



# 丘鈦科技(集團)有限公司

## Q Technology (Group) Company Limited

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

Stock Code 股份代號: 1478

ANNUAL REPORT  
**2019**  
年報

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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. He Ningning (*Chairman*)

Mr. Wang Jianqiang (*Chief Executive Officer*)

Mr. Hu Sanmu (*Vice President of Sales*)

#### Independent Non-Executive Directors

Mr. Chu Chia-Hsiang

Mr. Ng Sui Yin

Mr. Ko Ping Keung

### AUDIT COMMITTEE

Mr. Ng Sui Yin (*Chairman*)

Mr. Chu Chia-Hsiang

Mr. Ko Ping Keung

### REMUNERATION COMMITTEE

Mr. Chu Chia-Hsiang (*Chairman*)

Mr. Ng Sui Yin

Mr. Ko Ping Keung

### NOMINATION COMMITTEE

Mr. He Ningning (*Chairman*)

Mr. Chu Chia-Hsiang

Mr. Ko Ping Keung

### RISK MANAGEMENT COMMITTEE

Mr. Ko Ping Keung (*Chairman*)

Mr. Ng Sui Yin

Mr. Fan Fuqiang

### 董事會

#### 執行董事

何寧寧先生 (主席)

王健強先生 (行政總裁)

胡三木先生 (銷售副總裁)

#### 獨立非執行董事

初家祥先生

吳瑞賢先生

高秉強先生

### 審核委員會

吳瑞賢先生 (主席)

初家祥先生

高秉強先生

### 薪酬委員會

初家祥先生 (主席)

吳瑞賢先生

高秉強先生

### 提名委員會

何寧寧先生 (主席)

初家祥先生

高秉強先生

### 風險管理委員會

高秉強先生 (主席)

吳瑞賢先生

范富強先生

# Corporate Information

## 公司資料

### COMPANY SECRETARY

Mr. Cheng Zhihua

### REGISTERED OFFICE

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

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Flat 1-7, 17/F  
Topsail Plaza  
11 On Sum Street  
Shatin, New Territories  
Hong Kong

### HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA (THE "PRC")

No. 3 Taihong Road  
Hi-tech Industry Park  
Kunshan  
Jiangsu Province  
PRC

### COMPANY'S WEBSITE

[www.qtechglobal.com](http://www.qtechglobal.com)

### LEGAL ADVISER AS TO HONG KONG LAW

Sidley Austin

### INDEPENDENT AUDITOR

KPMG  
Public Interest Entity Auditor registered in accordance with the Financial Reporting Council Ordinance

### 公司秘書

程芝化先生

### 登記辦事處

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

### 香港主要營業地點

香港  
新界沙田  
安心街11號  
華順廣場  
17樓1-7室

### 於中華人民共和國（「中國」）的總部及主要營業地點

中國  
江蘇省  
昆山市  
高新技術產業開發區  
台虹路3號

### 公司網站

[www.qtechglobal.com](http://www.qtechglobal.com)

### 香港法律顧問

盛德律師事務所

### 獨立核數師

畢馬威會計師事務所  
於《財務匯報局條例》下的註冊公眾利益實體核數師

# Corporate Information

## 公司資料

### PRINCIPAL BANKERS

China Construction Bank Corporation  
Industrial and Commercial Bank of China Limited  
Bank of China Limited  
Bank of China (Hong Kong) Limited  
Hang Seng Bank Limited  
China Merchants Bank Company Limited

### PRINCIPAL SHARE REGISTRAR

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

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

### STOCK CODE

Stock Code: 1478

### AUTHORISED REPRESENTATIVES

Mr. Wang Jianqiang  
Mr. Cheng Zihua

### 主要往來銀行

中國建設銀行股份有限公司  
中國工商銀行股份有限公司  
中國銀行股份有限公司  
中國銀行(香港)有限公司  
恆生銀行有限公司  
招商銀行股份有限公司

### 股份過戶登記總處

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

### 香港股份過戶登記分處

香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心  
17樓1712-1716號舖

### 股份代號

股份代號 : 1478

### 授權代表

王健強先生  
程芝化先生

# Corporate Profile

## 公司介紹

Q Technology (Group) Company Limited (the “Company”, together with its subsidiaries, the “Group”) is a leading mid-to-high end camera and fingerprint recognition module manufacturer in PRC. The Group is primarily engaged in the design, research and development, manufacture and sales of camera modules and fingerprint recognition modules, and centred on mid-to-high end camera and fingerprint recognition module market for global branded smart phone and tablet PC manufacturers. The Group is one of the first few manufacturers in the PRC to use chip on board (“COB”) and chip on flex (“COF”) technologies and molding on board (“MOB”) and molding on chip (“MOC”) technologies in the manufacture of camera modules, as well as to produce ultrathin camera modules with resolutions of 64 mega pixels and above, dual/multiple camera modules, 3D modules, under-glass fingerprint recognition modules and fingerprint recognition modules with various technologies on a mass production scale. Currently, the Group’s product mix covers ultra-thin camera modules ranging from 2 mega pixels to 64 mega pixels, dual/multiple camera modules, optical image stabilization (OIS) camera modules, 3D camera modules, automotive camera modules, smart home camera modules, capacitive fingerprint recognition modules and optical under-screen fingerprint recognition modules. The Group is committed to becoming an advanced intelligent vision company and continuously enhancing ability building of three aspects of intelligent vision products, being optical designs, computational imaging and system integration. We believe, through resolute and consistent promotion of the three strategies of building of Industrial 4.0 mass production infrastructure, technological innovation and vertical integration of core components’ production, we will stand out in the fast-growing camera module and fingerprint recognition module markets and realise the mission of “to illuminate machines”.

丘鈦科技（集團）有限公司（「本公司」），連同其附屬公司（「本集團」）為一間中國領先的中高端攝像頭模組及指紋識別模組製造商。本集團主要從事設計、研發、製造和銷售攝像頭模組及指紋識別模組，並以全球品牌智能手機及平板電腦製造商的中高端攝像頭模組和指紋識別模組市場為主。本集團為中國少數最先於攝像頭模組製造中採用板上芯片封裝(COB)、薄膜覆晶封裝(COF)技術、板上塑封(MOB)及芯片塑封(MOC)技術以及能夠批量生產及銷售六千四百萬像素及以上超薄攝像頭、雙／多攝像頭模組、3D模組和屏下指紋識別模組等不同工藝指紋識別模組的製造商之一。目前，本集團產品覆蓋了二百萬像素至六千四百萬像素的超薄攝像頭模組、雙／多攝像頭模組、光學防抖(OIS)攝像頭模組、3D攝像頭模組、車載攝像頭模組、智能家居攝像頭模組、電容式指紋識別模組和光學式屏下指紋識別模組等。本集團致力於成為先進的智能視覺公司，並持續加強智能視覺產品的光學設計、計算成像及系統集成三個方面之能力建設。我們相信，通過堅定持續推進工業4.0大生產體系建設、技術創新和核心零部件垂直整合三大戰略，將令我們在增長迅速的攝像頭模組和指紋識別模組市場中脫穎而出，實現「為機器帶來光明」的使命。

# Five-Year Financial Summary

## 五年財務概要

(In Renminbi ("RMB") thousands, except per share amounts or (人民幣千元，每股金額或另有指明除外) otherwise indicated)

For the year ended 31 December

截至十二月三十一日止年度

		2019 二零一九年	2018 二零一八年	2017 二零一七年	2016 二零一六年	2015 二零一五年
		Consolidated 合併				
<b>Operating results</b>	<b>經營業績</b>					
Revenue	收入	13,169,678	8,135,161	7,938,958	4,991,158	2,202,395
Gross profit	毛利	1,179,872	353,108	882,733	422,437	240,571
Finance costs	融資成本	(52,811)	(44,146)	(16,912)	(5,548)	(9,948)
Profit before taxation	除稅前溢利	606,901	1,330	509,515	214,587	114,701
Income tax	所得稅	(64,529)	13,069	(73,238)	(23,832)	(12,702)
<b>Profit for the year</b>	<b>年內溢利</b>	<b>542,372</b>	14,399	436,277	190,755	101,999
<b>Attributable to:</b>	<b>歸屬：</b>					
Shareholders of the Company	本公司股東	542,372	14,399	436,277	190,755	101,999
Non-controlling interests	非控股權益	-	-	-	-	-
		<b>542,372</b>	14,399	436,277	190,755	101,999

# Five-Year Financial Summary

## 五年財務概要

(In Renminbi ("RMB") thousands, except per share amounts or otherwise indicated) (人民幣千元，每股金額或另有指明除外)

For the year ended 31 December

截至十二月三十一日止年度

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		Consolidated 合併				
Basic earnings per share (RMB cents)	基本每股盈利 (人民幣分)	47.6	1.3	39.8	18.4	10.1
Diluted earnings per share (RMB cents)	攤薄每股盈利 (人民幣分)	47.2	1.3	38.9	18.1	9.8
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Non-current assets	非流動資產	3,271,908	2,210,953	1,953,154	826,185	453,930
Current assets	流動資產	7,363,293	4,228,658	4,147,096	3,694,144	1,536,731
<b>Total assets</b>	<b>資產總值</b>	<b>10,635,201</b>	<b>6,439,611</b>	<b>6,100,250</b>	<b>4,520,329</b>	<b>1,990,661</b>
Bank borrowings	銀行借款	1,328,785	1,178,241	1,078,119	335,432	142,164
Other liabilities	其他負債	6,439,461	3,157,935	2,876,474	2,616,932	630,940
<b>Total liabilities</b>	<b>負債總額</b>	<b>7,768,246</b>	<b>4,336,176</b>	<b>3,954,593</b>	<b>2,952,364</b>	<b>773,104</b>
<b>Net assets</b>	<b>資產淨值</b>	<b>2,866,955</b>	<b>2,103,435</b>	<b>2,145,657</b>	<b>1,567,965</b>	<b>1,217,557</b>
<b>Total equity</b>	<b>權益總額</b>	<b>2,866,955</b>	<b>2,103,435</b>	<b>2,145,657</b>	<b>1,567,965</b>	<b>1,217,557</b>
Key Financial Ratio	主要財務比率					
Gross profit margin (%)	毛利率 (%)	9.0	4.3%	11.1%	8.5%	10.9%
Net profit margin (%)	純利率 (%)	4.1%	0.2%	5.5%	3.8%	4.6%
Gearing ratio (%) (Note 1)	資本負債比率 (%) (附註1)	48.2%	56.0%	50.2%	21.4%	11.7%
Rate of return on net asset (%)	淨資產回報率 (%)	18.9%	0.7%	20.3%	12.2%	8.4%
Current ratio (times) (Note 2)	流動比率 (倍) (附註2)	1.0	1.0	1.1	1.3	2.0
Quick ratio (times) (Note 3)	速動比率 (倍) (附註3)	0.7	0.8	0.9	1.0	1.7
Net asset value per share attributable to equity shareholders of the Company	本公司股權持有人應佔每股淨資產	2.48	1.86	1.92	1.45	1.18
Price per share as at 31 December (HKD)	十二月三十一日每股價格 (港幣元)	12.90	4.45	11.00	4.00	1.59
Price earnings ratio (Note 4)	市盈率 (附註4)	24.28	299.93	23.10	20.29	13.19
Market capitalization as at 31 December (HKD thousand)	十二月三十一日市值 (港幣千元)	14,931,440	5,036,164	12,271,567	4,327,084	1,634,447
Dividend per share (RMB cents)	每股股息 (人民幣分)	9.0	-	7.8	3.5	-
Dividend yield	股息收益率	1.30%	-	0.90%	1.21%	-
EBITDA (Note 5)	息稅折舊及攤銷前利潤 (附註5)	951,027	281,217	662,232	284,155	167,098

Note 1: Gearing ratio represents the balance of bank borrowings and related parties' loans as of the end of the year/period divided by total equity as of the end of the year/period.

附註1: 資本負債比率指截至年/期末的銀行借款及關連方借款餘額除以截至年/期末的權益總額。

Note 2: Current ratio represents total current assets divided by total current liabilities as of the end of the year/period.

附註2: 流動比率指截至年/期末的流動資產總值除以流動負債總額。

Note 3: Quick ratio represents total current assets less inventories divided by total current liabilities as of the end of the year/period.

附註3: 速動比率指截至年/期末的流動資產總值減去存貨再除以流動負債總額。

Note 4: Price earnings ratio represents the market price of shares divided by earnings per share as of the end of the year/period.

附註4: 市盈率指截至年/期末的股票市價除以每股收益。

Note 5: EBITDA represents earnings before interest and tax (EBIT) + depreciation cost + amortization cost.

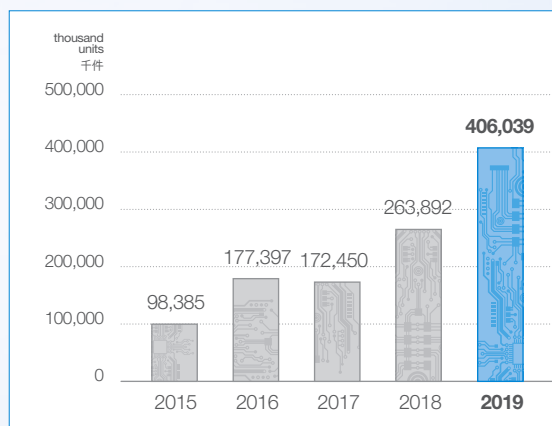
附註5: EBITDA指息稅前利潤(EBIT)+折舊費用+攤銷費用。



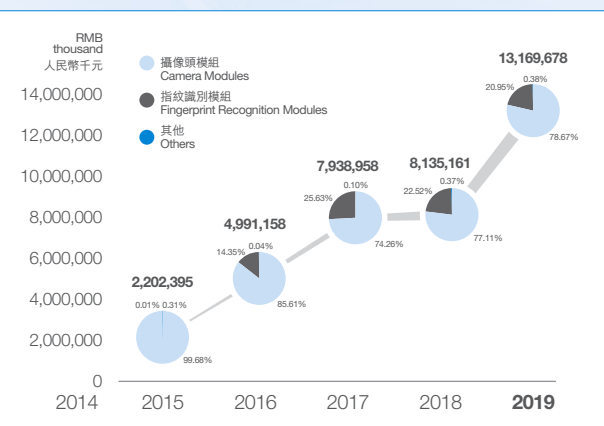
# Five-Year Financial Summary

## 五年財務概要

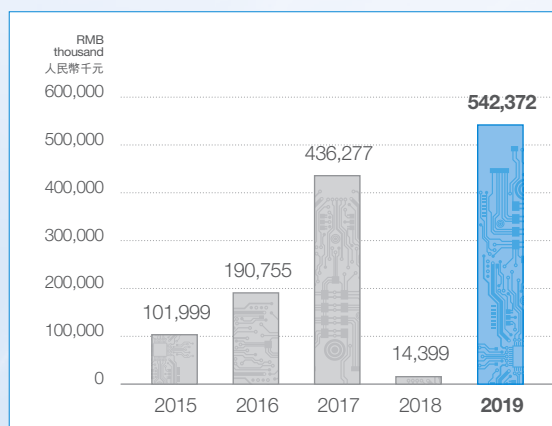
### Shipment of Camera Modules 攝像頭模組出貨量



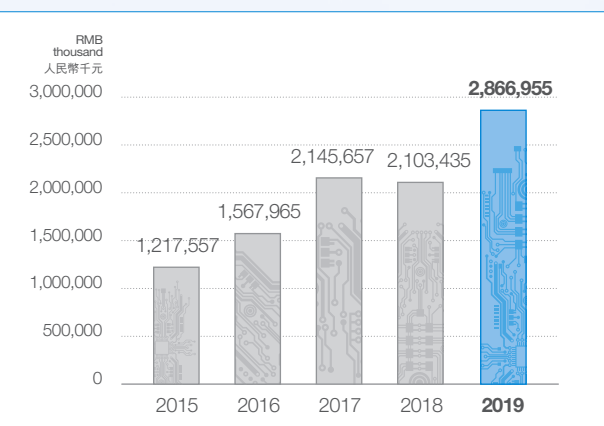
### Revenue 收入



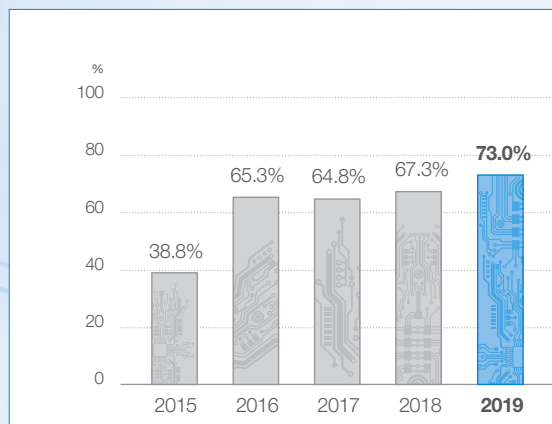
### Profit Attributable to Shareholders 股東應佔溢利



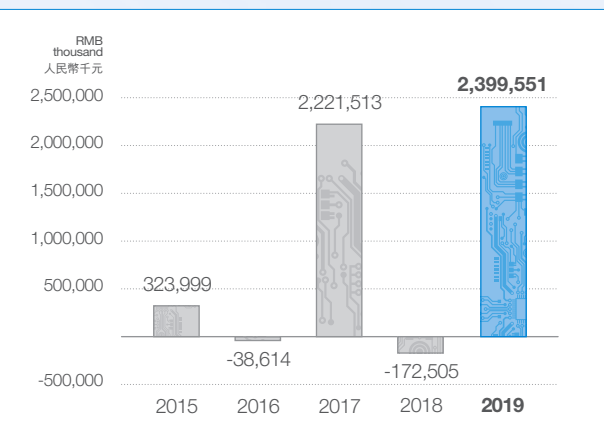
### Net Assets 資產淨值



### Debt Asset Ratio 資產負債率



### Cash Flow Generated from Operating Activities 經營活動現金流



# Chairman's Statement

## 主席報告

Dear Shareholders,

We are very honored to present to the shareholders the annual results for the year ended 31 December 2019 (the “Year”), the sixth annual results of Q Technology (Group) Company Limited since its listing on the main board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

### BUSINESS REVIEW

During the Year, despite the ever-changing and unpredictable global political and economic situations, there were still substantial conflicts over various international issues such as trade protectionism, geopolitics in the Middle East and competitive monetary policy, but the governments of various countries seemed to understand the logic of “either work together for mutual benefits or fight each other with collective damage” as they resumed the negotiation with pragmatic actions to reach common ground while reserving differences in order to tackle the risks arising from the gradual decline of global economy.

In such macro-environment, although the Chinese economy remained stable in general, it was inevitably implicated. According to the statistics published by the National Bureau of Statistics of China on 28 February 2020, the gross domestic products (GDP) of the PRC experienced a year-on-year increase of 6.1% in 2019, representing a decrease in growth speed of approximately 0.5 percentage point as compared to that of 2018 and reaching a new low for the past 29 years.

致股東：

本集團非常榮幸向股東呈上截至二零一九年十二月三十一日止年度（「本年度」）業績，這是丘鈦科技（集團）有限公司在香港聯合交易所有限公司（「聯交所」）主板掛牌上市後的第六份年度業績。

### 業務回顧

於本年度，雖然全球政治經濟形勢波雲詭譎，多項具爭議性的國際議題如貿易保護主義、中東地緣局勢、競爭性貨幣政策等仍存在具大分歧，但各國政府似乎正意識到「合則兩利、鬥則俱傷」的道理，逐漸重回談判桌上，實事求是，以求同存異的方式進行協商，共同抵抗正在逐步擴大的全球經濟下行的風險。

在此宏觀背景下，雖然中國經濟總體保持穩健，但亦難免受到波及。根據中國國家統計局於二零二零年二月二十八日公佈的數據，二零一九年中國國內生產總值(GDP)較去年同比增長6.1%，增速較二零一八年下降約0.5個百分點，創下二十九年新低。

# Chairman's Statement

## 主席報告

In the challenging operating environment, although there was a negative year-on-year growth in sales volume of mobile phones in China for consecutive quarters, however, according to the data from certain independent research institution, Chinese phone brands achieved a remarkable performance in the second half of 2019 and sales volume in the Chinese market had been stabilised under the trend of dynamic online transaction and commercial application of 5G. Meanwhile, in overseas market, Chinese phone brands reaped an abundant harvest again. In emerging markets such as India and Malaysia, the four top Chinese brands have remained as the top 5 for local sales volume of phones for a long time and in aggregate accounted for more than half of sales volume in certain countries with increasing market share year by year. Chinese phone brands had nearly one third of market share even in some developed markets such as the European market.

Meanwhile, the importance attached by consumers for photo-taking effects and privacy protection of smartphones as well as the demand of Chinese smartphone brands for consistent appearance of products facilitated the innovation of multiple camera modules, 3D modules and optical under-glass fingerprint recognition modules, which further enhanced the significance of relevant products in smartphones and contributed to the relatively outstanding business performance of the Group under a changeable peripheral environment.

Looking back to the Year, the Group successfully implemented three strategic measures: expansion of scale of sales, optimisation of client structure and improvement of product mix, and set a new record of monthly sales volume and monthly income in the fourth quarter. Thanks to the trust and support from core customers and the joint effort of all staff members, the Group has achieved the three major development objectives as specified in the annual results announcement for 2018 and the interim results announcement for the year 2019, i.e.: (i) shipment of camera modules in 2019 will increase by not less than 50% (30% as originally set in the annual results announcement for the year 2018) year-on-year, of which the proportion of shipment of camera modules with resolutions of 10 mega pixels and above will account for not less than 50%; (ii) shipment of under-glass fingerprint recognition modules in 2019 will account for not less than 40% of the shipment of fingerprint recognition modules; and (iii) with a constant demand from customers and the Group's business development, production capacity of camera modules will be gradually expanded to not more than 50 million units per month by the end of 2019.

在艱難的經營環境下，儘管於中國的手機銷售數量已持續多個季度同比負增長，但在活躍的網上交易和5G商業化的趨勢下，根據某獨立調研機構的數據，中國手機品牌於二零一九年下半年的表現出色，於中國市場的銷售數量已趨於穩定；而在海外市場上，中國品牌手機再度實現豐收年，在印度、馬來西亞等新興市場，中國四大品牌已長期佔據當地手機銷量的五強位置，在部分國家的合計銷售數量佔比已超越一半，市場份額更按年節節上升，即使在歐洲等發達市場，中國手機品牌的份額也已達到近三分之一。

與此同時，廣大消費者對拍攝效果和手機隱私保障的重視，以及中國手機品牌對產品外觀一致性的要求，推動了多攝模組、3D模組以及光學式屏下指紋識別模組的創新，進一步提升相關產品於智能手機的重要性，令本集團於多變的外圍環境下，業務表現仍比較出色。

回顧本年度，本集團成功執行了三大戰略舉措：擴大銷售規模、優化客戶結構以及改善產品結構，並於第四季度刷新了月度銷售數量和月度收入的紀錄。有賴核心客戶的信任支持和全體員工的共同努力，本集團全面完成於二零一八年全年業績公告及二零一九年中期業績公告上明確的三大發展目標，即：(i)二零一九年度攝像頭模組出貨數量同比增長不低於50%（原於二零一八年度全年業績公告中訂立為30%），其中一千萬像素及以上攝像頭模組出貨數量佔比不低於50%；(ii)二零一九年度屏下指紋識別模組出貨數量佔指紋識別模組出貨數量的比例不低於40%；及(iii)持續檢視客戶需求及本集團業務發展情況，並於二零一九年年底前逐步將攝像頭模組產能擴充至不超過每月5,000萬顆。

# Chairman's Statement

## 主席報告

During the Year, the sales volume of camera module products of the Group experienced a rapid growth as the sales volume reached approximately 406.04 million units, representing an increase of approximately 53.9% as compared to approximately 263.89 million units in 2018, in which, the sales volume of camera modules with resolutions of 10 mega pixels and above reached approximately 218.44 million units, representing an increase of approximately 90.4% as compared to approximately 114.72 million units in 2018. For the fingerprint recognition module products business, the Group focused on the product mix optimization and the sales volume of it slightly decreased by approximately 5.2% from approximately 107.55 million units of 2018 to approximately 101.95 million units of the Year. There were three major reasons for the rapid growth in sales volume of camera module products: (i) multiple camera module design continued to be the mainstream choices of smartphones which further expanded the demands for camera modules; (ii) the customer structure of the Group during the Year was further optimised and the Group's positions of suppliers in numerous core customers were promoted, allowing the Group to obtain greater market share; and (iii) the production capacity of camera modules of the Group expanded from approximately 35 million units per month at the end of last year to approximately 50 million units per month at the end of the Year (based on the historical standard of production efficiency of camera modules with resolutions of 13 mega pixels) and the automated production capacity was significantly enhanced, indicating a substantial improvement of production capacity.

本年度，本集團攝像頭模組產品銷售數量實現快速增長，銷售數量達到約40,604萬顆，較二零一八年的約26,389萬顆增加了約53.9%，其中一千萬像素及以上攝像頭模組的銷售數量達到約21,844萬顆，較二零一八年的約11,472萬顆增加了約90.4%。於指紋識別模組產品業務方面，本集團以調整產品結構為重點，銷售數量由二零一八年的約10,755萬顆輕微下跌約5.2%至本年度的約10,195萬顆。攝像頭模組產品銷售數量快速增長，主要有三大原因：(i)多攝像頭模組設計繼續成為智能手機的主流選擇，進一步擴大攝像頭模組的需求；(ii)本年度本集團的客戶結構更趨完善，本集團在多個核心客戶的供應商地位有所提升，成功搶佔更多市場份額；及(iii)本集團的攝像頭模組產能規模由去年底的約每月3,500萬顆擴大至本年底的約每月5,000萬顆（參照過往以一千三百萬像素攝像頭模組之標準效率為統計基準），並大幅提升自動化生產能力，供應能力明顯改善。

# Chairman's Statement

## 主席報告

During the Year, the product mix of the Group's camera module products and fingerprint recognition module products was significantly optimised, in which: (i) the sales volume of camera modules with resolutions of 10 mega pixels and above accounted for approximately 53.8% of the total sales (of which camera module products with resolutions of 32 mega pixels and above accounted for approximately 9.6%), representing a growth of approximately 10.3 percentage points as compared to approximately 43.5% in 2018, in which, the sales volume accounted for approximately 59.5% in the second half of 2019, representing a half-on-half increase of approximately 12.7 percentage points as compared to approximately 46.8% in the first half of 2019 and a year-on-year increase of approximately 13.6 percentage points as compared to approximately 45.9% in the second half of 2018; and (ii) the sales volume of under-glass fingerprint recognition modules accounted for approximately 49.3% of the sales volume of fingerprint recognition modules, representing an increase of approximately 37.5 percentage points as compared to approximately 11.8% in 2018. The product mix of the Group's camera module products and fingerprint recognition module products experienced a significant optimisation, which was mainly due to the following reasons: (i) the upgrade of application and function of camera modules and fingerprint recognition modules have always been one of the highly concerned functions of smartphones of consumer, and core customers continue to promote the upgrade of the specifications of camera modules and fingerprint recognition modules; and (ii) the Group's capability of providing high-end camera modules and under-glass fingerprint recognition modules have constantly received recognitions and acquired absolute trust from the customers, which enhanced the supply share of mid-to-high end products.

本年度，本集團的攝像頭模組產品和指紋識別模組產品的產品結構優化明顯，其中：(i)一千萬像素及以上攝像頭模組的銷售數量佔比約為53.8%（其中三千二百萬像素及以上攝像頭模組產品之佔比約為9.6%），較二零一八年的約43.5%增長了約10.3個百分點，其中二零一九年下半年的佔比達到約59.5%，較二零一九年上半年的約46.8%環比增加約12.7個百分點，較二零一八年下半年的約45.9%同比增加約13.6個百分點；及(ii)屏下指紋識別模組銷售數量佔指紋識別模組銷售數量的比例約為49.3%，較二零一八年的約11.8%增加了約37.5個百分點。本集團攝像頭模組和指紋識別模組產品結構優化明顯，主要原因如下：(i)攝像頭模組和指紋識別模組的應用功能升級是消費者始終高度關注的智能手機應用功能之一，核心客戶持續推動攝像頭模組和指紋識別模組的規格升級；及(ii)本集團提供高端攝像頭模組和屏下指紋識別模組的能力不斷得到驗證，獲得客戶充分信任，在客戶的中高端產品供應份額得以提升。

# Chairman's Statement

## 主席報告

During the Year, the core strategy of the Group's vertical integration has continued to deepen and has made good progress. The Group's investment in Newmax Technology Co., Ltd. ("**Newmax Technology**") (a company listed on the Taipei Exchange in Taiwan, stock code: 3630) has initially demonstrated results. After more than two years of sharing and consolidation of resources and technologies, Newmax Technology made a turnaround to profit in 2019 and the net loss attributable to the shareholders of approximately NT\$310,677,000 in 2018 was substantially improved to the net profit of approximately NT\$506,592,000 in 2019, contributing a net profit of approximately RMB39,996,000 to the Group. In addition, to support the further expansion of operating scale of Newmax Technology and its effort to improve operating results, the Group actively participated in the action of capital injection and shareholding expansion of Newmax Technology during the Year which successfully raised a fund of approximately NT\$2.07 billion for Newmax Technology, providing capital reserve for the expansion of production base of Newmax Technology and enhancement of its research and development capability and thereby laying a solid foundation for the continuous and sound development of Newmax Technology.

In terms of technology, the Group and Newmax Technology have realized comprehensive technical cooperation and resource integration in optical under-glass fingerprint recognition modules and 3D structured light modules, and thereby accelerated introduction of projects from a number of customers. In the future, we will focus on exploration of new projects, such as cooperation on time of flight (ToF) module lens and other high resolution RGB lens. In terms of cost control and customer resources, we will further enhance customer loyalty by serving customers with more cost-effective solutions by increasing procurement ratios and sharing resources. In the future, both the Group and Newmax Technology will display their respective advantages and complement each other to jointly promote customer development, capacity improvement, technical progress and services enhancement, and strive to achieve win-win results for customers, the Group and Newmax Technology.

本年度，本集團推進垂直鏈條整合的核心戰略得以繼續深化，並取得了良好進展。本集團於新鉅科技股份有限公司（「**新鉅科技**」）（一家於台灣的證券櫃檯買賣中心上櫃之公司，股份代碼：3630）上的投資已經初步展現成效，經過逾兩年的資源和技術分享與整合，新鉅科技於二零一九年度實現全年業績扭虧為盈，股東應佔損益由二零一八年度的淨虧損約新台幣310,677,000元大幅改善至二零一九年度實現淨利潤約新台幣506,592,000元，並為本集團貢獻約人民幣39,996,000元的淨利潤。此外，為支持新鉅科技進一步擴大經營規模及努力改善經營業績，本集團積極參與新鉅科技於本年度進行的增資擴股行動，成功幫助新鉅科技籌集資金約20.7億元新台幣，為新鉅科技擴建生產基礎和加大產品研發能力提供資金儲備，從而為努力實現新鉅科技的持續良好發展奠定紮實基礎。

在技術上，本集團與新鉅科技在光學式屏下指紋識別模組和3D結構光模組已實現全面的技術合作和資源整合，並藉此加快推動多個客戶項目的導入，未來將重點開拓新項目，例如飛時測距(ToF)模組鏡頭和其他高像素RGB鏡頭的合作。在成本控制和客戶資源上，通過加大採購比率、分享資源等，以更具有成本效益的方案服務客戶，進一步加強客戶的粘性。未來本集團將和新鉅科技一起揚長補短，共同推進客戶拓展、能力提升、技術進步和強化服務，努力實現客戶、本集團與新鉅科技的共贏。

# Chairman's Statement

## 主席報告

Looking back to the Year, the sales revenue of the Group was approximately RMB13,169,678,000, representing an increase of approximately 61.9% as compared to approximately RMB8,135,161,000 of last year. The growth in sales revenue exceeded the growth in sales volume, mainly because the product mix optimisation strategy which has been implementing by the Group for years has gradually achieved results and the camera modules and fingerprint recognition modules both achieved increase in average selling price. The average selling price of camera modules during the Year was approximately RMB25.52, representing an increase of approximately 6.9% as compared to approximately RMB23.86 of last year, mainly because: (i) the capabilities of research and development, production, sales and delivery of the Group were significantly enhanced in general which led to a promotion of the positioning in the supply chain of multiple core customers and a further increase in the proportion of high-end products; (ii) the proportion of sales volume of the Group's camera modules with resolutions of 10 mega pixels and above to the sales volume of camera module products increased by approximately 10.3 percentage points to approximately 53.8%; and (iii) the specifications of camera modules for smartphone were substantially improved in general and the average selling price of certain high-end projects surged by multi-folds. The average selling price of fingerprint recognition module products was approximately RMB27.06, representing an increase of approximately 58.2% as compared to approximately RMB17.10 of last year, primarily because the proportion of optical under-glass fingerprint recognition modules with higher prices was greatly increased and certain traditional capacitive fingerprint recognition modules adopted a new design of side buttons, which enhanced the difficulties in production and selling price.

回顧本年度，本集團的銷售收入約為人民幣13,169,678,000元，較去年的約人民幣8,135,161,000元增加約61.9%。銷售收入增長超過銷售數量的增長，主要由於本集團推行多年的產品結構優化戰略逐步取得成效，攝像像模組和指紋識別模組的平均銷售單價均實現提升。本年度攝像頭模組的平均銷售單價約為人民幣25.52元，較去年的約人民幣23.86元上升約6.9%，原因主要為：(i)本集團整體研發、生產、銷售及交付能力大幅優化，導致於多個核心客戶的供應鏈地位得以提升，高端產品佔比進一步上升；(ii)本集團一千萬像素及以上攝像頭模組產品的銷售數量佔攝像頭模組產品銷售數量的比例提升約10.3個百分點至約53.8%；及(iii)整體智能手機攝像頭模組規格顯著提升，部份高端項目的平均單價以倍數跳升。指紋識別模組產品的平均銷售單價約人民幣27.06元，較去年的約人民幣17.10元提升約58.2%，主要因為售價較高的光學式屏下指紋識別模組的佔比大幅提升，以及部份傳統電容式指紋模組採用側面按鍵的新設計，提高了生產難度和銷售單價。

# Chairman's Statement

## 主席報告

During the Year, the Group's gross profit margin was approximately 9.0%, representing an increase of approximately 4.7 percentage points from approximately 4.3% of last year. The increase in gross profit margin was mainly attributable to: (i) the production capacity of the Group has recorded a substantial increase, whilst the significant increase in sales volume of camera modules maintained a higher utilisation rate of production capacity, resulting in a lower marginal cost; (ii) production automation upgrading and transformation gradually shows the effect with the manpower requirements for producing the same output significantly reduced, resulting in a decrease in the proportion of labour costs; and (iii) the significant rise in proportion of high-end products during the Year enhanced the added value. However, the exchange rate of RMB against US dollar fluctuated violently during the Year due to trade disputes and other factors, which affected the gross profit margin of the Group.

During the Year, the Group continued to strengthen its research and development ("R&D") on camera module products, and unswervingly devoted its effort in three directions, namely new materials, new processes and new products. The specifications of the camera modules in terms of functions, performance and miniaturization have been greatly improved. In respect of functions, the ultra-high pixel single camera modules of 40 mega pixels, 48 mega pixels and 64 mega pixels, and the integrated triple camera modules have been successively put into mass production, which fully reflects that the Group's technology precision in the production of high-end modules has reached the leading level in the industry. Meanwhile, the R&D team has completed the pre-research and has a grasp of new technologies such as periscope five-fold optical zoom modules, and ultra-macro imaging modules, in order to make preparation for mass production in a short term. With regard to performance, during the Year, the Group made breakthroughs in the module assembling technology such as motor driven by shape memory alloys (SMA), new optical image stabiliser (OIS) and variable aperture, which marked a progress towards mass production. As for miniaturization, a number of self-developed and innovative miniaturized front and rear camera module solutions have passed the inspections of customers, and have been successively put into mass production, which are used by customers in their flagship models with higher requirements of product appearance and performance.

於本年度，本集團的毛利率約為9.0%，較去年的約4.3%上升了約4.7個百分點，毛利率上升的主要因為：(i)本集團攝像頭模組產能規模大幅提升，銷售數量大幅提升，保持較高產能利用率，令得邊際成本降低；(ii)生產自動化升級改造逐步展現效果，同等產量的生產人員需求明顯減少，令得人工成本佔比下降；及(iii)本年度高端產品佔比顯著提升，附加值提升。但人民幣兌美元匯率受貿易糾紛等影響於本年度內波動劇烈，則影響了本集團的毛利率。

本年度，本集團持續推進在攝像頭模組產品方面的研究開發（「研發」），堅定不移地朝著新材料、新工藝、新產品三個方向努力，攝像頭模組規格在功能、性能和小型化上得到大幅提升。在功能方面，四千萬像素、四千八百萬像素和六千四百萬像素的超高像素單攝模組，以及一體式三攝模組均已陸續大批量生產，充份體現本集團在高端模組生產的技術精度已屆業內一線水平，同時，研發團隊已完成預研並掌握五倍潛望式光變模組、超微距成像模組等新技術，為短期內實現量產做好準備。在性能方面，本年度集團於形狀記憶合金(SMA)推動馬達、新型光學防抖(OIS)、可變光圈等模組組裝技術上均取得突破，向批量生產邁前一步。在小型化方面，多款自主開發、設計嶄新的前後置小型化模組方案均通過了客戶的驗證並陸續大批量生產，被客戶用於對產品外觀和性能要求更高的旗艦機種。



# Chairman's Statement

## 主席報告

The Group strived to seize the development opportunities arising from the transformation of 2D to 3D in optical imaging. After becoming the first module manufacturer in the PRC to put 3D structured light modules into mass production in 2018, mass production of time of flight (ToF) 3D modules was officially commenced in the Year, which not only consummated the Group's technological reserve of 3D modules, but also consolidated the Group's leading position in terms of 3D modules technology. Other than the increase in phone applications for virtual reality (VR), augmented reality (AR) and mixed reality (MR), we also catered for the demand of relevant products in internet of things (IoT) applications such as sweeping robots, unmanned supermarkets, drones, security surveillance and so on. In the future, the Group will enhance the technological development of time of flight (ToF) 3D modules, including the R&D of new projects such as long-wave iToF and dToF.

During the Year, under-glass fingerprint recognition modules are considered to be a major biometric verification device of high-end smartphones, in which optical under-glass fingerprint recognition modules were predominant and became the mainstream technology development direction. The Group was one of the leading manufacturers of optical under-glass fingerprint recognition modules. The Group was qualified to be the main supplier for some important models of numerous major phone brands in the PRC and its business achieved lasting and satisfying development. Looking ahead, the Group will strive to develop new generation of products such as TFT-LCD optical under-glass fingerprint recognition modules and large-area optical fingerprint recognition modules, in order to prolong the leading position of the Group in this field.

本集團全力抓緊光學成像由2D邁向3D的發展機遇，繼2018年成為國內首家批量生產銷售3D結構光模組的模組製造商後，本年度亦正式量產飛時測距(ToF) 3D模組，令本集團於3D模組的技術儲備更趨完整，鞏固本集團於3D模組技術上的領先地位，除手機於虛擬實境(VR)、擴增實境(AR)及混合實境(MR)應用的增加外，亦配合物聯網(IoT)應用比如掃地機器人、無人超市、無人機、安防監控等相關產品的需求。未來本集團將進一步深化飛時測距(ToF)3D模組的技術開發，包括長波段iToF、dToF等新項目的研發。

本年度，屏下指紋識別模組已確立為高端智能手機的主要生物識別裝置，其中光學式屏下指紋模組獨佔鰲頭，成為主流的技術路線。本集團為光學式屏下指紋模組的領先製造商之一，於多個中國主要手機品牌的重要機型取得主供資格，業務於期內獲得長足的發展。展望未來，本集團將致力開發TFT-LCD光學式屏下指紋識別模組、大面積光學指紋識別模組等新一代產品，以延續本集團於此領域的領先地位。

# Chairman's Statement

## 主席報告

As for large-scale high-end manufacturing, the Group achieved a significant progress in production automation upgrading and transformation during the Year, the existing production lines of the Kunshan production bases have undergone large-scale transformation into InLine intelligent production lines, which greatly reduced the manpower demand for production and significantly improved the production efficiency and the first pass yield. The new production lines adopted the construction standard of fully-automated digital intelligent factory with extensive use of automatic optical inspection equipment (AOI) to promote lean production and significantly reduced the manpower demand to industry-leading levels. Moreover, the Group continued to optimise the customer service standard by directly connecting with the delivery system of customers to promote the development of “one-click delivery” system, which significantly enhanced the overall experience of customers in terms of delivery efficiency and quality. Meanwhile, the Group firmly advanced its customer-centric service strategy and its key strategy of global resources allocation. Construction of the first phase of the production base located in Greater Noida in the capital circle of Uttar Pradesh, India, was preliminary completed in the fourth quarter of the Year, and has been put into mass production. In the future, the Group will be committed to building the production base in India into a second manufacturing centre outside of the Kunshan production base, thereby to provide high-end quality products and fast-responding quality services to our overseas customers.

Overall speaking, the development opportunities and challenges coexist in the camera module and fingerprint recognition module industry. On the one hand, the market competition was still fierce in the process of increasing the industry concentration of the camera module industry. On the other hand, the demand for camera modules and fingerprint recognition modules is still expected to grow steadily and product specifications are also expected to constantly improve with the increasingly broadening application areas, which brings good development opportunities for the Group. The directors of the Company (the “**Directors**”) believe that only when constantly and deeply promoting large-scale intelligent manufacturing, R&D of new technology and vertical integration, firmly propelling the strategies in platform, components as well as system integration, adhering to a customer-centric service strategy, firmly promoting lean management, the Group will be able to maintain its relatively long-term competitiveness and provide high-end and high quality products and quick response services for our general customers, and ultimately strive to achieve the vision of the Group as “to illuminate machines”.

於大規模高端製造方面，本年度，本集團生產自動化升級改造取得重大進展，昆山生產基地的存量產綫已大規模改造成InLine智能生產綫，大幅降低生產人力需求，幫助明顯改善生產效率和直通良率，而新增產綫則採用全自動數字化智能工廠建設的標準，大量採用自動光學檢測設備(AOI)，推動精益生產，生產人力需求降至行業領先水準。另外，本集團持續優化客戶服務水準，推動「一鍵交付」系統的建設，直接對接客戶的交付系統，明顯提升客戶對交付效率和質量的整體體驗。同時，本集團堅定推進以客戶為中心的服務策略和全球化資源配置的重要戰略，位於印度北方邦首都圈內的大諾伊達市的印度一期生產基地已經於本年度第四季度初步完成建設並進入大規模批量生產，本集團未來將致力於把印度生產基地打造為昆山生產基地外的第二製造中心，旨在向位於海外的廣大客戶提供高端優質的產品和快速響應的優質服務。

總括而言，攝像頭模組和指紋識別模組行業發展機遇與挑戰並存，一方面攝像頭模組行業集中度提升的過程中市場競爭仍然激烈，另一方面攝像頭模組和指紋識別模組的數量需求仍有望穩定增長，產品規格亦有望不斷提升，應用領域日益擴展，為本集團帶來不錯的發展機會。本公司董事（「**董事**」）相信只有繼續深入推進大規模智能化製造、新技術研發和垂直鏈條整合，堅定推進平台戰略、器件戰略、系統集成戰略，堅定地奉行以客戶為中心的服務策略，堅定推動精益管理，才能保持長期的相對競爭力，為廣大客戶提供高端優質的產品和快速響應的服務，並最終努力實現本集團「為機器帶來光明」的願景。

# Chairman's Statement

## 主席報告

### PROSPECTS

The eventful year of 2019 finally came to an end after a series of major events, including the celebration of the 70th anniversary of the founding of the People's Republic of China, Sino-US trade dispute, and Brexit negotiations. The year of 2020 began in a political atmosphere where China and the United States were seeking common ground while shelving differences with ongoing negotiations. The Directors believe that the macroeconomic situation remains challenging in 2020. On the one hand, the growing prevalence of trade protectionism and geopolitical relations may cause great uncertainties in global economic growth; on the other hand, the novel coronavirus pneumonia raging round the globe in early 2020 would pose greater challenges to the growth of global economy. However, the Directors still believe that 5G is one of the definite directions for global technological and economic development, and the intelligent mobile communication terminal is an important carrier for further commercialisation of 5G and popularisation of IoT, thereby there are still favourable opportunities and broad prospects for the development of the intelligent mobile communication terminal industry. The demand of consumers for purchasing or replacing their mobile phones may be delayed but will not be vanished. Intelligent vision systematic products are still one of the highlights that consumers are most concerned about when purchasing the intelligent mobile communication terminal. Accordingly, the Directors remain confident in the long-term development prospects of the intelligent visual industry, and will build technological edges by continuously advancing the R&D of new materials, new processes and new products; to further improve profitability by optimising customer structure and product mix; to strive to improve production efficiency and reduce manufacturing costs by further strengthening production automation and endeavouring to move towards intelligent production; to step up risk-aversion capability by enhancing internal control management; and to strengthen the systematisation capability of intelligent vision products by further promoting the vertical integration of key components. Altogether, it would dedicate to enhancing the core competitiveness of the Group, better cope with potential fluctuations and seize opportunities for the industry development in 2020.

### 前景展望

波瀾壯闊的二零一九年在歷經中國迎來建國七十周年慶典、中美貿易糾紛、英國脫歐談判等系列重大事件後終於完結。二零二零年在中美兩國求同存異、持續協商的政治氛圍下開始，董事相信二零二零年的宏觀經濟形勢仍然充滿挑戰，一方面，日益盛行的貿易保護主義和地緣政治關係可能令得全球經濟增長面臨很大的不確定性；另一方面，二零二零年初新型冠狀病毒肺炎肆虐全球將令得全球經濟增長面臨更大的挑戰。不過，董事仍然認為5G是全球科技和經濟發展的確定性方向之一，而智能移動通信終端是5G進一步商業化和IoT普及的重要載體，因此智能移動通信終端行業仍然擁有良好的發展機會和廣闊的發展前景，消費者購買或更換手機的需求或有推遲但不會喪失，而智能視覺系統化產品仍然是消費者購買智能移動通信終端所最關注的亮點之一，因此，董事對智能視覺行業的長期發展前景仍然信心堅定，並將繼續通過推進新材料、新工藝和新產品的研發建立技術優勢，通過優化客戶結構和改善產品結構來進一步優化盈利能力，通過進一步加強生產自動化並努力向智能化生產邁進來努力提升生產效率和降低製造成本，通過加強內控管理來提升防禦風險能力，通過進一步推進核心零部件垂直鏈條整合來強化智能視覺產品的系統化能力，從而努力提升集團的核心競爭力，更好地應對二零二零年度可能出現的形勢波動和抓住行業發展的機遇。

# Chairman's Statement

## 主席報告

The Directors remain unwavering in continuously promoting the development of intelligent visual system products, and cautiously optimistic about the business development of the camera modules and fingerprint recognition modules in the coming year, and believe that:

董事對持續推動發展智能視覺系統化產品的戰略堅定不移，亦對未來年度攝像頭模組和指紋識別模組業務的發展持審慎樂觀態度，主要如下：

- (i) Camera modules is one of the end-consumers' most concerned smartphone components, which shows a continuous rising trend in the proportion of material cost of smart terminals. The triple-camera or multiple camera module design has become the standard configuration of high-end smart terminals, and the specifications and functions implemented are even more innovative, which greatly enriches the user experience. Looking forward to 2020, with the backdrop of the popularity of 5G networks and the expansion of broadband, multiple breakthroughs in camera functions and performance are likely to occur, which will enhance the technical threshold of camera modules. The Group expects that the market demand for camera modules will continue to grow steadily. The pixel specifications of camera modules have continued to improve, and at the same time, the technical requirements for optical image stabilisation, large aperture, ultra wide angle and others have continued to rise, which will bring favourable conditions for the development of the Group.
  - (ii) The customer mix of the Group has been significantly optimised compared with the past. The Group has established comprehensive cooperative relations with leading Chinese mobile phone brands and has gained more market share. Meanwhile, the Group vigorously promotes the entry of overseas customers using the Android system to effectively reduce the risk of excessive customer concentration. The Group will be committed to improving the penetration of related customer and optimising the product mix supplied to such customer. The future business growth can be more stably based on the explicit long-term trend of the pursuit for upgrade on image effects by the mobile terminal, which will facilitate the Group in giving a better play through its accumulated reserves of capacity, technology, talents and capital.
- (i) 攝像頭模組是終端消費者最關注的智能手機配置之一，佔智能終端材料成本的比重呈現持續上升的趨勢。三攝或多攝的模組設計已成為高端智能終端的標準配置，搭配的規格和實現的功能更是推陳出新，大量豐富了用戶體驗。展望二零二零年，在5G網絡普及和寬帶擴大的背景下，攝影功能和性能上更可能出現多項突破，增加攝像頭模組的技術門檻，本集團預期市場對攝像頭模組的數量需求持續穩健增長，攝像頭模組的像素規格持續提升，同時對光學防抖、超大光圈、超大廣角等的技術要求繼續提升，將為本集團的發展帶來有利條件。
  - (ii) 本集團客戶結構較過去明顯優化，與中國領先手機品牌已展開全面合作關係，並取得更多的市場份額，同時大力推動進入使用安卓系統的海外客戶，以有效降低客戶集中度過高的風險，本集團未來將致力於提升相關客戶的滲透率及優化供應產品的結構。未來業務增長可更穩定地建立於移動終端追求圖像效果升級的明確長期趨勢，有利於本集團透過已積累的產能、技術、人才、資本等的儲備，發揮更佳的效果。

# Chairman's Statement

## 主席報告

- (iii) The popularity of the under-glass fingerprint recognition modules in mobile phones is constantly increasing, and it gradually develops a complementary rather than exclusive relationship with the face recognition system, bringing positive effects on the development of the fingerprint recognition industry. At the same time, the cost of organic light-emitting diode (OLED) screens is expected to decrease and the production capacity is expected to further expand; the technology of using optical under-glass fingerprint recognition modules under TFT-LCD screens is expected to be more mature; and the technology of the ultra-thin and large-size optical under-glass fingerprint recognition modules is also more mature, all of them are expected to be favorable for the accelerated penetration of optical under-glass fingerprint modules.
- (iii) 屏下指紋識別模組於手機的普及度正不斷提升，且與人面辨識系統逐漸發展成互補而非排他的關係，為指紋識別行業發展帶來積極正面的效果。同時，有機發光二極體(OLED)屏幕的成本有望下降及產能有望進一步擴充，在TFT-LCD屏幕下使用光學式屏下指紋識別模組的技術有望更加成熟，超薄及大尺寸光學式屏下指紋識別模組的技術也更加成熟，均有望為光學式屏下指紋模組的加速滲透製造有利條件。
- (iv) Camera modules are one of the most important human-machinery interactive interfaces during the IoT era. With the popularity of 5G networks, the popularisation of AR/VR is expected to accelerate significantly, and it will bring more application scenarios to 3D modules and systems and accelerate the progress of 3D modules becoming the standard configuration of high-end mobile phones. As the first 3D structured light modules manufacturer with mass production in China, the Group has accumulated abundant technical reserves and the ToF plans have been officially mass-produced in the Year. With this technical foundation and preparation, the Group is expected to seize this new opportunity.
- (iv) 攝像頭模組是物聯網時代重要的人機信息交互界面之一，在5G網絡的普及下，AR/VR的普及有望明顯加速，並對3D模組和系統帶來更多的應用場景，加快3D模組成為高端手機標準配置的進度。本集團作為國內首家量產3D結構光模組的模組製造商，已累積了豐富的技術儲備，ToF方案也於本年內正式量產，在此技術基礎和準備下，將有望把握此新機遇。
- (v) It has become the common development goal of domestic and overseas vehicle brands to improve driving safety and the operation experience of users through Advanced Driver Assistance System (ADAS), Surround View, In-cabin Monitoring and other intelligent driving systems, which will promote application increase and specification improvement of vehicle camera modules. In 2019, the Group successfully obtained the Tier 2 supplier qualification of various well-known domestic automobile brands. It expects to obtain specific project cooperations in 2020 and continue to move forward in the vehicle vision system.
- (v) 透過駕駛輔助系統(ADAS)、環視、車內監控等智能駕駛系統，提升駕駛安全性，改善用戶操控體驗等，已成為國內外汽車品牌的共同發展目標，並推動汽車攝像頭模組的應用增加和規格提升。本集團於二零一九年成功取得國內多家知名汽車品牌的Tier2供應商資格，期望於二零二零年取得具體項目合作，於車載視覺系統繼續邁步向前。

# Chairman's Statement

## 主席報告

The Group will adhere to the vision of “to illuminate machines” and strengthen its capacity development in three aspects, namely optical design, computing vision and system integration, continue to enhance the R&D of new materials, new processes and new products and improve its large-scale automated precision manufacturing capability, and push forward the construction and production expansion of the production base in India, proactively promoting lean management, and proactively carry out marketing activities to enhance its customer relationship, aggressively expand overseas renowned smartphone branded customers and continuously enhance the core competitiveness of the Group. The Group will focus on developing high pixels camera modules, multiple camera modules, optical image stabilisation modules, ToF modules, periscope camera modules, optical under-glass fingerprint recognition modules in multiple forms and other high-end products, provide assistance to Newmax Technology, our associate, in the development of smartphone camera module lens, 3D module lens and under-glass fingerprint recognition module lens, with an effort to strengthen the technical cooperation and resource integration between camera modules and key components such as lens, at the same time striving to achieve a further breakthrough in the application of camera modules in non-mobile-phone sector.

The Group will endeavour to achieve the following objectives in 2020: (i) the shipment of camera modules in 2020 will increase by not less than 20% year-on-year comparing with that of the previous year, of which the proportion of shipment of camera modules with resolutions of 10 mega pixels and above will account for not less than 60%, whereas the proportion of shipment of camera modules with resolutions of 32 mega pixels and above will account for not less than 25%; and (ii) continuously review the demand from customers and the Group's business development, production capacity of camera modules will be gradually expanded to not less than 60 million units per month by the end of 2020, the production capacity statistics of which is statistically based on the historical standard production efficiency of products with resolutions of 13 mega pixels.

The Directors are confident in leading the Group to embrace the challenges, and make further efforts to achieve good development and strive to create greater value for the shareholders of the Company (the “Shareholders”).

本集團將堅持秉承「為機器帶來光明」的願景，積極加強光學設計、計算成像和系統集成三個方面的能力建設，繼續加強新材料、新工藝和新產品的研發，繼續提高大規模下的自動化精密製造能力，繼續推進印度生產基地的建設和擴產，積極推進精益管理，積極開展客戶關係營銷，積極拓展海外知名智能手機品牌客戶，不斷提升本集團的核心競爭力，並將重點推進高像素攝像頭模組、多攝像頭模組、光學防抖模組、ToF模組、潛望式攝像頭模組和多種形態下的光學式屏下指紋識別模組等高端產品的發展，協助推動聯營公司新鉅科技在智能手機攝像頭模組鏡頭、3D模組鏡頭和屏下指紋識別模組鏡頭的發展，努力加強攝像頭模組與鏡頭等關鍵器件方面的技術合作和資源整合，同時努力實現攝像頭模組在非手機領域應用的進一步突破。

本集團於二零二零年度將努力達至以下目標：(i)二零二零年度攝像頭模組出貨數量較上年度同比增長不低於20%，其中一千萬像素及以上攝像頭模組出貨數量佔比不低於60%，而三千二百萬像素及以上攝像頭模組出貨數量佔比不低於25%；及(ii)持續檢視客戶需求及本集團業務發展情況，並於二零二零年年底前逐步將攝像頭模組產能擴充至不低於每月6,000萬顆，其產能統計仍參照過往以一千三百萬像素之標準效率為統計基準。

董事有信心帶領本集團直面挑戰並繼續努力實現良好的發展，力爭為本公司股東（「股東」）創造更好的價值。

# Chairman's Statement

## 主席報告

### AWARDS AND HONOURS

During the Year, the Group continued to adhere to our customer-oriented service strategies, always considered the provision of good personal experience for customers as our operation direction and devoted our best efforts to satisfy customers' needs in product R&D, sales delivery, after-sales service, product quality and technology innovation, and gained high recognition of the Group's products and services from the industry, local governments and our customers.

In January 2019, Kunshan Q Technology Limited (“**Kunshan QT China**”), a wholly-owned subsidiary of the Company, was awarded the “Top Ten Intelligence Production Transformation Enterprise and Top Economies of Scale Production Enterprise in Kunshan City for the Year 2018” granted by the People's Government of Kunshan City;

In April 2019, Kunshan QT China won the “Annual Strategic Cooperation Award” of 2018 granted by Chino-E Communication (中諾通訊), a world-renowned smartphone manufacturer;

In September 2019, Mr. He Ningning, the Chairman of the Company, was awarded the “Outstanding Contribution Award” in recognition of his outstanding contribution towards the 30 years development of Kunshan City since its evacuation from a county to a city, and he is one of the forty representatives who won such honour;

In November 2019, Kunshan QT China won the “Outstanding Partner Award” of 2019 granted by Xiaomi Communication Co., Ltd. (小米通訊技術有限公司), a world-renowned smartphone brand;

In November 2019, Kunshan QT China won the “Global Best Partner Award” of 2019 granted by ZTE Corporation, a world-renowned smartphone brand;

In December 2019, Kunshan QT China was awarded the “Excellent Quality Award” of 2019 granted by Huaqin Telecom Technology Limited Company (華勤通訊技術有限公司), a world-renowned smartphone manufacturer;

### 獎項與榮譽

本年度，本集團繼續秉承以客戶為中心的服務宗旨，一直以為客戶提供良好體驗作為業務運營的根本，在產品研發、銷售交付、售後服務、產品質量和技術創新等方面都盡最大的努力以滿足客戶需求，並獲得了行業、地方政府和客戶對本集團產品及服務的高度認可。

二零一九年一月，本公司之全資附屬子公司昆山丘鈦微電子科技有限公司（「**昆山丘鈦中國**」）榮獲昆山市人民政府頒發「2018年度昆山市十佳智能化改造企業及規模效益型領軍企業」資格；

二零一九年四月，昆山丘鈦中國榮獲全球著名智能手機製造商中諾通訊頒發的二零一八年度「年度戰略合作獎」；

二零一九年九月，本公司董事長何寧寧先生獲授予昆山撤縣設市30年「卓越貢獻獎」，以表彰其對昆山市發展所作出的突出貢獻，是四十位獲此殊榮的代表之一；

二零一九年十一月，昆山丘鈦中國榮獲全球著名智能手機品牌商小米通訊技術有限公司頒發的二零一九年度「優秀合作夥伴獎」；

二零一九年十一月，昆山丘鈦中國榮獲全球著名智能手機品牌商中興通訊股份有限公司頒發二零一九年度「全球最佳合作夥伴獎」；

二零一九年十二月，昆山丘鈦中國榮獲全球著名智能手機製造商華勤通訊技術有限公司頒發的二零一九年度「優秀質量獎」；

# Chairman's Statement

## 主席報告

In December 2019, Kunshan QT China received the “Outstanding Supplier Award” of 2019 granted by Lenovo, a world-renowned smartphone brand;

二零一九年十二月，昆山丘鈦中國榮獲全球著名智能手機品牌商聯想頒發的二零一九年度「優秀供應商獎」；

In December 2019, Kunshan QT China won the “Best Quality Supplier Award” and “Best Technical Support Award” of 2019 granted by Nubia Technology Limited (努比亞技術有限公司), a world-renowned smartphone brand; and

二零一九年十二月，昆山丘鈦中國榮獲全球著名智能手機品牌商努比亞技術有限公司頒發的二零一九年度「最佳質量供應商獎」及「最佳技術支持獎」；及

In January 2020, Mr. Fan Fuqiang (the chief financial officer of the Company) and Mr. So Yung Pang (the director of investor relations) won the “Best CFO Award” and the “Best IR Award”, respectively, at the 4th Session of Golden Hong Kong Stock Annual Award Ceremony.

二零二零年一月，本公司財務總監范富強先生及投資者關係總監蘇勇鵬先生在第四屆金港股年度頒獎盛典上分別榮獲「最佳CFO獎」和「最佳IR獎」。

**He Ningning**  
*Chairman*

Hong Kong  
13 April 2020

主席  
**何寧寧**

香港  
二零二零年四月十三日



# Management Discussion and Analysis

## 管理層討論與分析

### FINANCIAL REVIEW

#### Revenue

For the Year, the revenue of the Group was approximately RMB13,169,678,000, representing an increase of approximately 61.9% as compared with approximately RMB8,135,161,000 in 2018. The increase in revenue was mainly attributable to: (i) as benefited from the successful results of the Group's expansion strategy, the sales volume of camera module products for the Year achieved a significant increase of approximately 53.9% as compared with that of last year; (ii) by virtue of the gradual success of the Group's strategy of optimising the product mix of camera modules, the proportion of shipment of camera module products with resolutions of 10 mega pixels and above reached approximately 53.8%, which resulted in a steady increase in average selling price of camera module products by approximately 6.9% year-on-year and hence a year-on-year growth of approximately 65.2% in the sales revenue of camera module products; and (iii) although the sales volume of fingerprint recognition module products of the Group for the Year decreased by approximately 5.2% year-on-year, the average selling price of fingerprint recognition module products increased significantly by approximately 58.2% year-on-year due to the obvious product mix optimisation, so that the sales revenue from fingerprint recognition module products still increased by approximately 50.6% to approximately RMB2,758,860,000 from approximately RMB1,832,022,000 of last year.

#### Cost of sales

For the Year, the cost of sales of the Group was approximately RMB11,989,806,000, representing an increase of approximately 54.1% as compared with approximately RMB7,782,053,000 of 2018. The increase in the cost of sales was mainly attributable to: (i) the increase in raw material cost by approximately 63.5% as compared with that of last year due to sales scale expansion; and (ii) the depreciation expenses arisen from the production plants and equipment as a result of the investment in capacity expansion increased by approximately 32.0% to approximately RMB244,549,000 as compared with approximately RMB185,264,000 of 2018.

### 財務回顧

#### 營業額

本年度，本集團的營業額約為人民幣13,169,678,000元，較二零一八年的約人民幣8,135,161,000元同比增長約61.9%。營業額增長的主要原因為：(i)本集團擴規模的策略取得成效，本年度攝像頭模組產品銷售數量較去年大幅增長約53.9%；(ii)本集團優化攝像頭模組產品結構的策略逐漸取得成果，一千萬像素及以上攝像頭模組產品出貨數量佔比達到約53.8%，令得攝像頭模組產品的平均銷售單價同比穩步增加約6.9%，從而令得攝像頭模組產品的銷售收入同比增長約65.2%；及(iii)雖然本集團本年度指紋識別模組產品銷售數量同比減少約5.2%，但由於產品結構優化明顯，指紋識別模組產品的平均銷售單價同比大幅增長約58.2%，令得指紋識別模組產品的銷售收入仍較去年的約人民幣1,832,022,000元增長約50.6%至約人民幣2,758,860,000元。

#### 銷售成本

本年度，本集團的銷售成本約為人民幣11,989,806,000元，較二零一八年的約人民幣7,782,053,000元同比增長約54.1%。銷售成本的增加主要歸因於：(i)銷售規模擴大令得原材料成本較去年增長約63.5%；及(ii)擴大產能投入導致生產場所及設備產生的折舊費用由二零一八年的約人民幣185,264,000元增長約32.0%至約人民幣244,549,000元。

# Management Discussion and Analysis

## 管理層討論與分析

### Gross profit and gross profit margin

For the Year, the gross profit of the Group was approximately RMB1,179,872,000 (2018: approximately RMB353,108,000), representing an increase of approximately 234.1% as compared with that of the year 2018, while the gross profit margin was approximately 9.0% (2018: approximately 4.3%). The significant increase in gross profit margin was mainly attributable to: (i) the production capacity of the Group has recorded a substantial increase, whilst the significant increase in sales volume of camera modules maintained a higher utilisation rate of production capacity, resulting in a lower marginal cost; the proportion of depreciation of production plants and equipment to sales revenue for the Year was approximately 1.9%, representing a decrease of approximately 0.4 percentage point as compared with approximately 2.3% in 2018; (ii) production automation upgrading and transformation gradually shows the effect with the manpower requirements for producing the same output significantly reduced, resulting in a decrease in the proportion of labour costs; the proportion of direct labour costs to sales revenue of the Group for the Year was approximately 3.4%, representing a decrease of approximately 2.1 percentage points as compared with approximately 5.5% in 2018; and (iii) the significant rise in proportion of high-end products during the Year enhanced the added value. However, the exchange rate of RMB against US dollar fluctuated violently during the Year due to trade disputes and other factors, which affected the gross profit margin of the Group.

### Other revenue

For the Year, other revenue of the Group was approximately RMB43,013,000, representing a decrease of approximately 67.7% as compared with approximately RMB133,113,000 of 2018. The decrease in other revenue was mainly attributable to: (i) subsidies or incentives received by the Group that were granted by local governments at different levels during the Year were approximately RMB28,986,000, representing a decrease of approximately 72.1% as compared with approximately RMB103,908,000 of 2018; and (ii) the interest income during the Year was approximately RMB13,911,000, representing a decrease of approximately 52.1% as compared with approximately RMB29,058,000 of 2018.

### 毛利及毛利率

本年度，本集團的毛利約為人民幣1,179,872,000元（二零一八年：約人民幣353,108,000元），較二零一八年上升約234.1%；而毛利率約為9.0%（二零一八年：約4.3%）。毛利率明顯上升的主要原因為：(i) 本集團攝像頭模組產能規模大幅提升，銷售數量大幅提升，保持較高產能利用率，令得邊際成本降低，本年度生產場所及設備產生的折舊佔銷售收入之比例約為1.9%，較二零一八年的約2.3%降低了約0.4個百分點；(ii) 生產自動化升級改造逐步展現效果，同等產量的生產人員需求明顯減少，令得人工成本佔比下降，本年度本集團直接人工成本佔銷售收入之比例約為3.4%，較二零一八年的約5.5%降低了約2.1個百分點；及(iii) 本年度高端產品佔比顯著提升，附加值提升。但人民幣兌美元匯率受貿易糾紛等影響於本年度內波動劇烈，則影響了本集團的毛利率。

### 其他收益

本年度，本集團的其他收益約為人民幣43,013,000元，較二零一八年的約人民幣133,113,000元減少約67.7%。其他收益的減少主要由於：(i) 本年度本集團收到各級地方政府授予的補貼或獎勵約人民幣28,986,000元，較二零一八年的約人民幣103,908,000元減少約72.1%；及(ii) 本年度利息收入約為人民幣13,911,000元，較二零一八年的約人民幣29,058,000元減少約52.1%。

# Management Discussion and Analysis

## 管理層討論與分析

### Other net loss

For the Year, the Group recorded other net loss of approximately RMB63,839,000, representing an increase of approximately 27.1% as compared with other net loss of approximately RMB50,223,000 in 2018. Such other net loss was mainly attributable to: (i) loss on disposal of assets was approximately RMB17,514,000 (2018: approximately RMB15,687,000); (ii) net exchange loss of approximately RMB25,373,000 (2018: approximately RMB44,613,000) due to the depreciation in exchange rates of RMB against US dollar during the Year; (iii) loss on impairment of machinery was approximately RMB10,587,000 (2018: Nil); and (iv) a net realised and unrealised loss on foreign currency forward contracts was approximately RMB501,000 (2018: a net gain of approximately RMB12,418,000).

### Selling and distribution expenses

For the Year, the selling and distribution expenses of the Group amounted to approximately RMB14,946,000, representing a decrease of approximately 19.5% as compared with approximately RMB18,562,000 of 2018. The proportion of selling and distribution expenses to turnover was approximately 0.1%, representing a decrease of approximately 0.1 percentage point as compared with approximately 0.2% of 2018. The decrease in selling and distribution expenses was mainly attributable to the stable customer relationships and the Group's endeavour on cost saving, thus the express costs in relation to the sales activities were effectively reduced.

### Administrative and other operating expenses

For the Year, the total administrative and other operating expenses of the Group amounted to approximately RMB128,140,000, representing an increase of approximately 57.8% as compared with approximately RMB81,201,000 in 2018. The increase in administrative and other operating expenses was mainly attributable to: (i) an increase of approximately 80.1% in staff salaries and labour expenses from approximately RMB28,219,000 of last year to approximately RMB50,828,000 resulting from increase in number of staff and average salary; and (ii) increase in other expense such as bank charges, tax surcharge and maintenance expense due to the business expansion during the Year.

### 其他虧損淨額

本年度，本集團錄得其他虧損淨額約人民幣63,839,000元，較二零一八年其他虧損淨額約人民幣50,223,000元增加約27.1%，該等其他虧損淨額主要由於：(i)資產處置損失約人民幣17,514,000元（二零一八年：約人民幣15,687,000元）；(ii)本年度人民幣兌美元匯率貶值導致淨匯兌虧損達到約人民幣25,373,000元（二零一八年：約人民幣44,613,000元）；(iii)機器設備減值虧損約人民幣10,587,000元（二零一八年：零元）；及(iv)外匯遠期合約已實現及未實現之淨虧損約人民幣501,000元（二零一八年：淨收益約人民幣12,418,000元）。

### 銷售及分銷費用

本年度，本集團的銷售及分銷費用約為人民幣14,946,000元，較二零一八年的約人民幣18,562,000元減少約19.5%，銷售及分銷費佔營業額的比例為約0.1%，較二零一八年的約0.2%減少約0.1個百分點。銷售及分銷費用的減少，主要由於客戶關係穩定，本集團力行成本節約，銷售活動所產生的快遞費用有效減少。

### 行政及其他經營費用

本年度，本集團的行政及其他經營費用總額為約人民幣128,140,000元，較二零一八年的約人民幣81,201,000元增加約57.8%。行政及其他經營費用增加主要是由於：(i)員工薪酬及勞務支出因員工人數及平均薪酬增加而從去年約人民幣28,219,000元增加約80.1%至約人民幣50,828,000元；及(ii)銀行費用、附加稅及維護開支等其他開支因本年度業務擴張而增加。

# Management Discussion and Analysis

## 管理層討論與分析

### R&D expenses

For the Year, the total R&D expenses of the Group amounted to approximately RMB396,244,000, representing an increase of approximately 48.9% as compared with approximately RMB266,198,000 in 2018. The R&D expenses for the Year were mainly utilised in the Group's continuous R&D investments in new products and new processes, so as to allow the Group to develop camera module products with higher pixels, multiple camera module products with different application functions, camera module products with smaller size, 3D module products, camera module products applied in automotive and IoT areas, side-mounted fingerprint recognition module products and optical under-glass fingerprint recognition module products, as well as optimise and enhance the standards of production automation.

### Finance costs

For the Year, the finance costs of the Group was approximately RMB52,811,000, representing an increase of approximately 19.6% as compared with approximately RMB44,146,000 of 2018. The increase in finance costs was mainly attributable to the increase in bank borrowing balance of the Group in the Year in order to fulfill the requirements for production and operation expansion.

### Share of profit of an associate

For the Year, Newmax Technology, an associate of the Company, recorded a profit. The share of profit of an associate attributable to the Company was approximately RMB39,996,000, while the share of loss of an associate for the year 2018 was approximately RMB24,561,000.

### Income tax expenses

For the Year, the income tax expenses of the Group was approximately RMB64,529,000, while the income tax expenses for 2018 was approximately RMB-13,069,000, which was mainly attributable to the profit before taxation of approximately RMB606,901,000 recorded by the Group in the Year.

### 研發費用

本年度，本集團的研發費用總額約為人民幣396,244,000元，較二零一八年的約人民幣266,198,000元增加約48.9%。本年度研發費用主要用於本集團對新產品和新工藝的持續研發投入，從而使本集團能夠開發更高像素的攝像頭模組產品、具不同應用功能的多攝像頭模組產品、尺寸更小型化的攝像頭模組產品、3D模組產品、應用於汽車與IoT領域的攝像頭模組產品、側鍵式指紋識別模組產品及光學式屏下指紋識別模組產品等，以及優化提升生產自動化水平。

### 融資成本

本年度，本集團的融資成本約為人民幣52,811,000元，較二零一八年的約人民幣44,146,000元增加約19.6%，融資成本的增加主要由於為滿足生產運營規模擴大之需要，本集團於本年度的銀行借款餘額有所上升。

### 應佔聯營公司溢利

本年度，本公司的一家聯營公司新鉅科技錄得盈利，本公司應佔聯營公司溢利約為人民幣39,996,000元，而二零一八年則為應佔聯營公司虧損約人民幣24,561,000元。

### 所得稅開支

本年度，本集團的所得稅費用約為人民幣64,529,000元，而二零一八年的所得稅費用約為人民幣-13,069,000元，主要是由於本年度本集團錄得除稅前溢利約人民幣606,901,000元。

# Management Discussion and Analysis

## 管理層討論與分析

### Profit for the Year

Based on the foregoing, the profit of the Group for the Year was approximately RMB542,372,000 (2018: approximately RMB14,399,000), representing an increase of approximately 3,666.7% as compared with that of the year 2018.

### LIQUIDITY AND FINANCIAL RESOURCES

#### Bank borrowings

As at 31 December 2019, the Group's bank borrowings amounted to approximately RMB1,328,785,000. It represents an increase of approximately 12.8% from approximately RMB1,178,241,000 as at 31 December 2018. Among the borrowings, short-term borrowings were approximately RMB1,269,548,000 whereas long-term borrowings were approximately RMB59,237,000.

As at 31 December 2019, the Group's bank borrowings were denominated in RMB and/or USD. The cash flow overview of the Group in the Year and 2018 was set out as follows:

### 本年度溢利

根據上文所述，本年度，本集團的溢利約為人民幣542,372,000元（二零一八年：約人民幣14,399,000元），較二零一八年增加約3,666.7%。

### 流動資金及財務資源

#### 銀行借款

於二零一九年十二月三十一日，本集團的銀行借款為約人民幣1,328,785,000元，較二零一八年十二月三十一日的約人民幣1,178,241,000元增長約12.8%。其中短期借款為約人民幣1,269,548,000元，長期借款為約人民幣59,237,000元。

於二零一九年十二月三十一日，本集團之銀行借款以人民幣及／或美元計值。本集團於本年度及二零一八年的現金流概況如下：

		For the year ended 31 December 截至十二月三十一日 止年度	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Net cash generated from/(used in) operating activities	經營活動產生／（所用）的現金淨額	2,399,551	(172,505)
Net cash (used in)/generated from investing activities	投資活動（所用）／產生的現金淨額	(1,271,487)	386,521
Net cash used in financing activities	融資活動所用的現金淨額	(816,739)	(584,005)

As of 31 December 2019, the cash and cash equivalents of the Group amounted to approximately RMB411,517,000, representing an increase of approximately RMB311,597,000 from approximately RMB99,920,000 as at 31 December 2018. The increase in cash and cash equivalents was mainly attributable to the significant profit growth of the Group for the Year as compared with that of last year and the record of a net cash inflow.

本集團截至二零一九年十二月三十一日的現金及現金等價物約為人民幣411,517,000元，較二零一八年十二月三十一日約人民幣99,920,000元增加約人民幣311,597,000元，現金及現金等價物的增加主要是由於本集團於本年度之溢利較去年明顯增長，並錄得現金流淨流入。

# Management Discussion and Analysis

## 管理層討論與分析

### Operating activities

The Group's net cash inflow from operating activities amounted to approximately RMB2,399,551,000 in the Year, while the net cash outflow of operating activities amounted to approximately RMB172,505,000 in 2018. The Group's cash flow from its operating activities recorded a net inflow, which was mainly attributable to: (i) the gross profit margin of the Group for the Year significantly increased from approximately 4.3% in 2018 to approximately 9.0%; (ii) the operation scale of the Group has continued to expand, and with the strong support from the suppliers, both the amount and the proportion of the bill settlement of the payments due from the suppliers increased substantially, resulting in the significant increase of trade and other payables of approximately RMB2,873,230,000 from approximately RMB3,061,432,000 in the end of 2018 to approximately RMB5,934,662,000 in the end of the Year; meanwhile, with the good cooperation maintained with its customers, the turnover days of accounts receivable in the Year was approximately 109 days, representing a decrease of approximately 4 days as compared with approximately 113 days of 2018; as of 31 December 2019, trade and other receivables was approximately RMB4,919,289,000, representing an increase of approximately RMB1,887,922,000 as compared with approximately RMB3,031,367,000 as of 31 December 2018, in which the increase amount is less than that of trade and other payables; and (iii) amount due to suppliers of RMB1,221,331,000 (2018: approximately RMB436,411,000) of the Group was directly settled by the bank through import trade loan financing during the Year, which was excluded from the cash outflow from operating activities and will be included in the cash outflow from financing activities upon the trade loan is due and repaid.

### Investment activities

The net cash outflow arising from the investment activities of the Group in the Year amounted to approximately RMB1,271,487,000, which was mainly attributable to: (i) the expenses for plant expansion and purchasing equipment amounted to approximately RMB1,156,255,000; and (ii) the payment for the investment in Newmax Technology of approximately RMB155,799,000.

### 經營活動

本年度，本集團的經營活動現金流量為淨流入額約人民幣2,399,551,000元，而二零一八年的經營活動現金流量為淨流出額約人民幣172,505,000元。本集團的經營活動現金流量為淨流入，主要由於：(i)本年度本集團的毛利率由二零一八年的約4.3%明顯提升至約9.0%；(ii)本集團運營規模持續擴大，獲得供應商大力支持，以票據結算供應商到期貨款的金額和比例均明顯提升，從而令得貿易及其他應付款項由二零一八年末的約人民幣3,061,432,000元大幅增長約人民幣2,873,230,000元至本年末的約人民幣5,934,662,000元；同時，與客戶保持良好合作，本年度應收賬款周轉天數為約109天，較二零一八年的約113天減少約4天，截至二零一九年十二月三十一日的貿易及其他應收款項為約4,919,289,000元，較截至二零一八年十二月三十一日的約3,031,367,000元增長約人民幣1,887,922,000元，增長金額較貿易及其他應付款項為少；及(iii)本年度本集團約有人民幣1,221,331,000元（二零一八年：約人民幣436,411,000元）的供應商到期款項直接由銀行透過進口貿易貸款融資結算，不納入經營活動現金流出，在貿易貸款到期並償還時則計入融資活動現金流出。

### 投資活動

本集團於本年度投資活動所產生的現金淨流出額約為人民幣1,271,487,000元，主要為：(i)擴建廠房及購買設備的支出約人民幣1,156,255,000元；及(ii)投資新鉅科技支付之款項約人民幣155,799,000元。

# Management Discussion and Analysis

## 管理層討論與分析

### Financing activities

The net cash outflow used in the financing activities of the Group in the Year amounted to approximately RMB816,739,000, which was mainly attributable to the cash outflow for repaying bank borrowings of approximately RMB3,008,131,000 deducted by: (i) the inflow of bank borrowings of approximately RMB1,921,727,000; (ii) the subscription amount of approximately RMB39,784,000 received from employees for the subscription of ordinary shares of the Company upon exercising their share options in accordance with the share option scheme of the Company; and (iii) net proceeds amounting to approximately RMB182,155,000 from the completion of placing of 15 million existing ordinary shares on 30 December 2019.

### Gearing ratio

The gearing ratio of the Group as at 31 December 2019, as defined by the balance of bank borrowings and lease liabilities divided by total equity at the end of the Year, was approximately 48.2%, representing a decrease of approximately 7.8 percentage points from approximately 56.0% as at 31 December 2018, which was mainly attributable to: the recorded profit of the Group for the Year of approximately RMB542,372,000 and the net proceed from the completion of the placing of 15 million existing ordinary shares amounted to approximately RMB182,155,000, resulting in the increase of net assets for the end of the Year of approximately RMB763,520,000 as compared with that of the end of the year 2018.

### 融資活動

本集團於本年度融資活動所用的現金淨流出額約為人民幣816,739,000元，主要為歸還銀行借款所支出現金約人民幣3,008,131,000元減去：(i)銀行借款流入約人民幣1,921,727,000元；(ii)收到員工根據本公司購股權計劃行權並認購本公司普通股的認繳金額約人民幣39,784,000元；及(iii)於二零一九年十二月三十日完成配售現有股份1,500萬股普通股所得款項淨額約人民幣182,155,000元。

### 資本負債比率

於二零一九年十二月三十一日本集團之資本負債比率（定義為銀行借款和租賃負債餘額除以本年度末權益總額）約為48.2%，較二零一八年十二月三十一日的約56.0%下降約7.8個百分點，主要原因為：本年度本集團錄得溢利約人民幣542,372,000元及完成配售現有股份1,500萬股普通股取得款項淨額約人民幣182,155,000元，導致本年末淨資產較二零一八年末增加了約人民幣763,520,000元。

# Management Discussion and Analysis

## 管理層討論與分析

### Treasury policies

The Group's treasury policy was disclosed in the prospectus of the Company dated 20 November 2014 (the "Prospectus"), and was amended by the risk management committee (the "Risk Management Committee") of the Company on 24 March 2016, the details of which were disclosed under the "Management Discussion and Analysis" section of the 2016 annual report. The Board, the Risk Management Committee of the Company and the staff at the relevant positions always remain alert to the performance and risk assessment of the wealth management products so as to ensure that the wealth management operation does not pose excessive risk to the principal amount. At the same time, the Company also pays close attention to the liquidity and debt asset position of the Group in order to ensure the sufficiency of its working capital and maintain the debt asset ratio at a reasonable level.

### MATERIAL ACQUISITION AND DISPOSAL

The Group did not have any material acquisitions or disposals of its subsidiaries, associates and joint ventures for the year ended 31 December 2019.

### SIGNIFICANT INVESTMENT

The Group did not hold any significant investment for the year ended 31 December 2019.

### OTHER INVESTMENTS

On 20 August 2019, Taiwan Q Technology Limited ("Taiwan QT"), a wholly-owned subsidiary of the Company, completed the participation in the capital injection of the associated company, Newmax Technology. A total of 8,321,701 new shares, representing approximately 4.5% of the total number of issued ordinary shares of Newmax Technology as enlarged after the completion of the capital injection, has been allotted and issued to Taiwan QT at the price of NT\$82.8 per share. For details, please refer to the announcements of the Company dated 1 April 2019, 12 July 2019 and 20 August 2019 respectively.

### 理財政策

本集團的理財政策披露於日期為二零一四年十一月二十日的本公司招股章程（「招股章程」），並經本公司風險管理委員會（「風險管理委員會」）於二零一六年三月二十四日作出修訂，有關詳情披露於二零一六年年報「管理層討論與分析」部分。董事會、本公司風險管理委員會和相關崗位工作人員保持對理財產品的持續關注與風險評估，以確保理財業務不會使本金金額承擔過多的安全風險。同時，本公司亦密切關注本集團流動資金和資產負債狀況，確保其營運資金之充足及資產負債比率處於合理水平。

### 重大收購及出售

本集團於截至二零一九年十二月三十一日止年度並無任何有關附屬公司、聯營公司及合營企業的重大收購或出售。

### 重大投資

本集團於截至二零一九年十二月三十一日止年度並無任何重大投資。

### 其他投資

本公司之全資附屬公司台灣丘鈦科技有限公司（「台灣丘鈦」）於二零一九年八月二十日完成參與聯營公司新鉅科技的增資事項，合共8,321,701股新股已按每股新台幣82.8元配發及發行予台灣丘鈦，相當於完成增資事項後經擴大新鉅科技之全部已發行普通股份總數之約4.5%。有關詳情請參閱本公司日期為二零一九年四月一日、二零一九年七月十二日及二零一九年八月二十日之公告。



# Management Discussion and Analysis

## 管理層討論與分析

### CONTINGENT LIABILITIES

As at 31 December 2019, the Group did not have any contingent liabilities.

### PLEDGE OF ASSETS

As at 31 December 2019, the assets pledged by the Group included bank deposits, shares of an associate, trade receivables and bills receivables of approximately RMB478,632,000 (31 December 2018: approximately RMB462,174,000), which were used as guarantee for bank borrowings and bank guarantee letters.

### EMPLOYEE POLICIES AND REMUNERATION

As at 31 December 2019, the Group had a total of employees 3,745 (excluding staff under labour service agreements and internship agreements) (as at 31 December 2018: 2,874). The Group is committed to providing all staff with fair working environment, providing newly recruited staff with induction training and job technical counseling to help them to adapt to job requirements quickly, providing all staff with clear job responsibilities guidelines and for employees at different positions with on-the-job training together with other training programmes to help improving their skills and knowledge, and strived to provide all staff with competitive remuneration packages. For the Year, the remuneration of the employees (including staff under labour service agreements and internship agreements) of the Group was approximately RMB725,391,000 (2018: approximately RMB623,001,000). Apart from basic salary, the package also includes performance bonus, medical insurance and provident fund (staff under labour service agreements and internship agreements are treated according to the laws and regulations of the PRC).

### 或然負債

於二零一九年十二月三十一日，本集團並無任何或然負債。

### 資產抵押

於二零一九年十二月三十一日，本集團抵押的資產包括約為人民幣478,632,000元的銀行存款、聯營公司股份、貿易應收款項及應收票據（二零一八年十二月三十一日：約人民幣462,174,000元），均用於銀行借款及銀行保函的擔保。

### 僱員政策和薪酬

於二零一九年十二月三十一日，本集團共有員工3,745人（不包括勞務派遣工、實習生）（於二零一八年十二月三十一日：2,874人）。本集團一直致力於為全體員工提供公平的工作環境，向新入職員工提供入職培訓和崗位技術輔導，以幫助他們迅速適應崗位工作要求，向全體員工提供明確的崗位職責指引，並繼續為不同職位的僱員提供在職培訓及其他培訓項目，以幫助他們增進技能和學識，並努力向全體員工提供具競爭力的薪酬福利。本年度，本集團僱員（包括勞務派遣工、實習生）的酬金約為人民幣725,391,000元（二零一八年：約人民幣623,001,000元），除基本薪金外，還包括績效獎金、醫療保險及公積金等（勞務派遣工和實習生則依據中國法規進行處理）。

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Meanwhile, the Company has granted a total of 71,682,000 share options to its staff on 26 October 2016, 9 June 2017, 7 December 2018 and 21 June 2019 respectively pursuant to a share option scheme (the “**Share Option Scheme**”) adopted on 13 November 2014, with specific details as follows:

- (i) On 26 October 2016, the Company granted a total of 39,425,000 share options to 165 staff (including two executive Directors, Mr. Wang Jianqiang and Mr. Hu Sanmu) in accordance with the Share Option Scheme, and grantees may apply to exercise the share options by phases from 1 April 2018 onwards upon fulfilling certain conditions (please refer to the announcement of the Company dated 26 October 2016 for details). During the Year, the Company has accepted the applications from 131 staff (including two executive Directors, Mr. Wang Jianqiang and Mr. Hu Sanmu) and issued a total of 9,808,200 ordinary shares at the exercise price of HK\$4.13 per share and total consideration received was approximately HK\$40,508,000. A total of 1,066,800 options granted on 26 October 2016 lapsed as a result of the resignations of 8 staff during the Year, and a total of 9,616,200 share options were outstanding as at 31 December 2019.
- (ii) On 9 June 2017, the Company granted a total of 8,083,000 share options to 48 staff (none of the grantees are Directors, chief executive or substantial shareholders of the Company or any of their respective associates) in accordance with the Share Option Scheme, and the grantees may apply to exercise the share options by phases from 1 April 2018 onwards upon fulfilling certain conditions (please refer to the announcement of the Company dated 9 June 2017 for details). During the Year, the Company has accepted the applications from 21 staff and issued a total of 945,600 ordinary shares at the exercise price of HK\$6.22 per share and total consideration received was approximately HK\$5,882,000. A total of 400,000 options granted on 9 June 2017 lapsed as a result of the resignations of 2 staff during the Year, and a total of 945,600 share options were outstanding as at 31 December 2019.

同時，本公司還根據於二零一四年十一月十三日採納的一項購股權計劃（「購股權計劃」），分別於二零一六年十月二十六日、二零一七年六月九日、二零一八年十二月七日及二零一九年六月二十一日向員工授出合共71,682,000份購股權，具體如下：

- (i) 於二零一六年十月二十六日，本公司根據購股權計劃向165名員工（包括兩名執行董事王健強先生和胡三木先生）授出共計39,425,000份購股權，被授予人在滿足一定的條件下可以自二零一八年四月一日起分期申請行權（詳見本公司於二零一六年十月二十六日之公告）。而於本年度，本公司接受131名員工（包括兩名執行董事王健強先生和胡三木先生）的申請向該等員工發行共計9,808,200股普通股股份，行使價格為每股4.13港元，合計收取行權對價款約40,508,000港元；本年度內共有8名員工因離職而使共計1,066,800份其於二零一六年十月二十六日獲授的購股權因此失效，而於二零一九年十二月三十一日，合共9,616,200份購股權尚未行使。
- (ii) 於二零一七年六月九日，本公司根據購股權計劃向48名員工（概無被授予人為本公司董事、主要行政人員或主要股東或彼等各自之任何聯繫人）授出共計8,083,000份購股權，被授予人在滿足一定的條件下可以在自二零一八年四月一日起分期申請行權（詳見本公司於二零一七年六月九日之公告）。而於本年度，本公司接受21名員工的申請向該等員工發行共計945,600股普通股股份，行使價格為每股6.22港元，合計收取行權對價款約5,882,000港元；本年度內共有2名員工因離職而使共計400,000份其於二零一七年六月九日獲授的購股權因此失效，而於二零一九年十二月三十一日，合共945,600份購股權尚未行使。

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## 管理層討論與分析

- (iii) On 7 December 2018, the Company granted a total of 12,720,000 share options to 83 staff (none of the grantees are Directors, chief executive or substantial shareholders of the Company or any of their respective associates) in accordance with the Share Option Scheme, and the grantees may apply to exercise the share options by phases from 1 April 2020 onwards upon fulfilling certain conditions (please refer to the announcement of the Company dated 7 December 2018 for details). None of such options were exercised during the Year; and a total of 1,624,000 options granted on 7 December 2018 lapsed as a result of the resignations of 13 staff during the Year. A total of 11,096,000 share options were outstanding as at 31 December 2019.
- (iii) 於二零一八年十二月七日，本公司根據購股權計劃向83名員工（概無被授予人為本公司董事、主要行政人員或主要股東或彼等各自之任何聯繫人）授出共計12,720,000份購股權，被授予人在滿足一定的條件下可以自二零二零年四月一日起分期申請行權（詳見本公司於二零一八年十二月七日之公告）。而於本年度，該項購股權未獲任何人士行使；本年度內共有13名員工因離職而使共計1,624,000份其於二零一八年十二月七日獲授的購股權因此失效，而於二零一九年十二月三十一日，合共11,096,000份購股權尚未行使。
- (iv) In addition, on 21 June 2019, the Company granted a total of 11,454,000 share options to 68 staff (none of the grantees are Directors, chief executive or substantial shareholders of the Company or any of their respective associates) in accordance with the Share Option Scheme, and the grantees may apply to exercise the share options by phases from 1 April 2021 onwards upon fulfilling certain conditions (please refer to the announcement of the Company dated 21 June 2019 for details). None of such options were exercised during the Year; and a total of 4,680,000 options granted on 21 June 2019 lapsed as a result of the resignations of 13 staff during the Year. A total of 6,774,000 share options were outstanding as at 31 December 2019.
- (iv) 此外，於二零一九年六月二十一日，本公司根據購股權計劃向68名員工（概無被授予人為本公司董事、主要行政人員或主要股東或彼等各自之任何聯繫人）授出共計11,454,000份購股權，被授予人在滿足一定的條件下可以自二零二一年四月一日起分期申請行權（詳見本公司於二零一九年六月二十一日之公告）。而於本年度，該項購股權未獲任何人士行使；本年度內共有13名員工因離職而使共計4,680,000份其於二零一九年六月二十一日獲授的購股權因此失效，而於二零一九年十二月三十一日，合共6,774,000份購股權尚未行使。

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## 管理層討論與分析

### FOREIGN EXCHANGE EXPOSURE

The Group is exposed to currency risk primarily due to certain receivables, payables, cash balances and loans that are denominated in foreign currencies other than RMB arising from the operating activities such as bank borrowings, product sales and purchase of raw materials. The Group is also exposed to currency risk from the exchange or translation of USD and Hong Kong Dollars into RMB. During the Year, the Group recorded an exchange loss of approximately RMB25,373,000 as the sales income of the Group was still mainly settled in RMB but various raw materials for production and some equipment for production were purchased from overseas and settled in USD, while there was a considerable fluctuation in the exchange rate of RMB against USD during the Year with the central parity dropping from 6.8632 at the beginning of the Year to 6.9762 at the end of the Year, representing a depreciation of approximately 1.6%. As affected by multiple factors such as politics, economic, and supply and demand, the trend of RMB against USD in the future is subject to great uncertainties. It is difficult to adjust the business mode of the Group in the short run. Therefore, the profit or loss of the Group may still be affected by exchange rate fluctuation in the future. The Group will, on one hand, strive to strengthen the expansion of overseas business continuously to increase USD income; on the other hand, the Group will coordinate actively with suppliers receiving settlement in USD to seek the consent of certain suppliers to purchase domestically or arrange settlement in RMB, so as to reduce the demand for USD. Meanwhile, the Group will enhance monitoring of the exchange rate fluctuation on a daily basis, adjust the proportion of USD deposits to total deposits balance and the proportion of USD loans to total loans balance from time to time with reference to the analysis of exchange rates fluctuation trend, and fix the future foreign exchange costs by properly using currency derivative instruments such as foreign exchange forwards and options, so as to strengthen the management of foreign exchange risks and strive to reduce foreign exchange loss. However, the Group is also clearly aware that there are many factors affecting exchange rates, and the mechanism to determine exchange rate is complicated and fickle, thus it is difficult to estimate its trend. Therefore, the profit or loss of the Group may still be affected by exchange rate fluctuation.

### 匯兌風險

由於本集團在銀行借貸、產品銷售及原材料採購等經營活動中產生的部分應收款項、應付款項、現金結餘及貸款中以人民幣以外的外幣計值，因而產生匯兌風險，亦主要在美元及港元與人民幣的兌換或折算中產生匯兌風險。本年度內，由於本集團的銷售收入仍以人民幣結算為主，而多種生產用原材料及部分生產用設備均由境外採購併以美元結算，且由於人民幣兌美元匯率於本年度內出現較大波動，中間價亦由年初6.8632下跌至年末的6.9762，貶值約1.6%，令得本集團錄得匯兌損失，金額約為人民幣25,373,000元。受政治、經濟、供需等多方面因素的影響，未來人民幣兌美元匯率走勢仍然存在很大的不確定性，而本集團的業務模式短時間內難以改變，因此，本集團的運營損益未來仍然可能受到匯率波動的影響。一方面本集團將繼續努力加強海外業務拓展，努力提升美元收入佔比，另一方面本集團將繼續與目前以美元結算的供應商積極協調，爭取一部分供應商同意改為國內採購或以人民幣結算，從而減少美元需求。同時，本集團將加強每日匯率變動監控，並參照匯率的變動趨勢分析不時調整美元存款佔總存款餘額的比例和美元貸款佔總貸款餘額的比例，適當採用遠期購匯、外匯期權等貨幣衍生工具固化未來的匯兌成本，從而努力加強匯兌風險的管理，爭取減少匯兌損失。但本集團亦清晰認識到，影響匯率的因素非常多，匯率的決定機制是一個複雜多變的機制，難以準確判斷匯率的走勢，因此，本集團損益仍然可能受到匯率波動的影響。

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### USE OF PROCEEDS FROM GLOBAL OFFERING

On 2 December 2014, the shares of the Company (the “Shares”) were initially listed on the Main Board of the Stock Exchange by global offering. The net proceeds from the above global offering was approximately HK\$658,000,000 (after deducting relevant listing expenses). As at 31 December 2019, the fund raised was fully utilised in accordance with the intended use of the global offering.

### USE OF PROCEEDS FROM PLACING OF SHARES

On 12 December 2016, the Company completed the placing of 40,000,000 new ordinary shares of HK\$0.01 each under a general mandate granted to the Directors by the Shareholder to two placees, namely Value Partners Hong Kong Limited and The People’s Insurance Company (Group) of China Limited, who and whose ultimate beneficial owners are third parties independent of the Company and its connected persons, at the placing price of HK\$3.90 per placing share. The net proceeds from the above placing was approximately HK\$154,428,000, after deducting the related placing commission, professional fees and all related expenses. As at 31 December 2019, the fund raised was fully utilised. The capital utilisation was consistent with the intended use of the net proceeds of the placing.

On 29 December 2017, the Company completed the placing of 20,000,000 new ordinary shares under a general mandate granted to the Directors by the Shareholders to not less than six placees, being professional, institutional and/or other investors, who and whose ultimate beneficial owners are third parties independent of the Company and its connected persons, at the placing price of HK\$10.80 per placing share. The net proceeds from the above placing was approximately HK\$214,218,000, after deducting the related placing commission, professional fees and all related expenses. As at 31 December 2019, the fund raised was fully utilised. The capital utilisation was consistent with the intended use of the net proceeds of the placing.

### 全球發售所得款項用途

於二零一四年十二月二日，本公司股份（「股份」）以全球發售形式於聯交所主板首次上市。上述全球發售所得款項淨額約為658,000,000港元（經扣除相關上市開支後），截至二零一九年十二月三十一日，募集資金已經使用完畢，資金使用與全球發售的計劃用途一致。

### 股份配售所得款項用途

於二零一六年十二月十二日，本公司完成根據股東授予董事的一項一般授權向兩名承配人（即惠理基金管理香港有限公司及中國人民保險集團股份有限公司（彼等及彼等之最終實益擁有人為獨立於本公司及其關連人士的第三方））配售新普通股40,000,000股，配售價為每股配售股份3.90港元。上述配售所得款項淨額約為154,428,000港元（經扣除相關配售佣金、專業費用和所有相關開支後），截至二零一九年十二月三十一日，募集資金經已全部使用完畢，資金使用與配售所得款項淨額的計劃用途一致。

於二零一七年十二月二十九日，本公司完成根據股東授予董事的一項一般授權向不少於六名承配人（即專業、機構及／或其他投資者（彼等及彼等之最終實益擁有人為獨立於本公司及其關連人士的第三方））配售新普通股20,000,000股，配售價為每股配售股份10.80港元。上述配售所得款項淨額約為214,218,000港元（經扣除相關配售佣金、專業費用及所有相關開支後），截至二零一九年十二月三十一日，募集資金經已全部使用完畢，資金使用與配售所得款項淨額的計劃用途一致。

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## 管理層討論與分析

On 23 December 2019, the Company completed the placing of 15,000,000 existing shares (the “**Placing Shares**”) at the placing price of HK\$13.68 per each placing share (the “**Placing**”) to not less than six placees (who were professional investors and whose respective ultimate beneficial owners were (a) independent of, and not connected with, the Company and its connected person; and (b) independent of, and are not acting in concert with, Q Technology Investment Inc. (丘鈦投資有限公司) (“**QT Investment**”) and persons acting in concert with QT Investment. The aggregate nominal value of the Placing Shares was HK\$150,000 based on the par value of HK\$0.01 per share and the market value was HK\$211,500,000 based on the closing price of HK\$14.10 per share as quoted on the Stock Exchange on the signing date of the placing agreement (i.e. 18 December 2019). On 30 December 2019, the Company allotted and issued 15,000,000 new shares to QT Investment, the controlling shareholder of the Company (the “**Subscription**”). Upon the completion of the Placing and Subscription, the net proceeds obtained by the Company was approximately HK\$203,300,000, after deducting all costs and expenses incurred by QT Investment in connection with the Placing and Subscription and to be borne by the Company, and other expenses incurred by the Company which included the placing agent’s commission, the stamp duty, the Stock Exchange trading fee and the SFC transaction levy. The net price of each share issued was approximately HK\$13.55. In view of the Group’s intensified capital requirement for the R&D expenditure on multiple camera and other high-end camera modules products, the cost for production capacity expansion and the need of working capital, the Directors consider that the Placing can help to raise additional funds to strengthen the financial position. The Directors are of the view that the Placing and Subscription will also broaden the shareholder base and the capital base of the Company and is helpful to the continuous growth and sustainable development of the Group. As of 31 December 2019, none of the funds raised has been utilised. The remaining funds raised will be utilised in the first half of 2020, and the capital utilisation will be consistent with the intended use of net proceeds from the Placing. It is expected that: (i) approximately HK\$162.6 million, representing approximately 80% of the net proceeds from the Subscription, will be used as capital expenditure required for production capacity expansion for camera modules by the first half of 2020; and (ii) approximately HK\$40.7 million, representing approximately 20% of the net proceeds from the Subscription, will be used for R&D by the first half of 2020.

於二零一九年十二月二十三日，本公司完成向不少於六名承配人（其為專業投資者，且其各自的最終實益擁有人為(a)獨立於本公司及其關連人士且與上述人士並無關連；及(b)獨立於丘鈦投資有限公司（「**丘鈦投資**」）及與丘鈦投資一致行動之人士且並非與上述人士一致行動）配售15,000,000股現有股份（「**配售股份**」），配售價為每股配售股份13.68港元（「**配售事項**」）。按每股股份面值0.01港元計算，配售股份總面值為150,000港元及按配售協議簽署日（即二零一九年十二月十八日）在聯交所所報收市價每股股份14.10港元計算，市值為211,500,000港元。於二零一九年十二月三十日，本公司配發及發行15,000,000股新股份予本公司之控股股東丘鈦投資（「**認購事項**」）。於配售事項及認購事項完成後，本公司取得所得款項淨額約為203,300,000港元（經扣除丘鈦投資就配售事項及認購事項產生並將由本公司承擔的所有成本及開支，以及本公司產生的其他開支（包括配售代理的佣金、印花稅、聯交所交易費及證監會交易徵費），每股股份發行淨價約為13.55港元。鑑於本集團有關多攝像頭及其他高端攝像頭模組產品的研發開支的資金需要日益增加、產能擴張成本及營運資金需要，董事認為，配售事項有助籌集額外資金以加強財務狀況。董事認為，配售事項及認購事項亦將擴闊本公司的股東基礎及資本基礎，並有助本集團持續增長及可持續發展。截至二零一九年十二月三十一日，所籌集之資金尚未動用。所籌集的餘下資金將於二零二零年上半年動用，而資金使用將與配售事項所得款項淨額的計劃用途一致。預期：(i)約162,600,000港元（相當於認購事項之所得款項淨額約80%）將於二零二零年上半年前用作攝像頭模組產能擴張所需之資本開支；及(ii)約40,700,000港元（相當於認購事項之所得款項淨額約20%）將於二零二零年上半年前用於研發。

# Management Discussion and Analysis

## 管理層討論與分析

### DIVIDEND

The Board recommended the payment of a final dividend for the year ended 31 December 2019 of approximately RMB9.0 cents (equivalent to HKD10.0 cents) per share (final dividend for the year ended 31 December 2018: Nil) to the Shareholders whose names appear on the register of members of the Company on Wednesday, 10 June 2020. Subject to the approval by the Shareholders at the forthcoming annual general meeting (the “AGM”) of the Company to be held on 22 May 2020, the proposed final dividend is expected to be paid on or around Monday, 22 June 2020.

### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the eligibility to attend the AGM to be held on 22 May 2020, the register of members of the Company will be closed from 19 May 2020 to 22 May 2020 (both days inclusive). All transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 18 May 2020.

For the purpose of determining the eligibility to receive the final dividend, the register of members of the Company will be closed from 8 June 2020 to 10 June 2020 (both days inclusive), during which period no transfer of shares will be effected. All transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 5 June 2020.

### 股息

董事會建議向於二零二零年六月十日（星期三）名列本公司股東名冊之股東派發截至二零一九年十二月三十一日止年度之末期股息每股約人民幣9.0分（相當於10.0港仙）（截至二零一八年十二月三十一日止年度之末期股息為：無）。建議末期股息預期將於二零二零年六月二十二日（星期一）或該日前後派付，惟須於將於二零二零年五月二十二日舉行的本公司應屆股東週年大會（「股東週年大會」）上獲得股東批准。

### 暫停辦理股份過戶登記手續

為符合出席二零二零年五月二十二日舉行的股東週年大會資格，本公司將於二零二零年五月十九日至二零二零年五月二十二日（首尾兩天包括在內）暫停辦理股份過戶登記手續。所有的股份過戶文件連同有關股票，必須於二零二零年五月十八日下午四時三十分前，送至本公司於香港之證券登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

為符合資格收取末期股息，本公司將於二零二零年六月八日至二零二零年六月十日（首尾兩天包括在內）暫停辦理股份過戶登記手續，期間不會進行任何股份過戶登記。所有股份過戶文件連同有關股票，必須於二零二零年六月五日下午四時三十分前，送至本公司於香港之證券登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖。

# Management Discussion and Analysis

## 管理層討論與分析

### PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the Year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

### ENVIRONMENTAL PROTECTION MANAGEMENT

The Group has strictly complied with the applicable environmental protection laws and policies in the jurisdictions where the respective members of the Group are located. During the Year, the Group had continued to revise, improve and implement a number of internal rules and regulations in relation to environmental protection management such as the implementation of Wastewater Management Regulations, Waste Gas Management Regulations and Greenhouse Gas Management Measures, and to further perfect the wastewater, waste gas and greenhouse gas treatment system in order to strengthen its management and control in production and domestic sewage so as to ensure that the wastewater discharge is in compliance with statutory requirements, and clarified the ranges, procedure and instrument of collecting the data of greenhouse gas for the effective management of greenhouse gas of the Group in the long run and prepared for reducing carbon emissions. As the same time, the Group had also amended and implemented certain regulations and measures including improving the Fire Safety Management Regulations and Emergency Plan, held fire drills with particular focus on strengthening of self-check of the fire control facilities and improving the fire prevention and control capability, and Kunshan QT China successfully obtained the compliance certificate in terms of environmental protection granted by Administration of Work Safety and Environmental Protection of Kunshan Hi-tech Industrial Development Park.

Particulars of the environmental protection management of the Company are disclosed in the Environmental, Social and Governance Report.

### 購買、出售或贖回本公司上市證券

本年度，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

### 環境保護管理

本集團一直嚴格遵守本集團各相關成員公司所在地所適用的環境保護法規政策，本年度，本集團繼續修訂完善並實施了多個關於環境保護管理的內部規章制度，譬如實施《廢水管理規定》、《廢氣管理規定》和《溫室氣體管理辦法》等，進一步完善廢水、廢氣和溫室氣體的處理系統，以加強生產、生活污水的管控，確保廢水排放符合法定要求；明確收集溫室氣體數據的範圍、流程和工具等，為長遠有效地對本集團溫室氣體進行管理，減碳減排作好準備。同時，本集團亦修訂實施《消防管理規定》和《緊急應變計劃》等若干規定及措施，舉辦火災演習，重點加強消防設施自查和提升火災預防控制能力等，昆山丘鈦中國順利取得了由昆山高新技術產業開發區安全生產監督管理和環境保護局出具的環保守法證明。

本公司環境保護管理之詳情將於環境、社會及管治報告中披露。



# Biographical Details of Directors and Senior Management

## 董事及高級管理層之履歷詳情

### BOARD OF DIRECTORS

The board of Directors (the “Board”) of the Company currently consists of six Directors, comprising three executive Directors, namely Mr. He Ningning, Mr. Wang Jianqiang and Mr. Hu Sanmu, and three independent non-executive Directors, namely Mr. Chu Chia-Hsiang, Mr. Ko Ping Keung and Mr. Ng Sui Yin.

#### Executive Directors

**Mr. He Ningning (何寧寧) (“Mr. He”)**, aged 49, was appointed as a Director on 5 May 2014 and was re-designated as an executive Director on 13 November 2014. Mr. He has been the chairman of the Board and the nomination committee (the “Nomination Committee”) of the Board of the Company since 13 November 2014. He is primarily responsible for overall strategic planning and formulation of investment strategies of our Group. Mr. He founded Kunshan QT China in October 2007 and has more than 20 years of experience in the electrical and electronic industries. Prior to founding the Group, Mr. He served as a sales officer of Samsung Electro-Mechanics Dongguan Co., Ltd. (東莞三星電機有限公司), a manufacturer of electronic components, from July 1992 to April 1997 where he was primarily responsible for sales and delivery management. In November 2000 and June 2004, Mr. He founded Surewheel Asia Pacific Limited (幸誠賽貝亞太有限公司) (“Surewheel”), a company principally engaged in agency sales of printheads, and Shenzhen Xike Dexin Telecom Equipment Co., Ltd. (深圳市西可德信通信技術設備有限公司) (“Shenzhen CK”), a company principally engaged in the research, development and sales of complete handsets components, and has been the chairman of Surewheel and Shenzhen CK. Mr. He is primarily responsible for the strategic planning. In December 2004, Mr. He founded CK Telecom Limited (西可通信技術設備(河源)有限公司) (“Heyuan CK”), a company principally engaged in the sales and manufacturing of complete handsets and handset components and modules, and has been the chairman of Heyuan CK. Mr. He is primarily responsible for the strategic planning of Heyuan CK. Mr. He is the sole director and the sole shareholder of QT Investment, a controlling shareholder of the Company as at the date of this report. Mr. He received his bachelor’s degree in science, majoring in weather dynamic, from the Peking University in July 1992 and his master’s degree of business administration from the University of California in March 2002. Mr. He is also the step-brother of Mr. Wang Jianqiang, an executive Director and chief executive officer (the “Chief Executive Officer”) of the Company.

### 董事會

本公司董事會(「董事會」)目前由六名董事組成，包括三名執行董事：何寧寧先生、王健強先生、胡三木先生及三位獨立非執行董事：初家祥先生、高秉強先生和吳瑞賢先生。

#### 執行董事

**何寧寧先生(「何先生」)**，49歲，於二零一四年五月五日獲委任為董事並於二零一四年十一月十三日調任執行董事。何先生自二零一四年十一月十三日起擔任本公司董事會主席及提名委員會(「提名委員會」)主席，主要負責本集團整體策略規劃及制訂投資策略。何先生於二零零七年十月創辦昆山丘鈦中國，在電氣和電子行業擁有超過20年經驗。於創立本集團前，何先生曾於一九九二年七月至一九九七年四月擔任電子組件製造商東莞三星電機有限公司的銷售主管，主要負責銷售及交付管理。於二零零零年十一月及二零零四年六月，何先生創立幸誠賽貝亞太有限公司(一間主要從事打印機頭代理銷售的公司)(「幸誠賽貝」)及深圳市西可德信通信技術設備有限公司(一間主要從事研發及銷售完整手機組件的公司)(「深圳西可」)，並一直擔任幸誠賽貝亞太有限公司及深圳西可的主席。何先生主要負責策略規劃。於二零零四年十二月，何先生創立西可通信技術設備(河源)有限公司(一間主要從事銷售及生產完整手機、手機組件及模組的公司)(「河源西可」)，並一直擔任河源西可的主席。何先生主要負責河源西可的策略規劃。於本報告日期，何先生為本公司控股股東丘鈦投資的唯一董事及唯一股東。何先生於一九九二年七月獲得北京大學理學學士學位，主修天氣動力學並於二零零二年三月獲得加州大學的工商管理碩士學位。何先生亦為本公司執行董事兼行政總裁(「行政總裁」)王健強先生的繼兄。

# Biographical Details of Directors and Senior Management

## 董事及高級管理層之履歷詳情

Mr. He is also a director of each of Q Technology (Great China) Inc. (formerly known as “CK Telecom (Great China) Inc.”), Kunshan Q Technology (Hong Kong) Limited (“Kunshan QT Hong Kong”), Kunshan QT China and Kunshan Q Tech Microelectronics (India) Private Limited (“India QT”), each of which is a subsidiary of the Company.

**Mr. Wang Jianqiang (王健強) (“Mr. Wang”)**, aged 48, was appointed as a Director on 5 May 2014 and was re-designated as an executive Director on 13 November 2014. Mr. Wang was appointed as Chief Executive Officer of the Company since 8 July 2016 and is primarily responsible for operation and business management of the Group. Prior to joining the Group, Mr. Wang served as a supervisor of the quality assurance department of SAE Magnetics (東莞新科電子廠), a computer hardware manufacturer, from October 1995 to September 1996, where he was primarily responsible for product quality assurance. From August 1998 to January 2005, he served as the sales assistant manager of the Shenzhen office of Samsung Electro-Mechanics (H.K.) Limited (三星電機(香港)有限公司), a manufacturer of electronic components, where he was primarily responsible for the sales of the electronic components. From February 2005 to April 2014 and December 2005 to April 2014, respectively, Mr. Wang served as the chief financial officer of Shenzhen CK and Heyuan CK where he was primarily responsible for audit management and budgeting. Mr. Wang received his bachelor’s degree in engineering, majoring in fluid machinery and engineering, from the Sichuan University of Science and Technology (四川工業學院) in June 1995. Mr. Wang is the step-brother of Mr. He.

Mr. Wang is also a director of Kunshan QT Hong Kong, Kunshan QT China, Chengdu Q Technology Limited (“Chengdu QT”) and India QT, each of which is a subsidiary of the Company.

何先生亦是本公司附屬公司 Q Technology (Great China) Inc. (前稱CK Telecom (Great China) Inc.)、Kunshan Q Technology (Hong Kong) Limited (「昆山丘鈦香港」)、昆山丘鈦中國及Kunshan Q Tech Microelectronics (India) Private Limited (「印度丘鈦」)的董事。

王健強先生(「王先生」)，48歲，於二零一四年五月五日獲委任為董事並於二零一四年十一月十三日調任執行董事。王先生自二零一六年七月八日起獲委任為本公司行政總裁，主要負責本集團的業務運營管理。於加入本集團前，王先生於一九九五年十月至一九九六年九月在電腦硬件製造商東莞新科電子廠擔任質量保證部主管，主要負責產品質量保證。於一九九八年八月至二零零五年一月，彼擔任電子組件製造商三星電機(香港)有限公司深圳辦事處的助理銷售經理，主要負責銷售電子組件。於二零零五年二月至二零一四年四月及二零零五年十二月至二零一四年四月，王先生分別擔任深圳西可及河源西可的財務總監，主要負責審計管理及預算。王先生於一九九五年六月獲得四川工業學院的工程學士學位，主修流體機械及工程。王先生為何先生的繼弟。

王先生亦是本公司附屬公司昆山丘鈦香港、昆山丘鈦中國、成都丘鈦微電子科技有限公司(「成都丘鈦」)及印度丘鈦的董事。

# Biographical Details of Directors and Senior Management

## 董事及高級管理層之履歷詳情

**Mr. Hu Sanmu (胡三木) (“Mr. Hu”)**, aged 44, is the vice president of sales of the Group. He is primarily responsible for the expansion of sales network and maintenance of relationship with customers. Mr. Hu was appointed as an executive Director of the Group since 8 July 2016. Prior to joining the Group, Mr. Hu held various positions in VTech (Shenzhen) Electronic Limited (偉易達電子產品(深圳)有限公司), a company principally engaged in manufacturing of telecommunication products, from July 1998 to November 2002, where he last served as a mechanical structure engineer and was primarily responsible for the mechanical design. From November 2002 to August 2004, Mr. Hu held various positions in Tianjin Amphenol Kae Co., Ltd. (天津安費諾凱翼電子有限公司), a manufacturer of connector products, where he last served as a sales engineer and was primarily responsible for maintaining the relationship with existing customers and the expansion of sales network. From July 2004 to November 2009, Mr. Hu held various positions in Van Telecom Limited (唯安科技有限公司), a company principally engaged in manufacturing and sales of precise connectors, where he last served as the sales director and was primarily responsible for sales management and product planning. Mr. Hu received his bachelor’s degree in engineering, majoring in mechanical design and manufacture from the Xi’an University of Science and Technology (西安科技大學), previously known as Xi’an Mining Institute (西安礦業學院), in July 1998.

Mr. Hu is also a director of Kunshan QT China and Q Technology Korea Limited, which are a subsidiaries of the Company.

胡三木先生(「胡先生」), 44歲, 為本集團的銷售副總裁。彼主要負責拓寬銷售網絡及維持客戶關係。胡先生自二零一六年七月八日起獲委任為本集團執行董事。於加入本集團前, 胡先生曾於一九九八年七月至二零零二年十一月於偉易達電子產品(深圳)有限公司(一間主要從事電訊產品製造的公司)擔任多個職位, 最後擔任機械結構工程師, 並主要負責機械設計。於二零零二年十一月至二零零四年八月, 胡先生曾於連接器產品製造商天津安費諾凱翼電子有限公司擔任多個職位, 最後擔任銷售工程師, 並主要負責維繫現有客戶關係及拓寬銷售網絡。於二零零四年七月至二零零九年十一月, 胡先生曾於主要從事製造及銷售精密連接器的公司唯安科技有限公司擔任多個職位, 最後擔任銷售總監, 並主要負責銷售管理及產品規劃。胡先生於一九九八年七月獲得西安科技大學(前稱西安礦業學院)工程學士學位, 主修機械設計及製造。

胡先生亦是本公司附屬公司昆山丘鈦中國及Q Technology Korea Limited的董事。

# Biographical Details of Directors and Senior Management

## 董事及高級管理層之履歷詳情

### Independent Non-executive Directors

**Mr. Ko Ping Keung (高秉強) (“Mr. Ko”)**, aged 69, JP, was appointed an independent non-executive Director (the “INED”), a member of each of the audit committee (“Audit Committee”) of the Board, the remuneration committee (“Remuneration Committee”) of the Board, the Nomination Committee and the chairman of the Risk Management Committee of the Company on 31 May 2017. Mr. Ko holds a Bachelor of Science (Honours) degree from The University of Hong Kong, and holds a Master of Science degree and a Doctor of Philosophy degree from the University of California at Berkeley. He is an Adjunct Professor of Peking University and Tsinghua University and Emeritus Professor of Electrical & Electronic Engineering and the former Dean of the School of Engineering of The Hong Kong University of Science and Technology. Mr. Ko was the Vice Chairman of Electrical Engineering and Computer Science Department of the University of California at Berkeley from 1991 to 1993 and a member of Bell Labs in USA from 1982 to 1984. Mr. Ko is an independent non-executive director of each of Henderson Investment Limited (Stock code: 0097), Henderson Land Development Company Limited (Stock code: 0012) and VTech Holdings Limited (Stock code: 00303) respectively, all of which are Hong Kong listed companies. Mr. Ko is also a director of Beken Corporation (博通集成電路(上海)股份有限公司) (stock code: 603068) (“Beken”), which is a company listed on the Shanghai Stock Exchange.

### 獨立非執行董事

高秉強先生(「高先生」)，69歲，太平紳士，於二零一七年五月三十一日獲委任為本公司獨立非執行董事(「獨立非執行董事」)、審核委員會成員(「審核委員會」)、薪酬委員會成員(「薪酬委員會」)、提名委員會成員及風險管理委員會主席。高先生持有香港大學理學士(榮譽)學士學位，以及持有美國伯克萊加利福尼亞大學理學士碩士學位和哲學博士學位。彼為北京大學及清華大學兼任教授、香港科技大學工程學院機電工程系榮休教授及前任院長。高先生於一九九一年至一九九三年期間出任美國伯克萊加利福尼亞大學電子工程及計算機科學系副主任，並於一九八二年至一九八四年期間為美國貝爾實驗室(BellLabs)的成員。高先生現分別為香港上市公司恆基兆業發展有限公司(股份代號：0097)、恆基兆業地產有限公司(股份代號：0012)及偉易達集團有限公司(股份代號：00303)之獨立非執行董事，並擔任中國上市公司博通集成電路(上海)股份有限公司(股份代碼：603068.SH)(「博通公司」)之董事。

# Biographical Details of Directors and Senior Management

## 董事及高級管理層之履歷詳情

**Mr. Chu Chia-Hsiang (初家祥) ("Mr. Chu")**, aged 50, was appointed as an INED, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee of the Company on 13 November 2014. From June 1997 to June 2002, Mr. Chu served at various positions in Hewlett-Packard Taiwan Ltd. (惠普科技股份有限公司), which is a provider of computing devices, testing and skilled solutions, and last served as a sales expert and was primarily responsible for overseeing its sales department in respect of the computing devices. From May 2002 to August 2004, Mr. Chu served as the investment manager of CDIB Venture Capital Corp. (中華開發創業投資股份有限公司), which was a wholly-owned subsidiary of China Development Financial Holding Corporation (中華開發金融控股股份有限公司) (Stock Code: 2883) listed on the Taiwan Stock Exchange and was primarily engaged in enterprise operations, management, and consulting services. Mr. Chu was primarily responsible for exploring and assessing investment plans and post-investment management. In January 2014, Mr. Chu established WK Innovation Ltd. (普訊創新股份有限公司), a venture capital firm, and served as the managing director and acted as its chairman and chief executive officer, where he was primarily responsible for its strategic planning. From August 2004 to January 2014, Mr. Chu served as the general manager of WK Technology Fund (普訊創業投資, previously known as 普訊創業投資股份有限公司), a venture capital firm. Mr. Chu was primarily responsible for exploring and assessing investment plans and post-investment management. He was the legal representative of Litmax Electronics Inc. (晶達光電股份有限公司, Stock code: 4995) and Raydium Semi-conductor Corporation (瑞鼎科技股份有限公司, Stock code: 3592), each of which is listed on the Taiwan Cretai Securities Market (台灣證券櫃檯買賣中心). Mr. Chu is also a director of Beken (stock code: 603068), which is a company listed on the Shanghai Stock Exchange, and was an independent director of Chicony Electronics Co., Ltd. (stock code: 2385), which is a company listed on the Taipei Exchange.

Mr. Chu received his bachelor of science degree in electrical engineering from the National Tsing-Hua University in Taiwan in July 1993 and his master's degree in management from the National Cheng-Kung University in Taiwan in June 1995. Mr. Chu served as an executive council member of the Taiwan Private Equity & Venture Capital Association (台灣創業投資商業同業公會) from May 2008 to May 2010.

初家祥先生(「初先生」), 50歲, 於二零一四年十一月十三日獲委任為獨立非執行董事、本公司薪酬委員會主席及審核委員會及提名委員會成員。於一九九七年六月至二零零二年六月, 初先生於電腦裝置、測試及技術解決方案供應商者惠普科技股份有限公司出任多個不同職位, 最後擔任銷售專家, 主要負責監督電腦裝置的銷售部門。於二零零二年五月至二零零四年八月, 初先生在中華開發創業投資股份有限公司(台灣證券交易所上市公司中華開發金融控股股份有限公司(股份代號: 2883)的全資附屬公司, 該公司主要從事企業營運、管理及諮詢服務)擔任投資經理。初先生主要負責研究及評估投資計劃和投資後管理。於二零一四年一月, 初先生成立風險投資公司普訊創新股份有限公司, 出任董事總經理及擔任主席兼行政總裁, 主要負責策略規劃。自二零零四年八月至二零一四年一月, 初先生在風險投資公司普訊創業投資(前稱普訊創業投資股份有限公司)擔任總經理, 主要負責研究及評估投資計劃和投資後管理。初先生還曾擔任台灣證券櫃檯買賣中心上市公司晶達光電股份有限公司(股份代碼: 4995)和瑞鼎科技股份有限公司(股份代碼: 3592)的法定代表人。初先生現分別為博通公司(一家於上海證券交易所上市之公司, 股份代碼: 603068.SH)之董事及群光電子股份有限公司(一家於台灣證券交易所上市之公司, 股份代號: 2385)之獨立董事。

初先生於一九九三年七月獲得台灣國立清華大學的電機工程學理學士學位及於一九九五年六月獲得台灣國立成功大學的管理學碩士學位。初先生於二零零八年五月至二零一零年五月擔任台灣創業投資商業同業公會的理事會成員。

# Biographical Details of Directors and Senior Management

## 董事及高級管理層之履歷詳情

**Mr. Ng Sui Yin (吳瑞賢) (“Mr. Ng”)**, aged 51, was appointed as an INED, the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Risk Management Committee of the Company on 13 November 2014. Mr. Ng was previously the financial controller of Beijing Gas Blue Sky Holdings Limited, a company whose shares are listed on the Stock Exchange (Stock code: 6828). He is now the financial controller and company secretary of Man Yue Technology Holdings Limited, a company whose shares are listed on the Stock Exchange (Stock code: 0894). Mr. Ng has extensive experience in the areas of finance, audit, tax, bankruptcy, information technology and business development. Mr. Ng has been admitted as a member of the Hong Kong Institute of Certified Public Accountants and an associate of the Taxation Institute of Hong Kong since April 2001 and April 2009, respectively. Mr. Ng was registered as a certified tax advisor of the Taxation Institute of Hong Kong in July 2010. He received his Honours Diploma in Accounting from the Hong Kong Shue Yan College (now known as Hong Kong Shue Yan University) and Master’s degree in Professional Accounting and Corporate Governance from City University of Hong Kong.

吳瑞賢先生（「吳先生」），51歲，於二零一四年十一月十三日獲委任為獨立非執行董事、本公司審核委員會主席以及薪酬委員會、風險管理委員會成員。吳先生曾於聯交所上市公司北京燃氣藍天控股有限公司（股份代號：6828）擔任財務總監。其現於聯交所上市公司萬裕科技集團有限公司（股份代碼：0894）擔任財務總監及公司秘書。吳先生在財務、審計、稅務、破產、資訊科技及業務拓展方面擁有豐富經驗。吳先生自二零零一年四月及二零零九年四月起分別獲接納為香港會計師公會會員及香港稅務學會會員。吳先生於二零一零年七月註冊成為香港稅務學會的註冊稅務師。吳先生持有香港樹仁學院（現稱香港樹仁大學）會計學榮譽文憑及香港城市大學專業會計與企業管治碩士學位。

# Biographical Details of Directors and Senior Management

## 董事及高級管理層之履歷詳情

### SENIOR MANAGEMENT

**Mr. Fan Fuqiang (范富強) (“Mr. Fan”)**, aged 42, was appointed as chief financial officer of the Company on 8 July 2016. Mr. Fan is primarily responsible for financial management, securities affairs and risk control functions. Prior to joining the Group, Mr. Fan held various positions in Heyuan branch of the Bank of China, a state-owned bank principally engaged in providing a range of corporate banking, personal banking, investment banking and other services, from July 1996 to June 2011 and last served as the general manager of Heyuan High-tech Zone sub-branch of Bank of China and vice general manager of the corporate department of Heyuan branch of Bank of China, where he was primarily responsible for the grant of the credit facilities, risks management and international settlement. From May 2013 to April 2014 and July 2011 to April 2014, respectively, Mr. Fan served as the assistant to the chief financial officer of Shenzhen CK and Heyuan CK, and was primarily responsible for legal compliance matters and risk control. Mr. Fan received a professional certificate from Guangdong International Finance College (廣東國際金融學校) located in the PRC, in July 1996, majoring in international finance. He received a university diploma from the Central Party School of Guangdong Provincial Committee (中共廣東省委黨校) located in the PRC, in January 2008, majoring in public management, and received a graduation certificate from South China University of Technology (華南理工大學) in July 2019, majoring in administrative management. Mr. Fan was one of the joint company secretaries of the Company before his resignation on 21 November 2017.

Mr. Fan is also a director of Zhuhai Q Technology Limited (珠海市丘鈦微電子科技有限公司) and Shenzhen Q Technology Limited (深圳市丘鈦微電子科技有限公司), which are the subsidiaries of the Company.

Mr. Fan received the Top Ten Distinguished Employees (十佳員工) Award of Heyuan branch of Bank of China for the years 2005 and 2006 and the Innovative Employee Award (先進工作者) by Heyuan branch of Bank of China for the year 2007.

### 高級管理層

范富強先生(「范先生」)，42歲，於二零一六年七月八日起獲委任為本公司財務總監。范先生主要負責財務管理、證券事務及風險控制。於加入本集團前，范先生曾於一九九六年七月至二零一一年六月在中國銀行河源分行(一間主要從事提供多種企業銀行、個人銀行、投資銀行及其他服務的國有銀行)擔任多個職位，最後擔任中國銀行河源分行高新區支行的行長及河源分行企業部副總經理，主要負責授出信貸融資、風險管理及國際結算。於二零一三年五月至二零一四年四月以及二零一一年七月至二零一四年四月，范先生分別擔任深圳西可及河源西可的財務總監助理，主要負責法律合規事宜及風險控制。范先生於一九九六年七月獲得中國廣東國際金融學校的專業證書，主修國際金融。彼於二零零八年一月獲得中國中共廣東省委黨校的畢業證書，主修公共管理，於二零一一年七月獲得華南理工大學的大學畢業證書，主修行政管理。范先生還曾為本公司的聯席司秘書之一，直至二零一七年十一月二十一日止辭任。

范先生亦為本公司之附屬公司珠海市丘鈦微電子科技有限公司及深圳市丘鈦微電子科技有限公司之董事。

范先生於二零零五年及二零零六年獲評為中國銀行河源分行十佳員工及於二零零七年獲中國銀行河源分行評為先進工作者。

# Biographical Details of Directors and Senior Management

## 董事及高級管理層之履歷詳情

**Mr. Liu Tongquan (劉統權) (“Mr. Liu”)**, aged 42, is the production director of the Group and the assistant general manager of Kunshan QT China. Mr. Liu is primarily responsible for the capacity planning, production planning and scheduling, process engineering, development of automation and production management. Prior to joining the Group, Mr. Liu served as a production manager of Kunshan Giantplus Optoelectronics Technology Co., Ltd. (昆山凌達光電技術有限公司), a LCD display manufacturer, from July 2002 to November 2007, where he was primarily responsible for production management. Mr. Liu received his bachelor’s degree in engineering, majoring in measurement and control technology and instrumentation, and his bachelor’s degree in economics from Wuhan University (武漢大學) in June 2002 and July 2002, respectively.

**Ms. Le Yanfang (樂燕芳) (“Ms. Le”)**, aged 36, is the senior human resources manager of our Group. Ms. Le is primarily responsible for management of human resources of our Group. Prior to joining our Group, Ms. Le served as the head of the human resources department in AVCON Information Technology Co., Ltd. (華平信息技術股份有限公司), a company principally engaged in the provision of the multi-media communication system solutions, and was primarily responsible for formulating human resources policies and human resources affairs from October 2007 to December 2010. Ms. Le received her graduation certificate from Jiujiang Vocational and Technical College (九江職業技術學院) in June 2004, majoring in electronic technology and application. Ms. Le completed an online programme in human resources management provided by Nankai University (南開大學) in January 2012.

**劉統權先生 (「劉先生」)**，42歲，為本集團的製造總監及昆山丘鈦中國的副總經理。劉先生主要負責產能規劃、生產計劃調度、工藝工程、自動化開發及生產管理。於加入本集團前，劉先生曾於二零零二年七月至二零零七年十一月擔任液晶顯示器製造商昆山凌達光電技術有限公司的生產經理，主要負責生產管理。劉先生分別於二零零二年六月獲得武漢大學的工程學士學位，主修測控技術與儀器，以及於二零零二年七月取得武漢大學頒發的經濟學學士學位。

**樂燕芳女士 (「樂女士」)**，36歲，為本集團的人事行政高級經理。樂女士主要負責本集團的人力資源管理。於加入本集團前，樂女士曾於二零零七年十月至二零一零年十二月擔任華平信息技術股份有限公司(一間主要從事提供多媒體通信系統解決方案的公司)人力資源部主管，主要負責制訂人力資源政策及處理人力資源事務。樂女士於二零零四年六月獲得九江職業技術學院頒發的畢業證書，主修電子技術及應用。樂女士於二零一二年一月修畢南開大學提供的人力資源管理網上課程。



# Biographical Details of Directors and Senior Management

## 董事及高級管理層之履歷詳情

**Mr. Liu Tilun (劉迪倫) (“Mr. Liu”)**, aged 51, is the vice president of technology center of the Group. He is mainly responsible for the management of R&D, trial production and mass production processes of new products, new materials and new technologies. Mr. Liu has more than 17 years’ experience in optical and electronic field. Prior to joining the Group, Mr. Liu served as an engineer in charge, project manager, senior project manager and project director of opto-mechanical department successively in Liteon Technology Co., Ltd., and held position of opto-mechanical engineer of consumption image department of Kinpo Electronics, Inc. from May 1998 to May 2003. Mr. Liu was graduated from National Taipei Industrial Technology College (NTIT) in 1993, majored in mechanical engineering.

**Mr. Cheng Zhihua (程芝化) (“Mr. Cheng”)**, aged 44, was appointed as the company secretary of the Company on 21 November 2017. Mr. Cheng graduated from the Jinan University (暨南大學) with a bachelor of accounting degree in 1999 and further obtained a master of business administration degree from the Jinan University in 2010. Mr. Cheng is also a member of the Chinese Institute of Certified Public Accountants. He is currently a financial director of a private company in Hong Kong and has more than 20 years of experience in handling accounting and compliance matters at various companies and accounting firms in Hong Kong and the PRC. Mr. Cheng has been a member of the Hong Kong Institute of Certified Public Accountants since 2017.

**劉迪倫先生 (「劉先生」)**，51歲，為本集團的技術中心副總經理，主要負責新產品、新材料、新技術從開發、試製到量產的管理。劉先生擁有超過17年的光電產業經歷。於加入本集團前，劉先生曾先後於光寶科技股份有限公司擔任光機部主任工程師、項目經理、項目資深經理、項目處長等職位；亦曾於一九九八年五月至二零零三年五月擔任金寶電子工業股份有限公司消費影像事業處的光機工程師職位。劉先生於一九九三年畢業於國立台北工業專科學校(NTIT)，主修機械工程。

**程芝化先生 (「程先生」)**，44歲，於二零一七年十一月二十一日起獲聘任為本公司之公司秘書。程先生於一九九九年於暨南大學畢業，取得會計學士學位，並於二零一零年於暨南大學取得工商管理碩士學位。程先生亦為中國註冊會計師協會會員。彼現為香港一間私人公司之財務總監並於香港及中國多家公司及會計師事務所擁有逾20年處理會計及合規事宜方面之經驗。自二零一七年起，程先生為香港會計師公會會員。

# Directors' Report

## 董事會報告

The Directors of the Company are pleased to present the annual report and the audited consolidated financial statements of the Group for the Year.

### USE OF PROCEEDS FROM GLOBAL OFFERING

Details of use of proceeds from Global Offering of the Company are set out in the “USE OF PROCEEDS FROM GLOBAL OFFERING” in the Management Discussion and Analysis on page 36 of this annual report.

### USE OF PROCEEDS FROM PLACING OF SHARES

Details of use of proceeds from placing of Shares are set out in the “USE OF PROCEEDS FROM PLACING OF SHARES” in the Management Discussion and Analysis on pages 36 to 37 of this annual report.

### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. Its subsidiaries are principally engaged in the design, research and development, manufacture and sales of mid-to-high end camera modules and fingerprint recognition modules.

### FIVE-YEAR FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the past five accounting years are set out on pages 6 to 8 of this annual report.

### RESULTS

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on page 191.

本公司董事欣然提呈本年度本集團之年度報告及經審核之合併財務報表。

### 全球發售所得款項用途

本公司全球發售所得款項用途的詳情載於本年度報告管理層討論與分析第36頁的「全球發售所得款項用途」。

### 股份配售所得款項用途

股份配售所得款項用途的詳情載於本年度報告管理層討論與分析第36頁至37頁的「股份配售所得款項用途」。

### 主要業務

本公司為一間投資控股公司，其附屬公司主要從事中高端攝像頭模組、指紋識別模組的設計、研發、生產和銷售。

### 五年財務概要

本集團於最近五個會計年度的業績及資產負債概要載於本年度報告第6至8頁。

### 業績

本集團於本年度的業績載於第191頁的合併損益及其他全面收益表。

# Directors' Report

## 董事會報告

### BUSINESS REVIEW

A review of the business of the Group during the Year and a discussion on the Group's future business development are provided in the Chairman's Statement on pages 9 to 23 of this report. Description of possible risks and uncertainties that the Group may be facing can be found in the Chairman's Statement on pages 9 to 23. Also, the financial risk management objectives and policies of the Group and particulars of important events affecting the Group that have occurred since the end of the Year are provided in the Management Discussion and Analysis on pages 24 to 39 of this annual report. An analysis of the Group's performance during the year using financial key performance indicators is provided in the Group Five-year Financial Summary on pages 6 to 8 of this annual report. In addition, discussions on the Group's environmental policies, relationships with its stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group are contained in the Chairman's Statement, the Management Discussion and Analysis, the Corporate Governance Report, the Environmental, Social and Governance Report and this Directors' Report on pages 9 to 23, pages 24 to 39, pages 98 to 128, pages 129 to 179, and pages 49 to 97 respectively. These discussions form part of this Directors' Report.

### COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

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

### RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group understands the importance of maintaining a good relationship with its employees, customers and suppliers to meet its immediate and long-term business goals. During the Year, there were no material and significant dispute between the Group and its employees, customers and suppliers.

### 業務回顧

有關本集團本年度業務的審視與對未來業務發展的論述均載於本報告第9頁至第23頁的主席報告，而有關本集團可能面對的風險及不明朗因素的描述，亦載於第9頁至第23頁的主席報告，本年報第24頁至第39頁的管理層討論與分析刊載了本集團的財務風險管理目標及政策，以及本年度終結後發生並對本集團有影響的重大事件。本年報第6頁至第8頁則刊載集團五年財務概要，以財務關鍵表現指標分析本集團年內表現。此外，關於本集團環保政策、與持份者關係及對本集團有重大影響的相關法律及規例之遵守情況，分別刊於第9頁至第23頁的主席報告、第24頁至第39頁的管理層討論與分析、第98頁至第128頁的企業管治報告、第129頁至第179頁的環境、社會及管治報告及第49頁至第97頁之本董事會報告書中。該等討論為本董事會報告的一部分。

### 遵守相關法律及法規

於本年度，據董事會及管理層所知，本集團並無違反或不遵守對本集團的業務及營運有重大影響的適用法律及法規。

### 與僱員、客戶及供應商之關係

本集團瞭解與其僱員、客戶及供應商保持良好關係對達到其短期及長期目標之重要性。於本年度，本集團與其僱員、客戶及供應商之間概無嚴重及重大糾紛。

### FINAL DIVIDEND DISTRIBUTION

The Board recommended the payment of a final dividend for the year ended 31 December 2019 of approximately RMB9.0 cents (equivalent to HK10.0 cents) per share to the Shareholders whose names appear on the register of members of the Company on Wednesday, 10 June 2020. Subject to the approval by the Shareholders at the forthcoming AGM, the proposed final dividend is expected to be paid on or around Monday, 22 June 2020.

There was no arrangement under which a shareholder has waived or agreed to waive any dividends for the Year.

For determining shareholders' entitlement to attend the AGM, the register of members of the Company will be closed from 19 May 2020 to 22 May 2020 (both days inclusive). All transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 18 May 2020.

For the purpose of determining the eligibility to receive the final dividend, the register of members of the Company will be closed from 8 June 2020 to 10 June 2020 (both days inclusive), during which period no transfer of shares will be effected. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on 5 June 2020.

### 末期股息分派

於截至二零一九年十二月三十一日止年度，董事會建議向於二零二零年六月十日（星期三）名列本公司股東名冊之股東派發截至二零一九年十二月三十一日止年度之末期股息每股約人民幣9.0分（相當於10.0港仙）。建議末期股息預期將於二零二零年六月二十二日（星期一）或該日前後派付，惟須於股東週年大會上獲得股東批准。

本年度，並無股東已放棄或同意放棄任何股息的安排。

為符合出席股東週年大會資格，本公司將於二零二零年五月十九日至二零二零年五月二十二日（首尾兩天包括在內）暫停辦理股份過戶登記手續。所有的股份過戶文件連同有關股票，必須於二零二零年五月十八日下午四時三十分前，送至本公司於香港之證券登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

為符合資格收取末期股息，本公司將於二零二零年六月八日至二零二零年六月十日（首尾兩天包括在內）暫停辦理股份過戶登記手續，期間不會進行任何股份過戶登記。所有股份過戶文件連同有關股票，必須於二零二零年六月五日下午四時三十分前，送至本公司於香港之證券登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖。

# Directors' Report

## 董事會報告

### MAJOR CUSTOMERS AND SUPPLIERS

For the Year, the trading between the Group and its major customers and suppliers were as follows:

The Group's purchases from its largest supplier accounted for approximately 21.6% (2018: approximately 14.1%) of the total purchases of the Group whilst the Group's five largest suppliers accounted for approximately 50.4% (2018: approximately 40.9%) of the total purchases of the Group.

The Group's largest customer accounted for approximately 36.4% (2018: approximately 37.3%) of the total turnover of the Group whilst the Group's five largest customers accounted for approximately 92.2% (2018: approximately 83.5%) of the total turnover of the Group.

During the Year, none of the Directors, their respective close associates (as defined in the Listing Rules) or any shareholders of the Company (which, to the best knowledge of the Directors, own more than 5% of the Company's issued shares) had any beneficial interest in any of the five largest suppliers or customers of the Group.

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the Year are set out in note 10 to the consolidated financial statements.

### BORROWINGS

Particulars of borrowings of the Group as at 31 December 2019 are set out in note notes 20 and 23 to the consolidated financial statements of the Company.

### 主要客戶及供應商

本年度，本集團與主要供應商及客戶的交易情況如下：

本集團最大供應商的採購額佔本集團總採購額約21.6%（二零一八年：約14.1%），向五大供應商的採購額合共佔本集團採購總額約50.4%（二零一八年：約40.9%）。

本集團最大客戶的銷售額佔本集團總營業額約36.4%（二零一八年：約37.3%），向五大客戶的銷售額合共佔本集團總營業額約92.2%（二零一八年：約83.5%）。

本年度內，概無任何董事、其緊密聯繫人（如上市規則所定義）或本公司任何股東（據董事所知悉，擁有本公司已發行股份的5%以上）持有本集團五大供應商或客戶任何實益權益。

### 物業、廠房及設備

有關本集團於本年度的物業、廠房及設備的變動詳情載於合併財務報表附註10。

### 借款

本集團於二零一九年十二月三十一日之借款詳情載於本公司合併財務報表附註20及23。

### SHARE CAPITAL

Details of movements in the share capital of the Company during the Year are set out in note 29 to the consolidated financial statements.

### ISSUE OF SHARES AND DEBENTURES

Save as disclosed in this report, the Company did not issue any shares or debentures during the Year.

### DISTRIBUTABLE RESERVES

Under the Companies Law of the Cayman Islands, the share premium of the Company is available for distribution to the shareholders of the Company subject to the articles of association of the Company (the "Articles of Association"). As at 31 December 2019, the aggregate amount of the Company's reserves (including share premium and retained profits) available for distribution to the equity holders of the Company was approximately RMB1,287,535,000 (2018: approximately RMB1,020,682,000).

### DIRECTORS

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

#### Executive Directors

Mr. He Ningning (*Chairman*)<sup>N</sup>  
Mr. Wang Jianqiang  
Mr. Hu Sanmu

### 股本

本公司於本年度股本的變化詳情載於合併財務報表附註29。

### 發行股份及債權證

除本報告所披露者外，本公司於本年度並無發行任何股份或債權證。

### 可分派儲備

根據開曼群島公司法，本公司股份溢價賬上的資金可分派予本公司股東，惟須遵守本公司組織章程細則（「組織章程細則」）。於二零一九年十二月三十一日，可供分派予本公司股權持有人的儲備（包括股份溢價及保留溢利）總額約為人民幣1,287,535,000元（二零一八年：約人民幣1,020,682,000元）。

### 董事

於本年度內直至本報告日期期間本公司董事如下：

#### 執行董事

何寧寧先生（*主席*）<sup>N</sup>  
王健強先生  
胡三木先生

# Directors' Report

## 董事會報告

### Independent Non-executive Directors

Mr. Chu Chia-Hsiang <sup>NAR</sup>

Mr. Ko Ping Keung <sup>NARM</sup>

Mr. Ng Sui Yin <sup>ARM</sup>

- A member of audit committee of the Company
- R member of remuneration committee of the Company
- M member of risk management committee of the Company
- N member of nomination committee of the Company

In accordance with articles 84(1) and 84(2) of the Articles of Association, Mr. Hu Sanmu and Mr. Ko Ping Keung will retire by rotation and being eligible, will offer themselves for re-election at the AGM.

During the Year, no Director resigned from his/her office or refused to stand for re-election to his/her office due to reasons relating to the affairs of the Company.

### DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHICAL DETAILS

The biographical details of the Directors and senior management are set out on pages 40 to 48 of this annual report.

### DIRECTORS' SERVICE CONTRACTS

Each of our executive Directors has entered into a service contract with our Company, among which, the term of office for each of Mr. He Ningning and Mr. Wang Jianqiang is 36 months commencing from the month in which the Shares were listed on the Stock Exchange (i.e. December 2014); the term of office for Mr. Hu Sanmu is 36 months commencing from 8 July 2016. On 2 December 2017, Mr. He Ningning, Mr. Wang Jianqiang and Mr. Hu Sanmu renewed their service contracts with the Company for a term of 36 months commencing from 2 December 2017. If Mr. Hu Sanmu is re-elected at the AGM, the Company intends to renew the service contract with him for a term of 36 months commencing from 1 June 2020. The service contract of each executive Director may be terminated by not less than three months' notice in writing served by either party on the other party.

### 獨立非執行董事

初家祥先生 <sup>NAR</sup>

高秉強先生 <sup>NARM</sup>

吳瑞賢先生 <sup>ARM</sup>

- A 本公司審核委員會成員
- R 本公司薪酬委員會成員
- M 本公司風險管理委員會成員
- N 本公司提名委員會成員

根據組織章程細則第84(1)及84(2)條，胡三木先生及高秉強先生將輪席退任，彼等符合資格並願意於股東週年大會上重選連任。

於本年度，概無董事因本公司事務相關的理由辭職或拒絕參選連任。

### 董事及高級管理層之個人履歷

董事及高級管理層之個人履歷詳情載於本年報第40頁至48頁。

### 董事服務合約

各執行董事已與本公司訂立服務合約，其中：何寧寧先生和王健強先生的任期分別為自股份於聯交所上市的月份（即二零一四年十二月）起為期三十六個月；胡三木先生的任期為二零一六年七月八日起為期三十六個月。於二零一七年十二月二日，何寧寧先生、王健強先生和胡三木先生與本公司續簽了服務合約，任期均為自二零一七年十二月二日起為期三十六個月。如胡三木先生在股東週年大會上獲連任，本公司與胡先生意向續簽服務協議，任期自二零二零年六月一日起三十六個月。各執行董事之服務合約可由任何一方向另一方發出不少於三個月的書面通知而終止。

# Directors' Report

## 董事會報告

Each of the INEDs has signed a letter of appointment with the Company, pursuant to which the term of office for each of Mr. Chu Chia-Hsiang and Mr. Ng Sui Yin is 3 years commencing from 2 December 2014, being the date on which the Shares were initially listed on the Stock Exchange; and Mr. Ko Ping Keung's term of office is three years commencing from 31 May 2017. On 2 December 2017, Mr. Chu Chia-Hsiang and Mr. Ng Sui Yin signed letters of appointment with the Company for a term of 36 months commencing from 2 December 2017. If Mr. Ko Ping Keung is re-elected at the AGM, the Company intends to renew the letter of appointment with him for a term of 36 months commencing from 1 June 2020.

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

### DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed "Continuing Connected Transactions" below, no transaction, arrangement or contract of significance to which the Company, its holding company, its controlling shareholder or subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

各獨立非執行董事已與本公司簽署委任書，其中：初家祥先生和吳瑞賢先生任期為自二零一四年十二月二日，即股份首次在聯交所上市日期起三年；高秉強先生任期為自二零一七年五月三十一日起三年。於二零一七年十二月二日，初家祥先生和吳瑞賢先生與本公司簽署了委任書，任期均自二零一七年十二月二日起為期三十六個月。如高秉強先生在股東週年大會上獲連任，本公司與高先生意向續簽服務協議，任期自二零二零年六月一日起三十六個月。

建議於股東週年大會上重選連任的董事概無與本公司或其任何附屬公司訂立任何不可於一年內由本公司免付賠償（法定賠償除外）而終止的服務合約。

### 董事於交易、安排或重大合約之權益

除下文「持續關連交易」一節所披露者外，本公司、其控股公司、控股股東或附屬公司概無於本年年底或年內任何時間訂立仍然有效而董事於其中（不論直接或間接）擁有重大利益的交易、安排或重大合約。



# Directors' Report

## 董事會報告

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

### 董事及主要行政人員於股份、相關股份及債券中擁有之權益

As at 31 December 2019, the interests of the Directors or chief executive of the Company in the shares, underlying shares (in relation to the positions held pursuant to equity derivatives) and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO as recorded in the register required to be maintained by the Company pursuant to section 352 of the SFO; or otherwise to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules, were as follows:

於二零一九年十二月三十一日，本公司董事或主要行政人員於本公司及其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份（與根據股本衍生工具所持有的持倉量相關）及債券中擁有之根據證券及期貨條例第XV部第7及8分部的條文須知會本公司及聯交所的記錄於證券及期貨條例第352節要求本公司備存的登記冊內；或根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益如下：

#### (a) Interest in the Shares of the Company

#### (a) 於本公司股份之權益

Name of Directors/ Chief Executive	Capacity/ Nature of interest	Number of issued Shares held	Position held	Approximate percentage of the issued Shares (Note 2)
董事／主要行政 人員姓名	身份／權益性質	所持之 已發行 股份數目	持倉	約持已發行 股份百分比 (附註2)
He Ningning 何寧寧	Interest of a controlled corporation 受控法團權益	752,491,000 (Note 1) (附註1)	Long position 好倉	65.01%
He Ningning 何寧寧	Beneficial owner 實益擁有人	980,000	Long position 好倉	0.08%
Wang Jianqiang 王健強	Beneficial owner 實益擁有人	11,128,400 (Note 3) (附註3)	Long position 好倉	0.96%
Hu Sanmu 胡三木	Beneficial owner 實益擁有人	2,383,000 (Note 4) (附註4)	Long position 好倉	0.21%
Ko Ping Keung 高秉強	Beneficial owner 實益擁有人	200,000	Long position 好倉	0.02%

# Directors' Report

## 董事會報告

### Notes:

1. Mr. He Ningning, an executive Director and the chairman of the Board, is the sole beneficial owner of QT Investment which owned approximately 65.01% of the issued Shares of the Company as at 31 December 2019. Under Chapter XV of the SFO, Mr. He Ningning is deemed to be interested in the Shares held by QT Investment.
2. The percentage represents the number of Shares divided by 1,157,476,000 issued Shares of the Company in total as at 31 December 2019.
3. On 2 April 2020, an aggregate of 483,600 Shares were issued to Mr. Wang Jianqiang pursuant to the exercise of 483,600 share options granted to him by the Company under the Share Option Scheme on 26 October 2016, at an exercise price of HK\$4.13 per share. Since 2 April 2020, Mr. Wang Jianqiang has been the beneficial owner of an aggregate of 11,612,000 Shares of the Company.
4. On 2 April 2020, an aggregate of 360,000 Shares were issued to Mr. Hu Sanmu pursuant to the exercise of 360,000 share options granted to him by the Company under the Share Option Scheme on 26 October 2016, at an exercise price of HK\$4.13 per share. Since 2 April 2020, Mr. Hu Sanmu has been the beneficial owner of an aggregate of 2,743,000 Shares of the Company.

### 附註：

1. 董事會執行董事兼主席何寧寧先生為丘鈦投資唯一實益擁有人，於二零一九年十二月三十一日，丘鈦投資持有本公司已發行股份的約65.01%。根據證券及期貨條例第XV部，何寧寧先生被視為於丘鈦投資所持有之股份中擁有權益。
2. 該等百分比指相關股份數目除以本公司於二零一九年十二月三十一日的已發行股份總數1,157,476,000股。
3. 於二零二零年四月二日，王健強先生以每股行使價格4.13港元行使其於二零一六年十月二十六日根據購股權計劃獲授予之483,600份購股權而獲本公司向其發行共483,600股股份。自二零二零年四月二日起，王健強先生為本公司合共11,612,000股股份的實益擁有人。
4. 於二零二零年四月二日，胡三木先生以每股行使價格4.13港元行使其於二零一六年十月二十六日根據購股權計劃獲授予之360,000份購股權而獲本公司向其發行共360,000股股份。自二零二零年四月二日起，胡三木先生為本公司合共2,743,000股股份的實益擁有人。

# Directors' Report

## 董事會報告

### (b) Interest in Underlying Shares

### (b) 於相關股份之權益

Name of Directors/ Chief Executive	Capacity/ Nature of interest	Number of underlying Shares in respect of the share options granted	Position held	Approximately percentage of the underlying Shares over the Company's issued Shares <sup>(Note 2)</sup> (assuming that the share options are exercised in full) 相關股份 佔本公司已發行 股份 <sup>(附註2)</sup> 概約百分比 (假設購股權 獲全數行使)
董事／主要行政 人員姓名	身份／權益性質	涉及已授出 購股權的 相關股份數目	持倉	
Wang Jianqiang 王健強	Beneficial owner 實益擁有人	483,600 <i>(Note 1 and 3)</i> <i>(附註1及3)</i>	Long position 好倉	0.04%
Hu Sanmu 胡三木	Beneficial owner 實益擁有人	360,000 <i>(Note 1 and 4)</i> <i>(附註1及4)</i>	Long position 好倉	0.03%

#### Notes:

- Details of the above share options have been disclosed in the following sections headed "Share Option Scheme" and note 27 to the consolidated financial statements of the Company.
- The percentage represents the number of underlying Shares divided by 1,157,476,000 issued Shares of the Company in total as at 31 December 2019.
- On 2 April 2020, Mr. Wang Jianqiang exercised 483,600 share options granted to him by the Company under the Share Option Scheme on 26 October 2016, at an exercise price of HK\$4.13 per share. Since 2 April 2020, the share options granted to Mr. Wang Jianqiang were all exercised.
- On 2 April 2020, Mr. Hu Sanmu exercised 360,000 share options granted to him by the Company under the Share Option Scheme on 26 October 2016, at an exercise price of HK\$4.13 per share. Since 2 April 2020, the share options granted to Mr. Hu Sanmu were all exercised.

#### 附註：

- 上述購股權之詳情已於下文「購股權計劃」章節及本公司合併財務報表附註27披露。
- 該等百分比指擁有權益的相關股份數目除以本公司於二零一九年十二月三十一日的已發行股份總數1,157,476,000股。
- 於二零二零年四月二日，王健強先生以每股行使價格4.13港元行使其於二零一六年十月二十六日根據購股權計劃獲授予之483,600份購股權。自二零二零年四月二日起，王健強先生所獲授的購股權已獲悉數行使。
- 於二零二零年四月二日，胡三木先生以每股行使價格4.13港元行使其於二零一六年十月二十六日根據購股權計劃獲授予之360,000份購股權。自二零二零年四月二日起，胡三木先生所獲授的購股權已獲悉數行使。

### (c) Interest in Associated Corporation

### (c) 於相聯法團之權益

Name of Directors/ Chief Executive	Name of associated corporation	Capacity/Nature of interest	Number of issued shares held	Approximate percentage of the issued shares in associated corporation 約持相聯法團 已發行股份 百分比
董事／主要行政 人員姓名	相聯法團名稱	身份／權益性質	所持之已發行 股份數目	已發行股份 百分比
He Ningning 何寧寧	QT Investment 丘鈦投資	Beneficial owner 實益擁有人	2	100%

Other than as disclosed above, as at 31 December 2019, none of the Directors nor chief executive of the Company had any interests or short positions in any shares, and underlying shares (in respect of positions pursuant to equity derivatives) or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange or as recorded in the register referred to in the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一九年十二月三十一日，概無本公司董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份（與根據股本衍生工具所持有的持倉量相關）或債券中擁有任何須知會本公司及聯交所或載於證券及期貨條例規定備存的登記冊內或根據標準守則須知會本公司及聯交所的權益或淡倉。

### SHAREHOLDERS' INTERESTS IN CONTRACT OF SIGNIFICANCE

### 股東之重大合約權益

Save as disclosed in the section headed "Continuing Connected Transactions", no contracts of significance to which the Company or any of its subsidiaries was a party and in which a Shareholder had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

除「持續關連交易」一節所披露者外，本公司或其任何附屬公司概無訂立任何本公司股東直接或間接擁有重大權益，並且於本年底或年度內任何時間仍然生效之重大合約。

# Directors' Report

## 董事會報告

### DISCLOSURE OF INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at 31 December 2019, so far as the Directors were aware of, the following persons (other than the Directors and chief executives of the Company) had interests or short positions in the Shares or underlying Shares (in respect of positions pursuant to equity derivatives) as recorded in the register required to be kept by the Company under section 336 of the SFO as follows:

### 主要股東權益披露

於二零一九年十二月三十一日，就本公司董事所知，下列人士（除本公司董事及主要行政人員外）於股份或相關股份（與根據股本衍生工具所持有的持倉量相關）中擁有記錄於證券及期貨條例第336節要求本公司備存的登記冊內之權益或淡倉如下：

Name of Shareholder	Long/short position	Capacity/Nature of interest	Number of Shares held	Approximate percentage of total issued Shares in the Company (Note 1) 約持本公司已發行股份總數百分比 (附註1)
股東名稱	好倉／淡倉	身份／權益類別	所持股份數目	(附註1)
QT Investment 丘鈇投資	Long position 好倉	Beneficial owner 實益擁有人	752,491,000	65.01% (Note 2) (附註2)

Note:

- The percentage represents the number of underlying Shares divided by 1,157,476,000 issued Shares of the Company in total as at 31 December 2019.
- Mr. He Ningning is directly interested in the entire interest of Q Technology Investment, which owned approximately 65.01% of the issued Shares of the Company in total as at 31 December 2019.

Save as disclosed herein, the Company has not been notified of any other person (other than a Director or a chief executive of the Company) who had an interest or a short position in the Shares and underlying Shares (in respect of positions pursuant to equity derivatives) as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO as at 31 December 2019.

附註：

- 該等百分比指擁有權益的相關股份數目除以本公司於二零一九年十二月三十一日的已發行股份總數1,157,476,000股。
- 何寧寧先生直接擁有丘鈇投資全部權益，而丘鈇投資擁有本公司於二零一九年十二月三十一日已發行股份總數的約65.01%。

除此處所披露者外，於二零一九年十二月三十一日，概無任何人士（除本公司董事或主要行政人員外）知會本公司，其於本公司股份及相關股份（與根據股本衍生工具所持有的持倉量相關）中擁有記錄於根據證券及期貨條例第336節要求本公司備存之登記冊上的權益或淡倉。

### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the schemes disclosed in the section headed “Share Option Schemes” below, at no time during the Year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### MANAGEMENT CONTRACT

No contract 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 Articles of Association provide that each Director, secretary or other officer of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which any of them may incur or sustain in or about the execution of the duties in their respective offices. The Company has taken out and maintained appropriate insurance to cover potential legal actions against its Directors.

Save as disclosed in this report, the Company has not come into any permitted indemnity provision with the Directors.

### EQUITY-LINKED AGREEMENTS

No equity-linked agreements were entered into by the Group or existed during the Year.

### 購買股份或債券之安排

除下文「購股權計劃」一節所披露之計劃外，本公司或其任何附屬公司概無於本年度任何時間訂立任何安排，使董事可藉購買本公司或其他任何法人團體的股份或債權而獲益。

### 管理合約

於本年度，就本公司整體或任何重要環節業務方面並無訂立或存在管理及行政合約。

### 獲准許彌償條文

組織章程細則規定本公司每名董事、秘書或本公司其他高管，就其各自的職務執行其職責時招致的所有訴訟、費用、收費、損失、損害及開支，均可從本公司的資產及利潤獲得彌償。本公司已就其董事可能會面對的法律行動辦理及投購適當的保險。

除本報告所披露者外，本公司未與董事訂立任何獲准許的彌償條文。

### 股票掛鉤協議

於本年度，本集團並無訂立或存在任何股票掛鉤協議。

# Directors' Report

## 董事會報告

### DONATIONS

During the Year, the Group had not made charitable or other donations of HK\$10,000 and/or above.

### EVENTS AFTER THE REPORTING YEAR

The COVID-19 outbreak since early 2020 has brought additional uncertainties in the macroeconomic situation. As of the date of the 2019 annual results announcement of the Company, the impact of the COVID-19 outbreak on the Group's operation in 2020 was insignificant. However, the epidemic has spread rapidly in the United States, Europe, India and other countries and regions in recent times. The Group's manufacturing base in India has suspended production and operation as required by the Indian government. As the production capacity of the manufacturing base in India accounts for less than one-tenth of the total production capacity of the Group, the impact of the suspension of production and operation of the manufacturing base in India on the Group's capability of delivery is insignificant. Combined with the development of the epidemic in Mainland China, the management of the Group also expects that the suspension of production and operation of the manufacturing base in India will not be long-lasting. The management of the Group is in the process of making continuing assessment of the impact of the outbreak of the COVID-19.

Saved as disclosed in the Management Discussion and Analysis on pages 24 to 39 and above, there were no other important events affecting the Group that had occurred after 31 December 2019 and up to the date of this report.

### REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors and the five individuals with the highest emoluments for the Year are set out in notes 6 and 7 to the consolidated financial statements, respectively.

### 捐款

本集團於本年度並無作出一萬港元及／或以上之慈善或其他捐款。

### 報告年度後事項

二零二零年初起的新型冠狀病毒爆發已對宏觀經濟環境帶來額外不明朗因素。截至本公司發佈二零一九年度業績公告之日止，新型冠狀病毒爆發對本集團二零二零年的營運影響甚微。但近期包括美國、歐洲、印度等國家和地區的疫情擴散迅速，本集團於印度的製造基地已經按印度政府的要求暫停生產運營，但印度製造基地的產能占本集團總產能規模的比例不到十分之一，因此，印度製造基地暫停生產運營對本集團的交付能力影響甚微，結合中國大陸的疫情發展情況，本集團管理層亦期望印度製造基地的暫停生產運營不會持續太長時間。本集團管理層正在不斷評估新型冠狀病毒爆發的影響。

除本年報第24頁至第39頁的管理層討論與分析及上述所披露外，於二零一九年十二月三十一日後及直至本報告公佈之日未發生影響本集團之其他重要事件。

### 董事薪酬及五名最高薪人士

於本年度，董事薪酬及五名最高薪人士的詳情分別載於合併財務報表附註6及7。

### UPDATE ON THE DIRECTORS INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Mr. Ko Ping Keung and Mr. Chu Chia-Hsiang, independent non-executive Directors of the Company, were appointed as directors of Beken Corporation (博通集成電路(上海)股份有限公司) (“Beken”) since 26 February 2017. On 15 April 2019, Beken was listed on the Shanghai Stock Exchange (stock code: 603068), in turn, Mr. Ko Ping Keung and Mr. Chu Chia-Hsiang were redesignated as directors of Beken.

On 5 June 2019, Mr. Chu Chia-Hsiang, an independent non-executive Director of the Company, was appointed as independent director of Chicony Electronics Co., Ltd. (stock code: 2385), which is a company listed on the Taipei Exchange in Taiwan.

Saved as disclosed above, there were no other important changes in the information of Directors required to be disclosed in this report pursuant to Rule 13.51B(1) of the Listing Rules.

### SHARE OPTION SCHEMES

On 13 November 2014, the Company adopted the pre-IPO share option scheme (the “Pre-IPO Share Option Scheme”) and Share Option Scheme and granted a total of 59,935,000 share options under the Pre-IPO Share Option Scheme to the eligible participants with an aim to reward their contribution to the Group made or possibly made. The Company also granted an aggregate of 71,682,000 share options under the Share Option Scheme to the eligible participants: (i) on 26 October 2016, the Company granted an aggregate of 39,425,000 share options to 165 eligible participants (the “Share Options 2016”); (ii) on 9 June 2017, the Company granted a total of 8,083,000 share options to 48 eligible participants (the “Share Options 2017”); (iii) on 7 December 2018, the Company granted a total of 12,720,000 share options to 83 eligible participants (the “Share Options 2018”); and (iv) on 21 June 2019, the Company granted a total of 11,454,000 share options to 68 the eligible participants (the “Share Options 2019”). Details of the schemes are set out below:

### 根據上市規則第13.51B(1)條作出的董事資訊更新

本公司之獨立非執行董事高秉強先生及初家祥先生自二零一七年二月二十六日起擔任博通集成電路(上海)股份有限公司(「博通公司」)之董事。於二零一九年四月十五日，博通公司在上海證券交易所上市，股份代號為：603068，高秉強先生及初家祥先生轉而調任為博通公司之董事。

本公司獨立非執行董事初家祥先生自二零一九年六月五日起獲委任為群光電子股份有限公司(一家於台灣證券交易所上市之公司，股份代號：2385)之獨立董事。

除上文所披露者外，根據上市規則第13.51B(1)條，概無董事資訊發生其他重大變化需在本報告中披露。

### 購股權計劃

於二零一四年十一月十三日，本公司採納了首次公開發售前購股權計劃(「首次公開發售前購股權計劃」)及購股權計劃，及根據首次公開發售前購股權計劃向合資格參與者授出共計59,935,000份購股權，旨在獎勵他們曾經或可能已對本集團做出的貢獻。本公司亦根據購股權計劃向合資格參與者授出共計71,682,000份購股權：(i)於二零一六年十月二十六日，本公司向165名合資格參與者授出共計39,425,000份購股權(「二零一六年購股權」)；(ii)於二零一七年六月九日，本公司向48名合資格參與者授出共計8,083,000份購股權(「二零一七年購股權」)；(iii)於二零一八年十二月七日，本公司向83名合資格參與者授出共計12,720,000份購股權(「二零一八年購股權」)；及(iv)於二零一九年六月二十一日，本公司向68名合資格參與者授出共計11,454,000份購股權(「二零一九年購股權」)。計劃詳情列載如下：



# Directors' Report

## 董事會報告

### A. Share Option Scheme

#### 1. Purpose of the Share Option Scheme:

The Share Option Scheme is established to recognise and acknowledge the contributions that the Eligible Participants (as defined in paragraph 2 below) had or may have made to the Group. The Share Option Scheme will provide the Eligible Participants with an opportunity to have a personal stake in the Company with a view to achieving the following objectives:

- (i) motivate the Eligible Participants to optimise their performance efficiency for the benefit of the Group; and
- (ii) attract and retain or otherwise maintain an on-going business relationship with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group.

#### 2. Participants of the Share Option Scheme:

The Board may, at its discretion, offer to grant an option to the following persons (collectively the "Eligible Participants") to subscribe for such number of new Shares as the Board may determine:

- (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries;
- (ii) any directors (including independent non-executive directors) of the Company or any of its subsidiaries; and
- (iii) any advisers, consultants, suppliers, customers, distributors and such other persons who in the sole opinion of the Board will contribute or have contributed to the Company or any of its subsidiaries.

### A. 購股權計劃

#### 1. 購股權計劃的目的：

購股權計劃旨在嘉許及表揚曾經或可能已對本集團作出貢獻的合資格參與者（定義見下文第2段）。購股權計劃將向合資格參與者提供一個於本公司擁有個人權益的機會，以達致下列目標：

- (i) 激勵合資格參與者為本集團的利益而優化其表現效率；及
- (ii) 吸引及挽留合資格參與者或與合資格參與者保持持續的業務關係，而該等合資格參與者的貢獻，乃對或將對本集團的長遠發展有利。

#### 2. 購股權計劃參與者：

董事會可酌情決定向下列人士（統稱「合資格參與者」）授出購股權，以認購董事會可能釐定的相關數目新股份：

- (i) 本公司或其任何附屬公司的任何全職或兼職僱員、行政人員或高級職員；
- (ii) 本公司或其任何附屬公司的任何董事（包括獨立非執行董事）；及
- (iii) 董事會全權認為將會或已經對本公司或其任何附屬公司作出貢獻的任何諮詢人、顧問、供應商、客戶、分銷商及有關其他人士。

3. Total number of Shares available for issue under the Share Option Scheme and percentage of the total number of issued Shares as at the date of this report:

At the annual general meeting of the Company held on 19 May 2017, an ordinary resolution was passed by the Shareholders to approve the refreshment of the maximum number of Shares that may be issued upon the exercise of all options which may be granted under the Share Option Scheme and any other share option schemes of the Company to not exceeding 10% of the total number of Shares in issue of the Company as at the date of approval by the Shareholders of the refreshed limit. On the date of approving such ordinary resolution (i.e. on 19 May 2017), the total number of Shares in issue of the Company was 1,095,597,000 shares, therefore, the maximum number of Shares relating to the options that may be granted under the Share Option Scheme and any other share option schemes of the Company were refreshed to 109,559,700 Shares, representing approximately 9.36% of total number of 1,170,351,630 Shares in issue on the date of this report (i.e. on 13 April 2020).

3. 根據購股權計劃可供發行股份總數及佔於本報告之日已發行股份總數百分比：

於二零一七年五月十九日舉行之本公司股東週年大會上，股東以普通決議案通過批准將根據購股權計劃及本公司任何其他購股權計劃授出之所有購股權獲行使時可能發行之股份數目上限，更新至不得超過股東批准經更新限額當日本公司已發行股份總數之10%。於批准該普通決議案當日（即二零一七年五月十九日），本公司之已發行股份總數為1,095,597,000股，因此根據購股權計劃及本公司任何其他購股權計劃可能授出的購股權所涉及的股份數目上限更新為109,559,700股，並佔於本報告之日（即二零二零年四月十三日）本公司已發行股份總數1,170,351,630股的約9.36%。

# Directors' Report

## 董事會報告

#### 4. Maximum entitlement of each participant under the Share Option Scheme:

The maximum number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company (including exercised and outstanding options) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue of the Company as at the date of grant. Any further grant of options in excess of this 1% limit shall be subject to:

- (i) the issue of a circular containing the identity of the Eligible Participant, the numbers of and terms of the options to be granted (and options previously granted to such Eligible Participant), the information as required under Rules 17.02(2)(d) of and the disclaimer required under 17.02(4) of, the Listing Rules; and
- (ii) the approval of the Shareholders in general meeting and/or other requirements prescribed under the Listing Rules from time to time with such Eligible Participant and his/her close associates (as defined in the Listing Rules) (or his/her associates if the Eligible Participant is a connected person (as defined in the Listing Rules)) abstaining from voting.

#### 4. 根據購股權計劃向每名參與者授出購股權的數目上限：

在截至授出日期止任何12個月期間，根據購股權計劃及本公司任何其他購股權計劃向每名合資格參與者授出的購股權（包括已行使及尚未行使的購股權）獲行使時，已發行及可能發行的股份總數不得超過於授出日期本公司已發行股份的1%。倘進一步授出購股權超過上述1%限額，本公司須：

- (i) 發出通函，其中載列合資格參與者的身份、將授出購股權（及過往授予該參與者的購股權）的數目及條款及上市規則第17.02(2)(d)條規定的資料及第17.02(4)條規定的免責聲明；及
- (ii) 經股東在股東大會上批准及／或遵守上市規則不時訂明的其他規定，而該名合資格參與者及其緊密聯繫人（定義見上市規則）或其聯繫人（如合資格參與者為關連人士（定義見上市規則））須放棄投票。

5. The period within which the options must be exercised under Share Option Scheme to subscribe for Shares:

An option may be exercised in accordance with the terms of the Share Option Scheme at any time in the period after the date upon which the option is deemed to be granted and accepted and prior to the expiry of 10 years from that date subject to the provisions for early termination set out in the Share Option Scheme.

6. The minimum period for which an option must be held before it can be exercised:

There is no minimum period for which an option granted must be held before it can be exercised unless otherwise imposed by the Directors.

7. The amount payable on application or acceptance of the option and the period within which payments or calls must or may be made, or loans for such purposes must be repaid:

Options granted must be taken up by eligible participants within 21 days of the date of grant, upon payment of HK\$1.

8. The basis of determining the exercise price:

The exercise price is determined by the Board but shall not be less than the highest of: (i) the official closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities; (ii) the average of the official closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a Share.

5. 購股權須根據購股權計劃行使以認購股份的期限：

購股權可根據購股權計劃的條款於購股權被視為已授出並獲接納的日期後至自該日起計10年屆滿前期間隨時行使，惟或按購股權計劃所載的條文提早終止。

6. 購股權可予行使前最短持有期限：

除董事另有要求，授出之購股權在可供行使前毋需達到特定最短持有期限。

7. 申請或接納購股權時的應付金額及進行或可能進行支付或催繳，或須償還該目的之貸款的期限：

合資格參與者須於獲授出日期後二十一日內接納購股權，並為接納購股權支付1港元。

8. 釐定行使價之基準：

行使價由董事會釐定，惟不得低於下列最高者：(i)於授出日期（須為聯交所開門營業可供進行證券交易的日子）在聯交所每日報價表所報的正式收市價；(ii)緊接授出日期前五個營業日股份在聯交所每日報價表所報的正式收市價平均數；及(iii)股份面值。

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### 9. The remaining life of the Share Option Scheme:

The Share Option Scheme remains in force for a period of 10 years commenced from 13 November 2014.

### 10. The total number of the Share Options 2016:

On 26 October 2016, the Company granted a total of 39,425,000 share options (representing approximately 3.78% of the 1,041,771,000 shares of the total number of issued Shares on the date of grant of the relevant share options (i.e. on 26 October 2016) and approximately 3.37% of 1,170,351,630 shares of the total number of issued Shares as at the date of this report (i.e. on 13 April 2020)) under the Share Option Scheme to 165 Eligible Participants. During the Year, the Company accepted the applications from 131 grantees (including two Executive Directors, Mr. Wang Jianqiang and Mr. Hu Sanmu) to issue a total of 9,808,200 ordinary shares to such grantees. A total of 1,066,800 share options were lapsed as a result of the resignations of 8 grantees during the Year, and a total of 9,616,200 share options were outstanding as at 31 December 2019.

### 9. 購股權計劃剩餘年期：

購股權計劃將於自二零一四年十一月十三日起十年期間保持生效。

### 10. 二零一六年購股權總數：

於二零一六年十月二十六日，本公司根據購股權計劃向165名合資格參與者授出共計39,425,000份購股權，即有關購股權授出之日（即二零一六年十月二十六日）本公司已發行股份總數1,041,771,000股的約3.78%，及於本報告之日（即二零二零年四月十三日）的已發行股份總數1,170,351,630股的約3.37%。於本年度，本公司接受131名承授人（包括兩名執行董事王健強先生和胡三木先生）的申請向該等承授人發行共計9,808,200股普通股股份。本年度共有8名承授人因離職而使共計1,066,800份購股權因此失效，而於二零一九年十二月三十一日，合共9,616,200份購股權尚未獲行使。

11. The period within which the Share Options 2016 must be exercised to subscribe for Shares:

The options granted are exercisable within the period as notified by the Board to each grantee and in accordance with the following manner:

- (i) upon, among others, the revenue ("Revenue") of the Company for the year ending 31 December 2017 increases by not less than 25% as compared with the Revenue for the year ended 31 December 2016, up to 40% of the share options granted (rounded down to the nearest whole number) shall be exercisable during the period from 1 April 2018 to 31 December 2018 (both days inclusive);
- (ii) upon, among others, the Revenue for the year ending 31 December 2018 recording compound annual growth rate of not less than 25% from the Revenue for the year ended 31 December 2016, up to 30% of the share options granted (rounded down to the nearest whole number) shall be exercisable during the period from 1 April 2019 to 31 December 2019 (both days inclusive); and

11. 二零一六年購股權的認購股份行使期限：

授出的購股權可於董事會知會各承授人的期間內按以下方式行使：

- (i) 待（其中包括）截至二零一七年十二月三十一日止年度本公司之營業收入（「營業收入」）較截至二零一六年十二月三十一日止年度之營業收入增長不低於25%，所授出之最多40%購股權（向下約整至最接近整數）將自二零一八年四月一日至二零一八年十二月三十一日期間（包括首尾兩日）可予行使；
- (ii) 待（其中包括）截至二零一八年十二月三十一日止年度之營業收入較截至二零一六年十二月三十一日止年度營業收入之年複合增長幅度不低於25%，所授出之最多30%購股權（向下約整至最接近整數）將自二零一九年四月一日至二零一九年十二月三十一日期間（包括首尾兩日）可予行使；及

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(iii) upon, among others, the Revenue for the year ending 31 December 2019 recording compound annual growth rate of not less than 25% from the Revenue for the year ended 31 December 2016, up to 30% of the share options granted (rounded down to the nearest whole number) shall be exercisable during the period from 1 April 2020 to 31 December 2020 (both days inclusive).

12. The basis of determining the exercise price of the Share Options 2016:

The exercise price per Share in respect of the Share Options 2016 under the Share Option Scheme is HK\$4.13 per Share.

13. The total number of the Share Options 2017:

On 9 June 2017, the Company granted a total of 8,083,000 share options (representing approximately 0.74% of the 1,095,597,000 shares of the total number of issued Shares on the date of grant of the relevant share options (i.e. on 9 June 2017) and approximately 0.69% of the total number of 1,170,351,630 issued Shares as at the date of this report (i.e. on 13 April 2020)) under the Share Option Scheme to 48 Eligible Participants. During the Year, the Company accepted the applications from 21 grantees to issue a total of 945,600 ordinary shares to these grantees. A total of 400,000 options were lapsed as a result of the resignations of 2 staff during the Year, and a total of 945,600 share options were outstanding as at 31 December 2019.

(iii) 待（其中包括）截至二零一九年十二月三十一日止年度之營業收入較截至二零一六年十二月三十一日止年度營業收入之年複合增長幅度不低於25%，所授出之最多30%購股權（向下約整至最接近整數）將自二零二零年四月一日至二零二零年十二月三十一日期間（包括首尾兩日）可予行使。

12. 二零一六年購股權之行使價的釐定基準：

二零一六年購股權所涉及的每股股份的行使價為每股4.13港元。

13. 二零一七年購股權總數：

於二零一七年六月九日，本公司根據購股權計劃向48名合資格參與者授出共計8,083,000份購股權，即有關購股權授出之日（二零一七年六月九日）本公司已發行股份總數1,095,597,000股的約0.74%，及於本報告之日（即二零二零年四月十三日）的已發行股份總數1,170,351,630股的約0.69%。於本年度，本公司接受21名承授人的申請向該等承授人發行共計945,600股普通股股份，本年度共有2名承授人因離職而使共計400,000份購股權因此失效，而於二零一九年十二月三十一日，合共945,600份購股權尚未獲行使。

14. The period within which the Share Options 2017 must be exercised to subscribe for Shares:

The options granted are exercisable within the period as notified by the Board to each grantee and in accordance with the following manners:

- (1) Share Options One:
- (i) upon, among others, the Revenue for the year ending 31 December 2017 increases by not less than 25% as compared with the Revenue for the year ended 31 December 2016, up to 40% of the share options granted (rounded down to the nearest whole number) shall be exercisable during the period from 1 April 2018 to 31 December 2018 (both days inclusive);
  - (ii) upon, among others, the Revenue for the year ending 31 December 2018 recording compound annual growth rate of not less than 25% from the Revenue for the year ended 31 December 2016, up to 30% of the share options granted (rounded down to the nearest whole number) shall be exercisable during the period from 1 April 2019 to 31 December 2019 (both days inclusive); and

14. 二零一七年購股權的認購股份行使期限：

授出的購股權可於董事會知會各承授人的期間內按以下方式行使：

- (1) 購股權一：
- (i) 待（其中包括）截至二零一七年十二月三十一日止年度之營業收入較截至二零一六年十二月三十一日止年度之營業收入增長不低於25%，所授出之最多40%購股權（向下約整至最接近整數）將自二零一八年四月一日至二零一八年十二月三十一日期間（包括首尾兩日）可予行使；
  - (ii) 待（其中包括）截至二零一八年十二月三十一日止年度之營業收入較截至二零一六年十二月三十一日止年度營業收入之年複合增長幅度不低於25%，所授出之最多30%購股權（向下約整至最接近整數）將自二零一九年四月一日至二零一九年十二月三十一日期間（包括首尾兩日）可予行使；及



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(iii) upon, among others, the Revenue for the year ending 31 December 2019 recording compound annual growth rate of not less than 25% from the Revenue for the year ended 31 December 2016, up to 30% of the share options granted (rounded down to the nearest whole number) shall be exercisable during the period from 1 April 2020 to 31 December 2020 (both days inclusive).

### (2) Share Options Two:

(i) upon, among others, the Revenue for the year ending 31 December 2018 increases by not less than 20% as compared with the Revenue for the year ended 31 December 2017, up to 40% of the share options granted (rounded down to the nearest whole number) shall be exercisable during the period from 1 April 2019 to 31 December 2019 (both days inclusive);

(iii) 待（其中包括）截至二零一九年十二月三十一日止年度之營業收入較截至二零一六年十二月三十一日止年度營業收入之年複合增長幅度不低於25%，所授出之最多30%購股權（向下約整至最接近整數）將自二零二零年四月一日至二零二零年十二月三十一日期間（包括首尾兩日）可予行使。

### (2) 購股權二：

(i) 待（其中包括）截至二零一八年十二月三十一日止年度之營業收入較截至二零一七年十二月三十一日止年度之營業收入增長不低於20%，所授出之最多40%購股權（向下約整至最接近整數）將自二零一九年四月一日至二零一九年十二月三十一日期間（包括首尾兩日）可予行使；

(ii) upon, among others, the Revenue for the year ending 31 December 2019 recording compound annual growth rate of not less than 20% from the Revenue for the year ended 31 December 2017, up to 30% of the share options granted (rounded down to the nearest whole number) shall be exercisable during the period from 1 April 2020 to 31 December 2020 (both days inclusive); and

(iii) upon, among others, the Revenue for the year ending 31 December 2020 recording compound annual growth rate of not less than 20% from the Revenue for the year ended 31 December 2017, up to 30% of the share options granted (rounded down to the nearest whole number) shall be exercisable during the period from 1 April 2021 to 31 December 2021 (both days inclusive).

15. The basis of determining the exercise price of the Share Options 2017:

The exercise price per Share in respect of the Share Options 2017 is HK\$6.22 per Share.

(ii) 待（其中包括）截至二零一九年十二月三十一日止年度之營業收入較截至二零一七年十二月三十一日止年度營業收入之年複合增長幅度不低於20%，所授出之最多30%購股權（向下約整至最接近整數）將自二零二零年四月一日至二零二零年十二月三十一日期間（包括首尾兩日）可予行使；及

(iii) 待（其中包括）截至二零二零年十二月三十一日止年度之營業收入較截至二零一七年十二月三十一日止年度營業收入之年複合增長幅度不低於20%，所授出之最多30%購股權（向下約整至最接近整數）將自二零二一年四月一日至二零二一年十二月三十一日期間（包括首尾兩日）可予行使。

15. 二零一七年購股權之行使價的釐定基準：

二零一七年購股權所涉及的每股股份的行使價為每股6.22港元。

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### 16. The total number of the Share Options 2018:

On 7 December 2018 the Company granted a total of 12,720,000 share options (representing approximately 1.12% of the 1,131,722,200 shares of the total number of issued Shares on the date of grant of the relevant share options (i.e. on 7 December 2018) and approximately 1.09% of the 1,170,351,630 shares of the total number of issued Shares as at the date of this report (i.e. on 13 April 2020)) under the Share Option Scheme to 83 Eligible Participants. During the Year, such share options were not exercisable, and a total of 1,624,000 share options were lapsed as a result of the resignations of 13 grantees. A total of 11,096,000 share options were outstanding as at 31 December 2019.

### 17. The period within which the Share Options 2018 must be exercised to subscribe for Shares:

The options granted are exercisable within the period as notified by the Board to each grantee and in accordance with the following manner:

- (i) upon, among others, the Revenue of the Company for the year ending 31 December 2019 increases by not less than 20% as compared with the Revenue for the year ended 31 December 2018, up to 40% of the share options granted (rounded down to the nearest whole number) shall be exercisable during the period from 1 April 2020 to 31 December 2020 (both days inclusive);

### 16. 二零一八年購股權總數：

於二零一八年十二月七日，本公司根據購股權計劃向83名合資格參與者授出共計12,720,000份購股權，即有關購股權授出之日（二零一八年十二月七日）本公司已發行股份總數1,131,722,200股的約1.12%，及於本報告之日（即二零二零年四月十三日）的已發行股份總數1,170,351,630股的約1.09%。於本年度，該項購股權尚不可行使，惟共有13名承授人因離職而使共計1,624,000份購股權因此失效，而於二零一九年十二月三十一日，合共11,096,000份購股權尚未獲行使。

### 17. 二零一八年購股權的認購股份行使期限：

授出的購股權可於董事會知會各承授人的期間內按以下方式行使：

- (i) 待（其中包括）截至二零一九年十二月三十一日止年度之營業收入較截至二零一八年十二月三十一日止年度之營業收入增長不低於20%，所授出之最多40%購股權（向下約整至最接近整數）將自二零二零年四月一日至二零二零年十二月三十一日期間（包括首尾兩日）可予行使；

- (ii) upon, among others, the Revenue for the year ending 31 December 2020 recording compound annual growth rate of not less than 20% from the Revenue for the year ended 31 December 2018, up to 30% of the share options granted (rounded down to the nearest whole number) shall be exercisable during the period from 1 April 2021 to 31 December 2021 (both days inclusive); and
- (iii) upon, among others, the Revenue for the year ending 31 December 2021 recording compound annual growth rate of not less than 20% from the Revenue for the year ended 31 December 2018, up to 30% of the share options granted (rounded down to the nearest whole number) shall be exercisable during the period from 1 April 2022 to 31 December 2022 (both days inclusive).
18. The basis of determining the exercise price of the Share Options 2018:
- The exercise price per Share in respect of the Share Options 2018 is HK\$4.65 per Share.
- (ii) 待（其中包括）截至二零二零年十二月三十一日止年度之營業收入較截至二零一八年十二月三十一日止年度之營業收入之年複合增長幅度不低於20%，所授出之最多30%購股權（向下約整至最接近整數）將自二零二一年四月一日至二零二一年十二月三十一日期間（包括首尾兩日）可予行使；及
- (iii) 待（其中包括）截至二零二一年十二月三十一日止年度之營業收入較截至二零一八年十二月三十一日止年度之營業收入之年複合增長幅度不低於20%，所授出之最多30%購股權（向下約整至最接近整數）將自二零二二年四月一日至二零二二年十二月三十一日期間（包括首尾兩日）可予行使。
18. 二零一八年購股權之行使價的釐定基準：
- 二零一八年購股權所涉及的每股股份的行使價為每股4.65港元。

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### 19. The total number of the Share Options 2019:

On 21 June 2019, the Company granted a total of 11,454,000 share options (representing approximately 1.0% of the total number of 1,141,905,400 issued Shares on the date of grant of the relevant share options (i.e. on 21 June 2019) and approximately 0.98% of the total number of 1,170,351,630 issued Shares as at the date of this report (i.e. on 13 April 2020)) under the Share Option Scheme to 68 Eligible Participants. During the Year, the Share Options 2019 were not exercisable, and a total of 4,680,000 share options were lapsed as a result of the resignations of 13 grantees. A total of 6,774,000 share options were outstanding as at 31 December 2019.

### 20. The period within which the Share Options 2019 must be exercised to subscribe for Shares:

The options granted are exercisable within the period as notified by the Board to each grantee and in accordance with the following manner:

- (i) upon, among others, the Revenue of the Company for the year ended 31 December 2020 recording compound annual growth rate of not less than 15% from the Revenue for the year ended 31 December 2019, up to 40% of the share options granted (rounded down to the nearest whole number) shall be exercisable during the period from 1 April 2021 to 31 December 2021 (both days inclusive);

### 19. 二零一九年購股權總數：

於二零一九年六月二十一日，本公司根據購股權計劃向68名合資格參與者授出共計11,454,000份購股權，即於有關購股權授出之日（二零一九年六月二十一日）本公司已發行股份總數1,141,905,400股的約1.0%，及於本報告之日（即二零二零年四月十三日）的已發行股份總數1,170,351,630股的約0.98%。於本年度，二零一九年購股權尚不可行使，惟13名承授人因離職而使共計4,680,000份購股權因此失效，而於二零一九年十二月三十一日，合共6,774,000份購股權尚未獲行使。

### 20. 二零一九年購股權的認購股份行使期限：

授出的購股權可於董事會知會各承授人的期間內按以下方式行使：

- (i) 待（其中包括）截至二零二零年十二月三十一日止年度之營業收入較截至二零一九年十二月三十一日止年度之營業收入之年複合增長幅度不低於15%，所授出之最多40%購股權（向下約整至最接近整數）將自二零二一年四月一日至二零二一年十二月三十一日期間（包括首尾兩日）可予行使；

(ii) upon, among others, the Revenue for the year ending 31 December 2021 recording compound annual growth rate of not less than 15% from the Revenue for the year ended 31 December 2019, up to 30% of the share options granted (rounded down to the nearest whole number) shall be exercisable during the period from 1 April 2022 to 31 December 2022 (both days inclusive); and

(iii) upon, among others, the Revenue for the year ending 31 December 2022 recording compound annual growth rate of not less than 15% from the Revenue for the year ended 31 December 2019, up to 30% of the share options granted (rounded down to the nearest whole number) shall be exercisable during the period from 1 April 2023 to 31 December 2023 (both days inclusive).

21. Basis of determining the exercise price of the Share Options 2019:

The exercise price per Share in respect of the Share Options 2019 is HK\$6.02 per Share.

(ii) 待（其中包括）截至二零二一年十二月三十一日止年度之營業收入較截至二零一九年十二月三十一日止年度之營業收入之年複合增長幅度不低於15%，所授出之最多30%購股權（向下約整至最接近整數）將自二零二二年四月一日至二零二二年十二月三十一日期間（包括首尾兩日）可予行使；及

(iii) 待（其中包括）截至二零二二年十二月三十一日止年度之營業收入較截至二零一九年十二月三十一日止年度之營業收入之年複合增長幅度不低於15%，所授出之最多30%購股權（向下約整至最接近整數）將自二零二三年四月一日至二零二三年十二月三十一日期間（包括首尾兩日）可予行使。

21. 二零一九年購股權之行使價的釐定基準：

二零一九年購股權所涉及的每股股份的行使價為每股6.02港元。

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### B. Pre-IPO Share Option Scheme

#### 1. Purpose of the Pre-IPO Share Option Scheme:

The Pre-IPO Share Option Scheme was a share incentive scheme established to recognise and acknowledge the contributions that the Pre-IPO Eligible Participants (as defined in paragraph 2 below) had made to the Group. The Pre-IPO Share Option Scheme provided the Pre-IPO Eligible Participants with an opportunity to have a personal stake in the Company with a view to achieving the following purposes:

- (i) motivate the Pre-IPO Eligible Participants to optimise their performance efficiency for the benefit of the Group; and
- (ii) attract and retain or otherwise maintain relationships with the Pre-IPO Eligible Participants whose contributions are or will be beneficial to the longterm growth of the Group.

#### 2. Participants of the Pre-IPO Share Option Scheme:

The Board might, at its discretion, offer to grant an option to subscribe for such number of new Shares as the Board might determine to the full-time, key employees of the Group who, in the sole opinion of the Board, had contributed to the Company and/or any of the subsidiaries (the "Pre-IPO Eligible Participants").

### B. 首次公開發售前購股權計劃

#### 1. 首次公開發售前購股權計劃的目的：

首次公開發售前購股權計劃旨在嘉許及表揚曾經或可能已對本集團作出貢獻的合資格參與者（定義見下文第2段）。首次公開發售前購股權計劃將向首次公開發售前合資格參與者提供一個於本公司擁有個人權益的機會，以達致下列目標：

- (i) 激勵首次公開發售前合資格參與者為本集團的利益而優化其表現效率；及
- (ii) 吸引及挽留首次公開發售前合資格參與者或與合資格參與者保持持續的業務關係，而該等合資格參與者的貢獻，乃對或將對本集團的長遠發展有利。

#### 2. 首次公開發售前購股權計劃參與者：

首次公開發售前購股權計劃的合資格參與者為董事會全權認為曾對本公司及／或我們的任何附屬公司作出貢獻的本集團主要全職僱員（「首次公開發售前合資格參與者」）。

3. Total number of Shares available for issue under the Pre-IPO Share Option Scheme:

The number of Shares in respect of which options were granted under the Pre-IPO Share Option Scheme is 59,935,000 Shares (representing approximately 5.99% of the total number of issued Shares immediately following completion of the Global Offering (as defined in the Prospectus) and approximately 5.12% of the total number of issued Shares of 1,170,351,630 Shares as at the date of this report (i.e. on 13 April 2020)). These options were granted on 13 November 2014 to subscribe for 59,935,000 Shares. No further options will be offered or granted under the Pre-IPO Share Option Scheme, as the rights to do so have been terminated.

4. The period within which the options must be exercised under the Pre-IPO Share Option Scheme to subscribe for Shares:

The options granted are exercisable within the period as notified by the Board to each grantee and in accordance with the following manners:

- (i) up to 50% of the Shares that are subject to the option so granted to him/her (rounded down to the nearest whole number) at any time during the year commencing on 1 January 2015 and ending on 31 December 2017;

3. 根據首次公開發售前購股權計劃可供發行股份總數：

首次公開發售前購股權計劃所授出之購股權涉及的股份數目為59,935,000股股份，即本公司於全球發售（定義見招股書）完成後的已發行股份總數的約5.99%，及於本報告之日（即二零二零年四月十三日）的已發行股份總數1,170,351,630股的約5.12%。該等購股權於二零一四年十一月十三日被授予以認購59,935,000股股份。無更多股份將根據首次公開發售前購股權計劃被發行或授予，由於該等權利已被終止。

4. 根據首次公開發售前購股權計劃授出的購股權的認購股份行使期限：

授出的購股權可於董事會知會各承授人的期間內按以下方式行使：

- (i) 自二零一五年一月一日起至二零一七年十二月三十一日止年度，隨時行使獲授購股權認購最多50%所涉及的股份（向下約整至最接近整數）；



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- (ii) up to 75% of the Shares that are subject to the option so granted to him/her less the number of Shares in respect of which the option has been exercised or lapsed (rounded down to the nearest whole number) at any time during the year commencing on 1 January 2016 and ending on 31 December 2017; and
- (iii) up to 100% of the Shares that are subject to the option so granted to him/her less the number of Shares in respect of which the option has been exercised or lapsed (rounded down to the nearest whole number) at any time during the year commencing on 1 January 2017 and ending on 31 December 2017.

Each option granted under the Pre-IPO Share Option Scheme is exercisable during the years when such option becomes vested.

As at the date of this report, none of share options granted under the Pre-IPO Share Option Scheme remained outstanding, and the Pre-IPO Share Option Scheme had lapsed accordingly.

### 5. The basis of determining the exercise price:

The exercise price per Share in respect of any particular option granted under the Pre-IPO Share Option Scheme is RMB0.4 per Share.

Except for the above, the principal terms of the Pre-IPO Share Option Scheme, which were confirmed and approved by resolutions in writing of all of the Shareholders passed on 13 November 2014, were substantially the same as the terms of the Share Option Scheme.

During the Year, none of share options granted under the Pre-IPO Share Option Scheme had been exercised or remained outstanding, and the Pre-IPO Share Option Scheme had lapsed accordingly.

- (ii) 自二零一六年一月一日起至二零一七年十二月三十一日止年度，隨時行使獲授購股權認購最多75%所涉及的股份減已獲行使或失效的購股權所涉及的股份數目（向下約整至最接近整數）；及
- (iii) 自二零一七年一月一日起至二零一七年十二月三十一日止年度，隨時行使獲授購股權認購最多100%所涉及的股份減已獲行使或失效的購股權所涉及的股份數目（向下約整至最接近整數）。

根據首次公開發售前購股權計劃授出的每份購股權可於購股權已歸屬的年度內行使。

於本報告日期，概無根據首次公開發售前購股權計劃授出之購股權尚未獲行使，首次公開發售前購股權計劃已相應失效。

### 5. 釐定行使價之基準：

根據首次公開發售前購股權計劃授出的任何特定購股權所涉及的每股股份的行使價為每股人民幣0.4元。

除上文所述者外，由所有股東確認及於二零一四年十一月十三日以書面決議案通過的首次公開發售前購股權計劃的主要條款，實質上與購股權計劃的條款相同。

於本年度，概無根據首次公開發售前購股權計劃授出之購股權獲行使或尚未獲行使，首次公開發售前購股權計劃已相應失效。

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Details of changes during the Year in share options granted under the Share Option Scheme are as follows:

根據購股權計劃所授出購股權於年內之變動詳情如下：

Category	Date of grant	Exercise period	Number of underlying Shares comprising share options 購股權涉及之相關股份數目					Options Outstanding as at 31 December 2019 於二零一九年 十二月三十一日 尚未行使的 購股權
			Options Outstanding as at 1 January 2019 於二零一九年 一月一日 尚未行使的 購股權	Granted during the Year	Exercised during the Year	Cancelled during the Year	Lapsed/ Forfeited during the Year 本年內 失效/沒收	
<b>Directors</b>								
<b>董事</b>								
Wang Jianqiang	26 October 2016	please refer to the paragraph under "The period within which the Share Options 2016 must be exercised to subscribe for Shares" on pages 69 to 70	967,200	-	(483,600) <sup>Note 1</sup>	-	-	483,600 Note 3
王健強	二零一六年十月二十六日	請參閱第69至70頁「二零一六年購股權的認購股份行使期限」段落	967,200	-	(483,600) <sup>Note 1</sup>	-	-	483,600 附註3
Hu Sanmu	26 October 2016	please refer to the paragraph under "The period within which the Share Options 2016 must be exercised to subscribe for Shares" on pages 69 to 70	720,000	-	(360,000) <sup>Note 1</sup>	-	-	360,000 Note 3
胡三木	二零一六年十月二十六日	請參閱第69至70頁「二零一六年購股權的認購股份行使期限」段落	720,000	-	(360,000) <sup>Note 1</sup>	-	-	360,000 附註3
Directors (in total)			1,687,200	-	(843,600)	-	-	843,600
董事(合計)			1,687,200	-	(843,600)	-	-	843,600

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Number of underlying Shares comprising share options  
購股權涉及之相關股份數目

Category	Date of grant	Exercise period	Options Outstanding as at 1 January 2019 於二零一九年一月一日尚未行使的購股權	Granted during the Year 本年內授出	Exercised during the Year 本年內行使	Cancelled during the Year 本年內註銷	Lapsed/ Forfeited during the Year 本年內失效/沒收	Options Outstanding as at 31 December 2019 於二零一九年十二月三十一日尚未行使的購股權
類別	授出日期	行使期						
Employees	26 October 2016	please refer to the paragraph under "The period within which the Share Options 2016 must be exercised to subscribe for Shares" on pages 69 to 70	18,804,000	-	(8,964,600) <sup>Note 1</sup>	-	(1,066,800)	8,772,600 <i>Note 3</i>
僱員	二零一六年十月二十六日	請參閱第69至70頁「二零一六年購股權的認購股份行使期限」段落	18,804,000	-	(8,964,600) <sup>附註1</sup>	-	(1,066,800)	8,772,600 <i>附註3</i>
Employees Share Options One	9 June 2017	please refer to the paragraph under "The period within which the Share Options 2017 must be exercised to subscribe for Shares: (1) Share Options One" on pages 71 to 72	1,891,200	-	(945,600) <sup>Note 2</sup>	-	-	945,600 <i>Note 4</i>
僱員 (購股權一)	二零一七年六月九日	請參閱第71至72頁「二零一七年購股權的認購股份行使期限：(1) 購股權一」段落	1,891,200	-	(945,600) <sup>附註2</sup>	-	-	945,600 <i>附註4</i>
Employees Share Options Two	9 June 2017	please refer to the paragraph under "The period within which the Share Options 2017 must be exercised to subscribe for Shares: (2) Share Options Two" on pages 72 to 73	400,000	-	-	-	(400,000)	-
僱員 (購股權二)	二零一七年六月九日	請參閱第72至73頁「二零一七年購股權的認購股份行使期限：(2) 購股權二」段落	400,000	-	-	-	(400,000)	-
Employees	7 December 2018	please refer to the paragraph under "The period within which the Share Options 2018 must be exercised to subscribe for Shares" on pages 74 to 75	12,720,000	-	-	-	(1,624,000)	11,096,000 <i>Note 5</i>
僱員	二零一八年十二月七日	請參閱第74至75頁「二零一八年購股權的認購股份行使期限」段落	12,720,000	-	-	-	(1,624,000)	11,096,000 <i>附註5</i>
Employees	21 June 2019	please refer to the paragraph under "The period within which the Share Options 2019 must be exercised to subscribe for Shares" on pages 76 to 77	-	11,454,000	-	-	(4,680,000)	6,774,000
僱員	二零一九年六月二十一日	請參閱第76至77頁「二零一九年購股權的認購股份行使期限」段落	-	11,454,000	-	-	(4,680,000)	6,774,000
Employees (in total) 僱員 (合計)			33,815,200 33,815,200	11,454,000 11,454,000	(9,910,200) (9,910,200)	- -	(7,770,800) (7,770,800)	27,588,200 27,588,200
Total 總計			35,502,400 35,502,400	11,454,000 11,454,000	(10,753,800) (10,753,800)	- -	(7,770,800) (7,770,800)	28,431,800 28,431,800

### Notes:

1. On 2 April 2019, Mr. Wang Jianqiang exercised 483,600 share options, and Mr. Hu Sanmu exercised 360,000 share options, and a total of 8,964,600 share options were exercised by the employees on the same date. The exercisable price per Share was HK\$4.13. The closing market price of the immediately preceding business day before the date on which the share options were exercised was HK\$7.19 per Share.
2. On 2 April 2019, a total of 90,000 share options were exercised by the employees. The exercisable price per Share was HK\$6.22. The weighted average closing price immediately before the date on which the share options were exercised was HK\$7.19 per Share. On 30 April 2019, a total of 285,000 share options were exercised by the employees. The exercisable price per Share was HK\$6.22. The weighted average closing price immediately before the date on which the share options were exercised was HK\$8.05 per Share. On 30 July 2019, a total of 570,600 share options were exercised by the employees. The exercisable price per Share was HK\$6.22. The closing market price of the immediately preceding business day before the date on which the share options were exercised was HK\$7.72 per Share.
3. On 2 April 2020, Mr. Wang Jianqiang exercised 483,600 share options, Mr. Hu Sanmu exercised 360,000 share options, and a total of 7,957,230 share options were exercised by the employees on the same date. The exercisable price per share was HK\$4.13. The closing market price of the immediately preceding business day before the date on which the share options were exercised was HK\$8.45 per Share.

### 附註：

1. 於二零一九年四月二日，王健強先生行使483,600份購股權，胡三木先生行使360,000份購股權，於同日僱員合共行使8,964,600份購股權。每股行使價格為4.13港元，緊接購股權獲行使當日前一個營業日的每股收市價為7.19港元。
2. 於二零一九年四月二日，僱員合共行使90,000份購股權，每股行使價格為6.22港元，緊接購股權獲行使當日前的每股加權平均收市價為7.19港元。於二零一九年四月三十日，僱員合共行使285,000份購股權，每股行使價格為6.22港元，緊接購股權獲行使當日前的每股加權平均收市價為8.05港元。於二零一九年七月三十日，僱員合共行使570,600份購股權，每股行使價格為6.22港元，緊接購股權獲行使當日前一個營業日的每股收市價為7.72港元。
3. 於二零二零年四月二日，王健強先生行使483,600份購股權，胡三木先生行使360,000份購股權，於同日僱員合共行使7,957,230份購股權。每股行使價格為4.13港元，緊接購股權獲行使當日前一個營業日的每股收市價為8.45港元。

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4. On 2 April 2020, a total of 426,000 share options were exercised by the employees. The exercisable price per share was HK\$6.22. The closing market price of the immediately preceding business day before the date on which the share options were exercised was HK\$8.45 per Share.
  5. On 2 April 2020, a total of 3,648,800 share options were exercised by the employees. The exercisable price per share was HK\$4.65. The closing market price of the immediately preceding business day before the date on which the share options were exercised was HK\$8.45 per Share.
4. 於二零二零年四月二日，僱員合共行使426,000份購股權。每股行使價格為6.22港元，緊接購股權獲行使當日前一個營業日的每股收市價為8.45港元。
  5. 於二零二零年四月二日，僱員合共行使3,648,800份購股權。每股行使價格為4.65港元，緊接購股權獲行使當日前一個營業日的每股收市價為8.45港元。

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the Year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

### AUDIT COMMITTEE

The Company has established an Audit Committee in accordance with the code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The annual results of the Group for the Year have been reviewed by the Audit Committee which comprises all the three INEDs, namely Mr. Ng Sui Yin, being the chairman, Mr. Ko Ping Keung and Mr. Chu Chia-Hsiang.

### 購買、出售或贖回上市證券

於本年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

### 審核委員會

本公司已遵照載於上市規則附錄十四的企業管治守則之守則條文成立審核委員會。本集團本年度之全年業績已經由審核委員會審閱，而審核委員會由三名獨立非執行董事組成，包括吳瑞賢先生（主席）、高秉強先生和初家祥先生。

### CONTINUING CONNECTED TRANSACTIONS

During the Year, certain related party transactions as set out in note 32 to the consolidated financial statements also constituted continuing connected transactions for the Company under the Listing Rules, and are required to be disclosed in this report in accordance with Chapter 14A of the Listing Rules. Save as disclosed in this report, none of the related party transactions constitutes a continuing connected transaction or connected transaction as defined under the Listing Rules. The Disclosure of those certain continuing related party transactions has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

During the Year, the Group has certain continuing connected transactions which were exempted from the notice and independent Shareholders' approval requirements, but subject to the reporting, annual review and announcement requirements under Chapter 14A of the Listing Rules. The details of those transactions are set out below:

#### Purchase agreement in respect of the purchase of precise connectors from Van Telecom Limited ("Van Telecom PRC")

On 13 November 2014, the Company entered into a purchase agreement (the "Van Telecom PRC Purchase Agreement") with Van Telecom PRC, pursuant to which Van Telecom PRC agreed to supply the precise connectors to the Group for a term from 1 January 2014 to 31 December 2016. On 16 December 2016, the Company and Van Telecom PRC renewed the Purchase Agreement (the "Renewed Van Telecom PRC Purchase Agreement"), pursuant to which, Van Telecom PRC agreed to continue to supply to the Group precise connectors for a term commencing from 1 January 2017 and expiring on 31 December 2019. On 13 July 2018, the Company and Van Telecom PRC entered into a supplemental purchase agreement (the "Supplemental Van Telecom PRC Purchase Agreement") to revise the annual caps of transactions under the Renewed Van Telecom PRC Purchase Agreement for the three years ended 31 December 2020. For details, please refer to the announcement of the Company dated 13 July 2018.

### 持續關連交易

於本年度，於合併財務報表附註32披露的若干關聯方交易根據上述規則亦屬於本公司持續關連交易，及須按照上市規則第十四A章於本報告中披露。除本報告所披露者外，概無關聯方交易構成上市規則所定義的持續關連交易或關聯交易。該等若干持續關連方交易之披露均已遵守上市規則第十四A章的披露規定。

於本年度內，本集團進行若干獲豁免通告及獨立股東批准的持續關連交易，惟須遵守上市規則第十四A章的報告、年度檢討及公佈規定。該等交易詳情列載如下：

#### 有關向唯安科技有限公司（「唯安科技中國」）購買精密連接器訂立的採購協議

於二零一四年十一月十三日，本公司與唯安科技中國訂立採購協議（「唯安科技中國採購協議」），據此，唯安科技中國同意向本集團供應精密連接器，期限由二零一四年一月一日起至二零一六年十二月三十一日止。於二零一六年十二月十六日，本公司與唯安科技中國續期採購協議（「唯安科技中國續期採購協議」），據此，唯安科技中國同意向本集團繼續供應精密連接器，期限由二零一七年一月一日起至二零一九年十二月三十一日止。於二零一八年七月十三日，本公司與唯安科技中國訂立採購補充協議（「唯安科技中國採購補充協議」）以修訂唯安科技中國續期採購協議項下之交易截至二零二零年十二月三十一日止三個年度之年度上限，詳見本公司於二零一八年七月十三日之公告。

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The price for the precise connectors supplied by Van Telecom PRC under the Supplemental Van Telecom PRC Purchase Agreement was determined by reference to the price at which comparable types of precise connectors that are sold by independent suppliers to the Group under normal commercial terms in the ordinary course of its business and such price shall be no less favourable to the Group than was available from independent suppliers. In considering whether to purchase from Van Telecom PRC, the Group sought quotations from at least two independent third parties offering the same or comparable products. The Group purchased the precise connectors from Van Telecom PRC if the price and quality of the products offered were comparable to or more favourable to the Group than those offered by independent third parties for the same or comparable products.

Van Telecom PRC is wholly owned by CK Telecom Inc. ("CK Telecom"), which is in turn wholly owned by Mr. He Ningning ("Mr He"), an executive Director, the Chairman and controlling shareholder (as defined in the Listing Rules) of the Company. As such, Van Telecom PRC is a connected person of the Company for the purpose of the Listing Rules.

For the year ended 31 December 2019, the total transaction amount under the Renewed Van Telecom PRC Purchase Agreement and the Supplemental Van Telecom PRC Purchase Agreement was approximately RMB Nil and the annual cap amount for the Year was RMB Nil.

唯安科技中國根據唯安科技中國採購補充協議供應的精密連接器價格乃參考獨立供應商於日常業務過程中按正常商業條款向本集團銷售的同類精密連接器的價格釐定，且向本集團提供的有關價格不得遜於獨立供應商所提供的價格。在考慮是否向唯安科技中國購買時，本集團至少尋求兩家提供相同或同類產品的獨立第三方的報價。如果唯安科技中國所提供產品的價格及質量與提供相同或同類產品的獨立第三方所提供產品相當或對本集團更為有益，則本集團向其購買精密連接器。

唯安科技中國由CK Telecom Inc.（「CK Telecom」）全資擁有，而CK Telecom由執行董事兼主席及本公司控股股東（如上市規則所定義）何寧寧先生（「何先生」）全資擁有。因此，唯安科技中國根據上市規則屬本公司關連人士。

截至二零一九年十二月三十一日止年度，根據唯安科技中國續期採購協議及唯安科技中國採購補充協議進行的交易總額約為人民幣0元，本年度之年度交易限額為人民幣0元。

### Supply agreement in respect of the supply of camera modules and fingerprint recognition modules to CK Telecom Limited (“Heyuan CK”)

On 13 November 2014, the Company entered into a supply agreement (the “Heyuan CK Master Supply Agreement”) with Heyuan CK, pursuant to which the Group agreed to supply the camera modules to Heyuan CK for the production of its products for a term from 1 January 2014 to 31 December 2016. On 29 December 2014, the Company and Heyuan CK entered into a supplemental supply agreement (the “Heyuan CK Master Supplemental Supply Agreement”) to revise the annual caps of transactions agreed by Heyuan CK Master Supply Agreement. On 16 December 2016, the Company and Heyuan CK renewed the Heyuan CK Master Supply Agreement (the “Renewed Heyuan CK Supply Agreement”), pursuant to which, Heyuan CK agreed to continue to purchase camera modules and fingerprint recognition modules from the Group, for a further term commencing from 1 January 2017 and expiring on 31 December 2019. On 2 June 2017, the Company and Heyuan CK entered into a supplemental supply agreement (the “Supplemental Heyuan CK Supply Agreement I”) to revise the annual caps of transactions under the Renewed Heyuan CK Supply Agreement for the three years ended 31 December 2019 under the Renewed Heyuan CK Supply Agreement. On 13 July 2018, the Company and Heyuan CK entered into a supplemental supply agreement (the “Supplemental Heyuan CK Supply Agreement II”) to revise the annual caps for the transactions under the Supplemental Heyuan CK Supply Agreement I for the three years ending 31 December 2020. On 31 October 2019, the Company and Heyuan CK entered into a supplemental supply agreement (the “Supplemental Heyuan CK Supply Agreement III”) to revise the annual caps for the transactions under the Supplemental Heyuan CK Supply Agreement II for the three years ending 31 December 2021. For details, please refer to the announcement of the Company dated 31 October 2019.

### 有關向西可通信技術設備（河源）有限公司（「河源西可」）供應攝像頭模組和指紋識別模組訂立的供貨協議

於二零一四年十一月十三日，本公司與河源西可訂立供貨協議（「河源西可供應總協議」），據此，本集團同意向河源西可供應攝像頭模組作產品生產用途，期限由二零一四一月一日起至二零一六年十二月三十一日止。於二零一四年十二月二十九日，本公司與河源西可訂立補充供貨協議（「河源西可補充供應總協議」）以修訂河源西可供應總協議所約定的年度交易限額。於二零一六年十二月十六日，本公司與河源西可續期河源西可供應總協議（「河源西可續期供貨協議」），據此，河源西可同意向本集團繼續採購攝像頭模組和指紋識別模組，期限由二零一七年一月一日起至二零一九年十二月三十一日止。於二零一七年六月二日，本公司與河源西可訂立河源西可供貨補充協議（「河源西可供貨補充協議之一」）以修訂河源西可續期供貨協議項下之交易截至二零一九年十二月三十一日止三個年度之年度上限。於二零一八年七月十三日，本公司與河源西可訂立供貨補充協議（「河源西可供貨補充協議之二」）以修訂河源西可供貨補充協議之一項下之交易截至二零二零年十二月三十一日止三個年度之年度上限。於二零一九年十月三十一日，本公司與河源西可訂立供貨補充協議（「河源西可供貨補充協議之三」）以修訂河源西可供貨補充協議之二項下之交易截至二零二一年十二月三十一日止三個年度之年度上限，詳見本公司於二零一九年十月三十一日之公告。



# Directors' Report

## 董事會報告

The price for the camera modules and fingerprint recognition modules supplied by the Group under the Supplemental Heyuan CK Supply Agreement II and Supplemental Heyuan CK Supply Agreement III was determined by reference to the raw material costs and production costs to be incurred by the Group and the profit margin, which is expected to be comparable with the level of profits derived from the Group's sales to independent customers, subject to adjustments arising from the expected quantity, quality, delivery schedule, specifications and market competition.

Heyuan CK is wholly owned by CK Telecom which is in turn wholly owned by Mr. He. As such, Heyuan CK is a connected person of the Company for the purpose of the Listing Rules.

For the year ended 31 December 2019, the total transaction amount under the Supplemental Heyuan CK Supply Agreement II and Supplemental Heyuan CK Supply Agreement III was approximately RMB12,117,000 and the revised annual cap amount for the Year was RMB20,000,000.

本集團根據河源西可供貨補充協議之二及河源西可供貨補充協議之三供應的攝像頭模組和指紋識別模組價格乃參考我們的原材料成本及本集團產生的生產成本以及利潤釐定，而利潤率與向獨立客戶作出的銷售所獲得的溢利水平相當，且根據預計數量、質量、交貨計劃、規格及市場競爭而作出調整。

河源西可由CK Telecom全資擁有，而CK Telecom由何先生全資擁有。因此，河源西可根據上市規則屬本公司關連人士。

截至二零一九年十二月三十一日止年度，根據河源西可供貨補充協議之二及河源西可供貨補充協議之三進行的交易總額約為人民幣12,117,000元，本年度之經修訂的年度交易限額為人民幣20,000,000元。

### Property sub-lease agreement entered into by Chengdu QT, an indirect wholly-owned subsidiary of the Company and Chengdu CK Technology Limited (“Chengdu CK”)

On 6 June 2014, Chengdu QT, an indirect wholly-owned subsidiary of the Company entered into a lease agreement with Chengdu CK (the “Chengdu CK Sub-Lease Agreement”), pursuant to which, Chengdu CK agreed to sub-lease certain portion of the premises situated on the 6th floor, Block 12, Zone C, Tianfu Software Park, No. 219 Tianhua Er Road, Gaoxin District, Chengdu, the PRC (中國成都市高新區天華二路219號天府軟件園C區12棟6層), with total gross area of approximately 242 sq.m. to Chengdu QT for a term from 6 June 2014 to 31 December 2016. On 16 December 2016, Chengdu QT and Chengdu CK renewed the Chengdu CK Sub-Lease Agreement (the “Renewed Chengdu CK Sub-Lease Agreement”), pursuant to which, Chengdu CK agreed to continue to sub-lease certain portion of the premises situated on the 6th floor, Block 12, Zone C, Tianfu Software Park, No. 219 Tianhua Er Road, Gaoxin District, Chengdu, the PRC (中國成都市高新區天華二路219號天府軟件園C區12棟6層), with total gross area of approximately 242 sq.m. to Chengdu QT, for a term commencing from 1 January 2017 and expiring on 31 December 2019. Please refer to the announcement of the Company dated 16 December 2016 for details.

The landlord of the premises sub-leased by Chengdu CK to Chengdu QT is an independent third party, the rent under the Renewed Chengdu CK Sub-Lease Agreement to be paid by Chengdu QT to Chengdu CK is determined with reference to the market rent for similar premises in the vicinity and the rent, utilities and management fees payable by Chengdu CK under the tenancy agreement entered into with the Landlord and on normal commercial terms, and such prices shall be no less favourable to Chengdu QT than is available from independent third parties.

Chengdu CK is a wholly-owned subsidiary of Shenzhen CK, which is in turn owned as to 90.0% by Mr. He and as to 10.0% by Mr. Wang Jianqiang (“Mr. Wang”), an executive Director and the Chief Executive Officer, respectively. As such, Chengdu CK is a connected person of the Company for the purpose of the Listing Rules.

### 有關本公司之間接全資附屬公司成都丘鈦與成都西可科技有限公司(「成都西可」)訂立的物業轉租協議

於二零一四年六月六日，本公司之間接全資附屬公司成都丘鈦與成都西可訂立租賃協議(「成都西可轉租協議」)，據此，成都西可同意將位於中國成都市高新區天華二路219號天府軟件園C區12棟6層的物業之若幹部分總面積約242平方米轉租予成都丘鈦，期限由二零一四年六月六日起至二零一六年十二月三十一日止。於二零一六年十二月十六日，成都丘鈦與成都西可續期成都西可轉租協議(「成都西可續期轉租協議」)，據此，成都西可同意繼續將位於中國成都市高新區天華二路219號天府軟件園C區12棟6層的物業之若幹部分總面積約242平方米轉租予成都丘鈦，期限由二零一七年一月一日起至二零一九年十二月三十一日止，詳見本公司於二零一六年十二月十六日之公告。

成都西可轉租予成都丘鈦之物業之業主為獨立第三方，成都丘鈦根據成都西可續期轉租協議將支付予成都西可的租金乃參考鄰近類似物業之市場租金及成都西可與業主訂立之租賃協議應付之租金、水電及管理費按正常商業條款釐定，向成都丘鈦提供的有關價格不得遜於獨立第三方所提供者。

成都西可為深圳西可之全資子公司，而深圳西可分別由何先生及執行董事兼行政總裁王健強先生(「王先生」)擁有90.0%及10.0%權益。因此，成都西可根據上市規則屬本公司關連人士。

# Directors' Report

## 董事會報告

For the year ended 31 December 2019, the total transaction amount under the Renewed Chengdu CK Sub-Lease Agreement was approximately RMB55,000 and the annual cap amount for the Year was RMB130,680.

### Property lease agreements entered into by Kunshan QT China, an indirect wholly-owned subsidiary of the Company and Van Telecom PRC

Kunshan QT China, an indirect wholly-owned subsidiary of the Company entered into two factory building and dormitories lease agreements (collectively the "Van Telecom PRC Property Lease Agreements") with Van Telecom PRC on 23 June 2016 and 16 September 2016 respectively, pursuant to which, Van Telecom PRC agreed to lease certain factory buildings and worker's dormitories situated on No. 1999 Hanpu Road, Kunshan, Jiangsu Province, the PRC (中國江蘇省昆山市漢浦路1999號) to Kunshan QT China for a term up to 31 December 2018. On 16 December 2016, Kunshan QT China renewed the lease agreements with Van Telecom PRC (the "Renewed Van Telecom PRC Property Lease Agreement"), pursuant to which, Van Telecom PRC agreed to continue to lease certain factory buildings and worker's dormitories situated on No. 1999 Hanpu Road, Kunshan, Jiangsu Province, the PRC (中國江蘇省昆山市漢浦路1999號) to Kunshan QT China for a term commencing from 1 January 2017 and expiring on 31 December 2019. On 13 July 2018, Kunshan QT China and Van Telecom PRC entered into a supplemental property lease agreement (the "Supplemental Van Telecom PRC Property Lease Agreement"), pursuant to which, Van Telecom PRC agreed to lease certain factory buildings and worker's dormitories situated on No. 1999 Hanpu Road, Kunshan, Jiangsu Province, the PRC (中國江蘇省昆山市漢浦路1999號) and part of the additional factories situated on Building No. 3, 1999 Hanpu Road, Kunshan, Jiangsu Province, the PRC (中國江蘇省昆山市漢浦路1999號3號房) to Kunshan QT China, for a term commencing from 1 January 2018 and expiring on 31 December 2020, to revise and supersede the Renewed Van Telecom PRC Property Lease Agreement. For details, please refer to the announcement of the Company dated 13 July 2018.

截至二零一九年十二月三十一日止年度，根據成都西可續期轉租協議進行的交易總額約為人民幣55,000元，本年度之年度交易限額為人民幣130,680元。

### 有關本公司之間接全資附屬公司昆山丘鈦中國與唯安科技中國訂立的物業租賃協議

本公司之間接全資附屬公司昆山丘鈦中國與唯安科技中國分別於二零一六年六月二十三日及二零一六年九月十六日訂立兩份工業廠房與宿舍租賃協議（統稱為「唯安科技中國租賃協議」），據此，唯安科技中國同意將位於中國江蘇省昆山市漢浦路1999號之若干工業廠房及員工宿舍租賃予昆山丘鈦中國，租賃期限至二零一八年十二月三十一日止。於二零一六年十二月十六日，昆山丘鈦中國與唯安科技中國續期租賃協議（「唯安科技中國續期租賃協議」），據此，唯安科技中國同意繼續將位於中國江蘇省昆山市漢浦路1999號之若干工業廠房及員工宿舍租賃予昆山丘鈦中國，期限由二零一七年一月一日起至二零一九年十二月三十一日止。於二零一八年七月十三日，昆山丘鈦中國與唯安科技中國簽訂一份租賃補充協議（「唯安科技中國物業租賃補充協議」），據此，唯安科技中國同意將位於中國江蘇省昆山市漢浦路1999號之若干工業廠房及員工宿舍，及位於中國江蘇省昆山市漢浦路1999號3號房之一部分額外廠房租賃予昆山丘鈦中國，租賃期限為二零一八年一月一日至二零二零年十二月三十一日，以修訂及替代唯安科技中國續期租賃協議，詳見本公司於二零一八年七月十三日之公告。

# Directors' Report

## 董事會報告

The property leased by Van Telecom PRC to Kunshan QT China is its own property, the rent under the Supplemental Van Telecom PRC Property Lease Agreements paid by Kunshan QT China to Van Telecom PRC was determined with reference to the market rent for similar premises in the vicinity and on normal commercial terms, and such prices offered by Van Telecom PRC shall be no less favourable to Kunshan QT China than is available from independent third parties.

Van Telecom PRC is wholly-owned by CK Telecom, which is in turn wholly-owned by Mr. He. As such, Van Telecom PRC is a connected person of the Company for the purpose of the Listing Rules.

For the year ended 31 December 2019, the total transaction amount under the Supplemental Van Telecom PRC Property Lease Agreement was approximately RMB3,191,000 and the annual cap amount for the Year was RMB3,549,600.

### **Purchase agreement in respect of the purchase of voice coil motors, linear motors, bi-directional VCM (“VCM, LM, bi-directional VCM”) and other electronic components from Heyuan Youha Micro Electronic Technology Company Limited (“Heyuan Youhua”, formerly known as Huizhou Youhua Micro Electronic Technology Company Limited)**

On 6 December 2016, the Company entered into a purchase agreement (the “Heyuan Youhua Purchase Agreement”) with Heyuan Youhua, pursuant to which Heyuan Youhua agreed to supply the VCM and LM to the Group for a term from 1 July 2017 to 31 December 2019. On 13 July 2018, the Company and Heyuan Youhua entered into a supplemental purchase agreement (the “Supplemental Heyuan Youhua Purchase Agreement”) to revise the annual caps for the transactions under the Heyuan Youhua Purchase Agreement for the three years ending 31 December 2020, pursuant to which, Heyuan Youhua agreed to supply VCM, LM and bi-directional VCM to the Group. On 31 October 2019, the Company and Heyuan Youhua entered into a supplemental purchase agreement (the “Supplemental Heyuan Youhua Purchase Agreement II”) to revise the annual caps for transactions under the Supplemental Heyuan Youhua Purchase Agreement for the three years ending 31 December 2021. For details, please refer to the announcement of the Company dated 31 October 2019 and 11 November 2019.

唯安科技中國租予昆山丘鈦中國之物業為其自有物業，昆山丘鈦中國根據唯安科技中國物業租賃補充協議支付予唯安科技中國的租金乃參考鄰近類似物業之市場租金按正常商業條款釐定，唯安科技中國向昆山丘鈦中國提供的有關價格不得遜於獨立第三方所提供者。

唯安科技中國由CK Telecom全資擁有，而CK Telecom由何先生全資擁有。因此，唯安科技中國根據上市規則屬本公司關連人士。

截至二零一九年十二月三十一日止年度，根據唯安科技中國物業租賃補充協議進行的交易總額約為人民幣3,191,000元，本年度之年度交易限額為人民幣3,549,600元。

**有關向河源友華微機電科技有限公司（「河源友華」，前稱惠州友華微電子科技有限公司）採購音圈馬達、線性馬達及中置馬達（「音圈馬達、線性馬達及中置馬達」）等電子元器件訂立的採購協議**

於二零一六年十二月六日，本公司與河源友華訂立採購協議（「河源友華採購協議」），據此，河源友華同意向本集團提供音圈馬達及線性馬達，期限由二零一七年七月一日起至二零一九年十二月三十一日止。於二零一八年七月十三日，本公司與河源友華訂立採購補充協議（「河源友華採購補充協議」），以修訂河源友華採購協議項下之交易截至二零二零年十二月三十一日止三個年度之年度上限，據此，河源友華同意向本集團提供音圈馬達、線性馬達及中置馬達。於二零一九年十月三十一日，本公司與河源友華訂立採購補充協議（「河源友華採購補充協議之二」），以修訂河源友華採購補充協議項下之交易截至二零二一年十二月三十一日止三個年度之年度上限，詳見本公司於二零一九年十月三十一日及二零一九年十一月十一日之公告。

# Directors' Report

## 董事會報告

The price for the VCM, LM, bi-directional VCM and other electronic components supplied by Heyuan Youhua under the Supplemental Heyuan Youhua Purchase Agreement II was determined with reference to the price at which comparable types of VCM, LM, bi-directional VCM and other electronic components are sold to the Group by independent suppliers under normal commercial terms in the ordinary course of business, and such price shall be no less favourable to the Group than that were available from independent suppliers. In considering whether to purchase from Heyuan Youhua, the Group sought quotations from at least two independent third parties offering the same or comparable products. The Group purchased the VCM, LM, bi-directional VCM and other electronic components from Heyuan Youhua if the price and quality of the products offered was comparable to or more favourable to the Group than those offered by such independent third parties for the same or comparable products.

Heyuan Youhua is owned as to approximately 0.25% by Mr. Hu Sanmu, an executive Director of the Company, and as to approximately 66.11% by Westalgo Great China, a wholly-owned subsidiary of QT Investment, the controlling shareholder of the Company, which in turn is wholly-owned by Mr. He. As such, Heyuan Youhua is a connected person of the Company for the purpose of the Listing Rules.

For the year ended 31 December 2019, the total transaction amount under the Supplemental Heyuan Youhua Purchase Agreement and Supplemental Heyuan Youhua Purchase Agreement II was approximately RMB110,749,000 and the revised annual cap amount for the Year was RMB130,000,000.

河源友華根據河源友華採購補充協議之二供應的音圈馬達、線性馬達及中置馬達等電子元器件價格乃參考獨立供應商於日常業務過程中按正常商業條款向本集團銷售的同類音圈馬達、線性馬達及中置馬達等電子元器件的價格釐定，且向本集團提供的有關價格不得遜於獨立供應商所提供者。在考慮是否向河源友華購買時，本集團尋求至少兩家提供相同或同類產品的獨立協力廠商的報價。如果河源友華所提供產品的價格及質量與提供相同或同類產品的獨立協力廠商所提供者相當或對本集團更加優惠，則本集團向其購買音圈馬達、線性馬達及中置馬達等電子元器件。

河源友華由本公司執行董事胡三木先生擁有約0.25%權益及由本公司控股股東丘鈇投資之全資附屬公司西緯科技(大中華)有限公司擁有約66.11%權益，而丘鈇投資則由何先生擁有100%權益。因此，河源友華根據上市規則屬本公司關連人士。

截至二零一九年十二月三十一日止年度，根據河源友華採購補充協議及河源友華採購補充協議之二進行的交易總額約為人民幣110,749,000元，本年度之經修訂的年度交易限額為人民幣130,000,000元。

### Purchase agreement in respect of the purchase of flexible printed circuit board and rigid-flex printed circuit boards (“FPCs and Rigid-Flex PCBs”) from C-Flex Electronic (Huangshi) Ltd. (“Huangshi C-Flex Electronic”)

On 2 June 2017, the Company entered into a purchase agreement (the “Huangshi C-Flex Electronic Purchase Agreement”) with Huangshi C-Flex Electronic, pursuant to which Huangshi C-Flex Electronic agreed to supply the FPCs and Rigid-Flex PCBs to the Group for a term from 1 July 2017 to 31 December 2019. On 13 July 2018, the Company and Huangshi C-Flex Electronic entered into a supplemental purchase Agreement (the “Supplemental Huangshi C-Flex Electronic Purchase Agreement”) to revise the annual caps for the transactions under the Huangshi C-Flex Electronic Purchase Agreement for the three years ending 31 December 2020. On 31 October 2019, the Company and Huangshi C-Flex Electronic entered into a supplemental purchase agreement (the “Supplemental Huangshi C-Flex Electronic Purchase Agreement II”) to revise the annual caps for the transactions under the Supplemental Huangshi C-Flex Electronic Purchase Agreement for the three years ending 31 December 2021. For details, please refer to the announcement of the Company dated 31 October 2019 and 11 November 2019.

The price for the FPCs and Rigid-Flex PCBs supplied by Huangshi C-Flex Electronic under the Supplemental Huangshi C-Flex Electronic Purchase Agreement II was determined with reference to the price at which comparable types of FPCs and Rigid-Flex PCBs are sold to the Group by independent suppliers under normal commercial terms in the ordinary course of business, and such price shall be no less favourable to the Group than was available from independent suppliers. In considering whether to purchase from Huangshi C-Flex Electronic, the Group sought quotations from at least two independent third parties offering the same or comparable products. The Group purchased the FPCs and Rigid-Flex PCBs from Huangshi C-Flex Electronic if the price and quality of the products offered was comparable to or more favourable to the Group than those offered by such independent third parties for the same or comparable products.

有關向黃石西普電子有限公司（「黃石西普電子」）購買柔性印刷電路板及軟硬結合型印刷電路板（「柔性印刷電路板及軟硬結合型印刷電路板」）訂立的採購協議

於二零一七年六月二日，本公司與黃石西普電子訂立採購協議（「黃石西普電子採購協議」），據此，黃石西普電子同意向本集團提供柔性印刷電路板及軟硬結合型印刷電路板，期限由二零一七年七月一日起至二零一九年十二月三十一日止。於二零一八年七月十三日，本公司與黃石西普電子訂立採購補充協議（「黃石西普電子採購補充協議」），以修訂黃石西普電子採購協議項下之交易截至二零二零年十二月三十一日止三個年度之年度上限。於二零一九年十月三十一日，本公司與黃石西普電子訂立採購補充協議（「黃石西普電子採購補充協議之二」），以修訂黃石西普電子採購補充協議項下之交易截至二零二一年十二月三十一日止三個年度之年度上限，詳見本公司於二零一九年十月三十一日及二零一九年十一月十一日之公告。

黃石西普電子根據黃石西普電子採購補充協議之二供應的柔性印刷電路板及軟硬結合型印刷電路板價格乃參考獨立供應商於日常業務過程中按正常商業條款向本集團銷售的同類柔性印刷電路板及軟硬結合型印刷電路板的價格釐定，且向本集團提供的有關價格不得遜於獨立供應商所提供者。在考慮是否向黃石西普電子購買時，本集團尋求至少兩家提供相同或同類產品的獨立協力廠商的報價。如果黃石西普電子所提供產品的價格及質量與提供相同或同類產品的獨立協力廠商所提供者相當或對本集團更加優惠，則本集團向其購買柔性印刷電路板及軟硬結合型印刷電路板。

# Directors' Report

## 董事會報告

Huangshi C-Flex Electronic is wholly owned by Shenzhen Handi Venture Capital Investment Co., Ltd., a wholly-owned subsidiary of Shenzhen CK which is in turn owned as to 90.0% by Mr. He and as to 10.0% by Mr. Wang. As such, Huangshi C-Flex Electronic is a connected person of the Company for the purpose of the Listing Rules.

For the year ended 31 December 2019, the total transaction amount under the Supplemental Huangshi C-Flex Electronic Purchase Agreement and the Supplemental Huangshi C-Flex Electronic Purchase Agreement II was approximately RMB101,962,000 and the revised annual cap amount for the Year was RMB130,000,000.

### Purchase agreement in respect of the purchase of connectors and holders (“connectors and holders” from Kunshan KEIRAKU Precision Co.,Ltd (“Kunshan KEIRAKU”))

On 13 July 2018, the Company and Kunshan KEIRAKU entered into a purchase agreement (the “Kunshan KEIRAKU Purchase Agreement”), pursuant to which, Kunshan KEIRAKU agreed to supply to the Group connectors and holders, for a term commencing from 1 January 2018 to 31 December 2020. For details, please refer to the announcement of the Company dated 13 July 2018.

The price for the connectors and holders supplied by Kunshan KEIRAKU under the Kunshan KEIRAKU Purchase Agreement was determined with reference to the price at which comparable types of connectors and holders are sold to the Group by independent suppliers under normal commercial terms in the ordinary course of business, and such price shall be no less favourable to the Group than was available from independent suppliers. In considering whether to purchase from Kunshan KEIRAKU, the Group sought quotations from at least two independent third parties offering the same or comparable products. The Group purchased the connectors and holders from Kunshan KEIRAKU if the price and quality of the products offered was comparable to or more favourable to the Group than those offered by such independent third parties for the same or comparable products.

黃石西普電子由深圳市漢迪創業投資有限公司（其為深圳西可之全資子公司）全資擁有，而深圳西可分別由何先生及王先生擁有90.0%及10.0%權益。因此，黃石西普電子根據上市規則屬本公司關連人士。

截至二零一九年十二月三十一日止年度，根據黃石西普電子採購補充協議及黃石西普電子採購補充協議之二進行的交易總額約為人民幣101,962,000元，本年度之經修訂的年度交易限額為人民幣130,000,000元。

### 有關向昆山惠樂精密工業有限公司（「昆山惠樂」）購買連接器、支架及卡托（「連接器、支架及卡托」）訂立的採購協議

於二零一八年七月十三日，本公司與昆山惠樂訂立採購協議（「昆山惠樂採購協議」），據此，昆山惠樂同意向本集團提供連接器、支架及卡托，期限由二零一八年一月一日起至二零二零年十二月三十一日止，詳見本公司於二零一八年七月十三日之公告。

昆山惠樂根據昆山惠樂採購協議供應的連接器、支架及卡托價格乃參考獨立供應商於日常業務過程中按正常商業條款向本集團銷售的同類連接器、支架及卡托的價格釐定，且向本集團提供的有關價格不得遜於獨立供應商所提供者。在考慮是否向昆山惠樂購買時，本集團尋求至少兩家提供相同或同類產品的獨立協力廠商的報價。如果昆山惠樂所提供產品的價格及質量與提供相同或同類產品的獨立協力廠商所提供者相當或對本集團更加優惠，則本集團向其購買連接器、支架及卡托。

# Directors' Report

## 董事會報告

Kunshan KEIRAKU is owned as to 97% by Kunshan KEIRAKU (Hong Kong) Limited, which is in turn wholly-owned by QT Investment, the Controlling Shareholder of the Company (as defined in the Listing rules). Accordingly, Kunshan KEIRAKU is a connected person of the Company under the Listing Rules.

昆山惠樂由Kunshan KEIRAKU (Hong Kong) Limited擁有97%權益，而Kunshan KEIRAKU (Hong Kong) Limited則由本公司控股股東（如上市規則所定義）丘鈇投資全資擁有。因此，根據上市規則，昆山惠樂為本公司之關連人士。

For the year ended 31 December 2019, the total transaction amount under the Kunshan KEIRAKU Purchase Agreement was approximately RMB82,000 and the annual cap amount for the Year was RMB9,000,000.

截至二零一九年十二月三十一日止年度，根據昆山惠樂採購協議進行的交易總額約為人民幣82,000元，本年度之年度交易限額為人民幣9,000,000元。

The INEDs have reviewed the aforesaid continuing connected transactions of the Company and confirmed that such transactions have been:

本公司獨立非執行董事已審閱及確認，本公司的上述持續關連交易：

- (i) entered into in the ordinary and usual course of business of the Group;
- (ii) entered into on normal and fair commercial or better terms;
- (iii) entered into in accordance with the agreements governing them on terms that are fair and reasonable for the interests of Shareholders as a whole; and
- (iv) the total annual transaction amount of the Year has not exceeded the annual cap.

- (i) 屬於本集團的日常業務；
- (ii) 交易已簽訂正常公允的商業條款或更佳條款；
- (iii) 按照具有對股東的整體利益公平及合理的條款之協議簽訂；及
- (iv) 本年度之年度交易總額並未超過年度限額。

The independent auditor of the Company was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and by reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The independent auditor of the Company has issued an unqualified letter containing its findings and conclusions in respect of the continuing connected transactions disclosed by the Group in this section in accordance with Rule 14A.56 of the Listing Rules. A copy of the relevant independent auditor's letter has been provided by the Company to the Stock Exchange.

本公司獨立核數師已獲委聘遵照香港會計師公會頒佈的香港鑒證業務準則第3000號「歷史財務信息審計或審閱以外的鑒證業務」，並參照實務說明第740號「香港上市規則規定的持續性關連交易的審計師函件」，就本集團的持續關連交易作出報告。本公司獨立核數師已根據上市規則第14A.56條的規定發出載有其有關本集團於本章內所披露持續關連交易的發現及結論的無保留意見函件。本公司已將獨立核數師函件副本呈交予聯交所。



# Directors' Report

## 董事會報告

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association of the Company or the laws of the Cayman Islands, which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

### SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company, and so far as the Directors are aware of, the Company has maintained a sufficient public float as required by the Listing Rules during the Year and up to the latest practicable date prior to the date of this report.

### DIRECTORS' COMPETING BUSINESS

A deed of non-competition (the "Deed of Non-Competition") was entered into by Mr. He Ningning, the Chairman and an executive Director and QT Investment (a company wholly-owned by Mr. He Ningning) (collectively, the "Controlling Shareholders") in favour of the Company on 13 November 2014, pursuant to which each of the Controlling Shareholders will not, and will procure its/his close associates (other than members of the Group) not to directly or indirectly be involved in or undertake any business (other than the Group's business) that directly or indirectly competes, or may compete, with the Group's business or undertaking, or hold shares or interest in any companies or business that compete directly or indirectly with the business engaged by the Group from time to time except where the Controlling Shareholders hold less than 5% of the total issued share capital of any company (whose shares are listed on the Stock Exchange or any other stock exchange) which is engaged in any business that is or may be in competition with any business engaged by any member of the Group and they do not control 10% or more of the composition of the Board.

The Company has received the annual written confirmation from the Controlling Shareholders in respect of the compliance and enforcement of the terms of the Deed of Non-Competition by the Controlling Shareholders during the Year.

### 優先購買權

根據本公司組織章程細則或開曼群島相關法律，概無條文規定本公司須按比例向現有股東發售新股之優先購買權。

### 足夠之公眾持股量

根據本公司可從公眾渠道獲得之資料及就董事所知，於本年度至本報告發佈之日之前的最後實際可行日期，本公司一直維持上市規則規定的足夠之公眾持股量。

### 董事之競爭業務

主席兼執行董事何寧寧先生及丘鈇投資（一間由何寧寧先生全資擁有的公司）（統稱「控股股東」）於二零一四年十一月十三日簽訂了對本公司有利的不競爭契據（「不競爭契據」），據此各控股股東將不會並將促使其緊密聯繫人（本集團成員公司除外）不直接或間接參與或進行任何與我們的業務或事業直接或間接構成競爭或可能構成競爭的業務（我們的業務除外），或於任何直接或間接與本集團不時從事的業務構成競爭的公司或業務持有股份或權益，惟控股股東於任何從事與本集團任何成員公司所從事的任何業務存在或可能存在競爭的業務的任何公司（其股份於聯交所或任何其他證券交易所上市）持有已發行股本總額少於5%，且對我們的董事會組成的控制權未達10%或以上者除外。

於本年度，本公司已收取來自控股股東就控股股東符合及執行不競爭契據之年度書面確認函。

# Directors' Report

## 董事會報告

The INEDs have reviewed the Deed of Non-Competition entered into by the Controlling Shareholders as to whether the Controlling Shareholders had abided by the Deed of Non-Competition. The INEDs confirmed that the Controlling Shareholders had not been in breach of the Deed of Non-Competition during the Year.

Apart from the business of the Group, none of the Directors or their respective associates had engaged in or had any interest in any business which competed or might compete with the business of the Group during the Year.

### PROFESSIONAL TAX ADVICE RECOMMENDED

If the Shareholders of the Company are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or the exercise of any rights in relation to the Shares of the Company, they are advised to consult a professional adviser.

### INDEPENDENT AUDITORS

Upon the recommendation of the Audit Committee, the Board has resolved that a resolution will be proposed at the forthcoming AGM to re-appoint KPMG, Certified Public Accountants as the independent auditor of the Company.

On behalf of the Board  
**He Ningning**  
*Chairman*

Hong Kong, 13 April 2020

獨立非執行董事已就控股股東是否遵守彼等簽訂之不競爭契據審閱不競爭契據。獨立非執行董事確認控股股東於本年度並無違反不競爭契據。

除本集團業務外，本年度概無董事或彼等各自聯繫人參與任何與本集團業務競爭或可能競爭的業務或於其中擁有任何權益。

### 建議之專業稅務意見

如本公司股東未能確定購買、持有、出售、處理或行使本公司有關股份之任何權利之稅務影響，謹請彼等諮詢專業人士。

### 獨立核數師

應審核委員會之推薦，董事會決議同意，於應屆股東週年大會上將就續聘畢馬威會計師事務所（執業會計師）為本公司之獨立核數師提呈決議案。

代表董事會  
主席  
**何寧寧**

香港，二零二零年四月十三日

# Corporate Governance Report

## 企業管治報告

The Company is committed to fulfilling its responsibilities to the Company's Shareholders and protecting and enhancing Shareholders' value through good corporate governance.

The Directors of the Company recognise the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of the Group so as to achieve effective accountability.

### CORPORATE GOVERNANCE PRACTICES

The Company has complied with all applicable code provisions as set out in the Corporate Governance Code (the "CG Code") as contained in Appendix 14 to the Listing Rules during the Year.

### SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct governing the securities transactions by the Directors. Following a specific enquiry made by the Company on the Directors, all Directors have confirmed that they had complied with the required standard set out in the Model Code during the Year.

本公司致力於履行其對本公司股東應負之責任，透過採用良好的企業管治保障及增加股東價值。

本公司董事認為在本集團管理架構及內部監控程序引進良好企業管治元素乃非常重要，藉以達致有效的問責性。

### 企業管治常規

本公司於本年度已遵照上市規則附錄十四所載企業管治守則（「企管守則」）所載的所有適用守則條文。

### 董事進行證券交易

本公司已採納上市規則附錄十所載的上市發行人董事進行證券交易的標準守則（「標準守則」）作為其董事進行證券交易的行為守則。經本公司向董事作出具體查詢後，全體董事確認彼等於本年度已遵照標準守則所規定之準則。

# Corporate Governance Report

## 企業管治報告

### BOARD OF DIRECTORS

#### Responsibilities

The Board is primarily responsible for overseeing and supervising the management of the business affairs and the overall performance of the Group. The Board sets the Group's values and standards and ensures that the requisite financial and human resources support are in place for the Group to achieve its objectives. The functions performed by the Board include but are not limited to formulating the Group's business plans and strategies, deciding all significant financial (including major capital expenditure) and operational issues, developing, monitoring and reviewing the Group's corporate governance and all other functions reserved to the Board under the Company's articles of association (the "Articles of Association"). The Board has established Board committees and has delegated to these Board committees various responsibilities as set out in their respective terms of reference which are published on the respective websites of the Stock Exchange and the Company. The Board may from time to time delegate certain functions to management of the Group if and when considered appropriate. The management is mainly responsible for the execution of the business plans, strategies and policies adopted by the Board and assigned to it from time to time.

The Directors have full access to information of the Group and are entitled to seek independent professional advice in appropriate circumstances at the Company's expense.

#### Composition

The Company is committed to the view that the Board should include a balanced composition of executive and independent non-executive Directors so that there is a strong independent element on the Board, which can effectively exercise independent judgment.

### 董事會

#### 職責

董事會主要負責監管及監督本集團之業務事宜管理及整體表現。董事會設定本集團的價值及標準，並確保具備必須的財務及人力資源，使本集團得以實現其宗旨目標。董事會履行的職能包括但不限於制訂本集團業務計劃及策略、決定所有重大財務（包括主要的資本支出）及營運事項，發展、監察及審查本集團的企業管治及所有其他根據本公司組織章程細則（「組織章程細則」）須經由董事會負責的職能。董事會轄下已設立董事委員會，並向該等董事委員會轉授其各自職權範圍載列之各項責任。該等董事會委員各自的職權範圍分別於聯交所及本公司網站刊發。董事會可於其認為適當之時不時授予本集團管理人員若干職能。管理人員主要負責執行董事會採用及並不時獲指派的業務計劃、策略及政策。

董事可於適當之情況下取閱本集團之資料並有權徵詢獨立專業意見，費用由本公司支付。

#### 組成

本公司致力秉持董事會應包括適當比例的執行董事及獨立非執行董事，致使董事會具備高度獨立性以能有效作出獨立判斷。

# Corporate Governance Report

## 企業管治報告

During the Year and up to the date of this report, the Board comprises the following six Directors:

### Executive Directors

Mr. He Ningning (*Chairman*)  
Mr. Wang Jianqiang (*Chief Executive Officer*)  
Mr. Hu Sanmu

### Independent Non-executive Directors (the “INEDs”)

Mr. Ko Ping Keung  
Mr. Ng Sui Yin  
Mr. Chu Chia-Hsiang

The biographical details of each of the Directors are set out in the section headed “Biographical Details of Directors and Senior Management” of this annual report.

Mr. He Ningning, the chairman of the Board (the “Chairman”) and an executive Director, is the step-brother of Mr. Wang Jianqiang, the Chief Executive Officer of the Group and an executive Director. Save as aforesaid, there was no financial, business, family or other material relationship among the Directors.

The INEDs have brought a wide range of business and financial expertise, experience and independent judgment to the Board. Through active participation in the Board meetings and serving on various Board committees, all INEDs will continue to make various contributions to the Company.

Throughout the Year, the Company had appointed three INEDs, representing half of the Board members, and has met the requirement of the Listing Rules that the number of INEDs must represent at least one-third of the Board members, and met the requirement that at least one of the INEDs has appropriate professional qualifications or accounting or related financial management expertise.

於本年度及直至本報告日期，董事會包括以下六名董事：

### 執行董事

何寧寧先生 (主席)  
王健強先生 (行政總裁)  
胡三木先生

### 獨立非執行董事 (「獨立非執行董事」)

高秉強先生  
吳瑞賢先生  
初家祥先生

各董事的履歷資料列載於本年度報告「董事及高級管理層之履歷詳情」內。

董事會主席 (「主席」) 兼執行董事何寧寧先生為本集團行政總裁及執行董事王健強先生的繼兄。除上文所述，董事之間並無財務、業務、家族或其他重大關係。

獨立非執行董事為董事會帶來淵博的經營及財務專業知識、經驗及獨立判斷。通過積極參與董事會議，供職於各董事委員會，全體獨立非執行董事將繼續為本公司做出種種貢獻。

本公司於本年度委任三名獨立非執行董事 (相當於一半董事會成員)，並符合上市規則規定，即獨立非執行董事的人數須佔董事會成員人數的至少三分之一，及符合至少有一名獨立非執行董事具備適當專業資格或會計或相關財務管理專業知識的規定。

# Corporate Governance Report

## 企業管治報告

The Company has received an annual confirmation in writing from each of the INEDs pursuant to Rule 3.13 of the Listing Rules. As at the date of this report (i.e. 13 April 2020), QT Investment, the controlling shareholder of the Company, held 1,816,016 shares in issued of Smartsens Technology (Cayman) Co., Limited (“Smartsens”), a private company, representing approximately 1.31% of the total issued shares of Smartsens as at the date of this report. Smartsens is a company engaging in development of semiconductor solutions, which was founded on 9 March 2017 and registered in the British Cayman Islands. Mr. Ko Ping Keung, an INED of the Company, owns approximately 7.62% equity interests in the ordinary shares or preference shares of Smartsens personally or through a company under his management; WK Innovation Ltd. (普訊創新股份有限公司) (a venture capital company, where an INED, Mr. Chu Chia-Hsiang, currently works as a director) held directly and indirectly approximately 4.63% of preference shares of Smartsens. Mr. Ko Ping Keung and Mr. Chu Chia-Hsiang also serve as directors of Smartsens, but do not participate in specific operations of Smartsens. As at the date of this report, the Group has no significant business dealings or major commercial transactions with Smartsens. The Company considers that: (i) the controlling shareholder of the Company holds a very low proportion of shares in Smartsens and does not have any significant business dealings with Smartsens; (ii) the aggregate of shareholdings in Smartsens held by Mr. Ko Ping Keung and Mr. Chu Chia-Hsiang personally or through their companies is only 12.25% and the aggregate of voting rights of the board of directors of Smartsens is less than one-half, they do not participate in and cannot determine the daily operation management of Smartsens; and (iii) Mr. Ko Ping Keung and Mr. Chu Chia-Hsiang do not rely on the investment in Smartsens as their major source of income. Therefore, the Company believes that the investment of QT Investment (the controlling shareholder of the Company) in Smartsens does not affect the independence of Mr. Ko Ping Keung and Mr. Chu Chia-Hsiang as INEDs of the Company. Based on the above circumstances and the confirmations submitted by each of the INEDs, the Company considers that all the INEDs are independent and have met the independence guidelines set out in Rule 3.13 of the Listing Rules during the Year and up to the date of this report.

本公司已收取來自各獨立非執行董事因應上市規則第3.13條規定而以書面形式提交之年度確認書。截至本報告日期（即二零二零年四月十三日），本公司之控股股東丘鈇投資持有私人公司 Smartsens Technology (Cayman) Co., Limited（「Smartsens」）1,816,016股已發行股份，佔本報告日期Smartsens已發行總股份的比例約為1.31%。Smartsens是一家從事半導體方案開發的公司，成立於二零一七年三月九日，註冊地為英屬開曼群島。本公司獨立非執行董事高秉強先生自身或通過其管理的公司持有Smartsens共約7.62%的普通股或優先股股權；本公司獨立非執行董事初家祥先生任職董事的風險投資公司普訊創新股份有限公司直接及間接持有Smartsens共約4.63%的優先股股權。高秉強先生和初家祥先生亦擔任Smartsens的董事，但並不參與Smartsens的具體經營。截至本報告日期，本集團並未與Smartsens有任何重大業務往來或重大商業交易。本公司考慮到：(i)本公司控股股東持有Smartsens的股權比例極低，亦與Smartsens沒有任何重大業務往來；(ii)高秉強先生和初家祥先生自身或任職的公司在Smartsens的合併持股僅為12.25%，合併擁有在Smartsens董事會的表決權未達二分之一，並不參與亦無法決定Smartsens的日常運營管理；及(iii)高秉強先生和初家祥先生並不依賴於Smartsens的投資作為主要經濟或收入來源。因此，本公司認為控股股東丘鈇投資在Smartsens的投資並不影響高秉強先生和初家祥先生擔任本公司獨立非執行董事的獨立性。基於上述情況及各獨立非執行董事提交的該等確認書，本公司認為，於本年度及直至本報告日期，全體獨立非執行董事均具獨立性且已遵守上市規則第3.13條所設定的獨立指引。

# Corporate Governance Report

## 企業管治報告

As at 31 December 2019, there was no Director who held directorships in each other's companies nor had significant relationships with other directors by participating in other companies or groups.

As at 31 December 2019, Mr. Ko Ping Keung held 200,000 Shares of the Company, representing approximately 0.02% of the issued Shares of the Company. During the Year, none of the INEDs held more than 1% of the number of issued Shares of the Company.

Each of the INEDs has been appointed for a term of three years, which is subject to retirement and re-election in accordance with the Listing Rules, the Articles of Association of the Company and the applicable laws in the Cayman Islands.

During the Year, the Chairman has held one meeting with INEDs without the presence of the executive Directors.

Proper insurance coverage in respect of potential legal actions against the Directors' liability has been arranged by the Company.

### Directors' Time and Directorship Commitments

The Directors have confirmed that they have devoted sufficient time and attention to the affairs of the Company during the Year and have disclosed to the Company at least twice a year the number, identity and nature of their positions in listed public companies or institutions are listed in Hong Kong or overseas, as well as other significant commitments.

As at 31 December 2019, there was no director who had held directorships in more than seven public companies, including the Company.

於二零一九年十二月三十一日，概無董事相互擔任對方公司的董事職務或透過參與其他公司或團體與其他董事有重大聯繫的情形。

於二零一九年十二月三十一日，高秉強先生持有200,000股本公司股份，佔本公司已發行股份總數之約0.02%。本年度，概無獨立非執行董事持有本公司已發行股份數目超過1%。

各獨立非執行董事的任期均為期三年，並須根據上市規則、本公司組織章程細則及開曼群島適用法律退任及重選。

於本年度，主席已與獨立非執行董事舉行一次無執行董事列席之會議。

本公司已就董事可能面對之法律訴訟作適當投保安排。

### 董事付出的時間及董事承擔

董事已確認於本年度內投入了充分時間和關注本公司事務，並且每年至少兩次向本公司披露他們於香港或其他海外上市的公眾公司或機構擔任職務的數量、身份和性質，以及其他重大承擔。

於二零一九年十二月三十一日，概無董事在超過七間公眾公司（包括本公司在內）擔任董事職務。

# Corporate Governance Report

## 企業管治報告

### Directors' Continuing Professional Development

During the Year, each of the Directors (namely Mr. He Ningning, Mr. Wang Jianqiang, Mr. Hu Sanmu, Mr. Ko Ping Keung, Mr. Ng Sui Yin and Mr. Chu Chia-Hsiang) have complied with the requirements of the Code Provision A6.5 of the CG Code, have participated in relevant continuing professional development and training, including special training on amendments to the provisions of the Listing Rules, special training on acquisition and disposal and external training on enterprise development management at the Company's expense, and all Directors have been requested to provide the Company with their training records.

In addition, the Company has from time to time provided briefings to all Directors to develop and refresh their duties and responsibilities.

### Meetings of the Board and Directors' Attendance Records

During the Year, the Board held 17 meetings in total (i.e. on 15 January 2019, 26 February 2019, 8 March 2019, 25 March 2019, 1 April 2019, 26 April 2019, 29 April 2019, 14 June 2019, 21 June 2019, 26 June 2019, 12 July 2019, 2 August 2019, 12 August 2019, 31 October 2019, 11 December 2019, 18 December 2019 and 30 December 2019 respectively) with notice given to the Directors at least 14 days in advance(excluding the interim meetings). Before each Board meeting, an agenda and the accompanying Board papers have been sent to all Directors at least three days before the intended date of the Board meeting or such other period as agreed in advance. The company secretary of the Company (the "Company Secretary") is responsible for keeping all Board meeting's minutes. The draft and final versions of the minutes have been circulated to the Directors for comments and record within a reasonable time after each meeting and the final version is open for the Directors' inspection.

### 董事持續專業發展

於本年度，各董事（即何寧寧先生、王健強先生、胡三木先生、高秉強先生、吳瑞賢先生及初家祥先生）均已遵守企管守則條文A6.5條之規定，參與了有關持續專業發展及培訓，培訓內容包括有關上市規則條文修訂的專題培訓、關於收購及出售的專題培訓及企業管理發展相關的外部培訓等，費用由本公司承擔及全體董事已被要求向本公司提供其培訓記錄。

此外，本公司已不時向全體董事提供簡報，使董事得以發展及實時瞭解其職責及責任。

### 董事會會議及董事出席記錄

於本年度，董事會共舉行十七次會議，分別於二零一九年一月十五日、二零一九年二月二十六日、二零一九年三月八日、二零一九年三月二十五日、二零一九年四月一日、二零一九年四月二十六日、二零一九年四月二十九日、二零一九年六月十四日、二零一九年六月二十一日、二零一九年六月二十六日、二零一九年七月十二日、二零一九年八月二日、二零一九年八月十二日、二零一九年十月三十一日、二零一九年十二月十一日、二零一九年十二月十八日及二零一九年十二月三十日，並最少於會議十四天前向董事發出通知（臨時會議除外）。於每次董事會會議前，最少於董事會會議預定日期三天前或事前協定期間前向全體董事發出議程及隨附董事會文件。本公司公司秘書（「公司秘書」）負責保管所有董事會會議記錄。於每次會議後，於合理期間內提供記錄稿本及最終定稿予董事傳閱及記錄，以便董事給予意見，而最終確認版本可公開供董事查閱。



# Corporate Governance Report

## 企業管治報告

The attendance of each Director at the Board meetings and general meeting during the Year is as follows:

各董事於本年度出席董事會及股東大會會議記錄如下：

Name of Directors	董事姓名	Meetings attended/ Eligible to attend 出席次數／有資格出席	
		Board 董事會	General Meeting 股東大會
<b>Executive Directors</b>			
Mr. He Ningning ( <i>Chairman</i> )	何寧寧先生 (主席)	17/17	1/1
Mr. Wang Jianqiang ( <i>Chief Executive Officer</i> )	王健強先生 (行政總裁)	17/17	1/1
Mr. Hu Sanmu	胡三木先生	17/17	1/1
<b>INEDs</b>			
Mr. Ko Ping Keung	高秉強先生	17/17	1/1
Mr. Ng Sui Yin	吳瑞賢先生	17/17	1/1
Mr. Chu Chia-Hsiang	初家祥先生	17/17	1/1

During the Year, as part of the commitment to best practices, all Directors have participated in the discussions in respect of certain business development of the Group through electronic means of communication, such as E-mail and instant messaging software. Such arrangement ensured fast and timely provision of information to Directors, to supplement the formal Board meetings.

於本年度內，作為奉行最佳常規的部分工作，全體董事透過電子通訊方式（如電子郵件及即時通訊軟件等）積極參與有關本集團若干業務發展的討論。該安排確保可迅速及適時地向董事提供資料，以補足正規的董事會會議。

In addition, to meet the requirement of keeping up with the Group's business performance by the Directors, a monthly management report, which contained the financial performance and key business issues of the Group, was provided to the Directors by the management of the Company on a monthly basis throughout the Year. Director can contact the management of the Company individually and independently to get more information of the Group.

此外，為滿足董事會及時瞭解本集團的業務表現的需求，本公司管理層于本年度每月向董事提供月度管理報告，涵蓋公司的財務狀況及業務關鍵問題。全體董事均可個別及獨立接觸本公司管理層人員以瞭解更多本集團資訊。

# Corporate Governance Report

## 企業管治報告

### Board Diversity Policy

The Board has adopted a policy of the Board diversity (the “Board Diversity Policy”) with all measurable objectives set for implementing the same.

### Summary of Board Diversity Policy

#### A. Purpose

To ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business.

#### B. Nomination and appointment

The Nomination Committee will identify eligible candidates on merit basis based on the Company’s daily business needs while taking into account the benefit of diversity of the members of the Board.

#### C. Measurable objectives

Selection of candidates to the Board will be based on a range of diversity, including but not limited to gender, age, language, cultural background, educational background, industry experience and professional experience.

#### D. Monitoring and reporting

The Nomination Committee will disclose the composition of the Board in the Company’s Corporate Governance Report each year and monitor the implementation of this policy.

#### E. Reviewing this policy

The Nomination Committee will review this policy in due course to ensure that this policy is effective. The Nomination Committee will review this policy and the measurable objectives at least annually, or as appropriate, to ensure the continued effectiveness of the Board.

### 董事會多元化政策

董事會已採納董事會多元化政策（「董事會多元化政策」），並就推行相同政策制定所有可衡量宗旨。

### 董事會多元化政策摘要

#### A. 目的

確保董事會具備適用於本公司業務要求的技巧、經驗及思維多元化之平衡配套。

#### B. 提名與委任

提名委員在以用人唯才為原則，以日常的業務需求為基準，並在考慮董事會成員多元化的裨益的基礎上，物色合資格的候選人。

#### C. 可計量的目標

甄選董事會人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、語言、文化背景、教育背景、行業經驗及專業經驗。

#### D. 監察及彙報

提名委員會將每年在本公司《企業管治報告》中披露董事會組成，並監察本政策的執行。

#### E. 檢討本政策

提名委員會將在適當時候檢討本政策，以確保本政策行之有效。提名委員會將至少每年，或在適當時候，檢討本政策與可計量目標，以確保董事會持續行之有效。

# Corporate Governance Report

## 企業管治報告

### Board Member Diversity

The Nomination Committee comprehensively considered the gender, age, region, cultural background, industry experience and professional experience of the Board members. The detailed analysis of the relevant factors for Directors is as follows:

### 董事會成員多元化情況

提名委員會綜合考慮了董事會成員的性別、年齡、地區、文化背景、行業經驗及專業經驗等因素，董事就相關因素組合分析的詳細情況如下：

Factors 因素	Categories 類別	Person-time/the number of the Board members 人次／董事會成員人數	
Age group 年齡組別	30-45 years old 30-45周歲	1/6	
	46-60 years old 46-60周歲	4/6	
	61-75 years old 61-75周歲	1/6	
	Region 地區	Mainland China 中國大陸	2/6
	Hong Kong, China 中國香港	3/6	
Taiwan, China 中國台灣	1/6		
Identity 身份	Executive Director 執行董事	3/6	
	Independent Non-executive Director 獨立非執行董事	3/6	
Profession(Note) 專業(附註)	Engineering/Technology 工程／技術	2/6	
	Accounting 會計	1/6	
	Management 管理	3/6	
Expertise(Note) 專長(附註)	Electrical and electronics related industry experience 電氣及電子相關行業經驗	3/6	
	Science technology 科技	4/6	
	Other industry experience (banking/finance/energy) 其他行業經驗(銀行／金融／能源)	2/6	
	Corporate administration 企業行政	6/6	
	Board members of other listed companies 其他上市公司董事會成員	2/6	

Note: Directors can have various professional backgrounds and expertise 附註：董事可以擁有多個專業背景及專長

# Corporate Governance Report

## 企業管治報告

### Director Nomination Policy

The Company has developed and adopted a nomination policy for directors (the “Nomination Policy”), under which appointment of new Directors or re-election of Directors have been carefully considered as required by the Nomination Policy and based on formal procedures. A summary of the Nomination Policy of the Company is set out below:

#### A. Purpose

The Nomination Policy is aimed to set out the procedures and criteria for nominating director candidates of the Company to ensure that all nominations for the Board members are fair and transparent, thereby facilitating the efficient and balanced development of the Board.

#### B. Nomination procedures

1. The Secretary of the Nominating Committee collects and analyses the necessary personal data submitted by candidates.
2. The Chairman of the Nomination Committee will convene a meeting of the Nomination Committee or circulate a resolution in writing to the members of the Nomination Committee to consider matters in accordance with its terms of reference.
3. For filling a casual vacancy to the Board or as an addition to the Board, the Nomination Committee will conduct the relevant selection process (coupled with the relevant selection criteria) against the nominated candidate and make recommendations to the Board for consideration, and the Board will then make a decision as to whether the nominated candidate shall be eligible to be appointed as a director of the Company.

### 董事提名政策

本公司已制定並採納董事提名政策（「提名政策」），依據提名政策的規定經審慎考慮並按正式程序委任新董事或重選董事。本公司提名政策之摘要列載如下：

#### A. 目的

提名政策旨在列明提名本公司董事候選人之程序及標準，以確保董事會成員的所有提名屬公平及透明，從而促進董事會高效平衡發展。

#### B. 提名程序

1. 提名委員會秘書收集及分析候選人所提交的必要的個人資料。
2. 提名委員會主席將召開提名委員會會議或向提名委員會成員傳閱書面決議案，以根據職權範圍考慮有關事項。
3. 填補董事會的臨時空缺或為董事會增補董事時，提名委員會將對獲提名的候選人執行相關甄選程序（連同相關甄選標準），並向董事會提出推薦意見以供考慮，而董事會屆時將決定獲提名的候選人是否有資格獲委任為本公司董事。

# Corporate Governance Report

## 企業管治報告

4. For re-appointing a director of the Company, the Nomination Committee will conduct the relevant selection process (coupled with the relevant selection criteria) against the Director proposed to be re-appointed and make recommendations to the Board for consideration, and the Board will then make a decision as to whether the Director shall be eligible to be re-appointed as a Director of the Company. If the Director proposed to be re-elected is an INED who has served the Board for more than 9 years, the Nomination Committee shall also assess whether the INED has remained independent in the context of the Listing Rules and should be re-elected at the next general meeting of the Company and make recommendations to the Board for consideration.

### C. Selection Criteria

The factors listed below would be considered by the Nomination Committee in assessing the suitability of a proposed candidate:

- reputation for integrity
- professional knowledge and industry experience which may be relevant to the Company
- commitment in respect of available time
- Board member diversity, including not limited to the gender, age, ethnicity, language, cultural and educational background, industry experience and professional experience
- In case of a candidate for an INED of the Company, the independence of such candidate will be assessed

4. 於重選本公司董事時，提名委員會將對擬獲重選董事執行相關甄選程序（連同相關甄選標準），並向董事會提出推薦意見以供考慮，而董事會屆時將決定董事是否有資格獲重新委任為本公司董事。若擬獲重選的董事為出任董事會逾9年的獨立非執行董事，則提名委員會亦應評估該獨立非執行董事就上市規則而言是否仍屬獨立及應否於本公司下屆股東大會上膺選連任，並向董事會提出推薦意見以供考慮。

### C. 甄選標準

於評估提名候選人適合與否時，提名委員會將考慮下列因素：

- 誠信信譽
- 與本公司相關的專業知識及行業經驗
- 可投入的時間
- 董事會成員多元化，包括但不限於性別、年齡、種族、語言、文化及教育背景、行業經驗和專業經驗
- 就本公司獨立非執行董事候選人而言，將予評估有關候選人的獨立性

# Corporate Governance Report

## 企業管治報告

### D. Board's decision

The entire Board is ultimately responsible for the selection and appointment or recommendation (as the case may be) of candidates for the Company's directorship, and accordingly, shall consider the recommendations from the Nomination Committee and make a decision as to:

1. In relation to new appointment, whether the nominated candidate shall be eligible to be appointed as a director of the Company to fill a casual vacancy or as an addition to the Board, or (as the case may be) to be nominated and recommended to the Company's shareholders for consideration at a general meeting of the Company; and
2. In relation to re-appointment, whether the director shall be eligible to be reappointed as a director of the Company, and (if such director is an INED of the Company who has served the Board for more than 9 years and whose re-appointment shall be subject to a separate resolution to be approved by the Company's shareholders under the Listing Rules) whether such INED has remained independent in the context of the Listing Rules and should be re-elected at the next general meeting of the Company.

During the Year, the Nomination Committee held one meeting, and among other things, reviewed the structure, size, composition and diversity of members of the Board, assessed the independence of the INEDs and recommended to the Board for consideration the re-appointment of all the retiring Directors as Directors at the annual general meeting of the Company held on 24 May 2019 (the "2019 AGM").

### D. 董事會的決定

全董事會最終負責本公司董事的甄選及委任或建議（視情況而定），故將考慮提名委員會的建議並就下列內容作出決定：

1. 就新委任而言，獲提名候選人是否有資格獲委任為本公司董事以填補董事會的臨時空缺或為董事會增補董事，或（視情況而定）將於本公司股東大會上獲提名及獲推薦予本公司股東以供考慮；及
2. 就重新委任而言，董事是否有資格獲重新委任為本公司董事，及（倘有關董事為出任董事會逾9年的獨立非執行董事，其重新委任受制於根據上市規則經本公司股東批准的獨立決議案）有關獨立非執行董事就上市規則而言是否仍屬獨立及應否於本公司下屆股東大會上膺選連任。

於本年度，提名委員會已召開一次會議，（其中包括）審查董事會的結構、規模、組成及董事會成員多樣性，評估獨立非執行董事的獨立性及於二零一九年五月二十四日舉行之本公司股東週年大會（「二零一九年股東週年大會」）上向董事會推薦考慮重新委任全體退任董事為董事。

# Corporate Governance Report

## 企業管治報告

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

### 主席及行政總裁

The roles of the Chairman and the Chief Executive Officer are separate and performed by different individuals to ensure a balance of power and authority so that power is not concentrated in any one individual. Mr. He Ningning, Chairman, is responsible for the management of the Board while Mr. Wang Jianqiang, Chief Executive Officer, is responsible for managing the Group's business and overall operations. There is a clear division of responsibilities between Chairman and Chief Executive Officer.

主席及行政總裁負責不同任務及由不同人士擔當，以確保權力及授權之平衡，使任何單一人士不能包攬全部權力。主席何寧寧先生負責董事會管理，而行政總裁王健強先生負責管理本集團業務及整體運作。主席與行政總裁各自之責任顯然有別。

### BOARD COMMITTEES

### 董事會轄下委員會

The Board has established four Board committees, namely the Audit Committee, the Remuneration Committee, the Nomination Committee and the Risk Management Committee, to oversee particular aspects of the Company's affairs. The Board committees are provided with sufficient resources to discharge their duties.

董事會已設立轄下四個委員會，即審核委員會、薪酬委員會、提名委員會及風險管理委員會，以專門監控本公司不同方面之指定事項。董事會轄下委員會均獲提供履行其各自職責之充分資源。

The written terms of reference for the Board committees are posted on the respective websites of the Stock Exchange and the Company.

董事會轄下委員會之書面職權範圍分別刊登於聯交所及本公司網站上。

#### Audit Committee

#### 審核委員會

The Audit Committee was established with written terms of reference in compliance with the CG Code. It comprises three INEDs, namely Mr. Ng Sui Yin, Mr. Ko Ping Keung and Mr. Chu Chia-Hsiang. Mr. Ng Sui Yin is the chairman of the Audit Committee.

審核委員會具備書面職權範圍及符合企管守則。審核委員會包括三名獨立非執行董事，即吳瑞賢先生、高秉強先生及初家祥先生。吳瑞賢先生擔任審核委員會主席。

The principal roles and functions of the Audit Committee include, but are not limited to:

審核委員會的主要角色及職能包括但不限於：

- making recommendations to the Board on the appointment, re-appointment and removal of external auditor, and approving the remuneration and terms of engagement of the external auditor, and handling any questions regarding its resignation or dismissal;

- 就外部核數師的委聘、續聘及解聘向董事會提供建議、批准外部核數師薪酬及聘用條款，及處理任何有關外部核數師辭職或解聘的問題；

# Corporate Governance Report

## 企業管治報告

- reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards and discussing with the external auditor on the nature and scope of the audit and reporting obligations before the audit commences;
- developing and implementing a policy on engaging an external auditor to supply non-audit services and reporting to the Board, identifying and making recommendations on any matters where action or improvement is needed;
- reviewing and monitoring the integrity of the Company's financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and reviewing significant financial reporting judgments contained therein;
- reviewing the Company's financial controls, internal control and risk management systems;
- discussing the internal control system with the management to ensure that the management has performed its duty and have an effective internal control system in place;
- considering major investigation findings on internal control matters as delegated by the Board or on its own initiative and management's response to these findings;
- ensuring coordination between the internal and external auditors, ensuring that the internal audit function is adequately resourced and has appropriate standing within the Company, and reviewing and monitoring its effectiveness;
- reviewing the Group's financial and accounting policies and practices;
- 檢討及監察外部核數師之獨立性、客觀性及核數程序依據適用準則之有效性，並於開始核數前與外部核數師商討核數性質與範疇及匯報責任；
- 制定及執行聘任外部核數師之政策，以提供非核數服務，向董事會匯報，並於需要行動或改進時確定及推薦任何事項；
- 審查及監察本公司財務報表、年度報告及賬目、半年度報告及季度報告（如為刊登而擬備）之完整性，並審查其中所載重大財務匯報判斷；
- 審查本公司財務管制、內部控制及風險管理制度；
- 與管理層商討內部控制制度，以確保管理層已履行其職責，提供有效之內部控制制度；
- 根據董事會轉委或其本身主動提議，審閱對內部控制事項主要調查結果及管理層對有關調查結果之回應；
- 確保內部與外部核數師之間的協調，使內部核數具備適當充實之功能及於本公司內部有恰當立場，並審查及監察其有效性；
- 審查本集團財務及會計之政策及慣例；



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- reviewing the external auditor's management letter, any material queries raised by the auditor to management about the accounting records, financial accounts or systems of control and management's response;
- reviewing the pricing rules of continuing connected transactions and implementation of transaction caps, etc.;
- ensuring that the Board will provide a timely response to the issues raised in the external auditor's management letter; and
- considering other topics as defined by the Board.
- 審查外部核數師之管理函件、核數師向管理層提出之任何會計記錄、財務賬目或管制制度之重大查詢及管理層之回應；
- 審查持續關連交易之定價規則及交易限額執行等各項情況；
- 確保董事會將會就外部核數師管理層函件所提出事項及時給予回應；及
- 研究董事會界定之其他課題。

During the Year, the Audit Committee held two meetings in total (i.e. on 25 March 2019 and 12 August 2019 respectively) (the "Audit Committee Meetings") and reviewed the audited consolidated results for the year ended 31 December 2018 and the unaudited consolidated results for the six months ended 30 June 2019 of the Company, respectively, including the accounting principles and practice adopted by the Group, the Company's compliance with the code provisions of the CG Code and disclosure thereof in the relevant annual and interim reports, the effectiveness of the Group's internal control and recommended to the Board for consideration the same and the re-appointment of KPMG, Certified Public Accountant, as the Company's external auditor at the 2019 AGM.

於本年度，審核委員會共舉行兩次會議，分別於二零一九年三月二十五日及二零一九年八月十二日（「審核委員會會議」），並分別審查本公司截至二零一八年十二月三十一日止年度經審核合併業績及截至二零一九年六月三十日止六個月未經審閱合併業績，包括本集團所採用會計原則及慣例、本公司遵守企管守則之守則條文及在相關年報及中期報告中披露及本集團內部控制之有效性，並向董事會推薦考慮該等會計原則及慣例及於二零一九年股東週年大會上續聘註冊會計師畢馬威會計師事務所擔任本公司外部核數師。

# Corporate Governance Report

## 企業管治報告

The attendance of each Director at the Audit Committee Meetings during the Year is as follows:

各董事於本年度出席審核委員會會議記錄如下：

Name of Directors	董事姓名	No. of Attendance (Note)/ Eligible to attend 出席次數 (附註) / 有資格出席會議次數
Mr. Ng Sui Yin (Chairman)	吳瑞賢先生 (主席)	2/2
Mr. Ko Ping Keung	高秉強先生	2/2
Mr. Chu Chia-Hsiang	初家祥先生	2/2

Note: The Audit Committee Meeting was attended by all the Directors in person, not by an alternate.

附註：所有董事均親身出席審核委員會會議，非由代理人出席。

The Audit Committee held one meeting on 9 March 2020 and reviewed the Company's draft audited consolidated results for the Year, including the accounting principles and practice adopted by the Group, the Company's compliance with the code provisions of the CG Code and disclosure in this report, as well as the effectiveness of the Group's internal control and recommended to the Board for consideration the same and the re-appointment of KPMG, Certified Public Accountant, as the Company's external auditor at the forthcoming AGM.

審核委員會亦於二零二零年三月九日舉行一次會議，並審查本公司本年度經審核合併業績草稿，包括本集團所採用會計原則及慣例、本公司遵守企管守則之守則條文及在本報告的披露及本集團內部控制之有效性，並向董事會推薦考慮該等會計原則及慣例及在即將舉行的股東週年大會上續聘註冊會計師畢馬威會計師事務所擔任本公司外部核數師。

### Remuneration Committee

The Remuneration Committee has been established with written terms of reference in compliance with the CG Code. The Remuneration Committee comprises three INEDs, namely Mr. Chu Chia-Hsiang, Mr. Ng Sui Yin and Mr. Ko Ping Keung. Mr. Chu Chia-Hsiang is the chairman of the Remuneration Committee.

### 薪酬委員會

薪酬委員會具備書面職權範圍及符合企管守則。薪酬委員會包括三名獨立非執行董事，即初家祥先生、吳瑞賢先生及高秉強先生。初家祥先生擔任薪酬委員會主席。

The principal roles and functions of the Remuneration Committee include, but are not limited to:

薪酬委員會的主要角色及職能包括但不限於：

- making recommendations to the Board on the Company's policy and structure for the remuneration of all Directors and senior management and on the establishment of a formal and transparent procedure for developing the remuneration policy;
- 就本公司關於全體董事與高級管理人員薪酬政策及結構、及就制定薪酬政策而設立正式及透明程序而向董事會提供推薦意見；

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- reviewing and approving the management's remuneration proposals by reference to the Board's corporate goals and objectives;
- making recommendations to the Board on the remuneration packages of individual executive Directors and senior management including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- making recommendations to the Board on the remuneration of non-executive Directors;
- considering salaries paid by comparable companies, time commitment, responsibilities and employment conditions elsewhere in the Group;
- reviewing and approving compensation payable to the executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with the contractual terms and is otherwise fair and reasonable and not excessive;
- reviewing and approving compensation arrangements relating to the dismissal or removal of Directors for misconduct to ensure that they are consistent with the contractual terms and are otherwise reasonable and appropriate; and
- ensuring that no Director or any of his/her associates (as defined in the Listing Rules) is involved in deciding his/her own remuneration.
- 於參考董事會企業目標及宗旨後，審查及批准管理層薪酬建議；
- 就個別執行董事及高級管理人員之薪酬組合向董事會提供推薦意見，包括實物利益、退休金權利及補償付款（包括任何離職或終止其任職或委任之任何應付補償）；
- 就非執行董事之薪酬向董事會提供推薦意見；
- 審閱可供比較公司所支付薪金、時間之投放、責任及本集團其他成員之僱用條件；
- 檢討及批准向執行董事及高級管理人員就任何離職或終止其職務或委任有關的賠償，以確保有關賠償按有關合約條款釐定，若未能按有關合約條款釐定，賠償亦須公平合理，不會對公司造成過重負擔；
- 檢討及批准關於罷免或解聘行為不當董事之補償安排，以確保有關安排按合約條款釐定，若未能按有關合約條款釐定，有關賠償亦須合理適當；及
- 確保概無董事或其任何聯繫人士（定義見上市規則）參與釐定其本身薪酬。

# Corporate Governance Report

## 企業管治報告

During the Year, the Remuneration Committee held one meeting on 25 March 2019, and reviewed and recommended to the Board for consideration certain remuneration-related matters of the Directors and senior management, determined the policy for the remuneration of executive Directors, assessed performance of executive Directors and approved the terms of re-appointed directors' remuneration.

於本年度，薪酬委員會於二零一九年三月二十五日舉行一次會議，審查及向董事會推薦建議釐定若干與董事及高級管理人員薪酬有關之事項，決定執行董事的薪酬政策，評估執行董事的績效，及批准重選董事的薪酬之事宜。

For determining the remuneration packages of each Director, market rates and factors such as each Director's workload and required commitment were taken into account. In addition, factors comprising economic and market situations, individual contributions to the Group's results and development as well as individual's potential were considered when determining the remuneration packages of Executive Directors.

對於釐定各董事之薪酬待遇，考慮市場水平與各項因素，如董事之工作量及所承擔之責任。此外，當釐定執行董事薪酬待遇時考慮之因素包括：經濟及市場情況、對本集團業績及發展之貢獻，以及個人之潛能等。

The attendance of each Director at the Remuneration Committee Meetings during the Year is as follows:

各董事於本年度出席薪酬委員會會議記錄如下：

Name of Directors	董事姓名	No. of Attendance (Note)/
		Eligible to attend 出席次數 (附註) / 有資格出席會議次數
Mr. Chu Chia-Hsiang (Chairman)	初家祥先生 (主席)	1/1
Mr. Ng Sui Yin	吳瑞賢先生	1/1
Mr. Ko Ping Keung	高秉強先生	1/1

Note: The Remuneration Committee Meeting was attended by all the Directors in person, not by an alternate.

附註：所有董事均親身出席薪酬委員會會議，非由代理人出席。

The Remuneration Committee also held one meeting on 9 March 2020, and reviewed and recommended to the Board for consideration certain remuneration-related matters of the Directors and senior management.

薪酬委員會亦於二零二零年三月九日舉行一次會議，並審查及向董事會推薦建議釐定若干與董事及高級管理人員薪酬有關之事項。

# Corporate Governance Report

## 企業管治報告

### Nomination Committee

The Nomination Committee has been established with written terms of reference in compliance with the CG Code. It comprises two INEDs, namely Mr. Ko Ping Keung and Mr. Chu Chia-Hsiang and an executive Director, namely Mr. He Ningning. Mr. He Ningning is the chairman of the Nomination Committee.

The principal roles and functions of the Nomination Committee include, but are not limited to:

- reviewing the structure, size and composition (including the skills, knowledge and experience and diversity of perspectives) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- identifying individuals suitably qualified to become Board members and making recommendations to the Board on the selection of individuals nominated for directorships;
- assessing the independence of the INEDs;
- developing and reviewing the Board Diversity Policy and reviewing the measurable objectives for implementing such Board Diversity Policy, including but not limited to gender, age, race, language, cultural background, educational background, industry experience and professional experience, and the progress on achieving the objectives; and making disclosure of its progress and its review results in the annual report annually; and
- making recommendations to the Board on the appointment or re-appointment of Directors and the succession planning for the Directors, in particular, the Chairman and the Chief Executive Officer.

### 提名委員會

提名委員會於具備書面職權範圍及符合企管守則。提名委員會包括兩名獨立非執行董事，即高秉強先生及初家祥先生，及一名執行董事，即何寧寧先生。何寧寧先生擔任提名委員會主席。

提名委員會的主要角色及職能包括但不限於：

- 至少每年檢討董事會結構、規模及組成（包括技巧、知識及經驗及觀點多樣性），並就任何建議變動向董事會提供推薦意見，以補充本公司的企業策略；
- 物色具備合適資格可擔任董事之人士，並就挑選提名有關人士出任董事向董事會提供推薦意見；
- 評估獨立非執行董事之獨立性；
- 制定及檢討董事會多元化政策及審查為推行董事會多元化政策（包括但不限於性別、年齡、種族、語言、文化背景、教育背景、行業經驗及專業經驗挑選候選人）所設定可衡量宗旨及實現該等宗旨之進度；並於每年之年度報告披露其進度及審查結果；及
- 就董事委任或重新委任以及董事（尤其是主席及行政總裁）之繼任計劃，向董事會提供推薦意見。

# Corporate Governance Report

## 企業管治報告

During the Year, the Nomination Committee held one meeting on 25 March 2019, and among other things, reviewed the structure, size, composition and diversity of members of the Board, assessed the independence of the INEDs and recommended to the Board for consideration the re-appointment of all the retiring Directors as Directors at the 2019 AGM.

於本年度，提名委員會於二零一九年三月二十五日舉行一次會議，（其中包括）審查董事會的結構、規模、組成及董事會成員多樣性，評估獨立非執行董事的獨立性及於二零一九年股東週年大會上向董事會推薦考慮重新委任全體退任董事為董事。

The attendance of each Director at the Nomination Committee Meetings during the Year is as follows:

各董事於本年度出席提名委員會會議記錄如下：

Name of Directors	董事姓名	No. of Attendance (Note)/
		Eligible to attend 出席次數（附註）/ 有資格出席會議次數
Mr. He Ningning (Chairman)	何寧寧先生（主席）	1/1
Mr. Ko Ping Keung	高秉強先生	1/1
Mr. Chu Chia-Hsiang	初家祥先生	1/1

Note: The Nomination Committee Meeting was attended by all the Directors in person, not by an alternate.

附註：所有董事均親身出席提名委員會會議，非由代理人出席。

The Company also amended and published the terms of reference for the Nomination Committee on 26 February 2019 (please refer to the announcement of the Company dated 26 February 2019 for details).

本公司亦於二零一九年二月二十六日修訂及刊登提名委員會職權範圍書（詳情請參閱本公司於二零一九年二月二十六日之公告）。

The Nomination Committee also held one meeting on 9 March 2020, and among other things, reviewed the structure, size and composition of the Board, assessed the independence of the INEDs and recommended to the Board for considering the re-appointment of the retiring Directors, namely Mr. Hu Sanmu and Mr. Ko Ping Keung as Directors at the forthcoming AGM, as well as reviewed the implementation of the Nomination Policy and the Board's Diversity Policy.

提名委員會亦於二零二零年三月九日舉行一次會議，（其中包括）審查董事會的結構、規模及組成，評估獨立非執行董事的獨立性及於即將舉行的股東週年大會上向董事會推薦考慮重新委任退任董事，即胡三木先生及高秉強先生為董事，以及審查提名政策及董事會多元化政策的執行。

# Corporate Governance Report

## 企業管治報告

### Risk Management Committee

The Risk Management Committee has been established with written terms of reference in compliance with the CG Code. The Risk Management Committee comprises three members, namely Mr. Ko Ping Keung and Mr. Ng Sui Yin, both INEDs and Mr. Fan Fuqiang, the chief financial officer of the Company. In particular, two members are our INEDs. Mr. Ko Ping Keung is the chairman of the Risk Management Committee.

The principal roles and functions of the Risk Management Committee include, but are not limited to:

- reviewing and assessing the Group's investment in wealth management products in terms of whether such investment complies with its treasury and investment policies, the fund safety of and the risks associated with such investment;
- reviewing the remedial actions in respect of policy breaches, if any;
- reviewing the risks associated with, and approving, the purchase of wealth management products with the transaction amount exceeding RMB50 million (RMB50 million exclusive) as requested from time to time (the provision of reviewing the risks associated with the purchase of wealth management products with single transaction amount exceeding RMB10 million (RMB10 million exclusive) as requested from time to time was amended to reviewing the risks associated with, and approving, the purchase of wealth management products with single transaction amount exceeding RMB50 million (RMB50 million exclusive) as requested from time to time, pursuant to the amendments made to the funds management policy at the Risk Management Committee meeting held on 24 March 2016);

### 風險管理委員會

風險管理委員會具備書面職權範圍及符合企管守則。風險管理委員會包括三位成員，即獨立非執行董事高秉強先生、吳瑞賢先生及本公司財務總監范富強先生。其中兩位成員為我們的獨立非執行董事。高秉強先生擔任風險管理委員會主席。

風險管理委員會的主要角色及職能包括但不限於：

- 審閱及評估本集團在理財產品的投資，內容有關該等投資是否符合其財政及投資政策、該等投資的資金安全及與之相關的風險；
- 審閱有關違反政策的補救措施（如有）；
- 根據要求不時審閱與交易額超過人民幣5,000萬元（不含人民幣5,000萬元）之理財產品相關的風險及批准該等購買（根據風險管理委員會於二零一六年三月二十四日會議上對資金管理制度的修訂，不時應要求審閱購買單筆交易額超過人民幣1,000萬元（不含人民幣1,000萬元）的理財產品的相關風險修改為不時應要求審閱購買單筆交易額超過人民幣5,000萬元（不含人民幣5,000萬元）的理財產品的相關風險，並作出批准）；

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- reviewing and assessing the expected return of the wealth management products with similar principal amount, and the track record of relevant issuers and similar wealth management products previously sold in the market; and
- considering, reviewing and approving the amendments to the Group's policies and requirements in respect of the operation and risk control of the Group's wealth management products.
- 審閱及評估本金額相若的理財產品的預期回報，以及相關發行人及過往市場上銷售的類似理財產品的往績；及
- 考慮、審閱及批准修訂本集團就本集團理財產品之操作及風險管理方面的政策及規定。

During the Year, the Risk Management Committee held two meetings in total (i.e. on 25 March 2019 and 12 August 2019) (the "Risk Management Committee Meetings"). At the above meetings, the Risk Management Committee reviewed and assessed the Group's wealth management product investment in terms of whether such investment have complied with the Group's treasury and investment policies, the fund safety of and risks associated with such investment and reviewed the status such as debt asset ratio, operating cash flow and gearing ratio of the Company.

The attendance of each member of the Risk Management Committee Meetings during the Year is as follows:

於本年度，風險管理委員會共舉行兩次會議，分別於二零一九年三月二十五日及二零一九年八月十二日（「風險管理委員會會議」）。風險管理委員會於該等會議上審閱及評估本集團的理財產品之投資是否已遵守本集團的理財政策及投資政策、資金安全及與該等投資有關的風險，以及檢視本公司資產負債率、經營性現金流、資本負債率等方面的狀況。

各成員於本年度出席風險管理委員會會議記錄如下：

Name of Members	成員姓名	No. of Attendance (Note)/
		Eligible to attend 出席次數 (附註) / 有資格出席會議次數
Mr. Ko Ping Keung (Chairman)	高秉強先生 (主席)	2/2
Mr. Ng Sui Yin	吳瑞賢先生	2/2
Mr. Fan Fuqiang	范富強先生	2/2

Note: The Risk Management Committee Meeting was attended by all the Directors in person, not by an alternate.

附註：所有董事均親身出席風險管理委員會會議，非由代理人出席。

The Risk Management Committee also held one meeting on 9 March 2020, and reviewed and assessed the Group's wealth management product investment in terms of whether such investment has complied with the Group's treasury and investment policies, the fund safety of and risks associated with such investment, reviewed the status such as debt asset ratio, operating cash flow and gearing ratio of the Company, and also assessed whether the operating cash of the Group is sufficient and the control policies of liquidity risks.

風險管理委員會亦於二零二零年三月九日舉行一次會議，審閱及評估本集團的理財產品之投資是否已遵守本集團的理財政策及投資政策、資金安全及與該等投資有關的風險，檢視本公司資產負債率、經營性現金流、資本負債率等方面的狀況，以及評估本集團經營性現金是否充裕及流動性風險之管控政策。



# Corporate Governance Report

## 企業管治報告

### Corporate Governance Functions

The Board recognises that corporate governance should be the collective responsibility of the Directors though having delegated the corporate governance duties to the Audit Committee which include, but are not limited to:

- developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board;
- reviewing and monitoring the training and continuous professional development of the Directors and senior management;
- reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and the Directors; and
- reviewing the Company's compliance with the CG Code and disclosure in this report.

### APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the executive Directors has entered into a service contract with the Company, among which, the term of office for each of Mr. He Ningning and Mr. Wang Jianqiang is 36 months commenced from the month on which the shares of the Company were listed on the Stock Exchange (i.e. December 2014); the term of office for Mr. Hu Sanmu is 36 months commenced from 8 July 2016. On 2 December 2017, Mr. He Ningning, Mr. Wang Jianqiang and Mr. Hu Sanmu renewed their service contracts with the Company for a term of 36 months commencing from 2 December 2017.

### 企業管治職能

董事會確認企業管治應為董事的集體責任，儘管已向審核委員會授權企業管治職責，其中包括但不限於：

- 制定及檢討本公司的企業管治政策及常規及向董事會提出建議；
- 審閱及監察董事及高級管理層之培訓及持續專業發展；
- 審閱及監察本公司遵守法律及監管規定之政策及常規；
- 制定、審閱及監察適用於僱員及董事之行為守則及合規手冊（如有）；及
- 審閱本公司遵守企管守則及在本報告中的披露。

### 委任及重選董事

各執行董事已與本公司訂立服務合約，其中：何寧寧先生和王健強先生的任期分別為自本公司股份於聯交所上市的月份（即二零一四年十二月）起為期三十六個月；胡三木先生的任期為二零一六年七月八日起為期三十六個月。於二零一七年十二月二日，何寧寧先生、王健強先生和胡三木先生與本公司續簽了服務合約，任期均為自二零一七年十二月二日起為期三十六個月。

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Each of the INEDs has signed a letter of appointment with the Company, among which, the term of office for each of Mr. Ng Sui Yin and Mr. Chu Chia-Hsiang is three years with effect from 2 December 2014, being the date on which the shares of the Company were initially listed on the Stock Exchange; the term of office for Mr. Ko Ping Keung is 36 months commenced from 31 May 2017. On 2 December 2017, Mr. Chu Chia-Hsiang and Mr. Ng Sui Yin signed letters of appointment with the Company for a term of 36 months commencing from 2 December 2017.

None of the Directors has a service contract/letter of appointment with the Company or any of its subsidiaries which is not determinable by the Company within one year without the payment of compensation (other than statutory compensation).

All the Directors, including the INEDs, are subject to retirement by rotation and eligible for re-election in accordance with the Article 84 of Articles of Association. At each AGM, one-third of the Directors for the time being (or if their number is less than three or a multiple of three, then the number nearest to but not less than one-third) will retire from office by rotation provided that every Director will be subject to retirement at the AGM at least once every three years. A retiring Director will be eligible for re-election and will continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation will include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been the longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) of Articles of Association shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Mr. Hu Sanmu and Mr. Ko Ping Keung will retire by rotation at the AGM and, being eligible to offer themselves for re-election at the AGM. If Mr. Hu Sanmu and Mr. Ko Ping Keung are re-elected at the AGM, the Company intends to renew their service contract and letter of appointment with them respectively, the terms of both are 36 months commencing from 1 June 2020.

各獨立非執行董事已與本公司簽署委任書，其中：吳瑞賢先生和初家祥先生的任期為自二零一四年十二月二日，即本公司股份首次在聯交所上市日期起三年；高秉強先生的任期為二零一七年五月三十一日起為期三十六個月。於二零一七年十二月二日，初家祥先生和吳瑞賢先生與本公司簽署委任書，任期均自二零一七年十二月二日起為期三十六個月。

概無董事已與本公司或其任何附屬公司訂立不可於一年內由本公司免付賠償（法定賠償除外）而終止的服務合約／委任書。

全體董事（包括獨立非執行董事）須依據組織章程細則第84條輪席退任及符合重選資格。於每次股東週年大會上，當時三分之一董事（如數目少於三或三之倍數，則最接近之數，但不得少於三分之一）將輪席退任，惟各董事須最少每三年於股東週年大會退任一次。退任董事可膺選連任，並於其退任之整個大會舉行期間仍以董事身份行事。輪席退任之董事包括（就確保輪值退任之董事人數而言）任何擬退任且不願膺選連任之董事。任何其他擬退任之董事指自其上次獲重選或委任以來，服務年期最長之董事，故此，於同一日成為或上次獲重選之行將退任董事將經由抽籤決定（該等董事之間另行作出決定之情況除外）。在決定輪值退任的特定董事或董事數目時，根據組織章程細則第83(3)條獲董事會委任的任何董事不應被考慮在內。因此，胡三木先生及高秉強先生將於股東週年大會輪席退任，且有資格於股東週年大會膺選連任。若胡先生及高先生在股東周年大會上獲連任，本公司意向與彼等分別續簽服務合約及委任書，任期均自二零二零年六月一日起三十六個月。

# Corporate Governance Report

## 企業管治報告

### REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Particulars of the Directors' remuneration for the Year are set out in note 6 to the consolidated financial statements.

Pursuant to code provision B.1.5 of the CG Code, the remuneration of the members of the senior management (other than the Directors) whose particulars are contained in the section headed "Biographical Details of Directors and Senior Management" in this annual report for the Year by band is set out below:

### 董事及高級管理人員薪酬

本年度董事之薪酬詳情列載於合併財務報表附註6內。

根據企管守則第B.1.5條之守則規定，高級管理人員（董事除外）薪酬（其資料按組別列載於本年度年度報告「董事及高級管理層之履歷詳情」內）列載如下：

Remuneration band (in RMB)	薪酬組別（人民幣）	Number of individuals 人士數目
Nil to 1,000,000	零至1,000,000元	9
1,000,001 to 1,500,000	1,000,001元至1,500,000元	2

### INDEPENDENT AUDITOR'S REMUNERATION

For the Year, KPMG was engaged as the Group's independent auditor.

The remuneration paid/payable to KPMG, the auditor, for the services provided during the Year is set out below:

### 獨立核數師酬金

本年度，畢馬威會計師事務所獲聘為本集團之獨立核數師。

就本年度提供之服務已付／應付核數師畢馬威會計師事務所之薪酬列載如下：

Services	服務	Fee paid/payable 已付／應付費用 RMB'000 人民幣千元
Interim review and annual audit service for 2019	二零一九年中期審閱及年度審計服務	2,100
Total	總計	2,100*

\* The amount includes service fee of RMB1,981,000 and related VAT of RMB119,000.

\* 該金額包括服務費用人民幣1,981,000元及相關增值稅人民幣119,000元。

# Corporate Governance Report

## 企業管治報告

There is no disagreement between the Board and the Audit Committee on the re-appointment of the independent auditor, and they both have agreed to recommend the re-appointment of KPMG as the Company's independent auditor for the ensuing year at the AGM.

### DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of the consolidated financial statements of the Group for the Year.

The Directors were 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.

In addition, KPMG has stated in the independent auditor's report its reporting responsibilities on the Company's consolidated financial statements for the Year.

### INTERNAL CONTROL

It is the responsibility of the Board to ensure that the Company maintains sound and effective internal controls to safeguard the Shareholders' investment and the Group's assets at all times. The Company has adopted a series of internal control policies and procedures designed to provide reasonable assurance for achieving objectives including effective and efficient operations, reliable financial reporting and compliance with applicable laws and regulations. Highlights of our internal control system include the following:

- Code of conduct – The Company's code of conduct explicitly communicates to each employee its values, acceptable criteria for decision-making and its ground rules for behaviour.
- Management of related party transactions – The Group will continue to enhance its internal control and only enter into transactions with related parties that are carried out in the ordinary course of its business and on normal commercial terms and are in the interests of the Shareholders as a whole.

董事會與審核委員會在續聘獨立核數師上意見一致，且其均同意推薦於股東週年大會上續聘畢馬威會計師事務所為本公司接下來一年的獨立核數師。

### 董事對財務報表之責任

董事知悉彼等有責任編製本集團本年度之合併財務報表。

董事並無發現有任何重大不肯定因素，可能與影響本公司持續經營能力之重大懷疑之事件或情況有關。

此外，畢馬威會計師事務所已述明對本公司本年度之合併財務報表之獨立核數師報告申報責任。

### 內部控制

董事會有責任確保本公司一直維持穩健有效的內部控制，以保障股東的投資及本集團的資產。本公司已經採取一系列內部控制政策及程序，旨在為實現高效營運、可靠的財務報告及遵守適用法律及法規等目標提供合理保證。我們內部控制制度的摘要包括以下方面：

- 行為守則—本公司的行為守則明確向每位僱員傳達我們的價值、可接受決策標準及基本行為規範。
- 管理關聯方交易—本集團將繼續提升內部控制，並僅與關聯方訂立在我們日常業務過程中按正常商業條款訂立，且符合我們股東整體利益的交易。

# Corporate Governance Report

## 企業管治報告

- Internal audit – The Group’s internal audit function regularly monitors key controls and procedures in order to assure its management and the Board that the internal control system is functioning as intended. The Audit Committee is responsible for supervising the internal audit function.
- Compliance with the Listing Rules and relevant laws and regulations – The Group will continue to monitor its compliance with relevant laws and regulations and its senior management team will work closely with the Group’s employees to implement actions required to ensure compliance with relevant laws and regulations. The Company will also continue to arrange for various trainings to be provided by its Hong Kong legal advisers or other professional parties to the Directors and senior management on the Listing Rules, including but not limited to aspects related to corporate governance and connected transactions, and by its legal advisers in PRC on PRC laws and regulations.
- 內部審計—本集團的內部審計部門定期監察主要控制及程序，以向其管理層及董事會保證內部控制制度按計劃運作。審核委員會負責監督內部審計部門。
- 遵守上市規則及相關法律法規—本集團將持續監察遵守相關法律法規的情況，高級管理層團隊將與僱員緊密合作採取所需行動，以確保本集團遵守相關法律法規。本公司亦將繼續安排由香港法律顧問或其他專業機構就上市規則向董事及高級管理層提供的多項培訓，包括但不限於企業管治及關連交易，以及中國法律顧問對中國法律及法規等方面的培訓。

The Audit Committee and the Board have conducted a review of the effectiveness of the internal control system of the Group. The Directors (including the INEDs) consider that the internal control measures of the Company are adequate and effective.

審核委員會及董事會已對本集團內部控制系統的有效性開展審核，董事（包括獨立非執行董事）認為本公司的內部控制措施足夠且有效。

## COMPANY SECRETARY

## 公司秘書

The Company appointed Mr. Cheng Zhihua (“Mr. Cheng”) as the Company Secretary of the Company on 21 November 2017

本公司已於二零一七年十一月二十一日委任程芝化先生（「程先生」）擔任本公司之公司秘書。

Mr. Cheng is an external service provider to the Company and a member of the Hong Kong Institute of Certified Public Accountants (in compliance with Note 1 to Rule 3.28 of the Listing Rules). The primary contact person between the Company and Mr. Cheng is Mr. Fan Fuqiang, the chief financial officer of the Company.

程先生乃本公司之外聘服務人員，為香港會計師公會會員（程先生符合上市規則第3.28條註釋1之規定）。本公司內部與程先生之主要聯絡人為本公司財務總監范富強先生。

The Company Secretary reports to the Chairman and/or the Chief Executive Officer. All members of the Board have access to the advice and services of the Company Secretary. The appointment and removal of the joint company secretaries or the Company Secretary are subject to the Board’s approval.

公司秘書向主席及／或行政總裁匯報，董事會所有成員可獲得公司秘書之意見及服務。委任及解聘聯席公司秘書或公司秘書須由董事會批准。

# Corporate Governance Report

## 企業管治報告

### SHAREHOLDERS' RIGHTS

#### Procedures for Putting Forward Proposals at Shareholders' Meetings

There are no provisions allowing Shareholders to make proposals or make a motion at the annual general meetings under the memorandum of association of the Company and the Articles of Association (the "M&A") or the laws of the Cayman Islands. Shareholders who wish to make proposals or make a motion may, however, convene an extraordinary general meeting (the "EGM") in accordance with the "Procedures for Shareholders to Convene an EGM" set out below.

#### Procedures for Shareholders to Convene an EGM

Any one or more Shareholders holding at the date of deposit of the requisition not less than ten percent of the paid-up capital of the Company carrying the right of voting at general meetings of the Company (the "Eligible Shareholder(s)") shall at all times have the right, by written requisition to require an EGM to be called by the Board or the Company Secretary for the transaction of any business specified in such requisition, including making proposals or making a motion at the EGM.

Eligible Shareholders who wish to convene an EGM for the purpose of making proposals or making a motion at the EGM must deposit a written requisition (the "Requisition") signed by the Eligible Shareholder(s) concerned at the principal place of business of the Company in Hong Kong (Flat 1-7, 17/F, Topsail Plaza, 11 On Sum Street, Shatin, New Territories, Hong Kong) for the attention of the Company Secretary and/or the chief financial officer of the Company.

The Requisition must state clearly the name of the Eligible Shareholder(s) concerned, his/her/their shareholding in the Company, the reason(s) to convene an EGM and the proposed agenda.

### 股東權利

#### 在股東大會上提呈建議的程序

根據本公司之組織章程大綱及組織章程細則（「大綱及細則」）或開曼群島法例，概無守則條文允許股東於股東週年大會上提呈建議或作出動議。然而，有意股東可按照下文所載「股東召開股東特別大會的程序」召開股東特別大會（「股東特別大會」）提呈建議或作出動議。

#### 股東召開股東特別大會的程序

於提出要求當日持有本公司附有可於本公司股東大會上投票權利的已繳股本不少於百分之十的任何一名或多名股東（「合資格股東」），將可隨時書面要求董事會或公司秘書召開股東特別大會，以審議要求中所指明的任何事項，包括於股東特別大會提呈建議或作出動議。

有意為提呈建議或作出動議而召開股東特別大會的合資格股東必須將經有關合資格股東簽署的書面要求（「要求書」）遞交至本公司於香港的主要營業地點（地址為香港新界沙田安心街11號華順廣場17樓1-7室），收件人為本公司公司秘書及／或財務總監。

要求書必須清楚列明有關合資格股東之姓名、其於本公司之股權、召開股東特別大會之原因及建議議程。

# Corporate Governance Report

## 企業管治報告

The Company will check the Requisition and the identity and shareholding of the Eligible Shareholder(s) will be verified with the Company's branch share registrar in Hong Kong. If the Requisition is found to be proper and in order, the Company Secretary will ask the Board to convene an EGM and/or include the proposal(s) made or the resolution(s) proposed by the Eligible Shareholder(s) at the EGM within 2 months after the deposit of the Requisition. On the contrary, if the Requisition has been verified as not in order, the Eligible Shareholder(s) concerned will be advised of the outcome and accordingly, the Board will not call for an EGM and/or include the proposal(s) made or the resolution(s) proposed by the Eligible Shareholder(s) at the EGM.

If within 21 days of the deposit of the Requisition the Board fails to proceed to convene such EGM, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the Eligible Shareholder(s) concerned as a result of the failure of the Board to convene an EGM shall be reimbursed to the Eligible Shareholder(s) by the Company.

### Procedures for Shareholders to Send Enquires to the Board

Shareholders may at any time send their enquiries and concerns to the Board of the Company by addressing them to the principal place of business of the Company, at Flat 1-7, 17/F, Topsail Plaza, 11 On Sum Street, Shatin, New Territories, Hong Kong by post or by email to Mr. Cheng Zhihua at [tonycheng128@yahoo.com.hk](mailto:tonycheng128@yahoo.com.hk) or Mr. Fan Fuqiang at [richard.fan@ck-telecom.com](mailto:richard.fan@ck-telecom.com), for the attention of the Company Secretary and/or the chief financial officer.

本公司將查看要求書，及合資格股東之身份及股權將由本公司的香港股份過戶登記分處核實。若確定要求書為合適及適當，公司秘書將要求董事會於提出要求書後兩個月內召開股東特別大會及／或包括合資格股東於股東特別大會提出之建議或提呈之決議案。相反，倘要求書核實為不適當，則有關合資格股東將獲知會此結果，董事會將不會因而召開股東特別大會及／或包括合資格股東於股東特別大會提出之建議或提呈之決議案。

倘董事會未能在要求書遞交後21天內召開有關股東特別大會，則要求人可自行召開股東特別大會，而本公司須向有關合資格股東償付因董事會未能召開該大會令有關合資格股東產生的所有合理費用。

### 股東向董事會發出查詢之程序

股東可於任何時間向本公司董事會提出問題及顧慮，透過郵件送達本公司之主要營業地點（香港新界沙田安心街11號華順廣場17樓1-7室）或透過電郵送達程芝化先生([tonycheng128@yahoo.com.hk](mailto:tonycheng128@yahoo.com.hk))或范富強先生([richard.fan@ck-telecom.com](mailto:richard.fan@ck-telecom.com))，以供公司秘書及／或財務總監垂注。

# Corporate Governance Report

## 企業管治報告

Upon receipt of the enquiries, the Company Secretary and/or the chief financial officer will forward the communications relating to:

1. matters within the Directors' purview to the executive Directors of the Company;
2. matters within a Board committee's area of responsibility to the chairman of the appropriate committee; and
3. ordinary business matters, such as suggestions, enquiries and customer complaints to the appropriate management of the Company.

### DIVIDEND POLICY

The dividend policy of the Group had been disclosed in the Prospectus dated 20 November 2014 of the Company.

The payment and the amount of any dividends, if paid, will depend on the Company's results of operations, cash flows, financial condition, statutory and regulatory restrictions on the payment of dividends by the Company, future prospects and other factors that the Board may consider relevant. Holders of the Shares will be entitled to receive such dividends pro rata according to the amounts paid up or credited as paid up on the Shares. The declaration, payment and amount of dividends will be subject to discretion by the Board of the Company.

Dividends may be paid only out of the Company's distributable profits and/or reserves (including share premium account) as permitted under the Memorandum and Articles of Association of the Company and the Companies Law of the Cayman Islands. To the extent profits are distributed as dividends, such portion of profits will not be available to be reinvested in operations of the Company. There can be no assurance that the Company will be able to declare or distribute any dividend in the amount set out in any plan of the Board or at all. The dividend distribution record in the past may not be used as a reference or basis to determine the level of dividends that may be declared or paid by the Company in the future.

收到該等查詢後，公司秘書及／或財務總監將轉發以下有關通訊：

1. 有關董事職權範圍內之事項至本公司之執行董事；
2. 有關董事會轄下委員會職責領域之事項至相應委員會主席；及
3. 一般業務事項（例如建議、問題及客戶投訴）至本公司相應管理層。

### 股息政策

本集團的股息政策已披露於本公司日期為二零一四年十一月二十日的招股章程。

任何股息（倘已派付）的派付及金額將取決於本公司的經營業績、現金流量、財務狀況、有關本公司派付股息的法定及監管限制、未來前景及董事會可能認為相關的其他因素。股份持有人將有權根據就股份的繳足或入賬列作繳足的金額按比例收取有關股息。股息的宣派、派付及金額將由本公司董事會酌情決定。

根據本公司組織章程大綱及組織章程細則以及開曼群島公司法規定，股息僅可自本公司的可分派溢利及／或儲備（包括股份溢價賬）派付。倘溢利作為股息分派，則該部分溢利將不可再投資於本公司的業務。無法保證本公司將能夠宣派或分派董事會任何計劃所載金額的任何股息或是否會宣派或分派任何股息。過去的股息分派記錄未必可作為參考或基準以釐定本公司日後可能宣派或派付股息的水平。



# Corporate Governance Report

## 企業管治報告

### COMMUNICATION WITH THE SHAREHOLDERS

The Company has adopted a Shareholders' communication policy with the objective of ensuring that the Shareholders can have equal and timely access to information about the Company in order to enable the Shareholders to exercise their rights in an informed manner and allow them to engage actively with the Company.

Information will be communicated to the Shareholders mainly through the Company's financial reports, AGMs and other general meetings that may be convened as well as all the disclosures submitted to the Stock Exchange.

### CONSTITUTIONAL DOCUMENTS

There were no changes in the constitutional documents of the Company during the Year. The M&A is available on the respective websites of the Stock Exchange and the Company.

### 股東通訊

本公司已採納股東通訊政策，目的為確保股東可平等並及時取得本公司之信息，使股東在知情情況下行使彼等權力以及允許彼等積極參與本公司。

資料將主要透過本公司財務報告、股東週年大會及其他可能召開之股東大會，與向聯交所提交之披露資料知會股東。

### 憲章文件

於本年度，本公司之憲章文件並無改動。本公司已分別於聯交所及本公司網站刊登其大綱及細則。

# Environmental, Social and Governance Report

## 環境·社會及管治報告

### About this Report

This report is the fourth Environmental, Social and Governance Report publicly released by Q Technology (Group) Company Limited, which aims to disclose the relevant performance and impact of the Group on environmental, social and governance issues (“ESG”). For corporate governance, please refer to page 98 to 128 of this annual report.

The Board understands its responsibility of ensuring the integrity of this report. This report discloses the performance and impact of all material topics related to the Group and fairly illustrates the performance of the Group on each topic. The Board has reviewed this report and confirmed the accuracy, truthfulness and completeness of its contents.

### Reporting Guideline and Principles

This report has been prepared in accordance with the Appendix 27 “Environmental, Social and Governance Reporting Guide” to the Listing Rules of the Hong Kong Stock Exchange and based on the actual conditions of the Group. This report adheres to the reporting principle of “Materiality”, “Quantitative”, “Balance” and “Consistency” in presenting the changes in quantitative data in a way that allows year-on-year comparison, which truly reflects the ESG performance of the Group during the Reporting Period.

### Reporting Boundary

The data collection of this report covers the production base and the headquarters located in Kunshan which is the principal site of the Group’s major business activities. After considering that the Group’s offices located in other places such as Shenzhen, Chengdu, Taiwan and India, etc., which are of supporting nature and their economic activities have no material influence in social and environmental aspect, they are therefore not included in the scope of this report.

### 關於本報告

本報告為丘鈇科技(集團)有限公司第四份對外發佈的《環境·社會及管治報告》，旨在披露本集團於環境·社會及管治(「ESG」)議題的相關表現及影響。有關企業管治一節，請參閱年報第98至128頁。

董事會明白其確認本報告真實性的責任。本報告披露所有與集團有關的實質性議題的表現及影響，並公正表述集團於各議題的表現。董事會已審核本報告，確認內容準確、真實與完整。

### 報告指引及原則

本報告乃遵循香港聯合交易所上市規則附錄二十七《環境·社會及管治報告指引》，及結合本集團實際情況編製而成。本報告堅持「重要性」、「量化」、「平衡」及「一致性」的報告原則，以按年比較的方式呈列定量數據變化，真實反映本集團於報告期內的ESG表現。

### 報告邊界

本報告數據收集邊界覆蓋位於昆山的生產基地和總部辦公室，其為本集團主要經濟活動的發生地。考慮到本集團位於其他地點如深圳、成都、台灣和印度等的辦公室為支援性質的經營分部，其經濟活動對社會、環境方面不構成重大影響，故不納入報告邊界。

# Environmental, Social and Governance Report

## 環境·社會及管治報告

### Reporting Period

The reporting period (the “Reporting Period”) is the financial year from 1 January 2019 to 31 December 2019.

### Feedbacks

We are committed to disclosing comprehensive and accurate ESG information to our stakeholders and you are welcome to provide opinions and advice on this report through the following contact methods:

Q Technology (Group) Company Limited

Address: No. 3 Taihong Road, Hi-tech Industry Park, Kunshan, Jiangsu Province

Email: richard.fan@ck-telecom.com  
louis.so@qtechglobal.com

Website: <http://www.qtechglobal.com/index.html>

### 報告期

本報告期（「報告期」）為2019年1月1日至2019年12月31日的財政年度。

### 意見反饋

我們致力於為利益相關方披露全面且準確的ESG信息，歡迎您對本報告提出意見及建議。聯繫方式如下：

丘鈇科技（集團）有限公司

地址：江蘇省昆山市高新區台虹路3號

電郵：richard.fan@ck-telecom.com  
louis.so@qtechglobal.com

網站：<http://www.qtechglobal.com/index.html>

# Environmental, Social and Governance Report

## 環境·社會及管治報告

### Chairman's Message

Dear stakeholders,

Currently, the series of challenges in global economic development and the uncertainties in macroeconomy have caused a massive brunt to the consumer electronics industry. Meanwhile, the approaching 5G era will also bring immense opportunities to the smart product development. Amid the interlacing challenges and opportunities, we maintain unwavering confidence in the long-term development prospect of intelligent vision industry and believe that only by building of industrial 4.0 mass production infrastructure, technological innovation and vertical integration of core components and proactively fulfilling social and environmental responsibility can the corporate sustainable development be realised.

#### “Regarding environmental protection as our due responsibilities”

We integrate environmental protection into the daily operation of the Group and strictly manage the emission of the “three wastes” (wastewater, flue gas and waste) and generation of noise. We continue to devote efforts in emission reduction on the basis of emission compliance including enhancing the utilisation of energy-saving equipment and system, applying solar heating hot water pump system and improving the energy-saving technology of ice water machines during the Year.

#### “Upholding striver spirit”

Adhering to the principle of “respecting one's value, cultivating one's potentials, elevating one's mind”, we endeavour to help every employee gain respect, achieve growth and actualize values. In line with the rapid development speed of the Group, we devoted considerable resources in staff training to enhance the level of participation, effectiveness and convenience. We planned to launch knowledge sharing platform in 2020 to achieve knowledge systematisation.

### 主席致辭

致各利益相關方

目前，全球經濟發展挑戰重重，宏觀經濟的不確定性對消費電子行業帶來較大的衝擊。但同時，即將到來的5G時代亦為智能產品的發展帶來巨大的機會。面對並存的挑戰與機遇，我們對智能視覺行業的長期發展前景信心堅定，相信唯有繼續深入推進工業化4.0大生產體系、技術創新和核心零部件垂直整合，並積極承擔社會環境責任，才能實現企業的可持續發展。

#### 「以保護環境為己任」

我們將環境保護融入集團的日常營運中，嚴格管理「三廢」（廢水、廢氣及廢棄物）及噪音的排放。我們於合規排放的基礎上，朝著減排的方向不斷努力，加強使用節能設備及系統，於年內應用太陽能熱泵熱水系統，改善冰水機節能技術等。

#### 「以奮鬥者為本」

秉持「尊重人的價值、開發人的潛能、昇華人的心靈」的宗旨，我們致力於讓每位員工獲得尊重、收穫成長、實現價值。為配合本集團高速發展的步伐，我們加大資源投入於員工培訓方面，以提高員工培訓參與度、有效性及便捷性。我們計劃於2020年推出知識共享平台，實現知識系統化。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

We deeply understand the importance of a safe production environment to the staff. During the Year, we carried out potential hazard inspection and supervise the rectification by relevant departments. Addressing the possible safety accidents during production process, such as chemical leakage and fire, we enhance the emergency response capabilities by organising trainings about chemical usage and treatment, fire drills, etc.

### “Centring on customer experience”

“Persisting in performing the principal business in a craftsman spirit” is one of the core values of the Group which has been guiding us to work meticulously with great precision. Along with the development of 5G, we are confident about the prospect of camera module and intelligent vision industry. By continuously promoting the R&D of new materials, new processes and new products, attaching high importance to product quality and timely products testing, we can ensure to provide customers with quality products while seizing the profits brought by the development of 5G, in order to gain good recognition of the Group’s product quality and comprehensive service from customers. In the future, we will continue to uphold the mission of “to illuminate the machines” and endeavour to provide end users with a high quality integrated solution of intelligent vision for smart mobile devices to reciprocate the customers’ trust on us.

Supplier management is a critical segment for us to ensure product quality and the stable supply of high-quality raw materials, laying foundation for us to stabilise high-quality production. By extending the social and environmental requirements to suppliers and impose comprehensive selection and assessment on suppliers, we will facilitate the healthy and sustainable development of the industrial chain.

Looking ahead, we would like to express our heartfelt thanks to all stakeholders for their continuous recognition and support from all stakeholders. We will strive to capture opportunities and make unremitting efforts on the path of sustainable development and continue to create greater value for stakeholders including the cooperation partners, customers and investors!

### He Ningning

*Chairman of the Board and Executive Director*

13 April 2020

我們深諳確保安全的生產環境對於員工的重要性。年內，我們進行隱患排查，並督促相關部門進行整改。針對生產過程可能發生的安全事故，如化學品洩露、火災等，我們通過組織化學品使用與處理培訓、消防演習等安全培訓提高員工的應急能力。

### 「以客戶體驗為中心」

「堅持用工匠精神做好本業」乃本集團的核心價值觀之一，其引領我們朝著做精做細的方向努力。隨著5G的發展，我們對攝像頭模組及智能視覺行業的前景充滿信心，通過持續推進新材料、新工藝、新產品的研發，高度重視質量，及時檢測產品等措施，確保為客戶提供優質產品的同時能抓住5G發展帶來的紅利，令客戶對本集團產品品質和綜合服務評價積極。未來，我們將繼續以「為機器帶來光明」作為使命，致力於為智能移動終端提供優質的智能視覺一體化方案，以回饋客戶對我們的信任。

供應商管理是我們確保產品質量的關鍵一環，優質原材料的穩定提供是保證我們穩定高質生產的基礎。通過將社會及環境責任的要求延伸至供應商，對供應商進行更全面的篩選及考核，促進產業鏈的健康可持續發展。

放眼未來，我們衷心感謝各利益相關方一直以來的肯定及支持。我們將努力於可持續發展的道路上抓住機遇，再接再厲，持續為合作夥伴、廣大客戶及投資者等利益相關方創造更大的價值！

### 何寧寧

*董事會主席兼執行董事*

二零二零年四月十三日

# Environmental, Social and Governance Report

## 環境·社會及管治報告

### SUSTAINABLE DEVELOPMENT MANAGEMENT

### 可持續發展管理

#### ESG Strategy

#### ESG戰略

The Group adopts the sustainable development goals (“SDGs”) advocated by the United Nations and formulated a sustainable development strategy based on its own operating conditions, in order to make contribution to facilitate the achievement of global sustainable development targets. Currently, we identified three SDGs with significant connection to the Group’s operation, namely Goal 8 Decent Work and Economic Growth, Goal 12 Responsible Consumption and Production and Goal 16 Peace, Justice and Strong Institutions. We will incorporate these SDGs into the sustainable development strategy.

本集團採納聯合國提出的可持續發展目標（「可持續發展目標」），結合自身經營情況建立可持續發展戰略，為推動達成全球可持續發展目標作出貢獻。目前，我們識別出三項與本集團營運有重要關聯的可持續發展目標，包括目標8體面工作和經濟增長、目標12負責任消費和生產，以及目標16和平、正義與強大機構。我們將這些可持續發展目標的要求融入可持續發展戰略當中。

### SUSTAINABLE DEVELOPMENT GOALS

#### 可持續發展目標



To establish a smooth communication channel, provide a safe and decent working environment and offer good welfare package in order to achieve mutual development with the staff members

設立流暢溝通渠道，提供安全、體面的工作環境，以及良好福利待遇，與員工攜手，共同發展

To persist in the requirement of integrity in the course of cooperation with customers and suppliers, and ensure the product and service quality and stable supplier management to actualise a win-win situation

與客戶及供應商合作過程中，堅持廉潔要求，保證產品和服務質量以及穩定的供應商管理，實現共贏

To implement green procurement, ensure the source of raw materials meeting environmental protection requirements, minimise the generation of hazardous waste and ensure the compliance treatment

實行綠色採購，保證原材料來源符合環保要求，致力減少危險廢棄物產生，並確保其合規處理

*The connection between the sustainable development strategy of Q Technology and the SDGs of United Nations*  
 丘鈦科技可持續發展戰略與聯合國可持續發展目標的聯繫

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ESG Governance Structure

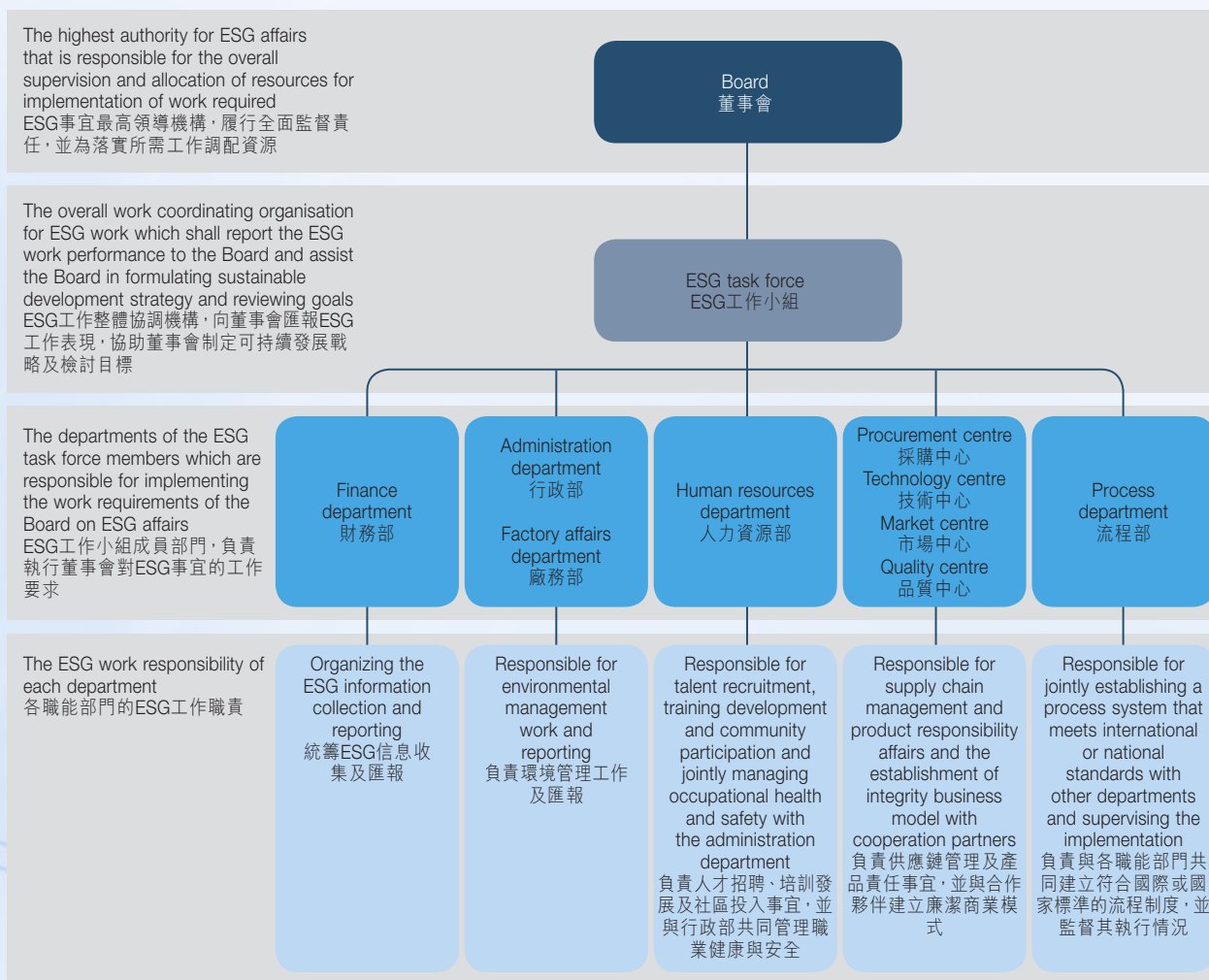
The Board is responsible for the supervision of the Group's ESG work and assumes full responsibilities for the ESG reporting work. The Group has established a cross-department ESG task force which is responsible for reporting the Group's relevant ESG work performance to the Board on a regular basis and assisting the Board in formulating the Group's sustainable development strategy and regularly reviewing ESG goals.

The ESG task force members from various departments including the process department, the finance department, the administrative management department, the factory affairs department, the human resources department, the procurement centre, the market centre and quality centre, are responsible for monitoring the ESG indicators in relation to their roles and setting relevant goals.

### ESG管治架構

董事會負責監督本集團ESG工作事宜，對ESG匯報工作承擔全部責任。本集團設立跨部門的ESG工作小組，負責向董事會定期匯報本集團ESG相關工作表現，協助董事會制定集團的可持續發展戰略及定期檢討ESG目標。

ESG工作小組成員涵蓋流程部、財務部、行政管理部、廠務部、人力資源部、採購中心、技術中心、市場中心、品質中心等多個職務部門，負責監察與其職能有關的ESG指標，以及建立相關目標。



# Environmental, Social and Governance Report

## 環境·社會及管治報告

Under the coordination by the finance department, the ESG task force collects and consolidates the information that requires to be disclosed on a yearly basis and reports to the Board in form of reports. The Board will, on a yearly basis, review the Group's relevant ESG work and performance, and the reports periodically submitted by the ESG task force and supervise the effective implementation of sustainable development strategies and the alignment of the ESG strategy with the Company's operation strategy.

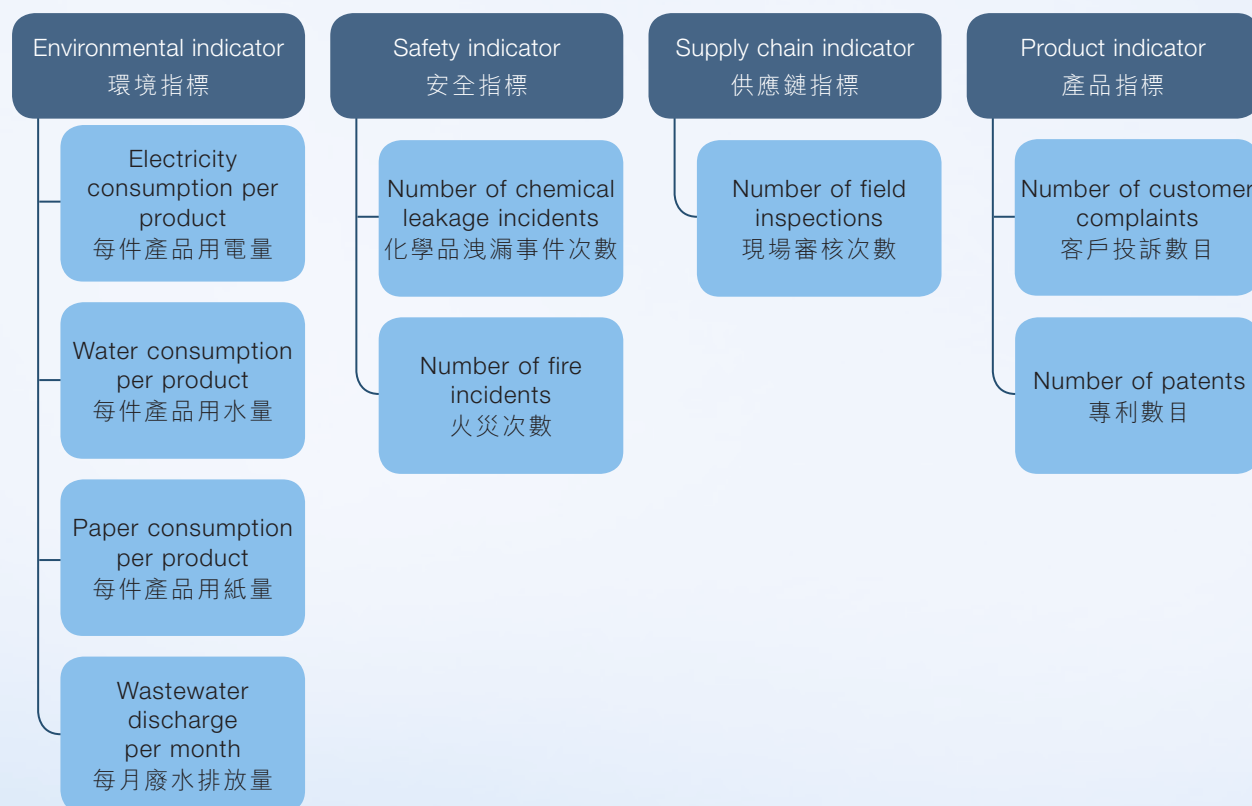
由財務部負責統籌，ESG工作小組每年收集及整合所需披露信息，並以報告形式向董事會作出匯報。董事會每年審視本集團ESG相關工作表現及ESG工作小組定期提交的報告，監督可持續發展戰略的有效落實，以及ESG戰略與本公司經營戰略的一致性。

### Establishment and Review of ESG Goals

Each department of the ESG task force shall set up supervision indicators and goals addressing the issues they are in charge of. The process department and the relevant departments will regularly review the achievement of goals. The ESG task force of the Group has been regularly reviewing the goals concerning the environment, safety, supply chain and product, and periodically reporting to the Board the achievement of goals.

### ESG目標制定和檢討

ESG工作小組內各職能部門針對其所管轄的議題設立監察指標和目標。流程部與相關職責部門，定期回顧目標的達成情況。本集團ESG工作小組目前已定期監察環境、安全、供應鏈以及產品目標，並定期向董事會匯報目標成果。



The ESG performance supervision indicators of Q Technology  
丘鈦科技ESG表現監控指標



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ESG Risk Management

The Group regards ESG as an important part of implementation facilitation of development strategy and it is committed to creating value for all stakeholders. ESG task force organises communication with stakeholders every year, including employees, customers, investors and suppliers, to sum up their opinions on ESG issues which have significant impact on the Group, and identifies relevant ESG risks based on the relevant ESG risk evaluation results from all departments.

In accordance with the requirements of the relevant ESG issue management system, all departments regularly carry out work evaluation, including supply risk management, talent appraisal and environment target assessment. In consolidation of internal assessment results and external communication feedbacks, the Group endeavours to lower the ESG risks and capture relevant opportunities.

During the Year, through a 4-step procedure, namely identification, prioritisation, validation and review, we identified important issues which were closely related to the daily operation of the Group and highly concerned by the stakeholders.

### ESG風險管理

本集團視ESG為推動企業落實發展戰略的重要組成部分，致力為各利益相關方創造價值。ESG工作小組每年組織利益相關方溝通，包括員工、客戶、投資者、供應商，總結他們對本集團有重大影響的ESG議題的意見，加上各部門的ESG相關風險評估結果，識別相關ESG風險。

各職能部門按照相關ESG議題管理體系的要求，開展定期工作評估，包括供貨風險管理、人才盤點、環境目標評審等。結合內部評估結果以及外部溝通反饋，本集團致力降低ESG風險，並把握有關機遇。

年內，透過鑒別、排序、審核及檢視四個程序，我們識別與本集團日常營運密切相關且利益相關方高度關注的重要議題。

#### Identification 鑒別

- Commission an independent consultancy to carry out materiality assessment  
委託獨立顧問公司進行實質性議題評估
- In accordance to the guidance of the Stock Exchange and the Global Reporting Initiative Sustainability Reporting Standards, the consultancy first identified 27 potential material topics 根據聯交所指引、全球報告倡議組織可持續發展報告標準，顧問公司首先識別出27個潛在實質性議題

#### Prioritisation 排序

- Collect responses from stakeholders and management of the Group in online survey and prioritise the 27 potential material topics  
收集利益相關方及集團管理層之線上問卷回應，對27個潛在實質性議題進行排序
- We received 64 valid responses and plotted a materiality matrix with two dimensions, namely “significance of economic, environmental and social impacts” and “impact on stakeholders’ assessment and decision making”  
我們共回收64份有效回應，並根據「經濟、環境和社會影響的重要性」及對「利益相關方評估和決策的影響」兩維度繪製實際性矩陣

#### Validation 審核

- Management of the Group verified and confirmed the material topics to be mainly disclosed in this Report  
經集團管理層審核，確認實質性議題，並於本報告中重點披露

#### Review 檢視

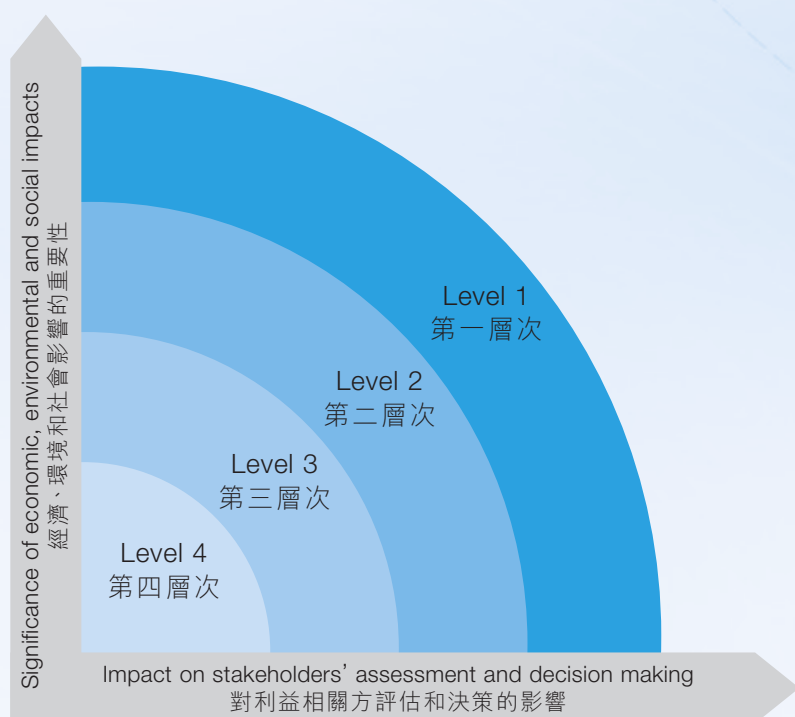
- Review the processes of assessing the material topics and identify areas for improvement  
檢視實質性議題評估過程，識別改善空間

Upon assessment, we prioritised 27 potentially material topics according to the stakeholders and the management of the Group and ranked them into four levels. The 7 topics at level 1 were the material topics of the Group. The materiality assessment results were reviewed and approved by the management of the Group.

經評估，我們將27個潛在實質性議題按利益相關方及集團管理層排序並分為4個級別，位於第一級別的7個議題為本集團的實質性議題。本集團管理層已審核並通過此次實質性議題評估結果。

# Environmental, Social and Governance Report

## 環境·社會及管治報告



### Level 1 第一層次

- Ensuring product and service quality  
確保產品及服務質量
- Anti-corruption  
反貪腐
- Customer satisfaction  
客戶滿意度
- Customer privacy protection  
客戶私隱保護
- Supply chain management  
供應鏈管理
- Intellectual property protection  
知識產權保護
- Occupational safety and health  
職業安全與健康

### Level 2 第二層次

- Customer/user health and safety  
客戶／用戶健康與安全
- Employee communication channels  
員工溝通渠道
- Employee retainment and welfare  
員工挽留及福利
- Community investment  
社區投資
- Employee training and promotion  
員工培訓及晉升
- Employee diversification  
員工背景多元化
- Child/forced labour preventive measures  
童工／強制勞工預防措施

### Level 3 第三層次

- Green procurement  
綠色採購
- Hazardous waste management and emission reduction  
危險廢棄物管理及減排
- Packaging material conservation  
包裝物料耗用
- Energy management and conservation  
能源管理及節約
- Human rights  
人權
- Anti-discrimination  
反歧視
- Social investment  
社會投資
- Response to climate change  
應對氣候變化

### Level 4 第四層次

- Exhaust gas management and emission reduction  
廢氣管理及減排
- Wastewater discharge and discharge reduction  
污水排放及減排
- Ecology protection  
生態保護
- Water resources management and conservation  
水資源管理及節約
- Non-hazardous waste management and emission reduction  
無害廢棄物管理及減排

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Response to the Material Topics

### 回應實質性議題

Material Topics 實質性議題	The Group's Actions in 2019 本集團2019年的行動	Corresponding Sections 對應章節
Ensuring product and service quality 確保產品及服務質量	<ul style="list-style-type: none"> <li>Analysing the technical capability of meeting the requirements of new product development and customers 分析滿足新產品研發及客戶要求的技術能力</li> <li>Carrying out product quality inspection on raw materials, production process, product finishing process and delivery process 對原材料、製程過程、成品過程、交付過程進行產品質量檢驗</li> <li>Performing static prevention at anti-static areas and regularly inspecting the workplace 於防靜電工作區做好靜電防護控制工作，定期檢驗工作區</li> <li>Providing staff with static prevention training 對員工進行靜電防護培訓</li> </ul>	Quality assurance 質量保證
Anti-corruption 反貪腐	<ul style="list-style-type: none"> <li>Prohibiting direct or indirect solicitation or maintenance of business relationships by way of bribery or rebate 嚴禁以賄賂、回扣等形式直接或間接獲取或保持商務關係</li> <li>Prohibiting the staff to abuse their job positions to obtain or illegally accept properties 嚴禁員工利用職務之便索取或非法收受財物</li> <li>Eliminating the undesirable phenomenon of appointment by favouritism 杜絕任人唯親的不良現象</li> <li>Encouraging the report of corruption 鼓勵舉報舞弊行為</li> <li>Regularly organising training and promotion of business ethics 定期開展職業道德守則培訓及宣傳活動</li> </ul>	Building integrity 廉潔建設
Customer satisfaction 客戶滿意度	<ul style="list-style-type: none"> <li>Promptly negotiating with clients and implementing measures such as product exchange or repair, etc. if defect product is found after delivery to the market 交付市場後發現不合格品，及時與客戶協商，採取換貨、修復等措施</li> <li>Promptly making confirmation and carrying out counter measures after receiving complaints from customers 接獲客戶投訴信息後，及時確認並採取應對措施</li> <li>Addressing client complaints and formulating short-term and long-term improvement measures to fundamentally improve customer service 針對客戶投訴事件，制定短期及長期改善措施，從根本上改善客戶服務</li> </ul>	Quality assurance 質量保證

# Environmental, Social and Governance Report

## 環境·社會及管治報告

Material Topics 實質性議題	The Group's Actions in 2019 本集團2019年的行動	Corresponding Sections 對應章節
Customer privacy protection 客戶私隱保護	<ul style="list-style-type: none"> <li>Passing the ISO/IEC27001:2013 information security management system certification 通過信息安全管理体系ISO/IEC27001:2013認證</li> <li>Evaluating information risk and determining responsible department, method and time for risk handling 評估信息風險，確定風險處理責任部門、方法及時間</li> <li>Providing staff with information security training 對員工進行信息安全培訓</li> <li>Evaluating information security scope, direction and control measures, etc. 對信息安全範圍、方針及控制措施等進行評估</li> </ul>	Information security 信息安全
Supply chain management 供應鏈管理	<ul style="list-style-type: none"> <li>Carrying out information collection and on-site investigation on new suppliers and requiring suppliers to perform self-assessment 對新供應商進行資料收集及現場考核，並要求供應商進行自評</li> <li>Performing quarterly and annual review on qualified suppliers 對合格供應商進行季度及年度審核</li> <li>Executing "Corporate Social Responsibility Agreement" and "Supplier Environmental Protection Material Management Agreement" with suppliers 與供應商簽署《企業社會責任協議》及《供應商環保物質管理協議》</li> <li>Regularly assessing the Corporate Social Responsibility (CSR) performance of suppliers and irregularly carrying out on-site investigation 定期評估供應商的企業社會責任(CSR)績效，不定期進行現場稽核</li> </ul>	Supplier management 供應商管理
Intellectual property protection 知識產權保護	<ul style="list-style-type: none"> <li>Preventing infringement of third-party patent by looking up existing registrations on searching platform 通過檢索平台等方式查詢現有註冊資料，防止侵犯他人專利</li> <li>Engaging patent firms to assist in screening to ensure no infringement risk 聘用專利事務所協助篩查，確保不涉及侵權風險</li> <li>Offering invention rewards to patent inventors 為專利發明人提供發明獎勵金</li> </ul>	R&D innovation 研發創新

# Environmental, Social and Governance Report

## 環境、社會及管治報告

Material Topics 實質性議題	The Group's Actions in 2019 本集團2019年的行動	Corresponding Sections 對應章節
Occupational safety and health 職業安全與健康	<ul style="list-style-type: none"> <li>• Holding OSHAS18001 Safety Management System Certificate, Production Safety Standardisation Level 3 Enterprise Certificate and Compliance Certificate of Production Safety 持有OSHAS18001之安全管理體系認證、安全生產標準化三級企業認證、安全生產守法證明</li> <li>• Carrying out potential hazard inspection and performing rectification on the potential hazard identified 進行隱患排查，對識別出的隱患進行整改</li> <li>• Carrying out stringent management over procurement, storage and stock-out process of chemicals 對化學品的採購、倉儲、出庫等過程進行嚴格管理</li> <li>• Performing safety inspection on equipment on a monthly basis 每月對設備進行安全檢查</li> <li>• Displaying safety risk notice and sign at places where risk exists 於有風險的地方設置安全風險告知標識</li> <li>• Organising safety trainings such as trainings about chemical usage and treatment, fire drill, etc. 開展化學品使用及處理培訓、消防演習等安全培訓</li> <li>• Providing health check for new employees or existing employees facing occupational hazard 新員工或面對職業危害的在職員工接受職業健康體檢</li> </ul>	Occupational safety and health 職業安全與健康

# Environmental, Social and Governance Report

## 環境·社會及管治報告

### Environmental Management

The Group endeavours to minimise the impact on the environment through measures including optimised emission management and resources conservation. The environmental management system of the Group is certified with ISO14001:2015 and the Group has formulated a “Management Manual” which specified the responsibilities of each department. CEO guides the organisation of environmental and safety management system and allocates manpower, equipment, technology and other resources from each department to implement the internal environmental approach and goals. During the Year, the Group was not aware of any non-compliance of relevant laws and regulations<sup>1</sup> that have a significant impact on the Group relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous or non-hazardous waste.

### Resources Consumption

#### Energy

During the Year, the total energy consumption of the Group was approximately 571,267 GJ and energy consumption density was approximately 1.12 GJ per thousand of products sold. Electricity was the major energy consumption of the Group’s business, which was used for the operation of production plants and office equipment. During the Year, we have consumed approximately 158,140,861 kWh of electricity in total, representing an increase of approximately 11.3% as compared to that of last year, which was lower than the growth rate of approximately 36.8% of product sales volume in the same period. We also consumed approximately 55,189 litres gasoline for vehicle transportation and approximately 4 tonnes of liquefied petroleum gas for operation of factory equipment.

The manufacturing of precision components has a relatively high requirement on the production site, such as powerful air-conditioning and ventilation system in the clean rooms. As such, the Group proactively adopts various energy-saving measures to enhance energy efficiency and reduce the energy consumption in its operation. We improved the energy-saving technology for ice water machines, which would automatically switch on/off the machines in the clean room according to the season in order to reduce waste of electricity. Solar heating hot water pump system was also installed in staff dormitories to provide staff with hot water for showering.

<sup>1</sup> Please refer to the section headed “Laws and Regulations” for laws and regulations related to environmental management

### 環境管理

本集團致力於通過妥善排放管理及節約資源等措施，減低營運對環境的影響。本集團的環境管理體系已獲ISO14001:2015認證，並按國際標準訂立《管理手冊》，明確各部門職責。環境、安全管理體系組織由行政總裁領導，調配各部門人力、設備、技術等資源，以落實內部環境方針及目標。年內，本集團並不知悉任何違反有關廢氣及溫室氣體排放、向水或土地排污及產生有害或無害廢棄物的法律法規且對本集團造成重大影響的事宜<sup>1</sup>。

### 資源耗用

#### 能源

年內，本集團的總能源消耗量為約571,267千兆焦耳，能源消耗密度約為1.12千兆焦耳／千件產品銷售量。電力是集團業務的主要能源消耗，用於生產廠房及辦公室設備運作。年內，我們共耗用電力約158,140,861千瓦時，比去年增加約11.3%，低於同期產品銷量增長率約36.8%。我們亦消耗約55,189公升汽油作汽車運輸和約4公噸液化石油氣於工廠設備運作。

精密零件製造過程對生產場所有較高要求，如於無塵室設置強力冷氣和通風系統，因此本集團積極採取多種節能措施，以提升能源效率及減少其營運能源消耗。我們改善冰水機節能技術，根據季節自動調節無塵室的機器開關，減少電力浪費。員工宿舍亦加裝太陽能熱泵熱水系統，為員工提供洗浴熱水。

<sup>1</sup> 環境管理有關法律法規請參見「法律及法規」章節

# Environmental, Social and Governance Report

## 環境、社會及管治報告

The use of fuel oil for vehicles and liquefied petroleum gas for factory would generate emission of greenhouse gas in Scope 1 (direct emission) and approximately 159 tonnes of carbon dioxide equivalent was emitted during the Year. The source of Scope 2 (indirect emission) was from electricity consumption and the emission volume was approximately 111 thousand tonnes of carbon dioxide equivalent. The emission density of the Group was approximately 0.22 tonnes of carbon dioxide equivalent per thousand of products sold.

### Water resources

The major usages of water resources of the Group were water for production, domestic water, greening and replenishment of cooling tower, water screens and water for spray tower. During the Year, we consumed approximately 1,609,423 m<sup>3</sup> of municipal water, representing an increase of approximately 10.6% as compared to that of last year, which was lower than the growth rate of approximately 36.8% of product sales volume in the same period. The total water consumption density was approximately 3.17 m<sup>3</sup> per thousand of products sold. There were no issues in sourcing water that is fit for purpose.

The factory affairs department recorded and analysed the production and domestic water consumption and regularly inspected the water pipe equipment to prevent water leakage. We reused the wastewater generated from production in the flushing system in toilets in replace of fresh water.

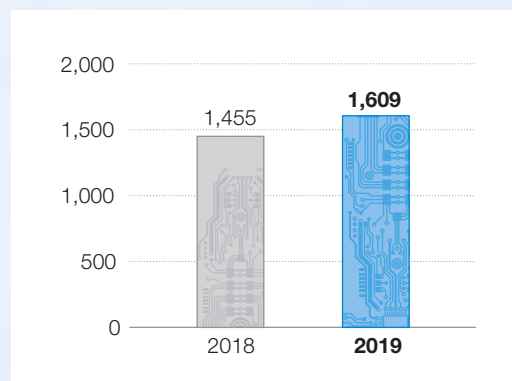
本集團汽車的燃油和工廠內液化石油氣的使用將產生範圍一的溫室氣體排放（直接排放），年內排放量為約159公噸二氧化碳當量。範圍二（間接排放）的來源為電力消耗，排放量約為11.1萬公噸二氧化碳當量。本集團排放密度約為0.22公噸二氧化碳當量／千件產品銷售量。

### 水資源

本集團水資源主要用於生產用水、生活用水、綠化和冷卻塔的冷卻補給水、水簾幕、噴淋塔用水。年內，我們消耗約1,609,423立方米市政用水，比去年增加約10.6%，低於同期產品銷量增長率約36.8%。總用水密度約為3.17立方米／千件產品銷售量，並無任何獲取適用水源上的問題。

廠務部記錄和分析生產及生活用水量，並定期檢查水管設備，防止漏水。我們回用生產廢水於洗手間沖水系統，代替使用自來水。

Total water consumption (thousand cubic meters)  
總耗水量（千立方米）



# Environmental, Social and Governance Report

## 環境·社會及管治報告

### Emission Monitoring and Control

The Group strictly monitors and controls the emission of waste, wastewater, flue gas (the “Three Wastes”) and generation of noise and ensures that the emission is in compliance with the requirement of statutory standards. We have set up emission targets for emission of wastewater, exhaust gas and noise and engaged professional third-party institutions for environmental inspection, achieving 100% compliance emission during the Year.

### Waste

The Group duly managed and disposed approximately 265.2 tonnes of hazardous waste and approximately 600 tonnes of non-hazardous waste generated during the Year and the emission density was approximately 0.52 kg per thousand of products sold and 1.18 kg per thousand of products sold, respectively. The hazardous waste was processed pursuant to the Administrative Method for Waste Chemicals and Materials which stipulated the classification and collection procedure of all production departments. Hazardous waste was required to be stored in specific containers and shall be processed by third-party institutions recognised by the government, which shall be engaged by the administration department. The relevant records shall be regularly reported on the official website of the local environmental authority of the place where the production base was located.

### 排放監控

本集團嚴密監測及控制廢棄物、廢水、廢氣（「三廢」）和噪音排放，確保排放符合法定標準要求。我們訂立廢水、廢氣及噪音排放目標，並每年委託專業第三方機構進行環境檢測，於年內實現100%合規排放。

### 廢棄物

本集團妥善管理和處置年內產生的約265.2公噸有害廢棄物及約600公噸無害廢棄物，排放密度分別約為0.52千克／千件產品銷售量和1.18千克／千件產品銷售量。有害廢棄物按《廢棄化學品及物料管理辦法》處理，其規範各生產部門分類和收集程序。有害廢棄物需使用特定的貯存容器，交由行政部聯繫政府認可的第三方機構處理。相關記錄會定期在生產基地所在地環保局的官方網站上申報。

Hazardous waste (tonnes)	有害廢棄物 (公噸)	2018 二零一八年	2019 二零一九年	Change 變化
Liquid waste from the water screens*	水簾幕廢液*	-	102.8	-
Waste ethyl acetate for cleaning spray guns	用於清洗噴槍的廢乙酸乙酯	97.9	82.3	(15.9%)
Waste paint slag	廢油漆渣	25.0	23.5	(6.0%)
Hydrocarbons and water mixtures for ultrasonic cleaning	用於超聲波清洗的烴、水混合物	26.0	19.5	(25.0%)
Industrial glue and plastic tubes	工業膠水膠管	8.8	10.8	23.7%
Waste paint empty bucket	廢油漆空桶	6.8	10.5	54.7%
Waste alcohol wipes	廢酒精擦拭布	7.8	9.8	26.5%
Waste tooling	廢治具	-	6.0	-
<b>Total</b>	<b>總計</b>	<b>172.2</b>	<b>265.2</b>	<b>54.0%</b>

\* Relevant equipment installed by 2019 and recorded accordingly

\* 相關設備於2019年添置並開始統計



# Environmental, Social and Governance Report

## 環境、社會及管治報告

In the approximately 600 tonnes of non-hazardous waste, approximately 75.0%, or 450 tonnes, was domestic waste, the rest was industrial waste (construction waste and packaging materials). Before executing contracts with contractors, we required them to provide documents such as Treatment of Waste Regulations (《廢棄物處理作業辦法》) and Environmental Guidelines (《環境方針》), to ensure that they duly processed construction waste. Non-hazardous waste including domestic waste and packaging materials shall be classified and stored and shall then be handled by professional institutions.

### Wastewater

The Group formulated a wastewater management procedure and handled industrial water from factory area and domestic wastewater in staff dormitory separately, in order to ensure the wastewater discharge was in compliance with the relevant standards. During the Year, the wastewater we discharged contained approximately 74 kg of chemical oxygen demand and approximately 1kg of ammonia nitrogen wastewater pollutant.

There are respective wastewater pipes and rain water pipes in the factories. The domestic wastewater shall be discharged to municipal wastewater pipe network after processing in septic tanks. Factory workers inspected the wastewater treatment system every day and recorded the data of wastewater discharge and reported it to the local work safety and environmental protection department for filing on a monthly basis.

We established an industrial wastewater recycle system pursuant to the Wastewater Recycling System Management Regulation (《廢水回用系統管理辦法》), which filtered the wastewater from cleaning mobile phone camera module products and it would be recycled for the use in production line in order to reduce consumption of water resources. Wastewater recycling rate was about the same as last year, maintaining at around 90.0%. After meeting Class I Standard of Integrated Wastewater Discharge Standard (《污水綜合排放標準》) (GB8978-1996), the remaining approximately 10.0% wastewater was discharged together with domestic wastewater through the municipal wastewater pipe network to wastewater treatment plant for treatment.

於約600公噸無害廢棄物中，約75.0%或450公噸為生活垃圾，其餘為工業垃圾（建築廢料及包裝物料）。我們與承建商簽訂合約前要求他們提供《廢棄物處理作業辦法》和《環境方針》等文件，確保他們妥善處理建築廢料。生活垃圾及包裝物料等無害廢棄物將分類儲存，然後交由專業機構處理。

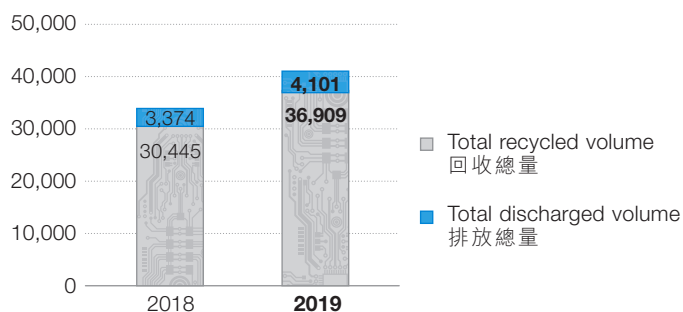
### 廢水

本集團制定廢水管理程序，分開處理廠區工業廢水及員工宿舍生活廢水，確保廢水排放符合相關標準。年內，我們所排放的廢水中含有約74公斤化學需氧量和約1公斤氨氮廢水污染物。

工廠內分開污水管和雨水管。生活廢水經過化糞池處理後排入市政污水管網。廠務員每天巡查廢水處理系統，每月記錄污水排放量數據並上報地方安環部門存檔。

我們依據《廢水回用系統管理辦法》建立工業廢水回用系統，過濾清洗手機攝像頭模組產品廢水回用於生產線中，減少水資源消耗。廢水回用率與往年相約，維持在大概90.0%。剩餘約10.0%廢水達到《污水綜合排放標準》(GB8978-1996)一級標準後，與生活廢水一同經市政污水管網排放至污水處理廠處理。

Total volume of wastewater recycled and discharged (m<sup>3</sup>)  
廢水回收及排放總量（立方米）



# Environmental, Social and Governance Report

## 環境·社會及管治報告

### Noise

Noise pollution would be generated when the equipment of the Group is in operation. In order to minimise the impact on the staff and nearby residents, the Noise Management Regulation (《噪音管理辦法》) was formulated and a special department was established to manage the relevant matters. We introduced advanced noise prevention and control technologies and used low-noise equipment whenever possible. Indoor noise elimination treatment was conducted in factories with loud noise generation and the greening in factory area was enhanced to augment the sound absorbing effect. These measures could lower the noise by 15-30 decibel.

### Flue gas

During the Year, the combustion of gasoline for vehicles emitted a total of approximately 0.81 kg of sulphur oxide (SO<sub>x</sub>), 28.86 kg of nitrogen oxide (NO<sub>x</sub>) and 2.12 kg of particulate matter (PM). We encouraged staff to use public transports or ride on bikes and regularly inspected company vehicles to ensure the exhaust emission was in compliance with the standards. With regard to the exhaust generated in the production process, we controlled the emission through a series of corresponding measures in order to reduce the impact on the environment.

### 噪音

本集團機器運作時將產生噪音污染，為降低對員工及附近居民影響，制定《噪音管理辦法》及成立專責部門管理相關事宜。我們引進先進噪音防治技術，盡量使用低噪音設備，於高噪聲生產工廠進行室內消聲處理，並加強廠區綠化以增加吸音效果，這些措施可降低噪音15-30分貝。

### 廢氣

年內，因車輛汽油燃燒共排放約0.81公斤硫氧化物(SO<sub>x</sub>)、28.86公斤氮氧化物(NO<sub>x</sub>)和2.12公斤懸浮顆粒(PM)。我們鼓勵員工乘搭公共交通工具或以單車代步，亦定期檢驗公司車輛，確保尾氣排放符合標準。針對生產工序中產生的廢氣，我們透過一系列相應措施控制排放，減低對環境的影響。

Flue gas emission procedure 廢氣排放工序	Treatment method 處理方法
Tin-containing exhaust in welding process 焊錫過程產生的含錫廢氣	Emission through 15m-tall emission pipes after filtering with activated charcoal filter pad 以活性炭過濾棉過濾後，經15米高排放管排放
Organic exhaust generated in the course of spray-painting, drying, washing spray guns 於噴漆、烘乾、清洗噴槍等過程產生的有機廢氣	Emission through two 15m-tall emission pipes after filtering with high-efficiency filter pads and processing 經高效過濾棉吸附後，再處理後經2根15米高排放管排放
Exhaust generated from the combustion of liquefied petroleum gas in regenerative thermal oxidiser 於蓄熱式焚化爐燃燒液化石油氣產生廢氣	Emission through the chimney of the oxidiser 通過焚化爐的煙囪排放
Organic waste generated from the use of resin dispenser 使用樹脂點膠產生的有機廢氣	Emission through 15m emission pipes after processing with activated charcoal and catalytic combustion 經過活性炭及催化燃燒處理後，經15米排放管排放
Exhaust gas not collected in the course of wiping, spray-painting and washing spray guns 於擦拭、噴漆、清洗噴槍等過程未能收集的廢氣	Enhancement of factory ventilation 加強工廠通風

Flue gas treatment measures  
廢氣處理措施

# Environmental, Social and Governance Report

## 環境·社會及管治報告

### Response to Environmental Emergency Incident 應對突發環境事件

In order to ensure that the Group can maintain normal operation in the event of material natural disaster, post-disaster emergency team shall commence recovery work in accordance with the Post-disaster Recovery Work Regulation under the guidance of the CEO. The factory affairs department is responsible for the procurement of power facilities and special equipment within three months to allow the factory to resume production, while the administration department shall arrange staff members to work at other subsidiaries temporarily and organise the handover of constructions in order to minimise the impact of the disaster. We formulated emergency plans to tackle the leakage accidents in the storage and use of dangerous chemicals for production.

為確保本集團於發生重大自然災害時仍能如常營運，災後處理應變小組由行政總裁領導，按《災後重建作業規範》展開重建工作。廠務部負責三個月內採購電力設施和特別設備，使廠房可重新投入生產；而行政部安排員工暫時到其他子公司工作及與建築工程接洽，盡量把災害影響減至最低。我們制定事故應急計劃，應對儲存和生產使用危險化學品過程中發生洩漏事故。

<b>Precaution</b> 預防措施	<b>Emergency measures</b> 應急措施	<b>Post-accident handling</b> 事故善後處理
<ul style="list-style-type: none"> <li>• Possession of fire equipment and first-aid kits 配備消防及急救設備</li> <li>• Regular emergency drill and analysis and rectification of existing problems 定期進行應急演練，分析存在問題再作修正</li> </ul>	<ul style="list-style-type: none"> <li>• Prompt shift from normal production management system to emergency management system 立即將正常生產管理系統更改為事故管理系統</li> <li>• Cut-off of leakage source, quarantine of accident area and collection and cleaning of leaked chemicals 切斷洩漏源頭、隔離事故區域和收集及清潔洩出化學品</li> <li>• Report of accident to relevant departments 將事故上報有關部門</li> </ul>	<ul style="list-style-type: none"> <li>• Scene clean-up and equipment repair 清理現場及維修設備</li> <li>• Investigation in cause of accident 調查事故原因</li> </ul>

Emergency plan  
事故應急計劃

# Environmental, Social and Governance Report

## 環境·社會及管治報告

### Talent Management

Adhering to the recruitment principle of “open recruitment, fair competition, just assessment, merit-based recruitment”, the Group recruits talents from various channels such as on-campus recruitment, labour market recruitment and factory recruitment. In line with the rapid development of the Group, we applied different recruitment methods in a flexible manner to attract talents in order to tackle problems such as the increase in demand for production line workers and top-notch talents.

### 人才管理

秉持「公開招聘、公平競爭、公正評審、擇優錄取」的招聘原則，本集團通過校園招聘、人才市場招聘、工廠招聘等多種渠道招聘員工。為配合集團的快速發展，我們靈活應用不同的招聘方式吸納人才，以應對生產線作業員、高端人才需求上升等問題。



Offering referral bonus to encourage internal employees to refer suitable candidates externally  
設置推薦獎金，鼓勵內部員工推薦外部合適人選

Transferring some technicians from an old factory to the new one through internal talent transferring procedure  
通過內部人才輸送方式，將舊工廠部分技術人才轉移至新工廠

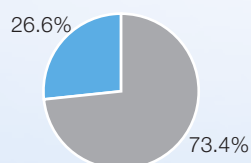
Offering high salary to employ talents with long working experience and industry experience as an “expert”  
高薪聘請工作年限久、行業經驗資深的人員任職「專家」一崗

#### Talent recruitment problem and solution 人才吸納問題及解決措施

As of 31 December 2019, the Group had a total of 3,745 employees (excluding staff under labour service agreements and internship agreements). The male and female staff proportion was approximately 73:27 and the management accounted for approximately 13.0% of the total number of staff. With regard to the age profile, staff aged below 30 accounted for approximately 62.0% whereas staff aged 30-50 accounted for approximately 37.9%. Regarding academic qualification, staff members holding university degrees and above accounted for approximately 17.6%. During the Year, new recruits of the Group were 2,320 in total. Total staff turnover was 1,449 and annual turnover rate was approximately 27.9%. The reason for relatively high turnover rate was mainly because of the lower demand for production line workers as the Group's development on intelligent and automatic operation during the Year.

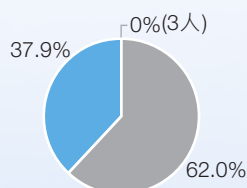
截至2019年12月31日，本集團共有3,745名員工（不包括勞務派遣工和實習生）。員工的男女比例約為73:27，管理層佔員工總數約13.0%。年齡分佈方面，30歲以下的員工佔約62.0%，30至50歲佔約37.9%。學歷分佈方面，大學及以上學歷的員工佔約17.6%。年內，本集團共新入職2,320名員工，流失總人數為1,449人，年度流失率約為27.9%。流失率較高的主要原因為年內本集團發展智能化和自動化作業，對生產線員工的需求下降。

Gender profile  
性別分佈



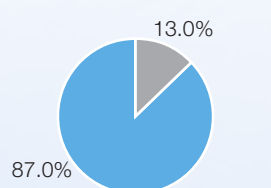
■ Male  
男性  
■ Female  
女性

Age profile  
年齡分佈



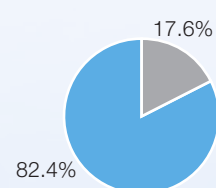
■ <30  
■ 30-50  
■ >50

Professional profile  
職能分佈



■ Management level  
管理級  
■ Non-management level  
非管理級

Education profile  
學歷分佈



■ University degree and above  
大學及以上學歷  
■ Below university degree  
大學以下學歷

# Environmental, Social and Governance Report

## 環境、社會及管治報告

The Group prohibits the involvement or support of any discrimination based on race, social status, religion, gender, etc. in the recruitment, remuneration and promotion affairs and strictly complies with the relevant laws and regulations<sup>2</sup>. During the Year, the Group was not aware of any non-compliance of relevant laws and regulations that have a significant impact on the Group relating to compensation and dismissal, recruitment and promotion, working hour, rest period, equal opportunity, anti-discrimination and other welfare and benefits.

### Remuneration and Benefits

The Group safeguards the employees' reasonable level of salary and various benefits pursuant to the requirements. We provided employees with a salary level which shall not be lower than the minimum wage standards as required by the local labour department and shall cover the basic needs of an employee. We encourage employees to enhance work-hour utilisation rate and impose strict control over overtime work and provide overtime reimbursement in form of compensation leave or overtime fees. In addition to basic salary, we also provide performance bonus, year-end bonus, cash rewards and other rewards and benefits.

本集團嚴禁於招聘、薪酬、晉升等事務上從事或支持基於種族、社會階級、宗教、性別等的任何歧視行為，並嚴格遵守相關法律法規<sup>2</sup>。年內，本集團並不知悉任何違反有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、反歧視以及其他待遇及福利且對本集團造成重大影響的法律法規事宜。

### 薪酬及福利

本集團按規定保障員工合理的薪資水平及各項福利。我們為員工提供不低於當地勞動局規定的最低工資標準且能滿足或超過員工的基本需求的薪酬水平，並鼓勵員工提高工時利用率，嚴格控制加班加點，以補休或加班費的形式提供加班補償。除基本薪金外，我們亦為僱員提供績效獎金、年終獎金、現金獎勵等各項獎金及福利。



<sup>2</sup> Please see the section headed "Laws and Regulations" for the relevant laws and regulations of employment and labour standards

<sup>2</sup> 僱傭及勞工準則有關法律法規請參見「法律及法規」章節

# Environmental, Social and Governance Report

## 環境·社會及管治報告

### Prohibition of Child and Forced Labour

The Group forbids the employment of child labour under the age of 16 and forced labour and corresponding management procedures were formulated. By performing face recognition on candidates, we verify consistency of their identity cards and themselves and confirm whether they are of suitable employment age. In the event of discovery of child labour, we will take necessary actions to safeguard their safety, health and educational development.

In order to ensure that the employees can work in a peaceful and willing environment, we prohibited forced labour and checked in every internal inspection whether there was forced labouring. If an employee experience forced labouring, he/she can report such event verbally or in written form to the representative of labour union or through the opinion box. Once it is verified, the labour union representative and the forced labour can report to the public security bureau.

During the Year, the Group was not aware of any non-compliance of relevant laws and regulations that have a significant impact on the Group relating to prevention of child and forced labour and there was no case related to child and forced labour.

### Employee Communication

The Group attaches high importance to the opinions of staff and strived to establish a comprehensive staff communication platform. The staff can give feedbacks and consultation advices through various communication channels such as opinion box, WeChat, "Sunshine Station", complaint hotline and mailbox, talks, etc. Among which, by virtue of the face-to-face communication feature, "Sunshine Station" has become the first-choice channel of the staff to give feedbacks and suggestions. By visiting "Sunshine Station" directly, staff members can provide opinions of improvement in respect of canteen, catered meals, accommodation, etc., or have mental health consultation.

We also provided staff with large staff activity centres and held diversified cultural and sports events, such as company trip, club activity, birthday party etc., in order to provide staff with internal communication opportunities and help them achieve better work-life balance, thereby allowing them to also obtain the return of achieving industry-leading level of mental health.

### 杜絕童工及強制勞工

本集團杜絕聘用未滿十六周歲的童工及使用強制勞工的行為，制訂相應的管理程序。通過對應聘者進行人臉識別，檢驗其身份證與本人契合度，確認是否符合用工年齡。若發現童工的情況，我們將採取必要的行動保障其安全、健康及教育發展。

為確保員工能在一個和平自願的情況下工作，我們嚴禁強迫性勞動並於每次內部審查中檢查是否存在強迫性工作。若員工遭遇強迫性勞動，可通過口頭或書面形式向工會代表，或通過意見箱方式反映事件，經調查核實後，工會代表及被強迫勞動者可向公安機關舉報。

年內，本集團並不知悉任何違反有關防止童工及強制勞工的法律法規且對本集團造成重大影響的事宜；亦沒有相關童工及強制勞工的個案。

### 員工溝通

本集團重視聆聽員工的聲音，致力於搭建完善的員工溝通平台。員工可通過意見箱、微信、「陽光驛站」、投訴熱線或郵箱、座談會等多種溝通渠道反饋及諮詢意見。其中，「陽光驛站」憑藉其面對面交流的特點，成為員工反饋建議的首選渠道。通過直接來訪「陽光驛站」，員工可向驛站工作人員當面提出有關食堂、伙食、宿舍等方面的改進意見，或進行心理健康諮詢。

我們亦為員工提供大型的員工活動中心及舉行豐富多彩的文體活動，如員工旅遊、社團活動、生日會等，旨在為員工提供內部交流機會，幫助其更好地平衡工作與生活，以使其能於精神層面同樣獲得行業領先水平的回報。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Training and Development

Adhering to the core value of “upholding striver spirit”, the Group is committed to providing staff with skill enhancement and career development opportunities in order to augment the work satisfaction of the staff and actualise their personal values.

#### Talent Cultivation

The Group established a comprehensive pre-employment and on-the-job training system to facilitate the learning and growth of the staff and the establishment of talent team. For new recruits, we provide induction training and work licence training or mentorship training. The eligibility of induction is subject to the assessment of training.

### 培訓與發展

秉承「以奮鬥者為本」的核心價值觀，本集團致力於為員工提供提升能力及職業發展的機會，以提高員工的工作滿足感，實現個人價值。

#### 人才培養

本集團制定完善的崗前及在職培訓體系，促進員工的學習成長及人才隊伍的建設。對於新入職的員工，我們提供入職培訓及根據崗位特點提供上崗證培訓或導師製培訓，順利通過培訓考核的員工才具備正式上崗資格。

#### Induction training 入職培訓

Trainings are provided to the staff in respect of the corporate system, culture, occupational safety, etc. and there are corresponding assessments from enterprise system, culture, occupational safety, etc. and there are corresponding assessments for staff training, and there are corresponding assessments for staff training.

#### Work licence training 上崗證培訓

The production line workers shall have work licence training and those who pass the assessment can obtain a work licence. Production line workers shall have work licence training and those who pass the assessment can obtain a work licence.

#### Mentorship training 導師制培訓

Office worker on probation shall have mentorship training and can only become a regular employee after passing various assessments including regular staff Q&A, assessment by relevant department and mentor assessment. Office worker on probation shall have mentorship training and can only become a regular employee after passing various assessments including regular staff Q&A, assessment by relevant department and mentor assessment.

*Pre-employment training*  
崗前培訓

# Environmental, Social and Governance Report

## 環境·社會及管治報告

In order to enhance the professional capability of the employees and help them accumulate experience, we established company-level and department-level training programmes. We understand the staff training demand and the talent weakness faced by the Group by conducting research, targeted trainings could be provided by the departments. For training demand that cannot be satisfied internally, we would engage external experts for training assistance. To systemise the knowledge in trainings, we are liaising with software companies and plan to launch a knowledge sharing platform in 2020. Employees can then acquire relevant knowledge and solution from case study by themselves and constantly facilitate the improvement of their own abilities.

為提升員工的在職能力及幫助其積累經驗，我們設立公司級及部門級的培訓計劃，通過調研了解員工的培訓需求及集團面對的人才痛點，協助部門針對性地提供培訓。對於內部無法滿足的必要培訓需求，我們將聘請外部專家提供培訓幫助。為實現培訓知識的系統化，我們正與軟件公司進行接洽，計劃於2020年推出知識共享平台，屆時員工可於平台上自主獲取有關的知識及案例解決方法，以促進自身能力的不斷提高。

### Basic Knowledge and Skills 應知應會

- To provide knowledge and skill trainings corresponding to the characteristic of each position enhancing staff competence  
針對每個崗位特點提供相應的知識、技能培訓，提升員工的任職能力

### Experience sharing 經驗分享

- To share working experience by senior employees related to work challenges and typical cases at work, which would become internal resources  
資深員工通過分享工作難點、工作期間的典型案列、將工作經驗分享給其他員工，形成內部資源
- Various training methods such as mentorship system, experience sharing meeting, corporate quality and culture promotion seminar, etc.  
導師制、經驗傳承分享會、企業品質文化推動會等多種培訓形式

*On-the-job training*  
在職培訓

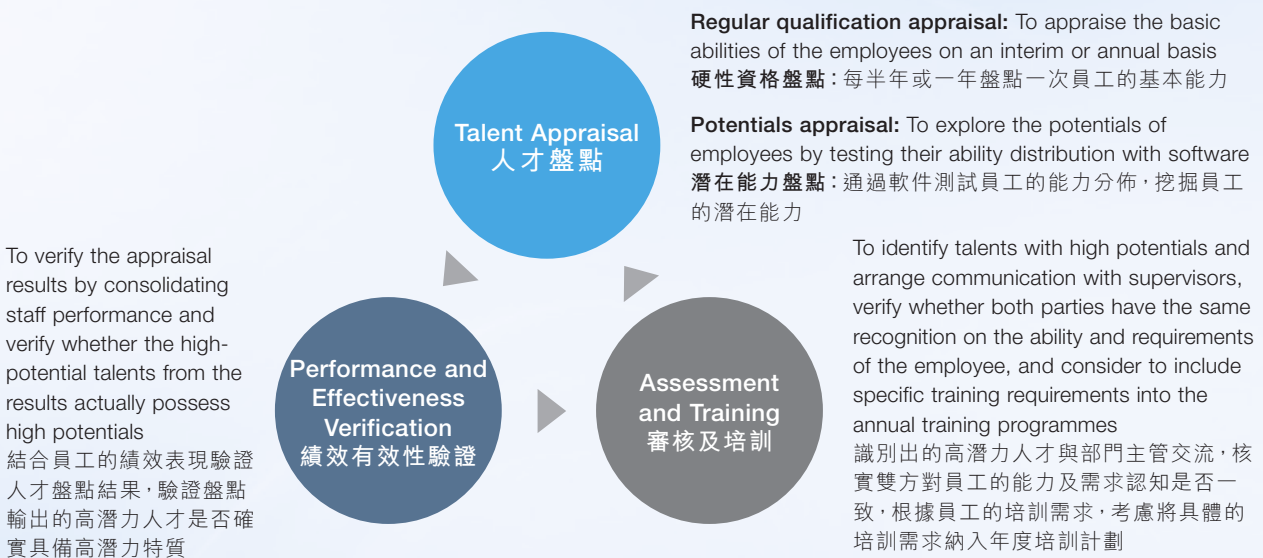


# Environmental, Social and Governance Report

## 環境、社會及管治報告

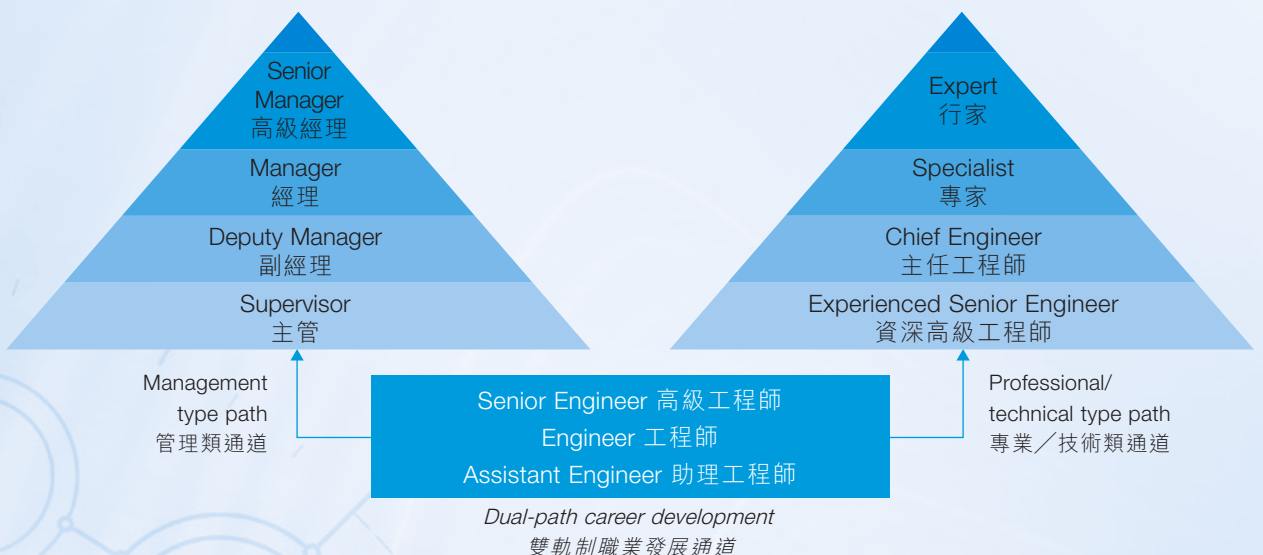
By establishing a closed-loop procedure of “Talent Appraisal – Performance and Effectiveness Verification – Assessment and Training”, the Group identified internal talents with high potentials and provided them with development opportunities.

本集團通過設立「人才盤點－績效有效性驗證－審核及培訓」這一閉環流程識別內部高潛力人才並為其提供發展機會。



To satisfy business development needs, the Group established dual-path career development, providing the employees with two major career development paths, i.e. management type and professional or technical type. We respect the employees' decision of career development and the employees can choose their own career development direction and decide to pursue promotion vertically in the same path or switch to another based on their own strengths, professional interests and the development plan of the Group.

為配合業務發展需要，本集團建設雙軌制職業發展通道，為員工提供管理類、專業或技術類兩大類職業發展途徑。我們尊重員工的職業發展意向，員工可自行選擇職業發展方向，可選擇在一條通道內縱向晉升，亦可根據個人專長、職業興趣及結合集團發展規劃變更晉升通道。



# Environmental, Social and Governance Report

## 環境·社會及管治報告

### Occupational Safety and Health

The Group cares about staff members' occupational safety and health and has strictly complied with relevant laws and regulations<sup>3</sup>. The Group has established a comprehensive occupational health and safety system to prevent accident and strived for providing a safe and healthy working environment for staff members. Currently, we have received the OSHAS18001 certification, the certificate on III-grade enterprise of work safety standardisation and the compliance certificate in terms of work safety. During the Year, the Group was not aware of any violation of relevant laws and regulations that have a significant impact on the Group on providing a safe working environment and protecting employees from occupational hazards.

### Create Safe Production Environment

During production, staff members face two major safety risks of flammable and explosive as well as mechanical injury. To create a safe and healthy production environment, the Group has established a series of policies on safe production, which focused on identified significant sources of risks, determined control procedures such as target setting, management plan, contingency plan and response. Through comprehensive corporate safety risk assessment on factories including production areas, staff living areas and public areas, we have formed a "List of Company Safety Risks" with 369 items and prepared a safety risks map. Among which, 26 were of greater risk, 54 were of general risk and 289 were of low risk and there was no significant risk. We used the information from the assessment to further improve safe production standards and system and optimise management and control measures. In addition, adhering to the safety work policy of "Safety and Prevention First", we inspect daily production and system operation regularly to eliminate existing or potential safety risks.

During the Year, through potential risk investigation, we discovered 78 potential safety risks on safe production. All of them had been rectified and responded by corresponding departments and all rectifications had been completed or in progress.

<sup>3</sup> For relevant laws and regulations on occupational safety and health, please refer to the section of "Laws and Regulations"

### 職業安全與健康

本集團關注員工的職業安全與健康，嚴格遵守有關法律法規<sup>3</sup>，建立起完善的職業健康安全體系，減少事故發生，致力為員工提供一個安全健康的作業環境。目前，我們已取得OSHAS18001之安全證書、安全生產標準化三級企業證書、安全生產守法證明。年內，本集團並不知悉任何違反有關提供安全工作環境及保障僱員避免職業危害的法律法規且對本集團造成重大影響的事宜。

### 打造安全生產環境

員工於生產過程面對易燃易爆、機械傷害兩大類安全風險。為營造一個安全健康的生產環境，本集團已制定一系列安全生產有關的政策，針對識別出的重大危險源，確定目標、管理方案、應急準備及響應等控制程序。通過對工廠包括生產區域、員工生活區域、公共區域等進行全方位的企業安全風險評估，我們形成「公司安全風險清單」共369條，繪製安全風險地圖，其中較大風險26條，一般風險54條，低風險289條，並無重大風險。我們利用評估的信息，進一步完善安全生產的標準及制度，優化管控措施。此外，秉持「安全第一、預防為主」的安全工作方針，我們定期檢查日常生產及系統運作，以消除現存或潛在的安全隱患。

年內，我們通過隱患排查共檢查出78項安全生產隱患，所有隱患均得到對應部門的整改回復，全部均已完成或正在進行整改。

<sup>3</sup> 職業安全與健康有關法律法規請參見「法律及法規」章節

# Environmental, Social and Governance Report

## 環境·社會及管治報告



### Chemicals management 化學品管理

- Fully consider storage space during procurement, understand conditions of safe storage, production period and storage period  
採購時充分考慮倉儲空間、瞭解安全倉儲的條件、生產期及倉儲期限
- Sealed storage, separate storage, clear labelling  
密封倉儲、分開存放、標識清楚
- Keep outbound records and use them correctly  
做好出庫記錄、正確使用



### Safety check for equipment 設備安全檢查

- The Factory Affairs Department conducts monthly safety inspection for workshop, identifies issues and follows up rectification results  
廠務部每月對車間進行安全檢查，發現問題並跟蹤整改結果
- Carry out safety performance inspections on specific equipment according to their inspection cycles  
按檢驗週期對特種設備進行安全性能檢驗



### Safety risk signs 安全風險告知標識

- Put up safety risk signs and prepare a standing book for signs  
根據安全風險辨識評估結果設置安全風險告知標識，並建立標識台賬
- Put up safety risk signs at risky spots and sources of danger  
於風險點、危險源等設置公告牌
- Put up emergency evacuation maps at eye-catching positions of all sites  
於各場所醒目位置設置應急疏散圖



### Contingency plan 應急預案

- Establish comprehensive contingency plans and specific contingency plans for various potential safety incidents  
針對各類可能發生的安全事故制定綜合應急預案及專項應急預案
- Launch the response and carry out remedy in occurrence of incidents  
事故發生時啟動響應程序開展施救
- Analyse process of incidents and improve contingency plans  
事後分析事件過程，改進應急措施

Management measures for safe production  
安全生產管理措施

# Environmental, Social and Governance Report

## 環境·社會及管治報告

### Create Safety Culture

Reinforcing staff safety education is an important component of safe production, which helps raise staff members' safety production awareness and emergency response capabilities. The human resources department is responsible for providing a health and safety training scheme. After training, staff members are required to pass an assessment before they take up their roles. We carry out regular trainings about chemical usage and treatment to ensure reasonable measures are adopted by relevant personnel in case of emergency. We hold fire drill twice a year to provide staff members with safety and fire education and allow them to keep abreast of knowledge such as general knowledge on fire safety, use of fire equipment and evacuation and self-help measures. During the Year, the Group's total person-times that have received safety and health training reached approximately 14,124 and total training hours was approximately 19,077 hours.

### Prevention of Occupational Diseases

The Group has developed the Management Measures on the Prevention and Control of Occupational Diseases (《職業病預防與控制管理規定》) to prevent, control and eliminate occupational diseases and protect staff members' physical and mental health. We fulfill disclosure obligations on occupational disease risks in compliance with the laws, clearly inform staff members risk factors and consequences exposing at work and provide them with correspondence precautions. In addition, occupational health checks are required before new staff members start working, and health checks for current staff members exposing to occupational risks have been arranged to monitor staff health. If occupational risk factors in working environment are found inconsistent with health standards, the competent department shall carry out rectifications immediately. The administration department shall follow up and reassess the rectifications continuously until in conformity with national health standards.

### 營造安全文化

加強員工的安全教育為安全生產的重要組成部分，有助於提高員工的安全生產意識及應急能力。人力資源部負責提供健康與安全的培訓計劃，員工經培訓後需通過考核才可上崗工作。我們定期開展化學品使用和處理培訓，確保發生緊急情況時有關人員能採取合理的處理措施。我們每年舉行兩次消防演習，對員工進行安全消防教育工作，讓員工掌握消防安全常識、消防器材的使用及逃生自救措施等知識。年內，本集團接受安全健康培訓總人次達約14,124人次，培訓總時數約為19,077小時。

### 預防職業病

本集團制定《職業病預防與控制管理規定》，以預防、控制及消除職業病危害，保護員工身心健康。我們依法履行職業病危害告知義務，清楚告知員工作业期間面臨的危害因素及後果，並為其配備相應的防護措施。此外，我們要求新員工上崗前需接受職業健康體檢，組織面對職業危害的在職員工體檢，監護員工的身體健康狀況。若發現作業場所職業病危害因素不符合衛生標準，相關責任部門應立即整改，行政部將持續跟蹤整改情況並重新檢測，直至符合國家衛生標準為止。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Response to Emergency Safety Incident

To control the impact of loss and casualties from risks on the Group, we have established a “Contingency Plan” to effectively respond to emergency safety incidents such as earthquake and explosion. In case of significant risk anomalies, we shall initiate the emergency response team at once and assign responsibilities in regard of department functions and professional characteristics in an endeavour to minimise impact of emergencies.

### 應對緊急安全事件

為控制風險帶來的損失及傷亡對本集團的影響，我們制定《緊急應變計劃》，有效應對地震、爆炸等緊急安全事故。當發生重大風險的異常情況時，我們第一時間啟動重大風險緊急處理小組，根據各職能部門和專業特點進行分工工作，盡量將緊急事故的影響降至最小。

#### Case study: Fight against COVID-19 to protect staff

##### 案例：抗戰新型冠狀病毒肺炎，為員工保駕護航

In late January 2020, the Group started to fight the epidemic. We formed an epidemic response team with nearly 100 staff members from administration and human resources departments. They worked overtime to facilitate the Group’s epidemic response work. By issuing the “Notice to All Staff Members” (《告全體員工書》), the Group specified management and control requirements and precautions during the epidemic. The Group prepared for the “Q Technology Staff Prevention Knowledge Manual”(《丘鈦科技員工防疫知識手冊》) to promote epidemic prevention knowledge; and issued the “Punishment in Breach of Company’s Requirements During Epidemic Prevention”(《關於疫情防控期間違反公司規定的處罰條例》) to ensure effective implementation of epidemic precautionary actions. Detailed epidemic precautionary measures are as follows:

本集團於2020年1月下旬打響疫情防控攻堅戰。我們成立防疫應急小組，近百名行政、人事部門員工加班加點有序推進集團的防疫工作。通過發佈《告全體員工書》，明確疫情期間的管控規定、注意事項；制定《丘鈦科技員工防疫知識手冊》以宣傳防疫知識；並頒布《關於疫情防控期間違反公司規定的處罰條例》以確保防疫工作的有效實施。防疫措施細則列舉如下：

- Carry out regular disinfection in production areas and living areas and maintain good ventilation  
對生產工作區和生活區進行定時消毒且保持良好通風環境
- “Risk persons”, such as those who have been to major epidemic areas in the near term, are prohibited from entering the premises of the Group  
禁止「風險人員」，如近期內去過重大疫情地區的人員進入本集團
- Returning personnel are requested to be put in quarantine and observation at the established quarantine area with meals provided  
要求返廠人員需於設立的隔離區進行隔離觀察，為其提供三餐
- Public areas such as the activity centre and smoking areas are closed  
關閉活動中心、吸煙區等公共區域
- Partition plates are put at the canteen to prevent staff members from dining face-to-face  
於食堂安置隔離板，禁止員工面對面用餐

# Environmental, Social and Governance Report

## 環境·社會及管治報告

### Research and Development (R&D) Innovation

The Group has continuously promoted R&D of new products and new processes, with an emphasis on the R&D work of miniaturisation technology and ultra-high-end pixel camera modules to strive for satisfying customers' further product needs and to provide consumers with better products and experience. Currently, we have a total of 126 authorised and valid inventions and utility model patents and 201 inventions and utility model patents under review. In addition, we have a total of 5 PCT patent applications and 1 patent application for a Korean invention.

### Intellectual Property Protection

The Group has formulated the Intellectual Property Management Practices (《知識產權管理作業辦法》) to regulate patent application and management work. Upon filing of a project, the patent engineer will keep in touch with the R&D engineer in charge of the project to learn comprehensively the technology solution for project design and carry out patent layout specifically. The Group also screens existing technology through third-party searching tools to prevent infringement. We will also submit relevant information to the patent firm for secondary screening to ensure no risk of infringement. Based on the patent rating results, we will determine the type of patent application and award the patent inventor with invention bonus according to patent rating. During the Year, the Group has strictly complied with relevant laws and regulations<sup>4</sup> and did not involve in any important litigation regarding infringement of intellectual property.

<sup>4</sup> For relevant laws and regulations on intellectual property protection, please refer to the section of "Laws and Regulations"

### 研發創新

本集團持續推進新產品及新工藝的研發，專注於小型化技術、超高端像素攝像頭模組等方面的研發工作，致力於滿足客戶進一步的產品需求，為消費者提供更優質的產品及體驗。目前，我們共有126項授權並有效的發明及實用新型專利，審查中的發明及實用新型專利合共201項。此外，我們共有5項PCT專利申請，及1項韓國發明專利申請。

### 知識產權保護

本集團制定《知識產權管理作業辦法》，規範專利申請及管理工作。項目立案後，專利工程師與負責項目的研發工程師保持交流，充分瞭解項目設計的技術方案，針對性地進行專利佈局。本集團同時利用第三方檢索工具篩查現有技術，防止侵權。我們亦將有關資料交予專利事務所，由其負責二次篩查，確保不涉及侵權風險。基於專利評級結果，我們確定專利申請類型，並按照專利等級對專利發明人提供發明獎勵金。年內，本集團嚴格遵守有關法律法規<sup>4</sup>，並不涉及任何與侵犯知識產權有關的重大訴訟。

<sup>4</sup> 知識產權保護有關法律法規請參見「法律及法規」章節

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Supplier Management

Qualified and responsible suppliers are essential to the quality of the products provided by us. Through enhancing development and regular assessment and management on suppliers, we ensured stable supply of qualified and reasonably-priced materials and services by suppliers in long run. To timely identify procurement risks, the Group has analysed suppliers' resource pool, material supply risks and procurement price regularly. If risks are found, procurement strategies will be adjusted immediately. During the Year, the Group had over 200 qualified suppliers, most of which were located in Mainland China.

### 供應商管理

合格且負責任的供應商對於我們提供的產品質量至關重要。通過加強對供應商的開發及定期考評管理，確保供應商保持長期、穩定地提供質量合格、價格合理的物料及服務能力。為及時識別採購風險，本集團定期對供應商資源池、物料供應風險、採購價格三方面進行分析，若發現風險，將立即調整採購策略。年內，本集團共有合格供應商超過二百家，大部分供應商位於中國大陸。



Screening and evaluation of suppliers  
供應商篩選及審核

# Environmental, Social and Governance Report

## 環境·社會及管治報告

### Social Responsibility of Suppliers

With global social responsibility as objective, we have implemented socially responsible procurement. Through signing the Corporate Social Responsibility Agreements (《企業社會責任協議》) (“CSR Agreements”), we set out social responsibility requirements to be followed by suppliers when they provide products or services to facilitate sustainable development of the industry value chain.

The Group’s qualified supplies are required to obtain the OHSAS18001 certificate and the ISO14001 certificate and enhance CSR system establishment and implementation in respect of human rights, health and safety, environment protection, business ethics, social responsibility and management according to the signed CSR agreements. We also require qualified suppliers to list CSR as requisite conditions or threshold criteria for the selection of new suppliers so as to extend sustainable development to second-tier suppliers.

We evaluate suppliers’ CSR performance regularly and carry out on-site review from time to time. If suppliers are found to fail in fulfilling requirements under the agreements, we will require timely improvements by them; if supplies are found to have serious CSR issues or fail to make timely improvements, we will reduce orders gradually or even cancel cooperation.

### 供應商之社會責任

我們將全球化社會責任作為目標，實施社會責任採購，通過與供應商簽署《企業社會責任協議》（「CSR協議」），列明供應商於提供產品或服務時需遵循社會責任要求，促進產業鏈的可持續發展。

本集團的合格供應商需獲得OHSAS18001證書及ISO14001證書，並參照簽訂的CSR協議，加強對人權、健康和 safety、環境保護、商業道德、社會責任、管理體系等方面的CSR體系建設及實施。我們亦要求合格供應商需將CSR列為其選擇新供應商的必要條件或門檻標準，從而將可持續發展管理延伸至二級供應商。

我們定期評估供應商的CSR績效和不定期進行現場稽查。若發現供應商未達協議要求，要求其適時改進；若發現供應商存在嚴重的CSR問題或不能及時改善，將逐漸減少訂單，甚至取消合作。



# Environmental, Social and Governance Report

## 環境·社會及管治報告

### Environmental and Substance Control

To enhance environmental and toxic and hazardous substance control from the source, we have signed the Suppliers' Environment and Substance Management Agreements (《供應商環保物質管理協議》) with suppliers to specify our expectations on the fulfilment of green and environmental responsibilities by the suppliers.

### 環境物質管控

為從源頭加強環保及有毒有害物質的管控，我們與供應商簽訂《供應商環保物質管理協議》，表明我們對供應商履行綠色環保責任的期望。

Products provided by suppliers shall be conformed with the content requirements of prohibited substances under the Group's Environment and Substance Control Standards (《環境物質管控標準》) 供應商提供的產品需符合本集團《環境物質管控標準》中禁用物質的含量要求

Green materials provided by suppliers shall be conformed with local environment laws and regulations in the place of shipment, such as the UN's RoHS Directive and Reach Regulation 供應商提供的環保物料需遵守發貨地當地環保法律法規，如歐盟RoHS指令、Reach指令

Suppliers shall establish an environment control system for toxic and hazardous substances 供應商需建立有毒有害物質環保管控體系

Suppliers shall provide a test report of specific toxic and hazardous substances contents 供應商需提供指定有毒有害物質含量的檢測報告

Suppliers are encouraged to convey the contents of the agreements to second-tier suppliers 鼓勵供應商將協議內容傳達至二級供應商

If the material batches provided by suppliers are not environmentally friendly, the Group is entitled to request for compensation and investigate legal liability of suppliers as the case may be 若供應商提供的物料批量不環保，本集團有權要求賠償並視情況追究供應商的法律責任

*Toxic and hazardous substance control requirements for suppliers*

*有毒有害物質供應商管控要求*

# Environmental, Social and Governance Report

## 環境·社會及管治報告

### Supplier Communication

The Group is committed to maintaining sound and effective communication with suppliers and ensure consistent information and objective of both parties through interactions with suppliers in respect of core value and procurement vision. In addition, we also provide integrity training for suppliers and explained specific contents and violation under the Anti-corruption Procurement Agreements (《陽光採購協議》) signed to the suppliers in order to achieve the goals of cooperating in good faith and realising win-win situations.

### Quality Assurance

The Group's quality policy is "Standardised management, technology innovation, continuous improvement, customer satisfaction". Through combining industry characteristics, we have carried out quality management work orderly and pursued continuous enhancement of products and service quality. During the Year, we have obtained certification of the ISO9001:2015 Quality Management System and set out quality management roles of all departments in the Quality Manual (《質量手冊》). Among which, the technology department is required to understand technology and parameter requirements under contracts or orders correctly, analyse the Group's technology capability to meet contracts or orders and ensure that the Group is capable to provide products that meet customers' requirements. The quality department is responsible for product quality examination of raw materials, production process, finishing process and delivery process. All departments are responsible for their own functions and coordinated with one another. The Group has strictly complied with relevant laws and regulations<sup>6</sup> and was not aware of any violation of laws and regulations that have a significant impact on the Group regarding health and safety, advertising, advertising and confidentiality of products and services and remedies during the Year.

<sup>6</sup> For relevant laws and regulations on quality management, please refer to the section of "Laws and Regulations"

### 供應商溝通

本集團致力於與供應商保持良好有效的溝通，通過核心價值觀及採購願景等方面與供應商進行互動，確保雙方信息和目標一致。此外，我們亦為供應商提供廉潔培訓，向供應商解讀簽訂的《陽光採購協議》的具體內容及違規說明，達到誠信合作、實現共贏的目的。

### 質量保證

本集團的質量方針為「規範管理、技術創新、持續改進、顧客滿足」，通過結合行業特點，有序開展質量管理工作，追求產品及服務質量的持續進步。我們已於年內通過ISO9001:2015質量管理體系認證，並於《質量手冊》列明各部門的質量管理職責，其中，技術部需正確理解合同或訂單的技術及參數要求，分析集團滿足合同或訂單的技術能力，確保集團有能力提供滿足客戶要求的產品。質量部負責原材料、製程過程、成品過程、出貨過程的產品質量檢驗。各部門各司其職，互相配合。本集團嚴格遵守相關法律法規<sup>6</sup>，並不知悉於年內任何違反有關提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的法律法規且對本集團造成重大影響的事宜。

<sup>6</sup> 質量管理有關法律法規請參見「法律及法規」章節

# Environmental, Social and Governance Report

## 環境·社會及管治報告

### Protection from Electrostatics

Preventing and eliminating static electricity risks at storage and production site play a key role in stabilising and enhancing product yield and quality. We required class 10 clean room workshops, fingerprint workshops and working areas involving electrostatic discharge device within the factory to be strictly conformed with the ESD Protection and Control Procedures (《ESD防護控制程序》) and perform electrostatic protection and control works comprehensively. Receiving electrostatic knowledge training and education was a basic requirement for staff members working at the anti-static work areas and also the fundamental method to reduce static electricity risks. Staff members must receive electrostatic protection training and pass certification. In addition, we carried out regular examination on anti-static work areas, checking all equipment, major areas and whether staff training was qualified so that we could identify issues and adopt rectification measures in a timely manner.

### Disposal of Unqualified Products

We have rigidly controlled and disposed of unqualified products (including doubt products) arising from feedstock, production and processing and after delivery. In compliance with the Unqualified Products Control Procedures (《不合格產品控制程序》), we have adopted different disposal methods for unqualified products discovered from different processes in order to prevent unqualified products from unexpected use or delivery.

### 靜電防護

預防、消除倉儲及生產現場的靜電危害對穩定及提高產品良率及質量起關鍵作用。我們要求工廠內十級無塵室車間、指紋車間，以及從事靜電放電器件有關的作業區域嚴格遵照《ESD防護控制程序》，做好靜電防護控制工作。接受靜電知識培訓及教育是對於防靜電工作區的作業員工的基本要求，亦是減少靜電危害的根本方法，員工必須經過靜電防護培訓並認證合格。此外，我們對防靜電工作區進行定期檢驗，檢查各項設備、重點區域、員工培訓是否合格，及時發現問題並採取糾正措施。

### 不合格品處理

我們嚴格控制及處理進料、生產加工、交付後所產生的不合格品（包括可疑品），依據《不合格產品控制程序》，對不同流程發現的不合格品採取不同的處置方式，以防止不合格品被非預期使用或交付。

# Environmental, Social and Governance Report

## 環境·社會及管治報告

### Handling Customers' Complaints

We have accepted customers' feedback and complaints sincerely, strived for handling customers' complaints properly in shortest time and satisfied other requests from customers as far as we could to maintain customers' satisfactory.

### 客戶投訴處理

我們真誠接受客戶的反饋及投訴，爭取在最短的時間內妥善處理客戶投訴，並盡量滿足客戶的其他要求，維護客戶滿意度。



#### Customer Complaint Handling Procedure 客訴處理流程

### Information Security

"Meeting customers' requirements, ensuring information security, complying with laws and regulations as well as improving management continuously" is the Group's policy direction on the information security management. We understand that information security is of utmost importance to the corporate management. During the Year, the Group's information security management system was certified with the ISO/IEC27001:2013 standard.

By analysing the conditions of each information asset and other factors, we identify the threats faced by all information assets and assess the risk level and possible degree of loss. The "Risk Management Plans" is formulated based on the assessment result to clearly state the responsible department for risk management, approach and time frame. Moreover, we attach great importance to the information security training for our employees to improve their awareness and capabilities of information security.

### 信息安全

「滿足客戶要求，保障信息安全，遵守法律法規，持續改進管理」乃本集團的信息安全管理方針。我們了解信息安全是企業管理的重中之重，於年內本集團的信息安全管理體系已通過ISO/IEC27001:2013認證。

我們通過分析每一項信息資產所處的環境等因素，識別出所有信息資產面臨的威脅，評估風險等級及可能損失程度，給予評估結果，形成《風險處理計劃》，明確風險處理責任部門、方法及時間。我們亦重視員工的信息安全培訓，以提高全員的信息安全意識及能力。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

In order to test the operating effectiveness of the information security management system and its compatibility with the Group's operations, we organise an internal review for the information security scope and direction as well as the effectiveness of control measures at least once a year, so as to continuously improve the information security management system.

### Building Integrity

The Group is committed to operating its business with fairness, honesty, integrity and transparency, and opposes obtaining commercial or personal benefits through, whether directly or indirectly, bribery. In addition to complying with relevant laws and regulations<sup>7</sup>, we have formulated internal policies including the "Management System of Anti-Unfair Competition and Prevention of Insider Trading" and the "Anti-Fraud Management System" to strengthen internal integrity management and ensure a healthy and sustainable development for the Group.

We require all staff members, including managers and directors, to adhere to business ethics management, and always strive to maintain a fair relationship with customers, suppliers, competitors and the public. It is prohibited to obtain or maintain business relationships by bribery, kickbacks or offering money to other person in any direct or indirect way. Employees shall not take or illegally receive properties by taking advantage of their positions. Moreover, we have extended the integrity works to the employment mechanism to prevent nepotism. For personnel promotion, salary adjustment, rewards and appraisal, employees with higher rank and having intimate relationship with the appraisee should be avoided.

為檢驗信息安全管理体系运行的有效性及與集團營運的契合度，我們每年至少組織一次內部審核，對信息安全範圍、方針及控制措施的有效性進行評審，不斷完善信息安全管理体系。

### 廉潔建設

本集團堅持公平、誠信、廉潔及透明地經營業務，反對通過直接或間接的方式行賄受賄以取得商業或個人利益。除遵守相關的法律法規<sup>7</sup>之外，我們制定《反不正當競爭及防止內幕交易管理制度》、《反舞弊管理制度》等內部政策，加強內部廉潔管理，保證集團健康、持續發展。

我們要求包括管理者及董事在內的每位員工都應遵循商業道德管理，時刻致力於保持與客戶、供應商、競爭者、公眾之間的公平關係，不得以賄賂、回扣或其他任何形式提供他人款項以直接或間接獲取或保持商務關係。員工亦不得利用職務之便，索取或非法收受財物。此外，我們將廉潔工作延伸至用人機制中，杜絕任人唯親的不良現象，涉及人員晉升、調薪、獎勵及評優時，屬於裙帶關係的職別較高的員工應迴避。

<sup>7</sup> For anti-corruption laws and regulations, please refer to the section headed "Law and Regulations"

<sup>7</sup> 反貪腐有關法律法規請參見「法律及法規」章節

# Environmental, Social and Governance Report

## 環境·社會及管治報告

### Whistle-blowing Policy

The procedure department is the Group's anti-fraud reporting centre, which is responsible for accepting reports and complaints of fraudulent practice as well as recording, reporting, investigating and following up on disciplinary violations. In order to effectively prevent fraudulent practice, we encourage our employees to report disciplinary violations by phone, email, etc. The procedure department regularly checks whether the reporting channels are functional or not. After receiving a report, the procedure department will conduct an investigation and report the investigation result to the management with suggestions for rectification and treatment, so as to assist the management in carrying out remedial measures. During the Year, the Group was not aware of any violation of laws and regulations related to the prevention of bribery, extortion, fraud and money laundering which had a significant impact on the Group, nor did it involve any corruption cases.

### 舉報政策

流程部是本集團反舞弊舉報受理中心，負責受理對舞弊行為的舉報投訴，對違紀違規行為進行記錄、匯報、調查及後續跟蹤。為有效防範舞弊行為，我們鼓勵員工通過舉報電話、電子郵箱等方式舉報違紀違規行為，流程部需定期檢查舉報渠道是否暢通。接收到舉報事項後，流程部展開調查，並將調查結果匯報至管理層，提出整改及處理建議，協助管理層開展補救措施。年內，本集團並不知悉任何違反有關防止賄賂、勒索、欺詐及洗黑錢的法律法規且對本集團造成重大影響的事宜，亦無涉及任何貪污個案。

#### Whistle-blower protection measures:

- Reporting information and record is confidential
- Whistle-blower can choose to report anonymously
- Those who violate the rules to disclose the information of whistle-blower or take revenge on the whistleblower will be punished accordingly or even transferred to judicial authorities for handling

#### 舉報保護措施：

- 對舉報信息及舉報記錄保密
- 舉報者可選擇匿名舉報
- 對違規洩露舉報者信息或對舉報者進行打擊報復的人員，給予相應處理甚至移送司法機關處理

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Integrity Education

We pay great attention to integrity education. Trainings and communication activities for professional code of ethics are organised on a regular basis, and the anti-fraud policies and whistle-blowing procedures are promoted through employee manuals, rules and systems and internal networks to ensure our employees understand the full content of anti-fraud policies and clarify their responsibilities in complying with anti-fraud policies. We also conduct integrity trainings and sign integrity agreements with relevant employees. If a material fraudulent event is discovered to be universal, we will notify all employees and make it as a warning.

### Community Engagement

As a socially responsible group, we actively participate in the construction and development of the local community and fulfil our corporate citizenship responsibilities, focusing on caring for the elderly, helping the disabled and the poor, caring for children, etc. We have organized employees to make donation to Huanglong Village, Anhui Province in assisting poverty alleviation, which was fully recognised by the villagers. Besides, the summer camp which we organised for the first time was highly appreciated. By providing three meals a day and guidance to children, their lives during summer were enriched. The Group's voluntary work accumulated to approximately 1,000 hours during the Year.

### 廉潔教育

我們高度重視廉潔教育，定期舉行有關職業道德守則的培訓及溝通活動，通過員工手冊、規章制度及內部網路等方式，宣傳反舞弊政策及檢舉程序，以保證員工理解反舞弊政策的全部內容，明確其於遵守反舞弊政策方面的職責。我們亦對有關員工進行誠信廉潔培訓並與其簽訂誠信廉潔協議。若發現重大舞弊事件具有普遍性，我們將通報全體員工，起引以為戒的作用。

### 社區參與

作為一家具有社會責任感的集團，我們積極參與當地社區的建設與發展，履行企業公民責任，專注於愛老敬老、助殘助困、關愛兒童等領域。我們組織員工為安徽省黃龍村捐款，助力其脫貧攻堅，此行動得到村民的一致肯定。此外，我們首次舉辦的暑期夏令營亦獲得一致好評，通過為參與的孩子提供一日三餐和輔導，豐富孩子的暑期生活。年內，本集團累計義務工作小時數達約1,000小時。

# Environmental, Social and Governance Report

## 環境·社會及管治報告

### Laws and Regulations

For different ESG aspects, the Group strictly complies with the applicable national laws and regulations listed in the following table:

### 法律及法規

針對不同ESG層面，本集團嚴格遵守國家適用的法律法規，並列於下表：

Aspect 層面	Applicable Laws and Regulations 適用的法律及法規	Corresponding Section 對應章節
Emissions 排放物	<ul style="list-style-type: none"> <li>Law of the People's Republic of China on the Prevention and Control of Atmospheric Pollution 《中華人民共和國大氣污染防治法》</li> <li>Water Pollution Prevention and Control Law of the People's Republic of China 《中華人民共和國水污染防治法》</li> <li>Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Wastes 《中華人民共和國固體廢棄物污染環境防治法》</li> <li>Soil Pollution Prevention and Control Law of the People's Republic of China 《中華人民共和國土壤污染防治法》</li> <li>Cleaner Production Promotion Law of the People's Republic of China 《中華人民共和國清潔生產促進法》</li> <li>Directory of National Hazardous Wastes 《國家危險廢物名錄》</li> <li>Integrated Emission Standards of Air Pollutants 《大氣污染物綜合排放標準》</li> <li>Integrated Wastewater Discharge Standards 《污水綜合排放標準》</li> <li>Standards on Storage and Pollution Control of Hazardous Wastes 《危險廢物貯存污染控制標準》</li> <li>Emission standard of air pollutants for coal-burning oil-burning gas-fired boiler 《鍋爐大氣污染物排放標準》</li> <li>Occupational exposure limits for hazardous agents in the workplace Part 1: Chemical hazardous agents 《工作場所有害因素職業接觸限值第1部分：化學有害因素》</li> <li>Occupational exposure limits for hazardous agents in the workplace Part 2: Physical agents 《工作場所有害因素職業接觸限值第2部分：物理因素》</li> </ul>	Emission Monitoring and Control 排放監控



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Aspect 層面	Applicable Laws and Regulations 適用的法律及法規	Corresponding Section 對應章節
Resources consumption 資源耗用	<ul style="list-style-type: none"> <li>Energy Conservation Law of the People's Republic of China 《中華人民共和國節約能源法》</li> <li>Circular Economy Promotion Law of the People's Republic of China 《中華人民共和國循環經濟促進法》</li> </ul>	Resources consumption 資源耗用
Environmental and natural resources 環境及天然資源	<ul style="list-style-type: none"> <li>Environmental Protection Law of the People's Republic of China 《中華人民共和國環境保護法》</li> </ul>	Environment management 環境管理  Response to environmental emergency incident 應對突發環境事件
Employment 僱傭	<ul style="list-style-type: none"> <li>Labour Law of the People's Republic of China 《中華人民共和國勞動法》</li> <li>Labour Contract Law of the People's Republic of China 《中華人民共和國勞動合同法》</li> <li>Hong Kong Employment Ordinance 香港《僱傭條例》</li> </ul>	Talent management 人才管理
Health and safety 健康與安全	<ul style="list-style-type: none"> <li>Production Safety Law of the People's Republic of China 《中華人民共和國安全生產法》</li> <li>Regulations of Jiangsu Province on Work Safety 《江蘇省安全生產條例》</li> <li>Fire Control Law of the People's Republic of China 《中華人民共和國消防法》</li> <li>Law of the People's Republic of China on the Prevention and Treatment of Occupational Diseases 《中華人民共和國職業病防治法》</li> </ul>	Occupational safety and health 職業安全與健康

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Aspect 層面	Applicable Laws and Regulations 適用的法律及法規	Corresponding Section 對應章節
<b>Labour standards</b> 勞工準則	<ul style="list-style-type: none"> <li>Provisions on the Prohibition of Using Child Labour 《禁止使用童工規定》</li> <li>Law of the People's Republic of China on the Protection of Minors 《中華人民共和國未成年人保護法》</li> </ul>	Talent management- prohibition of child and forced labour 人才管理－杜絕童工及 強制勞工
<b>Product responsibilities</b> 產品責任	<ul style="list-style-type: none"> <li>Product Quality Law of the People's Republic of China 《中華人民共和國產品質量法》</li> <li>Law of the People's Republic of China on the Protection of Consumer Rights and Interests 《中華人民共和國消費者權益保護法》</li> <li>Intellectual Property Law of the People's Republic of China 《中華人民共和國知識產權法》</li> <li>Tort Law of the People's Republic of China 《中華人民共和國侵權責任法》</li> <li>Patent Law of the People's Republic of China 《中華人民共和國專利法》</li> <li>Hong Kong Personal Data (Privacy) Ordinance 香港《個人資料(私隱)條例》</li> </ul>	R&D innovation 研發創新  Quality assurance 質量保證  Information security 信息安全
<b>Anti-corruption</b> 反貪腐	<ul style="list-style-type: none"> <li>Criminal Law of the People's Republic of China 《中華人民共和國刑法》</li> <li>Anti-unfair Competition Law of the People's Republic of China 《中華人民共和國反不正當競爭法》</li> <li>Hong Kong Prevention of Bribery Ordinance 香港《防止賄賂條例》</li> </ul>	Building integrity 廉潔建設

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Performance Data Summary

### 數據表現摘要

		2019 二零一九年	2018 二零一八年	
Environmental 環境	<b>Flue Gas Emissions*</b>	<b>廢氣排放量*</b>		
	Non-methane hydrocarbons (kg)	非甲烷總烴 (公斤)	163.73	
	Sulphur oxides (SO <sub>x</sub> ) (kg)	硫氧化物(SO <sub>x</sub> ) (公斤)	0.81	
	Nitrogen oxides (NO <sub>x</sub> ) (kg)	氮氧化物(NO <sub>x</sub> ) (公斤)	28.86	
	Particulate matter (PM) (kg)	懸浮顆粒(PM) (公斤)	2.12	
	<b>Wastewater Discharge</b>	<b>廢水排放量</b>		
	Total wastewater discharge volume (m <sup>3</sup> )	廢水排放總量 (立方米)	4,101	3,374
	Total wastewater recycling volume (m <sup>3</sup> )	廢水回收總量 (立方米)	36,909	30,445
	COD discharge (kg)	COD排放量 (公斤)	74.36	–
	Ammonia nitrogen emissions (kg)	氨氮排放量 (公斤)	1.08	–
	<b>Waste</b>	<b>廢棄物</b>		
	<b>Non-hazardous waste</b>	<b>無害廢棄物</b>		
	Industrial waste (ton)	工業垃圾 (公噸)	150	–
	Household waste (ton)	生活垃圾 (公噸)	450	–
	<b>Hazardous waste</b>	<b>有害廢棄物</b>		
	Hydrocarbons and water mixtures for ultrasonic cleaning (ton)	用於超聲波清洗的烴、水混合物 (公噸)	19.5	26.0
	Industrial glue and hose (ton)	工業膠水膠管 (公噸)	10.8	8.8
	Waste alcohol soaked wiping cloth (ton)	廢酒精擦拭布 (公噸)	9.8	7.8
	Waste ethyl acetate for cleaning lances (ton)	用於清洗噴槍的廢乙酸乙酯 (公噸)	82.3	97.9
	Waste paint empty bucket (ton)	廢油漆空桶 (公噸)	10.5	6.8
Waste paint slag (ton)	廢油漆渣 (公噸)	23.5	25.0	
Waste tooling (ton)	廢治具 (公噸)	6.0	–	
Liquid waste from the water screens (ton)	水簾幕廢液 (公噸)	102.8	–	

\* Exhaust gas emissions in 2018 included welding waste gas, hot exhaust air and other VOC gas, with a total emission of approximately 5,265 kg. Since 2019, we have been calculating the emissions based on the monitoring report of the emission rate of the major pollutant, non-methane hydrocarbons, issued by the third-party monitoring agency during the Year, while taking into account of the production time of factories. Emissions of SO<sub>x</sub>, NO<sub>x</sub> and PM are calculated based on the travel distance and fuel consumption of vehicles.

\* 2018廢氣排放包括焊接廢氣、熱排風和其他VOC氣體，總排放量約為5,265公斤。2019年起，我們根據第三方監測機構於年內出具的監測報告主要污染物非甲烷總烴的排放速率，結合工廠生產時間計算其排放量。硫氧化物、氮氧化物和懸浮顆粒的排放量則根據車輛的行駛里程及燃油消耗進行計算。

# Environmental, Social and Governance Report

## 環境·社會及管治報告

		2019 二零一九年	2018 二零一八年
<b>Greenhouse Gas</b>	<b>溫室氣體</b>		
Total emissions (tonnes of CO <sub>2</sub> e)	總排放量 (噸二氧化碳當量)	<b>111,411</b>	–
Direct emissions (Scope 1) (tonnes of CO <sub>2</sub> e)	直接排放(範圍一) (噸二氧化碳當量)	<b>159</b>	–
Indirect emissions (Scope 2) (tonnes of CO <sub>2</sub> e)	間接排放(範圍二) (噸二氧化碳當量)	<b>111,252</b>	–
Emission intensity (tonnes of CO <sub>2</sub> e/ '000 pcs sales volume)	排放密度(噸二氧化碳 當量/千件產品 銷售量)	<b>0.22</b>	–
<b>Total resource consumption</b>	<b>資源消耗總量</b>		
<b>Direct energy</b>	<b>直接能源</b>		
Liquefied natural gas (kg)	液化天然氣(公斤)	<b>4,000</b>	–
Gasoline (litre)	汽油(公升)	<b>55,189</b>	–
<b>Indirect energy</b>	<b>間接能源</b>		
Electricity consumption (kWh)	耗電量(千瓦時)	<b>158,140,861</b>	142,024,989
Tap water (m <sup>3</sup> )	自來水(立方米)	<b>1,609,423</b>	1,455,034
<b>Packaging material consumption</b>	<b>包裝材料消耗量</b>		
Carton (ton)	紙箱(公噸)	<b>188</b>	–
Tray (ton)	Tray盤(公噸)	<b>100</b>	–

# Environmental, Social and Governance Report

## 環境、社會及管治報告

		2019 二零一九年	2018 二零一八年	
Employees 員工	<b>Total headcount<sup>(1)</sup></b>	<b>總人數<sup>(1)</sup></b>	<b>3,745</b>	–
	<b>By gender</b>	<b>性別分佈</b>		
	Male	男性	2,748	–
	Female	女性	997	–
	<b>By professional profile</b>	<b>職能分佈</b>		
	Managerial personnel	管理級人員	487	–
	Non-managerial personnel	非管理級人員	3,258	–
	<b>By age</b>	<b>年齡分佈</b>		
	<30	<30	2,322	–
	30-50	30-50	1,420	–
	>50	>50	3	–
	<b>By region</b>	<b>地區分佈</b>		
	Mainland China	內地	3,745	–
	Hong Kong	香港	0	–
	<b>By educational background</b>	<b>學歷分佈</b>		
	University degree and above	大學及以上學歷	660	–
	Below university degree	大學以下學歷	3,085	–
	<b>New employees – by region</b>	<b>新入職情況 – 按地區</b>		
	<b>Number of new employees</b>	<b>新入職人數</b>		
	Mainland China	內地	2,320	–
	Hong Kong	香港	0	–
	<b>Employee turnover – by region</b>	<b>員工流失情況 – 按地區</b>		
	<b>Employee turnover number</b>	<b>員工流失人數</b>		
Mainland China	內地	1,449	–	
Hong Kong	香港	0	–	
<b>Employee turnover rate</b>	<b>員工流失率</b>			
Mainland China	內地	27.9%	–	
Hong Kong	香港	–	–	

<sup>(1)</sup> Excluding staff under labour service agreements and internship agreements.

<sup>(1)</sup> 不包括勞務派遣工和實習生

# Environmental, Social and Governance Report

## 環境·社會及管治報告

		2019 二零一九年	2018 二零一八年
Community 社區	<b>Occupational safety and health training</b>	<b>職業安全與健康培訓</b>	
	Total number of trainees	14,124	–
	Total training hours	19,077	–
	<b>Occupational safety and health performance</b>	<b>職業安全健康績效</b>	
	Number of work accidents	6	–
	Number of workers injured	6	–
	Lost working days due to work-related injury	24	–
	Work-related fatalities	0	–
	Voluntary work (hour)	1,000	–

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Content Index

### 內容索引

KPIs 關鍵績效指標	HKEX ESG Reporting Guide Requirements 香港交易所《環境、社會及管治報指引》要求	Section/Remarks 章節／備註
<b>A. Environmental 環境</b>		
<b>Aspect A1: 層面A1: Emissions 排放物</b>	<p><b>General Disclosure</b> 一般披露</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.</p> <p>有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例的資料。</p>	Emission Monitoring and Control, Laws and Regulations 排放監控、法律及法規
<b>KPI A1.1 關鍵績效 指標A1.1</b>	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Performance Data Summary 數據表現摘要
<b>KPI A1.2 關鍵績效 指標A1.2</b>	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 溫室氣體總排放量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。	Performance Data Summary 數據表現摘要
<b>KPI A1.3 關鍵績效 指標A1.3</b>	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。	Performance Data Summary 數據表現摘要
<b>KPI A1.4 關鍵績效 指標A1.4</b>	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。	Performance Data Summary 數據表現摘要
<b>KPI A1.5 關鍵績效 指標A1.5</b>	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	Emission Monitoring and Control 排放監控
<b>KPI A1.6 關鍵績效 指標A1.6</b>	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	Emission Monitoring and Control 排放監控

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KPIs 關鍵績效指標	HKEX ESG Reporting Guide Requirements 香港交易所《環境·社會及管治報指引》要求	Section/Remarks 章節／備註	
Aspect A2: 層面A2: Use of Resources 資源使用	<b>General Disclosure</b> 一般披露 Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源（包括能源、水及其他原材料）的政策。	Resources Consumption 資源耗用	
	<b>KPI A2.1</b> 關鍵績效 指標A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及／或間接能源（如電、氣或油）總耗量（以千個千瓦時計算）及密度（如以每產量單位、每項設施計算）。	Performance Data Summary 數據表現摘要
	<b>KPI A2.2</b> 關鍵績效 指標A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度（如以每產量單位、每項設施計算）。	Performance Data Summary 數據表現摘要
	<b>KPI A2.3</b> 關鍵績效 指標A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	Resources Consumption 資源耗用
	<b>KPI A2.4</b> 關鍵績效 指標A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	Resources Consumption 資源耗用
	<b>KPI A2.5</b> 關鍵績效 指標A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量（以噸計算）及（如適用）每生產單位佔量。	Performance Data Summary 數據表現摘要
Aspect A3: 層面A3: The Environment and Natural Resources 環境及 天然資源	<b>General Disclosure</b> 一般披露 Policies on minimising the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	Environmental Management 環境管理	
	<b>KPI A3.1</b> 關鍵績效 指標A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	Environmental Management, Response to Environmental Emergency Incident 環境管理、 應對突發環境事件



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## 環境、社會及管治報告

KPIs 關鍵績效指標	HKEX ESG Reporting Guide Requirements 香港交易所《環境、社會及管治報指引》要求	Section/Remarks 章節／備註	
<b>B. Social 社會</b>			
<b>Aspect B1:</b> 層面B1: <b>Employment</b> 僱傭	<b>General Disclosure</b> 一般披露 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.  有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Talent Management, Laws and Regulations 人才管理、 法律及法規	
	<b>KPI B1.1</b> 關鍵績效 指標B1.1	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	Performance Data Summary 數據表現摘要
<b>Aspect B2:</b> 層面B2: <b>Health and Safety</b> 健康與安全	<b>General Disclosure</b> 一般披露 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.  有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Occupational Safety and Health, Laws and Regulations 職業安全與健康、 法律及法規	
	<b>KPI B2.1</b> 關鍵績效 指標B2.1	Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率。	Performance Data Summary 數據表現摘要
	<b>KPI B2.2</b> 關鍵績效 指標B2.2	Lost working days due to work injury. 因工傷損失工作日數。	Performance Data Summary 數據表現摘要
	<b>KPI B2.3</b> 關鍵績效 指標B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	Occupational Safety and Health 職業安全與健康

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KPIs 關鍵績效指標	HKEX ESG Reporting Guide Requirements 香港交易所《環境·社會及管治報指引》要求	Section/Remarks 章節／備註	
Aspect B3: 層面B3: Development and Training 發展及培訓	<b>General Disclosure</b> 一般披露 Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Training and Development 培訓與發展	
Aspect B4: 層面B4: Labour Standards 勞工準則	<b>General Disclosure</b> 一般披露 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.  有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Talent Management, Laws and Regulations 人才管理、 法律及法規	
	<b>KPI B4.1</b> 關鍵績效 指標B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	Talent Management 人才管理
	<b>KPI B4.2</b> 關鍵績效 指標B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	Talent Management 人才管理
Aspect B5: 層面B5: Supply Chain Management 供應鏈管理	<b>General Disclosure</b> 一般披露 Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	Supplier Management 供應商管理	
	<b>KPI B5.2</b> 關鍵績效 指標B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法。	Supplier Management 供應商管理

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Aspect B6: 層面B6: Product Responsibility 產品責任	<p><b>General Disclosure</b> 一般披露</p> <p>Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.</p> <p>有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。</p>	R&D Innovation, Quality Assurance, Information Security, Laws and Regulations 研發創新、質量保證、信息安全、法律法規
KPI B6.2 關鍵績效 指標B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	Quality Assurance 質量保證
KPI B6.3 關鍵績效 指標B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	R&D Innovation 研發創新
KPI B6.4 關鍵績效 指標B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	Quality Assurance 質量保證
KPI B6.5 關鍵績效 指標B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	Information Security 信息安全

# Environmental, Social and Governance Report

## 環境·社會及管治報告

KPIs 關鍵績效指標	HKEX ESG Reporting Guide Requirements 香港交易所《環境·社會及管治報指引》要求	Section/Remarks 章節／備註	
<b>Aspect B7:</b> 層面B7: <b>Anti-corruption</b> 反貪污	<b>General Disclosure</b> 一般披露 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.  有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Building Integrity, Laws and Regulations 廉潔建設、法律及法規	
	<b>KPI B7.1</b> 關鍵績效 指標B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	No legal proceedings regarding corruption occurred during the Year 年內沒有貪污訴訟案件
	<b>KPI B7.2</b> 關鍵績效 指標B7.2	Description of preventive measures and whistleblowing procedures, how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。	Building Integrity 廉潔建設
<b>Aspect B8:</b> 層面B8: <b>Community Investment</b> 社區投資	<b>General Disclosure</b> 一般披露 Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	Community Engagement 社區參與	
	<b>KPI B8.1</b> 關鍵績效 指標B8.1	Focus areas of contribution. 專注貢獻範疇。	Community Engagement 社區參與
	<b>KPI B8.2</b> 關鍵績效 指標B8.2	Resources contributed to the focus area. 在專注範疇所動用資源。	Community Engagement 社區參與

# Independent Auditor's Report

## 獨立核數師報告



Independent auditor's report  
to the shareholders of Q Technology (Group) Company Limited  
(Incorporated in the Cayman Islands with limited liability)

### Opinion

We have audited the consolidated financial statements of Q Technology (Group) Company Limited ("the Company") and its subsidiaries ("the Group") set out on pages 190 to 344, which comprise the consolidated statement of financial position as at 31 December 2019, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致丘鈦科技(集團)有限公司股東

(於開曼群島註冊成立的有限公司)

### 意見

本核數師(以下簡稱「我們」)已審計列載於第190至344頁的丘鈦科技(集團)有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的合併財務報表,此合併財務報表包括於二零一九年十二月三十一日的合併財務狀況表與截至該日止年度的合併損益及其他全面收益表、合併權益變動表和合併現金流量表,以及合併財務報表附註,包括主要會計政策概要。

我們認為,該等合併財務報表已根據國際會計準則委員會(「國際會計準則委員會」)頒佈的《國際財務報告準則》(「國際財務報告準則」)真實而中肯地反映了貴集團於二零一九年十二月三十一日的合併財務狀況,及貴集團截至該日止年度的合併財務表現及合併現金流量,並已遵照香港《公司條例》的披露要求妥為擬備。

# Independent Auditor's Report

## 獨立核數師報告

### Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”) together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### 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.

### 意見的基礎

我們已根據香港會計師公會（「香港會計師公會」）頒佈的《香港審計準則》（「香港審計準則」）進行審計。我們就該等準則項下承擔的責任已在本報告「核數師就審計合併財務報表須承擔的責任」一節中詳述。根據香港會計師公會頒佈的《專業會計師道德守則》（「守則」）及開曼群島中任何與我們審計合併財務報表有關的道德要求，我們獨立於貴集團，並已遵循該等道德要求及守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證是充足和適當地為我們的意見提供基礎。

### 關鍵審計事項

關鍵審計事項是指根據我們的專業判斷，認為對本期合併財務報表的審計最為重要的事項。該等事項是在我們審計整體合併財務報表及出具意見時進行處理的。我們不會對該等事項提供單獨的意見。

# Independent Auditor's Report

## 獨立核數師報告

### Timing of revenue recognition

#### 收益確認時點

Refer to note 2 to the consolidated financial statements and the accounting policies note 1(u) on page 239.

參閱合併財務報表附註2及第239頁的會計政策附註1(u)。

#### The Key Audit Matter

##### 關鍵審計事項

The Group's revenue arises from the sales of camera and fingerprint recognition modules.

貴集團的收益產生自攝像頭及指紋識別模組的銷售。

The Group enters into a framework sales agreement with each major customer and manufactures products based on purchase orders. Products are delivered to a location designated by the respective customer where they undergo a quality examination. After satisfactory completion of the quality examination the control over the products is considered to have been transferred to the respective customer and revenue is recognised.

貴集團與各主要客戶訂立框架銷售協議，並根據採購訂單生產產品。產品交付至相關客戶的指定地點並進行質檢。待質檢完成滿意後，有關產品控制權被視為已轉移至相關客戶，從而確認收益。

#### How the matter was addressed in our audit

##### 在審計中的處理方法

Our audit procedures to assess the timing of revenue recognition included the following:

我們評估收益確認時點的審計程序包括以下方面：

- inspecting contracts with customers, on a sample basis, to understand the terms of the sale transactions, including the terms of delivery and goods acceptance and any sales return arrangements, to assess the Group's revenue recognition criteria with reference to the requirements of the prevailing accounting standards;
- 抽樣檢查與客戶的合約，了解銷售交易的條款，包括貨物運輸及驗收的條款以及任何銷售退回安排，以評估貴集團的收益確認標準是否符合現行會計準則的要求；

# Independent Auditor's Report

## 獨立核數師報告

### The Key Audit Matter

#### 關鍵審計事項

We identified the timing of revenue recognition as a key audit matter because revenue is one of the key performance indicators of the Group and therefore there is an inherent risk of manipulation of the timing of recognition of revenue by management to meet specific targets or expectations.

我們將收益確認時點作為關鍵審計事項，是由於收益是衡量貴集團績效的關鍵指標之一，存在管理層為了達到特定目標或期望而操縱收益確認時點的固有風險。

### How the matter was addressed in our audit

#### 在審計中的處理方法

- assessing, on a sample basis, whether specific revenue transactions around the financial year end had been recognised in the appropriate financial period on the basis of the terms of sale as set out in the sales contracts by comparing the details in the relevant sales invoices to customers' acceptance documents or customers' inventory records which are available from shared platforms the customers have with the Group;
- 對財政年度末附近的特定收益交易進行抽樣檢查，將相關銷售發票詳情與客戶驗收的證據，或貴集團與客戶共享平台上的存貨紀錄核對，評估收益是否根據銷售合同中的銷售條款在恰當的財政期間確認；
- scrutinising the sales ledger after the year end to identify sales returns and inspecting relevant underlying documentation to assess if the related adjustments to revenue had been accounted for in the appropriate financial period; and
- 檢查年結日後的銷售分錄，識別銷售退貨，並檢查相關支持性文件，以評估相關的收益調整是否在適當的財政期間確認；及
- scrutinising all the sales journals raised throughout the reporting period and comparing details of a sample of these journals, which met certain risk-based criteria, with relevant underlying documentation.
- 檢查報告期內所有的銷售分錄，根據若干風險標準選取分錄樣本並與相關支持性文件核對。



# Independent Auditor's Report

## 獨立核數師報告

### Loss allowance for trade receivables

#### 貿易應收款項的虧損撥備

Refer to note 16 to the consolidated financial statements and the accounting policies note 1(k)(i) on page 227.

參閱合併財務報表附註16及第227頁的會計政策附註1(k)(i)。

#### The Key Audit Matter

##### 關鍵審計事項

At 31 December 2019, the Group's gross trade receivables totalled RMB4,779,052,000, against which allowances of RMB1,297,000 were recorded.

於二零一九年十二月三十一日，貴集團貿易應收款項總額為人民幣4,779,052,000元，針對該款項已入賬撥備人民幣1,297,000元。

The Group's allowances are based on management's estimate of the expected credit losses to be incurred, which is estimated by taking into account the ageing of overdue balances, the repayment history of the Group's individual customers, current market conditions and customer-specific conditions, all of which involve a significant degree of management judgement.

貴集團基於管理層對預期將產生的信用損失的估計計提撥備。估計的過程考慮了逾期餘額的賬齡、貴集團各個客戶的還款記錄、現行的市場環境以及客戶的特定情況，這些考慮均在較大程度上涉及管理層判斷。

#### How the matter was addressed in our audit

##### 在審計中的處理方法

Our audit procedures to assess the loss allowance for trade receivables included the following:

我們評估貿易應收款項的虧損撥備的審計程序包括以下方面：

- obtaining an understanding of and assessing the design, implementation and operating effectiveness of management's key internal controls relating to credit control, debt collection and estimate of expected credit losses;
- 了解管理層與信貸控制、賬款回收及預期信貸虧損估計相關的關鍵內部控制，並評價這些內部控制的設計、執行及運行有效性；
- assessing whether items were correctly categorised in the trade receivables ageing report by comparing a sample of individual items with underlying sales invoices;
- 抽樣檢查貿易應收款項對應的原始發票，以評估貿易應收款項賬齡報告的分佈是否準確；

# Independent Auditor's Report

## 獨立核數師報告

### The Key Audit Matter

#### 關鍵審計事項

We identified the loss allowance for trade receivables as a key audit matter because the Group's customers are mainly smartphone manufacturers which are facing challenges in terms of their profitability due to the competitive market environment, which increases the inherent uncertainty in assessing the loss allowance for trade receivables, and because determining the level of allowances requires the exercise of significant management judgement.

我們將貿易應收款項虧損撥備作為關鍵審計事項，是因為貴集團的客戶主要為智能手機廠商，彼等因激烈的市場競爭而面臨盈利能力方面的挑戰，從而增加了貴集團評估貿易應收款項虧損撥備的固有不確定性，亦因為釐定撥備水平須行使重大的管理層判斷。

### How the matter was addressed in our audit

#### 在審計中的處理方法

- obtaining an understanding of the basis of management's judgements about the recoverability of individually material and all overdue trade receivable balances and evaluating the allowances recognised by management for these balances with reference to the debtors' financial condition, the industry in which the debtors are operating, the ageing of overdue balances and historical and post year end payment records; and
- 了解管理層判斷單項重大及所有逾期貿易應收款項餘額的可收回性的基礎，並通過參考債務人的財務狀況、債務人業務所處的行業、逾期餘額的賬齡、過往及期後還款記錄，以評估管理層就該等餘額確認的撥備；及
- inspecting, on a sample basis, cash receipts from customers subsequent to the financial year end relating to trade receivable balances at 31 December 2019.
- 針對二零一九年十二月三十一日貿易應收款項餘額，抽樣檢查客戶於財政年結日後的回款情況。

# Independent Auditor's Report

## 獨立核數師報告

### Information other than the consolidated financial statements and auditor's report thereon

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

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

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

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

### Responsibilities of the directors for the consolidated financial statements

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

### 合併財務報表及其核數師報告以外的信息

董事須對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括合併財務報表及我們的核數師報告。

我們對合併財務報表作出的意見並不涵蓋其他信息。我們不對其他信息發表任何形式的鑒證結論。

結合我們對合併財務報表的審計，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合併財務報表或我們在審計過程中所瞭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。

### 董事就合併財務報表須承擔的責任

董事須負責根據國際會計準則委員會頒佈的《國際財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的合併財務報表，並對其認為為使合併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。

# Independent Auditor's Report

## 獨立核數師報告

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

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

### Auditor's responsibilities for the audit of the consolidated financial statements

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

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

在擬備合併財務報表時，董事須負責評估貴集團的持續經營能力，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。

審核委員會協助董事履行監督貴集團的財務報告過程的責任。

### 核數師就審計合併財務報表須承擔的責任

我們的目標，是對整體合併財務報表是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向整體股東報告，除此之外本報告不可用作其他用途。我們不會就本報告的內容向任何其他人士負責或承擔責任。

合理保證是高水平的保證，但不能保證按《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，如果合理預期它們個別或匯總起來可能影響合併財務報表使用者依賴合併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。

# Independent Auditor's Report

## 獨立核數師報告

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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合併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，以及取得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。
- 了解與審計有關的內部控制，以設計恰當的審計程序，但目的並非對貴集團的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。
- 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合併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。
- 評價合併財務報表（包括披露）的整體列報方式、架構和內容，以及合併財務報表是否已中肯地反映交易及事項。

# Independent Auditor's Report

## 獨立核數師報告

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Cheng Chu Fai.

### KPMG

*Certified Public Accountants*  
8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong  
9 March 2020

- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對合併財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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

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

出具本獨立核數師報告的審計項目合夥人為鄭曙輝。

### 畢馬威會計師事務所

執業會計師  
香港中環  
遮打道10號  
太子大廈8樓  
二零二零年三月九日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 合併損益及其他全面收益表

for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
(Expressed in Renminbi) (以人民幣列示)

		Note 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Note) (附註)
<b>Revenue</b>	<b>收益</b>	2	<b>13,169,678</b>	8,135,161
Cost of sales	銷售成本		<b>(11,989,806)</b>	(7,782,053)
<b>Gross profit</b>	<b>毛利</b>		<b>1,179,872</b>	353,108
Other revenue	其他收益	3	<b>43,013</b>	133,113
Other net loss	其他淨虧損	3	<b>(63,839)</b>	(50,223)
Selling and distribution expenses	銷售及分銷開支		<b>(14,946)</b>	(18,562)
Administrative and other operating expenses	行政及其他經營開支		<b>(128,140)</b>	(81,201)
Research and development expenses	研發開支		<b>(396,244)</b>	(266,198)
<b>Profit from operations</b>	<b>經營溢利</b>		<b>619,716</b>	70,037
Finance costs	融資成本	4(a)	<b>(52,811)</b>	(44,146)
Share of profit/(loss) of an associate	應佔聯營公司溢利/(虧損)		<b>39,996</b>	(24,561)
<b>Profit before taxation</b>	<b>除稅前溢利</b>	4	<b>606,901</b>	1,330
Income tax	所得稅	5	<b>(64,529)</b>	13,069
<b>Profit for the year</b>	<b>年內溢利</b>		<b>542,372</b>	14,399

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 合併損益及其他全面收益表

for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
(Expressed in Renminbi) (以人民幣列示)

		Note 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Note) (附註)
<b>Attributable to:</b>	<b>歸屬：</b>			
Equity shareholders of the Company	本公司股權持有人		542,372	14,399
<b>Profit for the year</b>	<b>年內溢利</b>		542,372	14,399
<b>Earnings per share</b>	<b>每股盈利</b>		<b>RMB Cents</b> 人民幣分	<b>RMB Cents</b> 人民幣分
Basic	基本	9	47.6	1.3
Diluted	攤薄	9	47.2	1.3

Note: The group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See note 1(c).

附註：本集團已於二零一九年一月一日使用經修訂追溯法首次應用國際財務報告準則第16號。根據該方法，比較資料並無重列。見附註1(c)。

The accompanying notes on pages 198 to 344 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 29(b).

第198至344頁的隨附附註構成該等財務報表的一部份。應付本公司股權持有人應佔年內溢利之股息之詳情載於附註29(b)。



# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 合併損益及其他全面收益表

for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
(Expressed in Renminbi) (以人民幣列示)

	Note 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Note) (附註)
<b>Profit for the year</b>	年內溢利	<b>542,372</b>	14,399
<b>Other comprehensive income for the year (after tax and reclassification adjustments):</b>	年內其他全面收益(除稅及重新分類調整後):		
Item that may be reclassified subsequently to profit or loss:	其後或會重新分類至損益的項目:		
– Exchange differences on translation of the financial statements of subsidiaries outside the Mainland China	– 換算中國內地以外附屬公司財務報表的匯兌差額	<b>(3,842)</b>	(23,667)
<b>Other comprehensive income for the year</b>	年內其他全面收益	<b>(3,842)</b>	(23,667)
<b>Total comprehensive income for the year</b>	年內全面收益總額	<b>538,530</b>	(9,268)
<b>Attributable to:</b>	歸屬:		
Equity shareholders of the Company	本公司股權持有人	<b>538,530</b>	(9,268)
<b>Total comprehensive income for the year</b>	年內全面收益總額	<b>538,530</b>	(9,268)

Note: The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See note 1(c).

附註: 本集團已於二零一九年一月一日使用經修訂追溯法首次應用國際財務報告準則第16號。根據該方法, 比較資料並無重列。見附註1(c)。

The accompanying notes on pages 198 to 344 form part of these financial statements.

第198至344頁的隨附附註構成該等財務報表的一部份。

# Consolidated Statement of Financial Position

## 合併財務狀況表

as at 31 December 2019 於二零一九年十二月三十一日  
(Expressed in Renminbi) (以人民幣列示)

			2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Note) (附註)
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	10	2,703,926	1,888,524
Interest in an associate	於一間聯營公司的權益	12	433,190	229,407
Lease prepayments	租賃預付款項	13	–	51,790
Intangible assets	無形資產	14	4,895	1,427
Deferred tax assets	遞延稅項資產	28(c)	43,504	21,985
Prepayment for acquisition of non-current assets	收購非流動資產的預付款項		64,476	10,770
Other non-current assets	其他非流動資產		21,917	7,050
			3,271,908	2,210,953
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	15	1,913,368	703,818
Trade and other receivables	貿易及其他應收款項	16	4,919,289	3,031,367
Derivative financial assets	衍生金融資產	17	26,472	105,251
Pledged bank deposits	已抵押銀行存款	18	92,647	288,302
Cash and cash equivalents	現金及現金等價物	19	411,517	99,920
			7,363,293	4,228,658
<b>Current liabilities</b>	<b>流動負債</b>			
Short-term bank borrowings	短期銀行借款	20	1,269,548	1,178,241
Trade and other payables	貿易及其他應付款項	21	5,934,662	3,061,432
Contract liabilities	合約負債	22	257,072	28,391
Derivative financial liabilities	衍生金融負債	17	9,142	201
Lease liabilities	租賃負債	24	23,355	–
Current tax payable	應付即期稅項	28(a)	49,387	1,835
			7,543,166	4,270,100
<b>Net current liabilities</b>	<b>流動負債淨值</b>		(179,873)	(41,442)
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		3,092,035	2,169,511

# Consolidated Statement of Financial Position

## 合併財務狀況表

as at 31 December 2019 於二零一九年十二月三十一日  
(Expressed in Renminbi) (以人民幣列示)

		Note 附註	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Note) (附註)
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Long-term bank borrowings	長期銀行借款	23	59,237	–
Lease liabilities	租賃負債	24	30,786	–
Deferred income	遞延收入	25	129,655	65,648
Deferred tax liabilities	遞延稅項負債	28(c)	5,402	428
			<b>225,080</b>	<b>66,076</b>
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>2,866,955</b>	<b>2,103,435</b>
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share Capital	股本	29	9,248	9,022
Reserves	儲備	29	2,857,707	2,094,413
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>2,866,955</b>	<b>2,103,435</b>

Approved and authorised for issue by the board of directors on 09 March 2020.

經董事會於二零二零年三月九日批准及授權刊發。

He Ningning  
Wang Jianqiang

**Directors**

何寧寧  
王健強

**董事**

Note: The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See note 1(c).

附註：本集團已於二零一九年一月一日使用經修訂追溯法首次應用國際財務報告準則第16號。根據該方法，比較資料並無重列。見附註1(c)。

The accompanying notes on pages 198 to 344 form part of these financial statements.

第198至344頁的隨附附註構成該等財務報表的一部份。

# Consolidated Statement of Changes in Equity

## 合併權益變動表

for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
(Expressed in Renminbi) (以人民幣列示)

	Share capital	Share premium	Exchange reserve	PRC statutory reserve	Other reserve	Equity settled share-based payment reserve	Retained profits	Total
	股本	股份溢價	匯兌儲備	中國法定儲備	其他儲備	以股份為基礎的 以權益結算的 付新儲備	保留溢利	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
	Note 29(c)	29(c)(i)	29(c)(i)	29(c)(iii)	29(c)(iv)	29(c)(v)	Note	
	附註29(c)	29(c)(i)	29(c)(i)	29(c)(iii)	29(c)(iv)	29(c)(v)	附註	
<b>As at 1 January 2019</b>	9,022	1,061,395	17,350	125,639	66	4,988	884,975	2,103,435
<b>Changes in equity for 2019:</b>								
Profit for the year	-	-	-	-	-	-	542,372	542,372
Other comprehensive income	-	-	(3,842)	-	-	-	-	(3,842)
Total comprehensive income for the year	-	-	(3,842)	-	-	-	542,372	538,530
Equity settled share-based payment transactions	-	-	-	-	-	3,051	-	3,051
Shares issued under share option scheme	92	43,032	-	-	-	(3,340)	-	39,784
Shares issued for the Placement under general mandate	134	182,021	-	-	-	-	-	182,155
Appropriation to PRC statutory reserves	-	-	-	52,056	-	-	(52,056)	-
<b>As at 31 December 2019</b>	9,248	1,286,448	13,508	177,695	66	4,699	1,375,291	2,866,955
<b>As at 1 January 2018</b>	8,895	1,000,011	41,017	116,881	66	7,831	970,956	2,145,667
<b>Changes in equity for 2018:</b>								
Profit for the year	-	-	-	-	-	-	14,399	14,399
Other comprehensive income	-	-	(23,667)	-	-	-	-	(23,667)
Total comprehensive income for the year	-	-	(23,667)	-	-	-	14,399	(9,268)
Equity settled share-based payment transactions	-	-	-	-	-	4,075	-	4,075
Shares issued under share option scheme	127	61,384	-	-	-	(6,919)	-	54,593
Dividends approved in respect of previous year	-	-	-	-	-	-	(91,622)	(91,622)
Appropriation to PRC statutory reserves	-	-	-	8,758	-	-	(8,758)	-
<b>As at 31 December 2018</b>	9,022	1,061,395	17,350	125,639	66	4,988	884,975	2,103,435

Note: The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See note 1(c).

附註：本集團已於二零一九年一月一日使用經修訂追溯法首次應用國際財務報告準則第16號。根據該方法，比較資料並無重列。見附註1(c)。

The accompanying notes on pages 198 to 344 form part of these financial statements.

第198至344頁的隨附附註構成該等財務報表的一部分。

# Consolidated Cash Flow Statement

## 合併現金流量表

for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
(Expressed in Renminbi) (以人民幣列示)

			2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Note) (附註)
<b>Operating activities</b>	<b>經營活動</b>			
Cash generated from/(used in) operations	經營所得／(所用)現金	19(b)	2,432,967	(159,754)
Income tax paid	已付所得稅		(33,416)	(12,751)
<b>Net cash generated/(used in) from operating activities</b>	<b>經營活動所得／(所用)現金淨額</b>		<b>2,399,551</b>	<b>(172,505)</b>
<b>Investing activities</b>	<b>投資活動</b>			
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		23,372	3,529
Payment for purchase of non-current assets	購買非流動資產款項		(1,156,255)	(493,496)
(Increase)/decrease in deposits	存款(增加)／減少		(1,876)	720
Payment for capital injection in an associate	向一間聯營公司注資的付款	12	(155,799)	—
Net cash inflow of purchase and redemption of other financial assets	申購及贖回其他金融資產的現金淨流入		—	873,486
Net proceeds from derivative financial instruments	衍生金融工具的所得款項淨額		8,820	4,650
Payment for purchase of intangible assets	購置無形資產款項		(4,026)	(28,133)
Interest received	已收利息		14,277	25,765
<b>Net cash (used in)/generated from investing activities</b>	<b>投資活動(所用)／所得現金淨額</b>		<b>(1,271,487)</b>	<b>386,521</b>

# Consolidated Cash Flow Statement

## 合併現金流量表

for the year ended 31 December 2019 截至二零一九年十二月三十一日止年度  
(Expressed in Renminbi) (以人民幣列示)

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Note) (附註)
	Note 附註		
<b>Financing activities</b>	<b>融資活動</b>		
Capital element of lease rentals paid	已付租賃租金資本要素	19(c) (13,110)	-
Interest element of lease rentals paid	已付租賃租金利息要素	19(c) (1,230)	-
Proceeds from share issued under shares option scheme	根據購股權計劃發行股份所得款項	29(c)(ii) 39,784	54,593
Proceeds from share issued for the Placement	就配售發行股份所得款項	29(c)(iii) 182,155	-
Proceeds from bank borrowings	銀行借款所得款項	19(c) 1,921,727	1,537,615
Repayment of bank borrowings	償還銀行借款	19(c) (3,008,131)	(1,883,980)
Decrease/(Increase) in pledged bank deposits	已抵押銀行存款減少/(增加)	115,009	(156,232)
Other interest paid	其他已付利息	(52,943)	(44,379)
Dividends paid	已付股息	29(b)(ii) -	(91,622)
<b>Net cash used in financing activities</b>	<b>融資活動所用現金淨額</b>	<b>(816,739)</b>	<b>(584,005)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>現金及現金等價物增加/(減少)淨額</b>	<b>311,325</b>	<b>(369,989)</b>
<b>Cash and cash equivalents at 1 January</b>	<b>於一月一日的現金及現金等價物</b>	<b>99,920</b>	<b>464,982</b>
<b>Effect of foreign exchange rate changes</b>	<b>匯率變動的影響</b>	<b>272</b>	<b>4,927</b>
<b>Cash and cash equivalents at 31 December</b>	<b>於十二月三十一日的現金及現金等價物</b>	<b>411,517</b>	<b>99,920</b>

Note: The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See note 1(c).

附註：本集團已於二零一九年一月一日使用經修訂追溯法首次應用國際財務報告準則第16號。根據該方法，比較資料並無重列。見附註1(c)。

The accompanying notes on pages 198 to 344 form part of these financial statements.

第198至344頁的隨附附註構成該等財務報表的一部份。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日

(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 1 Significant accounting policies

#### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable International Financial Reporting Standards (“IFRSs”), which collective term includes all applicable individual IFRSs, International Accounting Standards (“IASs”) and Interpretations issued by the International Accounting Standards Board (the “IASB”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Group are disclosed below.

The IASB has issued certain new and revised IFRSs that are first effective or available for early adoption for the current accounting period of the group. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

#### (b) Basis of preparation and presentation

The consolidated financial statements for the year ended 31 December 2019 comprise the Company, its subsidiaries (together referred to as the “Group”) and the Group’s interest in an associate.

### 1 主要會計政策

#### (a) 合規聲明

該等財務報表乃按照所有適用國際財務報告準則（「國際財務報告準則」）而編製。國際財務報告準則包括由國際會計準則委員會（「國際會計準則委員會」）頒佈的所有適用的個別國際財務報告準則、國際會計準則（「國際會計準則」）及詮釋、香港公認會計原則以及香港公司條例的披露規定。該等財務報表亦符合香港聯合交易所有限公司證券上市規則的適用披露規定。本集團採納的主要會計政策披露如下。

國際會計準則委員會已頒佈若干新訂及經修訂國際財務報告準則，該等準則於本集團現行會計期間首次生效或可提早採納。因初始應用該等發展而導致的會計政策變動的資料列載於附註1(c)，該等變動與本集團現行及過往會計期間有關並已反映於該等財務報表內。

#### (b) 編製及呈列基準

截至二零一九年十二月三十一日止年度的合併財務報表包括本公司、其附屬公司（統稱為「本集團」）以及本集團於一間聯營公司的權益。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日  
(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 1 Significant accounting policies (continued)

#### (b) Basis of preparation and presentation (continued)

The financial statements are presented in Renminbi (“RMB”), rounded to the nearest thousand unless otherwise indicated as the Group’s principal activities were carried out in the PRC. RMB is the functional currency for the Company’s subsidiaries established in the Mainland China. The functional currency of the Company and its subsidiaries in Hong Kong and BVI is US dollars. The functional currency of the Company’s subsidiary in Taiwan is New Taiwan dollars (“TWD”). The functional currency of the Company’s subsidiary in India is Indian Rupee (“INR”).

The measurement basis used in the preparation of the financial statements is the historical cost basis except that derivative financial instruments (note 1(f)) are stated at their fair value as explained in the accounting policies set out below.

Notwithstanding the Group’s net current liabilities of RMB179,873,000 as at 31 December 2019, these consolidated financial statements have been prepared on a going concern basis. The Company’s board of directors considered that the Groups has unutilised banking facilities of RMB1,562,788,000 as of 31 December 2019, and that the Group is able to generate adequate cash flow to finance the working capital and capital expenditure requirements for the twelve months ending 31 December 2020 based on the cash flow forecast of the Group for the year 31 December 2020. The directors are of the opinion that the assumptions and sensitivities which are included in the cash flow forecast are reasonable and that it is appropriate to prepare the consolidated financial statements on a going concern basis.

### 1 主要會計政策 (續)

#### (b) 編製及呈列基準 (續)

由於本集團的主要業務於中國進行，故財務報表以人民幣（「人民幣」）呈列，除另有說明外，約整至最接近的千位數。人民幣為本公司於中國內地成立的附屬公司的功能貨幣。本公司及其於香港及英屬處女群島的附屬公司的功能貨幣為美元。本公司於台灣的附屬公司的功能貨幣為新台幣（「新台幣」）。本公司於印度的附屬公司的功能貨幣為印度盧比（「印度盧比」）。

編製財務報表所用計量基準乃歷史成本基準，惟如以下會計政策所解釋的按其公平值呈列的衍生金融工具（附註1(f)）除外。

儘管本集團於二零一九年十二月三十一日之流動負債淨值為人民幣179,873,000元，惟該等合併財務報表已按持續經營基準編製。本公司董事會認為，本集團於截至二零一九年十二月三十一日有未動用銀行授信額度人民幣1,562,788,000元，且根據本集團截至二零二零年十二月三十一日止年度之現金流量預測，本集團能夠產生足夠現金流量，為截至二零二零年十二月三十一日止十二個月之營運資金及資本開支需要提供資金。董事認為，現金流量預測所載之假設及敏感度屬合理及按持續經營基準編製綜合財務報表乃屬適當。



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## 合併財務報表附註

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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 1 Significant accounting policies (continued)

#### (b) Basis of preparation and presentation (continued)

The preparation of financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are 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.

Judgments made by management in the application of IFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 34.

#### (c) Changes in accounting policies

The IASB has issued a new IFRS, IFRS 16, *Leases*, and a number of amendments to IFRSs that are first effective for the current accounting period of the Group.

Except for IFRS 16, *Leases*, none of the developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

### 1 主要會計政策 (續)

#### (b) 編製及呈列基準 (續)

按照國際財務報告準則編製財務報表須管理層作出判斷、估計及假設，而該等判斷、估計及假設會影響政策應用及所呈報資產、負債、收入及支出金額。該等估計及相關假設乃基於過往經驗及在具體情況下認為合理的多項其他因素作出，所得結果作為判斷難以通過其他來源獲得的資產及負債賬面值的依據。實際結果或會有別於該等估計。

該等估計及相關假設會按持續基準予以檢討。倘會計估計的修訂僅對作出修訂期間有影響，則該修訂於該期間確認，而倘修訂影響當前及未來期間，則於作出修訂期間及未來期間確認。

管理層運用國際財務報告準則時所作對財務報表具重大影響的判斷及估計不確定因素的主要來源於附註34討論。

#### (c) 會計政策變動

國際會計準則委員會已頒佈一項新訂國際財務報告準則（國際財務報告準則第16號，*租賃*）及多項於本集團當期會計期間首次生效的國際財務報告準則的修訂。

除國際財務報告準則第16號，*租賃*外，概無變更對本集團編製或呈列當期或先前期間的業績及財務狀況的方法造成重大影響。本集團並無應用於當前會計期間尚未生效的任何新訂準則或詮釋。

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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### *IFRS 16, Leases*

IFRS 16 replaces IAS 17, *Leases*, and the related interpretations, IFRIC 4, *Determining whether an arrangement contains a lease*, SIC 15, *Operating leases – incentives*, and SIC 27, *Evaluating the substance of transactions involving the legal form of a lease*. It introduces a single accounting model for lessees, which requires a lessee to recognise a right-of-use asset and a lease liability for all leases, except for leases that have a lease term of 12 months or less (“short-term leases”) and leases of low-value assets. The lessor accounting requirements are brought forward from IAS 17 substantially unchanged.

IFRS 16 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to assess the effect that leases have on the financial position, financial performance and cash flows of an entity.

The Group has initially applied IFRS 16 as from 1 January 2019. The Group has elected to use the modified retrospective approach and has therefore recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2019. Comparative information has not been restated and continues to be reported under IAS 17.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### *國際財務報告準則第16號，租賃*

國際財務報告準則第16號取代國際會計準則第17號，*租賃*及相關詮釋、國際財務報告詮釋委員會詮釋第4號，*釐定安排是否包括租賃*、詮釋常務委員會詮釋第15號，*經營租賃—優惠*及詮釋常務委員會詮釋第27號，*評估涉及租賃法律形式交易的內容*。其就承租人引入單一會計模式，並規定承租人就所有租賃確認使用權資產及租賃負債，惟租期為12個月或以下的租賃（「短期租賃」）及低價值資產的租賃除外。出租人的會計規定則大致保留國際會計準則第17號的規定。

國際財務報告準則第16號亦引入額外定性及定量披露規定，旨在令財務報表使用者得以評估租賃對實體財務狀況、財務業績及現金流量的影響。

本集團已自二零一九年一月一日起首次應用國際財務報告準則第16號。本集團已選用經修訂追溯法，並因而確認首次應用的累積影響作為對於二零一九年一月一日權益期初結餘的調整。比較資料未被重列且繼續根據國際會計準則第17號呈報。

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## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日

(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### *IFRS 16, Leases (continued)*

Further details of the nature and effect of the changes to previous accounting policies and the transition options applied are set out below:

##### *a New definition of a lease*

The change in the definition of a lease mainly relates to the concept of control. IFRS 16 defines a lease on the basis of whether a customer controls the use of an identified asset for a period of time, which may be determined by a defined amount of use. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

The Group applies the new definition of a lease in IFRS 16 only to contracts that were entered into or changed on or after 1 January 2019. For contracts entered into before 1 January 2019, the Group has used the transitional practical expedient to grandfather the previous assessment of which existing arrangements are or contain leases. Accordingly, contracts that were previously assessed as leases under IAS 17 continue to be accounted for as leases under IFRS 16 and contracts previously assessed as non-lease service arrangements continue to be accounted for as executory contracts.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### *國際財務報告準則第16號·租賃 (續)*

有關過往會計政策變動的性質及影響及所採用的過渡性選擇的進一步詳情載列如下：

##### *a 租賃之新定義*

租賃定義的變動主要與控制權的概念有關。國際財務報告準則第16號根據客戶是否在某一時段內控制已識別資產的使用（其可由指定使用量釐定）而對租賃作出界定。當客戶有權指示可識別資產的用途以及從該用途中獲得絕大部分經濟利益時，即表示擁有控制權。

國際財務報告準則第16號內租賃的新定義僅適用於本集團於二零一九年一月一日或之後訂立或變更的合約。就於二零一九年一月一日之前訂立的合約而言，本集團已採用過渡性可行的權宜方法以豁免屬租賃或包含租賃的現有安排的過往評估。因此，先前根據國際會計準則第17號評估為租賃的合約繼續根據國際財務報告準則第16號入賬列為租賃，而先前評估為非租賃服務安排的合約則繼續入賬列為未生效合約。

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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### *IFRS 16, Leases (continued)*

##### *b Lessee accounting and transitional impact*

IFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by IAS 17. Instead, the group is required to capitalise all leases when it is the lessee, including leases previously classified as operating leases under IAS 17, other than those short-term leases and leases of low-value assets which are exempt. As far as the Group is concerned, these newly capitalised leases are primarily in relation to property, plant and equipment as disclosed in note 31(b). For an explanation of how the group applies lessee accounting, see note 1(j).

At the date of transition to IFRS 16 (i.e. 1 January 2019), the Group determined the length of the remaining lease terms and measured the lease liabilities for the leases previously classified as operating leases at the present value of the remaining lease payments, discounted using the relevant incremental borrowing rates at 1 January 2019. The weighted average of the incremental borrowing rates used for determination of the present value of the remaining lease payments was approximately 3.46%.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### *國際財務報告準則第16號，租賃 (續)*

##### *b 承租人會計處理方法及過渡影響*

國際財務報告準則第16號剔除先前國際會計準則第17號要求承租人將租賃分類為經營租賃或融資租賃的規定。反之，當本集團為承租人，其須將所有租賃資本化，包括先前根據國際會計準則第17號分類為經營租賃的租賃，惟該等短期租賃及低價值資產租賃除外，其乃獲豁免。就本集團所關注事項而言，該等新資本化的租賃主要與附註31(b)所披露的物業、廠房及設備有關。有關本集團如何應用承租人會計處理方法的說明，請見附註1(j)。

於過渡至國際財務報告準則第16號當日（即二零一九年一月一日），本集團就先前分類為經營租賃的租賃按餘下租賃付款現值釐定餘下租期及計量租賃負債，並已使用二零一九年一月一日之相關遞增借款利率進行貼現。用於釐定餘下租賃付款現值的遞增借款加權平均利率為約3.46%。

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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### *IFRS 16, Leases (continued)*

#### *b Lessee accounting and transitional impact (continued)*

To ease the transition to IFRS 16, the Group applied the following recognition exemption and practical expedients at the date of initial application of IFRS 16:

- (i) the group elected not to apply the requirements of IFRS 16 in respect of the recognition of lease liabilities and right-of-use assets to leases for which the remaining lease term ends within 12 months from the date of initial application of IFRS 16, i.e. where the lease term ends on or before 31 December 2019;
- (ii) when measuring the lease liabilities at the date of initial application of IFRS 16, the group applied a single discount rate to a portfolio of leases with reasonably similar characteristics (such as leases with a similar remaining lease term for a similar class of underlying asset in a similar economic environment); and
- (iii) when measuring the right-of-use assets at the date of initial application of IFRS 16, the group relied on the previous assessment for onerous contract provisions as at 31 December 2018 as an alternative to performing an impairment review.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### *國際財務報告準則第16號·租賃 (續)*

#### *b 承租人會計處理方法及過渡影響 (續)*

為緩解國際財務報告準則第16號的過渡，本集團於首次應用國際財務報告準則第16號當日採用下列確認豁免及可行權宜方法：

- (i) 本集團已選擇不就租賃（其餘下租期於首次應用國際財務報告準則第16號當日起計12個月內屆滿（即租期於二零一九年十二月三十一日或之前完結））確認租賃負債及使用權資產應用國際財務報告準則第16號的規定；
- (ii) 於計量首次應用國際財務報告準則第16號當日之租賃負債時，本集團對具有合理類似特徵的租賃組合使用單一貼現率（例如，在類似經濟環境下就類似分類的相關資產採用與餘下租期類似的租賃）；及
- (iii) 於計量首次應用國際財務報告準則第16號當日之使用權資產時，本集團依賴先前於二零一八年十二月三十一日對繁重合約條文的評估作為進行減值檢討的替代方法。

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### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### IFRS 16, Leases (continued)

##### b Lessee accounting and transitional impact (continued)

The following table reconciles the operating lease commitments as disclosed in note 31(b) as at 31 December 2018 to the opening balance for lease liabilities recognised as at 1 January 2019:

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### 國際財務報告準則第16號，租賃 (續)

##### b 承租人會計處理方法及過渡影響 (續)

下表為附註31(b)所披露於二零一八年十二月三十一日的經營租賃承擔與二零一九年一月一日確認的租賃負債之期初結餘的對賬：

		1 January 2019 二零一九年 一月一日 RMB'000 人民幣千元
Operating lease commitments at 31 December 2018	於二零一八年十二月三十一日的經營租賃承擔	8,506
Less: commitments relating to leases exempt from capitalisation:	減：豁免資本化的租賃有關的承擔：	
– short-term leases and other leases with remaining lease term ending on or before 31 December 2019	– 短期租賃及餘下租期於二零一九年十二月三十一日或之前屆滿的其他租賃	(1,657)
		8,849
Less: total future interest expenses	減：未來利息開支總額	(457)
Present value of remaining lease payments, discounted using the incremental borrowing rate and total lease liabilities recognised at 1 January 2019	以遞增借款利率貼現的餘下租賃付款現值及於二零一九年一月一日確認的租賃負債總額	6,392

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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### *IFRS 16, Leases (continued)*

##### *b Lessee accounting and transitional impact (continued)*

The right-of-use assets in relation to leases previously classified as operating leases have been recognised at an amount equal to the amount recognised for the remaining lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position at 31 December 2018.

So far as the impact of the adoption of IFRS 16 on leases previously classified as finance leases is concerned, the Group is not required to make any adjustments at the date of initial application of IFRS 16, other than changing the captions for the balances. Accordingly, instead of “obligations under finance leases”, these amounts are included within “lease liabilities”, and the depreciated carrying amount of the corresponding leased assets is identified as right-of-use assets. There is no impact on the opening balance of equity.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### *國際財務報告準則第16號·租賃 (續)*

##### *b 承租人會計處理方法及過渡影響 (續)*

與先前分類為經營租賃的租賃相關的使用權資產已確認，其金額相等於餘下租賃負債的已確認金額，並於二零一八年十二月三十一日通過財務狀況表內確認的與該租賃相關的任何預付或應計租賃付款金額進行調整。

就採用國際財務報告準則第16號對先前歸類為融資租賃的影響而言，除更改餘額的說明文字外，本集團無需在首次應用國際財務報告準則第16號之日作任何調整。因此，此等金額計入「租賃負債」，而不是「融資租賃義務」，相應租賃資產的折舊後的賬面金額確認為使用權資產。此等變更對權益的期初餘額並無影響。

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### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### IFRS 16, Leases (continued)

#### b Lessee accounting and transitional impact (continued)

The following table summarises the impacts of the adoption of IFRS 16 on the group's consolidated statement of financial position:

	Carrying amount at 31 December 2018 於二零一八年十二月三十一日之賬面值 RMB'000 人民幣千元	Capitalisation of operating lease contracts 經營租賃合約資本化 RMB'000 人民幣千元	Carrying amount at 1 January 2019 於二零一九年一月一日之賬面值 RMB'000 人民幣千元
Line items in the consolidated statement of financial position impacted by the adoption of IFRS 16:	受採納國際財務報告準則第16號影響之合併財務狀況表項目：		
Property, plant and equipment	1,888,524	58,182	1,946,706
Lease prepayments	51,790	(51,790)	-
<b>Total non-current assets</b>	<b>2,210,953</b>	<b>6,392</b>	<b>2,217,345</b>
Lease liabilities (current)	-	(3,319)	(3,319)
<b>Current liabilities</b>	<b>4,270,100</b>	<b>(3,319)</b>	<b>4,266,781</b>
<b>Net current liabilities</b>	<b>(41,442)</b>	<b>(3,319)</b>	<b>(44,761)</b>
<b>Total assets less current liabilities</b>	<b>2,169,511</b>	<b>3,073</b>	<b>2,172,584</b>
Lease liabilities (non-current)	-	(3,073)	(3,073)
<b>Total non-current liabilities</b>	<b>66,076</b>	<b>(3,073)</b>	<b>63,003</b>
<b>Net assets</b>	<b>2,103,435</b>	<b>-</b>	<b>2,103,435</b>

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### 國際財務報告準則第16號，租賃 (續)

#### b 承租人會計處理方法及過渡影響 (續)

下表概述於本集團合併財務狀況表採納國際財務報告準則第16號之影響：



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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### *IFRS 16, Leases (continued)*

#### *c Impact on the financial result, segment results and cash flows of the Group*

After the initial recognition of right-of-use assets and lease liabilities as at 1 January 2019, the Group as a lessee is required to recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. This results in a positive impact on the reported profit from operations in the Group's consolidated statement of profit or loss, as compared to the results if IAS 17 had been applied during the year.

In the cash flow statement, the Group as a lessee is required to split rentals paid under capitalised leases into their capital element and interest element (see note 19(c)). These elements are classified as financing cash outflows, similar to how leases previously classified as finance leases under IAS 17 were treated, rather than as operating cash outflows, as was the case for operating leases under IAS 17. Although total cash flows are unaffected, the adoption of IFRS 16 therefore results in a significant change in presentation of cash flows within the cash flow statement (see note 19(d)).

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### *國際財務報告準則第16號，租賃 (續)*

#### *c 對本集團財務業績、分部業績及現金流量之影響*

於二零一九年一月一日初始確認使用權資產及租賃負債後，本集團（作為承租人）須確認租賃負債的未償還結餘中產生的利息開支以及使用權資產的折舊，而非過往以直線基準確認租期內經營租賃產生的租賃開支的政策。與倘於年內應用國際會計準則第17號所得的業績相比，此對本集團合併損益表中錄得的經營可呈報溢利產生正面影響。

於現金流量表中，本集團（作為承租人）須將根據資本化租賃支付的租金分為其資本要素及利息要素（見附註19(c)）。該等要素分類為融資現金流出，類似於先前根據國際會計準則第17號分類為融資租賃的租賃處理方式，而非類似國際會計準則第17號下的經營租賃處理方式，分類為經營現金流出。因此，儘管現金流量總額不受影響，採納國際財務報告準則第16號會導致現金流量表內現金流量呈列的重大變動（見附註19(d)）。

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### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### *IFRS 16, Leases (continued)*

##### *c Impact on the financial result, segment results and cash flows of the Group (continued)*

The following tables give an indication of the estimated impact of the adoption of IFRS 16 on the Group's financial result, segment results and cash flows for the year ended 31 December 2019, by adjusting the amounts reported under IFRS 16 in these consolidated financial statements to compute estimates of the hypothetical amounts that would have been recognised under IAS 17 if this superseded standard had continued to apply in 2019 instead of IFRS 16, and by comparing these hypothetical amounts for 2019 with the actual 2018 corresponding amounts which were prepared under IAS 17.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### *國際財務報告準則第16號，租賃 (續)*

##### *c 對本集團財務業績、分部業績及現金流量之影響 (續)*

下表列明採納國際財務報告準則第16號對本集團截至二零一九年十二月三十一日止年度的財務業績、分部業績及現金流的估計影響，其方式為調整根據國際財務報告準則第16號於該等綜合財務報表呈報的金額，以根據國際會計準則第17號確認的計算假設金額的估計值（倘於二零一九年繼續應用被取代的國際會計準則第17號以代替國際財務報告準則第16號），以及將二零一九年的假設金額與根據國際會計準則第17號編製的二零一八年實際的相應金額作比較。

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### 1 Significant accounting policies (continued)

### 1 主要會計政策 (續)

#### (c) Changes in accounting policies (continued)

#### (c) 會計政策變動 (續)

##### IFRS 16, Leases (continued)

##### 國際財務報告準則第16號·租賃 (續)

c Impact on the financial result, segment results and cash flows of the Group (continued)

c 對本集團財務業績、分部業績及現金流量之影響 (續)

	2019 二零一九年				2018 二零一八年
			Deduct: Estimated amounts related to operating lease as if under IAS 17 (note 1)	Hypothetical amounts for 2019 as if under IAS 17	Compared to amounts reported for 2018 under IAS 17
Amounts reported under IFRS 16	Add back: IFRS 16 depreciation and interest expense		扣除：如根據 國際會計準則 第17號有關 經營租賃的 估計金額 (附註1)	如根據國際 會計準則 第17號作出的 二零一九年 假設金額	與根據國際 會計準則 第17號呈報的 二零一八年 金額相比
(A)	(B)	(C)	(D=A+B-C)		
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元

Financial result for the year ended 31 December 2019 impacted by the adoption of IFRS 16: 受採納國際財務報告準則第16號影響的截至二零一九年十二月三十一日止年度財務業績：

Profit from operations	經營溢利	619,716	13,659	14,340	619,035	70,037
Finance costs	融資成本	(52,811)	1,230	-	(51,581)	(44,146)
Profit before taxation	除稅前溢利	606,901	14,889	14,340	607,450	1,330
Profit for the year	年內溢利	542,372	14,889	14,340	542,921	14,399

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### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### IFRS 16, Leases (continued)

c Impact on the financial result, segment results and cash flows of the Group (continued)

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### 國際財務報告準則第16號，租賃 (續)

c 對本集團財務業績、分部業績及現金流量之影響 (續)

	2019 二零一九年		2018 二零一八年
	Estimated amounts related to operating leases as if under IFRS 16 (notes 1 & 2)	Hypothetical amounts for 2019 as if under IAS 17	Compared to amounts reported under IAS 17
	如根據國際會計準則第17號有關經營租賃的估計金額 (附註1及2)	如根據國際會計準則第17號作出的二零一九年假設金額	與根據國際會計準則第17號呈報的金額相比
	(A)	(B)	(C=A+B)
	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元

Line items in the consolidated cash flow statement for the year ended 31 December 2019 impacted by the adoption of IFRS 16: 受採納國際財務報告準則第16號影響的截至二零一九年十二月三十一日止年度的合併現金流量表項目：

Net cash generated from/(used in) operations	經營所得/(所用)現金淨額	2,432,967	(14,340)	2,418,627	(159,754)
Net cash generated from/(used in) operating activities	經營活動所得/(所用)現金淨額	2,399,551	(14,340)	2,385,211	(172,505)
Capital element of lease rentals paid	已付租金的資本要素	(13,110)	13,110	-	-
Interest element of lease rentals paid	已付租金的利息要素	(1,230)	1,230	-	-
Net cash used in financing activities	融資活動所用現金淨額	(816,739)	14,340	(802,399)	(584,005)

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 1 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### *IFRS 16, Leases (continued)*

#### *c Impact on the financial result, segment results and cash flows of the Group (continued)*

Note 1: The “estimated amounts related to operating leases” is an estimate of the amounts of the cash flows in 2019 that relate to leases which would have been classified as operating leases, if IAS 17 had still applied in 2019. This estimate assumes that there were no differences between rentals and cash flows and that all of the new leases entered into in 2019 would have been classified as operating leases under IAS 17, if IAS 17 had still applied in 2019. Any potential net tax effect is ignored.

Note 2: In this impact table these cash outflows are reclassified from financing to operating in order to compute hypothetical amounts of net cash generated from operating activities and net cash used in financing activities as if IAS 17 still applied.

### 1 主要會計政策 (續)

#### (c) 會計政策變動 (續)

##### *國際財務報告準則第16號·租賃 (續)*

#### *c 對本集團財務業績、分部業績及現金流量之影響 (續)*

附註1：倘國際會計準則第17號於二零一九年仍然適用，則「有關經營租賃的估計金額」為於二零一九年與已被分類為經營租賃的該等租賃相關的現金流量估計金額。該估計假設租金與現金流量之間並無差異，且倘國際會計準則第17號於二零一九年仍然適用，則根據國際會計準則第17號，所有於二零一九年訂立的新租賃已被分類為經營租賃。任何潛在的淨稅收影響均將被忽略。

附註2：於此影響表中，該等現金流出自融資重新分類至經營，以計算經營活動所得現金淨額及融資活動所用現金淨額的假設金額，猶如國際會計準則第17號仍然適用。

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### 1 Significant accounting policies (continued)

#### (d) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated in the consolidated financial statements from the date that control commences until the date that control ceases. Intra-Group balances, transactions and cash flows and any unrealised profits arising from intra-Group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-Group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(k)(ii)).

#### (e) Associate

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

### 1 主要會計政策 (續)

#### (d) 附屬公司

附屬公司指本集團控制的實體。倘本集團擁有或有權支配來自所參與實體的可變回報，並有能力透過對該實體的權力影響該等回報，則本集團控制該實體。評估本集團是否擁有權力時，僅考慮（由本集團及其他方持有的）實質權利。

於附屬公司的投資自開始控制日期起計入合併財務報表，直至失去控制之日止。集團內公司間結餘、交易及現金流量與集團內公司間交易所產生的任何未變現溢利，於編製合併財務報表時悉數對銷。集團內公司間交易所產生的未變現虧損則僅於無減值跡象時按與未變現收益相同的方法對銷。

於本公司的財務狀況表中，於附屬公司的投資乃按成本減減值虧損（見附註1(k)(ii)）列賬。

#### (e) 聯營公司

聯營公司指本集團或本公司對其管理層有重大影響力（而非控制或共同控制），包括參與財務及經營決策之實體。

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### 1 Significant accounting policies (continued)

#### (e) Associate (continued)

An investment in an associate is accounted for in the consolidated financial statements under the equity method. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (note 1(k)(ii)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

Unrealised profits and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

### 1 主要會計政策 (續)

#### (e) 聯營公司 (續)

於聯營公司的投資按權益法於合併財務報表入賬。根據權益法，投資初步按成本記賬，並按本集團應佔被投資公司於收購日期可識別資產淨值之公平值超出投資成本之任何差額（如有）作出調整。投資成本包括購買價，直接歸屬於收購投資的其他成本，以及作為本集團股權投資一部分的對聯營公司的任何直接投資。其後，投資乃就本集團應佔被投資公司收購後之資產淨值變動及與投資有關之任何減值虧損（見附註1(k)(ii)）作出調整。收購日期超出成本之任何差額、本集團應佔被投資公司於收購後及除稅後業績以及年內任何減值虧損於合併損益表內確認，而本集團應佔被投資公司於收購後及除稅後其他全面收益項目乃於合併損益及其他全面收益表內確認。

本集團與其聯營公司間之交易所產生的未變現損益，乃以本集團於被投資公司之權益為限予以對銷，除非未變現虧損提供已轉讓資產之減值證據，在此情況下，該等未變現虧損乃即時於損益中確認。

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### 1 Significant accounting policies (continued)

#### (e) Associate (continued)

In all other cases, when the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

In the Company's statement of financial position, investments in associate is stated at cost less impairment losses (note 1(k)(ii))

#### (f) Derivative financial instruments

Derivative financial instruments are recognised at fair value. At the end of each reporting period, the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss, except where the derivatives qualify for cash flow hedge accounting or hedges of the net investment in a foreign operation, in which case recognition of any resultant gain or loss depends on the nature of the item being hedged.

### 1 主要會計政策 (續)

#### (e) 聯營公司 (續)

在所有其他情況下，倘本集團不再對聯營公司有重大影響力，其乃被視作出售於該被投資公司之全部權益，而因此產生的收益或虧損將於損益中確認。任何在失去重大影響力當日仍保留在該前被投資公司之權益按公平值確認，而此金額被視為初步確認金融資產之公平值。

於本公司的財務狀況表中，於聯營公司的投資乃按成本減減值虧損列賬（附註1(k)(ii)）。

#### (f) 衍生金融工具

衍生金融工具按公平值確認。於各報告期末，公平值重新計量。重新計量公平值產生的收益或虧損即時於損益中確認，除非該等衍生工具符合現金流對沖會計或為海外經營業務投資淨額對沖衍生工具，在此情況下，任何因此產生的收益或虧損的確認會視乎該對沖項目的性質而定。



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### 1 Significant accounting policies (continued)

#### (g) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (note 1(k)(ii)), include the following items:

- interest in buildings where the Group is the registered owner of the property interest;
- items of plant and equipment; and
- interests in leasehold land where the Group is the registered owner of the property interest; and
- right-of-use assets arising from leases over leasehold properties where the Group is not the registered owner of the property interest and leases of underlying plant and equipment.

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labor, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (note 1(w)).

No depreciation is provided in respect of construction in progress.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

- Leasehold land	50 years
- Buildings	20 years
- Machinery	10 years
- Motor vehicles	5 years
- Office and other equipment	3 – 5 years
- Right-of-use assets	unexpired term of lease

### 1 主要會計政策 (續)

#### (g) 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及減值虧損(附註1(k)(ii))列賬，包括以下項目：

- 於本集團為物業權益登記擁有人的樓宇中的權益；
- 廠房及設備項目；及
- 於本集團為物業權益登記擁有人之租賃土地之權益；及
- 產生自租賃物業的租賃的使用權資產，當中本集團並非相關廠房及設備的物業權益及租賃的登記擁有人。

自建物業、廠房及設備項目的成本包括物料成本、直接勞工成本、拆卸及搬遷項目以及恢復項目所在地址原貌的成本的初步估計(倘相關)和適當比例的生產經常費用及借款成本(附註1(w))。

在建工程不計提折舊。

物業、廠房及設備項目於其估計可使用年期內按直線法折舊，以撇銷其成本減其估計剩餘價值(如有)，估計可使用年期如下：

- 租賃土地	50年
- 樓宇	20年
- 機器設備	10年
- 汽車	5年
- 辦公室及其他設備	3至5年
- 使用權資產	未屆滿租期

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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 1 Significant accounting policies (continued)

#### (g) Property, plant and equipment (continued)

The residual value rates of each class of fixed assets are as follows:

	Residual value rates (%)
Leasehold land	0%
Buildings	10%
Plant and machinery	10%
Motor vehicles	10%
Office and other equipment	10%

Both the useful life of an asset and its residual value, if any, are reviewed annually.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

#### (h) Lease prepayments

Prior to 1 January 2019, lease prepayments represent cost of acquiring land use rights paid to the PRC's governmental authorities. Land use rights are stated at cost less accumulated amortisation and impairment losses (note 1(k)(ii)). Amortisation is charged to profit or loss on a straight-line basis over the respective periods of the rights which are 50 years.

From 1 January 2019, lease prepayments were reclassified to right-of-use assets for presentation purpose upon initial application of IFRS 16(note 1(c)).

### 1 主要會計政策 (續)

#### (g) 物業、廠房及設備 (續)

各類固定資產的剩餘價值率如下：

	剩餘價值率(%)
租賃土地	0%
樓宇	10%
廠房及機器設備	10%
汽車	10%
辦公室及其他設備	10%

資產的可使用年期及其剩餘價值(如有)均會每年進行檢討。

物業、廠房及設備項目報廢或出售所產生的收益或虧損，按出售所得款項淨額與項目賬面值之間的差額釐定，並於報廢或出售日期在損益中確認。

#### (h) 租賃預付款項

於二零一九年一月一日前，租賃預付款項指已付中國政府機關之收購土地使用權之成本。土地使用權按成本減累計攤銷及減值虧損(附註1(k)(ii))列賬。攤銷於有關權利期間(50年)以直線法在損益中扣除。

自二零一九年一月一日起，於首次應用國際財務報告準則第16號後，租賃預付款項就呈列而言重新分類為使用權資產(附註1(c))。

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## 合併財務報表附註

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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 1 Significant accounting policies (continued)

#### (i) Intangible assets

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete development. The expenditure capitalised includes the costs of materials, direct labour, and an appropriate proportion of overheads and borrowing costs, where applicable. Capitalised development costs are stated at cost less accumulated amortisation and impairment losses (note 1(k)(ii)). Other development expenditure is recognised as an expense in the period in which it is incurred.

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (note 1(k)(ii)).

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. Computer software is amortised from the date they are available for the use for 5 years.

Both the useful life and method of amortisation are reviewed annually.

### 1 主要會計政策 (續)

#### (i) 無形資產

研究活動產生的支出在其產生期間確認為開支。倘某項產品或程序在技術及商業上可行，且本集團有充足的資源及有意完成開發工作，則開發活動產生的支出會予以資本化。資本化支出包括物料成本、直接勞工成本以及適當比例的經常費用及借款成本（倘適用）。資本化開發成本按成本減累計攤銷及減值虧損（附註1(k)(ii)）列賬。其他開發支出則在其產生期間確認為開支。

本集團所收購的無形資產乃以成本減累計攤銷（如估計可使用年期有限）及減值虧損（附註1(k)(ii)）列賬。

具有限可使用年期的無形資產的攤銷於資產的估計可使用年期內以直線法在損益中扣除。計算機軟件於可供使用當日起計分5年攤銷。

可使用年期及攤銷方法會每年作檢討。

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### 1 Significant accounting policies (continued)

#### (j) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

#### *As a lessee*

##### (A) Policy applicable from 1 January 2019

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Group are primarily buildings. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

### 1 主要會計政策 (續)

#### (j) 租賃資產

本集團於合約初始評估有關合約是否屬租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約是租賃或包含租賃。當客戶有權主導可識別資產的使用及從有關使用中獲取絕大部分經濟利益，則表示擁有控制權。

#### *作為承租人*

##### (A) 自二零一九年一月一日起適用的政策

當合約包含租賃部分及非租賃部分，本集團選擇不區分非租賃部分及將各租賃部分及任何關聯非租賃部分入賬列為所有租賃的單一租賃部分。

於租賃開始日期，本集團確認使用權資產及租賃負債，租期為12個月或更短的短期租賃及低價值資產租賃（對本集團而言主要為樓宇）則除外。倘本集團就低價值資產訂立租賃，則本集團決定是否按個別租賃基準將租賃資本化。與該等未資本化租賃相關的租賃付款於租期按系統基準確認為開支。

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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 1 Significant accounting policies (continued)

#### (j) Leased assets (continued)

##### As a lessee (continued)

###### (A) Policy applicable from 1 January 2019 (continued)

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see notes 1(g), 1(h) and 1(k)(ii)).

### 1 主要會計政策 (續)

#### (j) 租賃資產 (續)

##### 作為承租人 (續)

###### (A) 自二零一九年一月一日起適用的政策 (續)

當租賃已資本化，租賃負債初步按租期應付租賃付款現值確認，並按租賃中所隱含的利率貼現，或倘該利率不能輕易釐定，則以相關遞增借款利率貼現。於初步確認後，租賃負債按攤銷成本計量，而利息開支則採用實際利率法計量。租賃負債的計量並不包括不依賴指數或利率的可變租賃付款，因此可變租賃付款於其產生的會計期間於損益中扣除。

於資本化租賃時確認的使用權資產初步按成本計量，其中包括租賃負債的初始金額，加上於開始日期或之前作出的任何租賃付款以及任何所產生的初始直接成本。倘適用，使用權資產的成本亦包括拆卸及移除相關資產或還原相關資產或該資產所在地而產生的估計成本，按其現值貼現並扣減任何所收的租賃優惠。使用權資產隨後按成本減累計折舊及減值虧損列賬（見附註1(g)、1(h)及1(k)(ii)）。

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### 1 Significant accounting policies (continued)

#### (j) Leased assets (continued)

##### As a lessee (continued)

##### (A) Policy applicable from 1 January 2019 (continued)

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets excluding lease prepayments in "property, plant and equipment" and presents lease liabilities separately in the statement of financial position.

##### (B) Policy applicable prior to 1 January 2019

In the comparative period, as a lessee the Group classified leases as finance leases if the leases transferred substantially all the risks and rewards of ownership to the Group. Leases which did not transfer substantially all the risks and rewards of ownership to the Group were classified as operating leases.

### 1 主要會計政策 (續)

#### (j) 租賃資產 (續)

##### 作為承租人 (續)

##### (A) 自二零一九年一月一日起適用的政策 (續)

倘指數或利率變化引致未來租賃付款出現變動，或本集團預期根據剩餘價值擔保應付的估計金額產化變化，或就本集團是否合理確定將行使購買、續租或終止選擇權的有關重新評估產生變化，則租賃負債將重新計量。倘以這種方式重新計量租賃負債，則應當對使用權資產的賬面值進行相應調整，或倘使用權資產的賬面值已調減至零，則應於損益列賬。

本集團於財務狀況表內將使用權資產（不包括租賃預付款項）計入「物業、廠房及設備」並單獨呈列租賃負債。

##### (B) 於二零一九年一月一日前適用的政策

於比較期間，倘租賃將所有權之幾乎全部風險及回報轉移至本集團，則本集團（作為承租人）將租賃分類為融資租賃。而所有權之幾乎全部風險及回報不會轉移至本集團之租賃則分類為經營租賃。

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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 1 Significant accounting policies (continued)

#### (j) Leased assets (continued)

##### *As a lessee (continued)*

(B) Policy applicable prior to 1 January 2019  
(continued)

Where the Group acquired the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets were recognised as property, plant and equipment and the corresponding liabilities, net of finance charges, were recorded as obligations under finance leases. Depreciation was provided at rates which wrote off the cost or valuation of the assets over the term of the relevant lease or, where it was likely the Group would obtain ownership of the asset, the life of the asset, as set out in note 1(g). Impairment losses were accounted for in accordance with the accounting policy as set out in note 1(k)(ii). Finance charges implicit in the lease payments were charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

### 1 主要會計政策 (續)

#### (j) 租賃資產 (續)

##### *作為承租人 (續)*

(B) 於二零一九年一月一日前適用的政策 (續)

倘本集團收購融資租賃項下的資產使用權，租賃資產的公平值數額或最低租賃款項的現值的較低者，將確認為物業、廠房及設備以及相應負債（扣除融資費用）並列賬為融資租賃項下的責任。折舊乃按在相關的租賃期或資產的可使用年期（如本集團可能取得資產的所有權）作比率計提，以撇銷資產的成本或估值；有關的資產可使用年期載列於附註1(g)。減值虧損按照附註1(k)(ii)所載的會計政策入賬。租賃付款內含的融資費用計入租賃期內的損益賬中，使每個會計期間的融資費用佔承擔餘額的比率大致相同。或然租金在其產生的會計期間於損益支銷。

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### 1 Significant accounting policies (continued)

#### (j) Leased assets (continued)

##### *As a lessee (continued)*

##### *(B) Policy applicable prior to 1 January 2019 (continued)*

Where the Group had the use of assets held under operating leases, payments made under the leases were charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis was more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received were recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

#### (k) Credit losses and impairment of assets

##### *(i) Credit losses from financial instruments*

The Group recognises a loss allowance for expected credit losses (ECLs) on the financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables, and pledged bank deposits).

Financial assets measured at fair value, including derivative financial assets, are not subject to the ECL assessment.

### 1 主要會計政策 (續)

#### (j) 租賃資產 (續)

##### 作為承租人 (續)

##### (B) 於二零一九年一月一日前適用的政策 (續)

倘本集團有權使用根據經營租賃持有的資產，則根據租賃作出的付款將於租期所覆蓋的會計期間內分期以等額在損益中扣除，惟倘有其他基準更能代表自租賃資產取得的利益模式除外。所獲得的租賃獎勵於損益中確認為已付淨租賃付款總額的一部份。或然租金於其產生的會計期間在損益中扣除。

#### (k) 信貸虧損及資產減值

##### (i) 金融工具產生的信貸虧損

本集團就按攤銷成本計量的金融資產（包括現金及現金等價物、貿易及其他應收款項及已抵押銀行存款）的預期信貸虧損確認虧損撥備。

按公平值計量的金融資產（包括衍生金融資產）毋須進行預期信貸虧損評估。



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### 1 Significant accounting policies (continued)

#### (k) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments (continued)

###### Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate;

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

### 1 主要會計政策 (續)

#### (k) 信貸虧損及資產減值 (續)

##### (i) 金融工具產生的信貸虧損 (續)

###### 計量預期信貸虧損

預期信貸虧損為信貸虧損的概率加權估計。信貸虧損以所有預期現金差額的現值（即根據合同應付予本集團的現金流量與本集團預計收取的現金流量之間的差額）計量。

倘貼現影響重大，則預期現金差額將採用以下貼現率貼現：

- 定息金融資產以及貿易及其他應收款項：於初步確認時釐定的實際利率或其近似值；
- 浮息金融資產：即期實際利率。

估計預期信貸虧損時所考慮的最長期間為本集團面對信貸風險的最長合約期間。

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### 1 Significant accounting policies (continued)

#### (k) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments (continued)

###### Measurement of ECLs (continued)

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

### 1 主要會計政策 (續)

#### (k) 信貸虧損及資產減值 (續)

##### (i) 金融工具產生的信貸虧損 (續)

###### 計量預期信貸虧損 (續)

於計量預期信貸虧損時，本集團會考慮在無需付出過多成本及努力下即可獲得的合理可靠資料。此項包括有關過往事件、現時狀況及未來經濟狀況預測的資料。

預期信貸虧損將採用以下基準計量：

- 12個月預期信貸虧損：指報告日期後12個月內可能發生的違約事件而導致的預期虧損；及
- 整個有效期的預期信貸虧損：指預期信貸虧損模型適用項目之預期年內所有可能違約事件而導致的預期虧損。

貿易應收款項之虧損撥備一般按等同於整個有效期的預期信貸虧損的金額計量。於報告日期，該等金融資產的預期信貸虧損乃根據本集團的歷史信貸虧損經驗使用提列矩陣進行評估，根據債務人的特定因素及對當前及預計一般經濟狀況的評估進行調整。

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### 1 Significant accounting policies (continued)

#### (k) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments (continued)

###### Measurement of ECLs (continued)

For all other financial instruments (including cash and cash equivalents, and pledged bank deposits), the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

###### Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

### 1 主要會計政策 (續)

#### (k) 信貸虧損及資產減值 (續)

##### (i) 金融工具產生的信貸虧損 (續)

###### 計量預期信貸虧損 (續)

至於所有其他金融工具(包括現金及現金等價物及已抵押銀行存款)，本集團會以相等於12個月的預期信貸虧損金額確認虧損撥備，除非自初始確認後該金融工具的信貸風險大幅上升，在此情況下，虧損撥備會以整個存續期的預期信貸虧損金額計量。

###### 信貸風險大幅上升

評估金融工具的信貸風險自初步確認以來有否大幅上升時，本集團會比較於報告日期及於初步確認日期評估的金融工具發生違約的風險。作出重新評估時，本集團認為，倘(i)借款人不太可能在本集團無追索權採取變現抵押(如持有)等行動的情況下向本集團悉數支付其信貸債務；或(ii)金融資產已逾期90日，則構成違約事件。本集團會考慮合理可靠的定量及定性資料，包括過往經驗及在無需付出過多成本或努力下即可獲得的前瞻性資料。

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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 1 Significant accounting policies (continued)

#### (k) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments (continued)

*Significant increases in credit risk (continued)*

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

### 1 主要會計政策 (續)

#### (k) 信貸虧損及資產減值 (續)

##### (i) 金融工具產生的信貸虧損 (續)

*信貸風險大幅上升 (續)*

具體而言，評估信貸風險自初始確認以來有否大幅上升時會考慮以下資料：

- 未能按合同到期日期支付本金或利息；
- 金融工具外部或內部信貸測評的實際或預期顯著惡化（如有）；
- 債務人經營業績的實際或預期顯著惡化；及
- 科技、市場、經濟或法律環境的目前或預期變動對債務人履行其對本集團責任的能力有重大不利影響。

取決於金融工具的性质，信貸風險大幅上升的評估乃按個別基準或共同基準進行。倘評估為按共同基準進行，金融工具則按共同的信貸風險特徵（如逾期狀況及信貸風險評級）進行分組。

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### 1 Significant accounting policies (continued)

#### (k) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments (continued)

###### *Significant increases in credit risk (continued)*

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

###### *Basis of calculation of interest income*

Interest income recognised in accordance with note 1(u)(ii) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

### 1 主要會計政策 (續)

#### (k) 信貸虧損及資產減值 (續)

##### (i) 金融工具產生的信貸虧損 (續)

###### *信貸風險大幅上升 (續)*

預期信貸虧損於各報告日期進行重新計量以反映金融工具自初步確認以來的信貸風險變動。預期信貸虧損金額的任何變動均於損益確認為減值收益或虧損。本集團就所有金融工具確認減值收益或虧損，並通過虧損撥備賬對彼等之賬面值作出相應調整。

###### *計算利息收入的基準*

根據附註1(u)(ii)確認的利息收入按金融資產的總賬面值計算，除非該金融資產出現信貸減值，在此情況下，利息收入按金融資產的攤銷成本（即總賬面值減虧損撥備）計算。

於各報告日期，本集團評估金融資產是否出現信貸減值。當發生一項或多項對金融資產預計未來現金流量有不利影響的事件時，金融資產出現信貸減值。

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### 1 Significant accounting policies (continued)

#### (k) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments (continued)

###### *Basis of calculation of interest income (continued)*

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

###### *Write-off policy*

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

### 1 主要會計政策 (續)

#### (k) 信貸虧損及資產減值 (續)

##### (i) 金融工具產生的信貸虧損 (續)

###### *計算利息收入的基準 (續)*

金融資產信貸減值的證據包括以下可觀察事件：

- 債務人出現嚴重財務困難；
- 違反合約，如欠繳或逾期事件；
- 借款人很有可能將告破產或進行其他財務重組；
- 科技、市場、經濟或法律環境出現重大變動，對債務人有不利影響；或
- 由於發行人出現財務困難，證券活躍市場消失。

###### *撤銷政策*

若日後實際上不可收回款項，本集團則會撤銷（部分或全部）金融資產的總賬面值。該情況通常出現在本集團確定債務人沒有資產或可產生足夠現金流量的收入來源來償還應撤銷的金額。

隨後收回先前撤銷之資產於收回期間在損益內確認為減值撥回。

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### 1 Significant accounting policies (continued)

#### (k) Credit losses and impairment of assets (continued)

##### (ii) Impairment of other non-current assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment, including right-of-use assets;
- intangible assets;
- lease prepayments; and
- investments in subsidiaries and associates in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

- Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest Group of assets that generates cash inflows independently (i.e. a cash-generating unit).

### 1 主要會計政策 (續)

#### (k) 信貸虧損及資產減值 (續)

##### (ii) 其他非流動資產減值

內部及外部資料來源會在各報告期予以審閱，以識別有無跡象顯示下列資產可能減值或先前所確認減值虧損不再存在或可能已減少：

- 物業、廠房及設備，包括使用權資產；
- 無形資產；
- 租賃預付款項；及
- 本公司財務狀況表內的於附屬公司及聯營公司的投資。

倘存在任何該等跡象，則須估計有關資產的可收回金額。

- 計算可收回金額

資產的可收回金額為其公平值減銷售成本與使用價值中的較高者。評估使用價值時，估計未來現金流量乃利用反映資金時間價值的現時市場評估及資產的特定風險的除稅前貼現率貼現至其現值。倘資產所產生的現金流入未能大致獨立於其他資產所產生的現金流入，則釐定可獨立產生現金流入的最小組別資產（即現金產生單位）的可收回金額。

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### 1 Significant accounting policies (continued)

#### (k) Credit losses and impairment of assets (continued)

##### (ii) Impairment of other non-current assets (continued)

###### – Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of the other assets in the unit (or Group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

###### – Reversals of impairment losses

An impairment loss is reversed if there has been a favorable change in the estimates used to determine the recoverable amount. A reversal of impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

### 1 主要會計政策 (續)

#### (k) 信貸虧損及資產減值 (續)

##### (ii) 其他非流動資產減值 (續)

###### – 確認減值虧損

倘資產或其所屬現金產生單位的賬面值超過其可收回金額，則於損益確認減值虧損。就現金產生單位確認的減值虧損首先按比例分配，以減少單位（或單位組別）內其他資產的賬面值，惟資產的賬面值不得減至低於其個別公平值減出售成本（倘可計量）或使用價值（倘可釐定）。

###### – 撥回減值虧損

倘用於釐定可收回金額的估計出現有利變動，則減值虧損可予撥回。減值虧損的撥回以有關資產過往年度如並無確認減值虧損而原應釐定的賬面值為限。減值虧損的撥回計入確認撥回年度的損益。



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### 1 Significant accounting policies (continued)

#### (k) Credit losses and impairment of assets (continued)

##### (iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with IAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see note 1(k)(i)).

#### (l) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

### 1 主要會計政策 (續)

#### (k) 信貸虧損及資產減值 (續)

##### (iii) 中期財務報告及減值

根據香港聯合交易所有限公司證券上市規則，本集團須根據國際會計報告準則第34號中期財務報告，就財政年度首六個月編製中期財務報告。於中期期末，本集團應用的減值測試、確認及撥回標準與其將於財政年度末所應用者相同（見附註1(k)(i)）。

#### (l) 存貨

存貨為持作於日常業務過程出售的資產、就該等銷售而處於生產中的資產或以材料或供應品形式在生產過程中或提供服務耗用的資產。

存貨以成本及可變現淨值兩者中的較低者入賬。

成本乃採用加權平均成本公式計算，並包括所有採購成本、轉換成本及將存貨運至現址及使其達至現時狀況所產生的其他成本。

可變現淨值乃於日常業務過程中的估計售價，減去估計完成的成本及進行銷售所需的估計成本。

於出售存貨時，該等存貨的賬面值在相關收入確認的期間確認為開支。

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### 1 Significant accounting policies (continued)

#### (l) Inventories (continued)

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

#### (m) Contract liabilities

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see note 1(u)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 1(n)).

#### (n) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note 1(k)(i)).

#### (o) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 1(w)).

### 1 主要會計政策 (續)

#### (l) 存貨 (續)

存貨撇減至可變現淨值的金額及存貨的所有虧損在撇減或出現虧損的期間確認為開支。存貨的任何撇減撥回金額確認為存貨金額的減少，並於撥回發生期間確認為開支。

#### (m) 合約負債

合約負債乃於客戶在本集團確認相關收益前支付代價時確認（見附註1(u)）。倘本集團於本集團確認相關收益前有無條件接納代價的權利，則合約負債亦將予以確認。於此情況下，相應的應收款項亦將予以確認（見附註1(n)）。

#### (n) 貿易及其他應收款項

應收款項於本集團有無條件權利收取代價時予以確認。倘代價僅隨時間推移即會成為到期應付，則收取代價的權利為無條件。

應收款項以實際利率法減信貸虧損撥備按攤銷成本列賬（見附註1(k)(i)）。

#### (o) 計息借款

計息借款初始按公平值減交易成本計量，於初始確認後，計息借款乃使用實際利率法按攤銷成本呈列。利息收入乃根據本集團借款成本的會計政策確認（見附註1(w)）。

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### 1 Significant accounting policies (continued)

#### (p) Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently stated at amortised cost, except where the payables are interest-free loans made from related parties without any fixed repayment terms or the effect of discounting would be immaterial, in which case they are stated at cost.

#### (q) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for expected credit losses (ECL) in accordance with the policy set out in note 1(k)(i).

#### (r) Employee benefits

##### (i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Contributions to appropriate local defined contribution retirement schemes pursuant to the relevant labor rules and regulations in the PRC are recognised as an expense in profit or loss as incurred, except to the extent that they are included in the cost of inventories not yet recognised as an expense.

### 1 主要會計政策 (續)

#### (p) 貿易及其他應付款項

貿易及其他應付款項初步按公平值確認，其後按攤銷成本列賬，惟倘應付款項乃關聯方提供的無固定還款期免息貸款或貼現的影響並不重大，則在此情況下按成本列賬。

#### (q) 現金及現金等價物

現金及現金等價物包括銀行存款及手頭現金、銀行及其他金融機構活期存款以及可隨時轉換成已知金額現金、價值變動風險不大且購買時到期日不超過三個月的短期高流通投資。現金及現金等價物乃根據附註1(k)(i)所載的政策評估預期信貸虧損。

#### (r) 僱員福利

##### (i) 短期僱員福利及向界定供款退休計劃供款

薪金、年度花紅、帶薪年假、界定供款退休計劃供款及非貨幣福利成本於僱員提供相關服務年度計算。倘延遲付款或結算並造成重大影響，則該等金額按其現值列賬。

根據中國相關勞動規章及法規向當地適當的界定供款退休計劃作出的供款，於供款時在損益中確認為開支，但已計入尚未確認為開支的存貨成本內的供款則除外。

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### 1 Significant accounting policies (continued)

#### (r) Employee benefits (continued)

##### (ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the black-scholes model, taking into account the terms and conditions upon which the share options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the share options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the share options are exercised (when it is transferred to the share premium account) or the share options expire (when it is released directly to retained profits).

### 1 主要會計政策 (續)

#### (r) 僱員福利 (續)

##### (ii) 以股份為基礎的付款

授予僱員的購股權的公平值確認為僱員成本，相應的增加計入權益的資本儲備。公平值經考慮授出購股權所依據的條款及條件後使用柏力克－舒爾斯模型於授出日期計量。倘僱員須滿足歸屬條件方可無條件取得購股權，經考慮購股權是否可能歸屬後，購股權的總估計公平值於歸屬期分攤。

於歸屬期間，會審閱預期歸屬的購股權數目。任何因而導致對過往年度所確認累計公平值的調整於回顧年度在損益內扣除／計入，並相應調整資本儲備，惟原僱員開支符合資產確認的要求除外。於歸屬日期，確認為開支的金額予以調整以反映所歸屬購股權的實際數目（並相應調整資本儲備），惟沒收僅因未達成與本公司股份市價有關的歸屬條件則作別論。權益金額於資本儲備內確認，直至購股權獲行使（屆時有關金額轉撥至股份溢價賬）或購股權屆滿（屆時有關金額直接撥入保留溢利）為止。

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## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日

(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 1 Significant accounting policies (continued)

#### (s) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

### 1 主要會計政策 (續)

#### (s) 所得稅

年度所得稅包括即期稅項與遞延稅項資產及負債的變動。即期稅項和遞延稅項資產與負債的變動均於損益內確認，惟與其他全面收益或直接於權益確認的項目有關者則除外，在此情況下，有關稅項金額分別於其他全面收益或直接於權益確認。

即期稅項指就年度應課稅收入採用於報告期末已頒佈或實質已頒佈的稅率計算的預期應付稅項，及就過往年度應付稅項作出的任何調整。

可扣稅及應課稅的暫時差額（即資產和負債於財務報告中的賬面值與稅基之間的差額）可產生遞延稅項資產及負債。未動用稅項虧損及未動用稅項抵免亦可產生遞延稅項資產。

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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 1 Significant accounting policies (continued)

#### (s) Income tax (continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of reporting period. Deferred tax assets and liabilities are not discounted.

### 1 主要會計政策 (續)

#### (s) 所得稅 (續)

除若干少數例外情況外，會確認所有遞延稅項負債及所有遞延稅項資產（以可供用於抵扣資產的未來應課稅溢利為限）。可支持確認可扣稅暫時差額所產生遞延稅項資產的未來應課稅溢利包括因撥回現有應課稅暫時差額產生的金額；惟該等差額須與同一稅務機關及同一應課稅實體有關，並預期在可抵扣暫時差額預計撥回的同一年或遞延稅項資產所產生稅項虧損可向後期或向前期結轉的期間撥回。釐定現有應課稅暫時差額是否足以支持確認未動用稅項虧損及稅項抵免產生的遞延稅項資產時，亦採納同一準則，即考慮該等差額是否與同一稅務機關及同一應課稅實體有關，及是否預期於可動用稅項虧損或稅項抵免期間撥回。

已確認的遞延稅項金額按資產與負債賬面值的預期變現或清償方式，以報告期末已頒佈或實質已頒佈的稅率計量。遞延稅項資產及負債均不作貼現。

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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 1 Significant accounting policies (continued)

#### (s) Income tax (continued)

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

### 1 主要會計政策 (續)

#### (s) 所得稅 (續)

遞延稅項資產的賬面值於各報告期末進行審閱，並在不再可能有足夠的應課稅溢利可用作抵扣相關稅項利益時扣減。倘有可能獲得足夠的應課稅溢利，則扣減金額予以撥回。

因派發派息產生之額外所得稅於確定支付相關股息之責任時確認。

即期稅項結餘及遞延稅項結餘與其變動將分開呈列，且不會相互抵銷。倘本集團有法定執行權以即期稅項資產抵銷即期稅項負債，且符合下列附帶條件，則即期稅項資產及遞延稅項資產可分別抵銷即期稅項負債及遞延稅項負債：

- 就即期稅項資產及負債而言，本集團計劃按淨額基準結算或同時變現該資產及清償該負債；或
- 就遞延稅項資產及負債而言，該等資產及負債須與同一稅務機關就以下其中一項徵收的所得稅有關：
  - 同一應課稅實體；或
  - 計劃在預期結算或收回大額遞延稅項負債或資產的每個未來期間，按淨額基準或同時變現及清算即期稅項資產及即期稅項負債的不同應課稅實體。

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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 1 Significant accounting policies (continued)

#### (t) Provisions and contingent liabilities

Provisions are recognised when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

#### (u) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods in the ordinary course of the Group's business.

Revenue is recognised when control over a product is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

### 1 主要會計政策 (續)

#### (t) 撥備及或然負債

如本集團或本公司須就已發生的事件承擔法定或推定責任，並可能需要流出經濟利益以清償有關責任，且可作出合理估計，本集團便會確認撥備。如果貨幣時間值屬重大，有關撥備按預計清償責任所需開支的現值列賬。

如需要經濟利益流出的可能性不大，或是無法對有關金額作出可靠估計，便會將該責任披露為或然負債，但經濟利益流出的可能性極低的情況除外。如本集團的責任須視乎一宗或多宗未來事件是否發生才能確定是否存在，則亦會披露為或然負債，但經濟利益流出的可能性極低的情況除外。

#### (u) 收益及其他收入

本集團將其日常業務過程中源自銷售貨品的收益分類為收入。

本集團預期對產品的控制權按有權獲取的承諾代價數額（不包括代表第三方收取的金額）轉移至客戶，收益予以確認。收益不包括增值稅或其他銷售稅，並經扣除任何貿易折扣。



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### 1 Significant accounting policies (continued)

#### (u) Revenue and other income (continued)

Further details of the Group's revenue and other income recognition policies are as follows:

##### (i) Sale of goods

Revenue is recognised when the customer takes possession of and accepts the products. If the products are a partial fulfilment of a contract covering other goods, then the amount of revenue recognised is an appropriate proportion of the total transaction price under the contract, allocated between all the goods promised under the contract on a relative stand-alone selling price basis.

##### (ii) Interest income

Interest income is recognised as it accrues using the effective interest method. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 1(k)(i)).

##### (iii) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same year in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are recognised by setting up the grant as deferred income that is recognised in profit or loss on a systematic basis over the useful life of the asset.

Unconditional discretionary government grants from the government authorities are recognised in the profit or loss as other revenue when the amount is received.

### 1 主要會計政策 (續)

#### (u) 收益及其他收入 (續)

有關本集團收益及其他收入確認政策的進一步詳情載列如下：

##### (i) 銷售貨物

收益在客戶控制並取得產品時確認。倘產品屬部分履行涵蓋其他貨品之合約，則確認之收益金額為合約項下交易總價之適當比例，乃按相對獨立售價基準在合約約定之所有商品之間分配。

##### (ii) 利息收入

利息收入於產生時以實際利率法確認。就出現信貸減值的金融資產而言，實際利率應用於資產的攤銷成本（即扣除虧損撥備的總賬面值）（見附註1(k)(i)）。

##### (iii) 政府補助

政府補助將於收到合理保證及本集團將符合附帶條件時，初步於財務狀況表確認。補償本集團所產生開支的補助，於產生開支的相同年度，按系統基準在損益內確認為收入。補償本集團資產成本的補助於資產可使用年期內按系統基準於損益內以將補助設為遞延收入之方式確認。

來自政府機關不帶條件的政府酌情補助於收到款項時在損益中確認為其他收益。

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### 1 Significant accounting policies (continued)

#### (v) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Company initially recognises such non-monetary assets or liabilities.

The results of operations with functional currency other than Renminbi are translated into Renminbi at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Renminbi at the closing foreign exchange rates ruling at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

### 1 主要會計政策 (續)

#### (v) 外幣換算

年內外幣交易按交易日的外匯匯率換算。以外幣計值的貨幣資產及負債則按報告期末的外匯匯率換算。匯兌盈虧於損益中確認。

以外幣按歷史成本計量的非貨幣資產及負債使用交易日的外匯匯率換算。交易日為本公司初始確認有關非貨幣資產或負債的日期。

以人民幣以外功能貨幣計值的經營業績按與交易日的外匯匯率相若的匯率換算為人民幣。財務狀況表項目按報告期末的收市外匯匯率換算為人民幣。由此產生的匯兌差額於其他全面收益內確認並單獨於匯兌儲備權益中累計。

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### 1 Significant accounting policies (continued)

#### (w) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

#### (x) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a Group of which the other entity is a member).

### 1 主要會計政策 (續)

#### (w) 借款成本

凡直接與購置、興建或生產某項資產（該資產必須經過頗長時間籌備以作預定用途或出售）有關的借款成本，均資本化為該資產的部份成本。其他借款成本均於產生期間內支銷。

#### (x) 關聯方

- (a) 倘一名人士符合下列情況，其或其近親家屬成員即與本集團有關聯：
- (i) 對本集團有控制權或共同控制權；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司主要管理人員。
- (b) 符合下列任何條件的實體即與本集團有關聯：
- (i) 該實體與本集團為同一集團的成員（即各自的母公司、附屬公司及同系附屬公司之間有關聯）。
  - (ii) 一實體為另一實體的聯營公司或合營企業（或為另一實體所屬集團旗下成員公司的聯營公司或合營企業）。

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### 1 Significant accounting policies (continued)

#### (x) Related parties (continued)

##### (b) (continued)

- (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)(ii) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a Group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

### 1 主要會計政策 (續)

#### (x) 關聯方 (續)

##### (b) (續)

- (iii) 兩實體均為同一第三方的合營企業。
- (iv) 一實體為一家第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
- (v) 該實體乃為本集團或本集團關聯實體的僱員福利而設的離職後福利計劃。
- (vi) 該實體受(a)段所指人士控制或共同控制。
- (vii) (a)(ii)段所指人士對該實體有重大影響力或身為該實體(或該實體母公司)主要管理人員。
- (viii) 該實體或其所屬集團的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。

有關人士的近親家族成員指在該等成員與實體進行交易時預期可對該人士造成影響或受其影響的家族成員。

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### 1 Significant accounting policies (continued)

#### (y) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial statements 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.

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.

### 2 Revenue and segmental reporting

The principal activities of the Group are manufacturing and sales of camera modules and fingerprint recognition modules for mobile phones and other mobile communication terminals. Revenue represents the sales value of goods sold, excludes VAT and is after deduction of any trade discounts.

The Group manages its businesses by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has identified reportable segments as follows:

- Design, manufacture and sales of camera modules
- Design, manufacture and sales of fingerprint recognition modules

### 1 主要會計政策 (續)

#### (y) 分部報告

經營分部以及財務報表呈報的各分部項目金額，乃根據為本集團各類業務及地理位置分配資源及評估其表現而定期提供予本集團最高行政管理人員的財務報表確定。

就財務報告而言，重要個別經營分部不會合併入賬，除非有關分部的經濟特徵相近，且在產品及服務的性質、生產工序性質、客戶類型或階層、分銷產品或提供服務的方式以及監管環境性質等方面相似。同樣具備上述大部份特質的個別非重大經營分部可合併入賬。

### 2 收益及分部報告

本集團的主要業務是生產及銷售手機及其他移動通信終端的攝像頭模組及指紋識別模組。收益指所售貨物的銷售價值，不包括增值稅且扣除任何交易折扣。

本集團按業務線管理其業務。與向本集團最高級執行管理層就分配資源及業績評估呈報內部資料的方式一致，本集團已識別可報告分部如下：

- 設計、製造及銷售攝像頭模組
- 設計、製造及銷售指紋識別模組

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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### 2 Revenue and segmental reporting (continued)

### 2 收益及分部報告 (續)

No operating segments have been aggregated to form the reportable segments of the Group.

於達成本集團的可報告分部時，概無營運分部經合計。

		Camera modules 攝像頭 模組 RMB'000 人民幣千元	Fingerprint recognition modules 指紋識別 模組 RMB'000 人民幣千元	Subtotal of reportable segments 可報告 分部小計 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>2019</b>	<b>二零一九年</b>					
Revenue	收益	10,360,228	2,758,860	13,119,088	50,590	13,169,678
Cost of sales	銷售成本	(9,531,731)	(2,423,154)	(11,954,885)	(34,921)	(11,989,806)
Gross profit	毛利	828,497	335,706	1,164,203	15,669	1,179,872
<b>2018</b>	<b>二零一八年</b>					
Revenue	收益	6,272,686	1,832,022	8,104,708	30,453	8,135,161
Cost of sales	銷售成本	(5,959,798)	(1,798,026)	(7,757,824)	(24,229)	(7,782,053)
Gross profit	毛利	312,888	33,996	346,884	6,224	353,108

Others mainly represent revenue from sales of waste materials.

其他主要指廢料銷售的收益。

Segment profit represents the gross profit earned by each segment without allocation of expenses and other income and profit for the year. This is the measure reported to the most senior executive management of the Group for the purposes of resource allocation and assessment of segment performance.

分部溢利指各分部賺取的毛利，但尚未分配開支及其他收入及年內溢利。此乃向本集團最高級執行管理層就資源分配及分部表現評估呈報的計量形式。

The Group does not allocate specific assets or liabilities to the operating segments as the most senior executive management does not use the information to measure the performance of the segments.

本集團並未分配特定資產或負債至經營分部，原因為最高級執行管理層並未使用有關資料計量分部表現。

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## 合併財務報表附註

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### 2 Revenue and segmental reporting (continued)

The Group's revenue by geographical location is determined by the locations of operations of the contracting parties.

### 2 收益及分部報告 (續)

本集團按地理位置劃分的收益乃根據各訂約方的經營地點確定。

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Revenue</b>	<b>收益</b>		
PRC (including Hong Kong)	中國 (包括香港)	12,725,114	8,129,902
Overseas	海外	444,564	5,259
		<b>13,169,678</b>	<b>8,135,161</b>

The Group had three (2018: three) customers with whom transactions had exceeded 10% of the Group's revenue for the year ended 31 December 2019. The amount of sales to these customers amounted to approximately RMB10,808,346,000 (2018: approximately RMB5,862,835,000) for the year ended 31 December 2019. Details of concentrations of credit risk arising from these customers are set out in note 30(a).

截至二零一九年十二月三十一日止年度，本集團與三名（二零一八年：三名）客戶的交易超過本集團收益的10%。截至二零一九年十二月三十一日止年度，向該等客戶的銷售額約為人民幣10,808,346,000元（二零一八年：約人民幣5,862,835,000元）。該等客戶產生的信貸風險集中的詳情載列於附註30(a)。

For the years ended 31 December 2019 and 2018, certain amounts of revenue are related to sales made to related parties (see note 32).

截至二零一九年及二零一八年十二月三十一日止年度，若干收益金額乃有關向關聯方作出的銷售（見附註32）。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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### 3 Other revenue and other net loss

### 3 其他收益及其他淨虧損

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Other revenue</b>	<b>其他收益</b>		
Government grants ( <i>note</i> )	政府補助 ( <i>附註</i> )	28,986	103,908
Interest income	利息收入	13,911	29,058
Others	其他	116	147
		<b>43,013</b>	<b>133,113</b>

Note: Government grants were received from several local government authorities as a recognition of the Group's contribution towards the local economic development, of which the entitlement was unconditional and under the discretion of the relevant authorities.

附註：政府補助乃自數個地方政府部門收取，作為本集團對當地經濟發展所作出貢獻的獎勵，其中所享權益為無條件及由有關部門酌情釐定。

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Other net loss</b>	<b>其他淨虧損</b>		
Net foreign exchange loss	外匯虧損淨額	(25,373)	(44,613)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	(17,514)	(15,687)
Loss on impairment of machinery	機器設備減值虧損	(10,587)	-
Net realised and unrealised loss on foreign exchange option contracts	外匯期權合約的已實現及未實現虧損淨額	(9,864)	(2,341)
Net realised and unrealised (loss)/gain on foreign currency forward contracts	外匯遠期合約的已實現及未實現(虧損)/收益淨額	(501)	12,418
		<b>(63,839)</b>	<b>(50,223)</b>



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## 合併財務報表附註

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### 4 Profit before taxation

Profit before taxation is arrived at after charging:

### 4 除稅前溢利

除稅前溢利於扣除下列各項後達致：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Note) (附註)
<b>(a) Finance costs</b>	<b>(a) 融資成本</b>		
Interest on bank borrowings	銀行借款利息	51,581	44,146
Interest on lease liabilities	租賃負債利息	1,230	-
		<b>52,811</b>	44,146

Note: The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, the comparative information is not restated. See note 1(c).

附註：本集團已於二零一九年一月一日使用經修訂追溯法首次應用國際財務報告準則第16號。根據該方法，比較資料並無重列。見附註1(c)。

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### 4 Profit before taxation (continued)

### 4 除稅前溢利 (續)

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>(b) Staff costs</b>	<b>(b) 員工成本</b>		
Contributions to defined contribution retirement plans (note 26)	界定供款退休計劃供款 (附註26)	18,961	15,326
Salaries, wages and other benefits	薪金、工資及其他福利	703,379	603,600
Equity settled share-based payment expenses (note 27)	以權益結算的股份付款開支 (附註27)	3,051	4,075
		<b>725,391</b>	<b>623,001</b>
<b>(c) Other items</b>	<b>(c) 其他項目</b>		
Amortisation	攤銷		
– lease prepayments (note 13)	– 租賃預付款項 (附註13)	–	1,080
– intangible assets (note 14)	– 無形資產 (附註14)	558	175
		<b>558</b>	<b>1,255</b>
Depreciation charge (note 10)	折舊支出 (附註10)		
– owned property, plant and equipment (note (i))	– 自置物業、廠房及設備 (附註(i))	275,958	234,486
– right-of-use assets (note (i))	– 使用權資產 (附註(i))	14,799	–
		<b>290,757</b>	<b>234,486</b>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 4 Profit before taxation (continued)

### 4 除稅前溢利 (續)

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>(c) Other items (continued)</b>	<b>(c) 其他項目 (續)</b>		
Total minimum lease payments for leases previously classified as operating leases under IAS 17 (note(i)&(iii))	先前根據國際會計準則第17號分類為經營租賃的租賃的最低租賃付款總額 (附註(i)及(iii))	-	13,528
Impairment losses	減值虧損		
- trade and other receivables	- 貿易及其他應收款項	766	182
- machinery	- 機器設備	10,587	-
- inventories	- 存貨	53,067	11,374
		<b>64,420</b>	<b>11,556</b>
Auditors' remuneration	核數師薪酬		
- Audit and review services for the Group	- 本集團審計及審閱服務	1,981	1,934
- Audit services for subsidiaries	- 附屬公司審計服務	170	168
Research and development costs (note (ii))	研發成本 (附註(ii))	396,244	266,198
Cost of inventories (note (iii))	存貨成本 (附註(iii))	12,232,550	7,909,358

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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 4 Profit before taxation (continued)

Notes:

- (i) The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under IAS 17. The depreciated carrying amount of the finance lease assets which were previously included in property, plant and equipment is also identified as a right-of-use asset. After initial recognition of right-of-use assets at 1 January 2019, the Group as a lessee is required to recognise the depreciation of right-of-use assets, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. Under this approach, the comparative information is not restated. See note 1(c).

- (ii) Research and development costs include staff costs of employees in the design, research and development department of approximately RMB103,013,000 for the year ended 31 December 2019 (2018: approximately RMB81,472,000), which are included in the staff costs as disclosed in note 4(b).

The criteria for the recognition of such costs as an asset are generally not met until late in the development state of the project when the remaining development costs are immaterial. Hence both research costs and development costs are generally recognised as expenses in the period in which they are incurred.

- (iii) Cost of inventories includes approximately RMB778,634,000 (2018: approximately RMB696,778,000) for the year ended 31 December 2019 relating to staff costs, depreciation, lease expenses and amortisation expenses, which amounts are also included in the respective total amounts disclosed separately above or in note 4(b) for each of these types of expenses.

### 4 除稅前溢利 (續)

附註：

- (i) 本集團已採用經修訂追溯法首次應用國際財務報告準則第16號，並調整於二零一九年一月一日的期初結餘以確認先前根據國際會計準則第17號分類為經營租賃的與租賃相關的使用權資產。先前計入物業、廠房及設備的融資租賃資產的折舊賬面值亦識別為使用權資產。於二零一九年一月一日初步確認使用權資產後，本集團（作為承租人）須確認使用權資產的折舊，而非按先前政策於租期內按直線法確認經營租賃項下產生的租金開支。根據該方法，比較資料並無重列。見附註1(c)。

- (ii) 截至二零一九年十二月三十一日止年度，研發成本包括設計、研發部門僱員的員工成本約人民幣103,013,000元（二零一八年：約人民幣81,472,000元），計入附註4(b)披露的員工成本。

將該等成本確認為一項資產的標準一般直至項目開發狀態末期餘下開發成本並不重大時才會滿足。因此，研究成本及開發成本一般於其產生期間確認為開支。

- (iii) 截至二零一九年十二月三十一日止年度，存貨成本包括約人民幣778,634,000元（二零一八年：約人民幣696,778,000元），分別與員工成本、折舊、租賃開支及攤銷開支有關，該等金額亦計入該等各類別開支在上文單獨披露或於附註4(b)披露的各項總金額。

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### 5 Income tax in the consolidated statement of profit or loss and other comprehensive income

(a) Income tax in the consolidated statement of profit or loss and other comprehensive income represents:

### 5 合併損益及其他全面收益表中的所得稅

(a) 合併損益及其他全面收益表中的所得稅指：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Current tax</b>	<b>即期稅項</b>		
PRC Corporate Income Tax	中國企業所得稅	80,968	2,333
PRC Dividend Withholding Tax	中國股息預扣稅	-	3,977
		<b>80,968</b>	<b>6,310</b>
<b>Deferred tax</b>	<b>遞延稅項</b>		
Origination and reversal of temporary differences (note 28(b))	暫時性差額的產生及撥回 (附註28(b))	<b>(16,439)</b>	<b>(19,379)</b>
		<b>64,529</b>	<b>(13,069)</b>

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### 5 Income tax in the consolidated statement of profit or loss and other comprehensive income (continued)

### 5 合併損益及其他全面收益表中的所得稅(續)

#### (b) Reconciliation between tax expense and accounting profit at applicable tax rates:

#### (b) 按適用稅率計算的稅務開支與會計溢利的對賬：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Profit before taxation	除稅前溢利	606,901	1,330
Notional tax on profit before taxation, calculated at the rates applicable to the tax jurisdictions concerned	除稅前溢利的名義稅項，按適用於相關稅務管轄權區的稅率計算	142,988	10,719
Tax effect of PRC preferential tax treatments (note (iii))	中國優惠稅務待遇的稅務影響(附註(iii))	(58,653)	(7,077)
Tax effect of additional deduction on research and development costs	研發成本的額外扣減的稅務影響	(26,344)	(17,795)
Tax effect of non-deductible expenses	不可扣減開支的稅務影響	752	1,059
Tax effect of non-taxable income	毋須課稅收入的稅務影響	(129)	-
Tax effect of unused tax losses not recognised	未確認未動用稅項虧損的稅務影響	941	-
Under provision in prior years	過往年度撥備不足	-	25
Withholding tax on profit retained by PRC subsidiaries (note (iv))	中國附屬公司保留溢利的預扣稅(附註(iv))	4,974	-
Actual tax expense	實際稅務開支	64,529	(13,069)

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### 5 Income tax in the consolidated statement of profit or loss and other comprehensive income (continued)

#### (b) Reconciliation between tax expense and accounting profit at applicable tax rates: (continued)

Notes:

- (i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (“BVI”), the Group is not subject to any income tax in the Cayman Islands and BVI.
- (ii) Kunshan Q Technology (Hong Kong) Limited (“Kunshan QT Hong Kong”) is subject to Hong Kong Profits Tax at 16.5% in 2019 and 2018.
- (iii) Effective from 1 January 2008, the PRC statutory income tax rate is 25%. Kunshan Q Technology Limited (“Kunshan QT China”) was qualified as a High and New Technology Enterprise (“HNTE”) in 2009, which entitled to a preferential income tax rate of 15% from the year 2009 to 2011 according to relevant regulations in the PRC Corporate Income Tax Law. Kunshan QT China successfully renewed the HNTE qualification on 21 May 2012, 6 July 2015 and 24 October 2018 respectively and continued to enjoy a preferential income tax rate of 15% for another three years commenced from 1 January 2018.

### 5 合併損益及其他全面收益表中的所得稅 (續)

#### (b) 按適用稅率計算的稅務開支與會計溢利的對賬：(續)

附註：

- (i) 根據開曼群島及英屬處女群島（「英屬處女群島」）的規則及法規，本集團毋須於開曼群島及英屬處女群島繳納任何所得稅。
- (ii) 於二零一九年及二零一八年，Kunshan Q Technology (Hong Kong) Limited（「昆山丘鈦香港」）須按16.5%的稅率繳納香港利得稅。
- (iii) 自二零零八年一月一日起，中國的法定所得稅稅率為25%。昆山丘鈦微電子科技有限公司（「昆山丘鈦中國」）於二零零九年獲得高新技術企業（「高新技術企業」）資格，使其於二零零九年至二零一一年根據中國企業所得稅法的相關規定有權享有15%的優惠所得稅率。昆山丘鈦中國分別於二零一二年五月二十一日、二零一五年七月六日及二零一八年十月二十四日成功續新高新技術企業資格，自二零一八年一月一日起計另外三年再享有15%的優惠所得稅率。

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### 5 Income tax in the consolidated statement of profit or loss and other comprehensive income (continued)

#### (b) Reconciliation between tax expense and accounting profit at applicable tax rates: (continued)

Notes: (continued)

- (iv) According to the PRC Corporate Income Tax Law and its related regulations, the Group is subject to a withholding tax at 10%, unless reduced by tax treaties or arrangements, for dividends distributed by a PRC enterprise to its immediate holding company outside the PRC for earnings generated beginning on 1 January 2008 and undistributed earnings generated prior to 1 January 2008 are exempt from such withholding tax. According to the China-HK Tax Arrangement and its relevant regulations, a qualified Hong Kong tax resident which is the “beneficial owner” and holds 25% or more of a PRC enterprise is entitled to a reduced withholding rate of 5%.

### 5 合併損益及其他全面收益表中的所得稅 (續)

#### (b) 按適用稅率計算的稅務開支與會計溢利的對賬：(續)

附註：(續)

- (iv) 根據中國企業所得稅法及其相關規定，本集團須就中國企業自二零零八年一月一日起所產生的盈利向其中國境外直接控股公司分派的股息按10%（惟根據稅收協定或安排調減除外）的稅率繳納預扣稅，於二零零八年一月一日前產生的未分派盈利獲豁免繳納該項預扣稅。根據中港兩地稅務安排及其相關規定，身為「實益擁有人」並持有中國企業25%或以上權益的合資格香港稅務居民有權按5%的經調減預扣稅率納稅。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日

(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 6 Directors' emoluments

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of information about Benefits of Directors) Regulation are as follows:

Year ended 31 December 2019

### 6 董事薪酬

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部規定所披露之董事薪酬如下：

截至二零一九年十二月三十一日止年度

	Fee	Salaries, allowances and other benefits	Retirement scheme contributions	Discretionary bonuses	Sub-total	Share-based payments (Note)	Total
	袍金	薪金、津貼及其他福利	退休計劃供款	酌情花紅	小計	以股份為基礎的付款(附註)	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Executive directors</b>	<b>執行董事</b>						
Mr. He Ningning	317	-	-	-	317	-	317
Mr. Wang Jianqiang	-	739	16	767	1,522	37	1,559
Mr. Hu Sanmu	-	452	17	486	955	27	982
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>						
Mr. Chu Chia-Hsiang	-	88	-	-	88	-	88
Mr. Ko Ping Keung	-	88	-	-	88	-	88
Mr. Ng Sui Yin	-	88	-	-	88	-	88
<b>Total</b>	<b>317</b>	<b>1,455</b>	<b>33</b>	<b>1,253</b>	<b>3,058</b>	<b>64</b>	<b>3,122</b>

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## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日  
(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 6 Directors' emoluments (continued)

### 6 董事薪酬 (續)

Year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		Salaries, allowances and other benefits	Retirement scheme contributions	Discretionary bonuses	Share-based payments (Note)	Total
		Fee			Sub-total	Total
		薪金、津貼及 袍金	退休計劃供款	酌情花紅	以股份為 基礎的付款 (附註)	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Executive directors</b>	<b>執行董事</b>					
Mr. He Ningning	何寧寧先生	315	-	-	315	315
Mr. Wang Jianqiang	王健強先生	-	340	300	656	816
Mr. Hu Sanmu	胡三木先生	-	391	257	666	785
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Mr. Chu Chia-Hsiang	初家祥先生	-	88	-	88	88
Mr. Ko Ping Keung	高秉強先生	-	88	-	88	88
Mr. Ng Sui Yin	吳瑞賢先生	-	88	-	88	88
<b>Total</b>	<b>總計</b>	<b>315</b>	<b>995</b>	<b>557</b>	<b>1,901</b>	<b>2,180</b>

Note: These represent the estimated value of share options granted to the directors under the Group's share option scheme. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in note 1(r)(ii).

The details of these benefits in kind, including the principal terms and number of options granted, are disclosed in note 27.

附註：該等金額指根據本集團的購股權計劃向董事授出的購股權的估計價值。該等購股權的價值根據附註1(r)(ii)所載本集團以股份為基礎付款的交易的會計政策計量。

該等實物福利的詳情（包括已授出購股權的主要條款及數目）於附註27披露。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日

(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 6 Directors' emoluments (continued)

During the year, there were no amounts paid or payable by the Group to the directors or any of the highest paid individuals set out in note 7 below as an inducement to join or upon joining the Group or as a compensation for loss of office. There was no arrangement under which a director waived or agreed to waive any emolument during the year.

### 7 Individual with highest emoluments

Of the five individuals with the highest emoluments, two (2018: two) of them are directors for the year ended 31 December 2019, whose emoluments are disclosed in note 6 above. The aggregate of the emoluments in respect of the remaining individuals are as follows:

### 6 董事薪酬 (續)

於本年度，本集團概無向董事或下文附註7所載任何最高薪人士已付或應付任何款項作為招攬加入本集團或於加入後的獎勵或作為離職的補償。於本年度，概無董事放棄或同意放棄任何薪酬的安排。

### 7 最高薪人士

截至二零一九年十二月三十一日止年度，五名最高薪人士中有兩名（二零一八年：兩名）為董事，其薪酬於上文附註6披露。餘下人士的薪酬總額如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Salaries and other emoluments	薪金及其他薪酬	1,772	1,773
Discretionary bonuses	酌情花紅	1,321	537
Contributions to retirement benefit scheme	退休福利計劃供款	64	33
Share-based payments	以股份為基礎的付款	187	268
		<b>3,344</b>	<b>2,611</b>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日  
(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 7 Individual with highest emoluments (continued)

The emoluments of the remaining three (2018: three) individuals with the highest emoluments for the year ended 31 December 2019 are within the following bands:

### 7 最高薪人士 (續)

截至二零一九年十二月三十一日止年度，剩餘三名（二零一八年：三名）最高薪人士的薪酬介乎以下範圍：

		2019 二零一九年 Number of individuals 人數	2018 二零一八年 Number of individuals 人數
HK\$Nil to HK\$1,000,000	零港元至1,000,000港元	0	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	3	1
		3	3

### 8 Other comprehensive income

Tax effects relating to each component of other comprehensive income

### 8 其他全面收益

有關其他全面收益各組成部份的稅務影響

		2019 二零一九年			2018 二零一八年		
		Before-tax amount	Tax effect	Net-of-tax amount	Before-tax amount	Tax effect	Net-of-tax amount
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Exchange difference on translation of:	換算以下產生的匯兌差額：						
- financial statements of subsidiaries outside the Mainland China	- 中國大陸以外附屬公司的財務報表	(3,948)	106	(3,842)	(23,910)	243	(23,667)
Other comprehensive income	其他全面收益	(3,948)	106	(3,842)	(23,910)	243	(23,667)

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日

(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 9 Earnings per share

#### (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of approximately RMB542,372,000 (2018: approximately RMB14,399,000) and the weighted average of 1,139,599,000 (2018: 1,127,614,000) ordinary shares in issue during the year, calculated as follows:

#### Weighted average number of ordinary shares

		2019 二零一九年 '000 千股	2018 二零一八年 '000 千股
Issued ordinary share at 1 January	於一月一日的已發行普通股	1,131,722	1,115,597
Effect of share options exercised (note 29(c)(ii))	已行使購股權的影響 (附註29(c)(ii))	7,836	12,017
Effect of shares issued for the Placement (note 29(c)(iii))	就配售已發行股份的影響 (附註29(c)(iii))	41	-
Weighted average number of ordinary shares at 31 December	於十二月三十一日的 普通股加權平均數	<b>1,139,599</b>	1,127,614

### 9 每股盈利

#### (a) 每股基本盈利

每股基本盈利乃以本公司普通股權持有人應佔溢利約人民幣542,372,000元(二零一八年：約人民幣14,399,000元)及年內已發行普通股的加權平均數1,139,599,000股(二零一八年：1,127,614,000股)為基準計算如下：

#### 普通股加權平均數

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日  
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### 9 Earnings per share (continued)

#### (b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB542,372,000 (2018: RMB14,399,000) and the weighted average of ordinary shares of 1,150,230,000 shares (2018: 1,138,491,000) calculated as follows:

#### Weighted average number of ordinary shares (diluted)

		2019 二零一九年 '000 千股	2018 二零一八年 '000 千股
Weighted average number of ordinary shares at 31 December	於十二月三十一日的普通股加權平均數	1,139,599	1,127,614
Effect of deemed issue of shares under the Company's share option schemes	視作根據本公司購股權計劃發行股份的影響	10,631	10,877
Weighted average number of ordinary shares (diluted) at 31 December	於十二月三十一日的普通股加權平均數(攤薄)	1,150,230	1,138,491

### 9 每股盈利(續)

#### (b) 每股攤薄盈利

每股攤薄盈利乃以本公司普通股權持有人應佔溢利人民幣542,372,000元(二零一八年: 人民幣14,399,000元)及普通股加權平均數1,150,230,000股(二零一八年: 1,138,491,000股)為基準計算如下:

#### 普通股加權平均數(攤薄)

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## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日

(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 10 Property, plant and equipment

### 10 物業、廠房及設備

#### (a) Reconciliation of carrying amount

#### (a) 賬面值對賬

		Leasehold land	Buildings	Machinery	Motor vehicles	Office and other equipment	Sub-total	Construction in progress	Total
		租賃土地 RMB'000 人民幣千元	樓宇 RMB'000 人民幣千元	機器設備 RMB'000 人民幣千元	汽車 RMB'000 人民幣千元	辦公及其他設備 RMB'000 人民幣千元	小計 RMB'000 人民幣千元	在建工程 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本:</b>								
At 1 January 2018	於二零一八年一月一日	-	264,761	1,163,153	821	205,599	1,634,334	141,003	1,775,337
Additions	添置	-	87,504	499,189	214	42,355	629,262	32,302	661,564
Transfer from construction in progress	轉撥自在建工程	-	89	60,810	-	-	60,899	(60,899)	-
Disposals	出售	-	-	(28,147)	-	(8,094)	(36,241)	-	(36,241)
At 31 December 2018	於二零一八年十二月三十一日	-	352,354	1,695,005	1,035	239,860	2,288,254	112,406	2,400,660
Impact on initial application of IFRS 16 (Note)	首次應用國際財務報告準則第16號之影響(附註)	57,029	-	6,392	-	-	63,421	-	63,421
At 1 January 2019	於二零一九年一月一日	57,029	352,354	1,701,397	1,035	239,860	2,351,675	112,406	2,464,081
Additions	添置	-	46,483	858,377	185	61,096	966,141	133,309	1,099,450
Transfer from construction in progress	轉撥自在建工程	-	50,917	923	-	-	51,840	(51,840)	-
Disposals	出售	-	-	(73,100)	-	(32,143)	(105,243)	-	(105,243)
At 31 December 2019	於二零一九年十二月三十一日	57,029	449,754	2,487,597	1,220	268,813	3,264,413	193,875	3,458,288
<b>Accumulated depreciation:</b>	<b>累計折舊:</b>								
At 1 January 2018	於二零一八年一月一日	-	(47,395)	(152,616)	(551)	(94,113)	(294,675)	-	(294,675)
Charge for the year	年內扣除	-	(33,503)	(140,004)	(87)	(60,892)	(234,486)	-	(234,486)
Written back on disposals	出售時撥回	-	-	10,676	-	6,349	17,025	-	17,025
At 31 December 2018	於二零一八年十二月三十一日	-	(80,898)	(281,944)	(638)	(148,656)	(512,136)	-	(512,136)
Impact on initial application of IFRS 16 (Note)	首次應用國際財務報告準則第16號之影響(附註)	(5,239)	-	-	-	-	(5,239)	-	(5,239)
At 1 January 2019	於二零一九年一月一日	(5,239)	(80,898)	(281,944)	(638)	(148,656)	(517,375)	-	(517,375)
Charge for the year	年內扣除	(1,140)	(45,679)	(187,953)	(96)	(55,889)	(290,757)	-	(290,757)
Written back on disposals	出售時撥回	-	-	37,470	-	26,887	64,357	-	64,357
At 31 December 2019	於二零一九年十二月三十一日	(6,379)	(126,577)	(432,427)	(734)	(177,658)	(743,775)	-	(743,775)

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## 合併財務報表附註

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### 10 Property, plant and equipment (continued)

### 10 物業、廠房及設備 (續)

#### (a) Reconciliation of carrying amount (continued)

#### (a) 賬面值對賬 (續)

		Leasehold land	Buildings	Machinery	Motor vehicles	Office and other equipment	Sub-total	Construction in progress	Total
		租賃土地 RMB'000 人民幣千元	樓宇 RMB'000 人民幣千元	機器設備 RMB'000 人民幣千元	汽車 RMB'000 人民幣千元	辦公及 其他設備 RMB'000 人民幣千元	小計 RMB'000 人民幣千元	在建工程 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
<b>Provision for impairment:</b>	<b>減值撥備:</b>								
At 1 January 2018	於二零一八年一月一日	-	-	-	-	-	-	-	-
Charge for the year	年內扣除	-	-	-	-	-	-	-	-
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日 及二零一九年一月一日	-	-	-	-	-	-	-	-
Charge for the year	年內扣除	-	-	(10,587)	-	-	(10,587)	-	(10,587)
At 31 December 2019	於二零一九年十二月三十一日	-	-	(10,587)	-	-	(10,587)	-	(10,587)
<b>Net book value:</b>	<b>賬面淨值:</b>								
At 31 December 2018	於二零一八年十二月三十一日	-	271,456	1,413,061	397	91,204	1,776,118	112,406	1,888,524
At 1 January 2019	於二零一九年一月一日	51,790	271,456	1,419,453	397	91,204	1,834,300	112,406	1,946,706
At 31 December 2019	於二零一九年十二月三十一日	50,650	323,177	2,044,583	486	91,155	2,510,051	193,875	2,703,926

As at 31 December 2019, the Group was in the process of obtaining the ownership certificate in respect of buildings in the PRC with net book value of approximately RMB86,629,000 (2018: approximately RMB29,702,000).

於二零一九年十二月三十一日，本集團正在就位於中國之賬面淨值為約人民幣86,629,000元（二零一八年：約人民幣29,702,000元）之樓宇申領所有權證。

In December 2019, a number of machines are aging and unable to meet the production needs. The Group assessed the recoverable amounts of those machines and as a result the carrying amount of the machines was written down to their recoverable amount. An impairment loss of approximately RMB10,587,000 was recognised in “Other net loss”.

於二零一九年十二月，若干機器設備老化及未能符合生產需要。本集團評估該等機器設備之可收回金額，故機器設備之賬面值撇減至其可收回金額。減值虧損約人民幣10,587,000元已於「其他淨虧損」內確認。

Note: The Group has initially applied IFRS 16 using the modified retrospective method and adjusted the opening balances at 1 January 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under IAS 17. See note 1(c).

附註：本集團已於二零一九年一月一日使用經修改追溯法初步應用國際財務報告準則第16號並對期初結餘作出調整以確認與先前根據國際會計準則第17號分類為經營租賃之租賃有關之使用權資產。見附註1(c)。



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## 合併財務報表附註

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### 10 Property, plant and equipment (continued)

### 10 物業、廠房及設備 (續)

#### (b) Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

#### (b) 使用權資產

按相關資產類別劃分之使用權資產之賬面淨值分析如下：

			31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元	1 January 2019 二零一九年 一月一日 RMB'000 人民幣千元
Leasehold land, carried at amortized cost	按攤銷成本列賬的租賃土地	(i)	50,650	51,790
Properties leased for own use, carried at depreciated cost	按折舊成本列賬的自用租賃物業	(ii)	13,777	6,392
Machinery, carried at depreciated cost	按折舊成本列賬的機器設備	(iii)	39,348	-
			<b>103,775</b>	<b>58,182</b>

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## 合併財務報表附註

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### 10 Property, plant and equipment (continued)

### 10 物業、廠房及設備 (續)

#### (b) Right-of-use assets (continued)

#### (b) 使用權資產 (續)

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

於損益內確認有關租賃之開支項目分析如下：

		2019 二零一九年  RMB'000 人民幣千元	2018 二零一八年 (Note) (附註)  RMB'000 人民幣千元
<b>Amortisation and depreciation charge of right-of-use assets by class of underlying assets:</b>	<b>按相關資產類別劃分之使用權資產攤銷及折舊開支：</b>		
Leasehold land	租賃土地	1,140	-
Properties leased for own use	自用租賃物業	5,494	-
Machinery	機器設備	8,165	-
		<b>14,799</b>	<b>-</b>
Interest on lease liabilities (note 4(a))	租賃負債利息 (附註4(a))	1,230	-
Expense relating to short-term leases and other leases with remaining lease term ending on or before 31 December 2019	有關餘下租期於二零一九年十二月三十一日或之前結束之短期租賃及其他租賃之開支	3,891	-
Total minimum lease payments for leases previously classified as operating leases under IAS 17	先前根據國際會計準則第17號分類為經營租賃之租賃之最低租賃付款總額	-	13,528

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日

(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 10 Property, plant and equipment (continued)

#### (b) Right-of-use assets (continued)

Note: The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under IAS 17. The depreciated carrying amount of the finance lease assets which were previously included in property, plant and equipment is also identified as a right-of-use asset. After initial recognition of right-of-use assets at 1 January 2019, the Group as a lessee is required to recognise the depreciation of right-of-use assets, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. Under this approach, the comparative information is not restated. See note 1(c).

During the Year, additions to right-of-use assets were approximately RMB60,392,000. This amount primarily related to the capitalised lease payments payable under new tenancy agreements.

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in notes 19(d) and 24, respectively.

### 10 物業、廠房及設備 (續)

#### (b) 使用權資產 (續)

附註：本集團已使用修訂追溯法初步應用國際財務報告準則第16號，並對二零一九年一月一日之年初結餘作出調整以確認與先前根據國際會計準則第17號分類為經營租賃之租賃有關之使用權資產。先前計入物業、廠房及設備的融資租賃資產折舊賬面值亦確認為使用權資產。於二零一九年一月一日初步確認使用權資產後，本集團作為承租人須確認使用權資產折舊，而非先前在租賃期內按直線法確認經營租賃產生的租賃開支之政策。根據該方法，比較資料並無重列。見附註1(c)。

年內，已添置使用權資產約為人民幣60,392,000。該金額主要與新租賃協議項下撥充資本之應付租賃付款有關。

有關租賃負債之租賃及到期分析之現金流出總額詳情分別載於附註19(d)及24。

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## 合併財務報表附註

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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 10 Property, plant and equipment (continued)

### 10 物業、廠房及設備 (續)

#### (b) Right-of-use assets (continued)

#### (b) 使用權資產 (續)

##### (i) Leasehold land

Leasehold land represent the ownership interests in leasehold land located in China. The Group is granted land use rights for a period of 50 years.

##### (i) 租賃土地

租賃土地指位於中國之租賃土地之擁有權權益。本集團獲授年期為50年之土地使用權。

##### (ii) Properties leased for own use

The Group has obtained the right to use other properties as its factory, warehouse, staff dormitory and office through tenancy agreements. The leases typically run for an initial period of 1 to 5 years. Lease payments are usually increased every 1 years to reflect market rentals.

##### (ii) 自用租賃物業

本集團已透過租賃協議取得其他物業(例如廠房、倉庫、員工宿舍及辦公室)之使用權。租賃一般初步為期1至5年。租賃付款通常每年增加以反映市場租金。

##### (iii) Machinery, carried at depreciated cost

The Group leases machinery under a lease expiring 3 years. The lease includes an option to purchase the leased equipment at the end of the lease term at a price deemed to be a bargain purchase option. The lease does not include variable lease payment.

##### (iii) 按折舊成本列賬的機器設備

本集團根據於3年後到期之租賃承租機器設備。該租賃包括於租期結束時按視作議價購買權利之價格購買租賃設備之權利。該租賃不包括可變租賃付款。

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## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日

(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 11 Investments in subsidiaries

The following list contains the particulars of all the subsidiaries of the Company. The class of shares held is ordinary unless otherwise stated.

### 11 於附屬公司的投資

下表呈列本公司所有附屬公司之資料。除另有說明外，所持股份類別為普通股。

Name of Company 公司名稱	Place and date of incorporation/ establishment 註冊成立/成立地點及日期	Place of operation 營業地點	Paid-up capital/ registered capital 已繳足資本/ 註冊資本	Proportion of equity interest attributable to the Company 本公司應佔股權比例		Principal activities 主要業務
				Direct 直接	Indirect 間接	
Q Technology (Great China) Inc. ("QT Great China") Q Technology (Great China) Inc. (「QT Great China」)	British Virgin Islands ("BVI")/ 3 July 2007 英屬處女群島 (「英屬處女群島」)/ 二零零七年七月三日	BVI 英屬處女群島	US\$10,000 10,000美元	100%	-	Investment holding 投資控股
Kunshan Q Technology Limited* (「昆山丘鈦微電子科技有限公司」) (Note i) 昆山丘鈦微電子科技有限公司 (附註i)	People's Republic of China ("PRC")/ 15 October 2007 中華人民共和國 (「中國」)/ 二零零七年十月十五日	PRC 中國	US\$375,000,000 375,000,000美元	-	100%	Manufacture and trading of Camera Modules and Fingerprint Recognition Modules 製造及買賣攝像頭模組及 指紋識別模組
Kunshan Q Technology (Hongkong) Limited	Hong Kong/ 15 January 2013 香港/二零一三年一月十五日	Hong Kong 香港	HK\$10,000 10,000港元	-	100%	Trading of Camera Modules and Fingerprint Recognition Modules 買賣攝像頭模組及 指紋識別模組
Chengdu Q Technology Limited* ("Chengdu QT Subsidiary") (「成都丘鈦微電子科技有限公司」) (Note ii) 成都丘鈦微電子科技有限公司 (「成都丘鈦附屬公司」) (附註ii)	PRC/ 6 June 2014 中國/二零一四年六月六日	PRC 中國	RMB1,000,000 人民幣1,000,000元	-	100%	Research and development of Camera Modules and Fingerprint Recognition Modules 研發攝像頭模組及 指紋識別模組
Shenzhen Q Technology Limited* ("Shenzhen QT Subsidiary") (「深圳市丘鈦微電子科技有限公司」) (Note ii) 深圳市丘鈦微電子科技有限公司 (「深圳丘鈦附屬公司」) (附註ii)	PRC/ 19 June 2015 中國/二零一五年六月十九日	PRC 中國	RMB5,000,000 人民幣5,000,000元	-	100%	Trading, research and development of Camera Modules and Fingerprint Recognition Modules 買賣、研發攝像頭模組及 指紋識別模組
Taiwan Q Technology Limited* ("Taiwan QT Subsidiary") (「台灣丘鈦微電子有限公司」) 台灣丘鈦微電子有限公司 (「台灣丘鈦附屬公司」)	Taiwan/ 1 July 2015 台灣/二零一五年七月一日	Taiwan 台灣	TWD452,998,422 新台幣452,998,422元	100%	-	Trading of Camera Modules and Fingerprint Recognition Modules 買賣攝像頭模組及 指紋識別模組
Zhuhai Q Technology Limited* ("Zhuhai QT Subsidiary") (「珠海市丘鈦微電子科技有限公司」) (Note ii) 珠海市丘鈦微電子科技有限公司 (「珠海丘鈦附屬公司」) (附註ii)	PRC/ 20 December 2018 中國/二零一八年十二月二十日	PRC 中國	RMB5,000,000 人民幣5,000,000元	-	100%	Research and development of Camera Modules and Fingerprint Recognition Modules 研發攝像頭模組及 指紋識別模組
Kunshan Q Tech Microelectronics (India) Private Limited	India/ 10 January 2019 印度/二零一九年一月十日	India 印度	US\$5,152,513 5,152,513美元	-	100%	Manufacture and trading of Camera Modules and Fingerprint Recognition Modules 製造及買賣攝像頭模組及 指紋識別模組

\* The English translation of the companies' names are for reference only. The official names of the companies are in Chinese.

\* 該等公司名稱之英文翻譯僅供參考。該等公司的正式名稱為中文。

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## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日  
(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 11 Investments in subsidiaries (continued)

Notes:

- (i) The entity is a wholly foreign owned enterprise incorporated in the PRC.
- (ii) The three entities are limited liabilities companies established in the PRC.

### 11 於附屬公司的投資(續)

附註：

- (i) 該實體為於中國註冊成立的外商獨資企業。
- (ii) 該三家實體為於中國成立的有限責任公司。

### 12 Interest in an associate

### 12 於一間聯營公司的權益

Name of Associate 聯營公司名稱	Date of incorporation 註冊成立日期	Place of operation and business 營業及業務地點	Paid-up capital 已繳足資本	Proportion of equity interest attributable to the Company		Principal activities 主要業務
				Direct	Indirect	
				直接	間接	
Newmax Technology Co., Ltd. (新鉅科技股份有限公司) 新鉅科技股份有限公司	10 August 1999 一九九九年八月十日	Taiwan 台灣	TWD3,670,493,480 新台幣3,670,493,480元	30.8%	4.5%	Design, research, development, manufacture and sales of optical lens 設計、研發、製造與行銷光學鏡頭

On 18 March 2017, the Group entered into a share subscription agreement with Newmax Technology Co., Ltd. Upon the settlement of the total consideration of approximately RMB275,236,000 on 31 August 2017, an aggregate of 57,008,888 placing shares have been allotted and issued to the Company, representing approximately 36% of the entire issued ordinary shares of Newmax Technology Co., Ltd. as enlarged upon completion of the private placement. Newmax Technology Co., Ltd. became an associate of the Group.

On 20 August 2019, Newmax Technology Co., Ltd. completed a capital injection by issuing 25,000,000 new ordinary shares to subscribers including its current shareholders, employees and the public. The Group subscribed 8,321,701 shares with a consideration of approximately RMB155,799,000. Upon completion of the capital injection, the Group held approximately 35.3% of the total issued ordinary shares of Newmax Technology Co., Ltd. as at 31 December 2019.

於二零一七年三月十八日，本集團與新鉅科技股份有限公司訂立股份認購協議書。於二零一七年八月三十一日結清總代價約人民幣275,236,000元後，合共57,008,888股配售股份已配發及發行予本公司，相當於於完成私募配售後經擴大新鉅科技股份有限公司之全部已發行普通股之約36%。新鉅科技股份有限公司成為本集團之聯營公司。

於二零一九年八月二十日，新鉅科技股份有限公司以向認購人（包括其現時股東、僱員及公眾人士）發行25,000,000股新普通股的方式完成注資。本集團以代價約人民幣155,799,000元認購8,321,701股股份。於注資完成後，本集團持有新鉅科技股份有限公司於二零一九年十二月三十一日之全部已發行普通股約35.3%。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日

(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 12 Interest in an associate (continued)

As at 31 December 2019, 16,160,850 shares of Newmax Technology Co., Ltd. held by the Group were pledged as security for long-term bank borrowings (see note 23).

Summarised financial information of the associate, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial are disclosed below:

#### Gross amounts of the associate

Current assets	流動資產	1,008,186	409,548
Non-current assets	非流動資產	590,990	303,701
Current liabilities	流動負債	(393,427)	(267,723)
Non-current liabilities	非流動負債	(142,664)	(6,519)
Equity	股權	(1,063,085)	(439,007)

### 12 於一間聯營公司的權益 (續)

於二零一九年十二月三十一日，本集團持有的16,160,850股新鉅科技股份有限公司股份已抵押作為長期銀行借款的擔保（見附註23）。

下文披露聯營公司之財務資料概要，該等資料已就會計政策之任何差異作出調整，並與合併財務報表之賬面值對賬：

#### 聯營公司之總額

At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2018 於二零一八年 十二月三十一日 (Note) (附註) RMB'000 人民幣千元
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# Notes to the Consolidated Financial Statements

## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日  
(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 12 Interest in an associate (continued)

### 12 於一間聯營公司的權益 (續)

#### Gross amounts of the associate (continued)

#### 聯營公司之總額 (續)

		For the year ended 31 December 2019 截至 二零一九年 十二月三十一 止年度	For the year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度
Revenue	收入	776,067	362,082
Profit/(Loss) from operations	經營業務溢利／(虧損)	113,223	(68,225)
Other comprehensive income	其他全面收益	(14,555)	(12,085)
Total comprehensive income	全面收益總額	98,668	(80,310)

#### Reconciled to the Group's interest in the associate

#### 本集團於聯營公司權益之對賬

		At 31 December 2019 於二零一九年 十二月三十一日	At 31 December 2018 於二零一八年 十二月三十一日
Gross amounts of net assets of the associate	聯營公司資產淨值總額	1,063,085	439,007
Group's effective interest	本集團實際權益	35.3%	36.0%
Group's share of net assets of the associate	本集團應佔聯營公司資產淨值	375,316	158,043
Goodwill	商譽	57,874	71,364
Carrying amount in the consolidated financial statements	合併財務報表的賬面值	433,190	229,407

Note: The associates have initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise additional right-of-use assets and lease liabilities of approximately RMB3,044,000 and approximately RMB3,044,000 respectively, relating to leases which were previously classified as operating leases under IAS 17. Under this approach, the comparative information is not restated.

附註：聯營公司已使用修訂追溯法初步應用國際財務報告準則第16號，並對二零一九年一月一日之年初結餘作出調整以確認與先前根據國際會計準則第17號分類為經營租賃之租賃有關之其他使用權資產及租賃負債約人民幣3,044,000元及約人民幣3,044,000元。根據該方法，比較資料並無重列。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日

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### 13 Lease prepayments

### 13 租賃預付款項

RMB'000  
人民幣千元

Cost:	成本：	
At 1 January 2018	於二零一八年一月一日	20,791
Addition	添置	36,238
At 31 December 2018	於二零一八年十二月三十一日	57,029
Impact on initial application of IFRS 16 (Note)	首次應用國際財務報告準則第16號之影響(附註)	(57,029)
At 1 January 2019 and 31 December 2019	於二零一九年一月一日及二零一九年十二月三十一日	-
<b>Accumulated amortisation:</b>	<b>累計攤銷：</b>	
At 1 January 2018	於二零一八年一月一日	(4,159)
Amortisation for the year	年內攤銷	(1,080)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	(5,239)
Impact on initial application of IFRS 16 (Note)	首次應用國際財務報告準則第16號之影響(附註)	5,239
At 1 January 2019 and 31 December 2019	於二零一九年一月一日及二零一九年十二月三十一日	-
<b>Net book value:</b>	<b>賬面淨值：</b>	
At 31 December 2018	於二零一八年十二月三十一日	51,790
At 1 January 2019 and 31 December 2019	於二零一九年一月一日及二零一九年十二月三十一日	-

Note: Upon initial application of IFRS 16, the net carrying amount of lease prepayments was reclassified to property, plant and equipment for presentation purpose. Also, there were no ongoing payment obligations under the terms of the land lease, so no lease liabilities were recognised.

附註：於首次應用國際財務報告準則第16號後，租賃預付款項之賬面淨值就呈列而言重新分類為物業、廠房及設備。此外，土地租賃條款項下概無持續付款義務，因此並無確認租賃負債。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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### 14 Intangible assets

### 14 無形資產

Computer  
software  
計算機軟件  
RMB'000  
人民幣千元

<b>Cost:</b>	<b>成本：</b>	
At 1 January 2018	於二零一八年一月一日	1,608
Addition	添置	448
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及 二零一九年一月一日	2,056
Addition	添置	4,026
At 31 December 2019	於二零一九年十二月三十一日	6,082
<b>Accumulated amortisation:</b>	<b>累計攤銷：</b>	
At 1 January 2018	於二零一八年一月一日	(454)
Amortisation for the year	年內攤銷	(175)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及 二零一九年一月一日	(629)
Amortisation for the year	年內攤銷	(558)
At 31 December 2019	於二零一九年十二月三十一日	(1,187)
<b>Net book value:</b>	<b>賬面淨值：</b>	
At 31 December 2018	於二零一八年十二月三十一日	1,427
At 31 December 2019	於二零一九年十二月三十一日	4,895

The amortisation charges of the intangible assets for the year are included in "administrative and other operating expenses" in the consolidated income statement of profit or loss.

年內無形資產的攤銷開支計入合併損益表中的「行政及其他經營開支」。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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### 15 Inventories

Inventories in the consolidated statement of financial position comprise:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Raw materials and consumables	原材料及消耗品	614,557	246,396
Work in progress	在製品	627,697	201,584
Finished goods	成品	671,114	255,838
		<b>1,913,368</b>	<b>703,818</b>

The analysis of amount of inventories as an expenses and included in profit or loss is as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Carrying amount of inventories sold	已出售存貨的賬面值	11,936,485	7,762,043
Carrying amount of inventories recognised as administrative and other operating expenses and research and development expenses	確認為行政及其他經營費用及研發費用的存貨的賬面值	242,998	135,941
Write-down of inventories	存貨撇減	53,067	11,374
		<b>12,232,550</b>	<b>7,909,358</b>

### 15 存貨

合併財務狀況表中的存貨包括：

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Raw materials and consumables	614,557	246,396
Work in progress	627,697	201,584
Finished goods	671,114	255,838
	<b>1,913,368</b>	<b>703,818</b>

作為開支計入損益中的存貨金額的分析如下：

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Carrying amount of inventories sold	11,936,485	7,762,043
Carrying amount of inventories recognised as administrative and other operating expenses and research and development expenses	242,998	135,941
Write-down of inventories	53,067	11,374
	<b>12,232,550</b>	<b>7,909,358</b>

# Notes to the Consolidated Financial Statements

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### 16 Trade and other receivables

### 16 貿易及其他應收款項

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Trade receivables	貿易應收款項		
– third parties	– 第三方	4,771,573	2,829,467
– related parties (note 32(c))	– 關聯方 (附註32(c))	7,479	4,242
Bills receivable	應收票據		
– third parties	– 第三方	57,969	170,641
Trade and bills receivables	貿易應收款項及應收票據	4,837,021	3,004,350
Less: loss allowance	減：呆賬撥備	(1,297)	(531)
		4,835,724	3,003,819
Other deposits, prepayments and receivables	其他按金、預付款項及應收款項	83,565	27,548
		4,919,289	3,031,367

All of the trade and other receivables are expected to be recovered or recognised as expense within one year.

Bills receivable represented outstanding bank acceptance bills and commercial acceptance bills. As at 31 December 2019, no bills receivable (31 December 2018: approximately RMB26,047,000) were pledged as security for bills payable (see note 21(a)). Bills receivable are due in 3 to 6 months from the date of issue.

所有貿易及其他應收款項預期將於一年內收回或確認為開支。

應收票據指未到期收款的銀行承兌票據及商業承兌票據。於二零一九年十二月三十一日，概無（二零一八年十二月三十一日：約人民幣26,047,000元）應收票據已抵押作為應付票據的擔保（見附註21(a)）。應收票據自發行日期起計3至6個月到期。

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### 16 Trade and other receivables (continued)

As at 31 December 2019, trade receivables amounting approximately RMB278,827,000 (31 December 2018: approximately RMB147,825,000) were pledged as security for short-term bank borrowings (see note 20).

#### (a) Ageing analysis

As of the end of the year, the ageing analysis of trade and bills receivables (which are included in trade and other receivables), based on the invoice date and net of allowance for doubtful debts, is as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Within 1 month	於1個月以內	3,076,543	1,695,382
More than 1 month but within 3 months	超過1個月但於3個月以內	1,733,705	1,249,786
More than 3 months but within 6 months	超過3個月但於6個月以內	25,178	58,576
More than 6 months but within 1 year	超過6個月但於1年以內	298	75
		<b>4,835,724</b>	<b>3,003,819</b>

Trade debtors are generally due within 30 to 90 days from the date of which invoice issued.

Further details on the Group's credit policy and credit risk arising from trade debtors and bills receivable are set out in note 30(a).

### 16 貿易及其他應收款項 (續)

於二零一九年十二月三十一日，為數約人民幣278,827,000元（二零一八年十二月三十一日：約人民幣147,825,000元）的貿易應收款項已抵押作為短期銀行借貸的擔保（見附註20）。

#### (a) 賬齡分析

截至年度末，按發票日期劃分及扣除呆賬撥備後的貿易應收款項及應收票據（已計入貿易及其他應收款項）的賬齡分析如下：

貿易應收款項通常自開出發票之日起計30至90日內到期。

本集團的信貸政策及自貿易應收款項及應收票據產生的信貸風險的進一步詳情載於附註30(a)。

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### 16 Trade and other receivables (continued)

#### (b) Impairment of trade and bills receivables

Impairment losses in respect of trade and bills receivables are recorded using an allowance account unless the Group is satisfied that the recovery of the amount is remote, in which case the impairment loss is written off against trade and bills receivables directly.

The movement in the allowance during the year is as follows:

### 16 貿易及其他應收款項 (續)

#### (b) 貿易應收款項及應收票據減值

貿易應收款項及應收票據的減值虧損採用撥備賬記錄，除非本集團信納收回有關金額的可能性微乎其微，在此情況下，減值虧損直接與貿易應收款項及應收票據撇銷。

年內撥備的變動如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
As at 1 January	於一月一日	531	349
Impairment losses recognised	已確認的減值虧損	766	182
As at 31 December	於十二月三十一日	1,297	531

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### 17 Derivative financial assets and liabilities

### 17 衍生金融資產及負債

		At 31 December 2019 於二零一九年十二月三十一日		
		Notional amount 名義金額 RMB'000 人民幣千元	Assets 資產 RMB'000 人民幣千元	Liabilities 負債 RMB'000 人民幣千元
Foreign currency derivative instruments	外匯衍生工具			
– Forward contracts	– 遠期合約	1,112,704	–	(9,142)
– Option contracts	– 期權合約	587,396	26,472	–
<b>Total</b>	<b>總計</b>	<b>1,700,100</b>	<b>26,472</b>	<b>(9,142)</b>

		At 31 December 2018 於二零一八年十二月三十一日		
		Notional amount 名義金額 RMB'000 人民幣千元	Assets 資產 RMB'000 人民幣千元	Liabilities 負債 RMB'000 人民幣千元
Foreign currency derivative instruments	外匯衍生工具			
– Forward contracts	– 遠期合約	452,045	–	(201)
– Option contracts	– 期權合約	1,153,361	105,251	–
<b>Total</b>	<b>總計</b>	<b>1,605,406</b>	<b>105,251</b>	<b>(201)</b>

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### 17 Derivative financial assets and liabilities (continued)

The Group entered into foreign currency option and foreign currency forward contracts with banks. As at 31 December 2019, the notional amount of outstanding contracts amounted to approximately USD243,700,000 (31 December 2018: approximately USD233,915,000). All these option and forward contracts are matured within one year.

The fair value of the foreign currency option contracts is measured using the Black-Scholes-Merton Model. Main parameters used in the model include the spot price of the foreign exchange rates as of the valuation date, strike rates, forward foreign exchange rates, implied volatilities of foreign exchange rates and the risk-free rates.

The fair value of foreign currency forward contracts takes into account the market interest rate and the estimated future pay-off of the forward contracts.

### 17 衍生金融資產及負債 (續)

本集團與銀行訂立外匯期權及外匯遠期合約。於二零一九年十二月三十一日，未到期合約之名義金額約為243,700,000美元(二零一八年十二月三十一日：約233,915,000美元)。所有該等期權及遠期合約均於一年內到期。

外匯期權合約的公平值乃採用柏力克-舒爾斯-墨頓模型計量。模型中採用的主要參數包括估值日即期匯率、行權匯率、遠期匯率、外匯匯率的隱含波動率以及無風險利率。

外匯遠期合約之公平值乃考慮到市場利率及遠期合約預計未來交割金額。

### 18 Pledged bank deposits

### 18 已抵押銀行存款

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Pledged for	為以下各項抵押		
– short-term bank borrowings (note 20)	– 短期銀行借款 (附註20)	90,691	205,700
– bills payable (note 21)	– 應付票據(附註21)	–	82,522
– letter of guarantee	– 擔保函	1,956	80
		<b>92,647</b>	<b>288,302</b>
Pledged bank deposits	已抵押銀行存款		

The pledged bank deposits will be released upon the settlement of relevant bank borrowings, bills payable, and the maturity of letter of guarantee.

已抵押銀行存款將於清償相關銀行借款、應付票據及擔保函到期後解除。



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### 19 Cash and cash equivalents and other cash flow information

#### (a) Cash and cash equivalents comprise:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Cash in hand	手頭現金	97	21
Cash at bank	銀行存款	411,420	99,899
Cash at bank and in hand	銀行存款及手頭現金	411,517	99,920

As at 31 December 2019, cash and cash equivalents placed with banks in the Mainland China amounted to approximately RMB363,608,000 (2018: approximately RMB64,962,000). Remittance of funds out of the Mainland China is subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

### 19 現金及現金等價物及其他現金流量資料

#### (a) 現金及現金等價物包括：

於二零一九年十二月三十一日，本集團存入中國內地銀行的現金及現金等價物約為人民幣363,608,000元（二零一八年：約人民幣64,962,000元）。將資金匯出中國內地須遵守中國政府頒佈的相關外匯管制規則及法規。

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### 19 Cash and cash equivalents and other cash flow information (continued)

### 19 現金及現金等價物及其他現金流量資料 (續)

#### (b) Reconciliation of profit before taxation to cash generated from/(used in) operations:

#### (b) 除稅前溢利與經營所得／(所用)現金的對賬：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Note) (附註)
Profit before taxation	除稅前溢利	<b>606,901</b>	1,330
Adjustments for:	就以下各項調整：		
Depreciation	折舊	<b>290,757</b>	234,486
Impairment of machinery	機器設備減值	<b>10,587</b>	-
Amortisation of lease prepayments	租賃預付款項攤銷	-	1,080
Amortisation of intangible assets	無形資產攤銷	<b>558</b>	175
Interest expenses	利息開支	<b>52,811</b>	44,146
Interest income	利息收入	<b>(13,911)</b>	(29,058)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	<b>17,514</b>	15,687
Write-down of inventories	存貨撇減	<b>53,067</b>	11,374
Impairment loss recognised for trade and other receivables	已確認貿易及其他應收款項減值虧損	<b>766</b>	182
Equity-settled share-based payment expenses	以權益結算的股份付款開支	<b>3,051</b>	4,075
Net loss/(gain) on foreign currency forward contracts	外匯遠期合約虧損／(收益)淨額	<b>501</b>	(12,418)
Net loss on foreign currency option contracts	外匯期權合約虧損淨額	<b>9,864</b>	2,341

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### 19 Cash and cash equivalents and other cash flow information (continued)

### 19 現金及現金等價物及其他現金流量資料(續)

#### (b) Reconciliation of profit before taxation to cash generated from/(used in) operations: (continued)

#### (b) 除稅前溢利與經營所得/(所用)現金的對賬:(續)

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Note) (附註)
Share of (profit)/loss of an associate	應佔聯營公司(溢利)/虧損	(39,996) 24,561
Foreign exchange loss/(gain)	外匯虧損/(收益)	25,373 (14,168)
Changes in working capital:	營運資金變動:	
Increase in inventories	存貨增加	(1,262,617) (27,151)
Increase in trade and other receivables	貿易及其他應收款項增加	(2,433,869) (1,427,683)
Increase in trade and other payables	貿易及其他應付款項增加	4,818,221 918,290
Decrease/(increase) in pledged deposits with banks	存放於銀行的已抵押存款減少/(增加)	82,522 (54,321)
Increase in contract liabilities	合約負債增加	228,681 -
(Decrease)/increase in amounts due to related parties	應付關聯方款項(減少)/增加	(78,584) 78,617
(Increase)/decrease in amounts due from related parties	應收關聯方款項(增加)/減少	(3,237) 17,651
Increase in deferred income	遞延收入增加	64,007 51,050
Cash generated from/(used in) operations	經營所得/(所用)現金	2,432,967 (159,754)

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### 19 Cash and cash equivalents and other cash flow information (continued)

#### (b) Reconciliation of profit before taxation to cash generated from/(used in) operations: (continued)

Note: The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise right-of-use assets and lease liabilities relating to leases which were previously classified as operating leases under IAS 17. Previously, cash payments under operating leases made by the Group as a lessee of approximately RMB14,340,000 were classified as operating activities in the consolidated cash flow statement. Under IFRS 16, except for short-term lease payments, payments for leases of low value assets and variable lease payments not included in the measurement of lease liabilities, all other rentals paid on leases are now split into capital element and interest element (see note 19(c)) and classified as financing cash outflows. Under the modified retrospective approach, the comparative information is not restated. Further details on the impact of the transition to IFRS 16 are set out in note 1(c).

### 19 現金及現金等價物及其他現金流量資料 (續)

#### (b) 除稅前溢利與經營所得/(所用)現金的對賬: (續)

附註：本集團已使用修訂追溯法初步應用國際財務報告準則第16號，並對二零一九年一月一日之年初結餘作出調整以確認與先前根據國際會計準則第17號分類為經營租賃之租賃有關之使用權資產及租賃負債。此前，本集團作為承租人根據經營租賃作出的現金付款約人民幣14,340,000元分類為合併現金流量表中的經營租賃。根據國際財務報告準則第16號，除未計入計量租賃負債的短期租賃付款、低價值資產租賃付款及可變租賃付款外，所有其他就租賃已付租金現時分類為資本元素及利息元素（見附註19(c)）並分類為融資現金流出。根據修訂追溯法，比較資料並無重列。有關過渡至國際財務報告準則第16號之影響之進一步詳情載於附註1(c)。

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### 19 Cash and cash equivalents and other cash flow information (continued)

#### (c) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

### 19 現金及現金等價物及其他現金流量資料(續)

#### (c) 融資活動產生之負債對賬

下表為本集團融資活動產生之負債變動詳情，包括現金及非現金變動。融資活動產生之負債乃為現金流量或將來現金流量於本集團合併現金流量表分類為融資活動現金流量之負債。

		Bank borrowings 銀行借款 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>At 31 December 2018</b>	<b>於二零一八年 十二月三十一日</b>	1,178,241	-	1,178,241
Impact on initial application of IFRS 16 (Note)	初步應用國際財務報告準則第16號之影響 (附註)	-	6,392	6,392
<b>At 1 January 2019</b>	<b>於二零一九年一月一日</b>	1,178,241	6,392	1,184,633
<b>Changes from financing cash flows:</b>	<b>融資現金流量變動：</b>			
Proceeds from new bank loans	新銀行貸款所得款項	1,921,727	-	1,921,727
Repayment of bank loans	償還銀行貸款	(3,008,131)	-	(3,008,131)
Capital element of lease rentals paid	已付租賃租金資本元素	-	(13,110)	(13,110)
Interest element of lease rentals paid	已付租金的利息元素	-	(1,230)	(1,230)
<b>Total changes from financing cash flows</b>	<b>融資現金流量變動總額</b>	<b>(1,086,404)</b>	<b>(14,340)</b>	<b>(1,100,744)</b>

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### 19 Cash and cash equivalents and other cash flow information (continued)

### 19 現金及現金等價物及其他現金流量資料 (續)

#### (c) Reconciliation of liabilities arising from financing activities (continued)

#### (c) 融資活動產生之負債對賬 (續)

		Bank borrowings 銀行借款 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Exchange adjustments	匯兌調整	15,617	467	16,084
Other change:	其他變動：			
Interest expense	利息開支	-	1,230	1,230
Settlements of trade payables directly by the bank through import trade loan facilities	直接由銀行透過進口貿易貸款融資結算貿易應付款項	1,221,331	-	1,221,331
Increase in lease liabilities from entering into new leases during the year	年內訂立新租賃產生之租賃負債增加	-	60,392	60,392
		1,221,331	61,622	1,282,953
<b>At 31 December 2019</b>	<b>於二零一九年十二月三十一日</b>	<b>1,328,785</b>	<b>54,141</b>	<b>1,382,926</b>

Note: The Group has initially applied IFRS 16 using the modified retrospective method and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under IAS 17. See notes 1(c) and 19(b).

附註：本集團已使用修訂追溯法初步應用國際財務報告準則第16號，並對二零一九年一月一日之年初結餘作出調整以確認與先前根據國際會計準則第17號分類為經營租賃之租賃有關之租賃負債。見附註1(c)及19(b)。

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### 19 Cash and cash equivalents and other cash flow information (continued)

### 19 現金及現金等價物及其他現金流量資料(續)

#### (c) Reconciliation of liabilities arising from financing activities (continued)

#### (c) 融資活動產生之負債對賬(續)

		Bank borrowings 銀行借款 RMB'000 人民幣千元
<b>At 1 January 2018</b>	於二零一八年一月一日	1,078,119
<b>Changes from financing cash flows:</b>	<b>融資現金流量變動：</b>	
Proceeds from new bank loans	新銀行貸款所得款項	1,537,615
Repayment of bank loans	償還銀行貸款	(1,883,980)
Total changes from financing cash flows	融資現金流量變動總額	(346,365)
<b>Exchange adjustments</b>	<b>匯兌調整</b>	10,076
<b>Other change:</b>	<b>其他變動：</b>	
Settlements of trade payables directly by the bank through import trade loan facilities	直接由銀行透過進口貿易貸款融資結算貿易應付款項	436,411
<b>At 31 December 2018</b>	於二零一八年十二月三十一日	1,178,241

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### 19 Cash and cash equivalents and other cash flow information (continued)

### 19 現金及現金等價物及其他現金流量資料 (續)

#### (d) Total cash outflow for leases

Amounts included in the cash flow statement for leases comprise the following:

#### (d) 有關租賃之現金流出總額

就租賃計入現金流量表之金額包括以下各項：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元 (Note) (附註)
Within financing cash flows	計入融資現金流量	14,340	-
Within operating cash flows	計入經營現金流量	3,891	13,528
		<b>18,231</b>	<b>13,528</b>

Note: As explained in the note to note 19(b), the adoption of IFRS 16 introduces a change in classification of cash flows of certain rentals paid on leases. The comparative amounts have not been restated.

附註：誠如附註19(b)之附註所闡釋，採納國際財務報告準則第16號引入就租賃支付若干租金之現金流量分類變動。比較金額並無重列。

These amounts all relate to lease rentals paid.

該等金額全部均與已付租金有關。



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### 19 Cash and cash equivalents and other cash flow information (continued)

#### (e) Major non-cash transactions

Major non-cash transactions during the year included the following items:

### 19 現金及現金等價物及其他現金流量資料(續)

#### (e) 主要非現金交易

年內，主要非現金交易包括以下項目：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Settlements of trade payables directly by the bills endorsement	直接由票據背書結算貿易應付款項	548,052	414,771
Settlements of trade payables directly by the bank through import trade loan facilities	直接由銀行透過進口貿易貸款融資結算貿易應付款項	1,221,331	436,411
Total	總計	1,769,383	851,182

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### 20 Short-term bank borrowings

As at 31 December 2019, the short-term bank borrowings with effective interest rate of approximately 3.49% (2018: approximately 3.67%) were repayable within one year or on demand as follows:

### 20 短期銀行借款

於二零一九年十二月三十一日，實際利率為約3.49%（二零一八年：約3.67%）且須於一年內或按要求償還的短期銀行借款如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Bank borrowings	銀行借款		
– secured (note)	– 有抵押 (附註)	332,833	342,986
– unsecured	– 無抵押	936,715	835,255
		<b>1,269,548</b>	<b>1,178,241</b>

Note: The short-term bank borrowings were secured by assets of the Group and the carrying amounts of these assets are as follows:

附註：短期銀行借款由本集團的資產作抵押，該等資產的賬面值如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Pledged bank deposits (note 18)	已抵押銀行存款 (附註18)	90,691	205,700
Trade receivables (note 16)	貿易應收款項 (附註16)	278,827	147,825
		<b>369,518</b>	<b>353,525</b>

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### 21 Trade and other payables

### 21 貿易及其他應付款項

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Trade payables and accruals	貿易應付款項及應計費用		
– third parties	– 第三方	4,593,637	2,290,395
– related parties (note 32(c))	– 關聯方 (附註32(c))	24,367	102,951
Bills payable (note (a))	應付票據 (附註(a))		
– third parties	– 第三方	973,655	399,892
Trade and bills payables (note (b))	貿易應付款項及應付票據 (附註(b))	5,591,659	2,793,238
Accrued payroll	應計工資	123,013	62,134
Foreign currency option premium	外匯期權費	42,003	110,538
Other payables and accruals	其他應付款項及應計費用	177,987	95,522
		<b>5,934,662</b>	<b>3,061,432</b>

All of the trade and other payables as at 31 December 2019 are expected to be settled or recognised as income within one year or are repayable on demand.

於二零一九年十二月三十一日的所有貿易及其他應付款項預期於一年內清償或確認為收入或須按的要求償還。

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### 21 Trade and other payables (continued)

### 21 貿易及其他應付款項 (續)

#### (a) Bills payable analysed by type of security

#### (a) 按抵押類型分析之應付票據

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Bills payable secured by	由以下各項資產抵押而開具之應付票據		
– Bills receivable (note 16)	– 應收票據 (附註16)	–	21,805
– Pledged bank deposits (note 18)	– 已抵押銀行存款 (附註18)	–	70,445
		–	92,250
Bills payable unsecured	無抵押應付票據	<b>973,655</b>	307,642
		<b>973,655</b>	399,892

#### (b) An ageing analysis of the trade and bills payables based on the invoice date is as follows:

#### (b) 按發票日期劃分之貿易應付款項及應付票據之賬齡分析如下：

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Within 3 months	於3個月以內	<b>4,932,881</b>	2,366,602
More than 3 months but within 6 months	超過3個月但於6個月以內	<b>345,546</b>	308,632
More than 6 months but within 1 year	超過6個月但於1年以內	<b>5,964</b>	16,217
More than 1 year	超過1年	<b>12,387</b>	3,379
		<b>5,296,778</b>	2,694,830

As at 31 December 2019, the accrued trade payables which represented the amounts with no invoice received by the end of the year, amounted to approximately RMB294,881,000 (31 December 2018: approximately RMB98,408,000).

於二零一九年十二月三十一日，應計貿易應付款項（即年末並無收取發票的款項）約為人民幣294,881,000元（二零一八年十二月三十一日：約人民幣98,408,000元）。

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### 22 Contract liabilities

### 22 合約負債

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Receipts in advance	預收款項	257,072	28,391

All of the amount of receipts in advance is expected to be recognised as income within one year.

所有預收款項預計將於一年內確認為收入。

### 23 Long-term bank borrowings

### 23 長期銀行借款

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Long-term bank borrowings-secured	長期銀行借款－有抵押	59,237	-

As at 31 December 2019, the balance was the long-term bank borrowings with effective interest rate of 1.95% of TWD255,000,000 which was repayable within 3 years. It was secured by 16,160,850 shares of Newmax Technology Co., Ltd. held by the Group (see note 12).

於二零一九年十二月三十一日，有關結餘為新台幣255,000,000元之長期銀行借款，實際利率為1.95%，須於3年內償還。其由本集團持有之16,160,850股新鉅科技股份有限公司股份作抵押（見附註12）。

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### 24 Lease liabilities

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the current and previous reporting periods and at the date of transition to IFRS 16:

### 24 租賃負債

下表顯示本集團於本報告期間及過往合約期間末以及過渡至國際財務報告準則第16號當日之租賃負債餘下合約期限：

		31 December 2019 二零一九年十二月三十一日		1 January 2019 (Note) 二零一九年一月一日 (附註)		31 December 2018 (Note) 二零一八年十二月三十一日 (附註)	
		Present value of the minimum lease payments 最低租賃 付款之現值 RMB'000 人民幣千元	Total minimum lease payments 最低租賃 付款總額 RMB'000 人民幣千元	Present value of the minimum lease payments 最低租賃 付款之現值 RMB'000 人民幣千元	Total minimum lease payments 最低租賃 付款總額 RMB'000 人民幣千元	Present value of the minimum lease payments 最低租賃 付款之現值 RMB'000 人民幣千元	Total minimum lease payments 最低租賃 付款總額 RMB'000 人民幣千元
Within 1 year	1年內	23,355	23,815	3,319	3,322	-	-
After 1 year but within 2 years	1年後但於2年內	17,770	18,700	3,073	3,217	-	-
After 2 years but within 5 years	2年後但於5年內	13,016	14,393	-	-	-	-
		30,786	33,093	3,073	3,217	-	-
		54,141	56,908	6,392	6,539	-	-
Less: total future interest expenses	減：未來利息開支總額		(2,767)		(147)		-
Present value of lease liabilities	租賃負債之現值		54,141		6,392		-

Note: The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under IAS 17. These liabilities have been aggregated with the brought forward balances relating to leases previously classified as finance leases. Comparative information as at 31 December 2018 has not been restated and relates solely to leases previously classified as finance leases. Further details on the impact of the transition to IFRS 16 are set out in note 1(c).

附註：本集團已使用經修訂追溯法初步應用國際財務報告準則第16號，並對二零一九年一月一日之年初結餘作出調整以確認與先前根據國際會計準則第17號分類為經營租賃之租賃有關之租賃負債。該等負債已與有關先前分類為融資租賃之租賃之結轉結餘合併計算。於二零一八年十二月三十一日之比較資料並無重列，且僅與先前分類為融資租賃之租賃有關。有關過渡至國際財務報告準則第16號之影響之進一步詳情載於附註1(c)。

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### 25 Deferred income

### 25 遞延收入

		Government grant 政府補助 RMB'000 人民幣千元
At 1 January 2018	於二零一八年一月一日	14,598
Additions during the year	年內添置	56,690
Amortisation credited to consolidated statement of profit or loss and other comprehensive income	計入合併損益及其他全面收益表的攤銷	(5,640)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及 二零一九年一月一日	65,648
Additions during the year	年內添置	73,816
Amortisation credited to consolidated statement of profit or loss and other comprehensive income	計入合併損益及其他全面收益表的攤銷	(9,809)
At 31 December 2019	於二零一九年十二月三十一日	129,655

### 26 Employee retirement benefits

### 26 僱員退休福利

#### Defined contribution retirement plans

The PRC subsidiaries of the Group participate in defined contribution retirement benefit schemes (the "Schemes") organized by the PRC municipal and provincial government authorities whereby the PRC subsidiaries are required to make contributions at the rate of 20% starting from 1 December 2011 (before 1 December 2011: 18%) of the eligible employees' salary rate to the Schemes. The Group has accrued for the required contributions which are remitted to the respective local government authorities when the contributions become due. The local government authorities are responsible for the pension obligations payable to the retired employees covered under the Schemes.

#### 界定供款退休計劃

本集團的中國附屬公司參與由中國市級及省級政府機構所成立的界定供款退休福利計劃(「該計劃」)，據此，自二零一一年十二月一日開始，中國附屬公司須以合資格僱員薪金的20% (二零一一年十二月一日前：18%) 的比率向該計劃作出供款。本集團已積累所需供款，於供款到期時匯付予各地方政府機關。地方政府機關就應向該計劃所涉及的退休僱員支付退休金承擔責任。

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### 26 Employee retirement benefits (continued)

#### Defined contribution retirement plans (continued)

Starting from 2014, the Group also operates a Mandatory Provident Fund Scheme (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance and not previously covered by the defined benefit retirement plan. The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000 (HK\$25,000 prior to June 2014). Contributions to the plan vest immediately.

The Group has no other material obligation for the payment of pension benefits beyond the contributions described above.

### 27 Equity settled share-based transactions

On 13 November 2014, the Company adopted a pre-IPO share option scheme (the “Pre-IPO Share Option Scheme”) and a share option conversion scheme (the “Conversion Scheme”) and granted a total of 59,935,500 share options under the Pre-IPO Share Option Scheme to the eligible participants with an aim to reward their contribution to the Group made or possibly made. The directors of the Company were authorised, at their discretion, to invite certain employees of the Group, including directors of any company in the Group, to take up options at Nil consideration to subscribe for shares of the Company. The share options under Employee Share Option Scheme were converted into share options of the Company, with 1 share option under Employee Share Option Scheme being converted into 100,000 share options of the Company, at the same terms and conditions, except that the respective exercise prices were adjusted on a proportionate basis from RMB40,000 to RMB0.4 per share. In 2017, the remaining 13,826,000 options under the Pre-IPO Share Option Scheme were all exercised to subscribe for ordinary shares of the Company.

### 26 僱員退休福利 (續)

#### 界定供款退休計劃 (續)

自二零一四年起，本集團亦根據《香港強制性公積金計劃條例》為於香港《僱傭條例》管轄下僱傭的之前並未納入界定福利退休計劃的僱員實施強制性公積金計劃（「強積金計劃」）。強積金計劃為由獨立受託人管理的界定供款退休計劃。根據強積金計劃，僱主及其僱員須分別向計劃注入有關僱員入息的5%作為供款，每月相關入息的上限為30,000港元（二零一四年六月前為25,000港元）。對計劃作出的供款即時歸屬。

除上述供款以外，本集團就支付退休金福利並無其他重大責任。

### 27 以權益結算的股份交易

於二零一四年十一月十三日，本公司採納了首次公開發售前購股權計劃（「首次公開發售前購股權計劃」）及一項購股權轉換計劃（「轉換計劃」），及根據首次公開發售前購股權計劃向合資格參與者授出共計59,935,500份購股權，旨在獎勵他們曾經或可能已對本集團作出的貢獻。本公司董事獲授權可酌情邀請本集團部份僱員（包括本集團任何公司的董事）以零代價接納購股權認購本公司股份。僱員購股權計劃項下之購股權已轉換為本公司之購股權，按相同條款及條件將每1份僱員購股權計劃項下之購股權轉換為100,000份本公司之購股權，惟相關行使價已由人民幣40,000元按比例調整至每股人民幣0.4元。於二零一七年，首次公開發售前購股權計劃項下的餘下13,826,000份購股權已獲悉數行使以認購本公司普通股。



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### 27 Equity settled share-based transactions (continued)

On 26 October 2016, the Company granted a total of 39,425,000 share options (the “2016 Share Option Scheme”) to eligible participants (“Grantees”) to subscribe for a total of 39,425,000 ordinary shares of HK\$0.01 each in the capital of the Company, subject to performance conditions related to certain revenue growth target of the Company’s 2017, 2018 and 2019 financial years. Details of the three tranches of the 2016 Share Option Scheme are set out in note 27(a)(i).

On 9 June 2017, the Company granted share options (the “2017 Share Option Scheme I and 2017 Share Option Scheme II”) to 48 Grantees to subscribe for a total of 8,083,000 ordinary share of HK\$0.01 each in the capital of the Company, subject to performance conditions related to certain revenue growth target of the Company’s 2017, 2018, 2019 and 2020 financial years. Details of the 2017 Share Option Scheme I and 2017 Share Option Scheme II are set out in note 27(a)(ii) and note 27(a)(iii).

On 7 December 2018, the Company granted share options (the “2018 Share Option Scheme”) to 83 Grantees to subscribe for a total of 12,720,000 ordinary share of HK\$0.01 each in the capital of the Company, subject to performance conditions related to certain revenue growth target of the Company’s 2019, 2020 and 2021 financial years. Details of the 2018 Share Option Scheme are set out in note 27(a)(iv).

### 27 以權益結算的股份交易 (續)

於二零一六年十月二十六日，本公司向合資格參與者（「承授人」）授出合共39,425,000份購股權（「二零一六年購股權計劃」）以認購本公司股本中合共39,425,000股每股面值0.01港元之普通股，惟須待有關本公司二零一七、二零一八及二零一九財政年度之若干收入增長目標之行使條件獲達成後，方可作實。此三批二零一六年購股權計劃之詳情載於附註27(a)(i)。

於二零一七年六月九日，本公司向48名承授人授出購股權（「二零一七年購股權計劃I及二零一七年購股權計劃II」）以認購本公司股本中合共8,083,000股每股面值0.01港元之普通股，惟須待有關本公司二零一七、二零一八、二零一九及二零二零財政年度之若干收入增長目標之行使條件獲達成後，方可作實。二零一七年購股權計劃I及二零一七年購股權計劃II之詳情載於附註27(a)(ii)及附註27(a)(iii)。

於二零一八年十二月七日，本公司向83名承授人授出購股權（「二零一八年購股權計劃」）以認購本公司股本中合共12,720,000股每股面值0.01港元之普通股，惟須待有關本公司二零一九、二零二零及二零二一財政年度之若干收入增長目標之行使條件獲達成後，方可作實。二零一八年購股權計劃之詳情載於附註27(a)(iv)。

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### 27 Equity settled share-based transactions (continued)

On 21 June 2019, the Company granted share options (the "2019 Share Option Scheme") to 68 Grantees to subscribe for a total of 11,454,000 ordinary share of HK\$0.01 each in the capital of the Company, subject to performance conditions related to certain revenue growth target of the Company's 2020, 2021 and 2022 financial years. Details of the 2019 Share Option Scheme are set out in note 27(a)(v).

#### (a) The terms and conditions of the grants are as follows:

### 27 以權益結算的股份交易 (續)

於二零一九年六月二十一日，本公司向68名承授人授出購股權（「二零一九年購股權計劃」），以認購本公司股本中合共11,454,000股每股面值0.01港元之普通股，惟須待有關本公司二零二零、二零二一及二零二二財政年度之若干收入增長目標之行使條件獲達成後，方可作實。二零一九年購股權計劃之詳情載於附註27(a)(v)。

#### (a) 授出的條款及條件如下：

	Number of instruments 工具數目	Vesting conditions 歸屬條件 Years from the date of grant 自授出日期起計之年限	Contractual life of options 購股權的合約年限
<b>(i) 2016 Share Option Scheme:</b>			
<b>二零一六年購股權計劃：</b>			
Granted to directors:			
授予董事：			
– on 26 October 2016 – 於二零一六年十月二十六日	1,124,800	1 year and 5 months 1年零5個月	2 years and 2 months 2年零2個月
– on 26 October 2016 – 於二零一六年十月二十六日	843,600	2 years and 5 months 2年零5個月	3 years and 2 months 3年零2個月
– on 26 October 2016 – 於二零一六年十月二十六日	843,600	3 years and 5 months 3年零5個月	4 years and 2 months 4年零2個月
Granted to employees:			
授予僱員：			
– on 26 October 2016 – 於二零一六年十月二十六日	14,645,200	1 year and 5 months 1年零5個月	2 years and 2 months 2年零2個月
– on 26 October 2016 – 於二零一六年十月二十六日	10,983,900	2 years and 5 months 2年零5個月	3 years and 2 months 3年零2個月
– on 26 October 2016 – 於二零一六年十月二十六日	10,983,900	3 years and 5 months 3年零5個月	4 years and 2 months 4年零2個月
Total 總數	39,425,000		

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### 27 Equity settled share-based transactions (continued)

### 27 以權益結算的股份交易 (續)

(a) The terms and conditions of the grants are as follows: (continued)

(a) 授出的條款及條件如下：(續)

	Number of instruments 工具數目	Vesting conditions 歸屬條件 Years from the date of grant 自授出日期起計之年限	Contractual life of options 購股權的合約年期
<b>(ii) 2017 Share Option Scheme I: 二零一七年購股權計劃I:</b>			
Granted to employees: 授予僱員:			
- on 9 June 2017 - 於二零一七年六月九日	1,935,200	9 months 9個月	1 year and 6 months 1年零6個月
- on 9 June 2017 - 於二零一七年六月九日	1,451,400	1 year and 9 months 1年零9個月	2 years and 6 months 2年零6個月
- on 9 June 2017 - 於二零一七年六月九日	1,451,400	2 years and 9 months 2年零9個月	3 years and 6 months 3年零6個月
Total 總數	4,838,000		
<b>(iii) 2017 Share Option Scheme II: 二零一七年購股權計劃II:</b>			
Granted to employees: 授予僱員:			
- on 9 June 2017 - 於二零一七年六月九日	1,298,000	1 year and 9 months 1年零9個月	2 years and 6 months 2年零6個月
- on 9 June 2017 - 於二零一七年六月九日	973,500	2 years and 9 months 2年零9個月	3 years and 6 months 3年零6個月
- on 9 June 2017 - 於二零一七年六月九日	973,500	3 years and 9 months 3年零9個月	4 years and 6 months 4年零6個月
Total 總數	3,245,000		

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### 27 Equity settled share-based transactions (continued)

### 27 以權益結算的股份交易 (續)

(a) The terms and conditions of the grants are as follows: (continued)

(a) 授出的條款及條件如下：(續)

	Number of instruments 工具數目	Vesting conditions 歸屬條件 Years from the date of grant 自授出日期起計之年限	Contractual life of options 購股權的合約年期
<b>(iv) 2018 Share Option Scheme:</b>			
二零一八年購股權計劃：			
Granted to employees:			
授予僱員：			
– on 7 December 2018	5,088,000	1 year and 4 months	2 years and 1 month
– 於二零一八年十二月七日		1年零4個月	2年零1個月
– on 7 December 2018	3,816,000	2 years and 4 months	3 years and 1 month
– 於二零一八年十二月七日		2年零4個月	3年零1個月
– on 7 December 2018	3,816,000	3 years and 4 months	4 years and 1 month
– 於二零一八年十二月七日		3年零4個月	4年零1個月
Total	12,720,000		
總數			
<b>(v) 2019 Share Option Scheme:</b>			
二零一九年購股權計劃：			
Granted to employees:			
授予僱員：			
– on 21 June 2019	4,581,600	1 year and 9 months	2 years and 6 months
– 於二零一九年六月二十一日		1年零9個月	2年零6個月
– on 21 June 2019	3,436,200	2 years and 9 months	3 years and 6 months
– 於二零一九年六月二十一日		2年零9個月	3年零6個月
– on 21 June 2019	3,436,200	3 years and 9 months	4 years and 6 months
– 於二零一九年六月二十一日		3年零9個月	4年零6個月
Total	11,454,000		
總數			

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### 27 Equity settled share-based transactions (continued)

(b) The number and exercise prices of share options are as follows:

(i) 2016 Share Option Scheme:

		2019 二零一九年		2018 二零一八年	
		Exercise price 行使價 RMB 人民幣元	Number of options 購股權數目 '000 千份	Exercise price 行使價 RMB 人民幣元	Number of options 購股權數目 '000 千份
Outstanding at the beginning of the year	於年初尚未行使	4.13	20,491	4.13	36,765
Forfeited during the year	於年內已失效	4.13	(1,067)	4.13	(1,568)
Exercised during the year	於年內可行使	4.13	(9,808)	4.13	(14,706)
Outstanding at the end of the year	於年末尚未行使	4.13	9,616	4.13	20,491
Exercisable at the end of the year	於年末可行使	-	-	-	-

The 2016 Share Option Scheme outstanding at 31 December 2019 had an exercise price of HKD4.13 (2018: HKD4.13) and a weighted average remaining contractual life of 1 years (2018: 1.5 years).

於二零一九年十二月三十一日尚未行使的二零一六年購股權計劃的行使價為4.13港元(二零一八年: 4.13港元)以及加權平均剩餘合約年期為1年(二零一八年: 1.5年)。

### 27 以權益結算的股份交易 (續)

(b) 購股權數目及行使價如下：

(i) 二零一六年購股權計劃：

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### 27 Equity settled share-based transactions (continued)

(b) The number and exercise prices of share options are as follows: (continued)

(ii) 2017 Option Scheme I

		2019 二零一九年		2018 二零一八年	
		Exercise price 行使價 RMB 人民幣元	Number of options 購股權數目 '000 千份	Exercise price 行使價 RMB 人民幣元	Number of options 購股權數目 '000 千份
Outstanding at the beginning of the year	於年初尚未行使	6.22	1,891	6.22	3,548
Forfeited during the year	於年內已失效	6.22	-	6.22	(238)
Exercised during the year	於年內可行使	6.22	(945)	6.22	(1,419)
Outstanding at the end of the year	於年末尚未行使	6.22	946	6.22	1,891
Exercisable at the end of the year	於年末可行使	-	-	-	-

The 2017 Share Options Scheme I outstanding at 31 December 2019 had an exercise price of HKD6.22 (2018: HKD6.22) and a weighted average remaining contractual life of 1 years (2018: 1.5 years).

於二零一九年十二月三十一日尚未行使的二零一七年購股權計劃I的行使價為6.22港元(二零一八年:6.22港元)以及加權平均剩餘合約年期為1年(二零一八年:1.5年)。

### 27 以權益結算的股份交易 (續)

(b) 購股權數目及行使價如下：  
(續)

(ii) 二零一七年購股權計劃I

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### 27 Equity settled share-based transactions (continued)

(b) The number and exercise prices of share options are as follows: (continued)

#### (iii) 2017 Share Option Scheme II

		2019 二零一九年		2018 二零一八年	
		Exercise price 行使價 RMB 人民幣元	Number of options 購股權數目 '000 千份	Exercise price 行使價 RMB 人民幣元	Number of options 購股權數目 '000 千份
Outstanding at the beginning of the year	於年初尚未行使	6.22	400	6.22	3,005
Forfeited during the year	於年內已失效	6.22	(400)	6.22	(2,605)
Outstanding at the end of the year	於年末尚未行使	6.22	-	6.22	400
Exercisable at the end of the year	於年末可行使		-		-

The 2017 Share Options Scheme II outstanding at 31 December 2019 had an exercise price of HKD6.22 (2018: HKD 6.22) and a weighted average remaining contractual life of 1.5 years (2018: 1.9 years).

於二零一九年十二月三十一日尚未行使的二零一七年購股權計劃II的行使價為6.22港元(二零一八年: 6.22港元)以及加權平均剩餘合約年期為1.5年(二零一八年: 1.9年)。

### 27 以權益結算的股份交易 (續)

(b) 購股權數目及行使價如下：  
(續)

#### (iii) 二零一七年購股權計劃II

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### 27 Equity settled share-based transactions (continued)

(b) The number and exercise prices of share options are as follows: (continued)

(iv) 2018 Share Option Scheme

### 27 以權益結算的股份交易 (續)

(b) 購股權數目及行使價如下：  
(續)

(iv) 二零一八年購股權計劃

		2019 二零一九年		2018 二零一八年	
		Exercise price 行使價 RMB 人民幣元	Number of options 購股權數目 '000 千份	Exercise price 行使價 RMB 人民幣元	Number of options 購股權數目 '000 千份
Outstanding at the beginning of the year	於年初尚未行使	4.65	12,720	4.65	-
Granted during the year	於年內已授出	4.65	-	4.65	12,720
Forfeited during the year	於年內已失效	4.65	(1,624)	4.65	-
Outstanding at the end of the year	於年末尚未行使	4.65	11,096	4.65	12,720
Exercisable at the end of the year	於年末可行使	-	-	-	-

The 2018 Share Options Scheme outstanding at 31 December 2019 had an exercise price of HKD4.65 (2018: HKD 4.65) and a weighted average remaining contractual life of 1.9 years (2018: 2.9 years).

於二零一九年十二月三十一日尚未行使的二零一八年購股權計劃的行使價為4.65港元(二零一八年：4.65港元)以及加權平均剩餘合約年期為1.9年(二零一八年：2.9年)。



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### 27 Equity settled share-based transactions (continued)

(b) The number and exercise prices of share options are as follows: (continued)

(v) 2019 Share Option Scheme

		2019 二零一九年	
		Exercise price 行使價	Number of options 購股權數目
		HKD 港元	'000 千份
Granted during the year	於年內已授出	6.02	11,454
Forfeited during the year	於年內已失效	6.02	(4,680)
Outstanding at the end of the year	於年末尚未行使	6.02	6,774
Exercisable at the end of the year	於年末可行使		-

The 2019 Share Options Scheme outstanding at 31 December 2019 had an exercise price of HKD 6.02 and a weighted average remaining contractual life of 2.9 years.

於二零一九年十二月三十一日尚未行使的二零一九年購股權計劃的行使價為6.02港元以及加權平均剩餘合約年期為2.9年。

### 27 以權益結算的股份交易 (續)

(b) 購股權數目及行使價如下：  
(續)

(v) 二零一九年購股權計劃

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### 27 Equity settled share-based transactions (continued)

#### (c) Fair value of share options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted.

The estimate of the fair value of each Share Option Scheme granted is measured based on a Binomial Option Pricing Model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the model.

The expected volatility of each Share Option Scheme was referenced to the average of daily historical share price volatility of comparable companies operating in similar industry of the Company. Expected dividends are estimated as the average of the Company's historical dividends. The option scheme was granted under a performance condition, and management of the Company estimates the probability of attaining revenue growth target. Changes in the subjective input assumptions could materially affect the fair value estimate. There were no market conditions associated with the share option grants.

### 27 以權益結算的股份交易 (續)

#### (c) 購股權的公平值及假設

以授出購股權換取的服務的公平值參考授出購股權的公平值計量。

已授出的各購股權計劃的公平值估計按二項式期權定價模型計量。購股權的合約年期在該模型中作為輸入數據使用。提早行使的預期值已輸入該模型內。

各購股權計劃的預期波幅乃參考於本公司類似行業運營的可資比較公司的日均歷史股價波幅。預期股息估計為本公司歷史股息的平均數。購股權計劃乃根據表現條件及本公司管理層估計達到收入增長目標的可能性而授出。主觀輸入數據假設的任何變化可對公平值估計造成重大影響。授出購股權並無附帶市場條件。

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### 27 Equity settled share-based transactions (continued)

#### (c) Fair value of share options and assumptions (continued)

##### (i) 2016 Share Option Scheme:

		2016 Employee Share Options 二零一六年 僱員購股權	2016 Employee Share Options 二零一六年 僱員購股權	2016 Employee Share Options 二零一六年 僱員購股權
Vesting date	歸屬日期	01/04/2018 二零一八年 四月一日	01/04/2019 二零一九年 四月一日	01/04/2020 二零二零年 四月一日
Maturity date	到期日	31/12/2018 二零一八年 十二月三十一日	31/12/2019 二零一九年 十二月三十一日	31/12/2020 二零二零年 十二月三十一日
Fair value at measurement date	於計量日期的 公平值	HKD0.48 0.48港元	HKD0.35 0.35港元	HKD0.26 0.26港元
Share price	股價	HKD4.13 4.13港元	HKD4.13 4.13港元	HKD4.13 4.13港元
Exercise price (note(b)(i))	行使價 (附註(b)(i))	HKD4.13 4.13港元	HKD4.13 4.13港元	HKD4.13 4.13港元
Expected volatility	預期波幅	40.86%	40.64%	40.63%
Risk-free interest rate	無風險利率	0.47%	0.51%	0.58%
Expected dividends	預期股息	0.49%	0.49%	0.49%
Forfeiture rate	失效率	2.25%	2.25%	2.25%
Suboptimal early exercise factor	次優提早行使因素	1.85	1.85	1.85

### 27 以權益結算的股份交易 (續)

#### (c) 購股權的公平值及假設 (續)

##### (i) 二零一六年購股權計劃:

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### 27 Equity settled share-based transactions (continued)

### 27 以權益結算的股份交易 (續)

#### (c) Fair value of share options and assumptions (continued)

#### (c) 購股權的公平值及假設 (續)

##### (ii) 2017 Share Option Scheme I:

##### (ii) 二零一七年購股權計劃I:

		2017 Employee Share Options 二零一七年 僱員購股權	2017 Employee Share Options 二零一七年 僱員購股權	2017 Employee Share Options 二零一七年 僱員購股權
Vesting date	歸屬日期	01/04/2018 二零一八年 四月一日	01/04/2019 二零一九年 四月一日	01/04/2020 二零二零年 四月一日
Maturity date	到期日	31/12/2018 二零一八年 十二月三十一日	31/12/2019 二零一九年 十二月三十一日	31/12/2020 二零二零年 十二月三十一日
Fair value at measurement date	於計量日期的 公平值	HKD0.58 0.58港元	HKD0.47 0.47港元	HKD0.36 0.36港元
Share price	股價	HKD6.22 6.22港元	HKD6.22 6.22港元	HKD6.22 6.22港元
Exercise price (note(b)(iii))	行使價 (附註(b)(iii))	HKD6.22 6.22港元	HKD6.22 6.22港元	HKD6.22 6.22港元
Expected volatility	預期波幅	37.86%	40.07%	39.51%
Risk-free interest	無風險利率	0.57%	0.71%	0.80%
Expected dividends	預期股息	0.41%	0.41%	0.41%
Forfeiture rate	失效率	5.61%	5.61%	5.61%
Suboptimal early exercise factor	次優提早行使因素	1.85	1.85	1.85

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### 27 Equity settled share-based transactions (continued)

#### (c) Fair value of share options and assumptions (continued)

##### (iii) 2017 Share Option Scheme II:

		2017 Employee Share Options 二零一七年 僱員購股權	2017 Employee Share Options 二零一七年 僱員購股權	2017 Employee Share Options 二零一七年 僱員購股權
Vesting date	歸屬日期	01/04/2019 二零一九年 四月一日	01/04/2020 二零二零年 四月一日	01/04/2021 二零二一年 四月一日
Maturity date	到期日	31/12/2019 二零一九年 十二月三十一日	31/12/2020 二零二零年 十二月三十一日	31/12/2021 二零二一年 十二月三十一日
Fair value at measurement date	於計量日期的 公平值	HKD0.47 0.47港元	HKD0.36 0.36港元	HKD0.21 0.21港元
Share price	股價	HKD6.22 6.22港元	HKD6.22 6.22港元	HKD6.22 6.22港元
Exercise Price (note(b)(iii))	行使價 (附註(b)(iii))	HKD6.22 6.22港元	HKD6.22 6.22港元	HKD6.22 6.22港元
Expected volatility	預期波幅	40.07%	39.51%	40.39%
Risk-free interest rate	無風險利率	0.71%	0.80%	0.90%
Expected dividends	預期股息	0.41%	0.41%	0.41%
Forfeiture rate	失效率	5.61%	5.61%	5.61%
Suboptimal early exercise factor	次優提早行使因素	1.85	1.85	1.85

### 27 以權益結算的股份交易 (續)

#### (c) 購股權的公平值及假設 (續)

##### (iii) 二零一七年購股權計劃II:

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### 27 Equity settled share-based transactions (continued)

### 27 以權益結算的股份交易 (續)

#### (c) Fair value of share options and assumptions (continued)

#### (c) 購股權的公平值及假設 (續)

##### (iv) 2018 Share Option Scheme:

##### (iv) 二零一八年購股權計劃:

		2018 Employee Share Options 二零一八年 僱員購股權	2018 Employee Share Options 二零一八年 僱員購股權	2018 Employee Share Options 二零一八年 僱員購股權
Vesting date	歸屬日期	01/04/2020 二零二零年 四月一日	01/04/2021 二零二一年 四月一日	01/04/2022 二零二二年 四月一日
Maturity date	到期日	31/12/2020 二零二零年 十二月三十一日	31/12/2021 二零二一年 十二月三十一日	31/12/2022 二零二二年 十二月三十一日
Fair value at measurement date	於計量日期的 公平值	HKD0.34 0.34港元	HKD0.40 0.40港元	HKD0.45 0.45港元
Share price	股價	HKD4.42 4.42港元	HKD4.42 4.42港元	HKD4.42 4.42港元
Exercise Price (note(b)(iv))	行使價 (附註(b)(iv))	HKD4.65 4.65港元	HKD4.65 4.65港元	HKD4.65 4.65港元
Expected volatility	預期波幅	50.96%	48.60%	48.92%
Risk-free interest rate	無風險利率	1.99%	2.02%	2.05%
Expected dividends	預期股息	1.76%	1.76%	1.76%
Forfeiture rate	失效率	6.57%	6.57%	6.57%
Suboptimal early exercise factor	次優提早行使因素	1.85	1.85	1.85

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### 27 Equity settled share-based transactions (continued)

#### (c) Fair value of share options and assumptions (continued)

##### (v) 2019 Share Option Scheme:

		2019 Employee Share Options 二零一九年 僱員購股權	2019 Employee Share Options 二零一九年 僱員購股權	2019 Employee Share Options 二零一九年 僱員購股權
Vesting date	歸屬日期	01/04/2021 二零二一年 四月一日	01/04/2022 二零二二年 四月一日	01/04/2023 二零二三年 四月一日
Maturity date	到期日	31/12/2021 二零二一年 十二月三十一日	31/12/2022 二零二二年 十二月三十一日	31/12/2023 二零二三年 十二月三十一日
Fair value at measurement date	於計量日期的公平值	HKD0.29 0.29港元	HKD0.33 0.33港元	HKD0.38 0.38港元
Share price	股價	HKD4.42 4.42港元	HKD4.42 4.42港元	HKD4.42 4.42港元
Exercise Price (note(b)(v))	行使價(附註(b)(v))	HKD6.02 6.02港元	HKD6.02 6.02港元	HKD6.02 6.02港元
Expected volatility	預期波幅	50.96%	48.60%	48.92%
Risk-free interest rate	無風險利率	1.99%	2.02%	2.05%
Expected dividends	預期股息	1.76%	1.76%	1.76%
Forfeiture rate	失效率	6.57%	6.57%	6.57%
Suboptimal early exercise factor	次優提早行使因素	1.85	1.85	1.85

### 27 以權益結算的股份交易 (續)

#### (c) 購股權的公平值及假設(續)

##### (v) 二零一九年購股權計劃:

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### 28 Income tax in the consolidated statement of financial position

### 28 合併財務狀況表中的所得稅

(a) Current taxation in the consolidated statement of financial position represents:

(a) 合併財務狀況表中的即期稅項指：

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Current tax payable</b>		
PRC Corporate Income Tax	<b>49,387</b>	1,835
即期應付稅項		
中國企業所得稅		

(b) Deferred tax assets and liabilities recognised:

(b) 已確認的遞延稅項資產及負債：

The components of deferred tax assets and liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

年內於合併財務狀況表確認的遞延稅項資產及負債的組成部份及變動如下：

		Fair value change of financial instruments	Undistributed profits of PRC subsidiaries	Unrealised profit arising from intra-Group transactions	Impairment	Depreciation year	Depreciation charge of right-of-use asset	Deferred income	Cumulative tax losses	Total
		金融工具公平值變動	中國附屬公司的未分配溢利	自集團內公司間交易產生的未變現溢利	減值	年度折舊	使用權資產折舊支出	遞延收入	累計稅項虧損	總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2018	於二零一八年一月一日	476	(4,405)	2,875	799	-	-	2,190	-	1,935
Charged/(credited) to consolidated income statement of profit or loss (note 5(a))	扣除自/(計入)損益之合併收益表(附註5(a))	347	3,977	(21)	1,024	-	-	7,657	6,395	19,379
Charged to reserves (note 8)	扣除自儲備(附註8)	-	-	-	-	-	-	-	243	243
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	823	(428)	2,854	1,823	-	-	9,847	6,638	21,557
Charged/(credited) to profit or loss (note 5(a))	扣除自/(計入)損益(附註5(a))	504	(4,974)	62	9,663	440	13	9,601	1,130	16,439
Charged to reserves (note 8)	扣除自儲備(附註8)	-	-	-	-	-	-	-	106	106
At 31 December 2019	於二零一九年十二月三十一日	1,327	(5,402)	2,916	11,486	440	13	19,448	7,874	38,102



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## 合併財務報表附註

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### 28 Income tax in the consolidated statement of financial position (continued)

### 28 合併財務狀況表中的所得稅 (續)

#### (c) Reconciliation to the consolidated statement of financial position:

#### (c) 合併財務狀況表對賬：

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	43,504	21,985
Net deferred tax liabilities recognised in the consolidated statement of financial position	(5,402)	(428)
	<b>38,102</b>	<b>21,557</b>

#### (d) Deferred tax liabilities not recognised

The Group did not recognise deferred tax liabilities in respect of the PRC dividend withholding tax relating to certain undistributed profits of the PRC subsidiaries as at 31 December 2019 since the Group controls the dividend policy of these subsidiaries. Based on the assessment of the management, as of 31 December 2019, the undistributed profits amounted to approximately RMB1,093,531,000 (31 December 2018: approximately RMB967,673,000) will not be distributed in the foreseeable future.

#### (d) 未確認遞延稅項負債

本集團並無就中國附屬公司於二零一九年十二月三十一日的有關若干未分配溢利所繳納中國股息預扣稅確認遞延稅項負債，原因在於本集團控制該等附屬公司的股息政策。根據管理層評估，截至二零一九年十二月三十一日，未分配溢利金額約為人民幣1,093,531,000元（二零一八年十二月三十一日：約人民幣967,673,000元）將不會於可預見的未來分配。

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## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日

(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 29 Capital, reserves and dividends

### 29 資金、儲備及股息

#### (a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

#### (a) 權益部份變動

本集團合併權益各部份的年初及年終結餘的對賬載於合併權益變動表。本公司權益個別部份於年初至年終的變動詳情載列如下：

		Share capital	Share premium	Exchange reserve	Other reserve	Equity settled share-based payment reserve	accumulated loss	Total
	Note	股本	股份溢價	匯兌儲備	其他儲備	基礎付款儲備	累計虧損	總計
	附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
			29(c)(i)	29(d)(i)	29(d)(iv)	29(d)(v)/27		
At 1 January 2018	於二零一八年一月一日	8,895	1,000,011	41,285	66	7,831	(13,849)	1,044,239
Share issued under share option schemes	根據購股權計劃發行股份	29(c)(i)	127	61,384	-	(6,918)	-	54,593
Equity settled share-based payment transactions	以權益結算的以股份為基礎付款交易	4(b)	-	-	-	4,075	-	4,075
Profit for the year	年內溢利	-	-	-	-	-	64,758	64,758
Dividend approved in respect of the previous year	過往年度批准股息	29(c)(ii)	-	-	-	-	(91,622)	(91,622)
Other comprehensive income	其他全面收益	-	-	40,916	-	-	-	40,916
<b>As at 31 December 2018 and 1 January 2019 (note)</b>	<b>於二零一八年十二月三十一日及二零一九年一月一日 (附註)</b>	<b>9,022</b>	<b>1,061,395</b>	<b>82,201</b>	<b>66</b>	<b>4,988</b>	<b>(40,713)</b>	<b>1,116,959</b>
Share issued under share option schemes	根據購股權計劃發行股份	29(c)(i)	92	43,032	-	(3,340)	-	39,784
Equity settled share-based payment transactions	以權益結算的以股份為基礎付款交易	4(b)	-	-	-	3,051	-	3,051
Shares issued for the Placement under general mandate	根據一般授權就配售發行股份	29(c)(iii)	134	182,021	-	-	-	182,155
Profit for the year	年內溢利	-	-	-	-	-	41,800	41,800
Other comprehensive income	其他全面收益	-	-	17,270	-	-	-	17,270
<b>As at 31 December 2019</b>	<b>於二零一九年十二月三十一日</b>	<b>9,248</b>	<b>1,286,448</b>	<b>99,471</b>	<b>66</b>	<b>4,699</b>	<b>1,087</b>	<b>1,401,019</b>

Note: The Group, including the company, has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated and there is no net effect on the opening balance of the Company's equity as at 1 January 2019. See notes 1(c) and 33.

附註：本集團（包括本公司）已於二零一九年一月一日使用經修訂追溯法初步應用國際財務報告準則第16號。根據該方法，比較資料並無重列，亦無對本公司權益於二零一九年一月一日之年初結餘產生淨影響。見附註1(c)及33。

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## 合併財務報表附註

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### 29 Capital, reserves and dividends (continued) 29 資金、儲備及股息 (續)

#### (b) Dividends

##### (i) Dividends payable to equity shareholders of the Company attributable to the year

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Final dividend proposed after the end of the reporting period of approximately RMB9.0 cents (2018: Nil) (equivalent to HKD10.0 cents (2018: Nil))	104,173	-

Final dividend proposed after the end of the reporting period of approximately RMB9.0 cents (2018: Nil) (equivalent to HKD10.0 cents (2018: Nil)) 於報告期結束後建議末期股息為約人民幣9.0分 (二零一八年：無) (相等於10.0港仙 (二零一八年：無))

The final dividend proposed after the end of the year has not been recognised as a liability as at the end of the reporting period.

於報告期末，於本年度結束後建議的末期股息尚未確認為負債。

##### (ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Final dividend in respect of the previous financial year, approved and paid during the year of RMB Nil cents (2018: RMB7.8 cents) (equivalent to HKD Nil cents (2018: HKD9.6 cents))	-	91,622

Final dividend in respect of the previous financial year, approved and paid during the year of RMB Nil cents (2018: RMB7.8 cents) (equivalent to HKD Nil cents (2018: HKD9.6 cents)) 有關年內已批准及支付之上一個財政年度末期股息為人民幣零分 (二零一八年：人民幣7.8分) (相等於零港仙 (二零一八年：9.6港仙))

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### 29 Capital, reserves and dividends (continued) 29 資金、儲備及股息 (續)

#### (c) Share capital

##### (i) Authorised and issued share capital

		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
Ordinary shares of HK\$0.01 each	每股0.01港元之 普通股	50,000,000	500,000
		<b>Number of shares 股份數目 '000 千股</b>	<b>Nominal value of ordinary shares 普通股面值 HK\$'000 千港元</b>
		<i>Note</i> 附註	RMB'000 人民幣千元
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
At 1 January 2018	於二零一八年一月一日	1,115,597	11,155
Shares issued under Share Option Scheme	根據購股權計劃發行股份	<i>(ii)</i> 16,125	161
At 31 December 2018 and 1 January 2019	於二零一八年 十二月三十一日及 二零一九年一月一日	1,131,722	11,316
Shares issued under Share Option Scheme	根據購股權計劃發行股份	<i>(ii)</i> 10,754	108
Shares issued for the Placement under general mandate	根據一般授權就配售 發行股份	<i>(iii)</i> 15,000	150
At 31 December 2019	於二零一九年 十二月三十一日	1,157,476	11,574

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### 29 Capital, reserves and dividends (continued) 29 資金、儲備及股息 (續)

#### (c) Share capital (continued)

##### (ii) Shares issued under Share Option Scheme

During the year, options were exercised to subscribe for 10,753,800 ordinary shares in the Company at a consideration of approximately RMB39,784,000 (2018: 16,125,200 ordinary shares in the Company at a consideration of approximately RMB54,593,000). Approximately RMB3,340,000 was transferred from the equity settled share-based payment reserve to the share premium account (2018: approximately RMB6,918,000).

##### (iii) Shares issued for the Placement under general mandate

On 30 December 2019, an aggregate of 15,000,000 shares were allotted and issued at HKD13.68 per share. The net proceeds after deducting placing commission, professional fees and all related expenses, is approximately RMB182,155,000.

#### (d) Nature and purpose of reserves

##### (i) Share premium

Under the Companies Law (Revised) of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of Company provided that immediately following the date on which the dividends 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.

#### (c) 股本 (續)

##### (ii) 根據購股權計劃發行股份

年內，購股權獲行使以按代價約人民幣39,784,000元認購本公司10,753,800股普通股(二零一八年：按代價約人民幣54,593,000元認購本公司16,125,200股普通股)。自以權益結算以股份為基礎付款儲備將約人民幣3,340,000元轉撥至股份溢價賬(二零一八年：約人民幣6,918,000元)。

##### (iii) 根據一般授權就配售發行股份

於二零一九年十二月三十日，以每股股份13.68港元配發及發行合共15,000,000股股份。所得款項淨額(經扣除配售佣金、專業費及全部相關開支後)約為人民幣182,155,000元。

#### (d) 儲備的性質及用途

##### (i) 股份溢價

根據開曼群島公司法(經修訂)，本公司股份溢價賬上的資金可分派予本公司股東，前提為緊隨建議派發股息當日之後，本公司仍有能力在日常業務過程中清償到期欠債。

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### 29 Capital, reserves and dividends (continued) 29 資金、儲備及股息 (續)

#### (d) Nature and purpose of reserves (continued)

##### (ii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of financial statements of operations outside Mainland China which are dealt with in accordance with the accounting policies as set out in note 1(v).

##### (iii) PRC Statutory reserve

As stipulated by regulations in the PRC, the Company's subsidiaries established and operated in the Mainland China are required to appropriate 10% of their after-tax-profit (after offsetting prior year losses) as determined in accordance with the PRC accounting rules and regulations, to the statutory surplus reserve until the reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before distribution of profits to parent companies.

The statutory reserve can be utilised, upon approval by the relevant authorities, to offset accumulated losses or to increase capital of the subsidiary, provided that the balance after such issue is not less than 25% of its registered capital.

#### (d) 儲備的性質及用途 (續)

##### (ii) 匯兌儲備

匯兌儲備包括換算中國內地以外業務的財務報表所產生的一切外匯差額，相關換算乃根據附註1(v)所載會計政策處理。

##### (iii) 中國法定儲備

按中國的法規規定，本公司於中國內地成立及營運的附屬公司須將其按中國會計規則及法規釐定的除稅後溢利的10%（經抵銷往年虧損後）撥入法定盈餘儲備，直至儲備結餘達註冊資本的50%為止。撥款予該儲備須於向母公司分派溢利前進行。

法定儲備待相關機構批准後方可用以抵銷累計虧損或增加附屬公司的資本，惟於有關發行後的結餘不低於其註冊資本的25%。

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### 29 Capital, reserves and dividends (continued) 29 資金、儲備及股息 (續)

#### (d) Nature and purpose of reserves (continued)

##### (iv) Other reserve

The other reserve of the Group as at 31 December 2019 and 2018 represents the difference between (i) the carrying amount of share capital of QT Great China; and (ii) the nominal value of the share issued by the Company in exchange for all the issued share capital of QT Great China under the reorganisation of the Group completed on 26 June 2014.

##### (v) Equity settled share-based payment reserve

The equity settled share based payment reserve comprises the portion of the grant date fair value of unexercised shares options granted to the directors and employees of the Group that has been recognised in accordance with the accounting policy adopted for share-based payments in note 1(r)(ii).

##### (vi) Distributability of reserves

At 31 December 2019, the aggregate amount of reserves (including share premium and retained profits) available for distribution to equity shareholders of the Company was approximately RMB1,287,535,000 (2018: approximately RMB1,020,682,000).

#### (d) 儲備的性質及用途 (續)

##### (iv) 其他儲備

本集團於二零一九及二零一八年十二月三十一日的其他儲備指(i) QT Great China的股本賬面值；及(ii)本公司根據本集團於二零一四年六月二十六日完成的重組為交換QT Great China全部已發行股本而發行之股份之面值之間的差額。

##### (v) 以權益結算以股份為基礎的付款儲備

以權益結算以股份為基礎的付款儲備包括根據如附註1(r)(ii)所載就以股份為基礎的付款採納的會計政策確認授予本集團董事及僱員之未行使購股權的授出日期公平值部份。

##### (vi) 儲備的分派能力

於二零一九年十二月三十一日，可供分派予本公司股權持有人的儲備（包括股份溢價及保留溢利）總額約為人民幣1,287,535,000元（二零一八年：約人民幣1,020,682,000元）。

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### 29 Capital, reserves and dividends (continued) 29 資金、儲備及股息 (續)

#### (e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for its shareholder and benefits for other stakeholders, by pricing products commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure with reference to its debt position. The Group's strategy is to maintain the equity and debt in a balanced position and ensure there are adequate working capital to service its debt obligations. The Group's gearing ratio was approximately 48.2% at 31 December 2019 (31 December 2018: approximately 56.0%).

The Group has initially applied IFRS 16 using the modified retrospective approach. Under this approach, the Group recognizes right-of-use assets and corresponding lease liabilities for several leases previously accounted for as operating leases as from 1 January 2019. This caused no significant change in the Group's total debt and hence the Group's gearing ratio.

#### (e) 資本管理

本集團管理資本的首要目標為保障本集團持續經營的能力，透過因應風險水平為產品定價以及以合理成本取得融資，繼續為股東帶來回報及為其他權益持有人帶來利益。

本集團積極定期審視及管理其資本架構，以期爭取在更高水平的借款下可能實現的更高股東回報與維持穩健資本狀況的好處及安全之間維持平衡，並且因應經濟情況的變化調整資本架構。

本集團參照其債務情況來監察資本架構。本集團的策略是保持權益與債務的適當平衡，確保有足夠營運資金支付債務。於二零一九年十二月三十一日，本集團的資本負債比率約為48.2%（二零一八年十二月三十一日：約56.0%）。

本集團已使用修訂追溯法初步應用國際財務報告準則第16號。根據此方法，本集團自二零一九年一月一日起就先前入賬為經營租賃之若干租賃確認使用權資產及相應租賃負債。此對本集團的總負債及本集團資本負債比率並無造成重大變動。



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### 30 Financial risk management and fair values

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

#### (a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade and other receivables. The Group's exposure to credit risk arising from cash and cash equivalents and derivative financial assets is limited because the counterparties are banks, for which the Group considers to have low credit risk.

The Group does not provide financial guarantee which would expose the Group to credit risk.

#### *Trade and other receivables*

For the year ended 31 December 2019, certain amounts of sales were related directly to the related parties (note 32(b)).

The management considers that related parties are under significant influence of the Group's Controlling Shareholder, hence no material credit risk exists on sales to related companies.

### 30 金融風險管理及公平值

本集團於日常業務過程中產生信貸、流動資金、利率及貨幣風險。下文說明本集團面臨該等風險的狀況及本集團管理該等風險所採用的金融風險管理政策及慣例。

#### (a) 信貸風險

信貸風險指交易對手未能履行其合約義務而使本集團產生財務虧損的風險。本集團的信貸風險主要歸因於貿易及其他應收款項。本集團因現金及現金等價物及衍生金融資產而產生的信貸風險有限，因為交易對手為本集團認為信貸風險較低的銀行。

本集團並無提供財務擔保，令本集團面臨信貸風險。

#### *貿易及其他應收款項*

截至二零一九年十二月三十一日止年度，若干銷售款項與直接向關聯方的銷售有關（附註32(b)）。

管理層認為關聯方乃受本集團的控股股東重大影響，故向關聯公司的銷售並不存在重大信貸風險。

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### 30 Financial risk management and fair values (continued)

#### (a) Credit risk (continued)

##### *Trade and other receivables (continued)*

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, approximately 37.20% (2018: approximately 30.50%) and approximately 93.16% (2018: approximately 79.90%) of the total trade and bills receivables were due from the Group's largest customer and the five largest customers respectively.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 30 to 90 days from the date of billing. Debtors with balances that are more than 3 months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

### 30 金融風險管理及公平值 (續)

#### (a) 信貸風險 (續)

##### *貿易及其他應收款項 (續)*

本集團蒙受信貸風險的程度主要受各客戶而非客戶營業所在行業或國家的個別特性影響，故信貸風險高度集中主要在本集團蒙受重大個別客戶風險時發生。於報告期末，貿易應收款項及應收票據總額的約37.20%（二零一八年：約30.50%）及約93.16%（二零一八年：約79.90%）分別應收自本集團最大客戶及五大客戶。

個別信貸評估對所有要求超過某個額值信貸的客戶執行。此等評估針對客戶過往的如期付款記錄及目前的付款能力，並考慮客戶特定資料及有關客戶經營所處經濟環境的資料。貿易應收款項自開出發票日期起30至90日內到期。結餘逾期3個月的債務人被要求在獲得任何進一步的信貸之前結清所有未償還結餘。一般而言，本集團不會向客戶收取抵押品。

本集團按相當於全期預期信貸虧損的金額（用撥備矩陣計算）來計量貿易應收款項虧損撥備。因本集團的過往信貸虧損經驗沒有顯示不同客戶分部有重大差異的虧損型態，故按逾期狀態計算的虧損撥備沒有在本集團不同各戶群間進一步區分。

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### 30 Financial risk management and fair values (continued)

#### (a) Credit risk (continued)

##### Trade and other receivables (continued)

The Group derecognised bills receivable when it transferred bank acceptance bills to suppliers through endorsement. Bill holders in due course preserve right of recourse against the Group in case of dishonor of the bills. As at the year ended 31 December 2019, the outstanding bills endorsed with recourse totaled approximately RMB15,164,000 (2018: approximately RMB166,409,000), which represents the Group's exposure to credit risk. All of these bills are due within one year.

The Group only accepts bank acceptance bills issued by major banks or banks with qualified rating in the PRC and thus considers that the credit risk associated with such bank acceptance bills to be insignificant. The Group had not suffered any losses in this respect during the year.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables:

		2019 二零一九年		
		Expected loss rate 預期虧損率	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
		%		
Current (not past due)	即期(未逾期)	0.00%	4,776,699	-
1 - 90 days past due	逾期1至90日	0.00%	225	-
91 - 180 days past due	逾期91至180日	6.01%	566	(34)
181 - 365 days past due	逾期181至365日	23.53%	391	(92)
More than 1 year past due	逾期超過1年	100.00%	1,171	(1,171)
			<b>4,779,052</b>	<b>(1,297)</b>

### 30 金融風險管理及公平值 (續)

#### (a) 信貸風險(續)

##### 貿易及其他應收款項(續)

本集團於以背書形式轉讓銀行承兌票據予供應商時終止確認應收票據。倘票據遭拒付，則票據持有人適時維護對本集團的追索權。截至二零一九年十二月三十一日止年度，附追索權背書之票據的未償還票據合共約為人民幣15,164,000元(二零一八年：約人民幣166,409,000元)，其代表本集團面臨的信貸風險。該等票據均於一年內到期。

本集團僅接納中國主要銀行或評級合格的銀行出具的銀行承兌票據，因而認為與該等銀行承兌票據有關的信貸風險並不重大。年內，本集團並無因此遭受任何損失。

下表載列本集團面臨信貸風險敞口的資料及貿易應收款項的預期信貸虧損：

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### 30 Financial risk management and fair values (continued)

#### (a) Credit risk (continued)

##### Trade and other receivables (continued)

		Expected loss rate 預期虧損率 %	2018 二零一八年 Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Current (not past due)	即期 (未逾期)	0.00%	2,832,085	-
1 – 90 days past due	逾期1至90日	0.00%	992	-
91 – 180 days past due	逾期91至180日	21.09%	128	(27)
181 – 365 days past due	逾期181至365日	100.00%	155	(155)
More than 1 year past due	逾期超過1年	100.00%	349	(349)
			<u>2,833,709</u>	<u>(531)</u>

The Group keeps assessing the expected loss rates based on the Group's historical credit loss experience over the past years, adjusted for factors that are specific to the debtors, and an assessment of both the current and forecast general economic conditions at the end of the reporting period over the expected lives of the receivables.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position.

### 30 金融風險管理及公平值 (續)

#### (a) 信貸風險 (續)

##### 貿易及其他應收款項 (續)

		Expected loss rate 預期虧損率 %	2018 二零一八年 Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Current (not past due)	即期 (未逾期)	0.00%	2,832,085	-
1 – 90 days past due	逾期1至90日	0.00%	992	-
91 – 180 days past due	逾期91至180日	21.09%	128	(27)
181 – 365 days past due	逾期181至365日	100.00%	155	(155)
More than 1 year past due	逾期超過1年	100.00%	349	(349)
			<u>2,833,709</u>	<u>(531)</u>

本集團根據其過往年度信貸虧損經驗 (但對債務人特定因素進行調整) 及於應收款項預期年限的報告期末對目前及預測整體經濟情況的評估，對預期虧損率進行持續評估。

最高信貸風險為綜合財務狀況表內各金融資產的賬面值。

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### 30 Financial risk management and fair values (continued)

#### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the board of directors when the borrowings exceed certain predetermined levels of authority.

The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

All non-interest bearing financial liabilities of the Group are carried at amount not materially different from their contractual undiscounted cash flow and all the non-interest bearing financial liabilities are with maturities within one year or repayable on demand as at 31 December 2019.

### 30 金融風險管理及公平值 (續)

#### (b) 流動資金風險

本集團內的個別經營實體負責其本身的現金管理，包括現金盈餘的短期投資及募集貸款以應付預期的現金需求，惟倘借款超出若干預定的授權水平，則須取得董事會批准。

本集團的政策乃定期監察流動資金需求及其借貸契諾的遵守情況，以確保其維持充裕現金儲備及取得主要金融機構提供足夠的承諾資金，以應付短期及長期的流動資金需求。

由於所有免息金融負債於一年內屆滿或須於二零一九年十二月三十一日應要求償還，故本集團的所有免息金融負債均按與其合約未貼現現金流量相近的金額計算。

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### 30 Financial risk management and fair values (continued)

#### (b) Liquidity risk (continued)

The following tables show the remaining scheduled maturities at the end of reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period):

		Total contractual undiscounted cash flow/ within 1 year or on demand 合約未貼現 現金流量總額/ 一年內或應要求 RMB'000 人民幣千元	More than 1 years but less than 2 years 超過一年 但少於兩年 RMB'000 人民幣千元	More than 2 years but less than 5 years 超過兩年 但少於五年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
Bank borrowings	銀行借款	1,293,400	1,155	59,974	1,354,529	1,328,785
Lease Liabilities (Note)	租賃負債 (附註)	23,815	18,700	14,393	56,908	54,141
Trade and other payables	貿易及其他應付款項	5,934,662	-	-	5,934,662	5,934,662
At 31 December 2019	於二零一九年 十二月三十一日	7,251,877	19,855	74,367	7,346,099	7,317,588
Bank borrowings	銀行借款	1,199,692	-	-	1,199,692	1,178,241
Trade and other payables	貿易及其他應付款項	3,061,432	-	-	3,061,432	3,061,432
At 31 December 2018	於二零一八年 十二月三十一日	4,261,124	-	-	4,261,124	4,239,673

Note: The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under IAS 17. Lease liabilities include amounts recognised at the date of transition to IFRS 16 in respect of leases previously classified as operating leases under IAS 17 and amounts relating to new leases entered into during the year. Under this approach, the comparative information is not restated. See note 1(c).

### 30 金融風險管理及公平值 (續)

#### (b) 流動資金風險 (續)

下表列示本集團於報告期末按合約未貼現現金流量的金融負債(包括按合約利率或(如屬浮息)根據於報告期末通行的利率計算的利息付款)餘下的預定到期詳情:

附註: 本集團已使用修訂追溯法初步應用國際財務報告準則第16號, 並對二零一九年一月一日之年初結餘作出調整以確認與先前根據國際會計準則第17號分類為經營租賃之租賃有關之租賃負債。租賃負債包括於過渡至國際財務報告準則第16號當日, 就先前根據國際會計準則第17號分類為經營租賃之租賃確認之金額以及與年內訂立之新租賃有關之金額。根據該方法, 比較資料並無重列。見附註1(c)。

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### 30 Financial risk management and fair values (continued)

#### (c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from bank borrowings and lease liabilities. As at 31 December 2019 and 31 December 2018, the Group does not obtain any bank borrowings at variable interest rates. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. Details of the interest rates and terms of short-term and long-term bank borrowings are disclosed separately in note 20 and 23, respectively.

Note: The Group has initially applied IFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under IAS 17. Under this approach, the comparative information is not restated. See note 1(c).

#### (d) Currency risk

The Group is exposed to currency risk primarily through bank borrowings, and sales and purchases which give rise to loan balances, cash balances, receivables, and payables that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily USD and RMB.

### 30 金融風險管理及公平值 (續)

#### (c) 利率風險

利率風險指金融工具的公平值或未來現金流量將會因市場利率的變化而波動的風險。本集團的利率風險主要來自銀行借款及租賃負債。於二零一九年十二月三十一日及二零一八年十二月三十一日，本集團並無按浮動利率取得任何銀行借款。按固定利率發行的借款令本集團面臨公平值利率風險。利率的詳情及短期及長期銀行借款的條款分別於附註20及23獨立披露。

附註：本集團已使用經修訂追溯法初步應用國際財務報告準則第16號，並對二零一九年一月一日之年初結餘作出調整以確認與先前根據國際會計準則第17號分類為經營租賃之租賃有關之租賃負債。根據該方法，比較資料並無重列。見附註1(c)。

#### (d) 貨幣風險

本集團所面對的貨幣風險主要來自產生貸款結餘、現金結餘、應收款項、及應付款項的以外幣（即與交易有關的業務的功能貨幣以外的貨幣）計值的銀行借款以及銷售及採購。引致此項風險的貨幣主要為美元及人民幣。

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### 30 Financial risk management and fair values (continued)

### 30 金融風險管理及公平值 (續)

#### (d) Currency risk (continued)

#### (d) 貨幣風險 (續)

##### (i) Exposure to currency risk

##### (i) 貨幣風險承擔

The following table details the Group's major exposure at the end of each reporting period to currency risk arising from recognised assets and liabilities denominated in a currency other than the functional currency of the Group to which they relate. For presentation purposes, the amounts of the exposure are shown in Renminbi, translated using the spot rate at the end of each reporting period.

下表詳列本集團於各報告期末所承受的主要貨幣風險，該等貨幣風險乃因已確認資產及負債以與其有關的本集團的功能貨幣以外的貨幣計值而產生。就呈報目的而言，風險額以人民幣列示，並以各報告期末的即期匯率換算。

		USD 美元		RMB 人民幣	
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	91,931	644	1,073	11,178
Trade and other receivables	貿易及其他應收款項	170,766	149,233	22,746	-
Trade and other payables	貿易及其他應付款項	(1,596,754)	(561,118)	(52,367)	(44,303)
Bank loans and borrowings	銀行貸款及借款	(425,548)	(446,108)	-	-
Gross exposure to currency risk	貨幣風險承擔總額	(1,759,605)	(857,349)	(28,548)	(33,125)
Notional amounts of exchange rate derivatives	匯率衍生業務的 名義金額	1,700,100	1,605,406	-	-
- Forward contracts	- 遠期合約	1,112,704	452,045	-	-
- Option contracts	- 期權合約	587,396	1,153,361	-	-
Net exposure to currency risk	貨幣風險承擔淨額	(59,505)	748,057	(28,548)	(33,125)



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### 30 Financial risk management and fair values (continued)

#### (d) Currency risk (continued)

##### (ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit after tax (and retained profits) and other components of consolidated equity that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant.

		2019 二零一九年				2018 二零一八年		
		Increase/ (decrease) in foreign exchange rates 外匯匯率 上升/ (下降) %	Effect on profit after tax 對除稅後 溢利影響 RMB'000 人民幣千元	Effect on other component of equity 對權益 其他部分的 影響 RMB'000 人民幣千元		Increase/ (decrease) in foreign exchange rates 外匯匯率 上升/ (下降) %	Effect on profit after tax 對除稅後 溢利影響 RMB'000 人民幣千元	Effect on other component of equity 對權益 其他部分的 影響 RMB'000 人民幣千元
USD	美元	5	(2,261)	-	5	31,792	-	
		(5)	2,261	-	(5)	(31,792)	-	
RMB	人民幣	5	(1,191)	-	5	(1,383)	-	
		(5)	1,191	-	(5)	1,383	-	

Results of the analysis above represent an aggregation of the instantaneous effects on the Group's profit after tax and retained profits measured in the respective functional currencies, translated into Renminbi at the exchange rate ruling as at the end of the respective reporting periods for presentation purposes.

### 30 金融風險管理及公平值 (續)

#### (d) 貨幣風險 (續)

##### (ii) 敏感度分析

下表詳列本集團除稅後溢利(及保留溢利)及將產生合併權益其他部份(倘本集團外匯匯率於報告期末因該利率於該日變動而存在重大風險，假設所有其他風險變量保持不變)的即時變動。

上述分析的結果總結了本集團以相關功能貨幣計量的除稅後溢利及保留溢利的即時影響，有關影響以各報告期末的現行匯率換算為人民幣，以供呈列之用。

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### 30 Financial risk management and fair values (continued)

#### (d) Currency risk (continued)

##### (ii) Sensitivity analysis (continued)

The sensitivity analysis above assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency at the end of the respective reporting periods, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis has been performed on the same basis for 2018.

#### (e) Fair value

##### (i) Financial instruments carried at fair value

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. Unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date

### 30 金融風險管理及公平值 (續)

#### (d) 貨幣風險 (續)

##### (ii) 敏感度分析 (續)

上述敏感度分析乃假設外幣匯率的變動已用於重新計量本集團於各報告期末所持使本集團面臨外匯風險的金融工具，包括本集團內公司間應付款項及應收款項，有關款項以貸款人或借款人功能貨幣以外的貨幣列值。分析並不包括因海外業務財務報表兌換為本集團呈列貨幣產生的差額。分析乃以與二零一八年相同的基準進行。

#### (e) 公平值

##### (i) 按公平值列賬的金融工具

下表呈列本集團金融工具的公平值，該等金融工具於報告期末按經常性基準計量，並分類為國際財務報告準則第13號公平值計量所界定的三級公平值架構。將公平值計量分類的等級乃經參考如下估值方法所用輸入數據的可觀察性及重要性後釐定：

- 層級1估值：僅使用層級1輸入數據（即於計量日相同資產或負債於活躍市場的未經調整報價）計量的公平值

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### 30 Financial risk management and fair values (continued)

#### (e) Fair value (continued)

##### (i) Financial instruments carried at fair value (continued)

- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

The Group has a team headed by the chief financial officer performing valuations for the financial instruments, including foreign currency option contracts and foreign currency forward contracts which are categorised into Level 2 of the fair value hierarchy. The team reports directly to the chief executive officer. A valuation report with analysis of changes in fair value measurement is prepared at the end of each reporting period, and is reviewed and approved by the chief financial officer.

### 30 金融風險管理及公平值 (續)

#### (e) 公平值 (續)

##### (i) 按公平值列賬的金融工具 (續)

- 層級2估值：使用層級2輸入數據（即未能達到層級1的可觀察輸入數據）且並未使用重大不可觀察輸入數據計量的公平值。不可觀察輸入數據為無市場數據的輸入數據
- 層級3估值：使用重大不可觀察輸入數據計量的公平值

本集團有一隊由財務總監帶領的團隊對金融工具（包括分類至公平值等級中層級2的外匯期權合約及外匯遠期合約）進行估值。該團隊直接向行政總裁報告。於各報告期末編製附有公平值計量變動分析的估值報告，並由財務總監審閱及批准。

Fair value measurement as at 31 December 2019 categorised into 於二零一九年十二月三十一日的公平值計量分類為				
	2019 二零一九年 RMB'000 人民幣千元	Level 1 層級1 RMB'000 人民幣千元	Level 2 層級2 RMB'000 人民幣千元	Level 3 層級3 RMB'000 人民幣千元
<b>Assets:</b>				
Derivative financial assets				
- Foreign currency option contracts	26,472	-	26,472	-
<b>Liabilities:</b>				
Derivative financial liabilities				
- Foreign currency forward contracts	(9,142)	-	(9,142)	-

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### 30 Financial risk management and fair values (continued)

### 30 金融風險管理及公平值 (續)

#### (e) Fair value (continued)

#### (e) 公平值 (續)

#### (i) Financial instruments carried at fair value (continued)

#### (i) 按公平值列賬的金融工具 (續)

Fair value measurement as at  
31 December 2018 categorised into  
於二零一八年十二月三十一日的公平值計量分類為

	2018 二零一八年 RMB'000 人民幣千元	Level 1 層級1 RMB'000 人民幣千元	Level 2 層級2 RMB'000 人民幣千元	Level 3 層級3 RMB'000 人民幣千元
<b>Assets:</b>				
<b>Derivative financial assets</b>				
- Foreign currency option contracts	105,251	-	105,251	-
<b>Liabilities:</b>				
<b>Derivative financial liabilities</b>				
- Foreign currency forward contracts	(201)	-	(201)	-

The fair value of foreign currency forward contracts in Level 2 is determined by using the forward exchange rates at the end of the reporting period and comparing to the contractual rates, with the resulting value discounted back to the present value.

The fair value of foreign exchange option contracts in Level 2 is determined by using the Black-Scholes-Merton model. The observable inputs for valuation were described in note 17.

層級2外匯遠期合約的公平值乃通過採用報告期末遠期匯率釐定，並與合約匯率相比，將所得價值貼現至目前價值。

層級2外匯期權合約的公平值採用柏力克-舒爾斯-墨頓模型釐定。估值的可觀察輸入數據載於附註17。

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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 30 Financial risk management and fair values (continued)

#### (e) Fair value (continued)

##### (ii) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2019 and 31 December 2018.

### 31 Commitments

#### (a) Capital commitments outstanding at 31 December 2019 not provided for in the financial statements were as follows:

Contracted for

已訂約

### 30 金融風險管理及公平值 (續)

#### (e) 公平值 (續)

##### (ii) 並非按公平值列賬的金融資產及負債的公平值

本集團按成本或攤銷成本入賬的金融工具的賬面值與其於二零一九年十二月三十一日及二零一八年十二月三十一日的公平值並無重大差別。

### 31 承擔

#### (a) 於二零一九年十二月三十一日尚未償還且於財務報表並無計提撥備的資本承擔如下：

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Contracted for	386,731	178,811

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### 31 Commitments (continued)

(b) As at 31 December 2018, the total future minimum lease payments under non-cancellable operating leases were payable as follows:

		RMB'000 人民幣千元
Within 1 year	1年內	5,117
After 1 year but within 5 years	1年後但於5年內	3,389
		<hr/>
		8,506

The Group is the lessee in respect of a number of properties held under leases which were previously classified as operating leases under IAS 17. The Group has initially applied IFRS 16 using the modified retrospective approach. Under this approach, the Group adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to these leases (see note 1(c)). From 1 January 2019 onwards, future lease payments are recognised as lease liabilities in the statement of financial position in accordance with the policies set out in note 1(j), and the details regarding the Group's future lease payments are disclosed in note 24.

### 31 承擔 (續)

(b) 於二零一八年十二月三十一日，根據不可撤銷經營租約應付的未來最低租賃付款總額如下：

本集團為根據先前根據國際會計準則第17號分類為經營租賃之租賃項下若干物業之承租人。本集團已使用修訂追溯法初步應用國際財務報告準則第16號。根據該方法，本集團已對二零一九年一月一日之年初結餘作出調整以確認與該等租賃有關之租賃負債（見附註1(c)）。自二零一九年一月一日起，未來租賃付款將根據附註1(j)所載政策於財務狀況表確認為租賃負債，有關本集團未來租賃付款之詳情披露於附註24。

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### 32 Material related party transactions

In addition to the related party information disclosed elsewhere in these financial statements, the Group entered into the following significant related party transactions:

### 32 重大關聯方交易

除該等財務報表其他部分所披露的關聯方資料外，本集團訂立以下重大關聯方交易：

Name of related parties 關聯方名稱	Relationship with the Group 與本集團的關係
– CK Telecom Limited (“Heyuan CK”)* (西可通信技術設備(河源)有限公司)	Controlled by Mr. He Ningning 由何寧寧先生控制
– 西可通信技術設備(河源)有限公司(「河源西可」)	Controlled by key management of the Group 由本集團主要管理人員控制
– Guangzhou CK Telecom Limited (“Guangzhou CK”) (廣州西可通信技術設備有限公司)	Controlled by Mr. He Ningning 由何寧寧先生控制
– 廣州西可通信技術設備有限公司(「廣州西可」)	Controlled by Mr. He Ningning 由何寧寧先生控制
– Van Telecom Limited (“Van Telecom PRC”) (唯安科技有限公司)	Controlled by Mr. He Ningning 由何寧寧先生控制
– 唯安科技有限公司(「唯安科技中國」)	Controlled by Mr. He Ningning 由何寧寧先生控制
– C-Flex Electronic (Heyuan) Ltd.* (“C-Flex Electronic”) (西普電子(河源)有限公司)	Controlled by Mr. He Ningning 由何寧寧先生控制
– 西普電子(河源)有限公司(「西普電子」)	Controlled by Mr. He Ningning 由何寧寧先生控制
– CK Telecom Asia Pacific Ltd.	Controlled by Mr. He Ningning 由何寧寧先生控制
– CK Telecom Asia Pacific Ltd.	Controlled by Mr. He Ningning 由何寧寧先生控制
– Chengdu CK Technology Limited* (“Chengdu CK”) (成都西可科技有限公司)	Controlled by Mr. He Ningning 由何寧寧先生控制
– 成都西可科技有限公司(「成都西可」)	Controlled by Mr. He Ningning 由何寧寧先生控制
– C-Flex Electronic (Huangshi) Ltd. (“Huangshi C-Flex”) (黃石西普電子科技有限公司)	Controlled by Mr. He Ningning 由何寧寧先生控制
– 黃石西普電子科技有限公司(「黃石西普」)	Controlled by Mr. He Ningning 由何寧寧先生控制
– Kunshan KEIRAKU Precision Industrial Company Limited* (“Kunshan KEIRAKU”)(昆山惠樂精密工業有限公司)	Controlled by Mr. He Ningning 由何寧寧先生控制
– 昆山惠樂精密工業有限公司(「昆山惠樂」)	Controlled by Mr. He Ningning 由何寧寧先生控制
– Heyuan Youhua Micro Electronic Technology Company Limited (Former name “Huizhou Youhua Micro Electronic Technology Company Limited”) * (“Heyuan Youhua”) (“河源友華微機電科技有限公司”)	Controlled by Mr. He Ningning 由何寧寧先生控制
– 河源友華微機電科技有限公司(前稱「惠州友華微電子科技有限公司」)(「河源友華」)	Controlled by Mr. He Ningning 由何寧寧先生控制
– Dongguan Xinxu Optical Limited (“Dongguan Xinxu”)* (東莞新旭光學有限公司)	The subsidiary of associate of the Group 本集團聯營公司的附屬公司
– 東莞新旭光學有限公司(「東莞新旭」)	The subsidiary of associate of the Group 本集團聯營公司的附屬公司

\* The English translation of the companies’ names is for reference only. The official names of these companies are in Chinese.

\* 該等公司名稱之英文翻譯僅供參考。該等公司的正式名稱為中文。

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### 32 Material related party transactions (continued)

#### (a) Key management personnel remuneration

Key management personnel are those persons holding positions with authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including the Company's directors.

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 6 and certain of the highest paid employees as disclosed in note 7, is as follows:

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	10,709	7,205
Post-employment benefits	離職後福利	145	109
Equity compensation benefits	股權補償福利	402	1,052
		<b>11,256</b>	<b>8,366</b>

The above remuneration to key management personnel is included in "staff costs" (note 4(b)).

### 32 重大關聯方交易(續)

#### (a) 主要管理人員薪酬

主要管理人員指擔任直接或間接擁有規劃、指導及控制本集團活動的權利與責任之職務的人士，包括本公司董事。

本集團主要管理人員薪酬包括已付本公司董事(如附註6所披露)及若干最高薪酬僱員(如附註7所披露)金額如下：

上述主要管理人員薪酬載於「員工成本」(附註4(b))。



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### 32 Material related party transactions (continued)

### 32 重大關聯方交易 (續)

#### (b) Transactions with related parties

#### (b) 與關聯方的交易

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Sales of products to	產品售予		
– Heyuan CK	– 河源西可	12,117	25,939
Purchases of products from	產品購自		
– Huangshi C-Flex	– 黃石西普	101,962	24,749
– Van Telecom PRC	– 唯安科技中國	–	85
– Kunshan KEIRAKU	– 昆山惠樂	82	–
– Heyuan Youhua	– 河源友華	110,749	76,126
– Dongguan Xinxu	– 東莞新旭	39,877	84,824
		252,670	185,784
		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Rental expenses to	支付租賃開支予		
– Chengdu CK	– 成都西可	55	90
– Van Telecom PRC	– 唯安科技中國	–	2,847
		55	2,937

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### 32 Material related party transactions (continued)

### 32 重大關聯方交易(續)

#### (c) Balances with related parties

At 31 December 2019, the Group had the following balances with related parties.

##### (i) Due from related parties

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Trade-related</b>	<b>貿易相關</b>		
Trade receivables	貿易應收款項		
– Heyuan CK	– 河源西可	7,479	4,242

##### (ii) Due to related parties

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Trade-related</b>	<b>貿易相關</b>		
Trade and bills payable	貿易應付款項及應付票據		
– Van Telecom PRC	– 唯安科技中國	–	26
– Huangshi C-Flex	– 黃石西普	3,794	20,853
– Heyuan Youhua	– 河源友華	12,567	63,609
– Dongguan Xinxu	– 東莞新旭	8,006	18,463
		<b>24,367</b>	<b>102,951</b>

#### (c) 與關聯方結餘

於二零一九年十二月三十一日，本集團與關聯方有以下結餘。

##### (i) 應收關聯方

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Trade-related</b>	<b>貿易相關</b>		
Trade receivables	貿易應收款項		
– Heyuan CK	– 河源西可	7,479	4,242

##### (ii) 應付關聯方

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Trade-related</b>	<b>貿易相關</b>		
Trade and bills payable	貿易應付款項及應付票據		
– Van Telecom PRC	– 唯安科技中國	–	26
– Huangshi C-Flex	– 黃石西普	3,794	20,853
– Heyuan Youhua	– 河源友華	12,567	63,609
– Dongguan Xinxu	– 東莞新旭	8,006	18,463
		<b>24,367</b>	<b>102,951</b>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日

(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 32 Material related party transactions (continued)

#### (c) Balances with related parties (continued)

##### (ii) Due to related parties (continued)

The amounts due from/to related parties as at 31 December 2019 and 31 December 2018 were expected to be recovered/repaid within one year.

### 32 重大關聯方交易 (續)

#### (c) 與關聯方結餘 (續)

##### (ii) 應付關聯方 (續)

於二零一九年十二月三十一日及二零一八年十二月三十一日，應收／應付關聯方款項預期將於一年內收回／償還。

	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Lease liabilities (Note)</b> – Van Telecom PRC	<b>3,104</b>	–
<b>租賃負債 (附註)</b> – 唯安科技中國	<b>3,104</b>	–

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## 合併財務報表附註

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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 32 Material related party transactions (continued)

#### (c) Balances with related parties (continued)

##### (ii) Due to related parties (continued)

Notes: In January 2019, the Group entered into a two-year lease in respect of certain leasehold properties from a fellow subsidiary of the Group for produce and storage of inventories and staff accommodation; the Group also entered into a one year lease in respect of certain leasehold properties from a fellow subsidiary of the group for office matters. The amount of rent payable by the Group under the lease is RMB279,000 per month, which was determined with reference to amounts charged by the fellow subsidiary to third parties. At the commencement date of the lease, the Group recognised a right-of-use asset and a lease liability of RMB6,064,000.

#### (d) Applicability of the Listing Rules relating to continuing connected transactions

The transactions in relation to sales of products to Heyuan CK, purchases of products from Van Telecom PRC, Kunshan KEIRAKU, Heyuan Youhua and Huangshi C-Flex as disclosed above constitute connected transaction or continuing connected transactions as defined in Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The disclosures required by Chapter 14A of the Listing Rules are provided in the section headed "Continuing Connected Transactions" of the Directors Report.

### 32 重大關聯方交易 (續)

#### (c) 與關聯方結餘 (續)

##### (ii) 應付關聯方 (續)

附註：於二零一九年一月，本集團就本集團一間同系附屬公司的若干租賃物業訂立一份為期兩年的租約，以生產及存儲存貨及用作員工住宿；本集團亦就本集團一間同系附屬公司的若干租賃物業訂立一份為期一年的租約，以供辦公事宜之用。本集團於租約項下應付的租金金額為每月人民幣279,000元，其乃經參考該同系附屬公司向第三方收取的金額而釐定。於租賃開始日期，本集團確認使用權資產及租賃負債人民幣6,064,000元。

#### (d) 與持續關連交易相關的上市規則的適用性

上文所披露之關於向河源西可銷售產品、向唯安科技中國、昆山惠樂、河源友華及黃石西普購買產品的交易構成香港聯合交易所有限公司證券上市規則（「上市規則」）第14A章所定義的關連交易或持續關連交易。上市規則第14A章所規定之披露載於董事會報告「持續關連交易」一節。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日

(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 33 Company level statement of financial position

### 33 公司層面財務狀況表

		2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>		
Investments in subsidiaries	投資附屬公司	127,545	22,744
Investments in associate	投資聯營公司	275,236	229,407
Amount due from a subsidiary	應收一間附屬公司款項	558,123	549,082
		<b>960,904</b>	<b>801,233</b>
<b>Current assets</b>	<b>流動資產</b>		
Amount due from a subsidiary	應收一間附屬公司款項	603,524	361,216
Cash and cash equivalents	現金及現金等價物	2,075	1,662
		<b>605,599</b>	<b>362,878</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Trade and other payables	貿易及其他應付款項	8,185	2
Amount due to a subsidiary	應付一間附屬公司款項	157,299	47,150
		<b>165,484</b>	<b>47,152</b>
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>440,115</b>	<b>315,726</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>1,401,019</b>	<b>1,116,959</b>
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>		
Share capital	股本	9,248	9,022
Reserves	儲備	1,391,771	1,107,937
<b>TOTAL EQUITY</b>	<b>權益總額</b>	<b>1,401,019</b>	<b>1,116,959</b>

Approved and authorised for issue by the board of directors on 9 March 2020.

董事會於二零二零年三月九日核准並許可刊發。

He Ningning  
Wang Jianqiang

Directors

何寧寧  
王健強

董事

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日

(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 33 Company level statement of financial position (continued)

Note: The Company has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 1(c).

### 34 Significant accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The selection of critical accounting policies, the judgements and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in condition and assumptions are factors to be considered when reviewing these financial statements. The principal accounting policies are set forth in note 1. The Group believes the following critical accounting policies involve the most significant judgements and estimates used in the preparation of these financial statements.

#### (a) Loss allowance for trade receivables

The Group estimates the loss allowances for trade receivables by assessing the ECLs. This requires the use of estimates and judgements. ECLs are based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the end of reporting period. Where the estimation is different from the original estimate, such difference will affect the carrying amounts of trade receivables and thus the impairment loss in the period in which such estimate is changed. The Group keeps assessing the expected credit loss of trade receivables during their expected lives.

### 33 公司層面財務狀況表 (續)

附註：本公司已於二零一九年一月一日使用修訂追溯法初步應用國際財務報告準則第16號。根據該方法，比較資料並無重列。見附註1(c)。

### 34 重大會計估計及判斷

估計及判斷會以經驗及其他因素(包括因應當時情況認為屬對未來事件的合理預期)為基準持續評估。

重要會計政策的選擇、影響該等政策應用的判斷及其他不明朗因素以及所呈報業績對條件及假設變動的敏感度均為審閱此等財務報表時所考慮的因素。主要會計政策載列於附註1。本集團相信，以下重要會計政策涉及編製此等財務報表所使用的最為重要的判斷及估計。

#### (a) 貿易應收款項的虧損撥備

本集團透過評估預期信貸虧損估計貿易應收款項的虧損撥備。這需要運用估計及判斷。預期信貸虧損乃根據本集團的過往信貸虧損經驗，就具體債務人的因素作出之調整及於報告期末對當前及預期整體經濟狀況作出的評估得出。倘估計與初始估計出現差異，有關差異將影響貿易應收款項的賬面值，因此，有關估計期間的減值虧損會出現變動。本集團會在預定期限內不斷評估貿易應收款項的預期信貸虧損。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 34 Significant accounting estimates and judgements (continued)

#### (b) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale. These estimates are based on the current market conditions and the historical experience of selling products with similar nature. It could change significantly as a result of changes in customer preferences and competitor actions in response to severe industry cycles. Management reassesses these estimates at the end of each reporting period.

#### (c) Impairment of Property, Plant and Equipment

If circumstances indicate that the carrying value of an asset may not be recoverable, the asset may be considered “impaired”, and an impairment loss may be recognised in profit or loss. The carrying amounts of assets are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. These assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to recoverable amount.

The recoverable amount is the greater of the fair value less costs to sell and the value in use. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgment relating to level of sales volume, sales revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of sales volume, sales revenue and amount of operating costs.

### 34 重大會計估計及判斷 (續)

#### (b) 存貨的可變現淨值

存貨的可變現淨值乃於日常業務過程中的估計售價減估計完成的成本及進行銷售所需的估計成本。該等估計乃基於目前市況及銷售類似性質產品的過往經驗。其可能因客戶偏好的變動及競爭對手針對嚴重行業週期採取的行動而出現重大變化。管理層於各報告期末重新評估該等估計。

#### (c) 物業、廠房及設備減值

倘情況顯示資產的賬面值可能無法收回，則該資產可能被視為「已減值」，並可在損益中確認減值虧損。資產的賬面值會定期進行審閱，以評估可收回金額是否已下跌至低於賬面值。當事件或情況變動顯示該等資產的記錄賬面值可能無法收回時，有關資產會進行減值測試。倘出現上述下跌，賬面值會減至可收回金額。

可收回金額為公平值減出售成本與使用價值兩者中的較高者。在釐定使用價值時，資產產生的預期現金流量會折現至其現值，而這需要對銷售額、銷售收入及經營成本作出重大判斷。本集團在釐定與可收回金額相若的合理數額時會採用所有可供使用的資料，包括根據對銷售額、銷售收入及經營成本的合理且可以證據支持的假設和預測作出的估計。

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## 合併財務報表附註

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(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 34 Significant accounting estimates and judgements (continued)

#### (d) Depreciation and amortisation

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives, after taking into account the estimated residual value. Intangible assets are amortised on a straight-line basis over the estimated useful lives. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation and amortisation expenses to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation and amortisation expenses for future periods are adjusted prospectively if there are significant changes from previous estimates.

### 35 Comparative figures

The Group has initially applied IFRS 16 at 1 January 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 1(c).

### 36 Subsequent Event

The COVID-19 outbreak since early 2020 has brought additional uncertainties in the macroeconomic situation. As of the date of the 2019 annual results announcement of the Company, the impact of the COVID-19 outbreak on the Group's operation in 2020 was insignificant. However, the epidemic has spread rapidly in the United States, Europe, India and other countries and regions in recent times. The Group's manufacturing base in India has suspended production and operation as required by the Indian government. As the production capacity of the manufacturing base in India accounts for less than one-tenth of the total production capacity of the Group, the impact of the suspension of production and operation of the manufacturing base in India on the Group's capability of delivery is insignificant. Combined with the development of the epidemic in Mainland China, the management of the Group also expects that the suspension of production and operation of the manufacturing base in India will not be long-lasting. The management of the Group is in the process of making continuing assessment of the impact of the outbreak of the COVID-19.

### 34 重大會計估計及判斷 (續)

#### (d) 折舊及攤銷

物業、廠房及設備乃經計及估計殘值後以直線法於其估計可使用年期折舊。無形資產以直線法於其估計可使用年期攤銷。本集團定期審閱資產的估計可使用年期，以釐定於任何報告期內記錄的折舊及攤銷開支金額。可使用年期乃根據本集團對類似資產的過往經驗，並計及預計的技術變化後得出。倘過往估計出現重大變動，未來期間的折舊及攤銷開支則會作預早調整。

### 35 比較數字

本集團已於二零一九年一月一日使用修訂追溯法初步應用國際財務報告準則第16號。根據該方法，比較資料並無重列。有關會計政策變動之進一步詳情披露於附註1(c)。

### 36 期後事項

二零二零年初起的新冠狀病毒爆發已對宏觀經濟環境帶來額外不明朗因素。截至本公司發佈二零一九年度業績公告之日止，新冠狀病毒爆發對本集團二零二零年的營運影響甚微。但近期包括美國、歐洲、印度等國家和地區的疫情擴散迅速，本集團於印度的製造基地已經按印度政府的要求暫停生產運營，但印度製造基地的產能占本集團總產能規模的比例不到十分之一，因此，印度製造基地暫停生產運營對本集團的交付能力影響甚微，結合中國大陸的疫情發展情況，本集團管理層亦期望印度製造基地的暫停生產運營不會持續太長時間。本集團管理層正在不斷評估新冠狀病毒爆發的影響。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

31 December 2019 二零一九年十二月三十一日

(Expressed in Renminbi unless otherwise indicated) (除另有指明外，以人民幣列示)

### 37 Immediate and ultimate controlling party

As at 31 December 2019, the directors consider the immediate controlling party of the Group to be QT Investment, which is incorporated in the BVI, and the ultimate controlling party of the Group to be Mr. He Ningning.

### 37 直接及最終控股方

於二零一九年十二月三十一日，董事認為本集團的直接控股方為於英屬處女群島註冊成立的丘鈦投資，而本集團的最終控股方為何寧寧先生。

### 38 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2019

Up to the date of issue of these financial statements, the IASB has issued a number of amendments and a new standard, IFRS 17, Insurance contracts, which are not yet effective for the year ended 31 December 2019 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

### 38 截至二零一九年十二月三十一日止年度已頒佈惟尚未生效的修訂、新訂準則及詮釋的可能影響

截至此等財務報表刊發日期，國際會計準則理事會已頒佈多項修訂及一項新訂準則國際財務報告準則第17號保險合約，其於截至二零一九年十二月三十一日止年度尚未生效，故於此等財務報表並未採用。該等發展包括以下可能與本集團相關者。

#### Effective for accounting periods beginning on or after 於下列日期或之後開始的 會計期間生效

Amendments to IFRS 3, Definition of a business  
國際財務報告準則第3號(修訂本)，業務的定義

1 January 2020  
二零二零年一月一日

Amendments to IAS 1 and IAS 8, Definition of material

1 January 2020

國際會計準則第1號及國際會計準則第8號(修訂本)，重大的定義

二零二零年一月一日

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團正評估此等發展於首次應用期間將帶來的預期影響。迄今本集團已得出結論，採納此等發展對合併財務報表造成重大影響之可能性不大。

