券交易之行為 守則

本公司已採納有關董事進行證券交易之行為守則，其條款與GEM上市規則第5.48條至第5.67條所載之交易必守標準同樣嚴格。本公司亦已向全體董事作出特定查詢，而據本公司所知，截至二零二零年十二月三十一日止年度並無出現未能符合交易必守標準及其有關董事進行證券交易之行為守則之情況。

董事會

董事深明其職責乃編製真實兼公平反映本集團於該年財務狀況及本集團財務表現及現金流量之賬目。財務報表編製基準之詳情載於綜合財務報表附註3。董事會亦負責制定本集團之長遠策略、決定及批准本集團之重大交易及監控管理層，以確保彼等妥善推行本集團之政策及有效履行其職務。其他決策則授權予管理層處理。於二零二零年十二月三十一日，董事會由七名董事組成，包括四名執行董事及三名獨立非執行董事。執行董事為列海權博士、張聲泰先生、陶煒先生及吳迪先生。獨立非執行董事為張子華*(ZHANG Zihua)先生、奚麗娜女士及黃志雄先生。現任董事之履歷載於第17至20頁。

* for identification purpose only

* 僅供識別

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS (Continued)

Throughout the year ended 31 December 2020, eleven Board meetings were held. Details of the attendance of the Directors are as follows:

董事會 (續)

於截至二零二零年十二月三十一日止年度內召開了十一次董事會會議。董事出席詳情如下：

Name of the Directors 董事姓名		Directors' Attendance 董事出席率
Executive Directors 執行董事		
Dr. LIE Haiquan (redesignated from non-executive Director to executive Director on 1 April 2020)	列海權博士 (於二零二零年四月一日由非執行董事調任為執行董事)	8/11
Mr. CHEUNG Sing Tai	張聲泰先生	11/11
Mr. XU Gang (resigned on 10 July 2020)	徐崗先生 (於二零二零年七月十日辭任)	4/6
Mr. TAO Wei	陶煒先生	11/11
Mr. WU Di (appointed on 10 July 2020)	吳迪先生 (於二零二零年七月十日獲委任)	5/5
Independent Non-executive Directors 獨立非執行董事		
Mr. ZHANG Zihua	張子華* (ZHANG Zihua) 先生	11/11
Ms. XI Lina	奚麗娜女士	10/11
Mr. HUANG Zhixiong	黃志雄先生	10/11

Under code provision A.4.1, non-executive Directors should be appointed for specific term. There is no specific term of appointment of the non-executive Directors of the Company; however, they are subject to retirement by rotation in accordance with the Articles. Accordingly the Company considers that sufficient measures have been taken to deal with the requirement in respect of the appointment terms of non-executive Directors as required under the code provision.

根據守則條文第A.4.1條，非執行董事應按特定任期委任。本公司之非執行董事並無特定委任年期；然而，彼等均須根據細則輪值退任。據此，本公司認為已採取充足措施，處理守則條文有關非執行董事之委任年期之規定。

Each of the independent non-executive Directors has made an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company is of the view that all independent non-executive Directors meet the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and are independent in accordance with the terms of the guidelines. The Board held a board meeting for each quarter to discuss and approve the Group's results. The then board members attended the meetings.

每名獨立非執行董事已根據GEM上市規則第5.09條就其獨立性作出年度確認。本公司認為，全體獨立非執行董事均符合GEM上市規則第5.09條所載之獨立性指引，並符合指引條款所規定之獨立性。董事會於每季度舉行一次董事會會議以討論及批准本集團之業績。當時之董事會成員已出席會議。

* for identification purpose only

* 僅供識別

DIRECTORS' TRAINING

According to the code provision A.6.5 of the Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

All Directors have participated in continuous professional development and provided a record of training they received for the financial year ended 31 December 2020 to the Company. The Company has also continuously updated Directors on the latest developments regarding the GEM Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices.

The individual training record of each Director received for the year ended 31 December 2020 is summarized below:

董事之培訓

根據守則之守則條文第A.6.5條，全體董事均須參加持續專業發展，發展及更新其知識及技能，以確保其在具備全面資訊及切合所需的情況下對董事會作出貢獻。

所有董事均有參加持續專業發展，並向本公司提供彼等於截至二零二零年十二月三十一日止財政年度所接受培訓之記錄。本公司亦不斷向董事提供有關GEM上市規則及其他適用監管規定最新發展之資料，確保彼等遵守及更清楚了解良好企業管治常規。

截至二零二零年十二月三十一日止年度，各董事的個人培訓記錄概述如下：

Attending or participating in seminars/workshops reading materials relevant to roles, functions, and duties of a listed company director
出席或參加研討會／研習會閱讀有關上市公司董事角色、職能及職責的材料

Name of Directors	董事姓名	
Executive Directors		
Dr. LIE Haiquan	列海權博士	✓
Mr. CHEUNG Sing Tai	張聲泰先生	✓
Mr. TAO Wei	陶煒先生	✓
Mr. WU Di	吳迪先生	✓
Independent Non-executive Directors		
Mr. ZHANG Zihua	張子華* (ZHANG Zihua) 先生	✓
Ms. XI Lina	奚麗娜女士	✓
Mr. HUANG Zhixiong	黃志雄先生	✓

* for identification purpose only

* 僅供識別

Corporate Governance Report

企業管治報告

GENERAL MEETING

During the year ended 31 December 2020, one general meeting, being the annual general meeting of the Company was held on 16 June 2020 (“2020 AGM”).

股東大會

於截至二零二零年十二月三十一日止年度，本公司曾舉行一次股東大會，即於二零二零年六月十六日舉行之股東週年大會（「二零二零年股東週年大會」）。

Name of the Directors 董事姓名		Directors’ Attendance 董事出席率
Executive Directors	執行董事	
Dr. LIE Haiquan	列海權博士	0/1
Mr. CHEUNG Sing Tai	張聲泰先生	1/1
Mr. XU Gang (resigned on 10 July 2020)	徐崗先生（於二零二零年七月十日辭任）	1/1
Mr. TAO Wei	陶煒先生	1/1
Mr. WU Di (appointed on 10 July 2020)	吳迪先生（於二零二零年七月十日獲委任）	N/A 不適用
Independent Non-executive Directors	獨立非執行董事	
Mr. ZHANG Zihua	張子華* (ZHANG Zihua) 先生	1/1
Ms. XI Lina	奚麗娜女士	1/1
Mr. HUANG Zhixiong	黃志雄先生	1/1

The Board is responsible for maintaining an on-going dialogue with shareholders and in particular, uses annual general meetings or other general meetings to communicate with them and encourage their participation. The executive Directors and the chairmen of the Audit Committee, the Remuneration Committee and the Nomination Committee attended the 2020 AGM to answer questions and collect views of shareholders.

董事會負責與股東保持持續對話，特別是利用股東週年大會或其他股東大會與股東溝通及鼓勵股東參與。執行董事及審核委員會、薪酬委員會及提名委員會主席均有出席二零二零年股東週年大會，以解答股東提問及收集股東意見。

Under code provision E.1.2, the chairman of the board should attend the annual general meeting. Dr. LIE Haiquan, the Chairman of the Board, was unable to attend the 2020 AGM due to his other engagement. Mr. CHEUNG Sing Tai, deputy chairman of the Board and Chief Executive Officer of the Company who took the chair of the 2020 AGM, together with other members of the Board who attended the 2020 AGM, were of sufficient calibre for answering questions at the 2020 AGM.

根據守則條文第E.1.2條，董事會主席應出席二零二零年股東週年大會。董事會主席列海權博士因有其他要務而未能出席二零二零年股東週年大會。主持股東週年大會之董事會副主席兼行政總裁張聲泰先生，以及出席二零二零年股東週年大會的董事會其他成員，均具備足夠才幹於二零二零年股東週年大會上回答提問。

BOARD COMMITTEES

To assist the Board in discharging of its duties, the Board is supported by three board committees. Each committee has its defined scope of duties and terms of reference and the committee members are empowered to make decisions on matters within the terms of reference of each committee.

1. AUDIT COMMITTEE

The Company has established the Audit Committee with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules. The primary duties of the Audit Committee are (a) to review the Group's annual reports, interim reports and quarterly reports; (b) to discuss and review with the auditor of the Company on the scope and findings of the audit; and (c) to supervise the financial reporting process, risk management and internal control systems of the Group.

The Audit Committee consists of three independent non-executive Directors, namely Mr. ZHANG Zihua, Ms. XI Lina and Mr. HUANG Zhixiong. The chairman of the Audit Committee is Mr. ZHANG Zihua, who possesses extensive experience in finance and accounting.

The Audit Committee held six meetings during the year to review the Group's unaudited and audited annual results for the year ended 31 December 2019 and the unaudited quarterly and interim results for the year ended 31 December 2020, which is of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosure have been made. The Audit Committee also reviewed the internal control systems of the Company and considered the engagement of professionals in relation to the internal control and environmental, social and governance reporting requirements under the GEM Listing Rules.

* for identification purpose only

董事委員會

為協助董事會履行職務，董事會獲三個董事委員會支援。每個委員會有其已界定之職責範圍及職權範圍，且委員會成員有權就每個委員會職權範圍以內之事宜作出決策。

1. 審核委員會

本公司已成立審核委員會，其書面職權範圍符合GEM上市規則第5.28至第5.33條。審核委員會之主要職責乃(a)審閱本集團之年度、中期及季度報告；(b)與本公司核數師商討及檢討核數之範疇及結果；及(c)監督本集團之財務申報程序、風險管理及內部監控系統。

審核委員會現由三名獨立非執行董事張子華*(ZHANG Zihua)先生、奚麗娜女士及黃志雄先生組成。審核委員會之主席為張子華*(ZHANG Zihua)先生，其擁有豐富的財務及會計經驗。

年內，審核委員會共舉行六次會議以審閱本集團截至二零一九年十二月三十一日止年度之未經審核及經審核年度業績及截至二零二零年十二月三十一日止年度之未經審核季度及中期業績。審核委員會認為有關業績已根據適用會計準則及規定而編製，並已作出充分披露。審核委員會亦已審閱本公司之內部監控系統並考慮就GEM上市規則項下之內部監控以及環境、社會及管治報告規定委聘專業人士。

* 僅供識別

Corporate Governance Report 企業管治報告

BOARD COMMITTEES (Continued)

1. AUDIT COMMITTEE (Continued)

Details of the members' attendance of the Audit Committee meetings are as follows:

Name of the Members 成員姓名		Members' Attendance 成員出席率
Mr. ZHANG Zihua	張子華* (ZHANG Zihua) 先生	6/6
Ms. XI Lina	奚麗娜女士	6/6
Mr. HUANG Zhixiong	黃志雄先生	6/6

2. REMUNERATION COMMITTEE

The Company has established the Remuneration Committee according to the relevant provisions of the GEM Listing Rules with written terms of reference. Its primary duties are (a) to make recommendation to the Board on the Company's policy and structure for all remuneration of Directors and senior management; (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; and (c) to determine the remuneration packages on individual executive Directors and senior management.

The Remuneration Committee consists of one executive Director and two independent non-executive Directors, namely Mr. ZHANG Zihua (as chairman), Mr. CHEUNG Sing Tai and Ms. XI Lina as members.

董事委員會 (續)

1. 審核委員會 (續)

審核委員會會議的成員出席詳情如下：

2. 薪酬委員會

本公司已按照GEM上市規則之有關規定成立具有書面職權範圍之薪酬委員會。其主要職責乃(a)就本公司全體董事及高級管理人員之薪酬政策及架構向董事會提供建議；(b)就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；及(c)釐定個別執行董事及高級管理人員的薪酬待遇。

薪酬委員會由一名執行董事及兩名獨立非執行董事組成，即主席張子華* (ZHANG Zihua) 先生、成員張聲泰先生及奚麗娜女士。

* for identification purpose only

* 僅供識別

BOARD COMMITTEES (Continued)

2. REMUNERATION COMMITTEE (Continued)

During the year under review, the Remuneration Committee held three meetings to (1) review the remuneration packages of the Directors and senior management, (2) redesignated the position of non-executive Director to executive Director and (3) appointment of Director.

Details of the members' attendance of the Remuneration Committee meetings are as follows:

Name of the Members 成員姓名		Members' Attendance 成員出席率
Mr. CHEUNG Sing Tai	張聲泰先生	3/3
Ms. XI Lina	奚麗娜女士	3/3
Mr. ZHANG Zihua	張子華* (ZHANG Zihua) 先生	3/3

The executive Directors are considered to be senior management of the Company. The emoluments payable to them are determined by the Remuneration Committee based on their qualifications, experience and the prevailing market conditions. Details of the remuneration of the Directors are set out in note 14 to the consolidated financial statements.

3. NOMINATION COMMITTEE

The Company has established a Nomination Committee on 28 March 2013 with written terms of reference in accordance with requirements of the Exchange. The Nomination Committee shall comprise at least three members with a majority of independent non-executive Directors, and the Chairman of the Board or an independent non-executive Director should take up the role of chairman of the Nomination Committee. The Nomination Committee currently consists of one executive Director, Mr. CHEUNG Sing Tai, and two independent non-executive Directors, namely, Mr. ZHANG Zihua (as chairman) and Ms. XI Lina. The terms of reference of the Nomination Committee is currently made available on the websites of the Exchange and the Company.

* for identification purpose only

董事委員會 (續)

2. 薪酬委員會 (續)

於回顧年度內，薪酬委員會已舉行三次會議以(1)檢討董事及高級管理層薪酬待遇，(2)調任非執行董事為執行董事及(3)委任董事。

薪酬委員會會議的成員出席詳情如下：

Name of the Members 成員姓名		Members' Attendance 成員出席率
Mr. CHEUNG Sing Tai	張聲泰先生	3/3
Ms. XI Lina	奚麗娜女士	3/3
Mr. ZHANG Zihua	張子華* (ZHANG Zihua) 先生	3/3

執行董事被認為是本公司的高級管理層。應付彼等之酬金由薪酬委員會基於彼等之資質、經驗及現行市況後釐定。董事酬金的詳情載於綜合財務報表附註14。

3. 提名委員會

本公司於二零一三年三月二十八日根據聯交所之規定成立具有書面職權範圍的提名委員會。提名委員會須由最少三名成員組成，而當中大多數為獨立非執行董事，並由董事會主席或一名獨立非執行董事任提名委員會主席。提名委員會目前包括一名執行董事張聲泰先生及兩名獨立非執行董事張子華*(ZHANG Zihua)先生(擔任主席)及奚麗娜女士。提名委員會之職權範圍現已刊載於聯交所及本公司網站。

* 僅供識別

Corporate Governance Report 企業管治報告

BOARD COMMITTEES (Continued)

3. NOMINATION COMMITTEE (Continued)

Terms of reference adopted by the Nomination Committee are aligned with the code provisions set out in the Code.

The functions of the Nomination Committee are to review and monitor the structure, size and composition of the Board and make recommendations on any proposed changes to the Board to complement of the Group's strategy; to identify qualified individuals to become members of the Board; to assess the independence of independent non-executive Directors; and to make 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.

The Board adopted on 30 August 2013 a board diversity policy (the "Board Diversity Policy") and delegated certain duties under the Policy to the Nomination Committee. The Nomination Committee and the Board had also reviewed on 26 March 2020 the structure of the Board and is of the opinion the Board consisted of members with different gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge, which met the requirements under the terms of the Board Diversity Policy.

During the year under review, the Nomination Committee held three meeting to (1) review the Board composition, (2) review the independence of the independent non-executive Directors, (3) consider the re-election of retiring Directors, (4) redesignated the position of non-executive Director to executive Director and (5) appointment of Director.

Details of the members' attendance of the Nomination Committee meeting are as follows:

Name of the Members 成員姓名		Members' Attendance 成員出席率
Mr. CHEUNG Sing Tai	張聲泰先生	3/3
Ms. XI Lina	奚麗娜女士	3/3
Mr. ZHANG Zihua	張子華* (ZHANG Zihua) 先生	3/3

* for identification purpose only

董事委員會 (續)

3. 提名委員會 (續)

提名委員會採納之職權範圍符合守則所載守則條文之規定。

提名委員會之職能為檢討及監督董事會之架構、規模及組成、向董事會提出任何更改建議以配合本集團策略、物色合資格人選出任董事會成員；評估獨立非執行董事之獨立性；及就委任或重新委任董事及董事（特別是主席及行政總裁）的繼任計劃向董事會提供建議。

董事會於二零一三年八月三十日採納董事會多元化政策（「董事會多元化政策」）並將政策項下的若干職責委派予提名委員會。提名委員會及董事會亦於二零二零年三月二十六日檢討董事會之架構，並認為董事會由不同性別、年齡、文化及教育背景、種族、專業經驗、技能及知識之成員組成，已符合董事會多元化政策條文之規定。

於回顧年度內，提名委員會已舉行三次會議以(1)檢討董事會之組成，(2)檢討獨立非執行董事之獨立性，(3)考慮退任董事之重選連任，(4)調任非執行董事為執行董事及(5)委任董事。

提名委員會會議的成員出席詳情如下：

* 僅供識別

DIRECTORS' RESPONSIBILITY FOR THE PREPARATION OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of the financial statements of the Group and ensure that the financial statements are prepared in accordance with statutory requirements and applicable accounting standards. The Directors also ensure the timely publication of the financial statements of the Group.

The Group incurred a net loss of approximately HK\$127,571,000 (2019: net loss of approximately HK\$115,643,000) for the year ended 31 December 2020. As at 31 December 2020, the Group's current liabilities exceeded its current assets by approximately HK\$1,765,357,000 (2019: HK\$959,888,000). In the opinion of the Directors, the Group is able to maintain itself as a going concern in the coming year by taking into consideration that:

- (i) the cash flow projections can be achieved that the Group would have sufficient working capital to finance its operation and to meet its financial obligations when they fall due within the next twelve months from the end of the reporting period;
- (ii) the net assets of the Group of approximately HK\$1,101,022,000 (2019: HK\$1,187,146,000) as at 31 December 2020, the Group should be able to secure additional loan facilities, if necessary;
- (iii) bank loans with carrying amount of approximately HK\$1,223,277,000 (2019: HK\$802,454,000) as at 31 December 2020 that are repayable more than one year after the end of the reporting period pursuant to the repayment schedule included in the loan agreements, with a repayment on demand clause, have been classified as current liability as at 31 December 2020 in accordance with Hong Kong Interpretation 5 Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause (“HK-Int 5”). Taking into account the Group's financial position and the security provided to the banks, the Directors believe that the banks will not exercise its discretionary rights to demand immediate repayment. The Directors believe that the bank loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements;

董事有關編製財務報表之責任

董事知悉其負責編製本集團之財務報表，並確保有關財務報表乃根據法定規定及適用會計準則編製。董事亦確保本集團財務報表獲適時公告。

於截至二零二零年十二月三十一日止年度，本集團產生虧損淨額約127,571,000港元（二零一九年：虧損淨額約115,643,000港元）。於二零二零年十二月三十一日，本集團之流動負債超逾其流動資產約1,765,357,000港元（二零一九年：959,888,000港元）。董事認為，經考慮以下各項後，本集團來年能夠維持持續經營：

- (i) 可達致現金流量預測，令本集團將有充足營運資金為其營運撥資並履行其於報告期末後未來十二個月內到期的財務責任；
- (ii) 於二零二零年十二月三十一日，本集團資產淨值約1,101,022,000港元（二零一九年：1,187,146,000港元），本集團可取得額外貸款融資（如需要）；
- (iii) 根據貸款協議（附帶按要求償還條款）所載之還款日期，於二零二零年十二月三十一日賬面值約1,223,277,000港元（二零一九年：802,454,000港元）之銀行貸款於報告期末後一年後還款，其已根據香港詮釋第5號財務報表呈報—借款人對載有按要求償還條款之有期貸款之分類（「香港詮釋第5號」）於二零二零年十二月三十一日分類為流動負債。經考慮本集團的財務狀況及向銀行提供之抵押後，董事相信銀行不會行使權利要求即時還款。董事相信此銀行貸款可根據貸款協議的還款日期還款；

Corporate Governance Report 企業管治報告

DIRECTORS' RESPONSIBILITY FOR THE PREPARATION OF FINANCIAL STATEMENTS (Continued)

- (iv) other loans with carrying amount of approximately HK\$220,119,000 (2019: Nil) as at 31 December 2020 that are repayable more than one year after the end of the reporting period pursuant to the repayment schedule included in the loan agreements, with a repayment on demand clause, have been classified as current liability as at 31 December 2020 in accordance with HK-Int 5. Taking into account the Group's financial position and the security provided to the lenders, the Directors believe that the lenders will not exercise its discretionary rights to demand immediate repayment. The Directors believe that the other loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements; and
- (v) as at 31 December 2020, there were unutilised banking facilities of approximately HK\$674,501,000 (2019: HK\$517,296,000) which are expiring between 2026 and 2032; and
- (vi) Dr. Lie, the substantial shareholder of the Company, has committed to provide continuous financial support to the Group to enable the Group to meet its financial obligations as and when they fall due in the next twelve months from the date of approval of the consolidated financial statements for the year ended 31 December 2020.

Save as disclosed above, the Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

董事有關編製財務報表之責任 (續)

- (iv) 根據貸款協議(附帶按要求償還條款)所載之還款日期,於二零二零年十二月三十一日賬面值約220,119,000港元(二零一九年:零)之其他貸款於報告期末後一年後還款,其已根據香港詮釋第5號於二零二零年十二月三十一日分類為流動負債。經考慮本集團的財務狀況及向貸款人提供之抵押後,董事相信貸款人不會行使權利要求即時還款。董事相信其他貸款可根據貸款協議的還款日期還款;及
- (v) 於二零二零年十二月三十一日,未動用銀行融資約674,501,000港元(二零一九年:517,296,000港元),將於二零二六年至二零三二年期間到期;及
- (vi) 本公司主要股東列博士已承諾為本集團提供持續財務支持,以使本集團能夠於批准截至二零二零年十二月三十一日止年度綜合財務報表之日起計未來十二個月內履行其到期的財務責任。

除上文所披露者外,董事確認,經作出一切合理查詢後,就彼等所深知、全悉及確信,彼等並不知悉任何可能會對本公司持續經營能力造成重大疑慮之事件或情況之不確定因素。

Corporate Governance Report 企業管治報告

CORPORATE GOVERNANCE FUNCTIONS

The corporate governance functions were performed by the Board.

The corporate governance functions are to develop and review the Company's policies and practices on corporate governance to comply with the Code and other legal or regulatory requirements, to oversee the Company's orientation program for new Director, to review and monitor the training and continuous professional development of Directors and senior management, to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors, and to review the Company's disclosure in the Corporate Governance Report.

During the financial year ended 31 December 2020, the Board held one meeting for reviewing the training and continuous professional development of the Directors and the Company's compliance with the Code for the year ended 31 December 2019 and disclosure in the Corporate Governance Report.

AUDITOR'S REMUNERATION

The responsibility statement of external auditor of the Company, HLB, about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditors' Report on pages 70 to 78. During the year, auditor's remuneration for audit services was HK\$830,000 and non-audit services 2020 was HK\$198,000. Save as disclosed above, there was no other significant non-audit services assignment undertaken by the external auditor during the year.

COMPANY SECRETARY

Mr. YUEN Poi Lam William ("Mr. Yuen"), the representative of Proficient Skill Limited, was appointed as the named Company Secretary of the Company. His primary corporate contact person at the Company is Mr. CHEUNG Sing Tai, the chief executive officer of the Company.

In compliance with Rule 5.15 of the GEM Listing Rules, Mr. Yuen has taken no less than 15 hours of relevant professional training during the year ended 31 December 2020.

企業管治職能

企業管治職能由董事會執行。

企業管治職能為制訂及檢討本公司企業管治政策及常規以符合守則及其他法律或監管規定、監督本公司之新董事入職指引計劃、檢討及監督董事及高級管理人員之培訓及持續專業發展、制訂、檢討及監督僱員及董事適用之行為守則及遵例守則(如有)、以及檢討本公司企業管治報告中之披露資料。

截至二零二零年十二月三十一日止財政年度，董事會曾舉行一次會議，以審閱董事之培訓及持續專業發展，以及本公司於截至二零一九年十二月三十一日止年度遵守守則之情況及於企業管治報告中之披露。

核數師酬金

本公司外聘核數師國衛就其對本集團財務報表之申報責任作出之責任聲明，載於第70至78頁的獨立核數師報告。年內，核數師就審核服務所收取之酬金為830,000港元及就二零二零年之非審核服務所收取之酬金為198,000港元。除上文所披露者外，年內外聘核數師並無提供其他重大非審核服務。

公司秘書

袁沛林先生(「袁先生」)，Proficient Skill Limited之代表，獲委任為本公司之冠名公司秘書。彼於本公司的主要公司聯絡人為本公司行政總裁張聲泰先生。

根據GEM上市規則第5.15條之規定，袁先生已於截至二零二零年十二月三十一日止年度參與不少於十五小時之相關專業培訓。

Corporate Governance Report 企業管治報告

SHAREHOLDERS' RIGHTS

The general meetings of the Company provide an opportunity for communications between the shareholders and the Board. An annual general meeting of the Company shall be held in each year and at the place as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting.

SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING

Shareholders may convene an extraordinary general meeting of the Company according to the provisions as set out in the Articles and The Companies Law (2013 Revision) of the Cayman Islands. The procedures shareholders can use to convene an extraordinary general meeting are set out in the document entitled "Procedures for a Shareholder to Propose a Person for Election as a Director", which is currently available on the Company's website.

PUTTING ENQUIRIES BY SHAREHOLDERS TO THE BOARD

To ensure effective communications between the Board and the shareholders and the investment community at large, the Company's information is communicated to the shareholders and the investment community mainly through the Company's financial reports (quarterly reports, interim reports and annual reports), and its corporate communications and other corporate publications on the Company's website and the Exchange's website. Shareholders and the investment community may at any time make a request for the Company's information to the extent such information is publicly available. Any such questions shall be first directed to the Company Secretary at the Company's principal place of business in Hong Kong.

股東權利

本公司股東大會提供股東與董事會溝通之平台。本公司每年均於董事會決定之地點舉行股東週年大會。除股東週年大會外，每次股東大會均為股東特別大會。

股東召開股東特別大會

股東可根據細則及開曼群島公司法（二零一三年修訂本）所載之條文召開本公司之股東特別大會。股東可用以召開股東特別大會之程序載於標題為「股東提名人選參選董事之程序」之文件內。該文件現載於本公司網站。

股東向董事會查詢

為確保董事會與股東及整體投資社群有效溝通，本公司之資料主要透過本公司財務報告（季度報告、中期報告及年度報告）及公司通訊及發佈於本公司及聯交所網站上的其他公司刊物傳遞予股東及投資社群。股東及投資社群可隨時要求索閱本公司可予公開之資料。任何該等疑問應首先呈遞予公司秘書，地點為本公司香港主要營業地點。

SHAREHOLDERS' RIGHTS (Continued)

PROCEDURES FOR PUTTING FORWARD PROPOSALS BY SHAREHOLDERS AT SHAREHOLDERS' MEETING

The number of members necessary for a requisition for putting forward a proposal at a general meeting shall be:

- (a) any number of members holding not less than one-twentieth (5%) of the paid-up capital of the Company as at the date of the requisition carrying the right of voting at general meetings of the Company; or
- (b) not less than one hundred members.

A copy or copies of requisition signed by all requisitionists shall be deposited, with a sum reasonably sufficient to meet the Company's expenses in giving notice of the proposed resolution or circulating any necessary statement, at the Company's principal place of business in Hong Kong in the case of:-

- (i) a requisition requiring notice of a resolution, not less than six weeks before the meeting; and
- (ii) any other requisition, not less than one week before the meeting.

The Company will verify the requisition and upon confirming that the requisition is proper and in order, the Board will proceed with the necessary procedures.

CONSTITUTIONAL DOCUMENTS

There is no change in the Company's constitutional documents during the year ended 31 December 2020.

股東權利(續)

股東於股東大會上提呈議案之程序

於股東大會上請求提呈議案所需股東人數應為：

- (a) 於請求書日期持有附帶權利可於本公司股東大會投票之本公司繳足股本不少於二十分之一(5%)之任何股東人數；或
- (b) 不少於一百名股東。

於下列時間，向本公司香港主要營業地點呈遞由所有請求人簽署之請求書副本或多份副本，並應繳交足以滿足本公司發佈有關建議決議案之通告或傳送任何必要聲明所需費用之合理款項：—

- (i) 倘屬要求發出議案通告之請求書，則須於有關會議舉行前不少於六個星期；及
- (ii) 倘屬任何其他請求書，則須於有關會議舉行前不少於一個星期。

本公司將核證有關請求書，一旦確認請求屬適合及妥當，董事會將着手進行必要程序。

憲章文件

截至二零二零年十二月三十一日止年度，本公司的憲章文件並無變動。

Corporate Governance Report 企業管治報告

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Board recognises the importance of good communications with all shareholders. The Company's general meeting is a valuation forum for the Board to communicate directly with the shareholders. The Chairman of the Board as well as the chairman of each of the Audit Committee, the Nomination Committee and the Remuneration Committee together with the external auditor are present to answer shareholders' questions. The annual report together with annual general meeting circular is distributed to all the shareholders at least 20 clear business days before the annual general meeting.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it is responsible for monitoring the risk management and internal control systems of the Group on an ongoing basis and review their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

The management of the Group updates and reports the key risk areas, including any remedial plans, if deemed necessary or appropriate, to the Audit Committee for consideration. The identified key risk areas and the appropriate risk mitigation strategies were reviewed and commented by the Board at its meeting annually.

與股東及投資者的溝通

董事會認同與所有股東有良好的溝通至為重要。本公司的股東大會提供寶貴場合可令董事會直接與股東溝通。董事會主席以及審核委員會、提名委員會及薪酬委員會各自的主席，連同外聘核數師均會出席以解答股東提問。年報連同有關股東週年大會的通函於股東週年大會舉行前最少二十個完整工作日寄發予所有股東。

以投票方式表決

根據GEM上市規則第17.47(4)條之規定，除主席以誠實信用之原則做出決定，容許純粹有關程序或行政事宜之決議案以舉手方式表決外，股東在股東大會上所作之任何表決必須以投票方式進行。

風險管理及內部監控

董事會知悉其有責任按持續經營基準監控本集團風險管理及內部監控系統並審閱其成效。該等系統旨在管理而非消除未能達成業務目標的風險，且僅可就重大失實陳述或虧損作出合理而非絕對的保證。

本集團管理層會在其認為必要或適當時更新及報告主要風險範圍（包括任何補救計劃），以供審核委員會考慮。董事會已於其年度會議上檢討已確定主要風險範圍及適當的風險減緩策略並就此提出意見。

RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

The Board, through the Audit Committee, conducted review of both design and implementation effectiveness of the risk management and internal control systems of the Group for the year ended 31 December 2020, covering all material controls, including financial, operational and compliance controls, with a view to ensuring that resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions are adequate. In this respect, the Audit Committee communicates any material issues to the Board.

During the year ended 31 December 2020, the Group appointed BT Corporate Governance Limited ("BTCGL") to independently perform internal control review and assess the effectiveness of the Group's internal control systems.

The results of the independent review and assessment were reported to the Audit Committee and the Board. Moreover, improvements in internal control as recommended by BTCGL to enhance the internal control systems of the Group and mitigate risks of the Group were adopted by the Board. Based on the findings and recommendations of BTCGL which are being remediated by the Group as well as the comments of the Audit Committee, the Board considered the internal control system effective and adequate.

OUR ENTERPRISE RISK MANAGEMENT FRAMEWORK

The Company has established its enterprise risk management framework in 2016. While the Board has the overall responsibility to ensure that sound and effective internal controls are maintained, management is responsible for designing and implementing an internal control system to manage all kinds of risks facing by the Group.

Through the risk identification and assessment processes, risks are identified, assessed, prioritized and allocated treatments. Our risk management framework follows the COSO Enterprise Risk Management – Integrated Framework, which allows the Board and management to manage the risks of the Group effectively. The Board receives regular reports through the Audit Committee that oversees risk management and internal audit functions.

風險管理及內部監控(續)

截至二零二零年十二月三十一日止年度，董事會透過審核委員會檢討本集團風險管理及內部監控系統的設計及實施成效，涵蓋所有重大控制，包括財務、經營及合規控制，旨在確保本集團在會計、內部審核及財務匯報職能方面具充足之資源、員工資歷及經驗、培訓計劃及有關預算。就此而言，審核委員會就任何重大事宜與董事會溝通。

截至二零二零年十二月三十一日止年度，本集團委任哲慧企管專才有限公司（「哲慧企管專才」）獨立進行內部監控審閱並評估本集團的內部監控系統的有效性。

獨立審閱及評估結果乃呈報予審核委員會及董事會。此外，哲慧企管專才所建議為提高本集團內部監控系統及減低本集團風險的內部監控的改進工作已獲董事會採納。根據哲慧企管專才的調查結果及建議（本集團正在糾正）以及審核委員會的意見，董事會認為內部監控系統具有成效性及屬充足。

企業風險管理框架

本公司已於二零一六年建立其企業風險管理框架。董事會的整體職責是確保維持良好和有效之內部監控，而管理層負責設計及實施內部監控系統以管理本集團所面臨的各種風險。

透過風險識別及評估程序，各項風險已作識別、評估、排序及落實相應措施。我們的風險管理框架遵循COSO企業風險管理—整合框架，令致董事會及管理層能夠有效管理本集團的風險。董事會透過審核委員會定期收取報告，監督風險管理及內部審核職能。

Corporate Governance Report 企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

OUR RISK CONTROL MECHANISM

The Group adopts a “three lines of defence” corporate governance structure with operational management and controls performed by operations management, coupled with risk management monitoring carried out by the finance and compliance team and independent internal audit outsourced to and conducted by BTCGL. The Group maintains a risk register to keep track of all identified major risks of the Group. The risk register provides the Board, the Audit Committee, and management with a profile of its major risks and records management’s action taken to mitigate the relevant risks. Each risk is evaluated at least annually based on its likelihood of occurrence and potential impact upon the Group. The risk register is updated by management as the risk owners with addition of new risks and/or removal of existing risks, if applicable, at least annually, after the annual risk evaluation has been performed. This review process can ensure that the Group proactively manages the risks faced by it in the sense that all risk owners have access to the risk register and are aware of and alert to those risks in their area of responsibility so that they can take follow-up action in an efficient manner.

Our risk management activities are performed by management on an ongoing process. The effectiveness of our risk management framework will be evaluated at least annually, and periodic management meeting is held to update the progress of risk monitoring efforts. Management is committed to ensure that risk management forms part of the daily business operation processes in order to align risk management with corporate goals in an effective manner.

The Company will continue to engage external independent professionals to review the Group’s system of internal controls and risk management annually and further enhance the Group’s internal control and risk management systems as appropriate.

風險管理及內部監控(續)

風險監控機制

本集團採納「三道防線」企業管治架構，由營運管理層進行營運管理及監控，加上財務及合規團隊開展風險管理監控，並由哲慧企管專才獲分包及進行獨立內部審核。本集團存有風險登記冊以記錄本集團所有已識別主要風險。風險登記冊為董事會、審核委員會及管理層提供其主要風險情況，並記錄管理層為降低相關風險所採取的行動。每種風險乃根據其發生的可能性及對本集團的潛在影響至少每年進行評估。風險登記冊由管理層作為風險擁有人於進行年度風險評估後至少每年更新額外新風險及／或去除現有風險（倘適用）。此檢討程序可確保本集團主動管理其所面臨的風險，所有風險擁有人可查閱風險登記冊並知悉及警覺於彼等責任領域內的該等風險，以使彼等可採取有效跟進行動。

我們的風險管理舉措由管理層持續進行。風險管理框架的成效將至少每年予以評估，並舉行定期管理層會議以更新風險監控工作進度。管理層致力於確保風險管理為日常業務營運程序的一部份，以高效協調風險管理與企業目標一致。

本公司會繼續每年聘請外聘獨立專業人士對本集團內部監控及風險管理系統進行檢討，並於適當時進一步加強本集團的內部監控及風險管理系統。

RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

OUR RISK CONTROL MECHANISM (Continued)

There is currently no internal audit function within the Group. The Directors have reviewed the need for an internal audit function and are of the view that in light of the size, nature and complexity of the business of the Group, it would be more cost effective to appoint external independent professionals to perform internal audit function for the Group in order to meet its needs. Nevertheless, the Directors will continue to review at least annually the need for an internal audit function.

HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group regulates the handling and dissemination of inside information according to the “Guidelines on Disclosure of Inside Information” published by the Securities and Future Commission in June 2012 to ensure inside information remains confidential until the disclosure of such information is appropriately approved, and the dissemination of such information is efficiently and consistently made. The Company regularly reminds the Directors and employees about due compliance with all policies regarding the inside information. Also, the Company keeps Directors, senior management and employees apprised of the latest regulatory updates. The Company shall prepare or update appropriate guidelines or policies to ensure the compliance with regulatory requirements.

風險管理及內部監控(續)

風險監控機制(續)

現時本集團並無內部審核部門。董事已檢討內部審核部門之需要，彼等認為以本集團業務之規模、性質及複雜性而言，在需要時聘用外聘獨立專業人士為本集團進行內部審核工作，更具成本效益。然而，董事將會繼續最少每年檢討一次是否需要內部審核部門。

內幕資料的處理及發佈

本集團根據證券及期貨事務監察委員會於二零一二年六月頒佈的「內幕消息披露指引」規管內幕資料的處理及發佈，以確保內幕資料於獲適當批准予以披露之前維持保密及有關資料以有效及一致的方式發佈。本公司定期提醒董事及僱員妥善遵守所有有關內幕消息的政策。此外，本公司讓董事、高級管理人員及僱員掌握最新的監管規定變動。本公司將編製或更新合適指引或政策以確保遵守監管規定。

Environmental, Social and Governance Report

環境、社會及管治報告

The Group is pleased to present its Environmental, Social and Governance (“ESG”) Report. The content contained herein focuses on providing an overview of the environmental, social and governance performance of its major operations in Hong Kong and the PRC for the year ended 31 December 2020 (the “Reporting Year”). This also facilitates the Group to conduct thorough performance review and evaluation to enhance its overall performance results in the future. The Reporting Year coincides with our financial year.

SCOPE OF THE REPORT

This report has been prepared in accordance with the “Environmental, Social and Governance Reporting Guide” in Appendix 20 to the GEM Listing Rules of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The report summarizes our ESG performance of our three major business units, namely, 廣州市資拓科技有限公司 (Guangzhou Nowtop Technology Company Limited) (“Guangzhou Nowtop”), 廣東蔚海移動發展有限公司 (Guangdong Bluesea Mobile Development Co. Ltd.) (“Bluesea Mobile”) and the Company, for the Reporting Year.

SECTION A: ENVIRONMENTAL

The Group continuously strives to insist on its current eco-friendly measures to reduce the carbon and emission footprints in its daily operations. The Group will continue to further develop its eco-friendly measures and provide positive impacts to the environment in the future. For the Reporting Year, the Group was not aware of any material non-compliance issues with regard to the relevant environmental laws and regulations.

本集團欣然提呈環境、社會及管治（「環境、社會及管治」）報告，當中所載內容重點在於概述其香港及中國主要業務於截至二零二零年十二月三十一日止年度（「報告年度」）的環境、社會及管治表現。此亦有助於推動本集團透過表現檢討及評估，提升其日後的整體表現。報告年度與財政年度一致。

報告範圍

本報告根據香港聯合交易所有限公司（「聯交所」）GEM上市規則附錄二十「環境、社會及管治報告指引」編製。本報告概述本集團三大業務單位，即廣州市資拓科技有限公司（「廣州資拓」）、廣東蔚海移動發展有限公司（「蔚海移動」）及本公司於報告年度的環境、社會及管治表現。

第A節：環境

本集團一直致力於堅持目前的環保措施，以減少日常營運中的碳及排放足跡。本集團將繼續進一步發展環保措施，並於日後為環境帶來積極影響。於報告年度，本集團並不知悉任何與相關環境保護法律及法規有關的重大不合規問題。

Environmental, Social and Governance Report

環境、社會及管治報告

EMISSIONS

Air emissions, including nitrogen oxides (“NO_x”), sulphur oxides (“SO_x”) and particulate matter (“PM”), are the key air pollutants which are mainly produced by the usage of stationary combustion source and automobile fuel. As the principal activities of the Group are sale of telecommunications products and services, there was no material gaseous fuel consumption involved in the business operation. Hence, air emissions produced by the Group is minimal.

Greenhouse Gas (“GHG”) Emissions

Greenhouse gas emissions are the key culprits of global warming, significantly threatening the climate system and leading to climate changes. To fulfill its corporate social responsibilities, the Group strives to reduce any negative impacts of the greenhouse gas emissions.

Although the Group does not carry out business operation leading to emissions of greenhouse gases directly, some indirect emission sources, including consumption of electricity, disposal of paper waste and air business travel by its employees, could still be identified during the Group’s operation. During the Reporting Year, the greenhouse gas emissions amounted to 22,916 tonnes (2019: 15,026 tonnes), with an increase of 53% compared to last year. Same as last year, the greenhouse gas emissions of the Group were mainly due to indirect energy consumption¹, which accounted for more than 99% of the Group’s total carbon emissions. During the Reporting Year, the total greenhouse gas emission intensity amounted to approximately 179 tonnes per employee² (2019: 127 tonnes). Compared to last year, the greenhouse gas emissions intensity of Bluesea Mobile and Guangzhou Nowtop have increased by 30% and 15% (2019: decreased by 13% and 33%) respectively during the Reporting Year due to the change in carbon emission factor in the PRC.

1 The carbon emission factor in Hong Kong was set at 0.5kg CO₂e/kWh according to the latest data published by CLP Holdings Limited. The carbon emission factor in the PRC was set at 0.8042 according to the latest data published by the Ministry of Ecology and Environment, PRC.

2 As at 31 December 2020, there were a total of 128 employees (2019: 118 employees) from Bluesea Mobile, Guangzhou Nowtop and the Company.

排放

廢氣排放包括氮氧化物（「氮氧化物」）、硫氧化物（「硫氧化物」）及顆粒物（「顆粒物」），是主要的空氣污染物，主要透過使用固定燃燒源及汽車燃料產生。由於本集團的主要業務為銷售電訊產品及服務，故業務營運並不涉及重大氣體燃料消耗。因此，本集團產生的廢氣排放量極少。

溫室氣體（「溫室氣體」）排放

溫室氣體排放是全球變暖的罪魁禍首，嚴重威脅氣候系統並導致氣候變化。為履行企業社會責任，本集團致力減少溫室氣體排放的任何負面影響。

儘管本集團並不開展導致溫室氣體直接排放的業務，但本集團於營運過程中透過耗電、處理廢紙及僱員乘坐飛機出外公幹亦涉及溫室氣體的部分間接排放。於報告年度，溫室氣體排放量為22,916噸（二零一九年：15,026噸），較去年增加53%。與去年相同，本集團的溫室氣體排放主要來自間接能源消耗¹，佔本集團碳排放總量99%以上。於報告年度，溫室氣體排放總量密度約相當於每名僱員²179噸（二零一九年：127噸）。與去年相比，蔚海移動及廣州資拓的溫室氣體排放密度於報告年度分別增加30%及15%（二零一九年：減少13%及33%），乃由於中國的碳排放因子發生變動。

1 根據中電控股有限公司發佈的最新數據，香港碳排放因子設定為0.5千克二氧化碳當量／千瓦時。根據中國生態環境部發佈的最新數據，中國碳排放因子設定為0.8042。

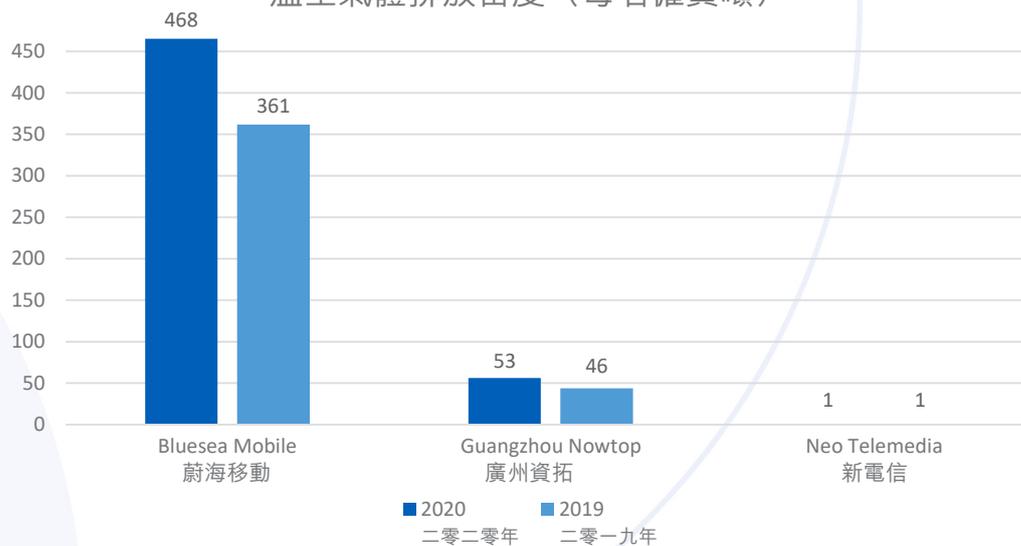
2 於二零二零年十二月三十一日，共有128名僱員（二零一九年：118名僱員）來自蔚海移動、廣州資拓及本公司。

Environmental, Social and Governance Report

環境、社會及管治報告

Business Units		2020 GHG produced (%) 二零二零年 溫室氣體 排放量(%)	2019 GHG produced (%) 二零一九年 溫室氣體 排放量(%)	Variance
業務單位				變動
Blueseas Mobile	蔚海移動	19,178 tonnes 噸 (84%)	11,901 tonnes 噸 (79%)	↑ 61%
Guangzhou Nowtop	廣州資拓	3,729 tonnes 噸 (16%)	3,112 tonnes 噸 (21%)	↑ 20%
Neo Telemedia	新電信	9 tonnes 噸 (<1%)	13 tonnes 噸 (<1%)	↓ 31%
Grand total	總計	22,916 tonnes 噸	15,026 tonnes 噸	↑ 53%
Intensity per employee	每名僱員密度	179 tonnes 噸	127 tonnes 噸	↑ 41%

GHG Emissions Intensity (tonnes per employee)
溫室氣體排放密度 (每名僱員噸)



Environmental, Social and Governance Report

環境、社會及管治報告

However, we still strive to improve our measures so as to further reduce the carbon and greenhouse gas footprints in the coming years. We noticed that electricity consumption was the greatest culprit of its greenhouse gas emissions during the Reporting Year. Thus, during the Reporting Year, the Group has established a company policy over the usage of lighting in the office for raising the awareness of energy conservation among its employees. We also encourage all employees to treasure electricity by consistently investing in energy-efficient facilities used in data centres. In order to whittle down the paper usage as well, we encourage our employee to reuse single-side-printed paper as well as to use electronic documents instead of printed documents in daily operations and communications. We believe that our initiatives on environmental protection are for our better environmental sustainability.

Environmental Investment in data centres

The Group owns two data centres in Guangzhou and one major data centre is under construction. To reduce the electricity consumption in the data centres, the Group invested in several energy-efficient facilities, we believe that it is not only investing our investments in data centres are for business purpose, but also investing for a better environment in the future. Those energy-efficient facilities included an air-conditioning system, which could automatically adjust its speed according to the room temperature, and save over 15% of energy when comparing to the traditional air-conditioning system. A cooling tower with an efficient water pump for cooling hot computer components was also installed. Alike the air-conditioning system, the cooling tower could also automatically adjust its speed according to its usage.

For the Reporting Year, we controlled the increase in greenhouse gas emissions at approximately 53%. To build the sustainable community with our stakeholders, not only should we maintain or even further enhance our services provided by data centres to our customers in the future, but we would also continuously invest in energy-efficient facilities for contributing to the reduction of greenhouse gas emissions (For more details, please see the section of Electricity Consumption).

然而，我們仍致力改善措施以於未來數年進一步減少碳及溫室氣體足跡。我們注意到，電力消耗為於報告年度溫室氣體排放的最大罪魁禍首。因此，於報告年度，本集團已制定有關辦公室電燈使用的公司政策，以提高僱員的節能意識。我們亦透過持續投入數據中心所用的節能設施，鼓勵所有僱員珍惜電力。為減少用紙，我們鼓勵僱員重複使用單面列印紙張並在日常營運及交流中使用電子文件取代打印文件。我們相信，我們對環境保護的舉措有利於促進環境的可持續性發展。

對數據中心的環境投資

本集團於廣州擁有兩個數據中心及一個大型在建數據中心。為降低數據中心的耗電量，本集團投入多項節能設施，我們相信此舉不僅是為業務目的而於數據中心進行的投資，更是為今後更好環境的投資。該等節能設施包括空調系統，該系統可根據室溫自動調節速率，較其他傳統空調系統節能15%以上。為使發熱的計算機部件降溫，我們亦安裝了帶有高效水泵的製冷塔。與空調系統類似的是，製冷塔亦可根據用途自動調節速率。

於報告年度，我們將溫室氣體排放量的增長控制在約53%。為與持份者建立可持續發展的社區，我們今後不僅應維持或甚至進一步加強數據中心向客戶提供的服務，而且我們亦將繼續投入節能設施，以減少溫室氣體排放（有關更多詳情，請參閱耗電一節）。

Environmental, Social and Governance Report

環境、社會及管治報告

Waste Management

The principal operating activities of the Group refer to the sale of telecommunication products and services, which does not produce any hazardous waste, such as chemical wastes and clinical wastes.

Besides, for the sake of reducing the number of equipment disposals, we perform regular maintenance of equipment located in the data centres and the head office so as to reduce non-hazardous waste.

During the Reporting Year, the only significant non-hazardous waste identified in the Group's operations was the paper waste which amounted to approximately 450 kg (2019: 228 kg), with an intensity of 4 kg (2019: 2 kg) per employee. In this regard, reducing the use of paper-printing and creating a paperless working environment are our primary goals. We constantly encourage our staff to use double-sided printing, and paper that was printed on one side and did not contain any confidential information was collected for reuse purpose. Usage of electronic documents are encouraged to replace printed documents. We will continue to make efforts on reducing paper waste in the coming years.

USE OF RESOURCES

The Group aims to be an environmentally sustainable enterprise to contribute to environmental protection.

廢物管理

本集團的主要經營活動指銷售電訊產品及服務，並不產生任何危險廢物，如化學廢物及醫療廢物。

此外，為減少設備處理的數量，我們定期維護數據中心及總部的設備，以減少非危險廢物。

於報告年度，本集團營運過程中發現的唯一重大非危險廢物為廢紙，約為450千克（二零一九年：228千克），密度為每名員工4千克（二零一九年：2千克）。就此而言，減少使用紙張列印及創造無紙化辦公環境是我們的首要目標。我們一直鼓勵員工使用雙面列印，並收集單面列印且不包含任何機密資料的紙張作重複使用。我們亦鼓勵使用電子文件以代替紙質文件。未來數年，我們將繼續致力於減少廢紙。

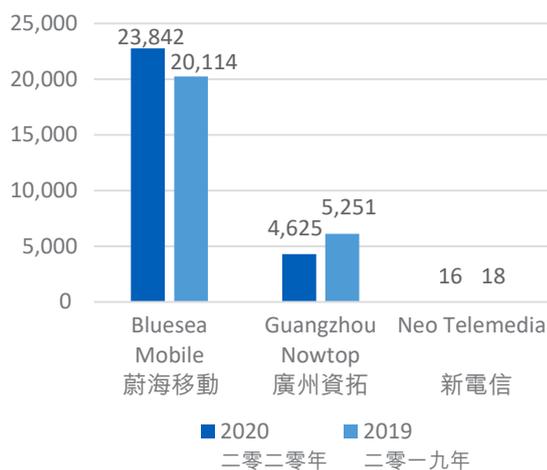
資源使用

本集團致力於成為可持續發展的環保企業，為環保作出貢獻。

Environmental, Social and Governance Report 環境、社會及管治報告

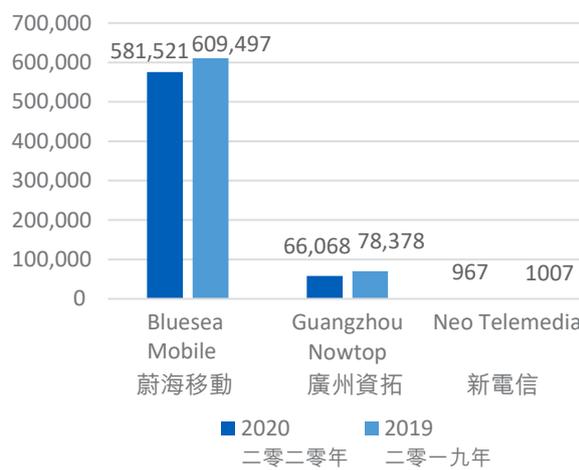
Electricity Consumption

Total Electricity Consumption (MWh)
總耗電量 (兆瓦時)



耗電

Electricity Consumption per Employee (kWh)
每名僱員耗電量 (千瓦時)



During the Reporting Year, the total electricity consumption of the Group amounted to 28,484 MWh (2019: 25,383 MWh), with an increase of approximately 12% compared to last year. The electricity consumption intensity increased from 215 MWh per employee last year to 223 MWh per employee during the Reporting Year. The Group managed to control the increase in electricity consumption intensity at approximately 4%. The Group has strived for achieving energy-saving in data centres by utilizing natural resources to reduce energy consumption and using eco-friendly electrical appliances. By these means, the Group intends to reduce the carbon and energy footprints in the coming years, aiming to build a green and sustainable community.

於報告年度，本集團的總耗電量為28,484兆瓦時（二零一九年：25,383兆瓦時），較去年增加約12%。耗電密度由去年的每名僱員215兆瓦時增加至報告年度的每名僱員223兆瓦時。本集團成功將耗電密度增加控制在約4%。本集團致力於透過使用天然資源減少能源消耗並使用環保電器，令數據中心實現節能。通過該等方式，本集團擬於未來數年減少碳足跡及能源足跡，旨在建立一個綠色及可持續發展的社區。

Environmental, Social and Governance Report

環境、社會及管治報告

To save and preserve energy for operation of the data centres, the Group continuously invested in several energy-efficient facilities, including air-conditioning system, cooling tower with water pump and other forms of equipment, located in the data centres in Guangzhou. Air-conditioning system, with Grade 2 Energy Label, could adjust its cooling power automatically for a steady temperature. The cooling water pump with Grade 2 Energy Label, could adjust its speed automatically to transfer cool water into the air-conditioner, which could maintain the room temperature at a constant and appropriate level. Besides, the Group advocates the usage of LED lighting in the data centres for energy saving purpose. In the light of these energy-saving means, the Group believes that continuous usage of these facilities could better monitor energy consumption along with its business expansion in the future.

In addition, we also implemented several resource-saving measures in the office to minimize the use of electricity. We have fully utilized natural lighting at office in order to minimize the use of electrical lighting so as to save energy. Strict guidelines on usage of lighting are announced to our employees to raise their awareness of energy conservation. Besides, usage of energy-efficient appliances with Grade 1 Energy Label was encouraged at office. We would keep improving our effectiveness of electrical energy conservation as well as the efficiency of electrical energy consumption in the coming years.

Paper Usage

Paper usage is always one of the critical concerns in the consumption of natural resources since logging is involved in the production of paper which affects the environment both directly and indirectly. Paperless work environment has been promoted and encouraged within the Group. We encourage our employees to use electronic documents to replace printed documents, and to collect and reuse paper that was printed on one side and did not contain confidential information for double-sided printing purpose. The usage of paper was approximately 450 kg during the Reporting Year (2019: 228 kg), with a significant increase of approximately 97% compared to last year due to the rising demand for contract papers and bidding documents. The paper usage intensity during the Reporting Year was recorded as 4 kg per employee (2019: 2 kg).

為節約及保存數據中心營運所需的能源，本集團在廣州數據中心不斷投入多項節能設施，包括空調系統、帶水泵的製冷塔及其他形式的設備。帶有二級能源標籤的空調系統可自動調節其冷卻功率以達至穩定的溫度。帶有二級能源標籤的製冷水泵可自動調節其速率，將冷水輸送至空調中，從而將室溫保持在恆定及適當的水平。此外，本集團提倡在數據中心使用LED照明以達到節能目的。鑑於上述節能手段，本集團相信，持續使用該等設施可於今後業務擴張的同時更好地監控能源消耗。

此外，我們亦在辦公室實施了幾項資源節約措施，以盡量減少用電量。我們在辦公室充分利用自然採光，以盡量減少人工照明的使用，從而節省能源。我們向員工公佈嚴格的照明使用指引，以提高他們的節能意識。此外，我們鼓勵在辦公室使用帶有一級能源標籤的節能電器。我們於未來數年將不斷提高節約電能的效力以及電能消耗的效率。

紙張使用

紙張使用一直是天然資源消耗中的關鍵問題之一，因為紙張的生產涉及到伐木，會對環境產生直接及間接影響。本集團內部已提倡及鼓勵營造無紙化辦公環境。我們鼓勵僱員使用電子文件替換紙質文件，並收集及重複利用單面列印且不包含任何機密資料的紙張作雙面列印用途。於報告年度，由於合約用紙及競標文件的需求增加，用紙量約為450千克（二零一九年：228千克），較去年大幅增加約97%。報告年度錄得的用紙量密度為每名僱員4千克（二零一九年：2千克）。

Environmental, Social and Governance Report

環境、社會及管治報告

Water Consumption & Packaging Materials

As the Group's operations mainly focus on providing services, both water consumption and packaging material consumption of the Group are not seen as having material impacts on the environment. Nonetheless, we still remind our employees to reduce the water consumption through posting notices in the office. In addition, since we sourced water from governmental bodies, there was no water-sourcing issue identified during the Reporting Year.

THE ENVIRONMENT AND NATURAL RESOURCES

The Group believes that corporate development should not come at the expense of the environment. Therefore, we have been adopting environmental-friendly practice in various aspects. For example, we invested in several energy-efficient facilities located in our data centres, and have been adopting paperless work environment to reduce paper wastage.

SECTION B: SOCIAL

EMPLOYMENT

We believe that continued business success relies on the full contribution and support of our talented employees. We treasure our employees and treat them as the most valuable assets of our Group, based on their continuous commitment and contribution for helping us to achieve our corporate goals and continuously lead us to attain different levels of achievements.

We advocate a harmonious and friendly work environment for our employees. We have established a set of formal human resources policies and procedures, which provides guidance on the day-to-day operations, including staff recruitment, probation, termination, promotion, retirement, transfer, performance appraisal, salary, bonus, leave and other benefits.

水消耗及包裝材料

由於本集團的業務主要側重於提供服務，故其水消耗及包裝材料消耗不被視為對環境有重大影響。即便如此，我們依然透過在辦公室張貼告示提醒僱員減少水消耗。此外，由於我們從政府機構獲取水，故於報告年度未發現任何供水問題。

環境及天然資源

本集團認為，企業的發展不應以犧牲環境為代價。因此，我們一直於各方面採取環保做法。例如，我們在數據中心投入多項節能設施，並營造無紙化辦公環境以減少紙張浪費。

第B節：社會

僱傭

我們認為，持續的業務成功依賴於我們優秀僱員的全力貢獻及支持。我們珍惜我們的僱員，並將彼等視為本集團最寶貴的財富，彼等持續付出及敬業奉獻，以助我們實現企業目標，並不斷引領我們取得不同程度的成就。

我們倡導為僱員營造和諧友好的工作環境。我們制定了一套正式的人力資源政策及程序，為日常營運提供指導，包括員工錄用、試用、離職、升職、退休、調動、績效考核、薪金、花紅、休假及其他福利。

Environmental, Social and Governance Report 環境、社會及管治報告

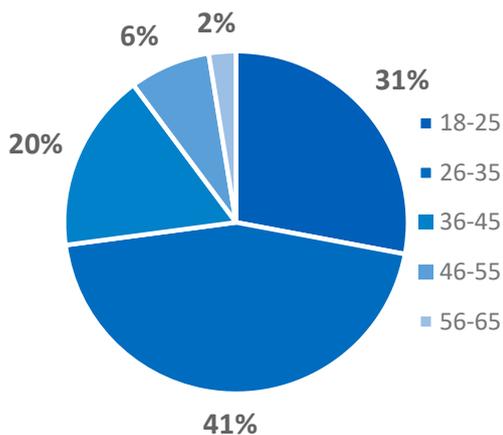
Our Employees

As at 31 December 2020, there were a total of 128 employees (2019: 118 employees) in Bluesea Mobile, Guangzhou Nowtop and the Company. The number of male to female employees maintained a healthy ratio of 2:1 as same as last year. The Group believes that maintaining a diverse and inclusive workforce in the coming future with respect and care given to its employees is very critical for running a sustainable and successful business.

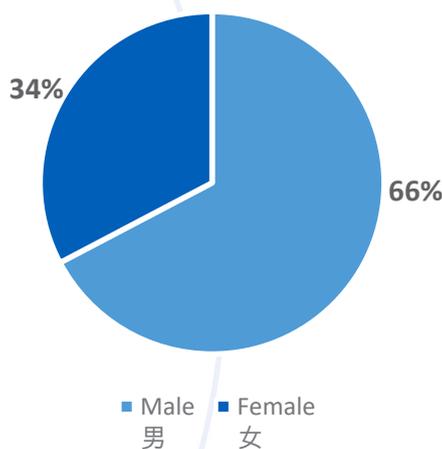
我們的僱員

於二零二零年十二月三十一日，蔚海移動、廣州資拓及本公司的僱員總數為128名（二零一九年：118名）。男女僱員人數比例同去年一樣維持在2:1的良好狀態。本集團認為，未來維持多元化及包容性強的人手，同時對僱員以禮相待，對於經營可持續發展及成功的業務而言至關重要。

Employment by Age Group
按年齡組別劃分的僱傭情況



Employment by Gender
按性別劃分的僱傭情況



During the Reporting Year, the Group maintained an average monthly employee turnover rate of 2.92% (2019: 3.30%), with an average monthly turnover rate of 3.56% and 1.65% (2019: 3.83% and 2.25%) in terms of male and female employees respectively. We constantly value our employees and advocate team spirit among our employees. To further strengthen the bonding of our employees, team-building activities were held so as to enable our employees and management to connect with each other. With our consistent efforts in maintaining our team relationship, we believe that we are able to maintain our team and retain our talented employees.

於報告年度，本集團平均每月僱員流失率維持在2.92%（二零一九年：3.30%），男女僱員的月均流失率分別為3.56%及1.65%（二零一九年：3.83%及2.25%）。我們始終重視我們的僱員，倡導團隊精神。為進一步加強僱員之間的聯繫，我們舉辦了團隊建設活動，以使我們的僱員與管理層之間能夠相互聯繫。通過我們持續努力維護團隊關係，我們相信我們能夠維持團隊有效運作並挽留我們優秀的僱員。

Environmental, Social and Governance Report

環境、社會及管治報告

Employee Benefits

We consider our employees as the key to sustainable business growth. Thus, we offer a comprehensive benefit package, including mandatory retirement fund, insurance and annual leave to attract and retain employees. Employees are entitled to compensation on equal opportunities based on their job performance. We also award employees with a year-end bonus according to the employees' and the Group's performance. Besides, employees' performance appraisal is conducted on an annual basis for determining the extent of salary increase and the award of promotion as incentive to reward staff commitment and contribution.

In addition, for the employees working in Guangzhou, they were enrolled in Social Security Scheme and Housing Provident Fund with reference to the Labor Law of the People's Republic of China.

The Group strictly abides with the Employment Ordinance, the Mandatory Provident Fund Schemes Ordinance in Hong Kong, and Labour Law of the People's Republic of China, Social Insurance Law of the People's Republic of China, Regulations on Management of Housing Provident Fund in the PRC, and other relevant laws and regulations which cover all employment protection and benefits.

Harmonious Workspace

We strive to provide a harmonious working environment sharing equal opportunities among all of our employees. We have established a formal equal opportunity policy to provide guidance to our employees on compliance with the Sex Discrimination Ordinance (Cap. 480), Disability Discrimination Ordinance (Cap. 487), and Family Status Discrimination Ordinance (Cap. 527), etc. so as to build a workplace free from any harassment and discrimination. Our equal opportunity policy applies to staff recruitment, training and development, recognition and reward, and termination and dismissal. We respect our employees regardless of their age, race, gender, national origin, religion, physical condition, medical condition, marital status and/or sexual orientation. Our employees are also required to take all necessary actions to ensure that colleagues would not be discriminated. For those employees acting improperly or breaching of contract terms and code of conduct will be terminated in order to protect the interests of the Group and other employees. Compensations are provided when applicable.

僱員福利

我們將我們的僱員視為可持續業務增長的關鍵。因此，我們提供全面的福利待遇，包括強制性退休基金、保險及年假，以吸引及挽留僱員。僱員根據工作表現有權獲得公平補償。我們亦根據僱員及本集團的表現向僱員提供年終花紅。此外，員工的績效考核每年進行一次，以釐定薪資上調幅度及晉升等獎勵，藉以獎勵員工的付出及貢獻。

此外，對於在廣州工作的僱員，彼等已根據中華人民共和國勞動法加入社保計劃及住房公積金。

本集團嚴格遵守香港僱傭條例、強制性公積金計劃條例及中華人民共和國勞動法、中華人民共和國社會保險法、中國住房公積金管理條例及涵蓋所有僱傭保障及福利的其他相關法律及法規。

和諧工作場所

我們致力於打造一個和諧的工作環境，令所有僱員享有平等的機會。我們已制定正式的平等機會政策，為僱員遵從《性別歧視條例》（第480章）、《殘疾歧視條例》（第487章）及《家庭崗位歧視條例》（第527章）提供指引，以建立一個絕不容忍任何騷擾和歧視的工作場所。我們的平等機會政策適用於員工招募、培訓及發展、認可及獎勵以及離職及解聘方面。我們尊重我們的僱員，而不論彼等的年齡、種族、性別、國籍、宗教、身體狀況、醫療狀況、婚姻狀況及／或性取向。我們的僱員亦須採取一切必要措施，以確保同事不受歧視。該等行為不當或違反合約條款及行為守則的僱員將被終止聘用，以維護本集團及其他僱員的利益。我們在適用情況下提供補償。

Environmental, Social and Governance Report

環境、社會及管治報告

Work-life Balance of Employee

We strive to encourage work-life balance for our employees by providing them with five-day work week, with 7.5 working hours per day and 5 to 25 days of annual leave according to their job positions and length of services. Overtime compensation is offered to employees at 1.5 to 2 times of the staff basic salary. In addition, employees are also entitled to special leaves to meet their family's needs, such as marriage leave, funeral leave and maternity leave, etc.

HEALTH AND SAFETY

We are committed to building up a safe and healthy workplace for our employees. A set of formal safety procedures has been included in the staff handbook to give guidance to employees and improve their responsiveness to emergencies. Employees must report to the supervisors or department heads in a timely manner in case of occurrence of an accident. The department heads are responsible for ensuring that appropriate policies, procedures and safeguard measures are implemented in practice. For any injuries, the department heads are responsible for providing aids, investigating and reporting the cases immediately.

Fire extinguishers are placed in the office and several escape signs are placed on the wall and under the ceiling for guiding people to leave the scene of the accident in case an accident occurs. For safety consideration, we also install manual fire alarm system in office. Any employee could press the manual fire alarm button to alert all employees to the emergency which has occurred. Notice reminding employees to be careful when getting close to the main switch is posted on the main switch box. Additionally, CCTVs are installed in the corners of the office so as to ensure safety protection of assets and personal security.

Moreover, the Group recognizes the preparedness to emergency. There were regular fire drills held in the data centres for our employees to be familiar with the evacuation procedures when emergencies occur. A detailed report will be prepared to review the results of the fire drills so as to help our employees notice the weaknesses and improve in the next fire drill.

The Group subscribes medical insurance for all of its employees against any clinical, dental, hospital and surgery costs. The labor insurance and housing provident fund are closely monitored and adjusted according to the headcounts of employees. The Group also engaged professional third party for providing its employees with regular health check scheme.

僱員的工作與生活平衡

我們致力倡導僱員實現工作與生活平衡，為此規定彼等每星期工作五天及每天工作7.5小時及根據彼等的工作崗位及服務年限向彼等提供5至25天的年假。僱員獲提供的加班補償為員工基本薪資的1.5至2倍。此外，僱員亦有權享有婚假、喪假及產假等特別假期以滿足家庭需要。

健康與安全

我們致力於為僱員打造安全健康的工作場所。員工手冊中包含一套正式的安全程序，以為僱員提供指引並提高僱員對緊急情況的響應能力。如有事故發生，僱員須及時向上級或部門主管報告。部門主管負責適當政策、程序及保障措施落實到位。如有任何傷害產生，部門主管負責即時提供急救護理並調查及報告事件。

於辦公室內放置滅火器，並在牆壁及天花板下張貼逃生標誌，以便於事故發生時引導人們離開事故現場。出於安全考慮，我們亦在辦公室安裝手動火警警報系統。任何僱員均可按下手動火警警報按鈕，警告所有僱員已發生的緊急情況。在主開關盒上張貼提示，提醒僱員靠近主開關時要小心。此外，在辦公室的角落安裝閉路電視，以確保資產和人身安全。

此外，本集團重視應急預案。數據中心會定期舉行消防演習，以便僱員熟悉事故發生時的疏散流程。本集團將編製詳細報告以檢討消防演習結果，藉以幫助僱員留意不足並在下次消防演習中改善。

本集團為全體僱員購買醫療保險，應對任何醫療、牙科、住院及手術費用。勞工保險及住房公積金予以密切監察並根據僱員人數作出調整。本集團亦委聘專業第三方向其僱員提供定期體檢計劃。

Environmental, Social and Governance Report

環境、社會及管治報告

In addition, in the midst of COVID-19 pandemic, the Group has formulated the “Pandemic Prevention Manual”, which sets out the early warning system for the pandemic and the safety measures to address it. The Group has implemented a series of precautionary measures to ensure the safety of our employees, including but not limited to, regular office cleaning and sanitizing, provision of hand sanitizers and face masks.

In the light of the above practices, no death or permanent disability case and no working days lost due to work-related injuries was noted during the Reporting Year (2019: nil).

DEVELOPMENT AND TRAINING

Empowering employees is one of our priority. We provide a wide range of training to our employees during the Reporting Year. Not only do we aim at equipping our employees with the requisite skills and knowledge, but we also target at shaping our employees into future leaders. During the Reporting Year, the Group provided approximately 397 hours (2019: 274 hours) of trainings, including induction trainings and technical skills trainings, to 33 employees comprising approximately 26% (2019: 19%) of the total workforce. Upon the 33 trained employees, 21% (2019: 32%) were female employees. Alongside the internal trainings, the Group also provides subsidies to its employees for their external trainings and seminars. The Group will continuously encourage all its employees to pursue continuous professional development so as to facilitate their growth along the career path in the future.

LABOR STANDARDS

We fully comply with the labor laws and relevant legislations that prohibit child labor and forced labor. We do not employ any person below the age of eighteen. Each applicant needs to present his/her personal identity document to the Group during the recruitment process so as to prevent the employment of child labor by the Group. In addition, we strive to ensure that no employee is forced to work against his/her will, or work as forced labor. No violent measures or actions through deliberate creation of difficulties, threatening and physical punishment, etc. shall be taken by anyone to force an employee to work. Through the whistle-blowing mechanism, employees are able to voice out injustice they face. For any reported cases, the Management will investigate into the case immediately, and take further follow-up actions if necessary. During the Reporting Year, no material non-compliance with applicable laws and regulations in relation to labor standards was noted.

此外，於COVID-19疫情期間，本集團制定「防疫手冊」，內載疫情預警系統及安全應對措施。本集團已實施一系列防疫措施以確保僱員安全，當中包括但不限於辦公室定時清潔及消毒、提供洗手液及口罩。

鑒於上述慣例，我們概無知悉於報告年度有任何死亡或永久傷殘事故，亦不知悉有任何因工傷造成的工作日數損失（二零一九年：無）。

發展及培訓

加強僱員能力是我們的首要事項之一。我們於報告年度為僱員提供多種培訓。我們不僅致力於為僱員提供必要的技能及知識，亦旨在將僱員塑造成未來的領導者。於報告年度，本集團向33名僱員（約佔總人數的26%（二零一九年：19%））提供約397小時（二零一九年：274小時）的培訓，包括入職培訓及技術技能培訓。於33名受訓僱員中，21%（二零一九年：32%）為女性僱員。除內部培訓外，本集團亦向其僱員提供補貼進行外部培訓及研討會。本集團將繼續鼓勵全體僱員不斷追求專業發展以促進彼等未來的職業發展。

勞工準則

我們全面遵守禁止童工及強制勞工的勞動法及相關法律。我們不會聘用任何18歲以下人士。每名申請人均須在招聘過程中向本集團出示其個人身份證明文件，以防止本集團僱用童工。此外，我們致力於確保概無僱員是在違背其本人意志的情況下工作，或作為強制勞工身份工作。不得採取任何為迫使僱員工作而故意製造麻煩、威脅及體罰的暴力措施或行動。透過檢舉機制，僱員可說出其面對的不公平現象。針對任何呈報案例，管理層將立即展開調查並採取進一步跟進措施（如需要）。於報告年度，我們概無知悉任何嚴重違反勞工準則相關適用法律及法規的情況。

Environmental, Social and Governance Report

環境、社會及管治報告

SUPPLY CHAIN MANAGEMENT

To express our vision on becoming a leading operator in the big data and mobile Wi-Fi services as well as next-generation internet (NGI) integrated services and solutions market, the Group is dedicated to build a sustainable long-term relationship with its suppliers. The Group also recognizes that appropriate and rigorous management of its suppliers could influence its suppliers positively in order to help achieve its corporate mission.

The Group implements proper management on its supply chain. In this regard, approved supplier list has been maintained and suppliers' performances are assessed annually. By this means, the responsible employees of the Group conduct regular checks on data centres to ensure that the services provided to our customers are speedy, secure and highly effective. In this regard, regular checks on data centres also ensure that the equipment and instruments supplied are well-functioning with high quality. For those suppliers which failed to meet the requirements set by the Group, they would be removed from the approved supplier list. In addition, during the process of performance of supplier-selection process, the financial and operational background (including recognized qualifications and licenses) of the suppliers, relevant price level, as well as the terms and conditions of customers' requirements are all taken into consideration. The Group continues to implement appropriate management measures on the supply chain so as to maintain high quality services provided to its customers to achieve the corporate mission.

As at 31 December 2020, there were 20 approved suppliers located in the PRC.

供應鏈管理

為表達我們成為大數據及移動Wi-Fi服務以及下一代互聯網(NGI)綜合服務及解決方案市場領先運營商的願景，本集團致力於與供應商建立可持續的長期合作關係。本集團亦認識到，對供應商進行適當及嚴謹的管理可能會對供應商產生積極影響，有助於其實現企業使命。

本集團對供應鏈實施適當管理。就此而言，我們已存置一份認可供應商名單，並每年評估供應商的表現。通過該種方式，本集團的負責僱員定期檢查數據中心，以確保為客戶提供快捷、安全及高效的服務。就此而言，定期檢查數據中心亦可確保所提供的設備及儀器運行良好，質量優良。對於未能滿足本集團規定要求的供應商，彼等將被移除認可供應商名單。此外，在甄選供應商過程的執行過程中，供應商的財務及營運背景（包括獲認可的資質及牌照）、相關價格水平以及客戶要求的條款及條件均納入考慮範疇。本集團繼續對供應鏈實施適當的管理措施，以持續為客戶提供優質服務，進而實現企業使命。

於二零二零年十二月三十一日，我們有20名位於中國的認可供應商。

Environmental, Social and Governance Report

環境、社會及管治報告

PRODUCT RESPONSIBILITY

The Group is committed to providing convenient, speedy, secure, available, highly effective and professional internet access services, channels, content services and interactive communication services to its customers. To maintain the high standards of quality and reliability of the services, regular checks on data centres are conducted. Meanwhile, periodic maintenance of the equipment and instruments of data centres is performed. In addition, the Customer Service Department provides 24/7 service so as to handle and respond to customers' complaints and enquiries promptly. Various channels have been set up for customers to express their comments and recommendations.

Additionally, the Group is committed to protecting the personal information of its customers during the process of delivery of its services. Newly recruited employees are required to sign the non-disclosure agreement to ensure confidentiality of the Group's business strategies and customers' data protection. Only those authorized personnel are able to access the systems for obtaining customers' information. Unauthorised access of the Group's information system is strictly prohibited. Confidential information is also under strict monitor to prevent any direct or indirect information leakage to external parties through any means. Discarded and obsolete equipment of data centres is stored and monitored by the responsible employees without improper disposal.

Besides, directors and employees should avoid any conflicts of interest. Employees are required to make declaration, through reporting to management, that they uphold the Group's value principle without being influenced by their private interest/goal, when any actual or potential conflicts of interest arise.

During the Reporting Year, no material non-compliance with applicable laws and regulations related to product responsibility was noted.

產品責任

本集團致力為客戶提供方便、快捷、安全、可用、高效及專業的互聯網接入服務、渠道、內容服務及互動通訊服務。為維持兼具高質量及可靠度的服務，我們定期檢查數據中心。同時，對數據中心的設備和儀器進行定期維護。此外，客服部提供每星期7天每天24小時服務，以及時處理及應對客戶投訴及查詢。我們已成立多個渠道供客戶表達意見和提出意見。

此外，本集團致力於在提供服務的過程中保障客戶的個人資料。新招聘的僱員須簽署保密協議，以確保本集團業務策略的機密性及保障客戶的資料。只有該等獲授權的人員才能訪問系統，從而獲取客戶的資料。嚴令禁止未獲授權訪問本集團的資訊系統。本集團亦嚴格監控機密資料，防止任何直接或間接資料通過任何方式洩露予外部各方。數據中心的廢棄及陳舊設備由負責僱員存儲及監控，而非不當處置。

此外，董事及僱員應避免任何利益衝突。僱員須透過向管理層匯報作出聲明，表明其在有任何實際或潛在利益衝突時，會堅決維護本集團的價值原則，而不讓個人利益／目的構成影響。

於報告年度，我們概無知悉嚴重不遵守產品責任相關適用法律法規的情況。

Environmental, Social and Governance Report

環境、社會及管治報告

ANTI-CORRUPTION

To ensure an ethical business environment, a set of formal Code of Conduct (“CoC”) has been established and is circulated to all of our employees. Our CoC is in line with the anti-corruption policy published by Hong Kong Independent Commission Against Corruption (“ICAC”) and the Prevention of Bribery Ordinance (Cap. 201) in Hong Kong. Our employees are required to comply strictly with applicable laws, including but not limited to, the Prevention of Bribery Ordinance. All forms of bribery and corruption are strictly prohibited. Employees should not solicit or accept any advantages for themselves. Only promotional gifts or souvenirs as well as gifts given on the occasion of festivals with a maximum limit of HK\$500 in value can be accepted by our employees. However, the relevant employees should still report the case through a standard written form to the Group and seek direction on how the gifts or souvenirs concerned should be handled. Moreover, we also advocate the awareness of anti-corruption among our customers and suppliers. Anti-corruption agreements were signed with our customers and suppliers in order to upload our core values. The Group values and welcomes its employees to report any suspected malpractices through various channels, i.e. emails, website, in person. The management will take immediate action to investigate on the issue and take follow-up actions if necessary.

During the Reporting Year, no concluded legal cases regarding corruption practices brought against the Group or its employees were noted.

COMMUNITY INVESTMENT

The Group engages in building and committing to the community by actively contributing to the community in different aspects. We encourage our employees to participate in various charitable activities. During the Reporting Year, our donation to public charities amounted to approximately HK\$2,000. There were also 7 employees who participated in the charitable activities for a total of 8 hours.

反貪污

為確保有道德的商業環境，我們已制定一套正式行為守則（「行為守則」）供全體僱員傳閱。我們的行為守則符合香港廉政公署（「香港廉政公署」）發佈的反貪污政策及香港防止賄賂條例（第201章）。僱員必須嚴格遵守適用法律，包括但不限於防止賄賂條例。嚴令禁止任何形式的賄賂及貪污。僱員不得為自身利益索要或接受任何好處。僱員僅可接受促銷禮物或紀念品以及在節日收取的最高價值不超過500港元的禮物。然而，相關僱員仍須將此事以標準書面表格形式匯報本集團，尋求有關如何處置禮物或紀念品的指示。此外，我們亦於我們的客戶及供應商中提倡反貪污意識。我們與客戶及供應商已簽署反貪污協議，以保障我們的核心價值。本集團重視及歡迎僱員通過各種渠道（例如電子郵件及網站）親自舉報任何可疑的瀆職行為。管理層將立即採取行動調查相關事宜，並在必要時採取跟進行動。

於報告年度，我們概無知悉任何向本集團或其僱員提出起訴的貪污行徑相關的完結法律訴訟。

社區投資

本集團通過在不同方面為社區積極作出貢獻，建設及投入社區。我們鼓勵僱員參與各類慈善活動。於報告年度，我們向公共慈善機構作出捐款約2,000港元。我們亦有7名僱員參與了慈善活動，合共投入8小時。

Environmental, Social and Governance Report

環境、社會及管治報告

Support the community

On the Dress Casual Day of 2020 held by the Community Chest, we donated towards building a better community for the provision of child and youth care services, elderly services, family and child welfare services, medical and health services, rehabilitation services, and community development, etc.

REGULATORY COMPLIANCE

The Group was not aware of any non-compliance with laws and regulations that has a significant impact on the Group relating to emissions, employment, health and safety, labor standards, product responsibility and anti-corruption during the Reporting Year.

支持社區

於公益金舉辦的二零二零年便服日，我們捐款以期建設一個提供兒童及青少年保健服務、長者服務、家庭及兒童福利服務、醫療及健康服務、康復服務以及社區發展等的更好的社區。

合規監管

於報告年度，本集團並不知悉任何不遵守排放、僱傭、健康與安全、勞工準則、產品責任及反貪污相關法律法規且對本集團構成重大影響的情況。

Independent Auditors' Report

獨立核數師報告



國衛會計師事務所有限公司
HODGSON IMPEY CHENG LIMITED

31/F, Gloucester Tower
The Landmark
11 Pedder Street Central
Hong Kong
香港
畢打街11號
置地廣場
告羅士打大廈31樓

TO THE SHAREHOLDERS OF NEO TELEMEDIA LIMITED
(Incorporated in the Cayman Islands with limited liability)

致中國新電信集團有限公司股東
(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of Neo Telemedia Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 79 to 236, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and 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 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

意見

本核數師(以下簡稱「我們」)已審計列載於第79至236頁的中國新電信集團有限公司(以下簡稱「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零二零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、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而中肯地反映了貴集團於二零二零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》的披露規定妥為擬備。

Independent Auditors' Report (Continued)

獨立核數師報告(續)

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditors’ 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.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to Note 3 in the consolidated financial statements, which indicates that the Group incurred a net loss of approximately HK\$127,751,000 during the year ended 31 December 2020 and, as of that date, the Group’s current liabilities exceeded its current assets by approximately HK\$1,765,357,000. As stated in Note 3, these events or conditions, along with other matters as set forth in Note 3, indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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. In addition to the matter described in the “Material Uncertainty Related to Going Concern” section, we have determined the matters described below to be the key audit matters to be communicated in our report.

意見的基礎

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

與持續經營相關的重大不明朗因素

我們提請注意綜合財務報表附註3，當中顯示貴集團於截至二零二零年十二月三十一日止年度內產生虧損淨額約127,751,000港元，且該日貴集團流動負債超逾流動資產約1,765,357,000港元。如附註3所述，該等事件或狀況，連同附註3所載之其他事項，顯示存在重大不明朗因素或會導致貴集團持續經營之能力受到重大質疑。就此事項我們並無發表非無保留意見。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。除「與持續經營相關的重大不明朗因素」一節所述事項外，我們已釐定下列所討論事項將為我們報告中溝通的關鍵審計事項。

Independent Auditors' Report (Continued)

獨立核數師報告 (續)

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項
Impairment assessments on goodwill and intangible assets 商譽及無形資產之減值評估	
Refer to notes 3, 12, 20, 21 and 22 to the consolidated financial statements. 請參閱綜合財務報表附註3、12、20、21及22。	
<p>The Group has goodwill and intangible assets with net carrying amounts of approximately HK\$116,047,000 and HK\$101,231,000 respectively which are allocated to the cash-generating-units of sale of telecommunication products and services and internet finance platform (“CGUs”) as at 31 December 2020. Management performed impairment assessment of CGUs and concluded that no impairment loss was provided on the goodwill and intangible assets respectively. This conclusion was based on recoverable amount that required management judgment with respect to the discount rate, underlying cash flows and cost of disposal, in particular future revenue growth and capital expenditure. Independent external valuation reports were obtained in order to support management’s estimates.</p> <p>於二零二零年十二月三十一日，貴集團分配至銷售電信產品及服務以及互聯網金融平台業務之現金產生單位（「現金產生單位」）之商譽及無形資產的賬面淨值分別約為116,047,000港元及101,231,000港元。管理層已對現金產生單位進行減值評估，並得出結論，商譽及無形資產並無分別計提減值虧損。此結論乃基於可收回金額作出，其需要管理層就折現率、相關現金流量及出售成本作出判斷，尤其是未來收益增長及資本開支。為支持管理層之估計，已取得獨立外部估值報告。</p>	<p>Our procedures in relation to the management’s impairment assessment included:</p> <p>我們就管理層減值評估進行之程序包括：</p> <ul style="list-style-type: none"> • Evaluating the independent external valuer’s competence, capabilities and objectivity; • 評估獨立外部估值師之勝任性、能力及客觀性； • Assessing the methodologies used and the appropriateness of the key assumptions based on our knowledge of the relevant industry and using our valuation experts; • 基於我們對相關行業之認識及動用我們的估值專家評估所採用之方法及主要假設之合適性； • Challenging the reasonableness of key assumptions based on our knowledge of the business and industry; and • 根據我們對業務及行業之認識對主要假設是否合理提出質疑；及 • Checking, on sampling basis, the accuracy and relevance of the input data used. • 抽樣檢查所用輸入數據之準確性及相關性。 <p>We found the key assumptions were supported by the available evidence.</p> <p>我們認為主要假設有可得證據支撐。</p>

Independent Auditors' Report (Continued) 獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項
Impairment assessments on accounts receivable, deposits and other receivables 應收賬款、按金及其他應收款項之減值評估	
Refer to notes 3, 6, 12, 24 and 25 to the consolidated financial statements. 請參閱綜合財務報表附註3、6、12、24及25。	
<p>As at 31 December 2020, the Group had gross accounts receivable of approximately HK\$115,097,000 and provision for impairment of approximately HK\$24,289,000 and gross deposits and other receivables HK\$127,836,000 and provision for impairment of approximately HK\$24,443,000 respectively.</p> <p>於二零二零年十二月三十一日，貴集團分別有應收賬款總額約115,097,000港元及減值撥備約24,289,000港元及按金及其他應收款項總額127,836,000港元及減值撥備約24,443,000港元。</p> <p>Management performed periodic assessment on the recoverability of the accounts receivable, deposits and other receivables and the sufficiency of provision for impairment based on information including credit profile of different counterparties, ageing of the receivables, historical settlement records, subsequent settlement status, expected timing and amount of realisation of outstanding balances, and on-going relationships with the relevant counterparties. Management also considered forward-looking information that may impact the counterparties' ability to repay the outstanding balances in order to estimate the expected credit losses for the impairment assessment.</p> <p>管理層根據不同對手方的信用情況、應收款項的賬齡、過往結算記錄、後續結算狀況、預期時間及未償還結餘變現金額及與相關對手方的持續交易關係等資料，對應收賬款、按金及其他應收款項的可收回性及減值撥備的充足性進行定期評估。管理層亦考慮可能影響對手方償還未償還結餘能力的前瞻性資料，以估量減值評估的預期信貸虧損。</p>	<p>Our procedures in relation to management's assessment for expected credit losses of the accounts receivable, deposits and other receivables as at 31 December 2020 included:</p> <p>我們就管理層對於二零二零年十二月三十一日應收賬款、按金及其他應收款項作出預期信貸虧損評估進行之程序包括：</p> <ul style="list-style-type: none"> • Understanding and evaluating the key controls that the Group has implemented to manage and monitor its credit risk, and validating the control effectiveness on a sample basis; • 了解並評估 貴集團為管理及監控其信貸風險而實施的關鍵控制措施並抽樣確認控制的有效性； • Checking, on a sample basis, the ageing profile of the accounts receivable, deposits and other receivables as at 31 December 2020 to the underlying financial records and post year-end settlements to bank receipts; • 抽樣檢查於二零二零年十二月三十一日有關財務記錄內的應收賬款、按金及其他應收款項的賬齡情況及年結日後的銀行賬戶結算收據； • Inquiring of management for the past due status of each of the material accounts receivable, deposits and other receivables as at year end and corroborating explanations from management with supporting evidence, such as performing public search of credit profile of selected customers, understanding on-going business relationship with the counterparties based on trade records and operation record, checking historical and subsequent settlement records of and other correspondence with the counterparties; and • 向管理層查詢有關於年結日的各重大應收賬款、按金及其他應收款項的已逾期狀況並以支撐證據證實管理層的解釋，如對選定客戶開展信貸狀況的公共調研、根據交易記錄及經營記錄了解與對手方的持續業務關係、核查與對手方的歷史及其後結算記錄及其他通訊；及

Independent Auditors' Report (Continued) 獨立核數師報告 (續)

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項
<p>We focused on this area due to the impairment assessment of accounts receivable, deposits and other receivables under the expected credit losses model involved the use of significant management judgements and estimates.</p> <p>我們關注此範疇乃由於根據預期信貸虧損模式進行的應收賬款、按金及其他應收款項減值評估涉及運用重大管理層判斷及估計。</p>	<ul style="list-style-type: none"> • Assessing the appropriateness of the expected credit loss provisioning methodology, examining the key data inputs on a sample basis to assess their accuracy and completeness, and challenging the assumptions, including both historical and forward-looking information, used to determine the expected credit losses. • 評估預期信貸虧損撥備的方法是否合適、抽樣檢查主要輸入數據以評估其是否準確及完整，並對用以釐定預期信貸虧損的歷史及前瞻性資料等假設提出質疑。 <p>We found that the management judgment and estimates used to assess the impairment of accounts receivable, deposits and other receivables to be supportable by available evidence.</p> <p>我們發現管理層用以評估應收賬款、按金及其他應收款項減值作出的判斷及估計有可得證據支持。</p>

Independent Auditors' Report (Continued)

獨立核數師報告(續)

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon. ("Other Information").

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

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

RESPONSIBILITIES OF THE DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

其他信息

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。〔其他信息〕。

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。

董事及審核委員會就綜合財務報表須承擔的責任

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

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

審核委員會須負責監督貴集團的財務報告過程。

Independent Auditors' Report (Continued) 獨立核數師報告 (續)

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

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

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

核數師就審計綜合財務報表承 擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）報告我們的意見，除此之外，本報告概無其他用途。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，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本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。

Independent Auditors' Report (Continued) 獨立核數師報告(續)

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

We also provide 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, actions taken to eliminate threats or safeguards applied.

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資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

我們亦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，並與彼等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，為消除威脅而採取的行動或保障措施。

Independent Auditors' Report (Continued) 獨立核數師報告 (續)

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

From the matters communicated with 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 auditors' 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 director on the audit resulting in this independent auditors' report is Wong Sze Wai, Basilia.

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Wong Sze Wai, Basilia
Practising Certificate Number: P05806

Hong Kong, 24 March 2021

核數師就審計綜合財務報表承 擔的責任 (續)

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

出具本獨立核數師報告的審計項目董事為黃思璋。

國衛會計師事務所有限公司
執業會計師

黃思璋
執業證書編號：P05806

香港，二零二一年三月二十四日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收益	7	464,908	817,141
Cost of sales	銷售成本		(394,191)	(743,785)
Gross profit	毛利		70,717	73,356
Other income and gains	其他收入及收益	8	7,011	10,651
Gain on disposal of subsidiaries	出售附屬公司之收益	37	2,535	28,384
Gain on disposal of a joint venture	出售一間合營公司之收益	19	-	373
Selling and marketing costs	銷售及市場推廣成本		(24,462)	(30,020)
Administrative and other expenses	行政及其他費用		(153,037)	(144,372)
Net change in impairment losses under expected credit loss model	預期信貸虧損模式下之減值虧損之淨額變動		7,671	(2,549)
Write-off/impairment loss recognised in respect of intangible assets	就無形資產確認之撤銷/減值虧損	21	(33,358)	(39,524)
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	20	-	(15,188)
Share of results of joint venture	應佔合營公司業績	19	-	(82)
Finance costs	融資成本	10	(17,069)	(3,317)
Loss before tax	除稅前虧損	12	(139,992)	(122,288)
Income tax credit	所得稅抵免	11	12,421	6,645
Loss for the year	年內虧損		(127,571)	(115,643)
Other comprehensive income/(loss) for the year, net of tax	年內其他全面收益/(虧損) (扣除稅項)			
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目:</i>			
Exchange differences arising on translation of foreign operations during the year	年內換算海外業務產生之匯兌差額		48,647	(20,276)
Reclassification of cumulative translation reserve upon disposal of foreign operations during the year	年內出售海外業務將累計匯兌儲備重新分類		(1,110)	-
Other comprehensive income/(loss) for the year, net of tax	年內其他全面收益/(虧損) (扣除稅項)		47,537	(20,276)
Total comprehensive loss for the year	年內全面虧損總額		(80,034)	(135,919)

Consolidated Statement of Profit or Loss and Other Comprehensive Income (Continued) 綜合損益及其他全面收益表（續）

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss for the year attributable to:	以下人士應佔年內虧損：			
Owners of the Company	本公司擁有人		(110,344)	(94,550)
Non-controlling interests	非控股權益		(17,227)	(21,093)
			(127,571)	(115,643)
Total comprehensive loss attributable to:	以下人士應佔全面虧損總額：			
Owners of the Company	本公司擁有人		(65,070)	(112,431)
Non-controlling interests	非控股權益		(14,964)	(23,488)
			(80,034)	(135,919)
			HK Cents	HK Cents
			港仙	港仙
Basic and diluted loss per share	每股基本及攤薄虧損	13	(1.16)	(0.99)

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2020 於二零二零年十二月三十一日

		Notes	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
		附註		
Non-current Assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	2,618,404	1,671,490
Right-of-use assets	使用權資產	18	307,574	83,983
Goodwill	商譽	20	116,047	116,047
Intangible assets	無形資產	21	101,231	157,816
Prepayment for property, plant and equipment	物業、廠房及設備之預付款項	25	2,647	189,802
Deferred tax assets	遞延稅項資產	32	5,920	7,268
			3,151,823	2,226,406
Current Assets	流動資產			
Inventories	存貨	23	2,417	4,878
Accounts receivable	應收賬款	24	90,808	112,279
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	25	161,049	134,948
Note receivable	應收票據	26	–	61,586
Cash and cash equivalents	現金及現金等價物	27	31,143	17,926
			285,417	331,617
Current Liabilities	流動負債			
Accounts payable	應付賬款	28	52,811	68,195
Other payables and accruals	其他應付款項及應計款項	29	124,034	78,226
Contract liabilities	合約負債	29	31,149	1,529
Lease liabilities	租賃負債	30	205,569	9,364
Borrowings	借款	31	1,601,122	1,081,449
Tax liabilities	稅項負債		36,089	52,742
			2,050,774	1,291,505
Net Current Liabilities	流動負債淨額		(1,765,357)	(959,888)
Total Assets less Current Liabilities	總資產減流動負債		1,386,466	1,266,518

Consolidated Statement of Financial Position (Continued) 綜合財務狀況表（續）

As at 31 December 2020 於二零二零年十二月三十一日

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Non-current Liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	32	25,308	39,382
Lease liabilities	租賃負債	30	260,136	39,990
			285,444	79,372
Net Assets	資產淨值		1,101,022	1,187,146
Capital and Reserves	資本及儲備			
Share capital	股本	33	952,218	952,218
Reserves	儲備		86,243	169,213
Equity attributable to owners of the Company	本公司擁有人應佔權益		1,038,461	1,121,431
Non-controlling interests	非控股權益		62,561	65,715
Total Equity	權益總額		1,101,022	1,187,146

The consolidated financial statements were approved and authorised for issue by the board of directors on 24 March 2021 and signed on its behalf by:

綜合財務報表於二零二一年三月二十四日獲董事會批准及授權刊發，並由下列董事代表簽署：

CHEUNG Sing Tai
張聲泰
Director
董事

TAO Wei
陶焯
Director
董事

Consolidated Statement of Changes in Equity 綜合權益變動表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔						Non-	Total	
		Share capital 股本	Share premium 股份溢價	Share options reserve 購股權儲備	Translation reserve 換算儲備	Statutory reserve 法定儲備	Accumulated losses 累計虧損	Sub-total 小計	controlling interests 非控股權益	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (Note) (附註)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2019	於二零一九年一月一日	952,218	1,759,494	17,246	(29,445)	1,893	(1,464,955)	1,236,451	86,614	1,323,065
Loss for the year	年內虧損	-	-	-	-	-	(94,550)	(94,550)	(21,093)	(115,643)
Other comprehensive loss	其他全面虧損	-	-	-	-	-	-	-	-	-
<i>Items that may be reclassified subsequently to profit or loss:</i>										
Exchange difference on translation of foreign operations	因換算海外業務產生之匯兌差額	-	-	-	(17,881)	-	-	(17,881)	(2,395)	(20,276)
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	(17,881)	-	(94,550)	(112,431)	(23,488)	(135,919)
Acquisition of non-controlling interests (Note 36)	收購非控股權益(附註36)	-	-	-	(288)	-	(2,301)	(2,589)	2,589	-
Share options lapsed	購股權失效	-	-	(89)	-	-	89	-	-	-
At 31 December 2019 and at 1 January 2020	於二零一九年十二月三十一日及於二零二零年一月一日	952,218	1,759,494	17,157	(47,614)	1,893	(1,561,717)	1,121,431	65,715	1,187,146
Loss for the year	年內虧損	-	-	-	-	-	(110,344)	(110,344)	(17,227)	(127,571)
Other comprehensive income/(loss)	其他全面收益/(虧損)	-	-	-	-	-	-	-	-	-
<i>Items that may be reclassified subsequently to profit or loss:</i>										
Exchange difference on translation of foreign operations	因換算海外業務產生之匯兌差額	-	-	-	46,384	-	-	46,384	2,263	48,647
Reclassification of cumulative translation reserve upon disposal of foreign operations during the year	年內出售海外業務將累計匯兌儲備重新分類	-	-	-	(1,110)	-	-	(1,110)	-	(1,110)
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	45,274	-	(110,344)	(65,070)	(14,964)	(80,034)
Acquisition of non-controlling interests (Note 36)	收購非控股權益(附註36)	-	-	-	-	-	(17,900)	(17,900)	(3,365)	(21,265)
Disposal of subsidiaries (Note 37)	出售附屬公司(附註37)	-	-	-	-	-	-	-	15,175	15,175
Share options lapsed	購股權失效	-	-	(1,294)	-	-	1,294	-	-	-
At 31 December 2020	於二零二零年十二月三十一日	952,218	1,759,494	15,863	(2,340)	1,893	(1,688,667)	1,038,461	62,561	1,101,022

Note:

According to the relevant rules and regulations in the People's Republic of China ("PRC"), subsidiaries of the Company established in the PRC are required to transfer 10% of their net profit, as determined in accordance with the PRC accounting standards and regulations, to the statutory surplus reserve until the balance of the reserve reaches 50% of their respective registered capital. The transfer to this reserve must be made before distribution of dividends to owners of these subsidiaries. Statutory surplus reserve can be used to set off previous years' losses, if any, and may be converted into capital in proportion to existing equity owners' equity percentage, provided that the balance after such issuance is not less than 25% of their registered capital.

附註:

根據中華人民共和國(「中國」)相關法例及法規，本公司於中國成立之附屬公司須轉撥其純利之10%(按照有關中國會計準則及法規所釐定)至法定盈餘儲備，直至該儲備之結餘達致其各自之註冊資本之50%。轉撥至該儲備必須於向該等附屬公司之擁有人分派股息前作出。法定盈餘儲備可用作抵銷過往年度之虧損(如有)，並可按現有權益擁有人之權益百分比轉換為股本，惟有關發行後之結餘不得低於其註冊資本之25%。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Operating activities	經營業務		
Loss before tax	除稅前虧損	(139,992)	(122,288)
Adjustments for:	調整項目：		
Finance costs	融資成本	17,069	3,317
Interest income	利息收入	(966)	(4,848)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	44,697	39,059
Depreciation of right-of-use assets	使用權資產折舊	19,719	13,316
Amortisation of intangible assets	無形資產攤銷	23,030	33,562
Gain on disposal of subsidiaries	出售附屬公司之收益	(2,535)	(28,384)
Gain on disposal of a joint venture	出售一間合營公司之收益	-	(373)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(1,426)	(99)
Write-off/impairment loss recognised in respect of intangible assets	就無形資產確認之 撇銷/減值虧損	33,358	39,524
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	-	15,188
Loss on modification of lease	租賃修改之虧損	-	71
Net change in impairment losses under expected credit loss model	預期信貸虧損模式下之 減值虧損之淨額變動	(7,671)	2,549
Write-off of property, plant and equipment	撇銷物業、廠房及設備	-	5,332
Share of results of joint venture	應佔合營公司業績	-	82
Operating cash flows before movements in working capital	營運資金變動前之 經營現金流量	(14,717)	(3,992)
Decrease in accounts receivable	應收賬款減少	33,404	109,471
(Increase)/decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項(增加)/減少	(57,811)	16,061
Decrease in inventories	存貨減少	2,340	102
Decrease in accounts payable	應付賬款減少	(17,051)	(57,081)
Increase in other payables and accruals	其他應付款項及應計款項增加	74,705	27,737
Increase/(decrease) in contract liabilities	合約負債增加/(減少)	27,858	(1,865)
Cash generated from operations	經營業務所產生現金	48,728	90,433
Income tax paid	已付所得稅	(13,172)	(1,673)
Income tax refund	所得稅退稅	1,286	-
Net cash generated from operating activities	經營業務所產生現金淨額	36,842	88,760

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表 (續)

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Investing activities	投資活動		
Acquisition of non-controlling interests	收購非控股權益	(21,265)	-
Disposal of subsidiaries (net of cash and cash equivalent disposed)	出售附屬公司(經扣除所出售現金及現金等價物)	2,136	11,330
Disposal of joint venture	出售合營公司	-	561
Purchase of property, plant and equipment	購買物業、廠房及設備	(368,303)	(476,546)
Cash paid for prepayment for property, plant and equipment	就物業、廠房及設備之預付款項已支付之現金	(2,020)	-
Repayment of loans advanced	收回墊付貸款	-	10,666
Settlement of note receivable	結算應收票據	71,883	-
Interest received	已收利息	966	4,573
Net cash used in investing activities	投資活動所用現金淨額	(316,603)	(449,416)
Financing activities	融資活動		
Bank borrowings raised	籌集之銀行借款	862,272	821,599
Repayment of bank borrowings	償還銀行借款	(439,801)	(373,969)
Lease rentals paid	已付租賃租金	(23,023)	(14,707)
Finance lease repaid	償還融資租賃	(26,307)	-
Interest paid	已付利息	(75,531)	(63,633)
Net cash generated from financing activities	融資活動產生之現金淨額	297,610	369,290
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	17,849	8,634
Cash and cash equivalents at the beginning of the year	年初現金及現金等價物	17,926	36,747
Effect of foreign exchanges rate changes	外匯匯率變動影響	(4,632)	(27,455)
Cash and cash equivalents at end of the year	年終現金及現金等價物	31,143	17,926
Analysis of balances of cash and cash equivalents at the end of the year	年終現金及現金等價物結餘分析		
Bank balances and cash	銀行結餘及現金	31,143	17,926
		31,143	17,926

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

1. CORPORATE AND GROUP INFORMATION

Neo Telemedia Limited (the “**Company**”) is incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The address of the registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands, and its principal place of business in Hong Kong is located at Room 901B, 9th Floor, Empire Centre, 68 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong.

The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”). Other than those subsidiaries established in the People’s Republic of China (the “**PRC**”) whose functional currency are Renminbi (“**RMB**”), the functional currency of the Company and its remaining subsidiaries are HK\$. The reason for selecting HK\$ as its presentation currency is that the Company is a public company listed on the GEM, where most of the investors are located in Hong Kong.

The Company is an investment holding company and the principal activities of its subsidiaries are set out in Note 40 to the consolidated financial statements.

1. 公司及集團資料

中國新電信集團有限公司（「**本公司**」）乃在開曼群島註冊成立之獲豁免有限公司，其股份於香港聯合交易所有限公司（「**聯交所**」）GEM上市。

本公司的註冊辦事處地址位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands，及其香港主要營業地點位於香港九龍尖沙咀麼地道68號帝國中心9樓901B室。

綜合財務報表以港元（「**港元**」）呈列。除於中華人民共和國（「**中國**」）成立的附屬公司的功能貨幣為人民幣（「**人民幣**」）外，本公司及其剩餘附屬公司的功能貨幣為港元。選擇港元作為其呈列貨幣的理由是本公司乃在GEM上市的公眾公司，而GEM多數投資者居於香港。

本公司為一間投資控股公司，其附屬公司的主要業務載於綜合財務報表附註40。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

AMENDMENTS TO HKFRSs THAT ARE MANDATORILY EFFECTIVE FOR THE CURRENT YEAR

In the current year, the Group has applied the Amendments to References to the Conceptual Framework in HKFRS Standards and the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of the consolidated financial statements.

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

The application of the Amendments to References to the Conceptual Framework in HKFRS Standards and the amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and position for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 應用新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則之修訂本

於本年度強制生效的香港財務報告準則修訂本

於本年度，本集團已首次應用對香港財務報告準則概念框架引述之修訂本以及下列由香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則之修訂本，該等修訂本就編製綜合財務報表而言於二零二零年一月一日或之後開始的年度期間強制生效。

香港會計準則第1號及香港會計準則第8號之修訂本	重大性之定義
香港財務報告準則第3號之修訂本	業務之定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂本	利率基準改革

於本年度應用對香港財務報告準則概念框架引述之修訂本及香港財務報告準則之修訂本對本集團本年度及過往年度的財務表現及狀況及／或該等綜合財務報表所載的披露並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

NEW AND AMENDMENTS TO HKFRSs IN ISSUE BUT NOT YET EFFECTIVE

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17	Insurance Contracts and the related Amendments ¹
Amendment to HKFRS 16	COVID-19-Related Rent Concessions ⁴
Amendments to HKFRS 3	Reference to the Conceptual Framework ²
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2 ⁵
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ¹
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use ²
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract ²
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020 ²

2. 應用新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則之修訂本（續）

已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則之修訂本

本集團並無提早應用以下已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則之修訂本：

香港財務報告準則第17號	保險合約及相關修訂 ¹
香港財務報告準則第16號之修訂本	COVID-19有關租金寬減 ⁴
香港財務報告準則第3號之修訂本	概念框架之提述 ²
香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號之修訂本	利率基準改革 – 第2階段 ⁵
香港財務報告準則第10號及香港會計準則第28號之修訂本	投資者與其聯營公司或合營企業之間之資產出售或投入 ³
香港會計準則第1號之修訂本	將負債分類為流動或非流動及香港詮釋第5號（二零二零年）之相關修訂 ¹
香港會計準則第16號之修訂本	物業、廠房及設備 – 於作擬定用途前之所得款項 ²
香港會計準則第37號之修訂本	有償合約 – 履行合約的成本 ²
香港財務報告準則之修訂本	香港財務報告準則二零一八年至二零二零年週期的年度改進 ²

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

NEW AND AMENDMENTS TO HKFRSs IN ISSUE BUT NOT YET EFFECTIVE (Continued)

- ¹ Effective for annual periods beginning on or after 1 January 2023.
- ² Effective for annual periods beginning on or after 1 January 2022.
- ³ Effective for annual periods beginning on or after a date to be determined.
- ⁴ Effective for annual periods beginning on or after 1 June 2020.
- ⁵ Effective for annual periods beginning on or after 1 January 2021.

Amendment to HKFRS 16 COVID-19-Related Rent Concessions

The amendment is effective for annual reporting periods beginning on or after 1 June 2020.

The amendment introduces a new practical expedient for lessees to elect not to assess whether a COVID-19-related rent concession is a lease modification. The practical expedient only applies to rent concessions occurring as a direct consequence of the COVID-19 that meets all of the following conditions:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

2. 應用新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則之修訂本（續）

已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則之修訂本（續）

- ¹ 於二零二三年一月一日或之後開始之年度期間生效。
- ² 於二零二二年一月一日或之後開始之年度期間生效。
- ³ 於待定期日或之後開始之年度期間生效。
- ⁴ 於二零二零年六月一日或之後開始之年度期間生效。
- ⁵ 於二零二一年一月一日或之後開始之年度期間生效。

香港財務報告準則第16號之修訂本：COVID-19相關租金優惠

該修訂本於二零二零年六月一日或之後開始的年度報告期間生效。

該修訂本為承租人引進了新的可行權宜方法使其可選擇不評估COVID-19相關租金優惠是否為一項租賃修訂。該可行權宜方法僅適用於滿足以下所有條件由COVID-19直接引致的租金優惠：

- 租賃付款變動導致的經修訂租賃代價與緊接變動前的租賃代價基本相同或低於該代價；

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

NEW AND AMENDMENTS TO HKFRSs IN ISSUE BUT NOT YET EFFECTIVE (Continued)

Amendment to HKFRS 16 COVID-19-Related Rent Concessions (Continued)

- any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 *Leases* if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

2. 應用新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則之修訂本（續）

已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則之修訂本（續）

香港財務報告準則第16號之修訂本：COVID-19相關租金優惠（續）

- 租賃付款的減少僅影響原定於二零二一年六月三十日或之前到期的付款；及
- 租賃的其他條款及條件並無實質性變動。

承租人應用可行權宜方法列賬租金優惠導致的租賃付款變動的方式與應用香港財務報告準則第16號*租賃*的變動列賬方式一致（倘變動並非租賃修訂）。租賃付款的寬免或豁免入賬列作可變租賃付款。相關租賃負債獲調整以反映寬免或豁免的金額，並於該事項發生的期間內在損益中確認相應調整。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

NEW AND AMENDMENTS TO HKFRSs IN ISSUE BUT NOT YET EFFECTIVE (Continued)

Amendments to HKFRS 3 Reference to the Conceptual Framework

The amendments:

- update a reference in HKFRS 3 *Business Combinations* so that it refers to the *Conceptual Framework for Financial Reporting 2018* issued in June 2018 (the “Conceptual Framework”) instead of *Framework for the Preparation and Presentation of Financial Statements* (replaced by the *Conceptual Framework for Financial Reporting 2010* issued in October 2010);
- add a requirement that, for transactions and other events within the scope of HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets* or HK(IFRIC)-Int 21 *Levies*, an acquirer applies HKAS 37 or HK(IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination; and
- add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The Group will apply the amendments prospectively to business combinations for which the date of acquisition is on or after the beginning of the first annual period beginning on or after 1 January 2022. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

2. 應用新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則之修訂本（續）

已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則之修訂本（續）

香港財務報告準則第3號之修訂本：概念框架的提述

該等修訂本：

- 更新香港財務報告準則第3號業務合併的提述，致使其為對於二零一八年六月頒佈的二零一八年財務報告概念框架（「概念框架」）而非編製及呈列財務報表框架（由於二零一零年十月頒佈的二零一零年財務報告概念框架取代）的提述；
- 添加一項規定，就香港會計準則第37號撥備、或然負債及或然資產或香港（國際財務報告詮釋委員會）—詮釋第21號徵費範圍內之交易及其他事件而言，收購方應用香港會計準則第37號或香港（國際財務報告詮釋委員會）—詮釋第21號而非概念框架以識別其於業務合併中所承擔的負債；及
- 添加一項明確聲明，即收購方不會確認於一項業務合併中所收購的或有資產。

本集團將會對收購日期為二零二二年一月一日或之後開始的首個年度期間開始當日或之後的業務合併將應用該等修訂本。預計應用該等修訂本將不會對本集團的財務狀況及表現造成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

NEW AND AMENDMENTS TO HKFRSs IN ISSUE BUT NOT YET EFFECTIVE (Continued)

Amendments to HKFRS 10 and HKAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments to HKFRS 10 *Consolidated Financial Statements* and HKAS 28 *Investments in Associates and Joint Ventures* deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent’s profit or loss only to the extent of the unrelated investors’ interests in that associate or joint venture. Similarly, gains and losses resulting from the remeasurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent’s profit or loss only to the extent of the unrelated investors’ interests in the new associate or joint venture.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

2. 應用新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則之修訂本（續）

已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則之修訂本（續）

香港財務報告準則第10號及香港會計準則第28號之修訂本：投資者與其聯營公司或合營公司之間的資產出售或注資

香港財務報告準則第10號（修訂本）*綜合財務報表*及香港會計準則第28號（修訂本）於聯營公司及合營公司之投資處理當投資者與其聯營公司或合營公司之間有資產出售或注資的情況。具體而言，修訂本規定與以權益法入賬的一間聯營公司或一間合營公司，就失去一間並無包含業務的附屬公司的控制權的交易所帶來收益或虧損，於母公司之損益內確認，並僅以非相關投資者於該聯營公司或合營公司之權益為限。同樣地，於成為聯營公司或合營公司（以權益法列賬）之任何前附屬公司所保留之投資重新計量至公平值所帶來的收益及虧損，於前母公司之損益內確認，並僅以非相關投資者於新聯營公司或合營公司之權益為限。

預計應用該等修訂本將不會對本集團的財務狀況及表現造成重大影響。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

NEW AND AMENDMENTS TO HKFRSs IN ISSUE BUT NOT YET EFFECTIVE (Continued)

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
 - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
 - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and (Note)
- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity’s own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 *Financial Instruments: Presentation*.

In addition, Hong Kong Interpretation 5 was revised as a consequence of the Amendments to HKAS 1 to align the corresponding wordings with no change in conclusion.

2. 應用新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則之修訂本（續）

已頒佈但尚未生效之新訂香港財務報告準則及香港財務報告準則之修訂本（續）

香港會計準則第1號之修訂本：將負債分類為流動或非流動以及香港詮釋第5號（二零二零年）之有關修訂

該等修訂本為評估將結清負債期限延遲至報告日期後最少十二個月的權利提供澄清及額外指引，以將負債分類為流動或非流動，當中包括：

- 訂明負債應基於報告期末存在的權利分類為流動或非流動。具體而言，有關修訂澄清：
 - (i) 該分類不受管理層在十二個月內結清負債的意圖或預期所影響；及
 - (ii) 倘該權利以遵守契諾為條件，即使貸款人在較後日期才測試是否符合條件，該權利在報告期末符合條件的情況下存在；及（附註）
- 澄清倘負債具有若干條款，可由對手方選擇透過轉讓實體本身的股本工具進行結清，僅當實體應用香港會計準則第32號 *金融工具：呈列*，將選擇權單獨確認為股本工具時，該等條款不影響將其分類為流動或非流動。

此外，香港詮釋第5號乃由於對香港會計準則第1號作出修訂而予以修訂，以使相應措詞保持一致而結論保持不變。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with all applicable HKFRSs, which collective term includes all applicable individual HKFRSs, HKASs and Interpretations issued by the HKICPA, accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing rules**”).

The preparation of consolidated financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the consolidated financial statements and estimates with a significant risk of material adjustments in the next year are discussed in Note 4 to the consolidated financial statements.

3. 重大會計政策

此等綜合財務報表乃根據所有適用香港財務報告準則（包括由香港會計師公會頒佈之所有適用之個別香港財務報告準則、香港會計準則及詮釋、香港公認會計原則及香港公司條例要求以及聯交所GEM證券上市規則（「**GEM上市規則**」）之適用披露條文）編製。

編製符合香港財務報告準則之綜合財務報表時，管理層需作出可影響政策應用及資產、負債、收入及開支之呈報金額之判斷、估計及假設。估計及相關假設乃根據過往經驗及多項被認為在有關情況下屬合理之其他因素而作出，有關結果構成對不易由其他資料來源得出之資產及負債賬面值作出判斷之基礎。實際結果可能與該等估計有所不同。估計及假設持續接受檢討。若會計估計之修訂只影響修訂估計的期間，則有關修訂在該期間確認，或若有關修訂影響當前期間及往後期間，則有關修訂於作出修訂的期間及往後期間確認。

有關管理層在應用香港財務報告準則時所作出對綜合財務報表有重大影響的判斷，以及具有重大風險於下一年度作出重大調整的估計均於綜合財務報表附註4討論。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

BASIS OF PREPARATION

For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are accounted for in accordance with HKFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

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.

3. 重大會計政策 (續)

編製基準

就編製綜合財務報表而言，倘有關資料合理預期會影響主要用戶作出的決定，則有關資料被視為重大。

綜合財務報表乃按歷史成本基準編製，惟根據下文載列之會計政策所說明於各報告期末按公平值計量之若干金融工具除外。

歷史成本一般基於為換取貨物及服務而支付代價之公平值。

公平值是市場參與者於計量日期在有秩序交易中出售資產將收取或轉讓負債將支付之價格，而不論該價格是否可直接觀察或使用其他估值方法作出估計。於估計資產或負債之公平值時，本集團會考慮該等市場參與者於計量日期對資產或負債定價時所考慮資產或負債之特點。在該等綜合財務報表中計量及／或披露的公平值均在此基礎上予以確定，惟香港財務報告準則第2號範圍內之以股份為基礎付款的交易、根據香港財務報告準則第16號入賬之租賃交易以及與公平值類似但並非公平值的計量（例如，香港會計準則第2號中的可變現淨值或香港會計準則第36號中的使用價值）除外。

非金融資產的公平值計量計及市場參與者透過最大限度使用該資產達致最佳用途或透過將資產售予將最大限度使用該資產達致最佳用途的另一名市場參與者而產生經濟利益的能力。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

BASIS OF PREPARATION (Continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

GOING CONCERN

The Group incurred a net loss of approximately HK\$127,571,000 (2019: HK\$115,643,000) for the year ended 31 December 2020. As at 31 December 2020, the Group's current liabilities exceeded its current assets by approximately HK\$1,765,357,000 (2019: HK\$959,888,000). Notwithstanding the above, the consolidated financial statements have been prepared on a going concern basis, the validity of the going concern basis is dependent upon the success of the Group's future operations, its ability to generate adequate cash flows in order to meet its obligations as and when fall due and its ability to refinance or restructure its borrowings such that the Group can meet its future working capital and financing requirements.

3. 重大會計政策 (續)

編製基準 (續)

此外，就財務報告而言，公平值計量分為第一級、第二級或第三級，此等級別之劃分乃根據公平值計量的輸入數據可觀察程度及輸入數據對公平值計量的整體重要性，詳述如下：

- 第一級輸入數據乃實體於計量日期可以取得的相同資產或負債於活躍市場的報價（未經調整）；
- 第二級輸入數據乃第一級所載報價以外，就資產或負債直接或間接可觀察的輸入數據；及
- 第三級輸入數據乃資產或負債的不可觀察輸入數據。

持續經營

於截至二零二零年十二月三十一日止年度，本集團產生虧損淨額約127,571,000港元（二零一九年：115,643,000港元）。於二零二零年十二月三十一日，本集團之流動負債超逾其流動資產約1,765,357,000港元（二零一九年：959,888,000港元）。儘管以上所述，綜合財務報表乃按持續經營基準編製，持續經營基準之有效性取決於本集團未來營運之成果、其產生足夠現金流量以履行其到期財務責任之能力、以及其再融資或重組其借貸之能力，以滿足本集團對未來營運資金及融資之需要。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

GOING CONCERN (Continued)

In the opinion of the Directors, the Group is able to maintain itself as a going concern in the next twelve months from the end of reporting period by taking into consideration that:

- (i) the cash flow projections can be achieved that the Group would have sufficient working capital to finance its operation and to meet its financial obligations when they fall due within the next twelve months from the end of the reporting period;
- (ii) the net assets of the Group of approximately HK\$1,101,022,000 (2019: HK\$1,187,146,000) as at 31 December 2020, the Group should be able to secure additional loan facilities, if necessary;
- (iii) bank loans with carrying amount of approximately HK\$1,223,277,000 (2019: HK\$802,454,000) as at 31 December 2020 that are repayable more than one year after the end of the reporting period pursuant to the repayment schedule included in the loan agreements, with a repayment on demand clause, have been classified as current liability as at 31 December 2020 in accordance with Hong Kong Interpretation 5 *Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* (“HK-Int 5”). Taking into account the Group’s financial position and the security provided to the banks, the Directors believe that the banks will not exercise its discretionary rights to demand immediate repayment. The Directors believe that the bank loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements;

3. 重大會計政策 (續)

持續經營 (續)

董事認為，經考慮以下各項後，本集團自報告期末起計未來十二個月內能夠維持持續經營：

- (i) 可達致現金流量預測，令本集團將有充足營運資金為其營運撥資並履行其於報告期末後未來十二個月內到期的財務責任；
- (ii) 於二零二零年十二月三十一日，本集團資產淨值約1,101,022,000港元（二零一九年：1,187,146,000港元），本集團可取得額外貸款融資（如需要）；
- (iii) 根據貸款協議（附帶按要求償還條款）所載之還款日期，於二零二零年十二月三十一日賬面值約1,223,277,000港元（二零一九年：802,454,000港元）之銀行貸款須於報告期末後一年後還款，其已根據香港詮釋第5號財務報表呈報—*借款人對載有按要求償還條款之有期貸款之分類*（「香港詮釋第5號」）於二零二零年十二月三十一日分類為流動負債。經考慮本集團的財務狀況及向銀行提供之抵押後，董事相信銀行不會行使酌情權利要求即時還款。董事相信此銀行貸款可根據貸款協議所載的預定還款日期還款；

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

GOING CONCERN (Continued)

- (iv) other loans with carrying amount of approximately HK\$220,119,000 (2019: Nil) as at 31 December 2020 that are repayable more than one year after the end of the reporting period pursuant to the repayment schedule included in the loan agreements, with a repayment on demand clause, have been classified as current liability as at 31 December 2020 in accordance with HK-Int 5. Taking into account the Group's financial position and the security provided to the lenders, the Directors believe that the lenders will not exercise its discretionary rights to demand immediate repayment. The Directors believe that the other loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements;
- (v) as at 31 December 2020, there were unutilised banking facilities of approximately HK\$674,501,000 (2019: HK\$517,296,000) which are expiring between 2026 and 2032; and
- (vi) Dr. Lie, the substantial shareholder of the Company, has committed to provide continuous financial support to the Group to enable the Group to meet its financial obligations as and when they fall due in the next twelve months from the date of approval of the consolidated financial statements for the year ended 31 December 2020.

3. 重大會計政策 (續)

持續經營 (續)

- (iv) 根據貸款協議(附帶按要求償還條款)所載之還款日期,於二零二零年十二月三十一日賬面值約220,119,000港元(二零一九年:無)之其他貸款於報告期末後一年後還款,其已根據香港詮釋第5號於二零二零年十二月三十一日分類為流動負債。經考慮本集團的財務狀況及向貸款人提供之抵押後,董事相信貸款人不會行使酌情權利要求即時還款。董事相信其他貸款可根據貸款協議的還款日期還款;及
- (v) 於二零二零年十二月三十一日,未動用銀行融資約674,501,000港元(二零一九年:517,296,000港元),將於二零二六年至二零三二年期間到期;及
- (vi) 本公司主要股東列博士已承諾為本集團提供持續財務支持,以使本集團能夠於截至二零二零年十二月三十一日止年度批准綜合財務報表之日起計未來十二個月內履行其到期的財務責任。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

BASIS OF CONSOLIDATION

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved where the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

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 listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and

3. 重大會計政策 (續)

綜合基準

綜合財務報表包括本公司及本公司及其附屬公司控制之實體之財務報表。倘屬以下情況，則本公司獲得控制權：

- 可對投資對象行使權力；
- 因參與投資對象之業務而可獲得或有權獲得可變回報；及
- 有能力藉行使其權力而影響其回報。

倘有事實及情況顯示上述三項控制因素中，有一項或以上出現變數，本集團會重新評估其是否控制投資對象。

當本集團擁有投資對象之投票權不佔大多數，則於投票權足以為其提供單方面指導投資對象相關活動之實際能力時，本集團擁有對投資對象之權力。於評估本集團於投資對象之投票權是否足以為其提供權力時，本集團會考慮所有相關事實及情況，包括：

- 本集團持有投票權之規模相對於其他投票持有人所持者之規模及分散性；
- 本集團、其他投票持有人或其他各方持有的潛在投票權；
- 其他合同安排產生之權利；及

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

BASIS OF CONSOLIDATION (Continued)

- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interest even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

3. 重大會計政策 (續)

綜合基準 (續)

- 於需要作出決定(包括之前股東大會上之投票模式)時表明本集團當前擁有或並無擁有指導相關活動之能力之任何其他事實及情況。

附屬公司於本集團獲得附屬公司控制權時綜合入賬，並於本集團失去附屬公司控制權時終止入賬。具體而言，於年內購入或出售之附屬公司之收入及開支，按自本集團獲得控制權當日起至本集團失去附屬公司控制權當日止，計入綜合損益及其他全面收益表內。

損益及各項其他全面收益項目歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘亦然。

需要時將會就附屬公司之財務報表作出調整，使其會計政策與本集團之會計政策貫徹一致。

集團內公司間之所有資產及負債、權益、收入、開支及與本集團成員公司間之交易相關之現金流量於綜合賬目時全部對銷。

於附屬公司的非控股權益乃與本集團於當中的權益分開呈列，其指現時的擁有權權益可賦予其持有人權利於清盤的情況下按比例分佔相關附屬公司的資產淨值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

BASIS OF CONSOLIDATION (Continued)

Changes in the Group's interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amount of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interest (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3. 重大會計政策 (續)

綜合基準 (續)

本集團於現有附屬公司之權益之變動

本集團於現有附屬公司擁有權益之變動，在並未導致本集團喪失其對附屬公司之控制權時，會按權益交易入賬。本集團相關權益組成部份與非控股權益之賬面值會作調整，以反映其於附屬公司相對權益之變動，包括根據本集團與非控股權益之權益比例重新歸屬本集團及非控股權益之間之相關儲備。

調整非控股權益之金額與已付或已收代價之公平值之任何差額直接於權益中確認並歸屬於本公司擁有人。

倘本集團失去對附屬公司之控制權，則附屬公司的資產及負債及非控股權益（如有）終止確認。收益或虧損於損益中確認，並按(i)已收代價之公平值及任何保留權益之公平值總和與(ii)本公司擁有人應佔附屬公司之資產（包括商譽）及負債賬面值之間的差額計算。先前在其他全面收益中就該附屬公司確認的所有金額按猶如本集團已直接出售該附屬公司之有關資產或負債的方式入賬（即重新分類至損益或轉撥至適用香港財務報告準則所指定／准許之其他權益類別）。於失去控制權日期，於前附屬公司保留之任何投資之公平值在其後會計處理時根據香港財務報告準則第9號作為初步確認時之公平值，或（倘適用）初步確認於聯營公司或合營公司之投資之成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

BUSINESS COMBINATIONS OR ASSET ACQUISITIONS

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

Except for certain recognition exemptions, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the *Framework for the Preparation and Presentation of Financial Statements (replaced by the Conceptual Framework for Financial Reporting issued in October 2010)*.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date (see the accounting policy below);

3. 重大會計政策 (續)

業務合併或資產收購

業務收購乃採用收購法入賬。於業務合併轉讓之代價按公平值計量，而計算方法為本集團所轉讓之資產、本集團對被收購方原擁有人產生之負債及本集團於交換被收購方之控制權所發行之股權於收購日期之公平值之總和。與收購有關之成本一般於產生時在損益中確認。

除若干確認豁免外，所收購之可識別資產及所承擔之負債必須符合編製及呈列財務報表之框架（於二零一零年十月被財務報告概念框架所取代）下資產及負債之定義。

於收購日期，所收購可識別資產及所承擔負債按其公平值確認，惟：

- 遞延稅項資產或負債及與僱員福利安排有關之負債或資產，分別根據香港會計準則第12號*所得稅*及香港會計準則第19號*僱員福利*確認及計量；
- 與被收購方以股份為基礎的付款安排有關之負債或股本工具，或與以本集團所訂立的以股份為基礎的付款安排取代被收購方以股份為基礎的付款安排有關之負債或股本工具，乃於收購日期按香港財務報告準則第2號*以股份為基礎的付款*計量（見下文會計政策）；

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

BUSINESS COMBINATIONS OR ASSET ACQUISITIONS (Continued)

- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amounts as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Optional concentration test

Effective from 1 January 2020, the Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

3. 重大會計政策 (續)

業務合併或資產收購 (續)

- 根據香港財務報告準則第5號持作出售非流動資產及終止經營業務被分類為持作出售之資產(或出售組別)乃根據該準則計量;及
- 租賃負債按剩餘租賃付款(定義見香港財務報告準則第16號)的現值確認及計量,猶如所收購的租賃於收購日為新租賃,惟(a)租期於收購日期12個月內屆滿;或(b)相關資產為低價值的租賃除外。使用權資產按與相關租賃負債相同的金額確認及計量,並進行調整以反映較市場條款有利或不利的租賃條款。

可選集中度測試

自二零二零年一月一日起生效,本集團可選擇以逐項交易基準應用可選集中度測試,可對所收購之一組活動及資產是否並非一項業務作簡化評估。倘所收購總資產的公平值幾乎全部都集中在單一可識別資產或一組類似可識別資產中,則符合集中度測試。評估之總資產不包括現金及現金等價物、遞延稅項資產及由遞延稅項負債影響產生之商譽。倘符合集中度測試,該組活動及資產被釐定為並非業務及毋須作進一步評估。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

BUSINESS COMBINATIONS OR ASSET ACQUISITIONS (Continued)

Asset Acquisitions

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to investment properties which are subsequently measured under fair value model and financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair value at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value.

3. 重大會計政策 (續)

業務合併或資產收購 (續)

資產收購

當本集團收購並不構成業務的資產組別及負債時，本集團識別及確認所收購的個別可識別資產及所承擔的負債，方式為首先將購買價分配至其後按公平值模式計量之投資物業及按各自公平值計量之金融資產／金融負債，餘下購買價結餘其後分配至其他可識別資產及負債，基準為其於購買日期的相對公平值。該交易不會產生商譽或議價收購收益。

商譽是以所轉讓之代價、任何非控股權益於被收購方中所佔金額及收購方以往持有被收購方之股權之公平值（如有）之總和，超出所收購之可識別資產及所承擔之負債於收購日期之淨額計算。倘重新評估後，所收購之可識別資產與所承擔負債之淨額高於所轉讓之代價、任何非控股權益於被收購方中所佔金額以及收購方以往持有被收購方之權益之公平值（如有）之總和，則超出部份即時於損益中確認為議價收購收益。

屬現時擁有權權益且於清盤時讓持有人有權按比例分佔實體淨資產之非控股權益，初步按公平值或非控股權益應佔被收購方可識別資產淨值之已確認金額比例計量。計量基準視乎逐項交易基準而作出選擇。其他種類之非控股權益乃按其公平值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

BUSINESS COMBINATIONS OR ASSET ACQUISITIONS (Continued)

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments made against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the “measurement period” (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group’s previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss, or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

3. 重大會計政策 (續)

業務合併或資產收購 (續)

倘本集團於業務合併中轉讓之代價包括或然代價安排產生之資產或負債，或然代價按其收購日期公平值計量並列作於業務合併中所轉讓代價之一部分。或然代價之公平值變動如適用計量期間調整則進行追溯調整，並就商譽作出相應調整。計量期間調整為於「計量期間」（自收購日期起計不超過一年）就於收購日期存在之事實及情況獲得之其他資料產生之調整。

不適用計量期間調整之或然代價變動之隨後入賬取決於或然代價如何分類。分類為權益之或然代價不會於後續報告日期重新計量，而其之後結算於權益內入賬。分類為資產或負債之或然代價於後續報告日期按公平值重新計量，而相應之收益或虧損於損益中確認。

倘業務合併分階段完成，本集團先前於被收購方持有之股權按收購日期（即本集團獲得控制權當日）之公平值重新計量，而所產生之收益或虧損（如有）於損益或其他全面收益（如適用）中確認。倘收購日期前被收購方的權益產生的金額先前已於其他全面收益中確認並根據香港財務報告準則第9號計量，將按本集團直接出售先前所持有的股權所規定的同一基準入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

BUSINESS COMBINATIONS OR ASSET ACQUISITIONS (Continued)

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

GOODWILL

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any, and is presented separately in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill is allocated to each of the cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

3. 重大會計政策 (續)

業務合併或資產收購 (續)

倘業務合併之初步會計處理於合併發生之報告期末尚未完成，則本集團呈報未完成會計處理之項目臨時數額。該等臨時數額會於計量期間（見上文）予以追溯調整，或確認額外資產或負債，以反映所取得有關於收購日期已存在而倘知悉將可能影響截至該日已確認款額之事實與情況之新資料。

商譽

收購業務時所產生之商譽按於業務收購日期產生之成本（見上文會計政策）減累計減值虧損（如有）列賬，並於綜合財務狀況表內分開呈列。

就減值測試而言，商譽會被分配予預期會受惠於合併協同效益之各現金產生單位（或現金產生單位組別），而該單位或單位組別指就內部管理目的監控商譽的最低水平且不超過經營分部。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

GOODWILL (Continued)

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than the carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis of the carrying amount of each asset in the unit (or group of cash-generating units). Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated statement of profit or loss and other comprehensive income. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of cash-generating units), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit (or the group of cash-generating units) retained.

The Group's policy for goodwill arising on the acquisition of an associate and a joint venture is described below.

3. 重大會計政策 (續)

商譽 (續)

獲分配商譽之現金產生單位 (或現金產生單位組別) 會每年或倘有跡象顯示有關單位可能出現減值時更頻繁地進行減值測試。就於報告期間收購產生的商譽而言，獲分配商譽之現金產生單位 (或現金產生單位組別) 於該報告期間結束前進行減值測試。當現金產生單位之可收回金額少於賬面值時，減值虧損會首先分配以減少該單位獲分配之任何商譽賬面值，繼而以該單位 (或現金產生單位組別) 內各資產之賬面值為基準按比例分配至該單位內其他資產。任何商譽減值虧損直接於綜合損益及其他全面收益表之損益內確認。已確認的商譽減值虧損不會於其後期間撥回。

於出售有關現金產生單位時，商譽之應佔金額會計入釐定出售損益金額。當本集團出售現金產生單位 (或一組現金產生單位中的現金產生單位) 內的業務時，所出售商譽金額按所出售業務 (或現金產生單位) 與所保留現金產生單位 (或一組現金產生單位) 部分的相對價值計量。

本集團就收購一間聯營公司及一間合營公司產生之商譽政策載於下文。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is or the portion so classified is accounted for in accordance with HKFRS 5. Any retained portion of an investment in an associate or a joint venture that has not been classified as held for sale continues to be accounted for using the equity method. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of profit or loss and other comprehensive income of the associate or joint venture. Changes in net assets of the associate or joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate or joint venture.

3. 重大會計政策 (續)

於聯營公司及合營公司之投資

聯營公司為本集團對其擁有重大影響力之實體。重大影響力乃有權參與被投資公司之財務及經營政策決定而非控制或共同控制該等政策。

合營公司是一項合營安排，對該安排有共同控制的各方據此對合營安排的淨資產享有權利。共同控制是按照合約約定對某項安排所共同的控制，該安排的相關活動必須經過分享控制權的參與方一致同意後才能決策。

聯營公司及合營公司之業績及資產與負債乃按權益會計法納入此等綜合財務報表內，惟歸類為持作出售的投資或其中一部份會根據香港財務報告準則第5號進行會計處理。並非分類為持作出售的於聯營公司或合營公司之投資的任何保留部份繼續使用權益法入賬。根據權益法，於聯營公司或合營公司的投資初步按成本於綜合財務狀況表確認並於其後作出調整以反映本集團應佔該聯營公司或合營公司之損益及其他全面收益。於該聯營公司或合資公司資產淨值的變動（除損益及其他全面收益外）毋須入賬，除非有關變動導致本集團所持擁有權權益出現變動。倘本集團應佔聯營公司或合營公司的虧損超過本集團於該聯營公司或合營公司的權益（包括任何實質上構成本集團於該聯營公司或合營公司的淨投資的一部份的長期權益），本集團終止確認其分佔的任何進一步虧損。僅當本集團產生法定或推定責任或代表該聯營公司或合營公司作出付款時方會確認額外虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

INVESTMENTS IN ASSOCIATES AND JOINT VENTURES (Continued)

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less cost of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

3. 重大會計政策 (續)

於聯營公司及合營公司之投資 (續)

於聯營公司或合營公司之投資乃自被投資公司成為聯營公司或合營公司當日起按權益法入賬。收購於聯營公司或合營公司之投資時，投資成本超出本集團應佔該被投資公司之可識別資產及負債之公平值淨額之任何數額確認為商譽，並計入該投資之賬面值。本集團應佔之可識別資產及負債的公平值淨額超出投資成本之任何數額，在重新評估後，即時於收購投資期間於損益內確認。

本集團評估是否有客觀證據表明於一間聯營公司或一間合營公司的權益存在減值。當存在任何客觀證據時，投資（包括商譽）的全部賬面值應按照香港會計準則第36號的規定，作為一項單一資產進行減值測試，方式為將其可收回金額（使用價值及公平值減去出售成本後的餘額兩者中的較高者）與其賬面值進行比較。已確認的任何減值虧損不會分配至任何資產（包括商譽），其構成投資賬面值的一部分。該項減值虧損的任何撥回金額應按照香港會計準則第36號的規定，以投資的可收回金額其後增加為限進行確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

INVESTMENTS IN ASSOCIATES AND JOINT VENTURES (Continued)

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing of the relevant interest in the associate and joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

3. 重大會計政策 (續)

於聯營公司及合營公司之投資 (續)

當本集團對一間聯營公司不再有重大影響力或對一間合營公司不再擁有共同控制權時，其入賬列作出售於該投資對象之全部權益，由此產生的收益或虧損於損益內確認。當本集團保留於前聯營公司或合營公司的權益，而該保留權益屬於香港財務報告準則第9號範圍內之金融資產時，則本集團按該日之公平值計量保留權益，而該公平值被視為其於初步確認時之公平值。聯營公司或合營公司的賬面值與任何保留權益及出售聯營公司及合營公司相關權益的任何所得款項公平值之間的差額，在釐定出售聯營公司或合營公司之收益或虧損時入賬。此外，本集團按照如同該聯營公司或合營公司已直接出售相關資產或負債所適用的基準核算先前於其他全面收益確認的與該聯營公司或合營公司相關的全部金額。因此，倘先前被該聯營公司或合營公司於其他全面收益確認的收益或虧損應在出售相關資產或負債時被重新分類至損益，則本集團於出售／部分出售相關聯營公司或合營公司後將收益或虧損從權益重新分類至損益（作為重新分類調整）。

當於一間聯營公司的投資成為對一間合營公司的投資或於一間合營公司的投資成為對一間聯營公司的投資時，本集團將繼續採用權益法。所有權權益發生此類變動時，無需按公平值進行重新計量。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

INVESTMENTS IN ASSOCIATES AND JOINT VENTURES (Continued)

When the Group reduce its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassified to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or a joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

SUBSIDIARIES

A subsidiary is a company in which the Company directly or indirectly controls more than half of the voting power, or controls the composition of the board of directors. Investments in subsidiaries are carried in the Company's financial statements at cost less impairment loss.

REVENUE AND OTHER INCOME RECOGNITION

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

3. 重大會計政策 (續)

於聯營公司及合營公司之投資 (續)

當本集團減少其於一間聯營公司或一間合營公司的所有權權益但本集團繼續採用權益法時，倘相關收益或虧損在出售相關資產或負債時將被重新分類至損益，則本集團會將先前於其他全面收益確認的與此次減少所有權權益相關的收益或虧損部分重新分類至損益。

倘集團實體與本集團的一間聯營公司或一間合營公司進行交易，僅在聯營公司或合營公司之權益與本集團無關之情況下，方會於本集團綜合財務報表中確認與聯營公司或合營公司進行交易所產生之溢利及虧損。

附屬公司

附屬公司乃本公司直接或間接控制其超過半數投票權或控制其董事會組成之公司。於附屬公司之投資於本公司之財務報表內按成本減減值虧損列賬。

收益及其他收入確認

當（或於）滿足履約義務時，本集團確認收益，即於特定履約義務的相關商品或服務的「控制權」轉讓予客戶時確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

REVENUE AND OTHER INCOME RECOGNITION (Continued)

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- 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.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

3. 重大會計政策 (續)

收益及其他收入確認 (續)

履約義務指確切的商品或服務(或一組商品或服務)或一系列大致相同的確切的商品或服務。

控制權隨時間轉移,而倘滿足以下其中一項標準,則收益乃參照完全滿足相關履約義務的進展情況而隨時間確認:

- 隨本集團履約,客戶同時取得並耗用本集團履約所提供的利益;
- 本集團之履約創建或強化客戶於本集團履約時控制的資產;或
- 本集團的履約並未產生對本集團有替代用途的資產,且本集團對迄今已完成履約之付款具有可執行之權利。

否則,收益於客戶獲得確切商品或服務控制權的時間點確認。

合約資產指本集團就向客戶換取本集團已轉讓的商品或服務收取代價的權利(尚未成為無條件)。其根據香港財務報告準則第9號評估減值。相反,應收款項指本集團收取代價的無條件權利,即代價付款到期前僅需時間推移。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

REVENUE AND OTHER INCOME RECOGNITION (Continued)

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to a contract are accounted for a presented on a net basis.

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

3. 重大會計政策 (續)

收益及其他收入確認 (續)

合約負債指本集團因已自客戶收取代價 (或到期代價款項)，而須轉讓商品或服務予客戶之義務。

與合約有關的合約資產及合約負債以淨額列賬。

主事人與代理人

當另一方從事向客戶提供貨品或服務，本集團釐定其承諾之性質是否為提供指定貨品或服務本身之履約責任 (即本集團為主事人) 或安排由另一方提供該等貨品或服務 (即本集團為代理人)。

倘本集團在向客戶轉讓貨品或服務之前控制指定貨品或服務，則本集團為主事人。

倘本集團之履約責任為安排另一方提供指定貨品或服務，則本集團為代理人。在此情況下，在將貨品或服務轉讓予客戶之前，本集團不控制另一方提供之指定貨品或服務。當本集團為代理人時，應就為換取另一方安排提供之指定貨品或服務預期有權取得之任何收費或佣金之金額確認收入。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

REVENUE AND OTHER INCOME RECOGNITION (Continued)

Principal versus agent (Continued)

Revenue from trading of telecommunication products is recognised at the point in time when goods are delivered to customers generally on the time the related risks and rewards of ownership has transferred.

Revenue from provision of data centre services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

Revenue from commission income from the operations of Internet finance platform is recognised at the point in time when the borrower and lender was successfully matched.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Rental income from operating leases is recognised in profit or loss is equal instalments over the periods covered by the lease terms, except where an alternative basis is more representative of the pattern of benefit to be derived from the use of leased asset. Lease incentive granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable.

3. 重大會計政策 (續)

收益及其他收入確認 (續)

主事人與代理人 (續)

買賣電訊產品之收益於貨品交付給客戶時 (通常於轉讓所有權相關風險及回報時) 確認。

來自提供數據中心服務之收益於預定期間按直線法確認，原因為客戶同時收取並耗用本集團提供的利益。

來自互聯網金融平台業務之佣金收入之收益於成功匹配借款人及貸款人時確認。

當經濟利益很有可能流入本集團，且收入金額能可靠計算時，則確認金融資產之利息收入。利息收入乃參照未償還本金額及適用之實際利率，按時間基準累計。適用實際利率指透過金融資產之預期年期將估計未來現金收入準確折現至有關資產於首次確認時賬面淨值之利率。

經營租賃之租金收入於租期所涵蓋之期間內按等額分期在損益中確認，惟倘有其他基準能更具代表性地反映使用租賃資產所產生之收益模式則除外。獲授的租賃獎勵在損益中確認為應收淨租賃款項總額之一部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment that are tangible assets that, other than construction in progress, held for use in the production or supply of goods or services, or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method at the following rate per annum:

Buildings	Over the unexpired lease terms of land on which the building is erected
Leasehold improvements	Over the term of the lease
Office equipment	20%-33.3%
Furniture and fixtures	20%
Motor vehicles	20%
Data centre and equipment	5%-33.3%

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Construction in progress includes property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is carried at cost less any recognised impairment loss. Costs include professional fees and borrowing costs capitalised for qualifying assets in accordance with the Group's accounting policy. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

3. 重大會計政策 (續)

物業、廠房及設備

持作用於生產或供應貨品或提供服務或作管理用途之物業、廠房及設備為有形資產(除在建工程外)乃按成本扣減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表內列賬。

折舊以直線法按物業、廠房及設備項目之估計可使用年期每年按下列比率撇銷其成本減剩餘價值確認:

樓宇	於其上興建樓宇之土地之未屆滿租賃期間
租賃物業裝修	按租期
辦公室設備	20%-33.3%
傢俬及裝置	20%
汽車	20%
數據中心及設備	5%-33.3%

估計可使用年期、剩餘價值及折舊方法於各報告期末檢討,估計之任何變動影響按預期基準入賬。

在建工程包括建設中以作生產或自用之物業、廠房及設備,按成本減任何已確認減值虧損列賬。成本包括根據本集團會計政策就合資格資產資本化之專業費用及借貸成本。當在建工程已完工並可作擬定用途時,分類至適當的物業、廠房及設備類別。於該等資產可作擬定用途時,按與其他物業資產之相同基準折舊。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

PROPERTY, PLANT AND EQUIPMENT

(Continued)

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

OWNERSHIP INTERESTS IN LEASEHOLD LAND AND BUILDING

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “right-of-use assets” (upon application of HKFRS 16) or “prepaid lease payments” (before application of HKFRS 16) in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

3. 重大會計政策 (續)

物業、廠房及設備 (續)

物業、廠房及設備項目於出售時或預期持續使用該資產不再帶來未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目產生之任何收益或虧損按銷售所得款項與資產賬面值間之差額釐定，並於損益中確認。

於租賃土地及樓宇的所有權權益

倘本集團支付之物業所有權權益包括租賃土地及樓宇兩個部分，則總代價按租賃土地與樓宇於初始確認時的相對公平值比例分配至兩個部分。倘相關付款之分配能夠可靠計量，租賃土地中作為經營租賃入賬的權益於綜合財務狀況表中呈列為「使用權資產」（應用香港財務報告準則第16號後）或「預付租賃付款」（應用香港財務報告準則第16號前）。倘代價無法於相關租賃土地的非租賃樓宇部分及未分配權益之間可靠分配，則物業整體分類為物業、廠房及設備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

LEASING

Definition of 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.

For contracts entered into or modified or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group also applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

3. 重大會計政策 (續)

租約

租賃的定義

如果合約給予在一段時期內控制一項已識別資產的使用的權利以換取代價，則該合約是一項租賃或包含一項租賃。

對於訂立或修訂或業務合併產生的合約，本集團根據香港財務報告準則第16號項下的定義，於開始日期、修訂日期或收購日期（如適用）評估合約是否是一項租賃或包含一項租賃。除非合約條款和條件在後續發生變更，否則將不會對相關合約進行重新評估。

本集團作為承租人

將代價分配至合約的各組成部分

對於合約包含一項租賃組成部分以及一個或多個額外的租賃或非租賃組成部分，本集團根據租賃組成部分的相關單獨價格及非租賃組成部分的單獨價格總和將合約代價分配至各個租賃組成部分。

本集團亦應用實際權宜方法，不將非租賃組成部分從租賃組成部分區分開來，而是將租賃組成部分及任何相關非租賃組成部分作為一項單獨的租賃組成部分進行入賬。

作為實際權宜方法，具有類似特徵的租賃於本集團合理預期其對綜合財務報表的影響將不會與組合內個別租賃出現重大差異時按組合基準入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

LEASING (Continued)

The Group as a lessee (Continued)

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Except for those that are classified as investment properties and measured under fair value model, right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

3. 重大會計政策 (續)

租約 (續)

本集團作為承租人 (續)

短期租賃及低價值資產租賃

本集團對於租期為自開始日期起計12個月或更短的租賃及不包含購買選擇權的租賃應用短期租賃的確認豁免。其亦對低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃的租賃付款在租期內採用直線法或其他系統法確認為開支。

使用權資產

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 於開始日期或之前所作的任何租賃付款，減去所得的任何租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團拆卸及移除相關資產、復原相關資產所在場地或將相關資產恢復至租賃條款及條件所規定的狀態所發生的估計成本。

除分類為投資物業及根據公平值模式計量者外，使用權資產按成本減去任何累計折舊及減值虧損進行計量，並對租賃負債的任何重新計量作出調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

LEASING (Continued)

The Group as a lessee (Continued)

Right-of-use assets (Continued)

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of lease term as depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

When the Group obtains ownership of the underlying leased assets at the end of the lease term, upon exercising purchase options, the cost of the relevant right-of-use assets and the related accumulated depreciation and impairment loss are transferred to property, plant and equipment.

The Group presents right-of-use assets that do not meet the definition of investment property or inventory as a separate line item on the consolidated statement of financial position. Right-of-use assets that meet the definition of investment property and inventory are presented within investment properties and properties for/under development/properties for sale.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. 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.

3. 重大會計政策 (續)

租約 (續)

本集團作為承租人 (續)

使用權資產 (續)

倘本集團合理確信在租期屆滿時取得相關租賃資產的所有權，則使用權資產自開始日期起至可使用年期屆滿期間折舊。否則，使用權資產按其估計可使用年期及租期的較短者以直線法折舊。

當本集團於租期屆滿時獲得相關租賃資產的所有權時，於行使購買選擇權後，相關使用權資產的成本以及相關累計折舊及減值虧損將轉移至物業、廠房及設備。

本集團將不符合投資物業或存貨定義的使用權資產列為綜合財務狀況表的獨立項目。符合投資物業及存貨定義的使用權資產於投資物業及發展物業／發展中物業／出售物業中列示。

可退回租賃按金

已付的可退回租賃按金根據香港財務報告準則第9號入賬及按公平值進行初始計量。初始確認時對公平值所作的調整被視為額外租賃付款並計入使用權資產的成本。

租賃負債

於租期開始日期，本集團按該日尚未支付租賃付款的現值確認及計量租賃負債。在計算租賃付款的現值時，倘租賃中所隱含的利率不易確定，則本集團會採用在租賃開始日期的增量借貸利率。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

LEASING (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the Group under residual value guarantees;
- the exercise price of purchase options, if the Group is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

3. 重大會計政策 (續)

租約 (續)

本集團作為承租人 (續)

租賃負債 (續)

租賃付款計入租賃負債計量，包括：

- 固定租賃付款（包括實質性固定付款），減去任何應收租賃優惠；
- 可變租賃付款，其取決於一項指數或利率，初步計量時使用開始日期的指數或利率；
- 本集團根據剩餘價值擔保預期應付金額；
- 購買選擇權的行使價，倘本集團合理確定行使選擇權；及
- 倘租賃條款反映本集團行使終止租賃的選擇權，則支付終止租賃的罰款。

於開始日期後，租賃負債按應計利息及租賃付款予以調整。

於租期發生變化或對行使購買選擇權的評估發生變化，本集團對租賃負債進行重新計量（並對相關使用權資產進行相應調整），在此情況下，使用重新評估日的經修訂貼現率貼現經修訂租賃付款以重新計量相關租賃負債。

本集團在綜合財務狀況表中將租賃負債作為單獨的項目呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

LEASING (Continued)

The Group as a lessee (Continued)

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability less any lease incentives receivables based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

3. 重大會計政策 (續)

租約 (續)

本集團作為承租人 (續)

租賃修訂

倘存在下列情形，則本集團將租賃修訂作為一項單獨的租賃入賬：

- 該項修訂通過增加使用一項或多項相關資產的權利擴大租賃範圍；及
- 調增租賃的代價，增加的金額相當於範圍擴大對應的單獨價格，加上反映特定合約的情況對單獨價格所作的任何適當調整。

就並非作為一項單獨租賃入賬的租賃修訂而言，本集團會透過使用修訂生效當日的經修訂貼現率貼現經修訂租賃付款，按經修訂租賃的租期重新計量租賃負債減任何應收租賃優惠。

本集團通過對相關使用權資產進行相應調整，將重新計量的租賃負債進行入賬。當經修訂合約包含一項租賃組成部分以及一個或多個額外的租賃或非租賃組成部分，本集團根據租賃組成部分的相關單獨價格及非租賃組成部分的單獨價格總和將合約代價分配至各個租賃組成部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

LEASING (Continued)

The Group as lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Sale and leaseback transactions

The Group applies the requirements of HKFRS 15 to assess whether sale and leaseback transaction constitutes a sale by the Group.

The Group as a seller-lessee

For a transfer that does not satisfy the requirements as a sale, the Group as a seller-lessee continues to recognise the assets and accounts for the transfer proceeds as borrowings within the scope of HKFRS 9.

3. 重大會計政策 (續)

租約 (續)

本集團作為出租人

租賃的分類及計量

本集團作為出租人的租賃分類為融資租賃或經營租賃。當租賃的條款將與相關資產所有權相關的絕大部分風險及報酬轉讓予承租人時，合約被分類為融資租賃。所有其他租賃被分類為經營租賃。

經營租賃的租金收入在相關租期內按直線法於損益中確認。磋商及安排經營租賃時產生的初始直接成本計入租賃資產的賬面值，及有關成本於租期內按直線法確認為開支，惟按公平值模式計量之投資物業除外。

售後租回交易

本集團應用香港財務報告準則第15號的規定，以評估售後租回交易是否構成本集團的出售。

本集團作為賣方承租人

對於不符合銷售要求的轉讓，本集團作為賣方承租人繼續確認資產並根據香港財務報告準則第9號將轉讓所得款項作為借貸入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FOREIGN CURRENCIES

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the Company's net investment in a foreign operation, in which case, such exchange differences are recognised in other comprehensive income and accumulated in equity and will be reclassified from equity to profit or loss on disposal of the foreign operation. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange differences arising on the retranslation of non-monetary items in respect of which gain and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

3. 重大會計政策 (續)

外幣

編製各個別集團實體之財務報表時，以該實體功能貨幣以外貨幣（外幣）進行之交易乃按交易日期適用之匯率確認。於報告期末，以外幣列值之貨幣項目以當日適用之匯率重新換算。以外幣列值按公平值列賬之非貨幣項目，乃按釐定公平值當日適用之匯率重新換算。以外幣列值按歷史成本計算之非貨幣項目毋須重新換算。

因貨幣項目結算及因重新換算貨幣項目而產生之匯兌差額，乃於產生期間之損益內確認，惟組成本公司海外業務之投資淨額部份之貨幣項目所產生之匯兌差額除外，在此情況下，有關匯兌差額乃於其他全面收益中確認並於權益中累計，且於出售海外業務時會從權益重新分類至損益。以公平值列賬之非貨幣項目經重新換算後所產生之匯兌差額於該期間列入損益，惟倘重新換算非貨幣項目所產生的匯兌差額的損益直接於其他全面收益中確認，則於此情況下，匯兌差額亦直接於其他全面收益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FOREIGN CURRENCIES (Continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributable to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 July 2005 are treated as assets and liabilities of that foreign operation and retranslated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in equity under the heading of translation reserve.

3. 重大會計政策 (續)

外幣 (續)

就呈列綜合財務報表而言，本集團海外業務之資產及負債均按各報告期末適用之匯率換算為本集團之呈列貨幣（即港元）。收入及開支項目乃按期內平均匯率換算，除非期內匯率出現重大波動，則於此情況下，將採用交易日期適用之匯率。所產生匯兌差額（如有）均於其他全面收益確認及於換算儲備項下之權益（如適用，歸屬於非控股權益）累計。

於出售海外業務（即出售本集團於該海外業務之全部權益，或出售涉及失去包括海外業務之附屬公司之控制權）時，就本公司擁有人應佔之業務於權益累計之所有匯兌差額重新分類至損益。

此外，倘部份出售包括海外業務之附屬公司並未導致本集團失去對附屬公司之控制權，則按比例將累計匯兌差額重新歸屬於非控股權益，而並不於損益內確認。

於二零零五年七月一日或之後因收購海外業務而產生之所購可識別資產之商譽及公平值調整乃視作該海外業務之資產及負債，並按各報告期末之適用匯率重新換算。所產生匯兌差額乃於匯兌儲備項下之權益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

EMPLOYEE BENEFITS

Retirement benefit costs

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

3. 重大會計政策 (續)

借貸成本

凡必須經過頗長時間以作擬定用途或銷售之合資格資產之收購、建造或生產直接應佔之借貸成本，均計入該等資產之成本，直至該等資產大致可作擬定用途或銷售之時為止。

任何於有關資產可作擬定用途或銷售後仍未償還的特定借款乃計入一般借款中，以計算一般借款資本化率。

特定借貸在用於有關合資格資產支出前作暫時投資所得之投資收入在合資格作資本化之借貸成本中扣減。

所有其他借貸成本均於其產生期間於損益內確認。

僱員福利

退休福利成本

本集團根據強制性公積金計劃條例為本集團所有香港僱員設立一項界定供款強制性公積金退休福利計劃（「**強積金計劃**」）。根據強積金計劃規定，本集團根據僱員之基本工資按一定比例作出供款並於應付該等供款時於損益扣除。強積金計劃之資產於獨立管理基金與本集團之資產分開持有。本集團之僱主供款在向強積金計劃作出供款時全數歸屬於僱員。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

EMPLOYEE BENEFITS (Continued)

Retirement benefit costs (Continued)

The employees in the Company's subsidiaries operating in the PRC are members of retirement benefits scheme (the "PRC RB Schemes") operated by the local municipal government. The local municipal government undertakes to assume the retirement benefit obligation of all existing and future retired employees of the PRC subsidiaries. The only obligation of the PRC subsidiaries with respect to the PRC RB Scheme is to meet the required contributions under the PRC RB Schemes. The contributions are charged to the profit or loss as they become payable in accordance with the relevant laws and regulations of the PRC.

Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

Share options granted to directors and employees

The fair value of services received determined by reference to the fair value of share options granted at the grant date is recognised as an expense in full at the grant date when the share options granted vest immediately, with a corresponding increase in equity (share options reserve).

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to accumulated losses.

3. 重大會計政策 (續)

僱員福利 (續)

退休福利成本 (續)

本公司在中國營運之附屬公司之僱員為由當地市政府營運之退休福利計劃(「中國退休福利計劃」)之成員。當地市政府承諾承擔所有現有及日後退休之中國附屬公司僱員之退休福利責任。中國附屬公司有關中國退休福利計劃之唯一責任為作出符合中國退休福利計劃規定之供款。該等供款在根據中國有關法例及法規應付時於損益扣除。

終止合約福利

本集團通過周詳、正式的計劃(該計劃須並無任何實際撤銷的可能性)明確地表示終止僱用員工或對自願遣散的僱員提供福利時，方會確認終止合約福利。

授予董事及僱員之購股權

所獲服務之公平值乃參考購股權於授出日期之公平值釐定，倘所授出之購股權獲即時歸屬，則於授出日期悉數確認為開支，並於權益中(購股權儲備)作相應之增加。

當行使購股權時，過往於購股權儲備確認之金額將轉撥至股份溢價。當購股權於歸屬日後被沒收或於屆滿日期仍未行使，則過往於購股權儲備確認之金額將轉撥至累計虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

EMPLOYEE BENEFITS (Continued)

Termination benefits (Continued)

Share options granted to consultants

Share options issued in exchange for goods or services are measured at the fair values of the goods or services received, unless that fair value cannot be reliably measured, in which case the goods or services received are measured by reference to the fair value of the share options granted.

The fair values of the goods or services received are recognised as expenses, with a corresponding increase in equity (share options reserve), when the Group obtains the goods or when the counterparties render services, unless the goods or services qualify for recognition as assets.

TAXATION

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

3. 重大會計政策 (續)

僱員福利 (續)

終止合約福利 (續)

授予顧問之購股權

發行以換取貨品或服務之購股權乃按所收到貨品或服務之公平值計量，除非有關公平值不能可靠地計量，則此情況下所收到貨品或服務乃參考所授出購股權之公平值計量。

除非貨品或服務符合資格確認為資產，否則所收到貨品或服務之公平值會於本集團取得貨品或對手方提供服務時確認為開支，並於權益（購股權儲備）作出相應增加。

稅項

所得稅開支指即期應繳稅項與遞延稅項的總和。

即期應繳稅項乃基於年內應課稅溢利計算。應課稅溢利因不包括其他年度之應課稅或可扣減的收入或開支項目並且亦不包括始終毋須課稅或不可扣減之項目，故其與綜合損益及其他全面收益表內列報的溢利並不相同。本集團的即期稅項負債乃採用於報告期末已頒佈或實質已頒佈的稅率計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

TAXATION (Continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

3. 重大會計政策 (續)

稅項 (續)

遞延稅項乃基於綜合財務報表內資產及負債之賬面值與計算應課稅溢利所採用的相應稅基之間的暫時性差額確認。遞延稅項負債一般就所有應課稅暫時性差額予以確認。遞延稅項資產一般以可能將存在可供用以與所有可扣減暫時性差額相互抵銷的應課稅溢利為限就該等可扣減暫時性差額予以確認。倘暫時性差額乃因商譽或因於並不影響應課稅溢利或會計溢利的交易中初步確認(業務合併除外)其他資產及負債而產生,則不予確認上述遞延稅項資產及負債。

遞延稅項負債乃就與於附屬公司投資有關的應課稅暫時性差額予以確認,惟本集團可控制暫時性差額之撥回且暫時性差額於可預見的未來極有可能不會撥回時則除外。僅在可能將存在充足應課稅溢利可供用以與暫時性差額利益相互抵銷且預期其於可預見的將來將會撥回的情況下,方會確認由與上述投資及權益有關的可扣減暫時性差額而產生的遞延稅項資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

TAXATION (Continued)

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3. 重大會計政策 (續)

稅項 (續)

於報告期末會對遞延稅項資產的賬面值進行評核，並將其減至不再可能存在充足應課稅溢利而使得將收回全部或部分資產的程度。

遞延稅項資產及負債乃按預期於償付負債或變現資產之期間將適用的稅率計量（基於截至報告期末已頒佈或實質已頒佈的稅率（及稅法））。

遞延稅項負債及資產的計量值反映因本集團於報告期末預期將用以收回或償付其資產及負債賬面值的方式將會引致的稅務結果。

即期及遞延稅項於損益內確認，惟與於其他全面收益或直接於權益確認的項目有關時則除外，在此情況下，即期及遞延稅項亦會分別於其他全面收益或直接於權益內確認。倘即期稅項或遞延稅項因業務合併之初步會計處理而產生，則有關稅務影響會計入業務合併之會計處理。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

INTANGIBLE ASSETS

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses, being their fair value at the date of the revaluation less subsequent accumulated amortisation and any accumulated impairment losses. Amortisation for intangible asset with finite useful lives is recognised on a straight-line basis over their estimated useful lives.

Alternatively, intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

3. 重大會計政策(續)

無形資產

單獨收購之無形資產

單獨收購且具有限定可使用年期之無形資產，按成本減累計攤銷及累計減值虧損列賬。

攤銷乃以直線法於其估計可使用年期內確認。於各報告期末檢討估計可使用年期及攤銷方法，任何估計變動之影響按預期基準入賬。單獨收購且具無限定可使用年期之無形資產則按成本減累計減值虧損入賬。

業務合併購入之無形資產

業務合併購入之無形資產與商譽分開確認，初始按其於收購日期之公平值（視為其成本）確認。

於初始確認後，具有限使用年期的無形資產按成本扣除累計攤銷及任何累計減值虧損（即其於重估日期的公平值扣減其後的累計攤銷及任何累計減值虧損）列賬。有限使用年期的無形資產攤銷乃以直線法於其估計可使用年期內確認。

相反，具無限定可使用年期之無形資產按成本減任何其後累計減值虧損列賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

INTANGIBLE ASSETS (Continued)

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

IMPAIRMENT LOSSES ON TANGIBLE AND INTANGIBLE ASSETS OTHER THAN GOODWILL

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

3. 重大會計政策 (續)

無形資產 (續)

終止確認無形資產

無形資產於出售時或預期不會從使用或出售獲得未來經濟利益時終止確認。終止確認無形資產產生之收益及虧損按出售所得款項淨額與資產賬面金額之間的差額計量，於終止確認資產時於損益確認。

商譽除外之有形及無形資產減值虧損

於報告期末，本集團對其有形及無形資產的賬面值進行評核，以確定是否存在任何跡象表明該等資產已出現減值虧損。倘存在任何該類跡象，會對資產的可收回金額作出估計以確定減值虧損（如有）的程度。倘無法估計單項資產之可收回金額，則本集團估計資產所屬現金產生單位之可收回金額。倘可識別分配之合理一致基準，則公司資產亦分配至獨立現金產生單位，否則則分配至可識別合理一致基準之現金產生單位最小組別。

具無限定可使用年期之無形資產及尚未可使用之無形資產至少每年均進行減值測試，並於出現減值跡象時進行減值測試。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

IMPAIRMENT LOSSES ON TANGIBLE AND INTANGIBLE ASSETS OTHER THAN GOODWILL (Continued)

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately in profit or loss.

3. 重大會計政策 (續)

商譽除外之有形及無形資產減值虧損 (續)

可收回金額為公平值減銷售成本與使用價值兩者中之較高者。評估使用價值時，估計未來現金流量會按照可反映現時市場對貨幣時間值及未調整未來現金流量估計之資產特定風險的評估的稅前折現率，折現至其現值。

倘資產（或現金產生單位）之可收回金額估計低於其賬面值，則該資產（或現金產生單位）賬面值減至其可收回金額。於分配減值虧損時，減值虧損會首先分配以減少任何商譽賬面值（如適用），繼而以該單位內各資產之賬面值為基準按比例分配至其他資產。資產賬面值不得減少至低於其公平值減出售成本（如可計量）、其使用價值（如可釐定）及零之中的最高值。已另行分配至資產之減值虧損數額按比例分配至該單位其他資產。減值虧損即時於損益確認。

倘減值虧損於其後撥回，則資產的賬面值將增至經修訂之估計可收回金額，惟已增加的賬面值不得超過有關資產（或現金產生單位）於過往年度並無確認減值虧損下原應釐定之賬面值。減值虧損撥回即時於損益確認為收入。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

INVENTORIES

Inventories, representing finished goods for resale, are stated at the lower of costs and net realisable value. Cost is calculated using first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

PROVISIONS

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

3. 重大會計政策 (續)

存貨

存貨指可供轉售之製成品，乃按成本及可變現淨值之間的較低者列賬。成本以先入先出方法計算。可變現淨值指存貨估計售價減所有估計完成成本及必要銷售成本計算。

撥備

倘本集團因過往事件而須承擔現有責任，而本集團很可能須履行該項責任，且能可靠估計該責任之金額時，則須確認撥備。

撥備乃經考慮責任所附帶的風險及不確定因素後，根據於報告期末為履行現有責任所需代價之最佳估計計算。倘撥備乃按履行現有責任之估計現金流量計量，其賬面值則按有關現金流量之現值（倘貨幣之時間價值影響重大）計值。

倘用以償還撥備之部份或全部經濟利益預期將從第三方收回，則當實質上確認將收到償款且應收金額能可靠計量時，應收款項方確認為資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

CONTINGENT LIABILITIES ACQUIRED IN A BUSINESS COMBINATION

Contingent liabilities acquired in a business combination are initially measured at fair value at the date of acquisition. At the end of the subsequent report periods, such contingent liabilities are measured at the higher of the amount that would be recognised in accordance with HKAS 37 and the amount initially recognised less cumulative amortisation recognised in accordance with HKAS 18.

FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for accounts receivable arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

3. 重大會計政策 (續)

於業務合併中收購之或然負債

於業務合併中收購之或然負債初始於收購日按公平值計量。在其後報告期末，該或然負債以根據香港會計準則第37號確認之金額及根據香港會計準則第18號初始確認之金額減累計攤銷兩者之較高者計量。

金融工具

金融資產及金融負債於集團實體成為該工具合同條文的訂約方時確認。所有常規方式買賣的金融資產概於交易日予以確認及取消確認。常規方式買賣乃指遵循法規或市場慣例在約定時間內交付資產的金融資產買賣。

金融資產及金融負債初步以公平值計量，惟產生自與客戶的合約之應收賬款（初步按香港財務報告準則第15號計量）除外。收購或發行金融資產及金融負債（按公平值計入損益（「按公平值計入損益」）的金融資產或金融負債除外）直接應佔的交易成本於初步確認時加入或從金融資產或金融負債的公平值扣除（倘適用）。收購按公平值計入損益的金融資產或金融負債直接應佔的交易成本即時在損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest/dividend income which are derived from the Group's ordinary course of business are presented as revenue.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. 重大會計政策 (續)

金融工具 (續)

實際利率法為計算金融資產或金融負債的攤銷成本以及分配相關期間的利息收入及利息開支之方法。實際利率乃於初步確認時按金融資產或金融負債的預期年期或適用的較短期間內確切貼現估計未來現金收入及付款（包括構成實際利率不可或缺部分的所有已付或已收費用及點數、交易成本及其他溢價或貼現）至賬面淨值的利率。

源自本集團一般業務過程的利息／股息收入呈列為收益。

金融資產

金融資產的分類及其後計量

滿足以下條件的金融資產其後按攤銷成本計量：

- 以收取合約現金流量為目的之經營模式下持有之金融資產；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“FVTOCI”):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及其後計量 (續)

滿足以下條件的金融資產其後按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量:

- 以同時出售及收取合約現金流量及出售為目的之經營模式下持有之金融資產; 及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

所有其他金融資產其後按公平值計入損益計量, 惟於初始確認金融資產, 倘該股本投資既非持作買賣, 亦非香港財務報告準則第3號業務合併所適用之業務合併收購方確認的或然代價, 本集團可能不可撤銷地選擇於其他全面收益呈列股本投資的其後公平值變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及其後計量 (續)

倘符合下列條件，則金融資產乃分類為持作買賣：

- 其乃主要以於短期內出售為目的而購入；或
- 於初步確認時，其為本集團共同管理之可識別金融工具組合的一部分，並具有短期套利的近期實際模式；或
- 其屬並非指定及作為對沖工具生效的衍生工具。

此外，倘如此可消除或大幅減少會計錯配，則本集團可能不可撤銷地指定一項須按攤銷成本或按公平值計入其他全面收益計量之金融資產以按公平值計入損益計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及其後計量 (續)

(i) 攤銷成本及利息收入

其後按攤銷成本計量的金融資產及其後按公平值計入其他全面收益計量的債務工具／應收款項的利息收入乃使用實際利息法予以確認。就購入或原本已信貸減值之金融資產以外之金融工具而言，利息收入乃透過對金融資產之賬面總值應用實際利率計算，惟其後出現信貸減值之金融資產除外（見下文）。就其後出現信貸減值之金融資產而言，利息收入乃透過對金融資產於下個報告期之攤銷成本應用實際利率而確認。倘已信貸減值之金融工具之信貸風險改善，致使有關金融資產不再出現信貸減值，利息收入乃透過對金融資產於有關資產獲確定不再出現信貸減值後之報告期開始起之賬面總值應用實際利率而確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the “other gains and losses” line item.

Impairment of financial assets

The Group perform impairment assessment under expected credit loss (“ECL”) model on financial assets which are subject to impairment under HKFRS 9 (including accounts receivables, deposit and other receivables, note receivable and cash and cash equivalents). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及其後計量 (續)

(ii) 按公平值計入損益計量之金融資產

不符合按攤銷成本或按公平值計入其他全面收益或指定為按公平值計入其他全面收益準則的金融資產按公平值計入損益計量。

於各報告期末，按公平值計入損益的金融資產按公平值計量，而任何公平值收益或虧損則在損益中確認。在損益中確認的收益或虧損淨額包括金融資產所賺取的任何股息或利息，並計入「其他收益及虧損」項目內。

金融資產減值

本集團根據香港財務報告準則第9號就發生減值之金融資產（包括應收賬款、按金及其他應收款項、應收票據及現金及現金等價物）按預期信貸虧損（「**預期信貸虧損**」）模式進行減值評估。預期信貸虧損的金額於各報告日期更新，以反映自初始確認後信貸風險的變化。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

Impairment of financial assets (Continued)

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“**12m ECL**”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, 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. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

3. 重大會計政策 (續)

金融工具 (續)

金融資產減值 (續)

全期預期信貸虧損指於相關工具的預期年期內所有潛在違約事件所產生的預期信貸虧損。相反，12個月預期信貸虧損（「**12個月預期信貸虧損**」）指預期將於報告日期後12個月內可能發生的違約事件所產生的全期預期信貸虧損部分。評估是根據本集團過往信貸虧損經驗進行，並就債務人的特定因素、整體經濟狀況及於報告日期的現時狀況及未來狀況預測的評估作出調整。

本集團計量金額相等於12個月預期信貸虧損的虧損撥備，除非信貸風險自初步確認以來顯著增加，則本集團確認全期預期信貸虧損。評估應否確認全期預期信貸虧損是基於自初步確認以來發生違約情況的可能性或風險有否顯著增加。

(i) 信貸風險顯著增加

於評估信貸風險自初步確認以來是否顯著增加時，本集團會比較金融工具於報告日期發生違約情況的風險與金融工具於初步確認日期發生違約情況的風險。作出評估時，本集團會考慮合理且可支持的定量及定性資料，包括過往經驗及毋須花費過多成本或努力即可獲得的前瞻性資料。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 90 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

3. 重大會計政策 (續)

金融工具 (續)

金融資產減值 (續)

(i) 信貸風險顯著增加 (續)

具體而言，評估信貸風險是否顯著增加時會考慮以下資料：

- 金融工具外部（如有）或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如債務人的信貸息差、信用違約掉期價格顯著增加；
- 商業、金融或經濟情況目前或預期出現不利變動，預計將導致債務人履行債務責任的能力顯著下降；
- 債務人的經營業績實際或預期顯著惡化；
- 債務人的監管、經濟或技術環境出現實際或預期重大不利變動，導致債務人履行債務責任的能力顯著下降。

不論上述評估之結果如何，本集團認為，當合約付款逾期超過90日，則自初始確認以來信貸風險已顯著增加，除非本集團有合理且可支持之資料證明則另作別論。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. 重大會計政策 (續)

金融工具 (續)

金融資產減值 (續)

(i) 信貸風險顯著增加 (續)

儘管上文所述，倘一項債務工具於報告日期被釐定為低信貸風險，則本集團假設該項債務工具之信貸風險自初始確認以來並無顯著增加。在下列情況下，一項債務工具被釐定為具有低信貸風險：i) 其違約風險低；ii) 借款人近期具充分之能力以履行合約現金流量責任；及iii) 長遠經濟及業務狀況之不利變動或會（但非必然）降低借款人履行其合約現金流量責任的能力。倘一項債務工具之內部或外部信貸評級為國際通用之「投資評級」，則本集團認為該債務工具擁有低信貸風險。

本集團定期監控用以識別信貸風險有否顯著增加的標準之效益，且修訂標準（如適當）來確保標準能在金額逾期前識別信貸風險顯著增加。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

Impairment of financial assets (Continued)

(ii) Definition of default

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 180 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

3. 重大會計政策 (續)

金融工具 (續)

金融資產減值 (續)

(ii) 違約定義

不論上文為何，本集團都認為，已於金融資產逾期超過180日後發生違約，惟本集團有合理且可支持資料來顯示更加滯後的違約標準更為恰當。

(iii) 信貸減值金融資產

金融資產在一項或以上違約事件（對該金融資產估計未來現金流量構成不利影響）發生時出現信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察數據：

- (a) 發行人或借款人的重大財困；
- (b) 違反合約（如違約或逾期事件）；
- (c) 借款人的貸款人因有關借款人財困的經濟或合約理由而向借款人批出貸款人不會另行考慮的優惠；
- (d) 借款人將可能陷入破產或其他財務重組；或
- (e) 因財困而導致金融資產活躍市場消失。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

Impairment of financial assets (Continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of accounts receivable, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16 (since 1 January 2019) or HKAS 17 (prior to 1 January 2019) Leases.

3. 重大會計政策 (續)

金融工具 (續)

金融資產減值 (續)

(iv) 撇銷政策

資料顯示對手方處於嚴重財困及無實際收回可能時(例如對手方被清盤或已進入破產程序時),或就應收賬款而言,當金額已逾期超過兩年(以較早發生者為準),本集團則撇銷金融資產。經考慮法律意見後(倘合適),遭撇銷的金融資產可能仍須按本集團收回程序進行強制執行活動。撇銷構成取消確認事項。任何其後收回在損益中確認。

(v) 計量及確認預期信貸虧損

預期信貸虧損的計量乃違約概率、違約虧損率(即違約造成虧損的幅度)及違約風險的函數。違約概率及違約虧損率乃根據經前瞻性資料調整的歷史數據進行評估。預期信貸虧損的估計反映無偏頗及概率加權數額,其乃根據加權的相應違約風險而釐定。

一般而言,預期信貸虧損按根據合約應付本集團的所有合約現金流量與本集團預期收取的現金流量之間的差額估計,並按初步確認時釐定的實際利率貼現。就應收租賃而言,用於釐定預期信貸虧損的現金流量與根據香港財務報告準則第16號(自二零一九年一月一日起)或香港會計準則第17號(於二零一九年一月一日前)租賃計量應收租賃所用的現金流量貫徹一致。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the basis below:

- Nature of financial instruments (i.e. the Group's trade and other receivables are each assessed as a separate group. Loans to related parties are assessed for expected credit losses on an individual basis);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

3. 重大會計政策 (續)

金融工具 (續)

金融資產減值 (續)

(v) 計量及確認預期信貸虧損 (續)

倘預期信貸虧損按集體基準計量或迎合個別工具水平證據未必存在的情況，則金融工具按以下基準歸類：

- 金融工具性質（即本集團貿易應收賬款及其他應收款項各自評為獨立組別，授予關聯方的貸款按個別基準評估預期信貸虧損）；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級（倘適用）。

歸類工作經管理層定期檢討，以確保各組別成份繼續分擔類似信貸風險特性。

利息收入乃根據金融資產之賬面總額計算，除非金融資產作出信貸減值，在此情況下，利息收入按金融資產之攤銷成本計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which HKFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

3. 重大會計政策 (續)

金融工具 (續)

金融負債及股本工具

分類為債務或權益

債務及股本工具根據合約安排的實質以及金融負債及股本工具的釋義分類為金融負債或權益。

股本工具

股本工具是證明於本集團經扣除其所有負債之後資產的剩餘權益的任何合約。本集團所發行之股本工具按已收所得款項扣減直接發行成本確認。

購回本公司自身股本工具直接於權益確認及扣除。損益內概無有關購買、銷售、發行或註銷本公司自身股本工具的收益或虧損。

按公平值計入損益之金融負債

當金融負債為(i)香港財務報告準則第3號適用業務合併內收購方的或然代價，(ii)持作買賣或(iii)指定為按公平值計入損益，則金融負債分類為按公平值計入損益。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities at FVTPL (Continued)

A financial liability other than a financial liability held for trading or contingent consideration that may be paid by an acquirer as part of a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial liabilities at FVTPL are measured at fair value, with changes at fair value arising on remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any interest paid on the financial liabilities.

3. 重大會計政策 (續)

金融工具 (續)

金融負債及股本工具 (續)

按公平值計入損益之金融負債 (續)

除持作買賣之金融負債或收購方可能支付作為業務合併一部份的或然代價之外，金融負債可在下列情況於初步確認時指定為按公平值計入損益：

- 該指定消除或大幅減少可能會出現的計量或確認方面的一致性；或
- 該金融負債構成一組金融資產或金融負債或金融資產或兩者之一部份，而根據本集團制定的風險管理或投資策略，該金融負債乃以公平值為基準進行管理及評估績效，且有關分組之資料乃按此基準向內部提供；或
- 其構成包含一項或多項嵌入衍生工具的合約之一部份，而香港財務報告準則第9號允許將整個組合合約（資產或負債）指定為按公平值計入損益。

按公平值計入損益之金融負債按公平值計量，重新計量所產生之公平值變動於產生期間直接在損益中確認。於損益確認之收益或虧損淨額不包括就金融負債所支付之任何利息。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities at amortised cost

Financial liabilities including accounts payable, other payables and accruals, bank borrowings and convertible notes are subsequently measured at amortised cost, using the effective interest method.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 重大會計政策 (續)

金融工具 (續)

金融負債及股本工具 (續)

按攤銷成本計量之金融負債

金融負債 (包括應付賬款、其他應付款項及應計款項、銀行借款及可換股票據) 其後採用實際利率法按攤銷成本計量。

終止確認

僅於資產現金流量之合約權利屆滿時，或將金融資產及該資產所有權之絕大部份風險及回報轉讓予其他實體時，本集團方會終止確認金融資產。倘本集團並無轉讓亦無保留所有權之絕大部份風險及回報，並繼續控制轉讓資產，則本集團會繼續以其持續參與該項資產的程度為限確認該項資產及確認相關負債。倘本集團保留轉讓金融資產所有權之絕大部份風險及回報，本集團會繼續確認金融資產，並就所收取之所得款項確認抵押借款。

於終止確認按攤銷成本計量之金融資產時，資產賬面值與已收及應收代價總和之差額，乃於損益內確認。

本集團僅於其責任已被解除、註銷或屆滿時方會終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價之差額乃於損益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

GOVERNMENT GRANTS

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants that are 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 are recognised in profit or loss in the period in which they become receivable.

RELATED PARTIES

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

- (a) A person or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group.

3. 重大會計政策 (續)

政府補貼

政府補貼於可合理確定本集團將遵守補貼附帶之條件及收取補貼時方予確認。

作為已產生開支或虧損之補償或向本集團提供即時財務資助(並無日後相關成本)而可收取之政府補貼,乃於其成為可收取之期間於損益中確認。

關聯方

倘任何人士符合以下條件,則視為本集團的關聯方:

- (a) 倘一名人士符合以下條件,則該人士或其關係密切家庭成員為本集團的關聯方:
 - (i) 控制或共同控制本集團;
 - (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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

RELATED PARTIES (Continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) both entities are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (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.

3. 重大會計政策 (續)

關聯方 (續)

- (b) 倘某一實體符合下列任何一項條件，則為本集團的關聯方：
- (i) 該實體與本集團屬同一集團之成員公司（即意味各母公司、附屬公司及同系附屬公司為其他方的關聯方）；
 - (ii) 一家實體為另一實體（或另一家實體之母公司、附屬公司或同系附屬公司）之聯營公司或合營公司；
 - (iii) 兩家實體均為同一第三方之合營公司；
 - (iv) 一家實體為第三方實體之合營公司，而另一家實體為第三方實體之聯營公司；
 - (v) 該實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃；
 - (vi) 該實體受(a)定義之人士控制或共同控制；
 - (vii) (a)(i) 定義之人士對該實體有重大影響力或屬該實體（或該實體之母公司）之主要管理人員；及
 - (viii) 該實體或其所屬集團任何成員公司向本集團或本集團母公司提供主要管理人員服務。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

RELATED PARTIES (Continued)

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependants of that person or that person's spouse or domestic partner.

A transaction is considered to be a related party transaction when there is a transfer of resources, or obligations between the Group and a related party, regardless of whether a price is charged.

SEGMENT REPORTING

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

3. 重大會計政策 (續)

關聯方 (續)

一名人士之關係密切家庭成員指預期在其與實體進行交易時可能影響該人士或受該人士影響的家庭成員。

- (a) 該人士的子女及配偶或同居伴侶；
- (b) 該人士的配偶或同居伴侶的子女；及
- (c) 該人士或該人士的配偶或同居伴侶的受養人。

當資源或責任於本集團與關聯方之間轉移時，一項交易被視為關聯方交易，而不論是否收取價格。

分部報告

經營分部及於財務報表中報告的每個分部項目款額，乃從就向本集團各個業務及業務所在地分配資源及評估表現而定期提供予本集團最高級行政管理人員的財務資料中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

SEGMENT REPORTING (Continued)

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

3. 重大會計政策 (續)

分部報告 (續)

除非分部的經濟特徵相似且在產品及服務性質、生產過程性質、顧客類型及分類、用以分銷產品或提供服務的方式及監管環境性質方面均相似，否則個別重大的經營分部不會為編製財務報告而將其合計。倘個別非重大的經營分部共同具有上述大部份的特徵，則可將其合計。

4. 重大會計判斷及估計不明朗因素的主要來源

於應用本集團的會計政策時（載於附註3），本公司董事須就資產及負債的賬面值作出不易由其他來源得出的判斷、估計及假設。估計及有關假設乃基於過往經驗及被認為屬相關的其他因素作出。實際結果可能與該等估計有所不同。

估計及相關假設會持續進行評核。倘對會計估計的修訂倘僅影響對估計作出修訂之期間，則於有關期間內確認，或倘修訂對當前及未來期間均有影響，則於修訂期間及未來期間確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

CRITICAL JUDGEMENT

Determination on lease term of contracts with renewal options

The Group applies judgment to determine the lease term for lease contracts in which it is a lessee that include renewal option, specifically, the leases relating to data centre and equipment. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable. Leases are considered no longer enforceable when the Group as the lessee and the relevant lessors both have the right to terminate the lease without permission from the other party with no more than an insignificant contractual penalty.

The assessment of whether the Group is reasonably certain to exercise renewal options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognised. Re-assessment is performed upon the occurrence of either a significant event or a significant change in circumstances that is within the control of lessee and that affects the assessment.

When assessing reasonable certainty, the Group considers all relevant facts and circumstances including economic incentives/penalties for exercising or not exercising the options. Factors considered include:

- the extent of leasehold improvements undertaken by Group;
- costs relating to termination of the lease (e.g. relocation costs, costs of identifying another underlying asset suitable for the Group's needs);

4. 重大會計判斷及估計不明朗因素的主要來源 (續)

重大判斷

釐定具重續選擇權的合約租期

本集團採用判斷來釐定其為承租人的租賃合約(包含重續選擇權)的租期,尤其是與數據中心及設備有關的租賃。於釐定租期及評估不可撤銷的期限時,本集團應用合約的定義並釐定合約可強制執行的期間。當本集團作為承租人且相關出租人均有權在未經另一方許可的情況下終止租賃,且合約費用不超過微不足道的合約罰款時,租賃被視為不再可強制執行。

有關本集團是否合理確定行使重續選擇權的評估會影響租期,此舉嚴重影響已確認之租賃負債及使用權資產金額。倘發生於承租人控制範圍內且影響評估的重大事件或情況的重大變化,則會進行重新評估。

於評估合理確定性時,本集團會考慮所有相關事實及情況,包括行使或不行使選擇權的經濟獎勵/處罰。經計及的因素包括:

- 本集團對租賃修訂進行的程度;
- 與終止租賃有關的成本(如搬遷成本、確定適合本集團需求的另一項相關資產的成本);

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

KEY SOURCES OF ESTIMATION UNCERTAINTY

The following are 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.

Impairment of property, plant and equipment and right-of-use assets

The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risk specific to the asset, which required significant judgment relating to level of revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of revenue and operating costs. At 31 December 2020, the carrying amount of property, plant and equipment and right-of-use assets were approximately HK\$2,618,404,000 (2019: HK\$1,671,490,000) and approximately HK\$307,574,000 (2019: HK\$83,983,000), respectively. Details are disclosed in Notes 17 and 18.

4. 重大會計判斷及估計不明朗因素的主要來源 (續)

估計不明朗因素的主要來源

以下為有關未來的關鍵假設以及於報告期末有關估計不明朗因素的其他主要來源，具有導致下一財政年度資產及負債賬面值作出重大調整的重大風險。

物業、廠房及設備以及使用權資產減值

資產可收回金額為淨售價及使用價值的較高者。在估計使用價值時，乃將預計未來現金流量貼現至其現值，使用貼現率為可反映貨幣時間值之現時市場評估及該資產特定風險值之稅前貼現率，並需要對收入水準及經營成本作出重大判斷。本集團利用所有現有資料對可收回金額作合理估算，包括合理及有依據的假設以及收入及經營成本的估算。於二零二零年十二月三十一日，物業、廠房及設備以及使用權資產的賬面值分別約為2,618,404,000港元（二零一九年：1,671,490,000港元）及約307,574,000港元（二零一九年：83,983,000港元）。詳情披露於附註17及18。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Provision of ECL for financial assets carried at amortised cost

The Group uses to calculate ECL for the financial assets carried at amortised cost. The provision rates are based on internal credit ratings as groupings of various debtors that have similar loss patterns. The is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, financial assets carried at amortised cost with significant balances and credit impaired are assessed for ECL individually.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's financial assets carried at amortised cost are disclosed in Note 6.

Estimated impairment of goodwill and intangible assets

Determining whether goodwill and intangible assets are impaired requires an estimation of the value-in-use of the cash-generating units to which goodwill has been allocated. The value-in-use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2020, the carrying amount of goodwill amounted to approximately HK\$116,047,000 (2019: HK\$116,047,000) (net of accumulated impairment loss amounted to approximately HK\$266,544,000 (2019: HK\$266,544,000)) and carrying amount of intangible assets amounted to approximately HK\$101,231,000 (2019: HK\$157,816,000) (net of accumulated amortisation and impairment loss amounted to approximately HK\$322,031,000 (2019: HK\$264,292,000)). Details are disclosed in Notes 20 and 21.

4. 重大會計判斷及估計不明朗因素的主要來源(續)

估計不明朗因素的主要來源(續)

按攤銷成本計量之金融資產之預期信貸虧損撥備

本集團計算按攤銷成本計量之金融資產之預期信貸虧損。撥備率乃基於對具有類似虧損型態的不同債務人組別進行的內部信貸評級釐定。撥備矩陣乃基於本集團的歷史違約率，當中已計及毋須不必要的成本或努力即可獲得且屬合理可支持的前瞻性資料。於各報告日期，可觀察的歷史違約率會重新評估，並考慮前瞻性資料的變動。此外，具有重大結餘的按攤銷成本計量之金融資產及已發生減值的信貸將單獨評估預期信貸虧損。

預期信貸虧損撥備對估計變動尤為敏感。有關預期信貸虧損及本集團按攤銷成本計量之金融資產的資料於附註6披露。

商譽及無形資產的估計減值

釐定商譽及無形資產有否減值時，需要對已獲分配商譽的現金產生單位使用價值作出估計。本集團計算使用價值時，需要估計預期該現金產生單位日後所產生的現金流量及合適折現率，方可計算其現值。若日後的實際現金流量少於預期，則可能出現重大減值虧損。於二零二零年十二月三十一日，商譽之賬面值約為116,047,000港元（二零一九年：116,047,000港元）（經扣除累計減值虧損金額約266,544,000港元（二零一九年：266,544,000港元））及無形資產之賬面值約為101,231,000港元（二零一九年：157,816,000港元）（經扣除累計攤銷及減值虧損金額約322,031,000港元（二零一九年：264,292,000港元））。詳情於附註20及21披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimate are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt, which includes borrowings disclosed in Note 31, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors of the Company consider the cost of capital and the risks associates with each class of capital. Based on the recommendations of the Directors, the Group will balance its overall capital structure through the new share issues as well as the issue of new debt or the redemption of the existing debt.

4. 重大會計判斷及估計不明朗因素的主要來源 (續)

估計不明朗因素的主要來源 (續)

所得稅

本集團須繳納若干司法權區的所得稅。釐定所得稅撥備時需要作出重大估計。於日常業務過程中，許多交易及計算所涉及的最終稅項未能明確釐定。倘該等事件的最終稅務結果與初始記錄的金額存在差異，則該等差額將影響作出有關釐定期間的所得稅及遞延稅項撥備。

5. 資本風險管理

本集團管理其資本以保障旗下實體能持續經營業務，並透過實現債務與權益之間的最佳平衡，為股東帶來最大回報。本集團之整體策略與過往年度維持不變。

本集團之資本架構包括債務（包括於附註31所披露之借款）減去現金及現金等價物及本公司擁有人應佔權益（包括已發行股本及儲備）。

本公司董事定期檢討資本架構。作為此檢討之一部份，本公司董事考慮資本之成本及與各類資本相關之風險。根據董事之建議，本集團將透過發行新股份及發行新債務或贖回現有債務之方式平衡整體資本架構。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS

6. 金融工具

CATEGORIES OF FINANCIAL INSTRUMENTS

金融工具類別

		Year ended 31 December 2020 截至 二零二零年 十二月三十一日 止年度 HK\$'000 千港元	Year ended 31 December 2019 截至 二零一九年 十二月三十一日 止年度 HK\$'000 千港元
Financial assets	金融資產		
At amortised cost	按攤銷成本		
Accounts receivable	應收賬款	90,808	112,279
Deposits and other receivables	按金及其他應收款項	103,393	77,203
Note receivable	應收票據	-	61,586
Cash and cash equivalents	現金及現金等價物	31,143	17,926
		225,344	268,994
Financial liabilities	金融負債		
At amortised cost	按攤銷成本		
Accounts payable	應付賬款	52,811	68,195
Other payables and accruals	其他應付款項及應計款項	124,034	78,226
Lease liabilities	租賃負債	465,705	49,354
Borrowings	借款	1,601,122	1,081,449
		2,243,672	1,277,224

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

The Group's financial instruments include accounts receivable, deposits and other receivables, note receivable, cash and cash equivalents, accounts payable, other payables and accruals, lease liabilities and borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency, interest rates and price risk.

Market risk exposures are further measured by sensitivity analysis. There has been no significant change to the Group's exposure to market risks or the manner in which it manages and measures the risk. Details of each type of market risks are described as follows:

Currency risk

Several subsidiaries of the Group have certain foreign currency transaction, which expose the Group to foreign currency risk.

6. 金融工具 (續)

金融風險管理目標及政策

本集團之金融工具包括應收賬款、按金及其他應收款項、應收票據、現金及現金等價物、應付賬款、其他應付款項及應計款項、租賃負債及借款。該等金融工具之詳情於各相關附註披露。有關該等金融工具之風險包括市場風險（貨幣風險、利率風險及價格風險）、信貸風險及流動資金風險。有關降低該等風險之政策乃於下文載列。管理層將管理及監控該等風險，以確保及時有效地實施適當之措施。

市場風險

本集團業務主要面對外幣、利率變動之金融風險及價格風險。

所面對之市場風險乃以敏感度分析進一步計量。本集團面對之市場風險或其管理及計量風險之方式並無重大改變。各類市場風險詳述如下：

貨幣風險

本集團之若干附屬公司擁有若干外幣交易，令本集團面對外幣風險。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (Continued)

Market risk (Continued)

Currency risk (Continued)

The carrying amounts of the Group's USD denominated monetary assets and monetary liabilities at the end of reporting period are as follows:

		Liabilities		Assets	
		負債		資產	
		2020	2019	2020	2019
		二零二零年	二零一九年	二零二零年	二零一九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
USD	美元	-	13,399	-	29,232

The Group currently does not have a foreign currency hedging policy. However, the management has closely monitored the Group's foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

Sensitivity analysis

As HK\$ is pegged to USD, the financial impact on exchange risk is expected to be insignificant.

The Group's sensitivity to foreign currency has decreased during the year ended 31 December 2020 mainly due to the cessation of operation of subsidiaries which involved in trading activities in USD.

6. 金融工具 (續)

金融風險管理目標及政策 (續)

市場風險 (續)

貨幣風險 (續)

於報告期末，本集團以美元計值之貨幣資產及貨幣負債的賬面值如下：

本集團現時並無外幣對沖政策。然而，管理層會嚴密監控本集團之外匯風險，且於必要時將考慮對沖重大外幣風險。

敏感度分析

由於港元與美元掛鈎，匯率風險的財務影響預計並不重大。

本集團於截至二零二零年十二月三十一日止年度對外幣之敏感度減少，主要由於從事美元貿易活動的附屬公司停止營運所致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (Continued)

Market risk (Continued)

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to lease liabilities. The Group is also exposed to cash flow interest rate risk in relation to variable rate bank borrowings. The Group has no other significant interest-bearing assets and liabilities. Details of the Group's borrowings have been disclosed in Note 31 to the consolidated financial statements.

The Group has not entered into any interest rate swaps to hedge its exposure to interest risks.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of PRC Loan Prime Rate arising from the Group's RMB borrowings. The Group aims at keeping borrowings at variable rates. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook.

Interest rate profile

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period:

		2020 二零二零年		2019 二零一九年	
		Effective interest rates 實際利率 %	HK\$'000 千港元	Effective interest rates 實際利率 %	HK\$'000 千港元
Variable rate borrowings:	變動利率借款：				
Borrowings	借款	7.75	1,601,122	5.74	1,081,449

6. 金融工具 (續)

金融風險管理目標及政策 (續)

市場風險 (續)

利率風險

本集團面臨有關租賃負債的公平值利率風險。本集團亦面臨有關浮息銀行借款的現金流量利率風險。本集團並無其他重大計息資產及負債。本集團借款之詳情已於綜合財務報表附註31披露。

本集團並無訂立任何利率掉期以對沖所面對之利率風險。

本集團之現金流量利率風險主要集中於本集團之人民幣借貸所產生之中國貸款基準利率波動。本集團旨在按浮息維持借款。本集團根據利息水平及前景評估任何利率變動帶來的潛在影響，藉以管理其利率風險。

利率概況

下表詳列於報告期末本集團借款之利率概況：

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (Continued)

Market risk (Continued)

Interest rate profile (Continued)

Sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year.

As at 31 December 2020, it is estimated that a general increase/decrease of 100 basis points in interest rates would increase/decrease the Group's loss after tax and accumulated losses by approximately HK\$2,034,000 (2019: approximately HK\$85,000). Bank balances are excluded from sensitivity analysis as the management considers that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant.

Price risk

The Group did not have investments in equity securities for treasury purpose and therefore is not exposed to equity price risk. The management has a policy to monitor the Group's exposure to price risk by maintaining a portfolio of investments with different risk and return profiles and will consider hedging the risk exposure should the need arises.

6. 金融工具 (續)

金融風險管理目標及政策 (續)

市場風險 (續)

利率概況 (續)

敏感度分析

下列敏感度分析乃根據報告期末面臨的利率風險釐定。有關分析乃假設報告期末發行在外的金融工具於整年發行在外而編製。

於二零二零年十二月三十一日，估計倘若整體利率增加／減少100個基點將增加／減少本集團除稅後虧損及累計虧損約2,034,000港元（二零一九年：約85,000港元）。銀行結餘自敏感度分析中剔除，乃因管理層認為浮動利率銀行結餘產生的現金流量利率風險屬微不足道。

價格風險

本集團並無就庫務目的投資於股本證券，故並無承受股本價格風險。管理層訂有政策監察本集團價格風險，包括持有風險及回報情況不同的投資組合，並將於有需要時考慮對沖有關風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (Continued)

Market risk (Continued)

Credit risk

The credit risk of the Group mainly arises from cash and cash equivalents, accounts receivable, deposit and other receivables and note receivable. The carrying amounts of these balances represent the Group's maximum exposure to credit risk in relation to financial assets.

In respect of bank balances, the credit risk is considered to be low as the counterparties are reputable banks. The existing counterparties do not have defaults in the past. Therefore, expected credit loss rate of cash at bank is assessed to be close to zero and no provision was made as of 31 December 2020 and 2019.

The Group applies the general approach to provide for expected credit losses prescribed by HKFRS 9, which uses 12-month expected credit loss provision for all financial assets carried at amortised cost. To measure the expected credit losses, financial assets carried at amortised cost have been grouped based on shared credit risk characteristics. The Group has performed historical analysis and identified the key economic variables impacting credit risk and expected credit loss. It considers available reasonable and supportive forwarding-looking information.

As at 31 December 2020 and 2019, financial assets carried at amortised cost that are individually significant have been separately assessed for impairment. The Group makes periodic assessments on the recoverability of the receivables based on the background and reputation of the customers, historical settlement records and past experience.

6. 金融工具 (續)

金融風險管理目標及政策 (續)

市場風險 (續)

信貸風險

本集團的信貸風險主要因現金及現金等價物、應收賬款、按金及其他應收款項以及應收票據而產生。該等結餘的賬面值即本集團就金融資產所承受的最大信貸風險。

就銀行結餘而言，倘對手方屬信譽良好之銀行，信貸風險被視為低風險。現有對手方於過往並無違約記錄。因此，於二零二零年及二零一九年十二月三十一日，銀行現金之預期信貸虧損率被評估為近乎為零且並無計提撥備。

本集團應用香港財務報告準則第9號所訂明的一般方法就預期信貸虧損作出撥備，該規定對所有按攤銷成本計量之金融資產採用12個月預期信貸虧損撥備。為計量預期信貸虧損，按攤銷成本計量之金融資產已根據攤估信貸風險特點予以分類。本集團已執行歷史分析並識別出影響信貸風險及預期信貸虧損的主要經濟變量。本集團考慮可獲得的合理可支持的前瞻性資料。

於二零二零年及二零一九年十二月三十一日，屬個別重大的按攤銷成本計量之金融資產已單獨進行減值評估。根據客戶背景及聲譽、歷史結算記錄及過往經驗，本集團定期評估應收款項的可收回性。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (Continued)

Market risk (Continued)

Credit risk (Continued)

Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed annually. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts.

Majority of the Group's revenue and accounts receivables arise received from individual customers in relation to sales of telecommunication products and services and are transacted in cash or credit. As at the end of the year, the top five debtors and the largest debtor accounted for approximately 63% and 45% (2019: 63% and 21%), of the Group's accounts receivable balance. In view of the history of business dealings with the debtors and the sound collection history of the receivables due from them, management believes that there is no material credit risk inherent in the Group's outstanding receivable balance due from these debtors saved for the debtor related to the impaired accounts receivable disclosed in the below. Management makes periodic assessment on the recoverability of the trade and other receivables based on historical payment records, the length of overdue period, the financial strength of the debtors and whether there are any disputes with the debtors.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Accounts receivables are due within 90 to 210 days from the date of billing. Normally, the Group does not obtain collateral from customers.

6. 金融工具 (續)

金融風險管理目標及政策 (續)

市場風險 (續)

信貸風險 (續)

於接納任何新客戶前，本公司使用內部信貸評分系統評估潛在客戶之信貸質素及按客戶確定信貸限額。本公司每年均會檢討客戶之限額及評分。本公司亦設有其他監察程序，確保採取跟進行動以收回逾期債項。

本集團大部分收益及應收賬款乃就銷售電訊產品及服務向個別客戶收取，並以現金或信貸交易。於年末，五大債務人及最大債務人分別佔本集團應收賬款結餘的約63%及45%（二零一九年：63%及21%）。鑒於過往與債務人的業務往來與應收彼等款項的良好收款記錄，管理層相信本集團未收回應收該等債務人的款項結餘並無重大內在信貸風險，惟下文所披露有關減值應收賬款之債務人除外。管理層基於過往付款記錄、逾期時間、債務人的財務實力以及與債務人有否任何紛爭，就貿易及其他應收款項的可收回性作出定期評估。

個別信貸評估就所有需獲提供超越一定額度信貸的客戶進行。該等評估集中於客戶過往於賬項到期時的還款記錄及目前的還款能力，並考慮客戶的特定資料以及客戶營運所處經濟環境。應收賬款自開票日期起90至210日內到期。一般而言，本集團不會自客戶收取抵押品。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (Continued)

Market risk (Continued)

Credit risk (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Accounts receivable	Other financial assets/other items
內部信貸評級	概述	應收賬款	其他金融資產/ 其他項目
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL – not credit-impaired	Lifetime ECL-not credit impaired
低風險	對手方違約率低且並無任何逾期款項	全期預期信貸虧損 – 未出現信貸減值	全期預期信貸虧損 – 未出現信貸減值
Watch list	Debtor frequently repays after due dates but usually settle in full	Lifetime ECL – not credit-impaired	Lifetime ECL-not credit impaired
觀察名單	債務人時常於到期日後還款但通常全數結算	全期預期信貸虧損 – 未出現信貸減值	全期預期信貸虧損 – 未出現信貸減值
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired
虧損	有證據表明資產出現信貸減值	全期預期信貸虧損 – 出現信貸減值	全期預期信貸虧損 – 出現信貸減值
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off
撇銷	有證據表明債務人發生重大財困且本集團無實際收回前景	金額已撇銷	金額已撇銷

6. 金融工具 (續)

金融風險管理目標及政策 (續)

市場風險 (續)

信貸風險 (續)

本集團內部信貸風險評級評估包括以下類別：

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (Continued)

Market risk (Continued)

Credit risk (Continued)

The tables below detail the credit risk exposures of the Group's financial assets, accounts receivable, note receivable and other financial asset at amortised cost, which are subject to ECL assessment:

6. 金融工具 (續)

金融風險管理目標及政策 (續)

市場風險 (續)

信貸風險 (續)

下表詳述本集團須進行預期信貸虧損評估之金融資產、應收賬款、應收票據及按攤銷成本計量之其他金融資產信貸風險狀況：

	Internal credit rating 內部 信貸評級	2020 二零二零年		2019 二零一九年	
		Gross carrying amount 賬面總值		Gross carrying amount 賬面總值	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial assets at amortised costs 按攤銷成本計量之金融資產					
Accounts receivable 應收賬款	Low risk 低風險	-	-	-	-
	Watch risk 觀察風險	100,454		131,118	
	Loss 虧損	14,643	115,097	26,214	157,332
Note receivable 應收票據	Watch risk 觀察風險	-	-	71,883	71,883
Deposits and other receivables 按金及其他應收款項	Low risk 低風險	-	-	-	-
	Watch risk 觀察風險	106,622		89,884	
	Loss 虧損	21,214	127,836	4,671	94,555

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (Continued)

Market risk (Continued)

Credit risk (Continued)

The following tables shows the movement in lifetime ECL that has been recognised for accounts receivable, deposits and other receivables and note receivable:

Accounts receivable

		Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (並無信貸減值) HKD'000 千港元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) HKD'000 千港元	Total 總計 HKD'000 千港元
As at 1 January 2019	於二零一九年一月一日	42,705	-	42,705
Changes due to financial instruments recognised as at 1 January	因於一月一日確認金融工具導致變動			
- Transfer to credit-impaired	- 轉為信貸減值	(11,578)	11,578	-
- Impairment losses recognised	- 已確認減值虧損	12,604	15,248	27,852
- Reversal of impairment losses recognised	- 已確認減值虧損撥回	(22,370)	-	(22,370)
- Disposal of subsidiaries	- 出售附屬公司	(2,539)	-	(2,539)
- Exchange adjustments	- 匯兌調整	(380)	(215)	(595)
As at 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	18,442	26,611	45,053
Changes due to financial instruments recognised as at 1 January	因於一月一日確認金融工具導致變動			
- Transfer to credit-impaired	- 轉為信貸減值	(137)	137	-
- Impairment losses recognised	- 已確認減值虧損	2,108	1,831	3,939
- Reversal of impairment losses recognised	- 已確認減值虧損撥回	(11,804)	-	(11,804)
- Disposal of subsidiaries	- 出售附屬公司	-	(14,694)	(14,694)
- Exchange adjustments	- 匯兌調整	446	1,349	1,795
As at 31 December 2020	於二零二零年十二月三十一日	9,055	15,234	24,289

6. 金融工具 (續)

金融風險管理目標及政策 (續)

市場風險 (續)

信貸風險 (續)

下表列示就應收賬款、按金及其他應收款項及應收票據確認之全期預期信貸虧損變動：

應收賬款

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (Continued)

Market risk (Continued)

Credit risk (Continued)

Deposits and other receivables

6. 金融工具 (續)

金融風險管理目標及政策 (續)

市場風險 (續)

信貸風險 (續)

按金及其他應收款項

		Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (並無信貸減值) HKD'000 千港元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) HKD'000 千港元	Total 總計 HKD'000 千港元
As at 1 January 2019	於二零一九年一月一日	24,145	47,146	71,291
Changes due to financial instruments recognised as at 1 January	因於一月一日確認金融工具 導致變動			
- Transfer to credit-impaired	- 轉為信貸減值	(4,715)	4,715	-
- Impairment losses recognised	- 已確認減值虧損	12,923	781	13,704
- Reversal of impairment losses recognised	- 撥回已確認減值虧損	(12,554)	(4,281)	(16,835)
- Disposal of subsidiaries	- 出售附屬公司	(6,852)	(43,624)	(50,476)
- Exchange adjustments	- 匯兌調整	(266)	(66)	(332)
As at 31 December 2019 and 1 January 2020	於二零一九年十二月 三十一日及二零二零年 一月一日	12,681	4,671	17,352
Changes due to financial instruments recognised as at 1 January	因於一月一日確認金融工具 導致變動			
- Transfer to credit-impaired	- 轉為信貸減值	(1,487)	1,487	-
- Impairment losses recognised	- 已確認減值虧損	1,077	17,664	18,741
- Reversal of impairment losses recognised	- 已確認減值虧損撥回	(8,031)	(219)	(8,250)
- Disposal of subsidiaries	- 出售附屬公司	(1,206)	(3,605)	(4,811)
- Exchange adjustments	- 匯兌調整	195	1,216	1,411
As at 31 December 2020	於二零二零年 十二月三十一日	3,229	21,214	24,443

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (Continued)

Market risk (Continued)

Credit risk (Continued)

Note receivable

6. 金融工具 (續)

金融風險管理目標及政策 (續)

市場風險 (續)

信貸風險 (續)

應收票據

		Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (並無信貸減值) HKD'000 千港元
As at 1 January 2019	於二零一九年一月一日	10,099
Changes due to financial instruments recognised as at 1 January	因於一月一日確認金融工具 導致變動	
– Impairment loss recognised	– 已確認減值虧損	198
As at 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及 二零二零年一月一日	10,297
Changes due to financial instruments recognised as at 1 January	因於一月一日確認金融工具 導致變動	
– Reversal of impairment loss recognised	– 已確認減值虧損撥回	(10,297)
As at 31 December 2020	於二零二零年十二月三十一日	–

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (Continued)

Market risk (Continued)

Credit risk (Continued)

Accounts receivable, note receivable, deposits and other receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period greater than 60-90 days past due.

Impairment losses are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

Liquidity risk

In management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management of the Group monitors the utilisation of bank borrowings and ensures compliance with loan covenant.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, borrowings with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise the rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

6. 金融工具 (續)

金融風險管理目標及政策 (續)

市場風險 (續)

信貸風險 (續)

應收賬款、應收票據、按金及其他應收款項於並無合理預期收回時予以撇銷。有關並無合理預期收回的指標包括(其中包括)債務人無法與本集團達成還款計劃,且無法就逾期超過60至90日的款項作出合約付款。

減值虧損於經營溢利內呈列為減值虧損淨額。其後收回先前已撇銷的金額於則計入同一項目。

流動資金風險

在管理流動資金風險的過程中,本集團會監控並維持管理層認為足夠的現金及現金等價物水平,為本集團的營運提供資金並降低現金流量波動的影響。本集團管理層監控銀行借款的使用情況並確保遵守貸款契諾。

下表詳細列明本集團非衍生金融負債餘下合約的到期期限。該表乃按金融負債於本集團可能被要求償還的最早日期的未貼現現金流量為基準編製。具體而言,附帶按要求還款條款的借款計入最早的時間範疇,而不管銀行選擇行使權力的概率。其他非衍生金融負債的到期日乃根據協定的還款日釐定。該表載列了利息及本金現金流量。倘利息流量為浮動利率,則未貼現金額根據於報告期末之利率計算得出。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (Continued)

Market risk (Continued)

Liquidity risk (Continued)

		Weighted average effective interest rate 加權平均 實際利率 %	Within 1 year or on demand 1年內 或按要求 HK\$'000 千港元	More than 1 year but less than 2 years 1年以上 但2年以下 HK\$'000 千港元	More than 2 years but less than 5 years 2年以上 但5年以下 HK\$'000 千港元	More than 5 years 5年以上 HK\$'000 千港元	Total contractual undiscounted cash flow 合約未貼現 現金流量總額 HK\$'000 千港元	Total carrying amount 賬面總值 HK\$'000 千港元
As at 31 December 2020	於二零二零年十二月三十一日							
Non-derivative financial liabilities	非衍生金融負債							
Accounts payable	應付賬款	-	52,811	-	-	-	52,811	52,811
Other payables and accruals	其他應付款項及應計款項	-	124,034	-	-	-	124,034	124,034
Lease liabilities	租賃負債	6.44%	252,032	28,448	74,245	281,199	635,924	465,705
Borrowings (Note)	借款(附註)	5.05%	231,940	260,339	835,308	599,363	1,926,950	1,601,122
			660,817	288,787	909,553	880,562	2,739,719	2,243,672
As at 31 December 2019	於二零一九年十二月三十一日							
Non-derivative financial liabilities	非衍生金融負債							
Accounts payable	應付賬款	-	68,195	-	-	-	68,195	68,195
Other payables and accruals	其他應付款項及應計款項	-	78,226	-	-	-	78,226	78,226
Lease liabilities	租賃負債	5.53%	11,785	9,577	18,853	20,146	60,361	49,354
Borrowings (Note)	借款(附註)	4.63%	343,928	138,005	462,391	461,905	1,406,229	1,081,449
			502,134	147,582	481,244	482,051	1,613,011	1,277,224

Note: Borrowings are classified as short-term liabilities in the consolidated statement of financial position as they will be repaid upon demand, according to the demand clause of the relevant loan agreements.

6. 金融工具(續)

金融風險管理目標及政策(續)

市場風險(續)

流動資金風險(續)

附註：借款於綜合財務狀況表中分類為短期負債，原因為彼等將根據相關貸款協議的還款條文按要求償還。

FAIR VALUE OF FINANCIAL INSTRUMENTS

In estimating the fair value, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The management of the Group works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

金融工具之公平值

於估計公平值時，本集團使用可獲得的市場可觀察數據。當無法獲得第1級輸入數據時，本集團委任第三方合資格估值師進行估值。本集團管理層與合資格外部估值師緊密合作，為估值模型建立適當的估值技術及輸入數據。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

6. FINANCIAL INSTRUMENTS (Continued)

FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

The Group does not have financial assets and financial liabilities that are measured at fair value on a recurring basis at the end of each reporting period. As to the financial assets and financial liabilities that are not measured at fair value on recurring basis, the management of the Group considers that their carrying amount approximate to the fair values.

FAIR VALUE ESTIMATION

There were no transfer between Level 1, 2 and 3 in both year.

7. REVENUE

Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Provision of data centre services	提供數據中心服務	324,685	320,413
Trading of telecommunication products	買賣電訊產品	115,762	468,361
		440,447	788,774
Others (Note)	其他(附註)	24,461	28,367
		464,908	817,141

Note: Others mainly represent income arising from provision of bus services and system integration services and rental income (2019: others mainly represent income arising from provision of bus services, rental income, insurance brokerage income and software development business services income).

6. 金融工具(續)

金融工具之公平值(續)

本集團於各報告期末並無以經常性基準按公平值計量的金融資產及金融負債。對於並非以經常性基準按公平值計量的金融資產及金融負債，本集團管理層認為其賬面值與公平值相若。

公平值估計

於兩個年度，第一級、第二級及第三級之間並無任何轉撥。

7. 收益

客戶合約收益按重大產品或服務線劃分如下：

附註：其他主要指來自提供公交車服務及系統集成服務及租金收入之收入(二零一九年：其他主要指來自提供公交車服務、租金收入、經紀收入及軟件開發服務業務之收入)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

7. REVENUE (Continued)

7. 收益 (續)

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Disaggregation by timing of revenue recognition:	按收益確認時間劃分：		
At a point in time	時間點	119,525	467,373
Over time	隨時間	336,146	330,565
Revenue from other source	其它來源收益	9,237	19,203
		464,908	817,141

The Group has applied the practical expedient under HKFRS 15.121 to which the transaction price allocated to these unsatisfied contracts is not disclosed.

Revenue from trading of telecommunication products is recognised at the point in time when goods are delivered to customers generally on the time the related risks and rewards of ownership has transferred.

Revenue from provision of data centre services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

本集團已根據香港財務報告準則第15.121條應用實際權宜法，未披露分配至該等未達成合約的交易價。

買賣電訊產品之收益於貨品交付給客戶時（通常於轉讓所有權相關風險及回報時）確認。

來自提供數據中心服務之收益於預定期間按直線法確認，原因為客戶同時收取並耗用本集團提供的利益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

8. OTHER INCOME AND GAINS

An analysis of the Group's other income and gains for the years as follows:

8. 其他收入及收益

本集團年內其他收入及收益分析如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank interest income	銀行利息收入	119	39
Government subsidy (Note)	政府津貼(附註)	1,263	630
Other interest income	其他利息收入	847	4,809
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之 收益	1,426	99
Waiver of payment to supplier	豁免向供應商付款	-	3,400
Exchange gain	匯兌收益	2,256	-
Sundry income	雜項收入	1,100	1,674
		7,011	10,651

Note: During the current year, the Group recognised government grants of HK\$540,000 under the Employment Support Scheme launched by the Hong Kong government. There are no unfulfilled conditions or contingencies relating to the subsidy.

附註：於本年度，本集團根據香港政府發起的保就業計劃確認政府補助540,000港元。概無與該補助相關的任何未達成條件或然事項。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

9. SEGMENT INFORMATION

The Group previously reported its financial results by combining its operating entities into two reportable operating segments: 1) sale of telecommunication products and services, and 2) internet finance platform. During the year ended 31 December 2020, the Company realigned its reportable operating segments consistent with the Company's strategic focus and growth initiative. Such focus and growth have resulted in a change in the internal organisation of the Company and how its chief operating decision maker makes operating decisions, assesses the performance of the business, and allocates resources. Accordingly, the Group's financial results are reported in two new reportable operating segments: 1) provision of data centre services, and 2) trading of telecommunication products. Comparative information has been recast to conform to the current year's presentation.

Information reported to the board of Directors, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. This is also the basis upon which the Group is organised and managed.

Specifically, the Group's reportable and operating segments under HKFRS 8 are as follows:

- Provision of data centre services
- Trading of telecommunication products

9. 分類資料

本集團過往報告其財務業績乃透過將其經營實體合併為兩個可報告的經營分類：1) 銷售電信產品及服務，及2) 互聯網金融平台。截至二零二零年十二月三十一日止年度，本公司根據本公司的戰略重點及增長計劃重新調整其可報告的經營分類。該等重點及增長導致本公司內部組織結構及其主要經營決策者作出經營決策、評估業務表現及分配資源的方式發生變化。因此，本集團的財務業績按兩個新可報告的經營分類報告：1) 提供數據中心服務，及2) 買賣電訊產品。為符合本年度之呈列方式，比較資料已予重列。

就資源分配及分類表現評估而向董事會（即主要經營決策者）報告之資料，集中於所交付或提供之貨品或服務之類型。此亦為本集團組織及管理之基準。

具體而言，本集團根據香港財務報告準則第8號之可呈報及經營分類如下：

- 提供數據中心服務
- 買賣電訊產品

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

9. SEGMENT INFORMATION (Continued)

The Group reportable segments are strategic business units that operate different activities. They are managed separately because each business has different markets and requires different marketing strategies.

In addition to the above reportable segments, other operating segments include provision of bus services, property rental, insurance brokerage, software development business and internet finance platform, of which internet finance platform was being reported as separate segments in prior years. None of these segments met the quantitative thresholds for the reportable segments in both current and prior year. Accordingly, these were grouped in "Others". Prior year segment disclosures have been recast to conform to the current year's presentation.

SEGMENT REVENUES AND RESULTS

The following is an analysis of the Group's revenue and results by reportable and operating segments:

9. 分類資料 (續)

本集團之可呈報分類乃經營不同活動之策略性業務單位。由於各業務擁有不同市場，要求不同之市場推廣策略，各可呈報分類乃個別管理。

除上述可呈報分部外，其他可呈報分部包括提供公交車服務、物業租賃、保險經紀、軟件開發業務及互聯網金融平台，其中互聯網金融平台於過往年度作為單獨分部呈報。該等分部於本年度及上一年度均不符合須予呈報分部的量化限值。因此，該等分部被歸類為「其他」。為符合本年度之呈列方式，上一年度之分部披露已予重新編排。

分類收益及業績

按可呈報及經營分類劃分之本集團之收益及業績分析如下：

		Provision of data centre services 提供數據中心服務		Trading of telecommunication products 買賣電訊產品		Others 其他		Consolidated 綜合	
		2020	2019	2020	2019	2020	2019	2020	2019
		HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元
Revenue	收益	324,685	320,413	115,762	468,361	24,461	28,367	464,908	817,141
Segment results	分類業績	(85,554)	(48,149)	(33,099)	(71,386)	(19,925)	(22,109)	(138,578)	(141,644)
Interest income	利息收入							966	4,848
Gain on disposal of subsidiaries	出售附屬公司之收益							2,535	28,384
Gain on disposal of a joint venture	出售一間合營公司之收益							-	373
Other income and gains	其他收入及收益							6,045	5,803
Share of results of joint venture	應佔合營公司業績							-	(82)
Unallocated corporate expenses	未分配公司開支							(10,960)	(19,970)
Loss before tax	除稅前虧損							(139,992)	(122,288)
Income tax credit	所得稅抵免							12,421	6,645
Loss for the year	年內虧損							(127,571)	(115,643)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

9. SEGMENT INFORMATION (Continued)

SEGMENT REVENUES AND RESULTS (Continued)

Segment revenue reported above represents revenue generated from external customers. There was no inter-segment sales in both year. The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3. Segment results represent the profit or loss from each segment without allocation of interest income, central administration costs, share of result of joint venture, directors' emoluments, finance costs, gain on disposal of subsidiaries, gain on disposal of a joint venture, and other unallocated costs. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

SEGMENT ASSETS AND LIABILITIES

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

		Provision of data centre services 提供數據中心服務		Trading of telecommunication products 買賣電訊產品		Others 其他		Consolidated 綜合	
		2020	2019	2020	2019	2020	2019	2020	2019
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment asset	分類資產	3,296,982	2,335,795	34	62,823	126,853	69,011	3,423,869	2,467,629
Unallocated corporate assets	未分配公司資產							13,371	90,394
Consolidated assets	綜合資產							3,437,240	2,558,023
Segment liabilities	分類負債	2,276,344	1,297,165	-	27,396	46,616	38,548	2,322,960	1,363,109
Unallocated corporate liabilities	未分配公司負債							13,258	7,768
Consolidated liabilities	綜合負債							2,336,218	1,370,877

For the purpose of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than unallocated corporate assets (mainly comprising certain of prepayments, deposits and other receivables and property, plant and equipment); and
- all liabilities are allocated to operating segments other than unallocated corporate liabilities (mainly comprising other payables and accruals).

9. 分類資料 (續)

分類收益及業績 (續)

上文呈報之分類收益指來自外部客戶之收益。兩個年度概無分類間銷售。經營分類之會計政策與附註3所述之本集團會計政策相同。分類業績指來自各分類之溢利或虧損，並無分配利息收入、中央行政費用、應佔合營公司業績、董事酬金、融資成本、出售附屬公司之收益、出售一間合營公司之收益，及其他未分配成本。此乃就資源分配及分類表現評估而向主要經營決策者進行呈報之方法。

分類資產及負債

本集團按可呈報及經營分類之資產及負債分析如下：

為監管分類的表現及分配分類間之資源：

- 除未分配公司資產（主要包括若干預付款項、按金及其他應收款項以及物業、廠房及設備）外，所有資產均分配至經營分類；及
- 除未分配公司負債（主要包括其他應付款項及應計款項）外，所有負債均分配至經營分類。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

9. SEGMENT INFORMATION (Continued)

9. 分類資料 (續)

OTHER SEGMENT INFORMATION

其他分類資料

	Provision of data centre services 提供數據中心服務		Trading of telecommunication products 買賣電訊產品		Others 其他		Unallocated 未分配		Consolidated 綜合	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
	二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Amount included in the measure of segment result										
Capital expenditure	747,425	997,421	-	-	595	1,841	-	797	748,020	1,000,059
Depreciation of property, plant and equipment	37,515	30,304	-	-	4,594	7,072	2,588	1,683	44,697	39,059
Depreciation of right-of-use assets	17,060	9,854	-	-	1,249	880	1,410	2,582	19,719	13,316
Amortisation of intangible assets	19,428	19,428	3,512	13,997	90	137	-	-	23,030	33,562
Impairment loss recognised in respect of goodwill	-	-	-	15,188	-	-	-	-	-	15,188
Write off/impairment loss recognised in respect of intangible assets	-	-	33,358	39,524	-	-	-	-	33,358	39,524
Net change in impairment losses under expected credit loss model	(2,997)	(4,667)	(4,069)	659	8,443	6,248	(9,048)	309	(7,671)	2,549

Amounts regularly provided to the chief operating decision maker but not included in the measure of segment results or segment assets:

定期提供予主要經營決策者但不包含於分類業績或分類資產計量的金額：

	Provision of data centre services 提供數據中心服務		Trading of telecommunication products 買賣電訊產品		Others 其他		Unallocated 未分配		Consolidated 綜合	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
	二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年	二零二零年	二零一九年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Interest income	106	199	-	969	13	1	847	3,679	966	4,848
Finance costs	11,557	3,020	4,991	66	416	19	105	212	17,069	3,317
Income tax credit	(14,115)	-	-	(9,619)	-	2,783	1,694	191	(12,421)	(6,645)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

9. SEGMENT INFORMATION (Continued)

Information about major customers

Revenue from major customers of the corresponding year contributing over 10% of the total revenue of the Group are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Customer A ^{1,3}	客戶 A ^{1,3}	–	148,987
Customer B ¹	客戶 B ¹	115,587	122,989
Customer C ^{2,4}	客戶 C ^{2,4}	57,374	–
		172,961	271,976

¹ Trading of telecommunication products.

² Provision of data centre services.

³ No information on revenue for current year is disclosed for this customers since it contributed less than 10% to the Group's revenue for the year ended 31 December 2020.

⁴ No information on revenue for prior year is disclosed for this customer since it contributed less than 10% to the Group's revenue for the year ended 31 December 2019.

Geographical information

The Group's operations are mainly located in Hong Kong and the PRC.

Information about the Group's revenue from external customers is presented based on the geographical location of the customer, and non-current assets information is presented based on the geographical location of the assets.

9. 分類資料 (續)

主要客戶之資料

於相關年度佔本集團總收益超過10%的來自主要客戶之收益如下：

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Customer A ^{1,3}	–	148,987
Customer B ¹	115,587	122,989
Customer C ^{2,4}	57,374	–
	172,961	271,976

¹ 買賣電訊產品。

² 提供數據中心服務。

³ 由於截至二零二零年十二月三十一日止年度該客戶佔本集團收益的不足10%，故本年度並無披露該客戶的收益資料。

⁴ 由於截至二零一九年十二月三十一日止年度該客戶佔本集團收益的不足10%，故過往年度並無披露該客戶的收益資料。

地區資料

本集團之業務主要位於香港及中國。

本集團來自外部客戶之收益資料乃按客戶所處之地區呈列，及非流動資產之資料乃按該等資產所處之地區呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

9. SEGMENT INFORMATION (Continued)

Geographical information (Continued)

The Group's revenue from external customers and information about its non-current assets by geographical location are detailed below:

9. 分類資料 (續)

地區資料 (續)

按地區劃分之本集團來自外部客戶之收益及有關其非流動資產之資料詳述如下：

	Revenue from external customers 來自外部客戶的收入		Non-current assets* 非流動資產*	
	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	31 December 2020 二零二零年十二月三十一日 HK\$'000 千港元	31 December 2019 二零一九年十二月三十一日 HK\$'000 千港元
Name of the region 地區名				
Hong Kong 香港	-	263,837	708	2,678
The PRC (excluding Hong Kong) 中國(不包括香港)	464,908	548,898	3,145,195	2,216,460
Other Asian Country 其他亞洲國家	-	4,406	-	-
	464,908	817,141	3,145,903	2,219,138

* Information about the Group's non-current assets, other than interest in a joint venture and deferred tax assets, is presented based on the geographical location of the assets.

* 有關本集團之非流動資產(於一間合營公司之權益以及遞延稅項資產除外)之資料乃按資產之地區劃分呈列。

10. FINANCE COSTS

10. 融資成本

	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank loan interest expenses 銀行貸款利息開支	67,463	63,633
Interest on lease liabilities 租賃負債利息	24,508	2,931
Other loan interest expenses 其他貸款利息開支	13,930	-
	105,901	66,564
Less: Capitalised in construction in progress under property, plant and equipment (Note 17) 減：在建物業、廠房及設備的資本化金額(附註17)	(88,832)	(63,247)
	17,069	3,317

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

11. INCOME TAX

11. 所得稅

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Hong Kong Profits tax	香港利得稅		
– Current tax	– 即期稅項	–	40
– Over provision for prior year	– 過往年度超額撥備	–	(20)
		–	20
PRC Enterprise Income tax	中國企業所得稅		
– Current tax	– 即期稅項	1,169	682
– Over provision for prior year	– 過往年度超額撥備	(1,233)	–
		(64)	682
Deferred tax (Note 32)	遞延稅項 (附註32)	(12,357)	(7,347)
Total income tax credit	所得稅抵免總額	(12,421)	(6,645)

On 21 March 2018, the Hong Kong Legislative Council passed the Inland Revenue (Amendment) (No.7) Bill 2017 (“**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazette on the following day. Under the two-tiered profits tax rate regime, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

No provision for taxation in Hong Kong has been made as the Group’s income neither arises in, nor is derived from, Hong Kong during the year ended 31 December 2020.

Under the Law of the PRC on Enterprise Income Tax (the “**EIT Law**”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%.

Pursuant to the relevant laws and regulations in the PRC, certain subsidiaries of the Company, being qualified as a new and high technology enterprise, are eligible for a preferential Enterprise Income Tax rate of 15%.

於二零一八年三月二十一日，香港立法會通過了《2017年稅務（修訂）（第7號）條例》草案（「**條例草案**」），條例草案引入了利得稅兩級制。條例草案於二零一八年三月二十八日簽署成為法律，並於次日刊憲。根據利得稅兩級制，合資格集團實體的首2,000,000港元利潤將按8.25%徵稅，而超過2,000,000港元的利潤則須按16.5%徵稅。不符合利得稅兩級制的集團實體的利潤將繼續按16.5%的劃一稅率徵稅。

截至二零二零年十二月三十一日止年度，並未計提香港稅項撥備，乃由於本集團概未於香港產生或賺取任何收入。

根據中國企業所得稅法（「**企業所得稅法**」）及企業所得稅法實施條例，中國附屬公司之稅率為25%。

根據中國相關法例及法規，本公司若干附屬公司被評定為高新技術企業，合資格享有15%的優惠企業所得稅稅率。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

11. INCOME TAX (Continued)

The income tax expense for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

11. 所得稅(續)

年內所得稅開支與綜合損益及其他全面收益表內除稅前虧損對賬如下：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss before tax	除稅前虧損	(139,992)	(122,288)
Tax at domestic income tax rates applicable to profits in the respective jurisdiction (note)	按各自司法權區產生溢利適用的本地所得稅稅率計算的稅項(附註)	(29,422)	(23,170)
Tax effect of share of results of joint venture	應佔合營公司業績之稅務影響	-	(14)
Tax effect of expense not deductible for tax purpose	就稅務而言不可扣除開支之稅務影響	19,790	16,558
Tax effect of income not taxable for tax purpose	就稅務而言毋須課稅收入之稅務影響	(17,544)	(15,727)
Over provision for prior year	過往年度超額撥備	(1,233)	(20)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	6,578	10,927
Tax effect of utilisation of tax losses previously not recognised	使用過往未確認稅項虧損之稅務影響	-	(763)
Tax effect of deductible temporary differences not recognised	未確認可扣稅暫時差額之稅務影響	9,410	5,564
Income tax credit for the year	年內所得稅抵免	(12,421)	(6,645)

Note: As the Group operates in several different jurisdictions, the tax rate applied in the tax reconciliation represents the weighted average domestic tax rates of the individual tax jurisdiction.

附註：由於本集團於多個不同司法權區經營業務，稅項對賬應用之稅率按單個稅務司法權區之加權平均本地稅率計算。

Details of deferred tax are set out in Note 32.

遞延稅項之詳情載於附註32。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

12. LOSS BEFORE TAX

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

12. 除稅前虧損

本集團的除稅前虧損乃於扣除/(計入)下列項目後達致：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Staff costs, including directors' remuneration (Note 14)	員工成本·包括董事酬金(附註14)		
– Salaries, wages and other benefits	– 薪金、工資及其他福利	42,584	41,633
– Contributions to retirement benefits schemes	– 退休福利計劃供款	1,690	2,521
Total staff costs	總員工成本	44,274	44,154
Depreciation of property, plant and equipment (Note 17)	物業、廠房及設備折舊(附註17)	44,697	39,059
Depreciation of right-of-use assets (Note 18)	使用權資產折舊(附註18)	19,719	13,316
Amortisation of intangible assets (Note 21)	無形資產攤銷(附註21)	23,030	33,562
Total depreciation and amortisation	折舊及攤銷總額	87,446	85,937
Net change in impairment losses under expected credit loss model	預期信貸虧損模式下之減值虧損之淨額變動	(7,671)	2,549
Write off/impairment loss recognised in respect of intangible assets (Note 21)	就無形資產確認之撇銷/減值虧損(附註21)	33,358	39,524
Impairment loss recognised in respect of goodwill (Note 20)	就商譽確認之減值虧損(附註20)	–	15,188
Write-off of property, plant and equipment (Note 17)	撇銷物業、廠房及設備(附註17)	–	5,332
Auditors' remuneration	核數師酬金		
– audit service	– 審核服務	830	980
– non-audit service	– 非審核服務	198	200
Expenses relating to short term leases and low value leases	與短期租賃及低價值租賃相關之開支	2,119	14,888
Cost of inventories recognised as expense	已確認為開支之存貨成本	116,045	448,921

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

13. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company for the year is based on the following data:

13. 每股虧損

本公司擁有人應佔年內每股基本及攤薄虧損乃按以下數據計算：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Loss for the year attributable to owners of the Company and loss for the purpose of basic and diluted loss per share	本公司擁有人應佔年內虧損及用於計算每股基本及攤薄虧損之虧損	(110,344)	(94,550)
		2020 二零二零年 '000 千股	2019 二零一九年 '000 千股
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	用於計算每股基本及攤薄虧損之普通股加權平均數	9,522,184	9,522,184

The computation of diluted loss per share for the year ended 31 December 2019 and 2020 does not assume the exercise of share options since it would result in an anti-dilutive effect on loss per share.

截至二零一九年及二零二零年十二月三十一日止年度之每股攤薄虧損計算並無假設購股權獲行使，原因為其會導致對每股虧損產生反攤薄影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

14. DIRECTORS' REMUNERATIONS

14. 董事薪酬

Names of directors	董事姓名	2020 二零二零年					2019 二零一九年						
		Fees 袍金	Salaries, wages and other benefits 薪金、工資及 其他福利	Share-based payment expenses 以股份為基礎 的付款開支	Contributions to retirement benefits schemes 退休福利 計劃供款	Total 總計	Fees 袍金	Salaries, wages and other benefits 薪金、工資及 其他福利	Share-based payment expenses 以股份為基礎 的付款開支	Contributions to retirement benefits schemes 退休福利 計劃供款	Total 總計		
			HK\$'000	HK\$'000	HK\$'000			HK\$'000	HK\$'000	HK\$'000		HK\$'000	HK\$'000
			千港元	千港元	千港元			千港元	千港元	千港元		千港元	千港元
Executive directors:	執行董事:												
Dr. LIJIE Haiquan (Note a)	列海權博士(附註a)	-	2,250	-	27	2,277	-	-	-	-			
Mr. CHEUNG Sing Tai	張聲泰先生	240	1,190	-	36	1,466	240	1,190	-	36			
Mr. XU Gang (Note b)	徐崗先生(附註b)	63	62	-	4	129	120	245	-	12			
Mr. TAO Wei	陶煒先生	120	274	-	-	394	120	340	-	460			
Mr. WU Di (Note c)	吳迪先生(附註c)	57	-	-	-	57	-	-	-	-			
Mr. ZHANG Bo (Note d)	張波先生(附註d)	-	-	-	-	-	80	101	-	7			
Non-executive director:	非執行董事:												
Dr. LIJIE Haiquan (Note a)	列海權博士(附註a)	-	-	-	-	-	-	-	-	-			
Independent non-executive directors:	獨立非執行董事:												
Ms. XI Lina	奚麗娜女士	144	-	-	-	144	144	-	-	-			
Mr. HUANG Zhixiong	黃志雄先生	132	-	-	-	132	132	-	-	-			
Mr. ZHANG Zhua	張子華*(ZHANG Zhua)先生	180	-	-	-	180	180	-	-	-			
		936	3,776	-	67	4,779	1,016	1,876	-	55			
										2,947			

Notes:

- Redesignated from non-executive director to executive director on 1 April 2020
- Resigned on 10 July 2020
- Appointed on 10 July 2020
- Resigned on 30 August 2019

Mr. CHEUNG Sing Tai was also the chief executive officer of the Company and his emoluments disclosed above include those for service rendered by him as the chief executive officer for the years ended 31 December 2020 and 2019.

There was no arrangement under which a director waived or agreed to waive any emoluments in respect of the year ended 31 December 2020 (2019: nil).

During the years ended 31 December 2020 and 2019, no emolument was paid by the Group to the Directors as an inducement to join or upon joining the Group, or as compensation for loss of office.

附註:

- 於二零二零年四月一日由非執行董事調任為執行董事
- 於二零二零年七月十日辭任
- 於二零二零年七月十日獲委任
- 於二零一九年八月三十日辭任

張聲泰先生亦為本公司行政總裁，上文所披露之其薪酬包括其於截至二零二零年及二零一九年十二月三十一日止年度擔任行政總裁提供服務的薪酬。

截至二零二零年十二月三十一日止年度，概無董事放棄或同意放棄任何酬金之安排(二零一九年：無)。

截至二零二零年及二零一九年十二月三十一日止年度，本集團並無向董事支付任何酬金，作為加入或在加入本集團時之獎勵或作為離職補償。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

15. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, two (2019: one) were Directors whose emoluments are included in the disclosures above. The emoluments of the remaining three (2019: four) highest paid individuals during the year were as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Salaries, wages and other benefits	薪金、工資及其他福利	2,275	2,923
Contributions to retirement benefits schemes	退休福利計劃供款	108	198
		2,383	3,121

The emoluments of the remaining three (2019: four) highest paid individuals fell within the following bands:

		2020 二零二零年	2019 二零一九年
Emolument bands	薪酬範圍		
Nil to HK\$1,000,000	零至1,000,000港元	2	3
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至 2,000,000港元	1	1

During the year, no emolument was paid to the five highest paid individuals as an inducement to join, or upon joining the Group, or as compensation for loss of office (2019: Nil).

At 31 December 2020, the Directors held share options under the Company's share option schemes. Details of the share options are disclosed under the paragraph "Share option schemes" in the report of the directors and Note 34.

15. 最高薪酬個別人士

本集團五名最高薪酬個別人士內，二名（二零一九年：一名）為董事，彼等之薪酬已於上文披露。年內，其餘三名（二零一九年：四名）最高薪酬個別人士之薪酬如下：

其餘三名（二零一九年：四名）最高薪酬個別人士之薪酬界乎以下範圍內：

年內，本集團概無向五名最高薪酬個別人士支付任何酬金，作為加入或在加入本集團時之獎勵或作為離職補償（二零一九年：無）。

於二零二零年十二月三十一日，董事根據本公司購股權計劃持有購股權。有關購股權之詳情乃於董事會報告「購股權計劃」一段及附註34中披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

16. DIVIDENDS

No dividend was paid or proposed during the year ended 31 December 2020 and 2019, nor has any dividend been proposed since the end of the reporting period.

16. 股息

概無於截至二零二零年及二零一九年十二月三十一日止年度派付或建議任何股息，自報告期末起亦無建議派付任何股息。

17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Buildings	Leasehold improvements	Office equipment	Furniture and fixtures	Motor vehicles	Data centre and equipment	Construction in progress	Total
		樓宇	租賃物業裝修	辦公室設備	傢俬及裝置	汽車	數據中心及設備	在建工程	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Cost	成本								
As at 1 January 2019	於二零一九年一月一日	96,513	21,987	22,294	4,815	14,773	344,581	241,780	746,743
Exchange realignment	匯兌調整	(1,822)	(374)	(758)	(81)	(295)	(7,518)	(18,182)	(29,030)
Additions	添置	-	8,224	278	300	927	7,740	982,590	1,000,059
Disposal	出售	-	-	(395)	(196)	(102)	-	-	(693)
Disposal of subsidiaries	出售附屬公司	-	-	(28)	-	-	-	-	(28)
Transfer from construction in progress	轉自在建工程	-	-	-	-	-	65,336	(65,336)	-
Capitalisation of borrowing cost (Note 10)	資本化借款成本(附註10)	-	-	-	-	-	-	63,247	63,247
Write-off	撇銷	-	(9,523)	(247)	(6)	-	-	-	(9,776)
As at 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	94,691	20,314	21,144	4,832	15,303	410,139	1,204,099	1,770,522
Exchange realignment	匯兌調整	6,305	2,066	1,324	265	954	28,086	129,032	168,032
Additions	添置	-	1,516	776	193	-	46	745,489	748,020
Disposal	出售	-	-	(866)	(3)	(236)	-	-	(1,105)
Disposal of subsidiaries (Note 37)	出售附屬公司(附註37)	-	(27)	(1,758)	-	(15,255)	-	-	(17,040)
Transfer from construction in progress	轉自在建工程	-	-	-	-	-	15,164	(15,164)	-
Capitalisation of borrowing cost (Note 10)	資本化借款成本(附註10)	-	-	-	-	-	-	88,832	88,832
As at 31 December 2020	於二零二零年十二月三十一日	100,996	23,869	20,620	5,287	766	453,435	2,152,288	2,757,261
Accumulated depreciation and impairment	累計折舊及減值								
As at 1 January 2019	於二零一九年一月一日	9,614	10,176	11,041	2,802	6,671	26,963	-	67,267
Exchange realignment	匯兌調整	(242)	(899)	(305)	(54)	(165)	(815)	-	(2,480)
Charge for the year	年內支出	4,370	3,892	4,248	807	3,646	22,096	-	39,059
Disposal	出售	-	-	(188)	(145)	(37)	-	-	(370)
Write-off	撇銷	-	(4,303)	(141)	-	-	-	-	(4,444)
As at 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	13,742	8,866	14,655	3,410	10,115	48,244	-	99,032
Exchange realignment	匯兌調整	1,173	1,569	935	190	763	4,979	-	9,609
Charge for the year	年內支出	4,338	5,722	2,119	477	2,425	29,616	-	44,697
Disposal	出售	-	-	(823)	(3)	(115)	-	-	(941)
Disposal of subsidiaries (Note 37)	出售附屬公司(附註37)	-	(27)	(1,086)	-	(12,427)	-	-	(13,540)
As at 31 December 2020	於二零二零年十二月三十一日	19,253	16,130	15,800	4,074	761	82,839	-	138,857
Carrying values	賬面值								
As at 31 December 2020	於二零二零年十二月三十一日	81,743	7,739	4,820	1,213	5	370,596	2,152,288	2,618,404
As at 31 December 2019	於二零一九年十二月三十一日	80,949	11,448	6,489	1,422	5,188	361,895	1,204,099	1,671,490

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

18. RIGHT-OF-USE ASSETS

18. 使用權資產

		Building leased for own use 持作自用之 租賃樓宇 HK\$'000 千港元	Land use rights 土地使用權 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2019	於二零一九年一月一日	55,959	40,054	96,013
Additions	添置	5,456	-	5,456
Depreciation charged	折舊開支	(12,490)	(826)	(13,316)
Modification	修訂	(2,537)	-	(2,537)
Exchange realignment	匯兌調整	(889)	(744)	(1,633)
As at 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日 及二零二零年一月一日	45,499	38,484	83,983
Additions	添置	225,486	-	225,486
Depreciation charged	折舊開支	(18,899)	(820)	(19,719)
Exchange realignment	匯兌調整	15,311	2,513	17,824
As at 31 December 2020	於二零二零年十二月三十一日	267,397	40,177	307,574

Notes:

- For both years, the Group leases building for its operations. Lease contracts are entered into for fixed terms of 3 months to 20 years (2019: 3 months to 5 years), but may have extension and termination options as described below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.
- The Group has extension and/or termination option in a lease for building used for own use. This is used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The extension and termination option held is exercisable only by the Group and not by the lessor. The Group reassessed whether it was reasonably certain to exercise an extension or termination option upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the lessee. No addition lease liability of the Group regarding to the extension and/or termination option was recognised during the year ended 31 December 2020 (2019: HK\$30,417,000).

附註：

- 於該兩個年度，本集團就其營運租賃樓宇。所簽訂之租賃合約的固定期限為3個月至20年（二零一九年：3個月至5年），但可能具有如下所述的延期及終止選擇權。租賃條款乃按個別基準協商及包含各種不同的條款及條件。於確定租期及評估不可撤銷的期限時，本集團採用合約的定義並確定合約的可強制執行期限。
- 本集團於持作自用的樓宇租賃中具延期及／或終止選擇權。就管理本集團營運中使用的資產方面，此舉可最大程度地提高營運靈活性。持有的延期及終止選擇權僅可由本集團行使，而不可由出租人行使。本集團於發生重大事件或承租人控制範圍內之情況發生重大變化時重新評估是否合理地確定行使延期或終止選擇權。本集團於截至二零二零年十二月三十一日止年度並無額外確認有關延期及／或終止選擇權的租賃負債（二零一九年：30,417,000港元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

18. RIGHT-OF-USE ASSETS (Continued)

Notes: (Continued)

3. In addition, the Group is the registered owner of a piece of leasehold land where one of the data centre projects is primarily located. Lump sum payments were made upfront to acquire this property interest.
4. At 31 December 2020, the Group is committed to HK\$2,165,000 (2019: HK\$3,272,000) for short-term and low-value leases.
5. The total cash outflow for leases amount to HK\$23,023,000 (2019: HK\$14,707,000) for the year ended 31 December 2020.
6. The Company has expenses related to short-term leases and leases of low-value assets of HK\$2,119,000 (2019: HK\$14,888,000) during the year ended 31 December 2020.

19. INTERESTS IN A JOINT VENTURE

On 19 June 2018, Guangdong Bluesea Mobile Development Co., Ltd. (“**Guangdong Bluesea**”), the equity interest of which is controlled by the Company through structured contracts, and China National Offshore Oil Information Technology Limited (“**CNOOIT**”) entered into a joint venture cooperation framework agreement (the “**Cooperation Framework Agreement**”). Pursuant to the Cooperation Framework Agreement, Guangdong Bluesea and CNOOIT agreed to establish 海油發展蔚海大資料有限公司 for the joint investment in the development of data center business in the energy industry. 海油發展蔚海大資料有限公司 was incorporated on 18 August 2018.

The Group holds 51% of the issued share capital and has appointed 3 out of 5 directors of 海油發展蔚海大資料有限公司 (“**海油發展**”). However, under the Cooperation Framework Agreement, passing any board resolutions requires two-thirds of the votes from the directors of 海油發展蔚海大資料有限公司. The Directors consider that the parties to the Cooperation Framework Agreement agree to share control over 海油發展, i.e. decision about activities of 海油發展 requires unanimous consent from the other party. As such, the investment in 海油發展 is classified as a joint venture.

18. 使用權資產 (續)

附註：(續)

3. 此外，本集團為一幅租賃土地的註冊擁有人，該土地上主要建有一個數據中心項目。收購該物業權益需提前作出一次性付款。
4. 於二零二零年十二月三十一日，本集團已就短期及低價值租賃作出承擔2,165,000港元（二零一九年：3,272,000港元）。
5. 截至二零二零年十二月三十一日止年度，租賃現金流出總額為23,023,000港元（二零一九年：14,707,000港元）。
6. 截至二零二零年十二月三十一日止年度，本公司擁有短期租賃及低價值資產租賃相關的開支2,119,000港元（二零一九年：14,888,000港元）。

19. 於一間合營公司權益

於二零一八年六月十九日，廣東蔚海移動發展有限公司（「**廣東蔚海**」）（其股本權益由本公司透過結構性合約控制）與中海油信息科技有限公司（「**中海油**」）訂立合營公司合作框架協議（「**合作框架協議**」）。根據合作框架協議，廣東蔚海與中海油同意成立海油發展蔚海大資料有限公司，以共同於能源行業投資發展數據中心業務。海油發展蔚海大資料有限公司於二零一八年八月十八日註冊成立。

本集團持有海油發展蔚海大資料有限公司（「**海油發展**」）已發行股本之51%，並已委任其五名董事中的三名。然而，根據合作框架協議，任何董事會決議案均須經海油發展蔚海大資料有限公司的董事所持表決權的三分之二通過。董事認為，合作框架協議訂約方協定分享海油發展之控制權，即有關海油發展相關業務之決定須取得雙方一致同意。因此，於海油發展之投資分類為合營公司。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

19. INTERESTS IN A JOINT VENTURE

(Continued)

On 22 February 2019, Guangdong Bluesea entered into a sales and purchase agreement to dispose of the 51% shareholding of the joint venture at consideration of approximately RMB500,000 (equivalent to HKD561,000). As a result, a gain on disposal of a joint venture of approximately HKD373,000 was recognised during the year ended 31 December 2019.

The summarised financial information in respect of the Group's joint venture is set out below:

19. 於一間合營公司權益 (續)

於二零一九年二月二十二日，廣東蔚海簽訂一份買賣協議以出售合營公司之51%股權，代價為約人民幣500,000元（相當於561,000港元）。因此，截至二零一九年十二月三十一日止年度確認出售一間合營公司之收益約373,000港元。

有關本集團合營公司財務資料之概述載列如下：

		2019 二零一九年 HK\$'000 千港元
Total assets	總資產	-
Total liabilities	總負債	-
Net assets	資產淨值	-
Group's share of net assets of the joint venture	本集團應佔合營公司資產淨值	-
Total revenue	總收入	27,247
Total loss for the year	年內虧損總額	(161)
Total comprehensive loss	全面虧損總額	(161)
Group's share of loss and other comprehensive loss of joint venture for the year	年內本集團應佔合營企業之虧損及其他全面虧損	(82)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

20. GOODWILL

20. 商譽

		HK\$'000 千港元
Cost	成本	
As at 1 January 2019, 31 December 2019, 1 January 2020 and 31 December 2020	於二零一九年一月一日、 二零一九年十二月三十一日、 二零二零年一月一日及 二零二零年十二月三十一日	382,591
Accumulated impairment	累計減值	
As at 1 January 2019	於二零一九年一月一日	251,356
Impairment loss recognised for the year (Note 22)	年內已確認減值虧損(附註22)	15,188
As at 31 December 2019, 1 January 2020 and 31 December 2020	於二零一九年十二月三十一日、 二零二零年一月一日及 二零二零年十二月三十一日	266,544
Carrying values	賬面值	
As at 31 December 2020	於二零二零年十二月三十一日	116,047
As at 31 December 2019	於二零一九年十二月三十一日	116,047

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

21. INTANGIBLE ASSETS

21. 無形資產

		Wireless network platform 無線網絡平台	Contracted and uncontracted customers relationships 已訂約及未訂約之客戶關係	Lottery software development system 彩票軟件開發系統	Computer software 電腦軟件	License 許可證	Internet finance platform 互聯網金融平台	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Cost	成本							
As at 1 January 2019	於二零一九年一月一日	21,107	350,176	911	9,112	17,450	23,956	422,712
Exchange alignment	匯兌調整	(398)	-	(17)	(172)	-	(17)	(604)
As at 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	20,709	350,176	894	8,940	17,450	23,939	422,108
Disposal of subsidiary (Note 37)	出售附屬公司(附註37)	-	-	-	-	-	(885)	(885)
Exchange alignment	匯兌調整	1,379	-	59	595	-	6	2,039
As at 31 December 2020	於二零二零年十二月三十一日	22,088	350,176	953	9,535	17,450	23,060	423,262
Accumulated amortisation and impairment	累計攤銷及減值							
As at 1 January 2019	於二零一九年一月一日	21,107	130,446	911	9,112	6,702	23,526	191,804
Impairment for the year (Note 22)	年內減值(附註22)	-	39,524	-	-	-	-	39,524
Charge for the year	年內支出	-	31,837	-	-	1,588	137	33,562
Exchange alignment	匯兌調整	(398)	-	(17)	(172)	-	(11)	(598)
As at 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	20,709	201,807	894	8,940	8,290	23,652	264,292
Written off (Note)	撇銷(附註)	-	33,358	-	-	-	-	33,358
Charge for the year	年內支出	-	21,352	-	-	1,588	90	23,030
Disposal of subsidiaries (Note 37)	出售附屬公司(附註37)	-	-	-	-	-	(685)	(685)
Exchange alignment	匯兌調整	1,379	-	59	595	-	3	2,036
As at 31 December 2020	於二零二零年十二月三十一日	22,088	256,517	953	9,535	9,878	23,060	322,031
Carrying values	賬面值							
As at 31 December 2020	於二零二零年十二月三十一日	-	93,659	-	-	7,572	-	101,231
As at 31 December 2019	於二零一九年十二月三十一日	-	148,369	-	-	9,160	287	157,816

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

21. INTANGIBLE ASSETS (Continued)

The above intangible assets have finite useful lives. Such intangible assets are amortised on a straight-line basis over the following periods:

Wireless network platform	5 years
Contracted and uncontracted customer relationship	4-10 years
Lottery software development system	3 years
Exclusive rights on purchase and sale of satellite communication equipment and related services and trademark	3.25 years
Computer software	3-5 years
License	5-10 years
Internet finance platform	5-10 years

Note: The customer relationships contract of approximately HK\$33,358,000 were fully written off during the year as the contract was ceased.

22. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS

For the purpose of impairment testing, goodwill and intangible assets with definite useful life set out in Note 20 and Note 21, respectively, have been allocated to the following groups of cash-generating units:

- Provision of data centre services and other information technology related services – Bluesea Mobile Group
- Trading of telecommunication products – Million Ace Group

21. 無形資產 (續)

以上無形資產之可用年期有限。該等無形資產乃以直線法於以下年期攤銷：

無線網絡平台	5年
已訂約及未訂約之客戶關係	4-10年
彩票軟件開發系統	3年
買賣衛星通訊設備以及相關服務及商標之獨家授權	3.25年
電腦軟件	3-5年
許可證	5-10年
互聯網金融平台	5-10年

附註：客戶關係合約約33,358,000港元已因合約終止而於年內全數撇銷。

22. 商譽及無形資產之減值測試

就減值測試而言，附註20及附註21所載具有限可使用年期的商譽及無形資產已分配至以下現金產生單位組別：

- 提供數據中心服務及其他與信息科技有關的服務－蔚海移動集團
- 買賣電訊產品－萬成集團

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

22. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS (Continued)

- Provision of data centre services – Guangzhou Nowtop

The carrying amounts of goodwill (net of accumulated impairment losses) allocated to these units are as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bluesea Mobile Group	蔚海移動集團	36,246	36,246
Guangzhou Nowtop	廣州資拓	79,801	79,801
Million Ace Group	萬成集團	-	-
		116,047	116,047

In addition to goodwill and intangible assets above, property, plant and equipment and right-of-use assets (including allocation of corporate assets) that generate cash flows together with related goodwill and intangible assets are also included in the respective CGU for the purpose of impairment assessment.

22. 商譽及無形資產之減值測試 (續)

- 提供數據中心服務－廣州資拓

商譽之賬面值 (扣除累計減值虧損) 分配至下列單位：

除上述商譽及無形資產外，就減值評估而言，物業、廠房及設備以及產生現金流量的使用權資產 (包括公司資產的分配) 連同相關的商譽及無形資產亦已計入各自之現金產生單位。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

22. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS (Continued)

BLUESEA MOBILE GROUP

The recoverable amount of Bluesea Mobile Group has been determined based on its fair value less costs of disposal. Its fair value determination was categorised within Level 3 of fair value hierarchy prepared by an independent professional valuer. The material unobservable inputs of the valuation included 1) cash flow projection based on a financial budget covering a five year period approved by management; 2) pre-tax discount rate of 16% (2019: 16.5%) per annum for the cash flow which reflects the time value of money and the credit risk specific to the cash generating units; 3) steady 2% (2019: 2%) growth rate for cash flow beyond 5 year which reflects the growth rate of relevant industry; 4) fair values of non-operating assets and liabilities determined by the valuer. The management believes that any reasonable possible change in any of these assumptions would not cause the aggregate carrying amount of Bluesea Mobile Group to exceed aggregate recoverable amount of Bluesea Mobile Group. The cash flow projections, growth rates and discount rate have been reassessed as at 31 December 2020 taking into consideration higher degree of estimation uncertainties in the current year due to how the COVID-19 pandemic may progress and evolve and volatility in financial markets, including potential disruptions of the operation.

Based on the valuation report issued by an independent professional valuer, the recoverable amount exceeds the carrying amount of Bluesea Mobile Group and no impairment charge was necessary.

22. 商譽及無形資產之減值測試 (續)

蔚海移動集團

蔚海移動集團之可收回金額已根据其公平值減出售成本而釐定。其公平值釐定乃分類為獨立專業估值師所編製之公平值層級第三級內。估值的重大不可觀察輸入數據包括1)基於經管理層批准之涵蓋五年期財務預算的現金流預測; 2) 每年16% (二零一九年: 16.5%) 的除稅前現金流折現率 (其反映貨幣時間價值以及現金產生單位的特定信貸風險); 3) 5年以上現金流之2% (二零一九年: 2%) 的穩定增長率 (其反映相關行業的增長率); 4) 估值師釐定之非營運資產及負債之公平值。管理層相信, 任何該等假設下之任何合理可能變動將不會導致蔚海移動集團之總賬面值超過蔚海移動集團之可收回總額。考慮到COVID-19疫情可能會如何發展及演變, 以及金融市場的波動, 包括潛在的業務中斷, 本年度的估計不確定性較高, 已於二零二零年十二月三十一日對現金流預測、增長率及貼現率進行重新評估。

根據獨立專業估值師出具的估值報告, 蔚海移動集團的可收回金額超過賬面值, 故無需作出減值支銷。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

22. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS (Continued)

GUANGZHOU NOWTOP

The recoverable amount of Guangzhou Nowtop has been determined based on its fair value less costs of disposal. Its fair value determination was categorised within Level 3 of fair value hierarchy prepared by an independent professional valuer. The material unobservable inputs of the valuation included 1) cash flow projection based on a financial budget covering a five year period approved by management; 2) pre-tax discount rate of 15.46% (2019: 16.52%) per annum for the cash flow which reflects the time value of money and the credit risk specific to the cash generating units; 3) steady 2% (2019: 2%) growth rate for cash flow beyond 5 year which reflects the growth rate of relevant industry; 4) fair values of non-operating assets and liabilities determined by the valuer. The management believes that any reasonable possible change in any of these assumptions would not cause the aggregate carrying amount of Guangzhou Nowtop to exceed aggregate recoverable amount of Guangzhou Nowtop. The cash flow projections, growth rates and discount rate have been reassessed as at 31 December 2020 taking into consideration higher degree of estimation uncertainties in the current year due to how the COVID-19 pandemic may progress and evolve and volatility in financial markets, including potential disruptions of the operation.

Based on the valuation report issued by an independent professional valuer, the recoverable amount exceeds the carrying amount of Guangzhou Nowtop and no impairment charge was necessary.

22. 商譽及無形資產之減值測試 (續)

廣州資拓

廣州資拓之可收回金額已根据其公平值減出售成本而釐定。其公平值釐定乃分類為獨立專業估值師所編製之公平值層級第三級內。估值的重大不可觀察輸入數據包括1) 基於經管理層批准之涵蓋五年期財務預算的現金流預測; 2) 每年15.46% (二零一九年: 16.52%) 的除稅前現金流折現率 (其反映貨幣時間價值以及現金產生單位的特定信貸風險); 3) 5年以上現金流之2% (二零一九年: 2%) 的穩定增長率 (其反映相關行業的增長率); 4) 估值師釐定之非營運資產及負債之公平值。管理層相信, 任何該等假設下之任何合理可能變動將不會導致廣州資拓之總賬面值超過廣州資拓之可收回總額。考慮到COVID-19疫情可能會如何發展及演變, 以及金融市場的波動, 包括潛在的業務中斷, 本年度的估計不確定性較高, 已於二零二零年十二月三十一日對現金流預測、增長率及貼現率進行重新評估。

根據獨立專業估值師出具的估值報告, 廣州資拓的可收回金額超過賬面值, 故無需作出減值支銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

22. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS (Continued)

MILLION ACE GROUP

In view of the downturn and keen competition of the global mobile business environment that lead to reduced orders from customers, revenue from trading of telecommunication products, mainly mobile devices, has significantly decreased compared with 2018. In addition, due to the China-United States trade war, one of the Android's biggest phone manufacturers in China, Huawei, was suspended from Android updates after the Trump administration barred the Chinese organisation from trading with US companies in May 2019. The suspension has negatively impacted consumer confidence in all Chinese-branded mobile phones. Although the arrival of 5G era could potentially lead to a mobile phone replacement cycle, the Group was uncertain that if the Group could secure the source of 5G devices from its suppliers. Should the Group be unable to secure the supply of the next generation devices, future profitability of the business would be negatively impacted.

Due to the above reasons, in order to save costs and realise the Group's investment, the Group has restructured its trading of mobile device business and disposed of Million Ace Limited and its subsidiaries (collectively, "Million Ace Group"), excluding Million Ace Trading (Hong Kong) Limited ("MAHK"), in the third quarter of 2019.

22. 商譽及無形資產之減值測試 (續)

萬成集團

鑒於全球手機營商環境不景氣及競爭激烈導致客戶訂單減少，來自買賣電訊產品（主要指手機設備）之收益與二零一八年相比已大幅下降。此外，由於中美貿易戰，中國最大的安卓手機製造商之一華為在特朗普政府於二零一九年五月禁止中國組織與美國公司進行貿易後，安卓更新被迫暫停。該暫停已對消費者對所有中國品牌手機的信心產生負面影響。儘管，5G時代的到來可能會引發手機更換週期，本集團仍未能確定本集團能否從其供應商獲得5G設備的來源。倘本集團無法獲得下一代設備的供應，則該業務的未來盈利能力將受到不利影響。

由於上述原因，為節省成本及變現本集團的投資，本集團已重組其買賣手機設備業務及於二零一九年第三季度出售萬成有限公司及其附屬公司（統稱「萬成集團」），惟萬成貿易（香港）有限公司（「萬成香港」）除外。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

22. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS (Continued)

MILLION ACE GROUP (Continued)

Since the Disposal, however, there has been no improvement in the global mobile business environment. Together with the impact of the outbreak of coronavirus disease, MAHK did not receive any purchase order from its customers after the Chinese New Year of 2020. On the other hand, despite continued negotiation with its suppliers, MAHK was still unable to secure the supply of the next generation mobile devices.

In light of the above, the Board resolved to cease the operation of MAHK on 13 March 2020.

As a result of the cessation of the operation of MAHK, the cash generating unit of the trading of mobile device business will no longer generate any cash flow. The recoverable amount of Million Ace Group has determined based on value in use calculation. As it is expected that the recoverable amount of Million Ace Group will be minimal, the Group has fully written off the goodwill of approximately HK\$15,188,000 and the intangible assets of approximately HK\$39,524,000 arose from the acquisition of Million Ace Group during the year ended 31 December 2019.

22. 商譽及無形資產之減值測試 (續)

萬成集團 (續)

然而，自出售事項以來，全球手機營商環境並未改善。加之爆發冠狀病毒疾病的影響，萬成香港於二零二零年的中國農曆新年後並無收到任何客戶採購訂單。另一方面，儘管萬成香港與供應商持續磋商，但仍無法取得下一代手機設備的供應。

鑒於上文，董事會議決於二零二零年三月十三日停止運營萬成香港。

由於停止運營萬成香港，買賣手機設備業務的現金產生單位將不再產生任何現金流量。萬成集團之可收回金額已根據使用價值計算法而釐定。由於預期萬成集團之可收回金額甚微，故本集團已悉數撇銷就收購萬成集團於截至二零一九年十二月三十一日止年度產生之商譽及無形資產分別約15,188,000港元及約39,524,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

23. INVENTORIES

23. 存貨

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Finished goods	製成品	2,417	5,678
Less: Accumulated impairment	減：累計減值	-	(800)
		2,417	4,878

During the year ended 31 December 2020, the Directors conducted a review of the Group's inventories and no impairment loss was recognised (2019: HK\$Nil).

於截至二零二零年十二月三十一日止年度，董事對本集團的存貨進行檢討，但並無確認任何減值虧損（二零一九年：零港元）。

24. ACCOUNTS RECEIVABLE

24. 應收賬款

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Accounts receivable	應收賬款	115,097	157,332
Less: Allowance for expected credit losses	減：預期信貸虧損撥備	(24,289)	(45,053)
		90,808	112,279

The Group allows an average credit period of 90 days (2019: 90 days) to its trade customers. The following is an ageing analysis of accounts receivable net of accumulated allowance for credit losses, presented based on the invoice date at the end of the reporting period.

本集團給予其貿易客戶平均90日（二零一九年：90日）的信貸期。於報告期末根據發票日期所呈列之應收賬款（經扣除信貸虧損累計撥備）之賬齡分析如下。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

24. ACCOUNTS RECEIVABLE (Continued)

24. 應收賬款 (續)

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within 30 days	30日內	35,246	26,997
31 to 60 days	31至60日	14,210	44,882
61 to 90 days	61至90日	8,867	9,782
91 to 180 days	91至180日	19,915	19,961
Over 180 days	超過180日	12,570	10,657
		90,808	112,279

Details of impairment assessment of accounts receivable are set out in Note 6.

應收賬款之減值評估詳情載於附註6。

25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

25. 預付款項、按金及其他應收款項

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Prepayment	預付款項	40,303	227,547
Deposits	按金	92,227	20,803
Other receivables	其他應收款項	55,609	93,752
		188,139	342,102
Less: allowance for expected credit loss	減：預期信貸虧損撥備	(24,443)	(17,352)
		163,696	324,750
Less: non-current portion	減：非流動部分		
Prepayment for construction of self-used property	建造自用物業之預付款項	(2,647)	(189,802)
Current Portion	流動部分	161,049	134,948

Further details on the Group's credit policy and credit risk arising from deposits and other receivables are set out in Note 6.

有關本集團信貸政策及按金及其他應收款項產生之信貸風險之進一步詳情載於附註6。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

26. NOTE RECEIVABLE

During the year ended 31 December 2017, the Company entered into a Deed of Assignment (the “DoA”) with an independent third party (the “Assignee”) pursuant to which the Company agreed to assign, and the Assignee agreed to accept an assignment of a promissory note (the “Promissory Note”) with a principal amount of HK\$88,000,000 and all rights and benefits derived thereon to the Assignee for a consideration of HK\$71,883,000 (comprising the discounted value of the Promissory Note of HK\$65,200,000 and the interest at 5% per annum thereon of HK\$6,683,000 in aggregate for two years from the date of the DoA), payable on or before 28 March 2019. Pursuant to supplemental deed entered into on 18 April 2019, the due date of the Promissory Note is extended to 28 March 2020. The Assignee has prepaid to the Company the interest at 5% per annum amounting to HK\$3,594,000 on the consideration of HK\$71,883,000 for the extended period.

In relation to the DoA, a Deed of Guarantee in favour of the Company was executed by another independent third party (the “Guarantor”) pursuant to which the Guarantor agreed to guarantee to the Company the due and timely performance of the Assignee’s obligations under the DoA.

As at 31 December 2019, the net carrying amount of note receivable was HK\$61,586,000. The note receivable is carried at amortised cost using the effective interest method (net of allowance for credit losses of approximately HK\$10,297,000).

During the year ended 31 December 2020, the Assignee fully settled the consideration of HK\$71,883,000.

26. 應收票據

於截至二零一七年十二月三十一日止年度，本公司與一名獨立第三方（「承讓人」）訂立轉讓契據（「轉讓契據」），據此，本公司同意向承讓人轉讓及承讓人同意接納轉讓本金額為88,000,000港元之承兌票據（「承兌票據」）及其向承讓人轉讓所產生的所有權利及利益，代價為71,883,000港元（包括承兌票據之貼現價值65,200,000港元及其自轉讓契據日期起計兩年按每年5%計算的利息總額6,683,000港元），須於二零一九年三月二十八日或之前支付。根據於二零一九年四月十八日訂立的補充契據，承兌票據的到期日延長至二零二零年三月二十八日。承讓人已於延長期間就代價71,883,000港元向本公司預付按年利率5%計算的利息3,594,000港元。

有關轉讓契據，另一名獨立第三方（「擔保人」）簽立以本公司為受益人之擔保契據，據此，擔保人同意向本公司擔保承讓人妥善及時履行其於轉讓契據項下之責任。

於二零一九年十二月三十一日，應收票據之賬面淨值為61,586,000港元。應收票據乃採用實際利率法按攤銷成本列賬（扣除信貸虧損撥備約10,297,000港元）。

截至二零二零年十二月三十一日止年度，承讓人已悉數結清代價71,883,000港元。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

27. CASH AND CASH EQUIVALENTS

27. 現金及現金等價物

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Cash in hand and at bank	手頭及銀行現金		
HKD	港元	1,806	305
RMB	人民幣	29,334	15,998
USD	美元	3	1,623
		31,143	17,926

Cash and cash equivalents consist of cash on hand and balance with banks.

Bank balances carry interest at market rates ranged from 0.001% to 0.35% (As at 31 December 2019: 0.001% to 0.35%) per annum at 31 December 2020.

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 Company is permitted to exchange RMB for other currencies through authorised banks to conduct foreign exchange business.

現金及現金等價物包括手頭現金及銀行結餘。

於二零二零年十二月三十一日，銀行結餘按市場年利率介乎0.001%至0.35%（於二零一九年十二月三十一日：0.001%至0.35%）計息。

人民幣不得自由兌換為其他貨幣；然而，根據中國內地的外匯管理條例及結匯、售匯及付匯管理規定，本公司獲准透過授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

28. ACCOUNTS PAYABLE

The following is an ageing analysis of accounts payable presented based on the invoice date at the end of the reporting period:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Within 30 days	30日內	28,535	25,542
31 to 60 days	31至60日	4,235	15,049
61 to 90 days	61至90日	2,455	5,637
Over 90 days	超過90日	17,586	21,967
		52,811	68,195

The average credit period on purchases of goods is 90 days (As at 31 December 2019: 90 days). The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

28. 應付賬款

於報告期末按發票日期呈列的應付賬款的賬齡分析如下：

購買貨品的平均信貸期為90日（於二零一九年十二月三十一日：90日）。本集團已制定財務風險管理政策，確保於信貸期限內結清所有應付款項。

29. OTHER PAYABLES AND ACCRUALS/ CONTRACT LIABILITIES

(I) OTHER PAYABLES AND ACCRUALS

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Other payables	其他應付款項	111,655	66,061
Accruals	應計款項	12,379	12,165
		124,034	78,226

29. 其他應付款項及應計款項/ 合約負債

(I) 其他應付款項及應計款項

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

29. OTHER PAYABLES AND ACCRUALS/ CONTRACT LIABILITIES (Continued)

(II) CONTRACT LIABILITIES

Amounts received in advance in relation to delivery of telecommunication products (Note)

就交付電訊產品預收之金額 (附註)

2020
二零二零年
HK\$'000
千港元

2019
二零一九年
HK\$'000
千港元

31,149

1,529

Note: Revenue is recognised when control of the goods has transferred to the customer, being at the point the goods are delivered to the customer. When the customer initially purchases the goods and paid in advance, the transaction price received at that point by the Group is recognised as contract liability until the goods have been delivered to the customer.

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities. There was no revenue recognised in the current reporting period that related to performance obligations that were satisfied in a prior year.

The Group's revenue recognised that was included in the contract liabilities balance at the beginning of the period:

附註：收益於商品控制權轉讓予客戶 (即商品交付予客戶) 時確認。當客戶初步購買商品並支付預付款時，本集團於當時接獲的交易價格確認為合約負債直至商品交付予客戶。

下表列示本報告期間確認之收入與結轉合約負債之相關程度。概無於本報告期間確認任何與往年已達成履約責任有關的收入。

本集團於期初已確認之計入合約負債結餘之收入：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
As at 1 January	於一月一日	1,529	3,433
Consideration arising from deposits of delivery of telecommunication products	交付通訊產品按金產生之代價	32,921	1,529
Revenue recognised that was included in the contract liability balance at the beginning of the year	年初計入合約負債結餘的已確認收益	(1,539)	(3,433)
Exchange realignment	匯兌調整	(1,762)	-
As at 31 December	於十二月三十一日	31,149	1,529

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

30. LEASE LIABILITIES

The following table shows the remaining contractual and of maturities of the Group's lease liabilities at the current reporting periods:

		31 December 2020 二零二零年十二月三十一日		31 December 2019 二零一九年十二月三十一日	
		Present value of the minimum lease payments 最低租賃款項現值 HK\$'000 千港元	Total minimum lease payments 最低租賃款項總額 HK\$'000 千港元	Present value of the minimum lease payments 最低租賃款項現值 HK\$'000 千港元	Total minimum lease payments 最低租賃款項總額 HK\$'000 千港元
Within 1 year	一年內	205,569	252,032	9,364	11,785
After 1 year but within 2 years	一年後但兩年內	15,092	28,448	7,614	9,577
After 2 years but within 5 years	兩年後但五年內	38,261	74,245	14,912	18,853
After 5 years	五年後	206,783	281,199	17,464	20,146
		260,136	383,892	39,990	48,576
		465,705	635,924	49,354	60,361
Less: total future interest expenses	減：未來利息開支總額		(170,219)		(11,007)
Present value of lease obligations (note)	租賃責任現值（附註）		465,705		49,354

The weighted average incremental borrowing rates applied to lease liabilities range from 3.24% to 8.22% (2019: from 4.31% to 8.22%).

Notes:

As at 31 December 2020, the Group had lease liability of approximately HK\$189,867,000, which was the leased machinery included in property, plant and equipment under finance lease arrangement with net book value of approximately HK\$200,408,000.

The lease term is 4 years. Interest rate underlying the lease liabilities is 8.0%. No arrangement has been entered into for contingent rental payments.

30. 租賃負債

下表列示於本報告期間，本集團租賃負債之餘下合約屆滿期：

應用於租賃負債的加權平均遞增借款利率介乎3.24%至8.22%（二零一九年：4.31%至8.22%）。

附註：

於二零二零年十二月三十一日，本集團擁有租賃負債約189,867,000港元，為融資租賃安排項下物業、廠房及設備所包含的租賃機械，賬面淨值約200,408,000港元。

租期為4年。租賃負債的相關利率為8.0%。並無訂立任何或然租金付款安排。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

30. LEASE LIABILITIES (Continued)

Analysed for reporting purpose as:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current liabilities	流動負債	205,569	9,364
Non-current liabilities	非流動負債	260,136	39,990
		465,705	49,354

30. 租賃負債 (續)

就報告而言之分析：

31. BORROWINGS

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Bank loans	銀行貸款			
Short-term bank borrowing, secured and guaranteed	短期銀行借款， 有抵押及擔保	1	–	223,500
Short-term bank borrowing, unsecured and unguaranteed	短期銀行借款， 無抵押及無擔保	2	3,576	3,353
Portion of bank loans, secured and guaranteed	銀行貸款部分， 有抵押及擔保	3		
– repayable within one year	– 須於一年內償還		79,922	51,360
– repayable after one year which contain a repayment on demand clause	– 須於一年後償還 (包含按 要求 償還條款)		1,035,672	795,414
Portion of bank loans, unsecured and guaranteed	銀行貸款部分， 無抵押及擔保	4		
– repayable within one year	– 須於一年內償還		7,807	782
– repayable after one year which contain a repayment on demand clause	– 須於一年後償還 (包含按 要求 償還條款)		5,244	7,040
Portion of bank loans, secured and unguaranteed	銀行貸款部分， 有抵押及無擔保	5		
– repayable after one year which contain a repayment on demand clause	– 須於一年後償還 (包含按 要求 償還條款)		182,361	–
Total bank loans	銀行貸款總額		1,314,582	1,081,449

31. 借款

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

31. BORROWINGS (Continued)

31. 借款 (續)

		Notes 附註	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Other loans	其他貸款			
Portion of other loans, secured and guaranteed	其他貸款部分， 有抵押及擔保	6, 9		
– repayable within one year	– 須於一年內償還		27,486	–
– repayable after one year which contain a repayment on demand clause	– 須於一年後償還 (包含按要求 償還條款)		119,055	–
Portion of bank loans, unsecured and unguaranteed	銀行貸款部分， 無抵押及無擔保			
– repayable within one year	– 須於一年內償還		38,935	–
– repayable after one year which contain a repayment on demand clause	– 須於一年後償還 (包含按要求 償還條款)		101,064	–
Total other loans	其他貸款總額		286,540	–
Total borrowings	借款總額		1,601,122	1,081,449

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

31. BORROWINGS (Continued)

Notes:

- 1) As at 31 December 2019, the bank loan was guaranteed by Dr. Lie and secured by the pledge of certain properties, plant and equipment of the Group with net book value of approximately HK\$80,849,000 and certain properties of companies substantially owned by Dr. Lie.
- 2) As at 31 December 2020 and 2019, the Group's short term bank loan is guaranteed by (i) Dr. Lie and (ii) Mr. WANG Kun ("Mr. Wang"), who is the legal representative, a director and a substantial shareholder of the Group's subsidiary and legal representative and a director of the Group's subsidiaries.
- 3) As at 31 December 2020, the Group's bank loans are guaranteed by Dr. Lie and secured by the pledge of certain properties, plant and equipment of the Group with net book value of approximately HK\$1,077,107,000 (2019: HK\$586,796,000) and certain properties of companies substantially owned by Dr. Lie.
- 4) As at 31 December 2020 and 2019, the Group's bank loans are guaranteed by Dr. Lie and Mr. Wang.
- 5) As at 31 December 2020, the Group's bank loans are secured by the equity interest of one of the subsidiary of the Group with carrying value of approximately HK\$119,190,000.
- 6) As at 31 December 2020, the Group's other loans is guaranteed by Dr. Lie and secured by the Group's properties, plant and equipment with net book value of approximately HK\$127,973,000, accounts receivable with carrying value of approximately HK\$30,423,000 and equity interest of one of the subsidiary of the Group with carrying value of approximately HK\$59,595,000.
- 7) All of the borrowings are denominated in RMB.
- 8) As at 31 December 2020, all of the borrowings bear interest from 4.45% to 6.3% (2019: 3.83% to 4.9%) per annum.
- 9) To better manage the Group's capital structure and financing needs, the Group sometimes enters into sale and leaseback arrangements in relation to equipment leases. These legal transfers do not satisfy the requirements of HKFRS 15 to be accounted for as a sale of the equipment. During the year ended 31 December 2020, the Group raised other loans amounting to approximately HK\$144,537,000 in respect of such sale and leaseback arrangements.

31. 借款 (續)

附註：

- 1) 於二零一九年十二月三十一日，銀行貸款由列博士擔保，並以本集團賬面淨值約為80,849,000港元的若干物業、廠房及設備以及列博士實質擁有之公司的若干物業作抵押。
- 2) 於二零二零年及二零一九年十二月三十一日，本集團的短期銀行貸款由(i)列博士及(ii)王坤先生(「王先生」)，本集團附屬公司的法定代表人、董事及主要股東以及本集團附屬公司的法定代表人及董事)擔保。
- 3) 於二零二零年十二月三十一日，本集團的銀行貸款由列博士擔保，並以本集團賬面淨值約為1,077,107,000港元(二零一九年：586,796,000港元)的若干物業、廠房及設備以及列博士實質擁有之公司的若干物業作抵押。
- 4) 於二零二零年及二零一九年十二月三十一日，本集團的銀行貸款由列博士及王先生擔保。
- 5) 於二零二零年十二月三十一日，本集團的銀行貸款以本集團其中一間附屬公司賬面值約為119,190,000港元的股權作抵押。
- 6) 於二零二零年十二月三十一日，本集團的其他貸款由列博士擔保，並以本集團賬面淨值約為127,973,000港元的物業、廠房及設備、賬面值約為30,423,000港元的應收賬款及本集團其中一間附屬公司賬面值約為59,595,000港元的股權作抵押。
- 7) 所有借款均以人民幣計值。
- 8) 於二零二零年十二月三十一日，所有借款的年利率為4.45%至6.3%(二零一九年：3.83%至4.9%)。
- 9) 為了更好地管理本集團的資本結構及融資需求，本集團有時會就設備租賃訂立售後回租安排。該等合法轉讓不符合香港財務報告準則第15號(作為設備銷售入賬)的規定。截至二零二零年十二月三十一日止年度，本集團就有關出售及回租安排籌集了其他貸款約為144,537,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

31. BORROWINGS (Continued)

As at 31 December 2020, the Group's banking facilities were approximately HK\$1,989,083,000 (2019: HK\$1,598,745,000), of which approximately HK\$1,314,582,000 (2019: HK\$1,081,449,000) had been utilised as at the end of the reporting period.

The amounts based on the scheduled repayment dates set out in the loan agreements and the maturities of the Group's borrowings at the end of the respective reporting period (i.e. ignoring the effect of any repayment on demand clause) are shown below:

31. 借款 (續)

於二零二零年十二月三十一日，本集團銀行融資約1,989,083,000港元（二零一九年：1,598,745,000港元），其中約1,314,582,000港元（二零一九年：1,081,449,000港元）已於報告期末動用。

於各報告期末，根據貸款協議所載預定還款日期及本集團借款的到期日的金額（即忽視任何按要求償還條款的影響）如下所示：

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Amounts of bank loans that are repayable:	須於下列期限償還的 銀行貸款金額：		
– within 1 year	– 1年內	91,305	278,995
– between 1 and 2 years	– 1至2年	134,274	79,320
– between 2 and 5 years	– 2至5年	543,733	331,540
– beyond 5 years	– 5年以上	545,270	391,594
Total bank loans	銀行貸款總額	1,314,582	1,081,449
Amounts of other loans that are repayable:	須於下列期限償還的 其他貸款金額：		
– within 1 year	– 1年內	66,421	–
– between 1 and 2 years	– 1至2年	60,555	–
– between 2 and 5 years	– 2至5年	159,564	–
– beyond 5 years	– 5年以上	–	–
Total other loans	其他貸款總額	286,540	–
Total borrowings	借款總額	1,601,122	1,081,449

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

32. DEFERRED TAXATION

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	5,920	7,268
Deferred tax liabilities	遞延稅項負債	(25,308)	(39,382)
		(19,388)	(32,114)

The following are the major deferred tax liabilities and assets recognised and movements thereon during the current and prior years:

就於綜合財務狀況表內呈列而言，若干遞延稅項資產及負債已互相抵銷。以下為就財務呈報目的之遞延稅項結餘分析：

以下為於當前及過往年度內已確認之主要遞延稅項負債及資產及其變動：

		Right-of-use assets and lease liabilities 使用權資產及 租賃負債 HK\$'000 千港元	ECL provision 預期信貸 虧損撥備 HK\$'000 千港元	Fair value Adjustments on business combination 業務合併的 公平值調整 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2019	於二零一九年一月一日	586	22,303	(53,667)	(30,778)
Credited to consolidated statement of profit or loss and other comprehensive income (Note 11)	計入綜合損益及其他全面收益表 (附註11)	259	(7,197)	14,285	7,347
Disposal of subsidiaries (Note 37(c))	出售附屬公司 (附註37(c))	-	(8,747)	-	(8,747)
Exchange realignment	匯兌調整	(23)	87	-	64
As at 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	822	6,446	(39,382)	(32,114)
Credited to consolidated statement of profit or loss and other comprehensive income (Note 11)	計入綜合損益及其他全面收益表 (附註11)	768	(2,485)	14,074	12,357
Exchange realignment	匯兌調整	100	269	-	369
As at 31 December 2020	於二零二零年十二月三十一日	1,690	4,230	(25,308)	(19,388)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

32. DEFERRED TAXATION (Continued)

At the end of the reporting period, the Group has unused tax losses arising in PRC of approximately HK\$171,227,000 (2019: HK\$110,996,000) that will expire in one to five years for offsetting against future taxable profits (one to ten years for new and high technology enterprise). In contrast, tax losses arising in Hong Kong of HK\$46,769,000 (2019: HK\$40,388,000) may be carried forward indefinitely. At 31 December 2020 and 2019, the Group did not have any deductible temporary differences. No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries. Deferred taxation has not been provided for in the consolidated financial statement in respect of temporary difference attributable to the profits earned by the PRC subsidiaries as the Group is able to control the timing of reversal at the temporary difference and it is probable that will not reverse in the foreseeable future.

32. 遞延稅項 (續)

於報告期末，本集團於中國產生的未動用稅項虧損為約171,227,000港元（二零一九年：110,996,000港元），將於一至五年內到期以抵銷未來應課稅溢利（一至五年內用於高新技術企業）。相反地，於香港產生的稅項虧損為約46,769,000港元（二零一九年：40,388,000港元）可無限期結轉。於二零二零年及二零一九年十二月三十一日，本集團概無任何可扣減暫時差額。由於不可能有可扣減暫時差額可供抵銷應課稅溢利，故並無就該等可扣減暫時差額確認遞延稅項資產。

根據中國企業所得稅法，中國附屬公司須就其賺取的利潤所宣派的股息繳納預扣稅。由於本集團能夠控制暫時性差額的撥回時間且暫時性差額很可能不會在可見未來撥回，故並無就綜合財務報表內有關中國附屬公司賺取的溢利應佔暫時性差額作出遞延稅項撥備。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

33. SHARE CAPITAL

33. 股本

		Par value per share 每股面值 HK\$ 港元	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Authorised: As at 1 January 2019, 31 December 2019, 1 January 2020 and 31 December 2020	法定： 於二零一九年一月一日、 二零一九年 十二月三十一日、 二零二零年一月一日及 二零二零年 十二月三十一日	0.1	20,000,000,000	2,000,000
Issued and fully paid: As at 31 December 2019, 1 January 2020 and 31 December 2020	已發行及繳足： 於二零一九年 十二月三十一日、 二零二零年一月一日 及二零二零年十二月 三十一日	0.1	9,522,184,345	952,218

34. SHARE OPTION SCHEMES

34. 購股權計劃

Pursuant to a resolution passed at a annual general meeting of the Company held on 19 December 2012, a new share option scheme (the “**New Share Option Scheme**”) was adopted by the Company.

The previous share option scheme of the Company (the “**Old Share Option Scheme**”) was expired on 21 July 2012, no further options can be granted under the Old Share Option Scheme thereafter. All outstanding share options granted under the Old Share Option Scheme remained outstanding until they lapsed in accordance with the terms of the Old Share Option Scheme.

本公司於二零一二年十二月十九日舉行股東週年大會通過一項決議案，據此，本公司採納一項新購股權計劃（「**新購股權計劃**」）。

本公司之前的購股權計劃（「**舊購股權計劃**」）於二零一二年七月二十一日屆滿，其後概無根據舊購股權計劃進一步授出購股權。根據舊購股權計劃之條款，根據舊購股權計劃授出之所有未行使購股權仍尚未行使直至失效。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

34. SHARE OPTION SCHEMES (Continued)

The Company operates the New Share Option Scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the New Share Option Scheme include the Directors (including independent non-executive directors), other employees of the Group, and suppliers of goods or services to the Group.

The maximum number of unexercised share options currently permitted to be granted under the New Share Option Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the New Share Option Scheme within any 12 month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the Directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of the offer of the share options or the expiry date of the New Share Option Scheme, if earlier.

The exercise price of the share options is determinable by the Directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's share for five trading days immediately preceding the date of the offer; and (iii) the nominal value of the shares.

34. 購股權計劃 (續)

本公司執行新購股權計劃旨在對本集團經營成功作出貢獻之合資格參與者給予獎勵及回報。新購股權計劃之合資格參與者包括董事（包括獨立非執行董事）、本集團之其他僱員，以及本集團商品或服務之供應商。

目前根據新購股權計劃可予授出之未行使購股權最高數目相等於（如獲行使）本公司任何時間已發行股份10%。新購股權計劃各合資格參與者在任何12個月期間內行使購股權可獲發行之最高股份數目不得超逾本公司任何時間已發行股份1%。進一步授出任何超逾該上限之購股權，均須獲股東在股東大會上批准。

授出購股權建議可在建議日期起計28日內接納，承授人在接納購股權時須支付合共1港元名義代價。已授出購股權之行使期由董事釐定，並在若干歸屬期後起計至建議授出購股權日期起10年內或新購股權計劃到期日（如屬較先發生者）止。

購股權之行使價由董事釐定，惟不得少於下列較高者：(i)本公司股份於建議授出購股權日期在聯交所所報之收市價；(ii)本公司股份於緊接建議日期前五個交易日在聯交所所報之平均收市價；及(iii)股份面值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

34. SHARE OPTION SCHEMES (Continued)

Share options do not confer rights on the holders to dividends or to vote at shareholder's meeting. The following table discloses details of the Company's share option in issue under the Scheme during the year:

34. 購股權計劃(續)

購股權並不賦予其持有人收取股息或於股東大會上投票之權利。年內，本公司根據該計劃發行之購股權詳情披露於下表：

Name of category of participant	Date of grant	Exercise period	Exercise period per share	Number of share options						
				As at 1 January 2019	Lapsed during the year	Reallocated during the year (Note 1)	As at 31 December 2019 and 1 January 2020	Lapsed during the year	Reallocated during the year	At 31 December 2020
參與者類別名稱	授出日期	行使期	每股行使價	於二零一九年一月一日	於年內失效	於年內重新分配(附註1)	於二零一九年十二月三十一日及二零二零年一月一日	於年內失效	於年內重新分配	於二零二零年十二月三十一日
Directors										
董事										
Dr. LIE Haiquan 列海權博士	9.4.2018 二零一八年四月九日	9.4.2018 to 8.4.2021 二零一八年四月九日至二零二一年四月八日	0.25	9,000,000	-	-	9,000,000	-	-	9,000,000
Mr. CHEUNG Sing Tai 張聲泰先生	9.4.2018 二零一八年四月九日	9.4.2018 to 8.4.2021 二零一八年四月九日至二零二一年四月八日	0.25	18,000,000	-	-	18,000,000	-	-	18,000,000
Mr. XU Gang 徐崗先生	9.4.2018 二零一八年四月九日	9.4.2018 to 8.4.2021 二零一八年四月九日至二零二一年四月八日	0.25	6,000,000	-	-	6,000,000	(6,000,000)	-	-
Mr. TAO Wei 陶煒先生	9.4.2018 二零一八年四月九日	9.4.2018 to 8.4.2021 二零一八年四月九日至二零二一年四月八日	0.25	6,000,000	-	-	6,000,000	-	-	6,000,000
Mr. ZHANG Bo 張波先生	9.4.2018 二零一八年四月九日	9.4.2018 to 8.4.2021 二零一八年四月九日至二零二一年四月八日	0.25	6,000,000	-	(6,000,000)	-	-	-	-
Mr. ZHANG Zihua 張子華 (ZHANG Zihua) 先生	9.4.2018 二零一八年四月九日	9.4.2018 to 8.4.2021 二零一八年四月九日至二零二一年四月八日	0.25	1,000,000	-	-	1,000,000	-	-	1,000,000
Ms. XI Lina 奚麗娜女士	9.4.2018 二零一八年四月九日	9.4.2018 to 8.4.2021 二零一八年四月九日至二零二一年四月八日	0.25	1,000,000	-	-	1,000,000	-	-	1,000,000
Mr. HUANG Zhixiong 黃志雄先生	9.4.2018 二零一八年四月九日	9.4.2018 to 8.4.2021 二零一八年四月九日至二零二一年四月八日	0.25	1,000,000	-	-	1,000,000	-	-	1,000,000
				48,000,000	-	(6,000,000)	42,000,000	(6,000,000)	-	36,000,000
Employees										
僱員										
	31.1.2018 二零一八年一月三十一日	31.1.2018 to 30.1.2021 二零一八年一月三十一日至二零二一年一月三十日	0.25	67,000,000	(1,800,000)	-	65,200,000	(10,900,000)	-	54,300,000
				67,000,000	(1,800,000)	-	65,200,000	(10,900,000)	-	54,300,000

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

34. SHARE OPTION SCHEMES (Continued)

34. 購股權計劃 (續)

Name of category of participant	Date of grant	Exercise period	Exercise period per share	Number of share options 購股權數目						
				As at 1 January 2019	Lapsed during the year	Reallocated during the year (Note 1)	As at 31 December 2019 and 1 January 2020	Lapsed during the year	Reallocated during the year	At 31 December 2020
參與者類別名稱	授出日期	行使期	每股行使價	於二零一九年一月一日	於年內失效	於年內重新分配 (附註1)	於二零一九年十二月三十一日及二零二零年一月一日	於年內失效	於年內重新分配	於二零二零年十二月三十一日
Others 其他	8.4.2011 二零一一年四月八日	8.4.2011 to 7.4.2021 二零一一年四月八日至二零二一年四月七日	0.469	6,840,000	-	-	6,840,000	-	-	6,840,000
	31.1.2018 二零一八年一月三十一日	31.1.2018 to 30.1.2021 二零一八年一月三十一日至二零二一年一月三十日	0.25	126,000,000	-	-	126,000,000	-	-	126,000,000
	9.4.2018 二零一八年四月九日	9.4.2018 to 8.4.2021 二零一八年四月九日至二零二一年四月八日	0.25	86,000,000	-	6,000,000	92,000,000	(6,000,000)	-	86,000,000
				218,840,000	-	6,000,000	224,840,000	(6,000,000)	-	218,840,000
Total 總計				333,840,000	(1,800,000)	-	332,040,000	(22,900,000)	-	309,140,000

Note 1: Mr. ZHANG Bo resigned as a Director on 30 August 2019 and has remained as a director of certain subsidiaries of the Company since then. His share options have been reallocated to "Others".

附註1：張波先生已於二零一九年八月三十日辭任董事一職，惟此後繼續擔任本公司若干附屬公司之董事。彼之購股權已重新分配至「其他」。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

34. SHARE OPTION SCHEMES (Continued)

The fair values of first and second options granted under the New Share Option Scheme measured at the date of grant during the year ended 31 December 2018 was approximately HK\$9,485,000 and HK\$7,717,000 respectively. The following significant assumptions were used to derived the fair value using the Binomial Option Pricing Model:

	9 April 2018	31 January 2018
Total number of share option	154,000,000	195,000,000
Option value	HK\$0.0501	HK\$0.0486
Option life	3 years	3 years
Expected Tenor	3 years	3 years
Exercise price	HK\$0.250	HK\$0.250
Stock price at the date of grant	HK\$0.176	HK\$0.190
Expected volatility	82.79%	83.04%
Risk-free rate	1.596%	1.489%

Expected volatility was reference to Bloomberg calculated from the weighted average historical volatility of weekly return of share price of comparable companies and the Company. Risk-free rate represents the yields to maturity of Hong Kong Exchange Fund Note with respective terms to maturity as at the share options granted date. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considers.

No share options were exercised during the year ended 31 December 2020 and 2019.

34. 購股權計劃 (續)

於截至二零一八年十二月三十一日止年度根據新購股權計劃授出之第一批及第二批購股權於授出日期計量之公平值分別為約9,485,000港元及7,717,000港元。以下乃以二項式期權定價模式推定公平值時採用之重要假設：

	二零一八年 四月九日	二零一八年 一月三十一日
購股權總數	154,000,000	195,000,000
購股權價值	0.0501港元	0.0486港元
購股權年期	3年	3年
預期年期	3年	3年
行使價	0.250港元	0.250港元
於授出日之股價	0.176港元	0.190港元
預期波幅	82.79%	83.04%
無風險利率	1.596%	1.489%

預期波幅乃參照彭博資訊計算可資比較公司及本公司股價每週回報加權平均歷史波幅得出。無風險利率指於授出購股權日期到期之香港外匯基金票據之到期收益率。在管理層最佳估計下，模式中之預期年期已因應購股權之不可轉讓性、行使限制及行為等考慮因素之影響而有所調整。

概無購股權於截至二零二零年及二零一九年十二月三十一日止年度獲行使。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

35. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

35. 融資活動所產生之負債對賬

下表詳載本集團融資活動所產生之負債變動，包括現金及非現金變動。融資活動所產生之負債乃為現金流量或將來現金流量於本集團綜合現金流量表分類為來自融資活動現金流量之負債。

		Borrowings 借款 (Note 31) (附註31) HK\$'000 千港元	Lease liabilities 租賃負債 (Note 30) (附註30) HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2019	於二零一九年一月一日	682,261	59,094	741,355
Changes from financing cash flows	融資現金流量變動			
Borrowings raised	籌集之借款	821,599	-	821,599
Repayment of borrowings	償還借款	(373,969)	-	(373,969)
Leases rental paid	已付租金	-	(14,707)	(14,707)
Interest paid	已付利息	(63,633)	-	(63,633)
Total changes from financing cash flows	融資現金流量變動總額	383,997	(14,707)	369,290
Finance costs (Note 10)	融資成本(附註10)	63,633	2,931	66,564
Other movement	其他變動	-	2,990	2,990
Exchange realignment	匯兌調整	(48,442)	(954)	(49,396)
As at 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日 及二零二零年一月一日	1,081,449	49,354	1,130,803
Changes from financing cash flows	融資現金流量變動			
Borrowings raised	籌集之借款	862,272	-	862,272
Repayment of borrowings	償還借款	(439,801)	-	(439,801)
Leases rental paid	已付租金	-	(23,023)	(23,023)
Finance lease repaid	償還融資租賃	-	(26,307)	(26,307)
Interest paid	已付利息	(75,531)	-	(75,531)
Total changes from financing cash flows	融資現金流量變動總額	346,940	(49,330)	297,610
Finance costs (Note 10)	融資成本(附註10)	81,393	24,508	105,901
Other movement	其他變動	(5,862)	414,613	408,751
Exchange realignment	匯兌調整	97,202	26,560	123,762
As at 31 December 2020	於二零二零年十二月三十一日	1,601,122	465,705	2,066,827

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

36. ACQUISITION OF SUBSIDIARIES

(A) CHANGE IN OWNERSHIP INTERESTS IN GZ YIZI

During the year ended 31 December 2020, the Group acquired 30% equity interests of Guangzhou Yizi Internet Technology Co., Ltd.* (廣州市羿資互聯網科技有限公司) (“GZ Yizi”) from the non-controlling shareholder of GZ Yizi at a consideration of RMB18,700,000 (equivalent to approximately HK\$21,265,640), which resulted in the Group’s effective equity interests of 54% (2019: 36%) in GZ Yizi. The effect of the acquisition on the equity attributable to the owners of the Company is as follows:

		HK\$'000 千港元
Carrying amount of non-controlling interests acquired	所收購非控股權益之賬面值	3,440
Consideration paid for non-controlling interests	已就非控股權益支付之代價	(21,265)
		(17,825)

(B) CHANGE IN OWNERSHIP INTERESTS IN INSIGNIFICANT SUBSIDIARIES

During the year ended 31 December 2020, the Group obtained equity interests of various insignificant subsidiaries from the non-controlling shareholders. The effect of the acquisition on the equity attributable to the owners of the Company is as follows:

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Carrying amount of non-controlling interests acquired	所收購非控股權益之賬面值	(75)	(2,589)
Less: effect of translation reserve	減：換算儲備之影響	-	288
		(75)	(2,301)

36. 收購附屬公司

(A) 於廣州羿資之所有權權益變動

於截至二零二零年十二月三十一日止年度，本集團自廣州市羿資互聯網科技有限公司（「廣州羿資」）之一名非控股股東收購廣州羿資之30%股權，代價人民幣18,700,000元（相當於約21,265,640港元），因此本集團於廣州羿資的有效股權為54%（二零一九年：36%）。收購對本公司擁有人應佔股權之影響如下：

(B) 於不重大附屬公司之所有權權益變動

於截至二零二零年十二月三十一日止年度，本集團自非控股股東取得若干不重大附屬公司之股權。收購對本公司擁有人應佔股權之影響如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

37. DISPOSAL OF SUBSIDIARIES

(A) DISPOSAL OF NEO FINANCIAL HOLDINGS LIMITED (“NEO FINANCIAL”) AND ITS SUBSIDIARIES (“NEO FINANCIAL GROUP”)

On 5 September 2020, a directly wholly-owned subsidiary of the Company entered into a sales and purchase agreement to dispose of its 100% interest in Neo Financial Group. Pursuant to the agreement, the purchaser has agreed to purchase the sale shares at a consideration of approximately HK\$1,126,000. The principal activity of Neo Financial Group is operation of internet finance platform business. The disposal was completed on 7 September 2020.

Summary of the effects of the disposal of Neo Financial Group is as follows:

37. 出售附屬公司

(A) 出售中國新電信金融控股有限公司(「中國新電信金融」)及其附屬公司(「中國新電信金融集團」)

於二零二零年九月五日，本公司一間直接全資附屬公司簽訂一份買賣協議以出售其於中國新電信金融集團之全部權益。根據協議，買方已同意以代價約1,126,000港元購買銷售股份。中國新電信金融集團的主要業務為經營互聯網金融平台業務。出售事項於二零二零年九月七日完成。

出售中國新電信金融集團之影響概要如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	610
Intangible assets	無形資產	200
Accounts receivable	應收賬款	-
Prepayment, deposits and other receivables	預付款項、按金及其他應收款項	4,839
Cash and cash equivalents	現金及現金等價物	938
Accounts payable	應付賬款	-
Other payables and accruals	其他應付款項及應計款項	(17,034)
Tax liabilities	稅項負債	(6,311)
Net liabilities disposed of	所出售之資產淨額	(16,758)
Gain on disposal of subsidiaries:	出售附屬公司之收益：	
Cash consideration received	已收現金代價	1,126
Release of exchange reserve upon disposal	出售時解除匯兌儲備	1,198
Non-controlling interests	非控股權益	(12,857)
Net liabilities disposed of	所出售之資產淨額	16,758
		6,225
Net cash inflow arising on disposal:	出售事項產生之現金流入淨額：	
Cash consideration	現金代價	1,126
Cash and cash equivalent disposed of	所出售之現金及現金等價物	(938)
		188

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

37. DISPOSAL OF SUBSIDIARIES (Continued)

37. 出售附屬公司(續)

(B) DISPOSAL OF INSIGNIFICANT SUBSIDIARIES

During the year ended 31 December 2020, the Group disposed equity interests of various insignificant subsidiaries to independent third parties. The effect of the disposal on the equity attributable to the owners of the Company are as follows:

(B) 出售非重大附屬公司

截至二零二零年十二月三十一日止年度，本集團向獨立第三方出售多間非重大附屬公司的股權。出售事項對本公司擁有人應佔股權之影響如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	2,890
Inventories	存貨	285
Accounts receivable	應收賬款	1,711
Prepayment, deposits and other receivables	預付款項、按金及其他應收款項	3,088
Cash and cash equivalents	現金及現金等價物	942
Accounts payable	應付賬款	(1,653)
Other payables and accruals	其他應付款項及應計款項	(3,089)
Net assets disposed of	所出售之資產淨額	4,174
Loss on disposal of subsidiaries:	出售附屬公司之虧損：	
Cash consideration received	已收現金代價	2,890
Release of exchange reserve upon disposal	出售時解除匯兌儲備	(88)
Non-controlling interests	非控股權益	(2,318)
Net assets disposed of	所出售之資產淨額	(4,174)
		(3,690)
Net cash inflow arising on disposal:	出售事項產生之現金流入淨額：	
Cash consideration	現金代價	2,890
Cash and cash equivalent disposed of	所出售之現金及現金等價物	(942)
		1,948

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

37. DISPOSAL OF SUBSIDIARIES (Continued)

(C) DISPOSAL OF MILLION ACE GROUP

On 26 September 2019, an indirectly wholly-owned subsidiary of the Company entered into a sales and purchase agreement to dispose of its 100% interest in Million Ace Group. Pursuant to the agreement, the purchaser has agreed to purchase the sale shares at a consideration of HK\$10,000,000. The principal activity of Million Ace Group is trading of telecommunication products. The disposal was completed on 30 September 2019.

Summary of the effects of the disposal of Million Ace Group is as follows:

37. 出售附屬公司(續)

(C) 出售萬成集團

於二零一九年九月二十六日，本公司一間間接全資附屬公司簽訂一份買賣協議以出售其於萬成集團之全部權益。根據協議，買方已同意以代價10,000,000港元購買銷售股份。萬成集團的主要業務為買賣電訊產品。出售事項於二零一九年九月三十日完成。

出售萬成集團之影響概要如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	28
Deferred tax assets	遞延稅項資產	8,747
Prepayments and other receivables	預付款項及其他應收款項	1,341
Cash and cash equivalents	現金及現金等價物	91
Accounts payable	應付賬款	(3,999)
Other payables and accruals	其他應付款項及應計款項	(5,335)
Tax liabilities	稅項負債	(17,859)
Net liabilities disposed of	所出售之負債淨額	(16,986)
Gain on disposal of subsidiaries:	出售附屬公司之收益：	
Cash consideration received	已收現金代價	10,000
Net liabilities disposed of	所出售之負債淨額	16,986
		26,986
Net cash inflow arising on disposal:	出售事項產生之現金流入淨額：	
Cash consideration	現金代價	10,000
Cash and cash equivalent disposed of	所出售之現金及現金等價物	(91)
		9,909

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

37. DISPOSAL OF SUBSIDIARIES (Continued)

37. 出售附屬公司(續)

(D) DISPOSAL OF QIANHAI

On 16 April 2019, an indirectly wholly-owned subsidiary of the Company entered into a sales and purchase agreement to dispose of its 100% interest in Qianhai Wealth Management Limited (“Qianhai”). Pursuant to the supplementary agreement dated on 22 May 2019, the purchaser has agreed to purchase the sale shares at a consideration of HK\$1,400,000, plus bank balance and prepayment on completion date. The principal activity of Qianhai is insurance brokerage services. The disposal was completed on 26 June 2019.

Summary of the effects of the disposal of Qianhai is as follows:

(D) 出售前海

於二零一九年四月十六日，本公司一間間接全資附屬公司簽訂一份買賣協議以出售其於前海理財有限公司(「前海」)之全部權益。根據日期為二零一九年五月二十二日之補充協議，買方已同意於完成日期購買銷售股份，代價為1,400,000港元加上銀行結餘及預付款項。前海的主要業務為提供保險經紀服務。出售事項於二零一九年六月二十六日完成。

出售前海之影響概要如下：

		HK\$'000 千港元
Accounts receivable	應收賬款	6
Prepayments and other receivables	預付款項及其他應收款項	21
Cash and cash equivalents	現金及現金等價物	131
Accounts payable	應付賬款	(3)
Tax liabilities	稅項負債	(1)
Net assets disposed of	所出售之資產淨值	154
Gain on disposal of subsidiaries:	出售附屬公司之收益：	
Cash consideration received	已收現金代價	1,552
Net assets disposed of	所出售之資產淨值	(154)
		1,398
Net cash inflow arising on disposal:	出售事項產生之現金流入淨額：	
Cash consideration	現金代價	1,552
Cash and cash equivalent disposed of	所出售之現金及現金等價物	(131)
		1,421

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

38. CAPITAL COMMITMENTS

38. 資本承擔

		31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元
Commitments contracted for but not provided in the consolidated financial statements in respect of – Property, plant and equipment	有關以下各項已訂約但未於綜合財務報表撥備的承擔 — 物業、廠房及設備	828,762	642,361

39. MAJOR NON-CASH TRANSACTION

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$225,486,000 (2019: HK\$5,456,000) and HK\$225,486,000 (2019: HK\$5,456,000), respectively, in respect of lease arrangement for building leased for own use.

39. 主要非現金交易

年內，本集團就租賃作自用之樓宇租賃安排擁有使用權資產及租賃負債之非現金添置分別為225,486,000港元（二零一九年：5,456,000港元）及225,486,000港元（二零一九年：5,456,000港元）。

40. SUBSIDIARIES

Particulars of the principal subsidiaries at 31 December 2020 are as follows:

40. 附屬公司

主要附屬公司於二零二零年十二月三十一日之詳細資料如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and business 註冊成立/註冊及 營業地點	Nominal value of authorised share capital 法定股本面值	Nominal value of paid up issued share capital 已繳足的 已發行股本面值	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Guangdong Bluesea Mobile Development Limited (Note 1)	PRC, limited liability company	RMB687,000,000 (2019: RMB100,020,000)	RMB685,000,000 (2019: RMB50,000,000)	-	100%	Operation of commercial WIFI platform, provision of value-added telecommunication services and provision of data centre services
廣東蔚海移動發展有限公司 (附註1)	中國·有限責任公司	人民幣687,000,000元 (二零一九年: 人民幣100,020,000元)	人民幣685,000,000元 (二零一九年: 人民幣50,000,000元)	-	100%	營運商業WIFI平台·提供增值電訊服務以及提供數據中心服務
廣東阿凡達財富投資管理 有限公司 (Note 1)	PRC, limited liability company	RMB100,000,000	RMB10,000,000	-	70%	Operation of internet finance platform business
廣東阿凡達財富投資管理 有限公司 (附註1)	中國·有限責任公司	人民幣100,000,000元	人民幣10,000,000元	-	70%	營運互聯網金融平台業務
Guangzhou Yizi Internet Technology Co., Ltd	PRC, limited liability company	RMB60,000,000	RMB29,700,000	-	54%	Provision of data centre services
廣州市羿資互聯網科技有限公司	中國·有限責任公司	人民幣60,000,000元	人民幣29,700,000元	-	54%	提供數據中心服務
廣東蔚海數據發展有限公司	PRC, limited liability company	RMB595,000,000	RMB595,000,000	-	100%	Provision of data centre services
廣東蔚海數據發展有限公司	中國·有限責任公司	人民幣595,000,000元	人民幣595,000,000元	-	100%	提供數據中心服務
廣州市資拓科技有限公司	PRC, limited liability company	RMB100,000,000	RMB2,500,000	-	60%	Provision of data centre services
廣州市資拓科技有限公司	中國·有限責任公司	人民幣100,000,000元	人民幣2,500,000元	-	60%	提供數據中心服務

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

40. SUBSIDIARIES (Continued)

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results for the period or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

Notes:

- Subsidiaries controlled through certain structured arrangements (“**Structured Arrangements**”), for details of the Structured Arrangements, please refer to Note 41.

Details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of Incorporation and principal place of business 註冊成立地點 及主要營業地點	Proportion ownership interests and voting rights held by non-controlling interest 非控股權益持有之 擁有權權益及投票權百分比		Loss for the year allocated to non-controlling interests 分配至非控股權益之 年內虧損		Total comprehensive income/(loss) allocated to non-controlling interests 分配至非控股權益之 全面收益/(虧損)總額		Accumulated non-controlling interests 累計非控股權益	
		2020	2019	2020	2019	2020	2019	2020	2019
		二零二零年 HK\$'000 千港元	二零一九年 HK\$'000 千港元	二零二零年 HK\$'000 千港元	二零一九年 HK\$'000 千港元	二零二零年 HK\$'000 千港元	二零一九年 HK\$'000 千港元	二零二零年 HK\$'000 千港元	二零一九年 HK\$'000 千港元
廣東阿凡達財富投資管理有限公司	PRC	30%	30%	(158)	(2,183)	1,120	(2,554)	16,690	15,570
廣東阿凡達財富投資管理有限公司	中國								
廣州市資拓科技有限公司	PRC	40%	40%	(1,637)	(26,991)	(2,855)	(27,322)	19,627	22,482
廣州市資拓科技有限公司	中國								
深圳市蜜蜂金服互聯網金融服務 有限公司 and its subsidiaries	PRC	-	40%	-	(3,973)	-	(4,143)	-	(6,397)
深圳市蜜蜂金服互聯網 金融服務有限公司及其附屬公司	中國								
Individually immaterial subsidiaries with non-controlling interests 擁有非控股權益之個別非重大附屬公司								33,911	34,060
								70,228	65,715

40. 附屬公司 (續)

上表載列本公司之附屬公司，董事認為該等附屬公司對本集團本期間之業績產生主要影響或組成本集團資產淨值之主要部份。董事認為，如載列其他附屬公司之詳情將令篇幅過於冗長。

附註：

- 透過若干結構性安排（「**結構性安排**」）控制之附屬公司，有關結構性安排之詳情，請參閱附註41。

擁有重大非控股權益之本集團非全資附屬公司的詳情：

下表載列擁有重大非控股權益之本集團非全資附屬公司的詳情：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

40. SUBSIDIARIES (Continued)

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

廣東阿凡達財富投資管理有限公司

40. 附屬公司 (續)

擁有重大非控股權益的本集團各附屬公司的財務資料概要載列如下。以下的財務資料概要指集團內公司間對銷前的金額。

廣東阿凡達財富投資管理有限公司

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current assets	流動資產	81,125	74,017
Non-current assets	非流動資產	45	1,190
Current liabilities	流動負債	(25,538)	(23,308)
Non-current liabilities	非流動負債	-	-
Equity attributable to owners of The company	本公司擁有人應佔權益	38,942	36,329
Non-controlling interests	非控股權益	16,690	15,570

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

40. SUBSIDIARIES (Continued)

40. 附屬公司 (續)

廣東阿凡達財富投資管理有限公司 (Continued)

廣東阿凡達財富投資管理有限公司 (續)

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收益	-	-
Expenses	開支	(527)	(7,277)
Loss for the year	年內虧損	(527)	(7,277)
Loss attributable to owners of the company	本公司擁有人應佔虧損	(369)	(5,094)
Loss attributable to The non-controlling interests	非控股權益應佔虧損	(158)	(2,183)
Loss for the year	年內虧損	(527)	(7,277)
Other comprehensive income/(loss) attributable to owners of the Company	本公司擁有人應佔其他全面收益／(虧損)	2,982	(865)
Other comprehensive income/(loss) attributable to the non-controlling interests	非控股權益應佔其他全面收益／(虧損)	1,278	(371)
Other comprehensive income/(loss) for the year	年內其他全面收益／(虧損)	4,260	(1,236)
Total comprehensive income/(loss) attributable to owners of the Company	本公司擁有人應佔全面收益／(虧損)總額	2,613	(5,959)
Total comprehensive income/(loss) attributable to non-controlling interests	非控股權益應佔全面收益／(虧損)總額	1,120	(2,554)
Total comprehensive income/(loss) for the year	年內全面收益／(虧損)總額	3,733	(8,513)
Net cash (outflow)/inflow from operating activities	來自經營業務之現金(流出)／流入淨額	(2,035)	1,677
Net cash inflow from investing activities	來自投資活動之現金流入淨額	-	8
Net cash (outflow)/inflow	現金(流出)／流入淨額	(2,035)	1,685

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

40. SUBSIDIARIES (Continued)

廣州市資拓科技有限公司

40. 附屬公司 (續)

廣州市資拓科技有限公司

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Current assets	流動資產	125,228	78,609
Non-current assets	非流動資產	414,730	271,103
Current liabilities	流動負債	(466,397)	(264,349)
Non-current liabilities	非流動負債	(24,494)	(29,159)
Equity attributable to owners of the company	本公司擁有人應佔權益	29,440	33,723
Non-controlling interests	非控股權益	19,627	22,482
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收益	277,794	274,251
Expenses	開支	(281,890)	(341,740)
Loss for the year	年內虧損	(4,096)	(67,489)
Loss attributable to owners of the company	本公司擁有人應佔虧損	(2,459)	(40,498)
Loss attributable to the non-controlling interests	非控股權益應佔虧損	(1,637)	(26,991)
Loss for the year	年內虧損	(4,096)	(67,489)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

40. SUBSIDIARIES (Continued)

廣州市資拓科技有限公司 (Continued)

40. 附屬公司 (續)

廣州市資拓科技有限公司 (續)

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Other comprehensive loss attributable to owners of the Company	本公司擁有人應佔其他全面虧損	(1,824)	(486)
Other comprehensive loss attributable to the non-controlling interests	非控股權益應佔其他全面虧損	(1,218)	(331)
Other comprehensive loss for the year	年內其他全面虧損	(3,042)	(817)
Total comprehensive loss attributable to owners of the Company	本公司擁有人應佔全面虧損總額	(4,283)	(40,984)
Total comprehensive loss attributable to non-controlling interests	非控股權益應佔全面虧損總額	(2,855)	(27,322)
Total comprehensive loss for the year	年內全面虧損總額	(7,138)	(68,306)
Net cash inflow from operating activities	來自經營業務之現金流入淨額	14,731	954
Net cash outflow from investing activities	來自投資活動之現金流出淨額	(19,609)	(6,390)
Net cash inflow from financing activities	來自融資活動之現金流入淨額	10,637	-
Net cash inflow/(outflow)	現金流入/(流出)淨額	5,759	(5,436)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

40. SUBSIDIARIES (Continued)

深圳市蜜蜂金服互聯網金融服務有限公司 and its subsidiaries

40. 附屬公司 (續)

深圳市蜜蜂金服互聯網金融服務有限公司及其附屬公司

		2019 二零一九年 HK\$'000 千港元
Current assets	流動資產	5,629
Non-current assets	非流動資產	1,025
Current liabilities	流動負債	(22,647)
Equity attributable to owners of The company	本公司擁有人應佔權益	(9,596)
Non-controlling interests	非控股權益	(6,397)
Revenue	收益	-
Expenses	開支	(9,933)
Loss for the year	年內虧損	(9,933)
Loss attributable to owners of the company	本公司擁有人應佔虧損	(5,960)
Loss attributable to the non-controlling interests	非控股權益應佔虧損	(3,973)
Other comprehensive loss attributable to owners of the Company	本公司擁有人應佔其他全面虧損	(255)
Other comprehensive loss attributable to the non-controlling interests	非控股權益應佔其他全面虧損	(170)
Other comprehensive loss for the year	年內其他全面虧損	(425)
Total comprehensive loss attributable to owners of the Company	本公司擁有人應佔全面虧損總額	(6,215)
Total comprehensive loss attributable to non-controlling interests	非控股權益應佔全面虧損總額	(4,143)
Total comprehensive loss for the year	年內全面虧損總額	(10,358)
Net cash outflow from operating activities	來自經營業務之現金流出淨額	(237)
Net cash outflow	現金流出淨額	(237)

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41. STRUCTURED ARRANGEMENTS

BLUESEA MOBILE GROUP

Particulars and main business of the operating entities

廣東蔚海移動發展有限公司(Guangdong Bluesea Mobile Development Limited*) (“**Bluesea Mobile**”) is a limited liability company established under the laws of the PRC and is owned by Ms. Ye Weiping (葉偉平) (99%) and Mr. Xu Gang (徐崗) (Mr. HE Zhicong (何志聰) with effect from 27 February 2020 upon the transfer of the 1% equity interest therein from Mr. Xu) (1%) (hereinafter collectively referred to as “**Bluesea Mobile Shareholders**”). Bluesea Mobile is controlled by 中新賽爾(深圳)網絡科技有限公司 by way of certain structured contracts (the “**Bluesea Mobile Structured Contracts**”). Bluesea Mobile is principally engaged in provision of value-added telecommunication services. Bluesea Mobile has obtained an Internet content provider license which enables it to be an Internet content provider in the PRC.

Major terms of the Bluesea Mobile Structured Contracts

a) *Equity and Voting agreement*

The Bluesea Mobile Shareholders shall irrevocably grant to the 中新賽爾(深圳)網絡科技有限公司 or the person as designated by the 中新賽爾(深圳)網絡科技有限公司 an exclusive option to purchase, subject to and as permitted by PRC laws, their entire equity interest in Bluesea Mobile by way of one or more times of exercise of the option at any time, at an option price which is nil or nominal, or the minimum price permitted by PRC laws. In addition, the Bluesea Mobile Shareholders shall in attending to the management of and exercising his shareholder’s right in Bluesea Mobile, seek and follow the instructions of the 中新賽爾(深圳)網絡科技有限公司.

41. 結構性安排

蔚海移動集團

經營實體之詳情及主營業務

廣東蔚海移動發展有限公司(「蔚海移動」)為一間根據中國法律成立之有限責任公司，並由葉偉平女士(99%)及徐崗先生(於徐先生轉讓其於當中擁有的1%股權後，自二零二零年二月二十七日起為何志聰先生)(1%) (以下統稱「蔚海移動股東」)擁有。蔚海移動由中新賽爾(深圳)網絡科技有限公司以若干結構性合約(「蔚海移動結構性合約」)的方式控制。蔚海移動主要從事提供增值電信服務。蔚海移動已取得互聯網內容提供商牌照，因此能夠作為中國的互聯網內容提供商。

蔚海移動結構性合約之主要條款

a) *股權及投票協議*

蔚海移動股東應不可撤回地向中新賽爾(深圳)網絡科技有限公司或中新賽爾(深圳)網絡科技有限公司指定之人士授出獨家購股權，以購買(在中國法律之規限下及其許可下)其於蔚海移動之全部股權，方式為隨時以購股價(為零或象徵性價格或中國法律許可之最低價格)一次或多次行使購股權。此外，蔚海移動股東應於參與管理蔚海移動及行使其於蔚海移動之股東權利時尋求及遵守中新賽爾(深圳)網絡科技有限公司之指示。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41. STRUCTURED ARRANGEMENTS

(Continued)

BLUESEA MOBILE GROUP (Continued)

Major terms of the Bluesea Mobile Structured Contracts (Continued)

b) *Exclusive service agreement*

Bluesea Mobile shall engage the 中新賽爾(深圳)網絡科技有限公司 as its exclusive service provider. The 中新賽爾(深圳)網絡科技有限公司 shall provide to Bluesea Mobile technology support, business support and relevant consultancy services that relate to the business of Bluesea Mobile including but not limited to (i) license to Bluesea Mobile the right to use the intellectual property rights (including but not limited to patent, trade mark and copyright) owned by the 中新賽爾(深圳)網絡科技有限公司 according to the business needs of Bluesea Mobile; (ii) develop, maintain and update the relevant software required by the business of Bluesea Mobile; (iii) purchase and rent or obtain the right to use on behalf of Bluesea Mobile machinery equipment, storage space, related software and other software facilities required by the business of Bluesea Mobile; (iv) provide to Bluesea Mobile professional technical personnel and provide training to them on behalf of Bluesea Mobile; (v) assist Bluesea Mobile to collect and research technology that is relevant to the business of Bluesea Mobile; (vi) advise on matters relating to the business operations of Bluesea Mobile raised by Bluesea Mobile, and provide to Bluesea Mobile business promotion and market sales services; and (vii) according to the request of Bluesea Mobile and with the consent of the 中新賽爾(深圳)網絡科技有限公司, provide to Bluesea Mobile other recommendations and services relating to the business of Bluesea Mobile.

41. 結構性安排(續)

蔚海移動集團(續)

蔚海移動結構性合約之主要條款(續)

b) *獨家服務協議*

蔚海移動應委聘中新賽爾(深圳)網絡科技有限公司為其獨家服務提供商。中新賽爾(深圳)網絡科技有限公司應向蔚海移動提供有關蔚海移動業務之技術支持、業務支持及相關諮詢服務,包括但不限於(i)根據蔚海移動之業務需要向蔚海移動授予中新賽爾(深圳)網絡科技有限公司所擁有之知識產權(包括但不限於專利、商標及版權)之使用權;(ii)開發、維護及更新蔚海移動之業務所需之相關軟件;(iii)代表蔚海移動購買及租賃或獲取蔚海移動之業務所需之機器設備、儲存空間、相關軟件及其他軟件設施之使用權;(iv)向蔚海移動提供專業技術人員並代表蔚海移動向彼等提供培訓;(v)協助蔚海移動收集及研究有關蔚海移動業務之技術;(vi)就蔚海移動所提出有關蔚海移動業務經營之事宜提供意見,並向蔚海移動提供業務推廣及市場營銷服務;及(vii)根據蔚海移動之要求並經中新賽爾(深圳)網絡科技有限公司同意,向蔚海移動提供有關蔚海移動業務之其他推薦建議及服務。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41. STRUCTURED ARRANGEMENTS

(Continued)

BLUESEA MOBILE GROUP (Continued)

Major terms of the Bluesea Mobile Structured Contracts (Continued)

c) Equity pledge agreement

Bluesea Mobile Shareholders shall pledge all their equity interest in Bluesea Mobile to 中新賽爾(深圳)網絡科技有限公司 to guarantee, the performance of all the obligations of (i) Bluesea Mobile under the Exclusive Service Agreement, (ii) Bluesea Mobile Shareholders and Bluesea Mobile under the Equity & Voting Agreement.

REVENUE AND ASSETS SUBJECT TO THE CONTRACTUAL ARRANGEMENTS

The revenue and total assets subject to the Contractual Arrangements, in aggregate, are set out below:

41. 結構性安排 (續)

蔚海移動集團 (續)

蔚海移動結構性合約之主要條款 (續)

c) 股權質押協議

蔚海移動股東將向中新賽爾(深圳)網絡科技有限公司質押其於蔚海移動之全部股權，以擔保下列所有責任獲履行：(i) 蔚海移動於獨家服務協議下之所有責任，(ii) 蔚海移動股東及蔚海移動於股權及投票權協議下之所有責任。

合約安排之收益及資產

合約安排總計之收益及總資產載列如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收益	464,379	549,930
Net loss	淨虧損	126,148	57,034
		As at 31 December 於十二月三十一日	
		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Total assets	總資產	3,390,150	1,900,594

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41. STRUCTURED ARRANGEMENTS

(Continued)

REASONS FOR USING AND RISKS ASSOCIATED WITH THE CONTRACTUAL ARRANGEMENTS

Under the prevailing laws and regulations in the PRC, companies with foreign ownership are restricted from engaging in the provision of value-added telecommunication services and manufacturing of telecommunication system equipment for satellites business in the PRC. As such, the Company relies on BUN, CERNET Wifi and Bluesea Mobile (“OPCOs” and each an “OPCO”) to conduct certain parts of the Group’s businesses in the PRC. The Company manages to maintain an effective control over the financial and operational policies of the OPCOs through the Contractual Arrangements which effectively transfer the economic benefits and pass the risks associated therewith of the OPCO to the Company, and as a result, the OPCOs have been consolidated as subsidiaries of the Group. The Board wishes to emphasise that the Group relies on the Contractual Arrangements to control and obtain the economic benefits from the OPCOs, which may not be as effective in providing operational control as direct ownership. The Company may have to rely on the PRC legal system to enforce the Contractual Arrangements, which remedies may be less effective than those in other developed jurisdictions. Any conflicts of interest or deterioration of the relationship between the registered holders of the equity interest in the OPCOs and our Group may materially and adversely affect the overall business operations of the Group. The pricing arrangement under the Contractual Arrangements may be challenged by the PRC tax authority. If the Group chooses to exercise the option to acquire all or part of the equity interests in any of the OPCOs under the respective option agreements under the Contractual Arrangements, substantial amount of costs and time may be involved in transferring the ownership of the relevant OPCO held by its registered holder(s) to the subsidiaries equity-owned by the Company. There can be no assurance that the interpretation of the Contractual Arrangements by the PRC legal advisers to the Company is in line with the interpretation of the PRC governmental authorities and that the Contractual Arrangements will not be considered by such PRC governmental authorities and courts to be in violation of the PRC laws.

41. 結構性安排 (續)

採用合約安排之原因及相關風險

根據中國現行法律法規，外商公司於中國從事提供增值電信服務及製造衛星電信系統設備業務受到限制。因此，本公司依賴北京匯通、賽爾無線及蔚海移動（「該等OPCO公司」及各自為「OPCO公司」）以於中國從事本集團部份特定業務。本公司透過合約安排維持對該等OPCO公司之財務及營運政策有效的控制，合約安排有效地將OPCO公司之經濟利益及相關風險轉移及轉嫁予本公司，因此，該等OPCO公司已作為本集團之附屬公司綜合入賬。董事會謹此強調本集團依賴合約安排控制並從該等OPCO公司取得經濟利益，而此在提供營運控制權方面未必如直接擁有權一樣有效。本公司可能不得不依賴中國法律體系以執行合約安排，其相關法律救濟可能會不如其他發達司法權區一樣有效。任何該等OPCO公司股權登記持有人與本集團之間之利益衝突或關係惡化可能對本集團之整體業務營運造成重大不利影響。合約安排下的定價安排可能獲中國稅務機關質疑。倘本集團選擇行使於合約安排項下之各自購買權協議之選擇權以收購任何該等OPCO公司之全部或部份股本權益，由有關OPCO公司之登記持有人轉移其擁有權予本公司擁有權益之附屬公司可能耗費大量成本及時間。不能保證本公司之中國法律顧問對合約安排的解釋與中國政府部門的解釋相符，亦不能保證合約安排將不被中國政府部門及法院認為違反中國法律。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

41. STRUCTURED ARRANGEMENTS

(Continued)

REASONS FOR USING AND RISKS ASSOCIATED WITH THE CONTRACTUAL ARRANGEMENTS (Continued)

In addition, the PRC governmental authorities may in the future interpret or issue laws, regulations or policies that result in the Contractual Arrangements being deemed to be in violation of the then prevailing PRC laws. Despite the above, as advised by the PRC legal advisers to the Company, the Contractual Arrangements are in compliance with and, to the extent governed by the PRC laws currently in force, are enforceable under, the current PRC laws. The Company will monitor the relevant PRC laws and regulations relevant to the Contractual Arrangements and will take all necessary actions to protect the Company's interest in the OPCOs.

MATERIAL CHANGES

Save as disclosed above, as at the date of this report, there has not been any material change in the Contractual Arrangements and/or the circumstances under which they were adopted.

41. 結構性安排 (續)

採用合約安排之原因及相關風險 (續)

另外，中國政府部門可能於將來解釋或頒佈法律、法規或政策，導致合約安排被視為違反當時適用中國法律。儘管有上文所述，據本公司中國法律顧問告知，合約安排遵照現時中國法律並可在現行中國法律適用範圍內根據相關法律強制執行。本公司將監察有關合約安排之中國相關法律法規並且將採取一切必要措施保護本公司於該等OPCO公司之權益。

重大變動

除上文所披露者外，於本報告日期，並無合約安排及／或採用合約安排的情況的任何重大變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

42. STATEMENT OF FINANCIAL POSITION 42. 財務狀況表

		2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	37	92
Investment in subsidiaries	於附屬公司之投資	-	-
Deferred tax assets	遞延稅項資產	17	1,711
		54	1,803
Current assets	流動資產		
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	959	737
Note receivable	應收票據	-	61,586
Amounts due from subsidiaries	應收附屬公司款項	103,780	44,392
Cash and cash equivalents	現金及現金等價物	1,622	276
		106,361	106,991
Current liabilities	流動負債		
Other payables and accruals	其他應付款項及應計款項	3,595	4,325
Amounts due to subsidiaries	應付附屬公司款項	25,022	20,040
		28,617	24,365
Net current assets	流動資產淨值	77,744	82,626
Total assets less current liabilities	總資產減流動負債	77,798	84,429
Net assets	資產淨值	77,798	84,429
Capital and reserves	資本及儲備		
Share capital	股本	952,218	952,218
Reserves (Note)	儲備(附註)	(874,420)	(867,789)
Total equity	權益總額	77,798	84,429

The financial statements were approved and authorised for issue by the board of directors on 24 March 2021 and signed on behalf by:

財務報表於二零二一年三月二十四日獲董事會批准及授權刊發，並由下列董事代表簽署：

CHEUNG Sing Tai
張聲泰
DIRECTOR
董事

TAO Wei
陶煒
DIRECTOR
董事

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

42. STATEMENT OF FINANCIAL POSITION 42. 財務狀況表 (續)

(Continued)

Note:

The movements of the reserves are as follows:

附註：

儲備變動情況如下：

		Share premium	Share options reserve	Accumulated losses	Total
		股份溢價	購股權儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
As at 1 January 2019	於二零一九年一月一日	1,759,494	17,246	(1,468,831)	307,909
Total comprehensive loss for the year	年內全面虧損總額	-	-	(1,175,698)	(1,175,698)
Share options lapsed	購股權失效	-	(89)	89	-
As at 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及二零二零年一月一日	1,759,494	17,157	(2,644,440)	(867,789)
Total comprehensive loss for the year	年內全面虧損總額	-	-	(6,631)	(6,631)
Share options lapsed	購股權失效	-	(1,294)	1,294	-
As at 31 December 2020	於二零二零年十二月三十一日	1,759,494	15,863	(2,649,777)	(874,420)

43. CONNECTED AND RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, the Group entered into the following material transaction with connected and related parties during the year.

43. 關連交易及關聯方交易

除綜合財務報表的其他部分所披露者外，本集團於本年度與關連人士及關聯方訂立以下重大交易。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度

43. CONNECTED AND RELATED PARTY TRANSACTIONS (Continued)

(A) COMPENSATION OF KEY MANAGEMENT PERSONNEL

The remuneration of directors and key executives was stated in Notes 14 and 15, which is determined by the remuneration committee having regard to the performance of individual and market trends.

(B) CONSULTANCY SERVICE

The Group had entered into a consultancy service agreement with a company owned by the spouse of Mr. CHEUNG Sing Tai, an executive Director of the Company, for which consultancy service fee of approximately HK\$858,000 was paid during the year ended 31 December 2020 (2019: HK\$858,000).

44. APPROVAL FOR CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 24 March 2021.

43. 關連交易及關聯方交易(續)

(A) 主要管理層人員之薪酬

董事及主要行政人員之薪酬載於附註14及15，有關薪酬由薪酬委員會經考慮個人表現及市場趨勢後釐定。

(B) 諮詢服務

本集團已與本公司執行董事張聲泰先生之配偶擁有之一間公司訂立諮詢服務協議，其中於截至二零二零年十二月三十一日止年度已支付諮詢服務費約858,000港元(二零一九年：858,000港元)。

44. 批准綜合財務報表

綜合財務報表乃由董事會於二零二一年三月二十四日批准及授權刊發。

