



Lvji Technology Holdings Inc.

驢跡科技控股有限公司

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

Stock Code 股份代號 : 1745

2019

Annual Report

年報





Contents 目錄

2	Corporate Information	公司資料
5	Key Highlights	重點摘要
7	Four-Year Performance Review	四年業績回顧
8	Chairman's Statement	主席報告
12	Management Discussion And Analysis	管理層討論與分析
26	Profiles Of Directors And Senior Management	董事及高級管理層履歷
33	Directors' Report	董事會報告
56	Corporate Governance Report	企業管治報告
73	Independent Auditor's Report	獨立核數師報告
78	Consolidated Statement Of Profit or Loss	綜合損益表
79	Consolidated Statement Of Comprehensive Income	綜合全面收益表
80	Consolidated Statement Of Financial Position	綜合財務狀況表
82	Consolidated Statement Of Changes In Equity	綜合權益變動表
83	Consolidated Statement Of Cash Flows	綜合現金流量表
85	Notes To Financial Statements	財務報表附註
151	Definition	釋義

Corporate Information 公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Zang Weizhong (*Chairman and Chief Executive Officer*)
Ms. Sun Hongyan
Mr. Long Chao

Non-executive Directors

Mr. Zhou Qinyong
Mr. Cheung King Him Edmund
Mr. Zhang Jun

Independent Non-Executive Directors

Ms. Gu Jianlu
Mr. Liu Yong
Ms. Wu Daxiang

AUDIT COMMITTEE

Ms. Gu Jianlu (*Chairman*)
Mr. Liu Yong
Ms. Wu Daxiang

REMUNERATION COMMITTEE

Ms. Gu Jianlu (*Chairman*)
Mr. Zang Weizhong
Mr. Liu Yong

NOMINATION COMMITTEE

Ms. Wu Daxiang (*Chairman*)
Mr. Long Chao
Mr. Liu Yong

COMPANY SECRETARY

Ms. Lam Shi Ping, *ACIS, ACS*

AUTHORIZED REPRESENTATIVES

Mr. Zang Weizhong
Ms. Lam Shi Ping, *ACIS, ACS*

REGISTERED OFFICE IN THE CAYMAN ISLANDS

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

董事會

執行董事

臧偉仲先生 (*主席兼行政總裁*)
孫紅艷女士
龍超先生

非執行董事

周勤勇先生
張敬謙先生
張軍先生

獨立非執行董事

顧劍璐女士
劉勇先生
吳大香女士

審核委員會

顧劍璐女士 (*主席*)
劉勇先生
吳大香女士

薪酬委員會

顧劍璐女士 (*主席*)
臧偉仲先生
劉勇先生

提名委員會

吳大香女士 (*主席*)
龍超先生
劉勇先生

公司秘書

林仕萍女士 · *ACIS · ACS*

授權代表

臧偉仲先生
林仕萍女士 · *ACIS · ACS*

開曼群島註冊辦事處

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

Corporate Information 公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Room 501, 238 Gaotang Road
Tianhe District
Guangzhou City
the PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

31/F., 148 Electric Road
North Point
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG SHARE REGISTRAR

Boardroom Share Registrars (HK) Limited
2103B, 21/F., 148 Electric Road
North Point
Hong Kong

LEGAL ADVISORS

As to Hong Kong law
Morrison & Foerster
33/F, Edinburgh Tower, The Landmark
15 Queen's Road
Central
Hong Kong

COMPLIANCE ADVISOR

Giraffe Capital Limited
3/F, 8 Wyndham Street
Central
Hong Kong

INDEPENDENT AUDITOR

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

總部及中國主要營業地點

中國
廣州市
天河區
高唐路238號501室

香港主要營業地點

香港
北角
電氣道148號31樓

證券過戶登記總處

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

香港證券登記處

寶德隆證券登記有限公司
香港
北角
電氣道148號21樓2103B室

法律顧問

有關香港法律
美富律師事務所
香港
中環
皇后大道15號
置地廣場公爵大廈33樓

合規顧問

智富融資有限公司
香港
中環
雲咸街8號3樓

獨立核數師

安永會計師事務所
香港
中環
添美道1號
中信大廈22樓



Corporate Information 公司資料

PRINCIPAL BANKS

China Construction Bank Corporation
(Guangzhou Gaoxin District Tianhe Science and Technology Park Sub-branch)
No.101, 1/F, 1021 Gaopu Road
Tianhe District, Guangzhou
the PRC

Bank of China
(Guangzhou Zhihuicheng Sub-branch)
No.1933 Huaguan Road
Tianhe District, Guangzhou
the PRC

China Merchants Bank
(Science and Technology Park Sub-branch)
1/F, Block A, Guangzhou Information Port
No.33-49 Keyun Road
Tianhe District, Guangzhou
the PRC

China Construction Bank Corporation
(Huoerguosi Ya Ou Bei Lu Sub-branch)
No.1 Ya Ou Bei Lu
Huoerguosi Port
Ili, Xinjiang
the PRC

STOCK CODE

1745

COMPANY'S WEBSITE

www.lvji.cn

主要往來銀行

中國建設銀行股份有限公司
(廣州高新區天河科技園支行)
中國
廣州市天河區
高普路1021號1層101號

中國銀行
(廣州智慧城支行)
中國
廣州市天河區
華觀路1933號

招商銀行
(科技園支行)
中國
廣州市天河區
科韻路33-49號
廣州信息港A座首層

中國建設銀行股份有限公司
(霍爾果斯亞歐北路支行)
中國
新疆伊犁州
霍爾果斯口岸
亞歐北路1號

股份代號

1745

公司網站

www.lvji.cn

Key Highlights 重點摘要

For the year ended December 31, 2019:

- Revenue increased by approximately 79.6% year-to-year to RMB541.8 million from RMB301.7 million in 2018.
- Profit for the year increased by approximately 61.1% year-to-year to RMB160.8 million from RMB99.8 million in 2018. Net profit margin decreased from approximately 33.1% in 2018 to 29.7% in 2019.
- Excluding listing expenses, our adjusted profit for the year (a non-GAAP measure) increased by approximately 68.6% year-to-year to RMB178.8 million from RMB106.1 million in 2018. Adjusted net profit margin (a non-GAAP measure) decreased slightly from approximately 35.2% in 2018 to 33.0% in 2019.
- Number of online tour guide increased by approximately 142.0% year-to-year from 8,056 for the year ended December 31, 2018 to 19,493 for the year ended December 31, 2019.
- Number of tourist attractions in China that our online tour guide covered increased by approximately 106.4% year-to-year from 5,445 for the year ended December 31, 2018 to 11,238 for the year ended December 31, 2019.

截至二零一九年十二月三十一日止年度：

- 收益由二零一八年的人民幣301.7百萬元同比增長約79.6%至人民幣541.8百萬元。
- 年內盈利由二零一八年的人民幣99.8百萬元同比增長約61.1%至人民幣160.8百萬元。純利率由二零一八年的約33.1%減少至二零一九年的29.7%。
- 不計上市開支，經調整年內盈利（按非公認會計原則計量）由二零一八年的人民幣106.1百萬元同比增加約68.6%至人民幣178.8百萬元。經調整純利率（按非公認會計原則計量）由二零一八年的約35.2%略微下降至二零一九年的33.0%。
- 在線電子導覽數目同比增加約142.0%，由截至二零一八年十二月三十一日止年度的8,056個增加至截至二零一九年十二月三十一日止年度的19,493個。
- 我們在線電子導覽覆蓋的中國旅遊景區數目同比增長約106.4%，由截至二零一八年十二月三十一日止年度的5,445個增長至截至二零一九年十二月三十一日止年度的11,238個。

Key Highlights
重點摘要

FINANCIAL SUMMARY

財務概要

		Year ended December 31, 截至十二月三十一日止年度		Year-to-year change 同比變動
		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)	
Revenue	收益	541,813	301,692	79.6%
Gross profit	毛利	232,382	141,153	64.6%
Profit before tax	除稅前盈利	171,363	115,794	48.0%
Profit for the year	年內盈利	160,784	99,783	61.1%
Net profit margin	純利率	29.7%	33.1%	(3.4) percentage points (3.4)個百分點
Profit for the year excluding listing expenses*	不計上市開支的年內盈利*	178,796	106,057	68.6%
Net profit margin excluding listing expenses*	不計上市開支的純利率*	33.0%	35.2%	(2.2) percentage points (2.2)個百分點

* Non-GAAP measures

* 按非公認會計原則計量

OPERATING METRICS

經營指標

		Year ended December 31, 截至十二月三十一日止年度		Year-to-year change 同比變動
		2019 二零一九年	2018 二零一八年	
Online tour guide developed	開發的在線電子導覽	19,493	8,056	142.0%
Tourist attractions covered in China	覆蓋的中國旅遊景區	11,238	5,445	106.4%

Four-Year Performance Review

四年業績回顧

RESULTS

業績

		Year ended December 31, 截至十二月三十一日止年度			
		2019	2018	2017	2016
		二零一九年	二零一八年	二零一七年	二零一六年
		(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)
REVENUE	收益	541,813	301,692	71,613	13,479
Gross profit	毛利	232,382	141,153	34,198	6,432
PROFIT BEFORE TAX	除稅前盈利	171,363	115,794	29,817	5,138
PROFIT FOR THE YEAR	年內盈利	160,784	99,783	25,560	3,843

ASSETS AND LIABILITIES

資產及負債

		As of December 31, 截至十二月三十一日			
		2019	2018	2017	2016
		二零一九年	二零一八年	二零一七年	二零一六年
		(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)
ASSETS	資產				
Non-current assets	非流動資產	568,409	213,616	61,490	9,079
Current assets	流動資產	158,389	241,685	30,958	14,591
Total assets	資產總值	726,798	455,301	92,448	23,670
EQUITY	權益				
Equity attributable to owners of the parent	應佔母公司擁有人權益	664,686	406,031	77,577	21,017
Total equity	權益總額	664,686	406,031	77,577	21,017
LIABILITIES	負債				
Non-current liabilities	非流動負債	4,791	1,546	3,484	386
Current liabilities	流動負債	57,321	47,724	11,387	2,267
Total liabilities	負債總額	62,112	49,270	14,871	2,653
Total equity and liabilities	權益及負債總額	726,798	455,301	92,448	23,670

Chairman's Statement 主席報告

I am pleased to present our first annual report for the year ended December 31, 2019 as a publicly listed company to our Shareholders.

BUSINESS REVIEW AND OUTLOOK

2019 was a remarkable year for the Company. We achieved solid growth and profitability. We listed our Shares on the Main Board of the Hong Kong Stock Exchange on January 17, 2020. Through our successful Listing, we have built our name in the capital market as an industry innovator, a market leader as well as a pioneer in the online tourism industry. As we continue to focus on user reach, product innovation and user experience, we have achieved strong business growth for the year ended December 31, 2019 and continued our momentum, which we believe makes us one of the fastest growing companies in China's online tourism industry.

2019 Results Highlights

Our total revenue increased by approximately 79.6% from RMB301.7 million for the year ended December 31, 2018 to RMB541.8 million for the year ended December 31, 2019. Our profit for the year increased by approximately 61.1% from RMB99.8 million for the year ended December 31, 2018 to RMB160.8 million for the year ended December 31, 2019. Our net profit margin decreased from approximately 33.1% in 2018 to 29.7% in 2019.

Benefited from faster penetration and continuous innovation on various ancillary value-added tourism products and services, we have maintained high growth in our online tour guide developed and the number of tourist attractions our online tour guide covered. For the year ended December 31, 2019, our online tour guide increased by 142.0% year-to-year from 8,056 in 2018 to 19,493 in 2019. Over the same period, the number of tourist attractions in China our online tour guide covered increased by 106.4% year-to-year from 5,445 in 2018 to 11,238 in 2019, of which the number of A to AAAAA tourist attractions we covered in China increased by approximately 50.6% year-to-year.

In August 2019, we were awarded The 8th China Innovation and Entrepreneurship Competition (Guangdong District) Internet Industry Champion by the Ministry of Science and Technology of China (中華人民共和國科學技術部), Ministry of Finance of China (中華人民共和國財政部), Ministry of Education of China (中華人民共和國教育部), Cyberspace Administration of China (中央網路安全和信息化委員會辦公室), All-China Federation of Industry and Commerce (中華全國工商業聯合會), in recognition of our outstanding product and service innovation and our industry influence.

本人欣然向股東提呈本公司作為一間公眾上市公司於截至二零一九年十二月三十一日止年度的首份年度報告。

業務回顧及展望

二零一九年對本公司而言是非凡一年，我們實現了穩步的增長及盈利。我們的股份於二零二零年一月十七日在香港聯交所主板上市。憑藉成功上市，我們以在線旅遊行業的行業創新者、市場領導者及先驅者的姿態在資本市場建立起知名度。通過持續聚焦於用戶覆蓋範圍、產品創新及用戶體驗，我們於截至二零一九年十二月三十一日止年度取得強勁業務增長並延續此勢頭，藉此我們相信我們成為中國在線旅遊行業增長最快的公司之一。

二零一九年業績摘要

我們的收益總額由截至二零一八年十二月三十一日止年度的人民幣301.7百萬元增長約79.6%至截至二零一九年十二月三十一日止年度的人民幣541.8百萬元。我們的年內盈利由截至二零一八年十二月三十一日止年度的人民幣99.8百萬元增長約61.1%至截至二零一九年十二月三十一日止年度的人民幣160.8百萬元。我們的純利率由二零一八年的約33.1%減少至二零一九年的29.7%。

得益於在各種增值旅遊產品及服務上的加快滲透及持續創新，我們開發的在線電子導覽及在線電子導覽所覆蓋旅遊景區數目保持高速增長。於截至二零一九年十二月三十一日止年度，我們的在線電子導覽同比增長142.0%，由二零一八年的8,056個增長至二零一九年的19,493個。於同期，我們的在線電子導覽所覆蓋中國旅遊景區數目同比增長106.4%，由二零一八年的5,445個增長至二零一九年的11,238個，其中我們所覆蓋的中國A級至AAAAA級旅遊景區數目同比增長約50.6%。

於二零一九年八月，我們獲中華人民共和國科學技術部、中華人民共和國財政部、中華人民共和國教育部、中央網路安全和信息化委員會辦公室及中華全國工商業聯合會授予第八屆中國創新創業大賽（廣東賽區）互聯網行業冠軍，以表彰我們的優質產品、服務創新及行業影響力。

Chairman's Statement 主席報告

Business Review

We are a market leader in China's online tourism industry. Benefiting from years of experience and technological development, we have achieved greater economies of scale, solidified our market leading position, and enhanced our ability to provide online tour guide and customized contents.

We achieved significant growth for the year ended December 31, 2019 as the market demand for our online tour guide grew.

The number of tourist attractions we covered in the PRC continue to increase in 2019. The types of tourist attractions for which we provide online tour guide include landscape, historical sites, cities, theme parks, zoos and botanical gardens. In particular, as of December 31, 2019, our online tour guide covered 258 AAAAA tourist attractions and 2,097 AAAA tourist attractions. Our online tour guide are especially valuable at obscure and less visited tourist attractions that are not yet well-developed and do not have the necessary ancillary and supporting facilities. Our high quality online tour guide provide convenience and easy accessibility across a broader range of tourist attractions. The number of AAA tourist attractions we covered increased from 635 in 2018 to 1,394 for the year ended December 31, 2019 and the number of AA tourist attractions we covered increased from 98 in 2018 to 290 in 2019. Our extensive tourist attraction coverage and high quality online tour guide continue to enable us to engage with end users and major OTAs for strategic cooperation.

In the past few years, we have established a mutually beneficial relationship with the top OTAs in China. We provide our API to embedded portals or mini programs or APPs on the platform of OTAs so that the end users may purchase through OTAs and then use our H5 pages to access the online tour guide for each tourist attraction. Our online tour guide contents are seamlessly integrated into the platforms of the OTAs, including their stand-alone APPs, mini programs and official accounts. We expanded our cooperation network from 22 OTAs in 2018 to 27 OTAs in 2019. In particular, we entered into an exclusive cooperation agreement with one OTA in 2018 and subsequently increased to two OTAs in 2019. Being featured prominently on major OTA's portals continues to help us to gain visibility of our online tour guide and enhances our brand recognition.

業務回顧

我們是中國在線旅遊行業的市場領導者，得益於多年的經驗積累及技術開發，我們取得了良好的規模經濟效益，鞏固了市場領導地位，並提升了提供在線電子導覽及定製內容的能力。

隨著市場對我們在線電子導覽需求的增加，我們於截至二零一九年十二月三十一日止年度取得大幅增長。

於二零一九年，我們覆蓋的中國旅遊景區數目持續增長。我們提供在線電子導覽的旅遊景區類型包括風景、歷史遺址、城市、主題公園、動物園及植物園。具體而言，截至二零一九年十二月三十一日，我們的在線電子導覽覆蓋了258個AAAAA級旅遊景區及2,097個AAAA級旅遊景區。我們在線電子導覽的價值在尚未發展完善且並無必要輔助及配套設施的不知名小眾旅遊景區尤為突出。我們優質的在線電子導覽為人們提供了便利，擴大了易於彼等進入的旅遊景區範圍。我們所覆蓋的AAA級旅遊景區的數目由二零一八年的635個增加至截至二零一九年十二月三十一日止年度的1,394個，覆蓋的AA級旅遊景區的數目由二零一八年的98個增加至二零一九年的290個。我們廣闊的旅遊景區覆蓋範圍及優質的在線電子導覽繼續助力我們接入終端用戶及與主要在線旅遊平台進行戰略合作。

於過往數年間，我們與中國的頂尖在線旅遊平台建立起互惠關係。我們提供API給在線旅遊平台，以接入它們的內嵌門戶網站、小程序或APP，讓終端用戶能夠通過在線旅遊平台購買，然後使用我們的H5頁面訪問各個旅遊景區的在線電子導覽。我們的在線電子導覽內容無縫融合到在線旅遊平台，包括其獨立APP、小程序及公眾號。我們將我們的合作網絡由二零一八年的22個在線旅遊平台拓展至二零一九年的27個在線旅遊平台。其中，我們於二零一八年與一個在線旅遊平台訂立了獨家合作協議，隨後於二零一九年增至兩個。在主要在線旅遊平台門戶網站上佔舉足輕重的地位繼續幫助我們增加在線電子導覽的曝光度，從而提高我們的品牌知名度。

Chairman's Statement 主席報告

As a technology-driven company, we prioritize the development of our software and information technology. We deploy software on our cloud system to provide online tour guide with proprietary contents, which include illustrated maps of tourist attractions, and editorial contents and voice-over commentaries of points of interest in the tourist attractions. Our online tour guide have features including tourist attraction introduction and route recommendations, service point direction, multi-language editorial contents, panoramic VR and other features for end users to select, etc, that we developed prior to 2018, and we have introduced new features such as city tour recommendation and Lvji points tasks and points mall in 2019. Our high quality proprietary contents enable us to achieve high end user satisfaction. In 2019, over 95% of the end users of our online tour guide through OTA's portals rated their experience as "good."

In an intensively competitive market, we believe that it is critical for us to deliver the best user experience possible through high-quality products in order to enhance our market share and profitability. Much of our research and development efforts in 2019 was aimed to provide our end users and customers with an overall smooth and pleasant user experience. Particularly, we developed and implemented relevant technology to provide quick and responsive feedback to end users. For example, we optimized our illustrated maps by implementing the innovative segment-loading technique and image compression technology to optimize illustrated maps and the proficiency of H5 pages. Furthermore, we developed location-based voice-over commentaries, so that the relevant voice explanations are triggered and pushed to the end user timely and accurately when the end user arrives at a point of interest in a tourist attraction.

In 2019, we continued to update our electronic navigation platform, which enhances the ability of multi-channel integration, such as the development of an in-car-use version of the navigation system and a map version of the navigation system. We also spent our R&D efforts in tourist attraction playground platform and smart tourism marketing, service, management and control platform. We also use Hadoop technology to build a guided big data platform and a unified R&D and DevOps platform.

作為一間技術驅動型公司，我們將軟件及信息技術的開發放在優先位置。我們在雲端系統上置入軟件以提供具有專有內容的在線電子導覽，當中包括旅遊景區的手繪地圖、旅遊景區內景點的文字介紹及語音講解。我們的在線電子導覽內容，包括我們於二零一八年之前開發的旅遊景區介紹及線路推薦、服務點指南、多語言文字介紹、全景VR等功能，供終端用戶選擇，而我們於二零一九年新增加了城市旅遊推薦及驢跡積分任務以及積分商城等功能。我們優質的專有內容使我們獲得了較高的終端用戶滿意度。於二零一九年，我們超過95%的在線電子導覽終端用戶通過在線旅遊平台的門戶網站評論其體驗為「好評」。

在競爭激烈的市場中，我們認為通過優質的產品盡可能提供最佳的用戶體驗對我們提升市場份額及盈利能力至關重要。我們於二零一九年的多數研發努力旨在為我們的終端用戶及客戶提供整體上流暢、愉悅的用戶體驗。尤其是，我們開發及應用相關技術，以為終端用戶提供迅速且積極的反饋。例如，我們通過使用創新的分佈式分段瓦片切片技術及圖片壓縮技術來優化手繪地圖及H5頁面展示的流暢性。此外，我們開發了定位語音解說，使相關語音解說能在終端用戶到達旅遊景區內景點時及時、準確地觸發並推送給終端用戶。

於二零一九年，我們繼續升級電子導航平台以增強多渠道集成能力，例如開發導航系統車載版及導航系統地圖版。我們亦在旅遊景點遊樂場平台及智能旅遊營銷、服務、管理及控制平台中投入研發成本。我們亦使用Hadoop技術構建導向大數據平台以及統一的研發及DevOps平台。

Chairman's Statement 主席報告

Business Outlook and Strategies

China's online tourism market is rapidly developing and is expected to continue to grow exponentially, driven by the continuous increases in consumption power and urbanization as well as the continuously rising penetration rate of the Internet and mobile Internet. Despite the uncertainty of 2020 due to the impact of the coronavirus ("COVID-19") outbreak, we believe that opportunities for sustained global economic growth remain. Chinese consumers' demand for personalized and in-depth tourism experiences as tour guide services play an important role in tourist attractions and city sightseeing by providing in-depth historical, cultural and geographical background information to tourists. The growing preference for personalized and in-depth tourism experiences is expected to lead to an overall upgrade in the quality and diversity of product and service offerings in tour guide services, which favors the online tour guide service market. As a leading online tour guide provider in China, we offer the convenient and superior user experience and is well positioned to capitalize on the enormous growth potential as China's online tourism market continues to evolve. Faced with so many uncertainties in the industry, we will pay more attention to cash flow, maintain effective capital investment, and firmly implement our growth strategy.

We strive to fulfil our mission and further solidify our market leadership through the following initiatives: further expand our tourist attraction coverage in China and explore new cooperation opportunities with tourist attractions; explore opportunities in traditional offline market and increase our marketing effort; expand our presence in overseas markets; strengthen our technical capabilities by developing a big data-driven software platform and AI-enabled online tour guide; and explore acquisition opportunities to complement organic growth.

On behalf of the Group, I would like to extend my sincere gratitude to our users and business partners, and to our dedicated employees and management team for their contributions, commitment and dedication. I am also thankful for the trust and continued support from our Shareholders. We will strive to enhance our capabilities and strengthen our leading position to generate lucrative returns for our Shareholders in the years to come.

Zang Weizhong

Chairman, Executive Director and Chief Executive Officer
Hong Kong, March 30, 2020

業務前景及策略

受消費能力及城市化水平的持續提升以及互聯網及移動互聯網滲透率的不斷提高推動，中國在線旅遊市場發展迅速，並預計將繼續呈指數式增長。儘管受冠狀病毒（「2019冠狀病毒病」）爆發的影響，二零二零年市場不明朗，但我們相信全球經濟持續增長的機會仍然存在。由於中國消費者對個性化及深度旅遊體驗的需求，導覽服務憑藉向遊客提供深入的歷史、文化及地理背景知識而在旅遊景區及城市觀光中扮演重要角色。對個性化及深入旅遊體驗日益增長的偏好預期會令導覽服務中產品和服務的質量和多樣性全面提升，因此有利於在線電子導覽服務市場。作為中國領先的在線電子導覽提供商，我們向客戶提供便捷、優質的用戶體驗，並能夠很好利用中國在線旅遊市場不斷發展帶來的巨大增長潛力。面對諸多的行業不明朗因素，我們將更加關注現金流量，保持高效的資本投資，並堅定執行我們的發展戰略。

我們努力踐行使命，並通過以下措施進一步鞏固我們的市場領先地位：進一步擴展我們在中國的旅遊景區覆蓋率並開拓與旅遊景區新的合作機會；探索傳統線下市場機遇和加強營銷；把我們的業務擴展至海外市場；開發以大數據驅動的軟件平台及人工智能輔助在線電子導覽，藉此加強我們的技術實力；及探索收購機會以補足內生增長。

本人謹代表本集團向我們的用戶及業務夥伴表達誠摯謝意，並真誠感謝各位員工及管理團隊的竭誠付出、擔當與投入。本人同時感謝各位股東的信任與一貫支持。我們將努力提升自身實力，強化領先地位，在未來為股東創造豐厚回報。

臧偉仲

主席、執行董事兼行政總裁
香港，二零二零年三月三十日

Management Discussion and Analysis

管理層討論與分析

Year ended December 31, 2019 compared to Year ended December 31, 2018

截至二零一九年十二月三十一日止年度與截至二零一八年十二月三十一日止年度比較

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
REVENUE	收益	541,813	301,692
Cost of sales	銷售成本	(309,431)	(160,539)
Gross profit	毛利	232,382	141,153
Other income and gains	其他收入及收益	14,906	11,751
Selling and distribution expenses	銷售及分銷開支	(26,618)	(21,296)
Administrative expenses	行政開支	(48,793)	(15,677)
Other expenses	其他開支	(464)	(14)
Finance costs	財務成本	(50)	(123)
PROFIT BEFORE TAX	除稅前盈利	171,363	115,794
Income tax expense	所得稅開支	(10,579)	(16,011)
PROFIT FOR THE YEAR	年內盈利	160,784	99,783
PROFIT FOR THE YEAR ATTRIBUTABLE TO:	以下人士應佔年內盈利：		
Owners of the parent	母公司擁有人	160,784	99,783
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通權益持有人應佔每股盈利		
Basic and diluted (RMB)	基本及攤薄 (人民幣元)	0.15	0.09
PROFIT FOR THE YEAR	年內盈利	160,784	99,783
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	年內其他全面收入，扣除稅項	408	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年內全面收入總額	161,192	99,783
TOTAL COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO:	以下人士應佔年內全面收益總額：		
Owners of the parent	母公司擁有人	161,192	99,783

Management Discussion and Analysis 管理層討論與分析

REVENUE

We generate our revenue from sales of online tour guide through OTAs, to travel agencies and through Lvji APP, and from sales of customized content to administrators of tourist attractions and local government offices. The following table sets forth a breakdown of our revenue for the years indicated:

		Year ended December 31, 截至十二月三十一日止年度	
		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Sale of online tour guide through OTAs	通過在線旅遊平台銷售在線電子導覽	522,185	288,147
Sale of online tour guide to travel agencies	向旅遊代理銷售在線電子導覽	10,276	4,429
Sale of online tour guide through Lvji APP	透過驢跡APP銷售在線電子導覽	680	559
Sale of customized content	銷售定製內容	8,672	8,557
Total revenue	收益總額	541,813	301,692

Sale of Online Tour Guide

We provide comprehensive online tour guide to end users with respect to the tourist attractions that we cover. Our online tour guide can be purchased by the end users from OTAs, travel agencies and through our Lvji APP.

Sale of online tour guide through OTAs

We generated a substantial portion of our revenue from sale of online tour guide through OTAs in 2019. We provide our API to embedded portals or mini programs or APPs on the platform of OTAs in order for the end users to purchase our standard online tour guide for different tourist attractions. End users' access to our cloud system is through our H5 pages embedded into OTA's stand-alone APPs and mini programs by our open API. Our strategic alliance with major OTAs enables us to broaden our reach by leveraging the vast end user base of these OTAs. In 2019, we entered into two exclusive agreements with our top two OTAs pursuant to which we are the exclusive third-party online tour guide provider to end users through their platforms.

收益

我們的收益來自通過在線旅遊平台、向旅遊代理及通過驢跡APP銷售在線電子導覽，以及向旅遊景區管理機構及地方政府辦公室銷售定製內容。下表載列我們於所示年度的收益明細：

銷售在線電子導覽

我們為我們所覆蓋旅遊景區的終端用戶提供全面的在線電子導覽。終端用戶可通過在線旅遊平台、旅遊代理及我們的驢跡APP購買我們的在線電子導覽。

通過在線旅遊平台銷售在線電子導覽

二零一九年，我們大部分收益來自通過在線旅遊平台銷售在線電子導覽。我們提供API給在線旅遊平台的內嵌門戶網站或小程序或APP，讓終端用戶能夠購買我們為不同旅遊景區開發的標準在線電子導覽。終端用戶通過在線旅遊平台的獨立APP及小程序中內嵌的H5頁面的API接口，連接至我們的雲端系統。我們與主要在线旅遊平台的戰略聯盟使我們能夠利用該等在线旅遊平台龐大的終端用戶基礎來擴大我們的觸達面。二零一九年，我們與兩大在线旅遊平台訂立兩份獨家協議，據此，我們是通過其平台向終端用戶提供在线電子導覽的獨家第三方提供商。

Management Discussion and Analysis

管理層討論與分析

In order to provide investors with additional information to evaluate the financial impact of the number of OTAs we cooperate with and the purchases made by the end users through OTAs' platforms, we set forth in the table below the number of OTAs we cooperated with and the revenue from the sale of online tour guide through OTAs in 2019 and 2018:

為了向投資者提供額外資料，以便評估我們所合作的在線旅遊平台數量及終端用戶通過在線旅遊平台的購買量之財務影響，我們於下表載列二零一九年及二零一八年我們所合作的在線旅遊平台數量及來自通過在線旅遊平台銷售在線電子導覽的收益：

		Year ended December 31, 截至十二月三十一日	
		2019 二零一九年	2018 二零一八年
OTAs	在線旅遊平台	27	22
		(RMB '000) (人民幣千元)	(RMB '000) (人民幣千元)
Revenue from the sale of online tour guide through OTAs	來自通過在線旅遊平台銷售 在線電子導覽的收益	522,185	288,147

We generated the majority of our revenue from the sale of our online tour guide through OTAs, which accounted for approximately 96.4% of our total revenue in 2019. The number of OTAs we cooperated with increased from 22 in 2018 to 27 in 2019. Revenue from the sale of online tour guide through OTAs increased by approximately 81.2% from RMB288.1 million in 2018 to RMB522.2 million in 2019. The increase was primarily due to an increase in the number of OTAs we cooperated with, an increase in the number of purchases from end users through OTAs which was in turn driven by an increase in the number of tourist attractions we covered, and an increase in the sales volume of our online tour guide at popular tourist attractions. We present revenue from online tour guide business received from the OTAs on a gross basis as it represents the gross amount of unit price generated from the end users for the online tour guide we sold, while the concession fees retained by the OTAs are recorded as our cost of sales.

我們通過於在線旅遊平台銷售在線電子導覽產生大部分收益，分別佔二零一九年收益總額的約96.4%。與我們合作的在線旅遊平台的數量由二零一八年的22個增至二零一九年的27個。通過於在線旅遊平台銷售在線電子導覽的收益由二零一八年的人民幣288.1百萬元增加約81.2%至二零一九年的人民幣522.2百萬元。該增加主要是由於與我們合作的在線旅遊平台的數量增加、終端用戶從在線旅遊平台購買的數量增加（乃由於我們覆蓋的旅遊景區數量增加）及熱門旅遊景區的在線電子導覽銷量增加。我們按總額基準呈列自在线旅遊平台所得的在線電子導覽業務收益，因為我們記錄從向終端用戶銷售在線電子導覽單位價格的總金額，在線旅遊平台保留的分成記錄為銷售成本。

Management Discussion and Analysis 管理層討論與分析

Sale of Online Tour Guide to Travel Agencies

We sell online tour guide in a form of activation codes, which may be embedded in a physical card, to travel agencies, which in turn sell to the end users. The end user may input the activation code to access and use our online tour guide through our H5 pages, which can be accessed by official accounts of the travel agencies or the tourist attractions, our mini programs, or others.

The number of travel agencies we sold to increased from 70 in 2018 to 78 in 2019. Revenue from sale of online tour guide to travel agencies increased by approximately 132% from RMB4.4 million in 2018 to RMB10.3 million in 2019. The increase was mainly attributable to the increase in sales volume of our online tour guide activation codes to travel agencies and the increase in the number of tourist attractions we covered.

Sale of Online Tour Guide through our Lvji APP

Tourists may access almost all of our online tour guide directly through our Lvji APP. It is available for download and mobile users can purchase online tour guide directly from us through the APP. The Lvji APP is built to enable access to our full online tour guide offerings with clear and functional interfaces. We offer certain location-based features that are only available on our Lvji APP, such as weather information, push notifications of nearby attractions, businesses or places of interest when the mobile APP detects that the user is arriving at such destinations or places, real time Chinese-to-English and English-to-Chinese translation features and enable sharing to social media platforms.

The number of registered users of our Lvji APP increased from 743,467 in 2018 to 1,823,271 in 2019. Revenue from sale of online tour guide through our Lvji APP increased by approximately 21.6% from RMB0.6 million in 2018 to RMB0.7 million in 2019. The increase was mainly driven by the increase in the sales volume of our online tour guide for popular tourist attractions.

向旅遊代理銷售在線電子導覽

我們以激活碼形式向旅遊代理銷售在線電子導覽，其可內嵌到實體卡中，再由旅遊代理轉售予終端用戶。終端用戶可通過旅遊代理或旅遊景區公眾號、我們的小程序或其他途徑進入我們的H5頁面輸入激活碼，進入並使用我們的在線電子導覽。

旅遊代理（我們的出售對象）的數量從二零一八年的70家增至二零一九年的78家。向旅遊代理銷售在線電子導覽的收益由二零一八年的人民幣4.4百萬元增加約132%至二零一九年的人民幣10.3百萬元。該增加主要原因為向旅遊代理銷售的在線電子導覽激活碼的數量增加以及我們覆蓋的旅遊景區數量增加。

通過我們的驢跡APP銷售在線電子導覽

遊客可通過我們的驢跡APP直接使用我們幾乎所有的在線電子導覽，其可供下載及移動用戶可通過APP直接向我們購買在線電子導覽。驢跡APP界面清晰實用，乃為使用戶能夠使用我們整個在線電子導覽系列而創建。我們提供一些只限於我們驢跡APP的定位功能，例如天氣信息，當移動APP檢測到用戶將要到達有關目的地或地點時便會發送附近景區、商家或用戶可能感興趣的地方的推送通知，亦會提供實時中英及英中翻譯功能及允許分享到社交媒體平台。

驢跡APP的註冊用戶數量從二零一八年的743,467個增至二零一九年的1,823,271個。透過驢跡APP銷售在線電子導覽的收益由二零一八年的人民幣0.6百萬元增加約21.6%至二零一九年的人民幣0.7百萬元。該增加主要受熱門旅遊景區的在線電子導覽銷量增加推動。

Management Discussion and Analysis 管理層討論與分析

Sale of Customized Content

We also sell customized online tour guide products and services to administrators of tourist attractions and to a lesser degree, local government offices. We typically create bespoke, proprietary online tour guide contents for tourist attractions in a form of an independent APP or mini program or H5 pages commissioned by the administrators of the tourist attractions or local government offices and charge one-time service fees.

Our comprehensive coverage of tourist attractions, quality online tour guide and advanced technology allow us to have a better understanding of the demand from the tourists. We mainly customize online tour guide for tourist attractions administrators and such guide may include AI commentaries, automatic positioning, and additional functions including big-data analysis, among others. The customized content services that we sell to government offices mainly focused on smart tourism and all-for-one tourism products based on the online tour guide for the tourist attractions in the region, including list of all tourist attractions in local cities and rural areas, navigation in the illustrated maps of tourist attractions, surrounding urban commercial services, among others.

The number of tourism attractions we customized online tour guide contents increased from 435 in 2018 to 568 in 2019. Revenue from sale of customized content increased by approximately 1.3% from RMB8.6 million in 2018 to RMB8.7 million in 2019. The increase was mainly attributable to the increase in demand as a result of which we provided customized online tour guide contents for increasing number of tourist attractions.

銷售定製內容

我們亦向旅遊景區管理機構（其次是地方政府辦公室）出售定製在線電子導覽產品及服務。我們通常獲旅遊景區管理機構或地方政府辦公室委託為旅遊景區定製格式為獨立APP或小程序或H5頁面的專有在線電子導覽內容，並收取一次性服務費。

我們全面覆蓋旅遊景區，提供優質的在線電子導覽產品且技術先進，這使我們得以更加了解遊客的需求。我們主要為旅遊景區管理機構定製在線電子導覽，該等導覽可包含（其中包括）人工智能講解、自動定位及大數據分析等其他功能。我們向政府辦公室出售的內容定製服務主要專注在包括旅遊景區在內的區域電子導覽基礎上的智慧旅遊及全域旅遊系統化產品，包括地方城鄉的所有旅遊景區一覽表、旅遊景區手繪地圖導航及周邊城市商業服務等。

旅遊景區（我們為其定製在線電子導覽內容）的數量從二零一八年的435個增至二零一九年的568個。銷售定製內容的收益由二零一八年的人民幣8.6百萬元增加約1.3%至二零一九年的人民幣8.7百萬元。該增加主要歸因於市場需求增加，令致我們為更多旅遊景區提供定製在線電子導覽內容。

Management Discussion and Analysis 管理層討論與分析

COST OF SALES

Our cost of sales consists of concession fees retained by OTAs, amortization of other intangible assets, tax and expenses and costs of content customization.

The following table sets forth a breakdown of our cost of sales in absolute amount and as a percentage of total revenue for the years indicated:

銷售成本

我們的銷售成本包括在線旅遊平台保留的分成、其他無形資產攤銷、稅項及開支以及內容定製成本。

下表載列我們於所示年度按絕對金額及佔收益總額百分比計的銷售成本明細：

		Years ended December 31, 截至十二月三十一日止年度			
		2019 二零一九年		2018 二零一八年	
		(RMB ' 000) 人民幣千元	% of revenue 佔收益 %	(RMB ' 000) 人民幣千元	% of revenue 佔收益 %
Online Tour Guide	在線電子導覽				
OTA concession fees	在線旅遊平台分成	261,093	48.2	144,073	47.8
Amortization of other intangible assets	其他無形資產攤銷	43,327	8.0	12,638	4.2
Tax and expenses	稅項及開支	2,582	0.5	1,615	0.5
Content Customization	內容定製	2,429	0.4	2,213	0.7
Total	合計	309,431	57.1	160,539	53.2

Cost of sales increased by approximately 92.7% from RMB160.5 million in 2018 to RMB309.4 million in 2019. The increase was mainly due to: (i) a significant increase in the OTA concession fees attributable to the growth of our sales of online tour guide through OTAs business; (ii) an increase in the amortization of other intangible assets attributable to the increase in the number of tourist attractions we covered and the number of online tour guide we developed; and (iii) an increase in taxes and expenses.

銷售成本由二零一八年的人民幣160.5百萬元增加約92.7%至二零一九年的人民幣309.4百萬元。該增加主要是由於：(i)在線旅遊平台分成大幅增加，歸因於我們通過在線旅遊平台業務銷售的在線電子導覽增加；(ii)其他無形資產攤銷的增長，歸因於我們覆蓋的旅遊景區數量以及我們開發的在線電子導覽數量的增加；及(iii)稅項及開支的增加。

Management Discussion and Analysis 管理層討論與分析

GROSS PROFIT

As a result of the foregoing, our gross profit increased by approximately 64.6% from approximately RMB141.2 million in 2018 to approximately RMB232.4 million in 2019 on a year-to-year basis. Our gross profit margin decreased from approximately 46.8% in 2018 to 42.9% in 2019 as a result of the increase in amortization of other intangible assets.

OTHER INCOME AND GAINS

Other income and gains increased by approximately 26.8% from RMB11.8 million in 2018 to RMB14.9 million in 2019. The increase was mainly due to an increase in government grants mainly as a result of the VAT rebate benefit which took effect in September 2018.

SELLING AND DISTRIBUTION EXPENSES

Selling and distribution expenses increased by approximately 25.0% from RMB21.3 million in 2018 to RMB26.6 million in 2019. The increase was mainly due to increases in employee salary and welfare expenses driven by the development of our business and the increase in the number of headcount.

ADMINISTRATIVE EXPENSES

Administrative expenses increased by approximately 211.2% from RMB15.7 million in 2018 to RMB48.8 million in 2019. The increase was mainly due to increases in employee salary and welfare expenses and consultancy service and listing expenses, as well as the increase in research and development cost.

毛利

基於上述情況，我們的毛利從二零一八年的約人民幣141.2百萬元同比增加約64.6%至二零一九年的約人民幣232.4百萬元。毛利率從二零一八年的約46.8%減至二零一九年的42.9%，原因為其他無形資產攤銷增加。

其他收入及收益

其他收入及收益從二零一八年的人民幣11.8百萬元增加約26.8%至二零一九年的人民幣14.9百萬元。該增加的主要原因為於二零一八年九月生效的增值稅退稅優惠導致政府補助增加。

銷售及分銷開支

銷售及分銷開支從二零一八年的人民幣21.3百萬元增加約25.0%至二零一九年的人民幣26.6百萬元。該增加的主要原因為我們的業務發展驅使僱員薪金及福利開支增加以及員工數目增加。

行政開支

行政開支從二零一八年的人民幣15.7百萬元增加約211.2%至二零一九年的人民幣48.8百萬元。該增加的主要原因為僱員薪金及福利開支、諮詢服務及上市開支增加以及研發成本增加。

Management Discussion and Analysis 管理層討論與分析

INCOME TAX EXPENSE

We recorded an income tax expense of approximately RMB10.6 million in 2019 compared to RMB16.0 million in 2018, as a result of the tax refund we received in 2019.

PROFIT FOR THE YEAR

Profit for the year increased by approximately 61.1% year-to-year to RMB160.8 million in 2019 from RMB99.8 million in 2018. Net profit margin decreased from approximately 33.1% in 2018 to 29.7% in 2019. Excluding listing expenses, our adjusted profit for the year (a non-GAAP measure) increased by approximately 68.6% year-to-year to RMB178.8 million from RMB106.1 million in 2018. Our adjusted net profit margin (a non-GAAP measure) decreased slightly from approximately 35.2% in 2018 to 33.0% in 2019. The decrease in our net profit margin and adjusted net profit margin was mainly due to the decrease in our gross profit margin.

OTHER FINANCIAL INFORMATION

Liquidity and Capital Resources

We fund our liquidity needs mainly from net cash generated from our business and the net proceeds received from the Global Offering. We have adopted a prudent financial management approach towards our treasury management policies and thus maintained a healthy liquidity position throughout 2019. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors our liquidity position to ensure that the liquidity structure of our assets, liabilities and other commitments can meet our funding requirements from time to time.

As of December 31, 2019, we had cash and cash equivalents of approximately RMB77.3 million (2018: RMB91.4 million), net current assets of approximately RMB101.1 million (2018: RMB194.0 million) and total equity of approximately RMB664.7 million (2018: RMB406.0 million). Our current ratio was approximately 2.76 times as of December 31, 2019 (2018: 5.06 times). The decrease in our cash and cash equivalents, net current assets and current ratio was mainly due to the additions to other intangible assets. We had no bank borrowings as of December 31, 2019 (2018: Nil), and thus gearing ratio determined by bank borrowings divided by total equity was not applicable to us (2018: not applicable).

所得稅開支

於二零一九年，我們錄得所得稅開支約人民幣10.6百萬元，二零一八年則為人民幣16.0百萬元，是由於二零一九年我們收取退稅所致。

年內盈利

年內盈利由二零一八年的人民幣99.8百萬元同比增長約61.1%至二零一九年的人民幣160.8百萬元。純利率由二零一八年的約33.1%下降至二零一九年的29.7%。不計上市開支，經調整年內盈利（按非公認會計原則計量）由二零一八年的人民幣106.1百萬元同比增加約68.6%至人民幣178.8百萬元。我們的經調整純利率（按非公認會計原則計量）由二零一八年的約35.2%略微下降至二零一九年的33.0%。我們的純利率及經調整純利率下降的主要因為我們的毛利率下降。

其他財務資料

流動資金及資本來源

我們主要以經營所得現金淨額及從全球發售收到的所得款項淨額撥付流動資金需求。我們已對我們的資金管理政策採取審慎的財務管理方法，故於二零一九年整年維持著穩健的流動資金狀況。本集團致力透過對客戶進行持續的信貸評估及財務狀況評估以降低信貸風險。為管理流動資金風險，董事會密切監視我們的流動資金狀況，以確保我們的資產、負債及其他承擔的流動資金架構可滿足我們不時的資金要求。

截至二零一九年十二月三十一日，我們的現金及現金等價物為約人民幣77.3百萬元（二零一八年：人民幣91.4百萬元），流動資產淨值為約人民幣101.1百萬元（二零一八年：人民幣194.0百萬元）及權益總額為約人民幣664.7百萬元（二零一八年：人民幣406.0百萬元）。截至二零一九年十二月三十一日，我們的流動比率為約2.76倍（二零一八年：5.06倍）。我們的現金及現金等價物、流動資產淨值及流動比率減少，主要因為其他無形資產增加。截至二零一九年十二月三十一日，我們並無銀行借款（二零一八年：零），因此按銀行借款除以權益總額計量的資產負債比率不適用於我們（二零一八年：不適用）。

Management Discussion and Analysis 管理層討論與分析

The following table sets forth our cash flows for the periods indicated:

下表載列我們於所示期間的現金流量：

		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 flows generated from operating activities	經營活動產生的現金流量淨額	198,197	90,400
Net cash flows used in investing activities	投資活動所用的現金流量淨額	(376,831)	(176,873)
Net cash flows generated from financing activities	融資活動產生的現金流量淨額	164,334	169,167
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物 (減少)/增加淨值	(14,300)	82,694
Cash and cash equivalents at beginning of the year	年初現金及現金等價物	91,441	8,747
Effect of exchange rate changes on cash and cash equivalents	匯率變動對現金及現金等價物的影響	182	-
Cash and cash equivalents at end of the year	年末現金及現金等價物	77,323	91,441

Net Cash Generated from Operating Activities

Our net cash generated from operating activities in 2019 was approximately RMB198.2 million. The cash inflow was a result of profit before tax of approximately RMB171.4 million mainly adjusted by (i) a positive effect of depreciation and amortization of other intangible assets, (ii) a positive effect of movement in working capital, which mainly included a decrease in prepayments, deposits and other receivables and a decrease in trade receivables, and (iii) income tax paid of RMB1.5 million.

Net Cash Used in Investing Activities

Our net cash used in investing activities in 2019 was approximately RMB376.8 million. The cash outflow was primarily attributable to (i) additions of approximately RMB406.3 million to other intangible assets, (ii) additions of approximately RMB73.1 million to short-term investments measured at fair value through profit or loss, and (iii) approximately RMB68.4 million in advances of loans to related parties, partially offset by proceeds of approximately RMB73.3 million from short-term investments measured at fair value through profit or loss.

Net Cash Generated from Financing Activities

Our net cash generated from financing activities in 2019 was approximately RMB164.3 million. The cash inflow was mainly due to the capital injection of approximately RMB168.4 million by our Shareholders at that time.

Capital Expenditure

Our capital expenditures consist of acquisition of property, plant and equipment and acquisition of other intangible assets.

Property, plant and equipment comprise mainly our furniture and fixtures, leasehold improvements and construction in progress. Decrease of approximately RMB591,000, or 22.1% was mainly due to decrease in purchases.

Other intangible assets comprised copyrights and computer software and are amortized over its expected useful life. Increase of approximately RMB225.5 million (137.1%) was mainly due to an increase in the number of tourist attractions we covered and the number of online tour guide we developed in 2019.

經營活動所得現金淨額

於二零一九年，我們的經營活動產生的現金淨額約為人民幣198.2百萬元。現金流入乃由於除稅前盈利約人民幣171.4百萬元所致，主要受到以下因素的影響：(i) 其他無形資產折舊及攤銷的正面影響；(ii) 營運資金變動（主要包括預付款項、按金及其他應收款項減少以及貿易應收款項減少）的正面影響；及(iii) 已付所得稅人民幣1.5百萬元。

投資活動所用現金淨額

於二零一九年，我們用於投資活動的現金淨額約為人民幣376.8百萬元。現金流出主要歸因於(i) 其他無形資產增加約人民幣406.3百萬元；(ii) 按公允值計入損益的短期投資所得款項增加約人民幣73.1百萬元；以及(iii) 預付關聯方貸款約人民幣68.4百萬元，部分由按公允值計入損益的短期投資所得款項約人民幣73.3百萬元所抵銷。

融資活動所得現金淨額

於二零一九年，我們的融資活動所得現金淨額約為人民幣164.3百萬元。現金流入主要是由於當時股東注資約人民幣168.4百萬元。

資本支出

我們的資本支出包括購買物業、廠房及設備以及收購其他無形資產。

物業、廠房及設備主要包括我們的傢俱及固定裝置、租賃物業裝修及在建工程。減少約人民幣591,000元或22.1%主要是由於購買減少。

其他無形資產包括版權及計算機軟件於其預計可使用年期內攤銷。增加約人民幣225.5百萬元(137.1%)主要是由於於二零一九年我們覆蓋的旅遊景區數量以及我們開發的在線電子導覽數量增加。

Management Discussion and Analysis 管理層討論與分析

Trade and other receivables

As at December 31, 2019, trade and other receivables amounted to approximately RMB80.7 million, representing an increase of 59.0% as compared with approximately RMB50.8 million as at December 31, 2018, primarily as a result of our business growth.

Trade and other payables

As at December 31, 2019, trade and other payables amounted to approximately RMB28.8 million, representing a decrease of approximately 3.9% as compared with approximately RMB30.0 million as at December 31, 2018. This was mainly due to repayments made by us in 2019.

Contingent Liabilities

The Group did not have any material contingent liabilities as at December 31, 2019.

Charge on Assets

As of December 31, 2019, the Group had a pledged deposit of RMB0.4 million (2018: RMB0.2 million), which was pledged to the government authorities for conducting tourist related business in the PRC.

Treasury Management Policy

We have adopted a prudent financial management approach towards its treasury management policies and thus maintained a healthy liquidity position throughout 2019. We strive to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors our liquidity position to ensure that the liquidity structure of our assets, liabilities and other commitments can meet our funding requirements from time to time.

EMPLOYEE AND REMUNERATION POLICIES

As of December 31, 2019, we had a total of 200 full-time employees (2018: 176). The remuneration of the employees is determined based on their performance, experience, competence and market comparable. The Company has adopted a share option scheme on December 20, 2019 as an incentive to the employees, Directors and other eligible participants.

As required by the PRC laws, we participate in various statutory employee benefit plans, including social insurance funds, namely a pension contribution plan, a medical insurance plan, a work-related injury insurance plan, maternity insurance, unemployment insurance and a housing provident fund. We are required under the PRC laws to contribute to employee benefit plans at specified percentages of salaries, bonuses and certain allowances of our employees up to a maximum amount specified by the local governments from time to time.

貿易及其他應收款項

於二零一九年十二月三十一日，貿易及其他應收款項約為人民幣80.7百萬元，較於二零一八年十二月三十一日的約人民幣50.8百萬元增加59.0%，乃主要由於業務增長所致。

貿易及其他應付款項

於二零一九年十二月三十一日，貿易及其他應付款項約為人民幣28.8百萬元，較於二零一八年十二月三十一日的約人民幣30.0百萬元減少約3.9%，主要是由於我們已於二零一九年作出付款。

或有負債

於二零一九年十二月三十一日，本集團並無任何重大或有負債。

資產抵押

截至二零一九年十二月三十一日，本集團有已抵押存款人民幣0.4百萬元（二零一八年：人民幣0.2百萬元），已抵押予政府機關以在中國開展旅遊相關業務。

資金管理政策

我們已對其資金管理政策採取審慎的財務管理方法，故於二零一九年整個期間維持著穩健的流動資金狀況。我們致力透過對客戶進行持續的信貸評估及財務狀況評估以降低信貸風險。為管理流動資金風險，董事會密切監視我們的流動資金狀況，以確保本集團資產、負債及其他承擔的流動資金架構可隨時滿足我們的資金要求。

僱員及薪酬政策

於二零一九年十二月三十一日，我們有合共200名全職僱員（二零一八年：176名）。僱員薪酬乃根據彼等的表現、經驗、能力及可資比較市場的水平而釐定。本公司已於二零一九年十二月二十日採納購股權計劃，作為對僱員、董事及其他合資格參與者的鼓勵。

根據中國法律的規定，我們參與各種法定僱員福利計劃，包括社會保險基金，即養老金計劃、醫療保險計劃、工傷保險計劃、生育保險、失業保險及住房公積金。根據中國法律的規定，我們必須將僱員工資、獎金及特定津貼的特定百分比繳入僱員福利計劃，最高金額以地方政府不時規定為限。

Management Discussion and Analysis 管理層討論與分析

We primarily recruit our employees through recruitment agencies and online channels, including our corporate websites and social networking platforms. We have adopted robust internal training policies, pursuant to which management, technology and other training is regularly provided to our employees by in-house trainers or third-party consultants.

None of our employees is currently represented by labor unions. We believe that it maintains a good working relationship with our employees and did not experience any significant labor disputes or any material difficulties in recruiting employees for its operations in 2019.

Share Option Scheme

We have adopted a share option scheme by the written resolution of the then shareholders on December 20, 2019 (the "Share Option Scheme").

(i) Purpose

The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisors, substantial shareholders, distributors, contractors, suppliers, agents, customers, business partners or service providers of our Group and to promote the success of the business of our Group.

(ii) Eligible participants

The Board may, at its absolute discretion and on such terms as it may think fit, grant any employee (full-time or part-time), director, consultant, advisor, substantial shareholder, distributor, contractor, supplier, agent, customer, business partner or service provider of any member of our Group and any company wholly-owned by one or more persons belonging to any of the aforesaid clauses, options to subscribe at a price calculated in accordance with paragraph (vi) below for such number of Shares as it may determine in accordance with the terms of the Share Option Scheme.

我們主要通過招聘代理及網絡渠道（包括公司網站及社交網絡平台）招募僱員。我們已採用穩健的內部培訓政策，內部培訓導師或第三方顧問據此定期向僱員提供管理、技術及其他培訓。

我們的僱員目前並無工會代表。我們相信，我們與僱員保持良好工作關係，二零一九年，我們並無遭遇任何重大勞資糾紛，且在為營運招聘僱員方面並無任何重大困難。

購股權計劃

我們於二零一九年十二月二十日經由當時股東書面決議案採納一項購股權計劃（「購股權計劃」）。

(i) 目的

購股權計劃旨在吸引及挽留最優秀的人員、向本集團僱員（全職及兼職）、董事、諮詢人、顧問、主要股東、分銷商、承包商、供應商、代理、客戶、商業夥伴或服務供應商提供額外獎勵以及推動本集團業務創出佳績。

(ii) 合資格參與者

董事會可全權酌情按其認為適合的條款，向本集團任何成員公司及任何由一個或以上屬上述任何條文人士全資擁有的任何公司的任何僱員（全職或兼職）、董事、諮詢人、顧問、主要股東、分銷商、承包商、供應商、代理、客戶、商業夥伴或服務供應商授出購股權，使彼等可根據購股權計劃的條款，按下文第(vi)段計算的價格認購董事會可能指定數目的股份。

Management Discussion and Analysis 管理層討論與分析

The basis of eligibility of any participant to the grant of any option shall be determined by the Board (or as the case may be, the independent non-executive Directors) from time to time on the basis of his contribution or potential contribution to the development and growth of our Group.

(iii) Acceptance and payment on acceptance of option offer

An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to our Company on acceptance of the offer for the grant of an option is HK\$1.00.

(iv) Maximum number of Shares to be issued

The total number of Shares in respect of which options may be granted under the Share Option Scheme shall not in aggregate exceed 141,030,000 Shares, being 10% of the total number of Shares in issue as at the date of this annual report.

(v) Maximum entitlement of each participant

The total number of Shares issued and to be issued upon exercise of options granted to any participant (including both exercised and outstanding options) under the Share Option Scheme or any other share option schemes of our Company in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue.

(vi) Basis of determining the exercise price

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be a price solely determined by the Board and notified to a participant and shall be at least the higher of: (i) the closing price of the Shares as stated in the Hong Kong Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day; (ii) the average of the closing prices of the Shares as stated in the Hong Kong Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (iii) the nominal value of a Share on the date of grant of the option.

董事會（或獨立非執行董事，視情況而定）可不時根據個別參與者對本集團發展及成長所作出或可能作出的貢獻決定獲授購股權參與者的資格。

(iii) 接納購股權要約及就此付款

授出購股權的要約限於作出有關要約日期（包括當日）起七日內接納。購股權承授人須於接納要約時就獲授的該份購股權向本公司支付1.00港元。

(iv) 將予發行股份數目上限

根據購股權計劃授出之購股權可認購之股份總數合共不得超過141,030,000股，即於本年報日期已發行股份總數10%。

(v) 各參與者的配額上限

截至授出日期止任何12個月期間內，因根據購股權計劃或本公司任何其他購股權計劃向任何參與者授出的購股權（包括已行使及尚未行使的購股權）獲行使而發行及將予發行的股份總數，不得超過已發行股份的1%。

(vi) 行使價釐定基準

根據購股權計劃授出的任何特定購股權的股份認購價由董事會全權釐定並通知參與者，但不得低於下列最高者：(i)股份於購股權授出日期（必須為營業日）於香港聯交所每日報價表所報收市價；(ii)股份於緊接購股權授出日期前五個營業日在香港聯交所每日報價表所報的平均收市價；及(iii)股份於購股權授出日期的面值。

Management Discussion and Analysis 管理層討論與分析

(vii) *Period within which the securities must be exercised under an option*

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

(viii) *Life of the Share Option Scheme*

The Share Option Scheme will remain in force for a period of ten years commencing on the date on December 20, 2019 and shall expire at the close of business on the business day immediately preceding the tenth anniversary thereof unless terminated earlier by the Shareholders in general meeting. For details, please refer to the sub-section headed “Appendix IV – Statutory and General Information – D. Other Information – 1. Share Option Scheme” of the Prospectus.

Save as disclosed above, as of December 31, 2019, no share options had been granted or agreed to be granted by us pursuant to the Share Option Scheme.

Share Award Scheme

We intend to set up the share award scheme (the “Share Award Scheme”) after the Listing. An aggregate of 114,117,300 Shares, representing approximately 8.0917% of the issued share capital of the Company, shall be reserved for the Share Award Scheme. For details of the Share Award Scheme, please refer to “History, Reorganization and Corporate Structure” in the Prospectus.

As of the date of this annual report, we have not adopted any rules for the Share Award Scheme.

(vii) *須根據購股權行使證券的期間*

承授人可於董事會可能釐定的期間，隨時根據購股權計劃的條款行使購股權，惟有關期間不得超過授出日期起計十年，並受有關提前終止條文所規限。

(viii) *購股權計劃期限*

購股權計劃將於二零一九年十二月二十日起計十年內有效，除非在股東大會上遭股東提早終止，否則於緊接購股權計劃滿十週年前一個營業日的營業時間結束時屆滿。有關詳情，請參閱招股章程「附錄四 – 法定及一般資料 – D. 其他資料 – 1. 購股權計劃」分節。

除上文所披露者外，於二零一九年十二月三十一日，我們概無根據購股權計劃授出或同意授出購股權。

股份獎勵計劃

我們擬於上市後設立股份獎勵計劃（「股份獎勵計劃」）。合共114,117,300股股份（佔本公司已發行股本約8.0917%）須保留作股份獎勵計劃。有關購股權計劃的詳情，請參閱招股章程「歷史、重組及公司架構」。

截至本年報日期，我們並無採納股份獎勵計劃的任何規則。

Management Discussion and Analysis 管理層討論與分析

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

In 2019, we did not have any significant investment, material acquisition nor disposal of subsidiaries, associates and joint ventures.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As stated in the Prospectus, approximately 6.5% (approximately HK\$37.7 million) of the net proceeds from the Listing is intended to use for upgrading our existing hardware and software and procuring servers and approximately 20% (approximately HK\$116.0 million) of the net proceeds from the Listing is intended to use for strategic investments and acquisitions. For further details of the proposed use of the net proceeds from the Listing, please refer to the Prospectus.

From the Listing Date and up to the date of this annual report, we have commenced the process of improving our development capabilities, but no actual purchases has been made, and, while we have been exploring and tracking potential opportunities in the market in a diligent and prudent manner, however, no suitable investment objective has been found due to the relatively short history of listing.

Save as disclosed in the Prospectus, there was no any other plans for material investments and capital assets as at the date of this annual report.

附屬公司、聯營公司及合營企業的重大投資、重大收購及出售事項

於二零一九年，我們並無任何附屬公司、聯營公司及合營企業的重大投資、重大收購或出售事項。

重大投資及資本資產的未來計劃

如招股章程所述，約6.5%（約37.7百萬港元）的上市所得款項淨額擬用於升級我們的現有硬件及軟件以及採購服務器，約20%（約116.0百萬港元）的上市所得款項淨額擬用於戰略投資及收購。有關上市所得款項淨額擬定用途的進一步詳情，請參閱招股章程。

自上市日期起及直至本年報日期，我們已著手提升我們的開發能力，但並無進行實際購買，儘管我們一直以勤勉及審慎的態度探索及尋覓市場中的潛在機遇，然而，由於上市時間較短，尚未發現合適的投資目標。

除招股章程所披露者外，於本年報日期，我們並無有關重大投資及資本資產的任何其他計劃。

Profiles of Directors and Senior Management 董事及高級管理層履歷

EXECUTIVE DIRECTORS

Mr. Zang Weizhong (臧偉仲), aged 39, is the chairman of the Board, an executive Director and the chief executive officer of our Company. He was appointed as a Director on November 7, 2018 upon the incorporation of our Company, and was re-designated as an executive Director on August 2, 2019. Mr. Zang established our Group in December 2013. He is the founder of our Group. He is primarily responsible for formulating the overall business plan and overseeing the business development and corporate culture of our Group.

Mr. Zang graduated from Wuhan Textile University (武漢紡織大學) in the PRC in June 2011 and specialized his studies in international finance. Mr. Zang was recognized as the "Outstanding and faithful entrepreneur in China (中國優秀誠信企業家)" by Chinese Enterprise Guozhixin (Beijing) Credit Evaluation Center* (中國國質信(北京)信用評估中心) in June 2017.

Ms. Sun Hongyan (孫紅艷), aged 42, is the executive Director and finance director of our Company. She was appointed as an executive Director on August 2, 2019. She is primarily responsible for managing financial issues of our Group, and responsible for the overall tax planning and implementation of our Group.

Ms. Sun graduated from the Xi'an Jiaotong University (西安交通大學) in the PRC in December 2000 and specialized her studies in accounting. She obtained the Certificate of Accounting Professional from the Finance Bureau of Guangzhou Development District* (廣州市開發區財政局) in November 2002. She was granted Qualification Certificate with Intermediate Level in Accounting (會計中級資格證書) by the Ministry of Finance of the PRC (中華人民共和國財政部) in September 2003. Ms. Sun became a non-practicing member of Guangdong Provincial Institute of Certified Public Accountants (廣東省註冊會計師協會) in February 2010.

Ms. Sun joined our Group as the finance director of Lvji Technology in June 2015. Ms. Sun serves as a director of Lvji Technology since October 2016. She also serves as the finance director of Guangzhou Lvji, Huoer Guosi Lvji and Guangxi Lvji since their respective establishment.

執行董事

臧偉仲先生，39歲，為本公司董事會主席、執行董事兼行政總裁。彼於二零一八年十一月七日本公司註冊成立時獲委任為董事，並於二零一九年八月二日獲調任為執行董事。臧先生於二零一三年十二月成立本集團。彼為本集團的創辦人。彼主要負責制訂本集團的整體業務計劃以及監督業務發展及企業文化。

臧先生於二零一一年六月畢業於中國武漢紡織大學國際金融專業。臧先生於二零一七年六月獲中企國質信(北京)信用評估中心認可為「中國優秀誠信企業家」。

孫紅艷女士，42歲，為本公司執行董事兼財務總監。彼於二零一九年八月二日獲委任為執行董事。彼主要負責管理本集團財務事宜，以及負責本集團的整體稅務計劃及執行。

孫女士於二零零零年十二月畢業於中國西安交通大學會計學專業。彼於二零零二年十一月獲廣州市開發區財政局頒發會計專業證書。彼於二零零三年九月獲中華人民共和國財政部頒發會計中級資格證書。孫女士於二零一零年二月成為廣東省註冊會計師協會的非執業會員。

孫女士於二零一五年六月加入本集團，擔任驢跡科技的財務總監。孫女士自二零一六年十月起擔任驢跡科技的董事。彼亦自廣州驢跡、霍爾果斯驢跡及廣西驢跡各自的成立日期起擔任該等公司的財務總監。

Profiles of Directors and Senior Management 董事及高級管理層履歷

Mr. Long Chao (龍超), aged 40, was appointed as an executive Director on August 2, 2019 and is the chief operation officer of our Company. He is primarily responsible for formulating and executing the overall business strategies, and new business generation and development of our Group.

Mr. Long obtained a bachelor's degree in Computer Science and Technology from Huazhong University of Science & Technology (華中科技大學) in the PRC in June 2002. Mr. Long was accredited as a Senior Software Programmer (高級程序員) by the Examination Board of the Chinese Computer Software Professional and Technical Qualifications and Standards* (中國計算機軟件專業技術資格和水平考試委員會) in November 2000. He obtained a qualification certificate with senior level of system analyst (系統分析師) by Professional Titles Reform Work Leadership Group of Hubei Province* (湖北省職稱改革工作領導小組) in October 2004.

Mr. Long first joined our Group as the chief operation officer of Lvji Technology in August 2017. Mr. Long also serves as a director of Lvji Technology since November 2017.

NON-EXECUTIVE DIRECTORS

Mr. Zhou Qinyong (周勤勇), aged 32, was appointed as a non-executive Director on August 2, 2019. He is primarily responsible for supervising and providing advice to the Board. Mr. Zhou was appointed as a director of Lvji Technology in May 2019.

Mr. Zhou has over three years of experience in investment management. Mr. Zhou serves in Guangdong YUEKE Venture Capital Investment Management Company Limited* (廣東粵科創業投資管理有限公司) from September 2015 as an investment assistant to present as an investment director.

Mr. Zhou obtained a bachelor's degree in Biotechnology from Central South University (中南大學) in the PRC in June 2010. He subsequently obtained a master's degree in Hydrobiology from Sun Yat-sen University (中山大學) in the PRC in June 2013.

Mr. Zhou obtained the AMAC Fund Practitioner Qualification Examination Certificate (AMAC基金從業人員資格考試成績合格證) in fund regulations, professional ethics and business practices (基金法律法規、職業道德與業務規範), and private equity investment and fund basic knowledge (私募股權投資基金基礎知識) by Asset Management Association of China (中國證券投資基金業協會) in June 2016 and September 2016, respectively.

龍超先生，40歲，於二零一九年八月二日獲委任為執行董事，為本公司首席運營官。彼主要負責制定及執行本集團整體業務策略以及新業務開拓及發展。

龍先生於二零零二年六月取得中國華中科技大學計算機科學與技術學士學位。龍先生於二零零零年十一月獲中國計算機軟件專業技術資格和水平考試委員會認可為高級程序員。彼於二零零四年十月獲湖北省職稱改革工作領導小組頒發高級系統分析師資格證書。

龍先生於二零一七年八月加入本集團，擔任驢跡科技的首席運營官。龍先生亦自二零一七年十一月起擔任驢跡科技董事。

非執行董事

周勤勇先生，32歲，於二零一九年八月二日獲委任為非執行董事。彼主要負責監督董事會並為其提供意見。周先生於二零一九年五月獲委任為驢跡科技的董事。

周先生在投資管理方面擁有逾三年經驗。周先生自二零一五年九月起至今任職於廣東粵科創業投資管理有限公司，曾任投資助理，現任投資總監。

周先生於二零一零年六月獲中國中南大學生物科學學士學位。彼其後於二零一三年六月獲中國中山大學水生生物碩士學位。

周先生分別於二零一六年六月及二零一六年九月取得中國證券投資基金業協會頒發的基金法律法規、職業道德與業務規範方面及私募股權投資基金基礎知識方面的AMAC基金從業人員資格考試成績合格證。

Profiles of Directors and Senior Management 董事及高級管理層履歷

Mr. Cheung King Him Edmund (張敬謙), aged 40, was appointed as a non-executive Director on August 2, 2019. He is primarily responsible for supervising and providing advice to the Board.

Mr. Cheung has been holding various positions in the subsidiaries (and funds under such subsidiaries) of BOC International Holdings Limited, the investment banking arm of Bank of China Group, since March 2005. He has been an executive director of CITP Advisors (Hong Kong) Limited, a company principally engaged in provision of investment advisory services, since August 2013, and a member of investment committee of China Infrastructure Partners, L.P., a fund principally engaged in asset management, since April 2018. Prior to that, Mr. Cheung was an executive director of private equity division at BOCI Asia Limited. From March 2004 to March 2005, Mr. Cheung served as a business analyst at Citibank, N.A. Prior to joining Citibank N.A., Mr. Cheung was an analyst of global investment banking division at Deutsche Bank AG in Hong Kong from July 2000 to February 2003.

Mr. Cheung obtained a Bachelor of Arts from University of Chicago in the United States in March 2000.

Mr. Zhang Jun (張軍), aged 48, was appointed as a non-executive Director on August 2, 2019. He is primarily responsible for supervising and providing advice to the Board. Mr. Zhang Jun first joined our Group as a director of Lvji Technology in May 2019.

Mr. Zhang has over 11 years of experience in investment management. Mr. Zhang has been a director of CNAMPGC Holdings Co., Ltd (中農集團控股股份有限公司) since May 2019, chairman of the board of Dongying Linglong Jinshan Investment Management Company Limited* (東營玲瓏金山投資管理有限公司) since January 2018 and a director and general manager of Beijing Zhongjin Guoke Chuangye Capital Company Limited* (北京中金國科創業投資管理有限公司) since August 2007.

Mr. Zhang obtained a bachelor's degree in Statistics from Shandong University of Finance and Economics (山東財經大學) in the PRC in July 1993. He subsequently obtained a master's degree in Corporate Governance from Capital University of Economics and Business (首都經濟貿易大學) in June 1996.

Mr. Zhang obtained the AMAC Fund Practitioner Qualification Examination Certificate (AMAC基金從業人員資格考試成績合格證) in private equity investment and fund basic knowledge (私募股權投資基金基礎知識) and in fund regulations, professional ethics and business practices (基金法律法規、職業道德與業務規範) by Asset Management Association of China (中國證券投資基金業協會) in July 2016.

張敬謙先生，40歲，於二零一九年八月二日獲委任為非執行董事。彼主要負責監督董事會並為其提供意見。

張敬謙先生自二零零五年三月起在中國銀行集團的附屬投資銀行中銀國際控股有限公司旗下附屬公司（以及此類附屬公司的基金）擔任多個職位。彼自二零一三年八月起擔任中銀國際基建基金管理有限公司（該公司主要從事提供投資諮詢服務）執行董事，並自二零一八年四月起擔任China Infrastructure Partners, L.P.（主要從事資產管理的基金）投資委員會成員。在此之前，張敬謙先生為中銀國際亞洲有限公司私募股權部門執行董事。於二零零四年三月至二零零五年三月，張敬謙先生在花旗銀行擔任業務分析師。加入花旗銀行前，張敬謙先生於二零零零年七月至二零零三年二月在香港德意志銀行擔任全球投資銀行部門分析師。

張敬謙先生於二零零零年三月自美國芝加哥大學取得文學學士學位。

張軍先生，48歲，於二零一九年八月二日獲委任為非執行董事。彼主要負責監督董事會並為其提供意見。張軍先生於二零一九年五月首次加入本集團，擔任驢跡科技的董事。

張軍先生在投資管理方面擁有逾11年經驗。張軍先生自二零一九年五月起擔任中農集團控股股份有限公司董事，自二零一八年一月起擔任東營玲瓏金山投資管理有限公司董事會主席及自二零零七年八月起擔任北京中金國科創業投資管理有限公司董事及總經理。

張軍先生於一九九三年七月獲中國山東財經大學統計學學士學位。彼其後於一九九六年六月獲首都經濟貿易大學企業管治碩士學位。

張軍先生於二零一六年七月取得中國證券投資基金業協會頒發的私募股權投資基金基礎知識及基金法律法規、職業道德與業務規範的AMAC基金從業人員資格考試成績合格證。

Profiles of Directors and Senior Management 董事及高級管理層履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Gu Jianlu (顧劍璐), aged 28, was appointed as an independent non-executive Director on November 19, 2019. She is primarily responsible for supervising and providing independent judgment to our Board.

Ms. Gu has over two years of experience in investment management. Ms. Gu has been a managing director of Shanghai Qingzhitong Investment Management Co., Ltd.* (上海青之桐投資管理有限公司) since July 2016.

Ms. Gu obtained a bachelor's degree in Human Resources Management (人力資源管理) from University of International Business and Economics (對外經濟貿易大學) in the PRC in June 2013. She subsequently obtained a master's degree in Engineering from Peking University (北京大學) in the PRC in January 2016.

Mr. Liu Yong (劉勇), aged 46, was appointed as an independent non-executive Director on November 19, 2019. He is primarily responsible for supervising and providing independent judgment to our Board.

Mr. Liu has over 10 years of experience in the social game development industry. Mr. Liu has been the chief executive officer of Beijing BiUP Network Technology Company Limited* (北京幣尚網絡技術有限公司) since May 2018. He also served as the chief executive officer of ReKoo Media Inc. from January 2008 to December 2017.

Mr. Liu obtained a bachelor's degree in Mines and Geochemistry from Peking University (北京大學) in the PRC in July 1996. Mr. Liu obtained a master's degree in computer science from University of Illinois at Urbana-Champaign in the United States in May 2000.

Ms. Wu Daxiang (吳大香), aged 36, was appointed as an independent non-executive Director on November 19, 2019. She is primarily responsible for supervising and providing independent judgment to our Board.

Ms. Wu has over eight years of experience in the accounting and risk management industry. She has been the risk management vice president of Shenzhen Sunflower Investment Co., Ltd.* (深圳市向日葵投資有限公司) since June 2017. Ms. Wu worked for Shenzhen Fuhai Minxiang Wealth Management Company Limited, Zhengzhou Branch* (深圳市富海民享財富管理有限公司), responsible for due diligence and related matters from July 2015 to May 2017. She served as a manager of Grant Thornton Accounting Firm (Special general partnership) Xiamen Branch (致同會計師事務所(特殊普通合夥)廈門分所) from November 2010 to June 2015.

獨立非執行董事

顧劍璐女士，28歲，於二零一九年十一月十九日獲委任為獨立非執行董事。彼主要負責監督董事會並為其提供獨立判斷。

顧女士在投資管理方面擁有逾兩年經驗。顧女士自二零一六年七月起一直擔任上海青之桐投資管理有限公司的董事總經理。

顧女士於二零一三年六月獲中國對外經濟貿易大學人力資源管理學士學位。彼隨後於二零一六年一月獲中國北京大學工程學碩士學位。

劉勇先生，46歲，於二零一九年十一月十九日獲委任為獨立非執行董事。彼主要負責監督董事會並為其提供獨立判斷。

劉先生於社交遊戲開發行業擁有逾10年經驗。劉先生自二零一八年五月起擔任北京幣尚網絡技術有限公司的行政總裁。彼亦自二零零八年一月至二零一七年十二月擔任ReKoo Media Inc.的行政總裁。

劉先生於一九九六年七月取得中國北京大學岩礦與地球化學學士學位。劉先生其後於二零零零年五月自美國伊利諾伊大學厄巴納-香檳分校取得計算機科學碩士學位。

吳大香女士，36歲，於二零一九年十一月十九日獲委任為獨立非執行董事。彼主要負責監督董事會並為其提供獨立判斷。

吳女士於會計及風險管理行業擁有逾八年經驗。彼自二零一七年六月起擔任深圳市向日葵投資有限公司風險管理副總裁。吳女士自二零一五年七月至二零一七年五月在深圳市富海民享財富管理有限公司任職，負責盡職調查相關事宜。彼自二零一零年十一月至二零一五年六月擔任致同會計師事務所(特殊普通合夥)廈門分所經理。

Profiles of Directors and Senior Management 董事及高級管理層履歷

Ms. Wu obtained a bachelor's degree in Accounting from Hunan Agricultural University (湖南農業大學) in the PRC in June 2006.

Ms. Wu passed the Advanced Qualification Level of the National Accountant Examination (高級會計師資格考試) in December 2013. Ms. Wu was granted the International Registered Internal Audit Certificate (國際註冊內部審計師證書) in November 2009 by China Institute of Internal Audit (中國內部審計協會). She obtained the Certificate for Passing All the Required Subjects of the National Uniform CPA Examination (註冊會計師全國統一考試全科合格證) in December 2009 from the Certified Public Accountants Examination Committee of The Ministry of Finance of the PRC (中國財政部註冊會計師考試委員會). She was granted the Medium Level Qualification Certificate of Specialty and Technology (會計中級專業技術資格證書) in May 2006 by The Ministry of Finance of the PRC (中華人民共和國財政部).

SENIOR MANAGEMENT

Mr. Zang Weizhong (臧偉仲), our executive Director and chief executive officer. See “- Executive Directors” in this section for his profile.

Mr. Long Chao (龍超), our executive Director and chief operation officer. See “- Executive Directors” in this section for his profile.

Ms. Sun Hongyan (孫紅艷), our executive Director and finance director. See “- Executive Directors” in this section for her profile.

Ms. Wang Xin (王馨), aged 36, is the chief financial officer of our Company. She was appointed as the chief financial officer of our Group on November 19, 2019. Ms. Wang joined our Group as the chief financial officer of Lvji Technology in September 2018 and currently serves as the chief financial officer of both Lvji Technology and our Company. Ms. Wang is primarily responsible for management of investor's relationship, financing and merger and acquisition of our Group.

Ms. Wang has over 12 years of working experience in financial controlling and management of investor's relationship. Prior to joining our Group, Ms. Wang served as the joint chief financial officer, joint company secretary and general manager of investor relations department of China New Higher Education Group Co., Ltd. (a company whose shares are listed on the Hong Kong Stock Exchange (stock code: 2001) from October 2014 to September 2018. She served as the vice general manager of finance department of CP Pharmaceutical Group from December 2010 to October 2014. She served as an internal control executive of Bayer Healthcare Company Ltd. from August 2006 to November 2010.

吳女士於二零零六年六月自中國湖南農業大學取得會計學士學位。

吳女士於二零一三年十二月通過高級會計師資格考試。吳女士於二零零九年十一月獲中國內部審計協會授予國際註冊內部審計師證書。彼於二零零九年十二月自中國財政部註冊會計師考試委員會取得註冊會計師全國統一考試全科合格證。彼於二零零六年五月獲中華人民共和國財政部授予會計中級專業技術資格證書。

高級管理層

臧偉仲先生為我們的執行董事兼行政總裁。其履歷請參閱本節「- 執行董事」。

龍超先生為我們的執行董事兼首席運營官。其履歷請參閱本節「- 執行董事」。

孫紅艷女士為我們的執行董事兼財務總監。其履歷請參閱本節「- 執行董事」。

王馨女士，36歲，為本公司的首席財務官。彼於二零一九年十一月十九日獲委任為本集團的首席財務官。王女士於二零一八年九月加入本集團，擔任驢跡科技的首席財務官，現時擔任驢跡科技及本公司的首席財務官。王女士主要負責本集團的投資者關係管理及融資併購工作。

王女士在財務監控以及投資者關係管理方面擁有逾12年工作經驗。加入本集團之前，王女士自二零一四年十月至二零一八年九月擔任中國新高教集團有限公司（該公司股份於香港聯交所上市（股份代號：2001））聯席財務官、聯席公司秘書及投資者關係部總經理。彼自二零一零年十二月至二零一四年十月擔任正大製藥集團財務部副總經理。彼自二零零六年八月至二零一零年十一月擔任拜耳醫藥保健有限公司內部控制主任。

Profiles of Directors and Senior Management 董事及高級管理層履歷

Ms. Wang obtained a bachelor's degree in accounting from the Taiyuan University of Technology (太原理工大學) in the PRC in July 2004. She subsequently obtained a master's degree in accounting from Nanjing University of Science and Technology (南京理工大學) in the PRC in July 2006. She also obtained a master's degree in business administration jointly offered by the National School of Development of Peking University (北京大學) in the PRC and Vlerick Business School, Belgium in Belgium in November 2014.

Ms. Wang received the Certificate for Passing All the Required Subjects of the National Uniform CPA Examination (註冊會計師全國統一考試全科合格證) from the Certified Public Accountant Examination Committee of the Ministry of Finance of the PRC (中國財政部註冊會計師委員會) in August 2009. Ms. Wang is enrolled in the qualification program of the Hong Kong Institute of Certified Public Accountants.

Mr. Wen Lijun (溫利軍), aged 27, is the sales director of our Company. He was appointed as the sales director of our Group on November 19, 2019. Mr. Wen has served as the sales director of Lvji Technology since June 23, 2014. Mr. Wen is primarily responsible for implementing annual sales strategy and sales target of our Group.

Prior to joining our Group, Mr. Wen served as the head of training department of Guangzhou Zengcheng Blue Eagle Education and Training Center* (廣州市增城藍鷹教育培訓中心) from June 2011 to June 2013.

Mr. Wen graduated from Sun Yat-Sen University (中山大學) in June 2015 and he specialized his studies in administration management. He has been recognized as the Project Management Professional by the Project Management Institute since June 2018. Mr. Wen has been a lecturer for Guangzhou Youth Social Work Training (廣州市青少年社會工作培訓講師) from December 2015 to November 2017.

王女士於二零零四年七月自中國太原理工大學取得會計學學士學位。彼其後於二零零六年七月自中國南京理工大學取得會計學碩士學位。彼亦於二零一四年十一月獲中國北京大學國家發展研究院與比利時Vlerick Business School共同頒發工商管理碩士學位。

王女士於二零零九年八月獲中國財政部註冊會計師委員會頒發註冊會計師全國統一考試全科合格證。王女士已報讀香港會計師公會專業資格課程。

溫利軍先生，27歲，為本公司的銷售總監。彼於二零一九年十一月十九日獲委任為本集團的銷售總監。溫先生自二零一四年六月二十三日起出任驢跡科技的銷售總監。溫先生主要負責實施本集團的年度銷售策略及銷售目標。

加入本集團之前，溫先生自二零一一年六月至二零一三年六月擔任廣州市增城藍鷹教育培訓中心培訓部門主管。

溫先生於二零一五年六月畢業於中山大學行政管理專業。彼自二零一八年六月起獲項目管理協會(Project Management Institute)認為項目管理師(Project Management Professional)。溫先生於二零一五年十二月至二零一七年十一月擔任廣州市青少年社會工作培訓講師。

Profiles of Directors and Senior Management 董事及高級管理層履歷

COMPANY SECRETARY

Ms. Lam Shi Ping (林仕萍) was appointed as a company secretary of our Company on August 20, 2019 and is nominated by Boardroom Corporate Services (HK) Limited ("Boardroom") pursuant to an engagement letter made between the Company and Boardroom, pursuant to which Boardroom has agreed to provide certain corporate secretarial services to the Company.

Ms. Lam has over eight years of experience in company secretarial matters, which is gained from her working experience with various companies listed in Hong Kong.

She was admitted as an associate member of The Hong Kong Institute of Chartered Secretaries in April 2015 and an associate member of The Institute of Chartered Secretaries and Administrators in the United Kingdom in April 2015.

Ms. Lam obtained a diploma of commerce from Australian Institute for University Studies in Australia in December 2001. She obtained a bachelor's degree in business administration from Curtin University of Technology in Australia in July 2003. She subsequently obtained a master's degree in corporate governance from The Hong Kong Polytechnic University in Hong Kong in October 2014.

公司秘書

林仕萍女士，於二零一九年八月二十日獲委任為本公司公司秘書（由寶德隆企業服務（香港）有限公司（「寶德隆」）根據本公司與寶德隆訂立的委聘函提名，據此，寶德隆同意向本公司提供若干公司秘書服務）。

林女士於公司秘書事宜方面擁有逾八年經驗，從為香港多家上市公司服務獲累積工作經驗。

彼於二零一五年四月分別獲認許為香港特許秘書公會會員及英國特許秘書及行政人員公會會員。

林女士於二零零一年十二月自澳大利亞的Australian Institute for University Studies取得商業文憑。彼於二零零三年七月自澳大利亞科廷科技大學(Curtin University of Technology)取得工商管理學士學位。彼其後於二零一四年十月於香港自香港理工大學取得公司管治碩士學位。

Directors' Report 董事會報告

The Board presents this directors' report in the Group's annual report for the year ended December 31, 2019.

GLOBAL OFFERING

The Company was incorporated in the Cayman Islands on November 7, 2018 as an exempted company with limited liability under the laws of the Cayman Islands. The Shares were listed on the Main Board of the Stock Exchange on the Listing Date. 352,700,000 Shares were issued under the Global Offering at the price of HK\$2.12 per Share, raising net proceeds of approximately HK\$580.0 million (after deducting the underwriting commissions and related listing expenses payable by the Company in the Global Offering). As at the Listing Date, the share capital of the Company was US\$14,103,000 divided into 1,410,300,000 ordinary shares of US\$0.01 each.

PRINCIPAL BUSINESS

The Group is a market leader in China's online tour guide industry. The Group deploys software on its cloud system to provide online tour guide with proprietary contents, which include illustrated maps of tourist attractions, editorial contents and voice-over commentaries of points of interest in the tourist attractions, and are implemented to include functions such as real-time navigation. As a technology-driven company, the Group prioritizes the development of its software and information technology, including research and development in big data and artificial intelligence capabilities.

There were no significant changes in the nature of the Group's principal business during the year ended December 31, 2019. Please refer to note 1 to the Consolidated Financial Statements for details of the principal business of the Group.

RESULTS

The results of the Group for the year ended December 31, 2019 are set out in the Consolidated Statement of Comprehensive Income of this annual report.

董事會於本集團截至二零一九年十二月三十一日止年度之年報中呈報此董事會報告。

全球發售

本公司根據開曼群島法例於二零一八年十一月七日在開曼群島註冊成立為獲豁免有限責任公司。股份於上市日期於聯交所主板上市。全球發售按每股股份2.12港元的價格發行352,700,000股股份，籌得所得款項淨額約580.0百萬港元（經扣除本公司就全球發售應付包銷佣金及相關上市開支後）。於上市日期，本公司股本為14,103,000美元，分為1,410,300,000股每股面值0.01美元的普通股。

主要業務

本集團為中國在線電子導覽行業的市場領導者。本集團在雲端系統上提供具有專有內容的在線電子導覽，當中包括旅遊景區的手繪地圖，以及旅遊景區內景點的文字介紹及語音講解，並且加入實時導航等功能。作為一家技術驅動公司，本集團將其軟件及信息技術的開發作為工作重點，包括大數據及人工智能實力的研發。

於截至二零一九年十二月三十一日止年度，本集團主要業務的性質並無重大變更。有關本集團的主要業務之詳情，請參閱綜合財務報表附註1。

業績

本集團於截至二零一九年十二月三十一日止年度的業績載於本年報的綜合全面收益表。

Directors' Report 董事會報告

DIVIDEND AND DIVIDEND POLICY

No dividend was declared and paid by the Company for the year ended December 31, 2019. The Directors do not recommend any payment of a final dividend for the year ended December 31, 2019. The Group does not have any pre-determined dividend pay-out ratio. The declaration of dividends is subject to the discretion of the Board. Any declaration of final dividend by the Company shall also be subject to the approval of the Shareholders in a general meeting. The Directors may recommend a payment of dividends in the future after taking into account the operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions, capital expenditure and future development requirements, shareholders' interests and other factors which they may deem relevant at such time. Any declaration and payment as well as the amount of the dividends will be subject to constitutional documents, any applicable laws and regulations, including the laws of the Cayman Islands.

SHARE CAPITAL

Details of the issued shares of the Group during the year ended December 31, 2019 are set out in note 26 to the Consolidated Financial Statements.

DISTRIBUTABLE RESERVES

As at December 31, 2019, the Company had no distributable reserves.

股息及股息政策

本公司未就截至二零一九年十二月三十一日止年度宣派及派付任何股息。董事建議不就截至二零一九年十二月三十一日止年度派付末期股息。本集團並無任何預先釐定的派息率。董事會酌情宣派股息。本公司宣派末期股息須經股東於股東大會上批准。經考慮經營及盈利、資本要求及盈餘、整體財務狀況、合約限制、資本支出及未來發展要求、股東權益以及彼等於該時可能認為相關的其他因素，董事可能建議於未來派付股息。任何宣派及派付以及股息金額將視乎章程文件以及任何適用法律法規（包括開曼群島法例）而定。

股本

本集團於截至二零一九年十二月三十一日止年度的已發行股份詳情載於綜合財務報表附註26。

可分派儲備

於二零一九年十二月三十一日，本公司概無可分派儲備。

Directors' Report 董事會報告

FINANCIAL SUMMARY

The Group's financial summary for the last four financial years is set out in the section headed "Four-Year Performance Review" of this annual report.

BANK LOANS AND OTHER BORROWINGS

As of December 31, 2019 the Group had no outstanding bank loans.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended December 31, 2019 are set out in note 14 to the Consolidated Financial Statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association and there is no restriction against such rights which would oblige the Company to offer new shares on a pro-rata basis to the existing Shareholders.

TAX RELIEF

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

USE OF PROCEEDS FROM THE GLOBAL OFFERING

The Shares were successfully listed on the Stock Exchange on the Listing Date. The net proceeds from the Listing were approximately HK\$580.0 million (after deducting the underwriting commissions and other related listing expense payable by the Company in the Global Offering). Since the Listing Date and up to the date of this annual report, the net proceeds has not been utilized and is placed in licensed banks in HK and in the PRC. The Company intends to apply such proceeds in the same manner and proportions as stated in the Prospectus as follows:

- approximately 50%, or HK\$290.0 million, for the production of online tour guide for tourist attractions in the PRC and overseas to cover more tourist attractions and improve our competitiveness by 2022;
- approximately 10%, or HK\$58.0 million, for upgrading the content of existing products;
- approximately 30%, or HK\$174.0 million, for data collection and content production of the tourist attractions we plan to develop online tour guide for;
- approximately 10%, or HK\$58.0 million, for the expansion of our content production team;

財務概要

本集團於過往四個財政年度的財務概要載於本年報「四年業績回顧」一節。

銀行貸款及其他借款

截至二零一九年十二月三十一日，本集團並無尚未償還的銀行貸款。

物業、廠房及設備

本集團於截至二零一九年十二月三十一日止年度的物業、廠房及設備變動的詳情載於綜合財務報表附註14。

優先認購權

根據組織章程細則，並無優先認購權獲提供，該等權利亦不受將令本公司產生按比例基準向現有股份發售新股份之責任的限制。

稅項寬免

董事並不知悉任何股東因持有本公司證券而可得的稅項寬免。

全球發售所得款項用途

股份於上市日期成功在聯交所上市。上市所得款項淨額約為580.0百萬港元（經扣除本公司就全球發售應付的包銷佣金及其他上市相關開支）。於自上市日期起及直至本年報日期，所得款項淨額並無動用，存放於香港及中國持牌銀行。本公司擬按招股章程所述相同方式及比例使用有關所得款項，用於以下用途：

- 截至二零二零年，約50%或290.0百萬港元用於製作中國及海外旅遊景區的在線電子導覽，以覆蓋更多旅遊景區並提高我們的競爭力；
- 約10%或58.0百萬港元用於更新現有產品的內容；
- 約30%或174.0百萬港元用於我們計劃發展在線電子導覽的旅遊景區的數據收集及內容製作；
- 約10%或58.0百萬港元用於擴張我們的內容製作團隊；

Directors' Report 董事會報告

- approximately 10%, or HK\$58.0 million, for the recruitment of R&D talents and improving our development capabilities to enhance product quality and research and develop new products and services by 2022;
- approximately 3.5%, or HK\$20.3 million, for upgrading our existing hardware and software;
- approximately 3.5%, or HK\$20.3 million, for the recruitment of more R&D talents;
- approximately 3.0%, or HK\$17.4 million, for the procurement of servers;
- approximately 10%, or HK\$58.0 million, for the promotion of our brand value and improving our sales and marketing capabilities by 2022;
- approximately 6.0%, or HK\$34.8 million, for participating in industry exhibitions and conferences, on-site promotion at tourist attractions and marketing activities;
- approximately 4.0%, or HK\$23.2 million, for new product launches and marketing;
- approximately 20%, or HK\$116.0 million, for strategic investments and acquisitions by 2022; and
- approximately 10%, or HK\$58.0 million, for working capital and general corporate purposes by 2022.
- 截至二零二二年，約10%或58.0百萬港元用於招聘研發人才及提高我們的研發能力，以提高產品質量及研發新產品及新服務；
- 約3.5%或20.3百萬港元用於升級現有硬件及軟件；
- 約3.5%或20.3百萬港元用於招募更多研發人才；
- 約3.0%或17.4百萬港元用於採購服務器；
- 截至二零二二年，約10%或58.0百萬港元用於提升我們的品牌價值及增強我們的銷售及營銷能力；
- 約6.0%或34.8百萬港元，用於參加行業展會及峰會、在旅遊景區進行現場促銷及營銷活動；
- 約4.0%或23.2百萬港元，用於新產品上市及營銷；
- 截至二零二二年，約20%或116.0百萬港元用於戰略投資及收購；及
- 截至二零二二年，約10%或58.0百萬港元用作營運資金及一般公司用途。

Directors' Report 董事會報告

BUSINESS REVIEW

Overview and performance of the Year

Business review and financial review are provided in the Management's Discussion and Analysis section of this annual report.

Environmental Policies and Performance

The Group's business model generally involves online sales of online tour guide to its end users. Therefore, the Group is not subject to significant health, safety or environmental risks. The Group does not expect to incur any material liabilities or expenditures in these respects. To ensure compliance with applicable laws and regulations, its human resources team under its administration department would, if necessary, adjust its human resources policies from time to time to accommodate material changes to relevant labor and safety laws and regulations.

Compliance with Relevant Laws and Regulations

The Group has complied in all material respects with the requirements under the Companies Ordinance, the Listing Rules, the SFO and the Corporate Governance Code for, among other things, the disclosure of information and corporate governance. The Group has also complied in all material respects with other relevant laws and regulations that have a significant impact on the operations of the Group.

Key Relationships with Stakeholders

Relationship with Customers

The Group provide services to end users but collect related sales proceeds from OTAs. Based on the flow of revenue collection stream, OTAs are deemed as customers. The other customers include travel agencies, users of Lvji APP, tourist attraction administrators and government offices.

The Group develops and maintains long-term strategic relationships with our OTAs.

- sales and marketing department: expand and maintain the corresponding OTA channel, facilitate communication between OTA headquarters and regional business leaders, and continuously deepen cooperation and promote our products on the OTA platform;
- operations department: responsible for providing OTA with products to and from the production line, price adjustment, handling related end-user and OTA feedback and complaints, coordinating system daily docking, daily order check and statistics;

業務回顧

年內回顧及業績

業務回顧及財務回顧提供於本年報管理層討論與分析章節。

環境政策及表現

本集團的業務模式一般涉及在線向終端用戶銷售在線電子導覽。因此，本集團並無面臨重大健康、安全或環境風險。本集團預期將不會就此產生任何重大負債或支出。為確保符合適用的法律及法規，本集團行政部門的人力資源團隊將在必要時不時對我們的人力資源政策作出調整，以適應相關勞動與安全法律及法規的重大變動。

遵守相關法律法規

本集團於所有重大方面遵守公司條例、上市規則、證券及期貨條例以及企業管治守則的要求，（其中包括）資料及企業管治的披露。本集團亦於所有重大方面遵守其他對本公司營運有重大影響的相關法律法規。

與持份者的主要關係

與客戶的關係

本集團向終端用戶提供服務，但我們向在線旅遊平台收取相關銷售所得款項。基於收款來源流向，在線旅遊平台被視作我們的客戶。其他客戶包括旅遊代理、驢跡APP用戶、旅遊景區管理機構及政府辦公室。

本集團與在線旅遊平台發展及維持長期戰略關係。

- 銷售及營銷部門：拓展及維護對應在線旅遊平台渠道，對接在線旅遊平台總部與各區域業務負責人，溝通雙方需求達成業務共識，不斷深化合作緊密度，促成我們的產品在在線旅遊平台上的銷售；
- 運營部門：負責提供給在線旅遊平台的產品上下線、價格調整，處理相關終端用戶及在線旅遊平台反饋及投訴，協調系統日常對接，進行日常的訂單核對與金額統計；

Directors' Report 董事會報告

- product team under our content production department: provide product service and technical support for OTA, and connect with OTA system to realize transmission and check between content data and order data;
- project team under our operations department: coordinate with product technical team to produce contents, development functions and systems; and
- management team under our operations department: be responsible for developing business policies and strategies, monitoring and advancing the implementation of policies and strategies.
- 內容製作部門的產品團隊：為在線旅遊平台提供產品服務與技術支持，與在線旅遊平台系統進行對接以實現雙方在內容數據、訂單數據之間的傳輸與核對；
- 運營部門的項目團隊：統籌、協調產品技術團隊製作產品、開發功能與系統；及
- 運營部門的管理團隊：負責制定業務方針與策略，監督與推進方針與策略的執行。

The Group's top five customers accounted for approximately 94.2% of its total revenue for the year ended December 31, 2019 (2018: 96.8%) whereas its largest customer accounted for approximately 35.3% of its total revenue for the year ended December 31, 2019 (2018: 53.3%).

For the year ended December 31, 2019, none of the Directors, any of their close associates or any Shareholders (which to the knowledge of the Directors owns more than 5% of the number of the issued shares of the Company) was interested in the top five customers of the Group.

Relationship with Suppliers

From financial perspective, OTAs are categorized as suppliers as their pre-deducted concession fees are recognized as our cost of sales. The OTA concession fees attributable to the five largest OTAs (in terms of OTA concession fees contribution) accounted for approximately 82.5% of its cost of sales for the year ended December 31, 2019 (2018: 89.7%) whereas the largest OTA (in terms of OTA concession fees contribution) accounted for approximately 30.9% of our cost of sales for the year ended December 31, 2019 (2018: 50.0%).

The suppliers of operation, to whom it directly make payments for the purchases, primarily consist of (i) data collection and content providers, (ii) data storage, server hosting and bandwidth providers, and (iii) human resource outsourcing agents who provide experienced staff for us. The Group's top five suppliers in terms of purchase amount, which excluded OTA concession fees, consulting expenses costs and listing fees, accounted for approximately 96.3% of its total purchase amount for the year ended December 31, 2019 (2018: 96.3%).

For the year ended December 31, 2019, none of the Directors, any of their close associates or any Shareholders (which to the knowledge of the Directors owns more than 5% of the number of the issued shares of the Company) was interested in the top five suppliers of the Group.

本集團的五大客戶分別佔其於截至二零一九年十二月三十一日止年度收益總額約94.2%（二零一八年：96.8%），而最大客戶佔其截至二零一九年十二月三十一日止年度收益總額35.3%（二零一八年：53.3%）。

截至二零一九年十二月三十一日止年度，概無董事，彼等任何緊密聯繫人或任何股東（就董事所知持有多於本公司已發行股份數目的5%者）於本集團五大客戶中持有權益。

與供應商的關係

從財務角度而言，因在線旅遊平台預先扣除的分成金額確認為我們的銷售成本，故將其分類為我們的供應商。五大在線旅遊平台應佔在線旅遊平台分成金額（按在線旅遊平台分成貢獻計算）佔我們於截至二零一九年十二月三十一日止年度銷售成本的約82.5%（二零一八年：89.7%），而最大在線旅遊平台（按在線旅遊平台分成貢獻計算）佔我們於截至二零一九年十二月三十一日止年度銷售成本的約30.9%（二零一八年：50.0%）。

本集團直接支付採購款項的運營供應商主要包括(i)數據收集及內容提供商，(ii)數據存儲、服務器託管和寬帶供應商，及(iii)為我們提供經驗豐富僱員的人力資源外包代理。以採購金額計（不包括在線旅遊平台分成、諮詢開支成本及上市費用），本集團的五大供應商於截至二零一九年十二月三十一日止年度佔其採購總額約96.3%（二零一八年：96.3%）。

截至二零一九年十二月三十一日止年度，概無董事，彼等任何緊密聯繫人或任何股東（就董事所知持有本公司已發行股份數目多於5%者）於本集團五大供應商中擁有任何權益。

Directors' Report 董事會報告

Relationship with Our Employees

The Group embraces its employees as the most valuable assets of the Group. The objective of the Group's human resources management is to reward and recognize outstanding employees by providing competitive remuneration packages and implementing a sound performance appraisal system with appropriate incentives, and to promote career development and progression within the Group by providing robust internal training and opportunities. In particular, to strengthen and sustain its technology innovation, the Group will continue to attract, train and retain more talent in technology, research and development. New talent will continue to support its technology and will be offered advancement on-the-job training programs and promotion opportunities.

Relationship with Our Shareholders

The Group recognizes the importance of protecting the interests of the Shareholders and of having effective communication with them. The Group believes communication with the Shareholders is a two-way process and have thrived to ensure the quality and effectiveness of information disclosure, maintain regular dialogue with the Shareholders and listen carefully to the views and feedback from the Shareholders. This has been done through general meetings, corporate communications, interim and annual reports and results announcements.

Principal Risk and Uncertainties

Risk of Major Customers

Since a limited number of customers, including OTAs, take up a substantial portion of the Company's revenue, there will be an adverse impact on the sales and profit of the Group if these major customers reduce the volume of, or no longer sell, their travel products and services sold through us.

Response measures: The Group will increase market sales of its products through a diversified source of customers, including (i) contracting with regional travel agents; (ii) end users of its Lvji APP; (iii) contracting with local tourist attraction administrators; and (iv) engaging in cooperation relationships with local government offices. At the same time, the Group will actively look for mergers and acquisition opportunities to expand the market size.

與僱員的關係

本集團視其僱員為本集團最寶貴的資產。本集團人力資源管理的目標為通過提供具競爭力的薪酬待遇及實施穩健的表現評估體系（附帶適當激勵）獎勵及認可傑出僱員，通過提供完善的內部培訓及機會促進職業發展及本集團內部進展。具體而言，為加強及維持技術創新，本集團將繼續吸引、培訓及挽留更多技術及研發人才。新入人才將繼續支持其技術並將通過在職培訓項目及晉升機會取得進步。

與股東的關係

本集團認可保護股東權益及與彼等有效溝通的重要性。本集團認為與股東溝通為雙向流程，致力於通過股東大會、企業通訊、中期及年度報告以及業績公告確保信息披露的質量及有效性、定期與股東保持對話及認真聽取股東的意見及反饋。

主要風險及不確定因素

主要客戶風險

由於少量客戶（包括在線旅遊平台）貢獻本公司大部分收益，倘該等主要客戶減少其通過我們銷售的旅遊產品及服務數量，或不再銷售其通過我們銷售的旅遊產品及服務，本集團的銷售及盈利可能會受到不利影響。

應對措施：本集團將透過多元化的客戶來源來增加其產品的市場銷售額，包括(i)與地方旅行代理訂約；(ii)驢跡APP的終端用戶；(iii)與地方旅遊景區管理機構訂約；及(iv)與地方政府辦公室建立合作關係。與此同時，本集團將積極尋找併購機會以擴大市場規模。

Directors' Report 董事會報告

Risk of Competition within the Industry

Competition in the online tour guide industry is competitive. The Group compete primarily with other online tour guide providers and, to a lesser extent, travel agencies and OTAs. As China's online travel market continues to evolve, the Group may face with increased competition from new online tour guide providers or travel agencies and OTAs that seek to expand into this industry. Increased competition could reduce our operating margins and profitability and result in its loss of market share.

Response measures: The Group will continue to make, substantial investments in its sales and marketing efforts, including broadening its user acquisition channels. At the same time, the Group will further improve its market competition analysis mechanism, focus on market dynamics and collect market information. In addition, the Group will continue to increase its competitiveness through expanding the range of our product and service offerings, growing its user base, enhancing its user engagement, and pursuing strategic alliances, acquisitions and investments.

Risk of Retaining and Growing our User Base

The size of the Group's user base and the level of user engagement are critical to our success. The Group's business will continue to significantly depend on our users and their level of engagement with its products and services. If users no longer view its products and services as useful and attractive, the Group may not be able to increase or maintain its user base and the level of user engagement. Thus, its operating results and long-term monetization potential could be adversely impacted.

Response measures: the Group will continue to seek the most effective and cost-efficient ways to expand our user base through a diverse range of traffic acquisition channels. The Group's major strategies are (i) increasing user awareness through OTAs, (ii) enhancing its brand equity through marketing and promotional activities, (iii) acquiring traffic efficiently for its Lvji APP, and (iv) providing a more personalized user experience with smart tourism solutions to meet its users' evolving needs.

同業競爭風險

在線電子導覽行業競爭激烈。本集團主要與其他在線電子導覽提供商競爭，其次為旅遊代理及在線旅遊平台。隨著中國的在線旅遊市場不斷發展，本集團所面臨來自新入行在線電子導覽提供商或旅遊代理及在線旅遊平台（尋求將業務拓展至該行業）的競爭可能加劇。競爭加劇可能使我們的經營利潤率及盈利能力降低並導致損失市場份額。

應對措施：本集團將繼續在銷售及營銷方面作出大量投資，包括拓寬獲客渠道。同時，本集團將進一步完善市場競爭分析機制，關注市場動態並收集市場訊息。此外，本集團將透過擴大產品及服務種類、擴大用戶群及增強用戶參與度以及尋求戰略聯盟、收購及投資增強其競爭力。

留存及擴大我們用戶群的風險

本集團的用戶群規模及用戶參與度對我們的成功至關重要。本集團業務將繼續在很大程度上取決於其用戶及其對其產品及服務的參與度。若用戶不再認為其產品及服務有用及具吸引力，本集團未必能夠擴大或維持其用戶群及用戶參與度水平。因此，其經營業績及長期盈利潛力或會受不利影響。

應對措施：本集團將繼續尋求最有效和最具成本效益的方式，通過各種流量獲取渠道擴大我們的用戶群。本集團的主要戰略為(i)透過在線旅遊平台加深用戶認識；(ii)通過營銷及推廣活動提升其品牌價值；(iii)為其驢跡APP高效地獲取流量；及(iv)為智能旅行解決方案提供更加個性化的用戶體驗，以滿足用戶不斷變化的需求。

Directors' Report 董事會報告

Risk of Regulatory or Governmental Policy Changes

The Group is required to obtain, maintain and renew various licenses, permits and accreditations from time to time for its business operations. Although as confirmed by a written confirmation dated November 29, 2019 issued from Guangdong Communications Administration, being the competent authority to confirm matters relating to the operation of ICP services and application for ICP License in Guangdong province, that currently there is no relevant policy or regulation that requires the Group to obtain an ICP License, the Group may be required to obtain the ICP license or any additional licenses or permits in the future if there is a change in interpretation of the PRC laws and regulations. Should the Group fail to obtain or renew the certificates, licenses or accreditations required to operate its businesses in a timely manner or at all, the Group may be subject to fines or penalties and our business may be materially disrupted which could have a material and adverse effect on our financial performance and results of operations.

Response measures: The Group will continue to comply with all the applicable PRC laws, regulatory requirements and guidelines in relation to our business and operations in all material respects. Should there be a change of regulation or governmental policies, the Group will obtain or renew the certificates, licenses or accreditations required to operate its businesses in a timely manner.

PROSPECTS

A description of the future development in the Company's business is provided in the Chairman's Statement and the Management's Discussion and Analysis section of this annual report.

EVENTS AFTER DECEMBER 31, 2019

Given the epidemic outbreak of COVID-19 in China since January 2020, the Company implemented a series of measures, such as delay of work resumption, in accordance with the requirements issued by the central and local governments regarding prevention and control, to ensure the health and safety of our employees. The Board attaches great importance to the development of COVID-19, and does its best-efforts in COVID-19 prevention and control as well as operating management of the Group. Since January 2020 and as of the date of this annual report, the Group's production of the online tour guide slightly increased compared with the same period last year. However, domestic sales were greatly affected by epidemic control in the short term. It is expected that the domestic market will recover by the end of April 2020 and will see a sales peak in the summer holidays. As of the date of this annual report, the overall impact of the epidemic and the country's macroeconomic policy adjustments on the macro economy could not be reasonably estimated. The Group will continue to pay close attention to the development of the epidemic, make further judgments and estimates based on this, and take relevant measures.

Save for the above, the Directors are not aware of any significant event requiring disclosure that has taken place subsequent to December 31, 2019 and up to the date of this annual report.

監管或政府政策變更的風險

本集團必須不時獲得、保持及重續我們業務運營所需的多份執照、許可證及認證。儘管廣東省通信管理局（為負責在廣東省ICP服務運作及ICP證申請相關事宜的主管機關）出具日期為二零一九年十一月二十九日的書面確認，惟現時並無相關政策或法規要求本集團取得ICP證，惟倘中國法律法規的詮釋有所變動，本集團日後或需取得ICP證或任何額外牌照或許可。倘本集團未能及時或根本無法取得或重續其業務運營所需的證書、執照或認證，本集團可能會被處以罰款或遭受處罰，我們的業務可能會受到重大干擾，從而可能對我們的財務表現及經營業績產生重大不利影響。

應對措施：本集團將於所有重大方面繼續遵守與我們業務及營運有關的所有適用中國法律、監管規定及指引。倘法規或政府政策有所變動，本集團將及時取得或重續其業務運營所需的證書、執照或認證。

展望

有關本公司未來業務發展的描述載於本年報的主席報告及管理層討論與分析章節。

二零一九年十二月三十一日後事項

鑑於自二零二零年一月以來中國爆發2019冠狀病毒病疫情，本公司根據中央和地方政府就防控發佈的規定，採取了一系列措施，如推遲復工，以確保僱員的健康與安全。董事會高度重視2019冠狀病毒病的發展狀況，並竭力防控2019冠狀病毒病以及運營管理本集團。自二零二零年一月起及截至本年報日期，本集團在線電子導覽的產量與去年同期相比略有增長。然而，國內銷售量短期內受到疫情控制的極大影響。預計國內市場將於二零二零年四月底復蘇，並將在暑假期間達到銷售高峰。截至本年報日期，疫情以及國內宏觀經濟政策調控對宏觀經濟的整體影響無法合理估計。本集團將繼續密切關注疫情的發展，在此基礎上做出進一步判斷及估計，並採取相關措施。

除上文所述者外，於二零一九年十二月三十一日後及直至本年報日期，董事概不知悉任何重大事項須予披露。

Directors' Report 董事會報告

DIRECTORS

The Directors up to the date of this annual report are:

Executive Directors:

Mr. Zang Weizhong (*Chairman and Chief Executive Officer*)

Ms. Sun Hongyan

Mr. Long Chao

Non-executive Directors:

Mr. Zhou Qinyong

Mr. Cheung King Him Edmund

Mr. Zhang Jun

Independent Non-executive Directors:

Ms. Gu Jianlu

Mr. Liu Yong

Ms. Wu Daxiang

In accordance with article 83(3) of the Articles, any Director appointed by the Board to fill a casual vacancy on the Board shall hold office until the first general meeting of the Company after his/her appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Zang, Ms. Sun Hongyan, Mr. Long Chao, Mr. Zhou Qinyong, Mr. Cheung King Him Edmund, Mr. Zhang Jun, Ms. Gu Jianlu, Mr. Liu Yong and Ms. Wu Daxiang will hold office as Directors until the AGM and are subject to re-election. No Director proposed for re-election at the AGM has an unexpired service contract or letter of appointment which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out in the section headed "Profiles of Directors and Senior Management" of this annual report.

董事

截至本年報日期的董事為：

執行董事：

臧偉仲先生 (*主席兼行政總裁*)

孫紅艷女士

龍超先生

非執行董事：

周勤勇先生

張敬謙先生

張軍先生

獨立非執行董事：

顧劍璐女士

劉勇先生

吳大香女士

根據細則第83(3)條，任何獲董事會委任以填補董事會臨時空缺的董事，任期將直至其獲委任後的本公司第一屆股東週年大會為止，並合資格於有關會議上膺選連任；及任何獲董事會委任以作為現有董事會新增成員的董事，任期將直至本公司下屆股東週年大會為止，並合資格膺選連任。因此，臧先生、孫紅艷女士、龍超先生、周勤勇先生、張敬謙先生、張軍先生、顧劍璐女士、劉勇先生及吳大香女士將擔任董事職務至股東週年大會為止，並須膺選連任。概無建議於股東週年大會上膺選連任的董事訂立如無作出賠償（不包括法定賠償）不可由本公司或其任何附屬公司於一年內終止的未屆滿服務合約或委任書。

董事及高級管理層履歷

本集團董事及高級管理層的履歷詳情載於本年報「董事及高級管理層履歷」一節。

Directors' Report 董事會報告

DIRECTORS' SERVICE CONTRACTS

Mr. Zang Weizhong entered into a service contract with the Company on November 7, 2018 and Ms. Sun Hongyan and Mr. Long Chao entered into a service contract with the Company on August 2, 2019. The service contract of each of the executive Directors are for an initial term of three years. The service contracts are subject to termination in accordance with their respective terms.

The non-executive Directors each entered into a letter of appointment with the Company pursuant to which they agree to act as a non-executive Director for an initial term of three years from January 17, 2020 until terminated in accordance with the terms and conditions of the letter of appointment or by either party giving to the other not less than one month's prior notice in writing.

The independent non-executive Directors each signed a letter of appointment with the Company and have been appointed for a term of three years from January 17, 2020. The appointment may be terminated by either party giving to the other not less than one month's prior notice in writing.

None of the Directors have an unexpired term which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

CONFIRMATION OF INDEPENDENCE FROM THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors a confirmation of their respective independence pursuant to Rule 3.13 of the Listing Rules. The Company has duly reviewed the confirmation of independence of each of these Directors. The Group considers that the independent non-executive Directors are in compliance with the independent guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As the Company was not listed on the Stock Exchange as at December 31, 2019, Divisions 7 and 8 of Part XV of the SFO and Section 352 of the SFO were not applicable to the Directors or chief executive of the Company as of December 31, 2019.

董事服務合約

臧偉仲先生與本公司於二零一八年十一月七日訂立服務合約，孫紅艷女士及龍超先生與本公司於二零一九年八月二日訂立服務合約。各執行董事服務合約的初步任期為三年。該服務合約須根據彼等各自條款予以終止。

非執行董事已各自與本公司訂立委任書，據此，彼等同意擔任非執行董事，任期自二零二零年一月十七日起計初步為期三年，直至根據委任書的條款及條件終止或由其中一方向另一方發出不少於一個月的事先書面通知予以終止。

獨立非執行董事已各自與本公司簽立委任書並已獲委任，任期自二零二零年一月十七日起計為期三年。委任可由其中一方向另一方發出不少於一個月的事先書面通知予以終止。

概無董事訂立如無作出賠償（法定賠償除外）則不能由與本公司或其任何附屬公司於一年內終止的未屆滿委任書。

獨立非執行董事的獨立性確認

本公司已接獲各獨立非執行董事根據上市規則第3.13條就彼等各自之獨立性發出的確認書。本公司已盡責審閱該等董事各自的獨立性確認書。本集團認為，獨立非執行董事遵守上市規則第3.13條所載的獨立指導，根據指引條款屬獨立人士。

董事及主要行政人員於本公司或其相聯法團股份、相關股份及債權證中的權益及淡倉

由於本公司於二零一九年十二月三十一日並未於聯交所上市，故於截至二零一九年十二月三十一日，證券及期貨條例第XV部第7及8分部以及證券及期貨條例第352條並不適用於本公司董事或主要行政人員。

Directors' Report 董事會報告

As of the date of this annual report, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares or debentures of the Company or any of the associated corporations (within the meaning of Part XV of the SFO), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

截至本年報日期，董事及本公司主要行政人員於本公司或任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中，擁有須(a)根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益及淡倉（包括彼等根據證券及期貨條例的有關條文被當作或被視為擁有的權益及淡倉）；或(b)根據證券及期貨條例第352條的規定載入該條所指登記冊內的權益及淡倉；或(c)根據標準守則知會本公司及聯交所的權益及淡倉如下：

Interests in Shares of the Company

於本公司股份中的權益

Name of Director	Capacity/Nature of interest	Number of shares held	Long/Short position	Approximate percentage of shareholding in the Company
董事姓名	身份／權益性質	所持股份數目	好倉／淡倉	於本公司持股概約百分比
Mr. Zang	Interest in controlled corporation ⁽¹⁾ / Interest of a party to an agreement regarding interest in the Company ⁽²⁾	547,002,500	Long position	38.79%
臧先生	於受控法團的權益 ⁽¹⁾ ／與本公司權益有關的協議訂約方權益 ⁽²⁾		好倉	

Notes:

附註：

- (1) As of the date of this annual report, Lu Jia Technology directly holds 399,249,400 Shares. As Lu Jia Technology is wholly and beneficially owned by Mr. Zang, Mr. Zang is deemed to be interested in the Shares held by Lu Jia Technology under the SFO.
- (2) Mr. Zang is a party to the acting in concert deed dated July 25, 2019 entered into by the Controlling Shareholders pursuant to which each of Mr. Zang, Lu Jia Technology, Mr. Fan, Invest Profit, Jieming Sanhao LLP, Jieming Sanhao BVI, Qifu Honglian LLP and Qifu Honglian BVI agree to act and vote in concert with each other based on consensus reached among themselves (or the instructions of Mr. Zang when no consensus can be reached) for all operational and other matters at board meetings or shareholders' meetings of each of the Group companies. Mr. Zang is therefore deemed to be interested in the Shares of 147,753,100 Shares held by Lu Jia Technology, Mr. Fan, Invest Profit, Qifu Honglian LLP, Qifu Honglian BVI, Jieming Sanhao LLP and Jieming Sanhao BVI under the SFO.

- (1) 截至本年報日期，Lu Jia Technology直接持有399,249,400股股份。由於Lu Jia Technology由臧先生全資實益擁有，根據證券及期貨條例，臧先生被視為於Lu Jia Technology持有的股份中擁有權益。
- (2) 臧先生為控股股東訂立的日期為二零一九年七月二十五日的一致行動契據的其中一名訂約方，據此，臧先生、Lu Jia Technology、樊先生、Invest Profit、Jieming Sanhao LLP、JiemingSanhao BVI、Qifu Honglian LLP及Qifu Honglian BVI均同意根據彼等在本集團各成員公司董事會或股東大會上就所有經營及其他事宜達成的一致意見（或如未達成一致意見，則按照臧先生的指示）彼此之間一致行動及表決。因此，根據證券及期貨條例，臧先生被視為於Lu Jia Technology、樊先生、Invest Profit、Qifu Honglian LLP、Qifu Honglian BVI、Jieming Sanhao LLP及JiemingSanhao BVI持有的147,753,100股股份中擁有權益。

Directors' Report
董事會報告

Interests in Shares of an Associated Corporation

於相聯法團股份中的權益

Name of Director and chief executive	Name of associated corporation	Nature of interest/capacity	Number of shares held in the associated corporation	Percentage of shareholding
董事及主要行政人員姓名	相聯法團名稱	權益性質／身份	於相聯法團中持有的股份數目	持股百分比
Mr. Zang	Lu Jia Technology ⁽¹⁾	Beneficial owner	50,000	100%
臧先生	Lu Jia Technology ⁽¹⁾	實益擁有人		

Note:

(1) As of the date of this annual report, Lu Jia Technology is interested in approximately 38.79% of the total issued share capital of the Company. Therefore, Lu Jia Technology is an associated corporation of the Company for the purpose of the SFO.

附註：

(1) 截至本年報日期，Lu Jia Technology於本公司的全部已發行股本中擁有約38.79%權益。因此，根據證券及期貨條例，Lu Jia Technology為本公司的相聯法團。

Save as disclosed above, as of the date of this annual report, none of the Directors nor the chief executives of the Company has any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，截至本年報日期，概無董事或本公司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、相關股份或債權證中，擁有(a)須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的任何權益或淡倉（包括彼等根據證券及期貨條例的有關條文被當作或被視為擁有的權益及淡倉）；或(b)須根據證券及期貨條例第352條的規定載入本文所述的登記冊內任何權益或淡倉；或(c)須根據標準守則知會本公司及聯交所的任何權益或淡倉。

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

As the Company was not listed on the Stock Exchange as at December 31, 2019, Divisions 2 and 3 of Part XV of the SFO and Section 336 of the SFO were not applicable to the Company as of December 31, 2019.

主要股東於股份及相關股份的權益及淡倉

由於本公司於二零一九年十二月三十一日並未於聯交所上市，故截至二零一九年十二月三十一日，證券及期貨條例第XV部第2及3分部以及證券及期貨條例第336條並不適用於本公司。

As of the date of this annual report, the following persons and entities (other than the Directors or chief executives of the Company) have interests or short positions in the shares and underlying shares which are required to be notified to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO; or as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of Part XV of the SFO:

截至本年報日期，以下人士及實體（除董事或本公司主要行政人員外）於股份及相關股份中擁有須根據證券及期貨條例第XV部第2及3分部的條文知會本公司及聯交所的權益或淡倉，或根據證券及期貨條例第XV部第336條的規定載入本公司須存置的權益登記冊內的權益或淡倉：

Directors' Report
董事會報告

Name of shareholders	Capacity/Nature of interest	Number of Shares held	Long/Short position	Approximate percentage of shareholding in the Company
名稱／姓名	身份／權益性質	所持股份數目	好倉／淡倉	於本公司持股概約百分比
Lu Jia Technology	Beneficial owner	399,249,400	Long position	28.31%
Lu Jia Technology	實益擁有人		好倉	
	Interest of a party to an agreement regarding interest in the Company ⁽¹⁾	147,753,100	Long position	10.48%
	有關本公司權益的協議訂約方權益 ⁽¹⁾		好倉	
Invest Profit	Beneficial owner	61,444,900	Long position	4.36%
Invest Profit	實益擁有人		好倉	
	Interest of a party to an agreement regarding interest in the Company ⁽¹⁾	485,557,600	Long position	34.43%
	有關本公司權益的協議訂約方權益 ⁽¹⁾		好倉	
Mr. Fan ⁽²⁾	Interest in controlled corporation/ Interest of a party to an agreement regarding interest in the Company ⁽¹⁾	547,002,500	Long position	38.79%
樊先生 ⁽²⁾	受控法團權益／有關本公司權益的協議訂約方權益 ⁽¹⁾		好倉	
Qifu Honglian BVI	Beneficial owner	47,401,200	Long position	3.36%
Qifu Honglian BVI	實益擁有人		好倉	
	Interest of a party to an agreement regarding interest in the Company ⁽¹⁾	499,601,300	Long position	35.43%
	有關本公司權益的協議訂約方權益 ⁽¹⁾		好倉	
Qifu Honglian LLP ⁽³⁾	Interest in controlled corporation/ Interest of a party to an agreement regarding interest in the Company ⁽¹⁾	547,002,500	Long position	38.79%
Qifu Honglian LLP ⁽³⁾	受控法團權益／有關本公司權益的協議訂約方權益 ⁽¹⁾		好倉	

Directors' Report
董事會報告

Name of shareholders	Capacity/Nature of interest	Number of Shares held	Long/Short position	Approximate percentage of shareholding in the Company
名稱／姓名	身份／權益性質	所持股份數目	好倉／淡倉	於本公司持股概約百分比
Shenzhen Qifu Capital Management Company Limited* (深圳市啟賦資本管理有限公司) ⁽³⁾	Interest in controlled corporation	547,002,500	Long position	38.79%
深圳市啟賦資本管理有限公司 ⁽³⁾	受控法團權益		好倉	
Shanghai Qianfu Investment Management Company Limited* (上海謙賦投資管理有限公司) ⁽³⁾	Interest in controlled corporation	547,002,500	Long position	38.79%
上海謙賦投資管理有限公司 ⁽³⁾	受控法團權益		好倉	
Fu Zhekuan* (傅哲寬) ⁽³⁾ 傅哲寬 ⁽³⁾	Interest in controlled corporation 受控法團權益	547,002,500	Long position 好倉	38.79%
Jieming Sanhao BVI Jieming Sanhao BVI	Beneficial owner 實益擁有人	38,907,000	Long position 好倉	2.76%
	Interest of a party to an agreement regarding interest in the Company ⁽¹⁾ 有關本公司權益的協議訂約方權益 ⁽¹⁾	508,095,500	Long position 好倉	36.03%
Jieming Sanhao LLP ⁽⁴⁾	Interest in controlled corporation/ Interest of a party to an agreement regarding interest in the Company ⁽¹⁾	547,002,500	Long position	38.79%
Jieming Sanhao LLP ⁽⁴⁾	受控法團權益／有關本公司權益的協議訂約方權益 ⁽¹⁾		好倉	
Guangzhou Shi Jieming Investment Management Limited* (廣州市捷銘投資管理有限公司) ⁽⁴⁾	Interest in controlled corporation	547,002,500	Long position	38.79%
廣州市捷銘投資管理有限公司 ⁽⁴⁾	受控法團權益		好倉	
Wang Bing* (王冰) ⁽⁴⁾ 王冰 ⁽⁴⁾	Interest in controlled corporation 受控法團權益	547,002,500	Long position 好倉	38.79%

Directors' Report
董事會報告

Name of shareholders	Capacity/Nature of interest	Number of Shares held	Long/Short position	Approximate percentage of shareholding in the Company
名稱／姓名	身份／權益性質	所持股份數目	好倉／淡倉	於本公司持股概約百分比
Yongtai BVI	Beneficial owner	115,660,600	Long position	8.20%
Yongtai BVI	實益擁有人		好倉	
Yongtai LLP ⁽⁵⁾	Interest in controlled corporation	115,660,600	Long position	8.20%
Yongtai LLP ⁽⁵⁾	受控法團權益		好倉	
Dongying Chunhua Consultancy Management Company Limited* (東營春華諮詢管理有限公司) ⁽⁵⁾	Interest in controlled corporation	115,660,600	Long position	8.20%
東營春華諮詢管理有限公司 ⁽⁵⁾	受控法團權益		好倉	
Dongying Linglong Jinshan Investment Management Company Limited* (東營玲瓏金山投資管理有限公司) ⁽⁵⁾	Interest in controlled corporation	115,660,600	Long position	8.20%
東營玲瓏金山投資管理有限公司 ⁽⁵⁾	受控法團權益		好倉	
BOCIFP	Beneficial owner	84,615,300	Long position	6.00%
BOCIFP	實益擁有人		好倉	
Bank of China Limited ⁽⁶⁾	Interest in controlled corporation	84,615,300	Long position	6.00%
中國銀行股份有限公司 ⁽⁶⁾	受控法團權益		好倉	
China Investment Corporation ⁽⁶⁾	Interest in controlled corporation	84,615,300	Long position	6.00%
中國投資有限責任公司 ⁽⁶⁾	受控法團權益		好倉	

Notes:

(1) It is a party to the acting in concert deed dated July 25, 2019 entered into by the Controlling Shareholders pursuant to which each of Mr. Zang, Lu Jia Technology, Mr. Fan, Invest Profit, Jieming Sanhao LLP, Jieming Sanhao BVI, Qifu Honglian LLP and Qifu Honglian BVI agree to act and vote in concert with each other based on consensus reached among themselves (or the instructions of Mr. Zang when no consensus can be reached) for all operational and other matters at board meetings or shareholders' meetings of each of the Group companies.

附註：

(1) 其為控股股東訂立的日期為二零一九年七月二十五日的一致行動契據的其中一名訂約方，據此，臧先生、Lu Jia Technology、樊先生、Invest Profit、Jieming Sanhao LLP、Jieming Sanhao BVI、Qifu Honglian LLP及Qifu Honglian BVI均同意根據彼等在本集團各成員公司董事會或股東大會上就所有經營及其他事宜達成的一致意見（或如未達成一致意見，則按照臧先生的指示）彼此之間一致行動及表決。

Directors' Report 董事會報告

- (2) As at the date of this annual report, Invest Profit directly holds 61,444,900 Shares. Being a party to the acting in concert deed dated July 25, 2019, Invest Profit is deemed to be interested in the Shares held by Mr. Zang, Lu Jia Technology, Qifu Honglian LLP, Qifu Honglian BVI, Jieming Sanhao LLP and Jieming Sanhao BVI.
- Invest Profit is wholly and beneficially owned by Mr. Fan and therefore Mr. Fan is deemed to be interested in the Shares held by Invest Profit under the SFO.
- (2) 於本年報日期，Invest Profit直接持有61,444,900股股份。由於Invest Profit為日期為二零一九年七月二十五日的一致行動契據的其中一名訂約方，Invest Profit被視為為於臧先生、Lu Jia Technology、Qifu Honglian LLP、Qifu Honglian BVI、Jieming Sanhao LLP及JiemingSanhao BVI持有的股份中擁有權益。
- Invest Profit由樊先生全資及實益擁有，因而根據證券及期貨條例樊先生被視為於Invest Profit持有的股份中擁有權益。
- (3) As at the date of this annual report, Qifu Honglian BVI directly holds 47,401,200 Shares. Being a party to the acting in concert deed dated July 25, 2019, Qifu Honglian BVI is deemed to be interested in the Shares held by Mr. Zang, Lu Jia Technology, Mr. Fan, Invest Profit, Jieming Sanhao LLP and Jieming Sanhao BVI. Qifu Honglian BVI is wholly and beneficially owned by Qifu Honglian LLP. The general partner of Qifu Honglian LLP is Shenzhen Qifu Capital Management Company Limited which in turn is owned as to approximately 30.13% by Shanghai Qianfu Investment Management Company Limited and as to approximately 16.82% by Fu Zhekuan, among others. Shanghai Qianfu Investment Management Company Limited is owned as to approximately 81.25% by Fu Zhekuan. Therefore, Qifu Honglian LLP, Shenzhen Qifu Capital Management Company Limited, Shanghai Qianfu Investment Management Company Limited and Fu Zhekuan are deemed to be interested in the Shares held by Qifu Honglian BVI under the SFO.
- (3) 於本年報日期，Qifu Honglian BVI直接持有47,401,200股股份。由於Qifu Honglian BVI為日期為二零一九年七月二十五日的一致行動契據的其中一名訂約方，Qifu Honglian BVI被視為為於臧先生、Lu Jia Technology、樊先生、Invest Profit、Jieming Sanhao LLP及JiemingSanhao BVI持有的股份中擁有權益。Qifu Honglian BVI由Qifu Honglian LLP全資及實益擁有。Qifu Honglian LLP的普通合夥人是深圳市啟賦資本管理有限公司，而深圳市啟賦資本管理有限公司則（其中包括）由上海謙賦投資管理有限公司擁有約30.13%及由傅哲寬擁有約16.82%。上海謙賦投資管理有限公司由傅哲寬擁有約81.25%。因此，根據證券及期貨條例，Qifu Honglian LLP、深圳市啟賦資本管理有限公司、上海謙賦投資管理有限公司及傅哲寬被視為於Qifu Honglian BVI持有的股份中擁有權益。
- (4) As at the date of this annual report, Jieming Sanhao BVI directly holds 38,907,000 Shares. Being a party to the acting in concert deed dated July 25, 2019, Jieming Sanhao BVI is deemed to be interested in the Shares held by Mr. Zang, Lu Jia Technology, Mr. Fan, Invest Profit, Qifu Honglian LLP and Qifu Honglian BVI. Jieming Sanhao BVI is wholly and beneficially owned by Jieming Sanhao LLP. The general partner of Jieming Sanhao LLP is Guangzhou Shi Jieming Investment Management Limited which in turn is owned as to approximately 74.5% by Wang Bing. Therefore, Jieming Sanhao LLP, Guangzhou Shi Jieming Investment Management Limited and Wang Bing are deemed to be interested in the Shares held by Jieming Sanhao BVI under the SFO.
- (4) 於本年報日期，Jieming Sanhao BVI直接持有38,907,000股股份。由於Jieming Sanhao BVI為日期為二零一九年七月二十五日的一致行動契據的其中一名訂約方，Jieming Sanhao BVI被視為為於臧先生、Lu Jia Technology、樊先生、Invest Profit、Qifu Honglian LLP及Qifu Honglian BVI持有的股份中擁有權益。Jieming Sanhao BVI由Jieming Sanhao LLP全資及實益擁有。Jieming Sanhao LLP的普通合夥人是廣州市捷銘投資管理有限公司，而廣州市捷銘投資管理有限公司則由王冰擁有約74.5%。因此，根據證券及期貨條例，Jieming Sanhao LLP、廣州市捷銘投資管理有限公司及王冰被視為為於Jieming Sanhao BVI持有的股份中擁有權益。
- (5) Yongtai BVI is wholly and beneficially owned by Yongtai LLP. The general partner of Yongtai LLP is Dongying Chunhua Consultancy Management Company Limited which in turn is owned as to 99% by Dongying Linglong Jinshan Investment Management Company Limited. Therefore, Yongtai LLP, Dongying Chunhua Consultancy Management Company Limited and Dongying Linglong Jinshan Investment Management Company Limited are deemed to be interested in the Shares held by Yongtai BVI under the SFO.
- (5) Yongtai BVI由Yongtai LLP全資及實益擁有。Yongtai LLP的普通合夥人是東營春華諮詢管理有限公司，而東營春華諮詢管理有限公司則由東營玲瓏金山投資管理有限公司擁有99%。因此，根據證券及期貨條例，Yongtai LLP、東營春華諮詢管理有限公司及東營玲瓏金山投資管理有限公司被視為為於Yongtai BVI持有的股份中擁有權益。
- (6) BOCIFP is wholly owned by BOC International Holdings Limited, which is in turn wholly owned by Bank of China Limited. As at the date of this annual report, Central Huijin Investment Ltd. holds approximately 64.02% of the total issued ordinary share capital of Bank of China Limited. Central Huijin Investment Ltd. is a state-owned investment PRC company which is wholly owned by China Investment Corporation. Therefore China Investment Corporation and Bank of China Limited are deemed to be interested in the Shares held by BOCIFP under the SFO.
- (6) BOCIFP由中銀國際控股有限公司全資擁有，而中銀國際控股有限公司由中國銀行股份有限公司全資擁有。於本年報日期，中央匯金投資有限責任公司持有中國銀行股份有限公司已發行普通股股本總額約64.02%。中央匯金投資有限責任公司為一家中國國有投資公司，由中國投資有限責任公司全資擁有。因此，根據證券及期貨條例，中國投資有限責任公司及中國銀行股份有限公司被視為為於BOCIFP持有的股份中擁有權益。

Save as disclosed above, as of the date of this annual report, no other person or entity (other than the Directors or chief executives of the Company) has an interest or short position in the shares or underlying shares of the Company which are required to be notified to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO; or as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

除上文所披露者外，截至本年報日期，概無任何其他人士或實體（除董事或本公司主要行政人員外）於本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及3分部的條文知會本公司及聯交所的權益或淡倉，或根據證券及期貨條例第336條的規定載入本公司須存置的登記冊內的權益或淡倉。

Directors' Report 董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed "Directors and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or its Associated Corporations" above, at no time during the year ended December 31, 2019 and up to the date of this annual report was the Company or any of its subsidiaries, a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of the shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Save for their respective interests in the Group, none of the Directors or their respective close associates was interested in any business which directly or indirectly competes or is likely to compete with the businesses of the Group from the Listing Date and up to the date of this annual report.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Other than disclosed in the section headed "Related Party Transactions" in Note 31 to the consolidated financial statement contained in this annual report, no transaction, arrangement or contract of significance to which the Company or any of its subsidiaries was a party and in which a Director or its connected entity (within the meaning of Section 486 of the Companies Ordinance) had a material interest, whether directly or indirectly, and subsisting during the year ended December 31, 2019 or as of December 31, 2019.

CONTRACT OF SIGNIFICANCE WITH CONTROLLING SHAREHOLDERS

Other than disclosed in the section headed "Related Party Transactions" in Note 31 to the consolidated financial statements contained in this annual report, no contract of significance was entered into between the Company or any of its subsidiaries and the Controlling Shareholders or any of its subsidiaries during the year ended December 31, 2019 or subsisted as of December 31, 2019. No contract of significance for the provision of services to the Company or any of its subsidiaries by a Controlling Shareholder or any of its subsidiaries was entered into during the year ended December 31, 2019 or subsisted as of December 31, 2019.

董事購買股份或債券的權利

除上文「董事及主要行政人員於本公司或其相聯法團股份、相關股份及債權證中的權益及淡倉」一節中所披露者外，於截至二零一九年十二月三十一日止年度及直至本年度報告日期，本公司及其任何附屬公司概未訂立任何將令董事能夠通過收購本公司或任何其他法團股份或債券而獲利的安排，且概無董事或其配偶或未滿18歲之子女獲授予任何可認購本公司或任何其他法團的股權或債務證券的權利，或曾行使任何相關權利。

董事於競爭業務的權益

除其各自於本集團的權益外，自上市日期起至本年報日期，概無董事或其緊密聯繫人於任何直接或間接與本集團業務構成競爭或很可能構成競爭的業務中擁有權益。

董事於重大交易、安排或合約的權益

除本年報所載綜合財務報表附註31中「關聯方交易」一節所披露者外，本公司及其任何附屬公司概未訂立有任一名董事或其有關連實體（定義見公司條例第486條）於其中直接或間接擁有重大權益並於截至二零一九年十二月三十一日止年度或截至二零一九年十二月三十一日仍存續的重大交易、安排或合約。

與控股股東訂立的重大合約

除本年報所載綜合財務報表附註31中「關聯方交易」一節所披露者外，於截至二零一九年十二月三十一日止年度或截至二零一九年十二月三十一日，本公司及其任何附屬公司概未與其任何附屬公司及控股股東或其任何附屬公司訂立任何重大合約。截至二零一九年十二月三十一日止年度或截至二零一九年十二月三十一日，控股股東或其任何附屬公司未就向本公司或其任何附屬公司提供服務訂立重大合約。

Directors' Report 董事會報告

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended December 31, 2019 and up to the date of this annual report.

DIRECTORS' PERMITTED INDEMNITY PROVISION

Pursuant to article 164 of the Articles of Association and subject to Cayman Islands Companies Law, each Director 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 they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty.

Furthermore, pursuant to an indemnification agreement dated August 2, 2019 entered into between the Company and Mr. Cheung King Him Edmund (the non-executive Director), pursuant to which, the Company agreed to indemnify Mr. Cheung King Him Edmund against all expenses, judgments, fines, interest or penalties, and excise taxes assessed with respect to any employee benefit or welfare plan, which are actually and reasonably incurred in connection with any proceeding (other than, among other things, the circumstances when Mr. Cheung King Him Edmund has been finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct), to the fullest extent permitted by applicable law.

The Company has arranged appropriate directors' liability insurance coverage for the Directors.

EMOLUMENT POLICY

The Directors and senior management receive remuneration, including basic salaries, housing allowances, other allowances and benefits in kind, contributions to pension plans and discretionary bonus. The Group also reimburses them for expenses which are necessary and reasonably incurred in relation to all business and affairs carried out by the Group from time to time or for providing services to the Group or executing their functions in relation to the Group's business and operations. The Group regularly reviews and determines the remuneration and compensation package of the Directors and senior management, by reference to, among other things, market level of salaries paid by comparable companies, the respective responsibilities and performance of the Directors and senior management.

A remuneration committee was set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the abovementioned factors.

管理合約

於截至二零一九年十二月三十一日止年度及直至本年報日期，本公司概未就本公司全部或任何主要部分業務的管理及行政工作訂立任何合約。

董事獲准許彌償條文

根據組織章程細則第164條及開曼群島公司法，本公司須以本公司的資產及盈利保證補償各董事、其繼承人、遺囑執行人或遺產管理人因在履行其職責中或關於履行其職責的任何作為或不作為而產生或招致或可能產生或招致的一切訴訟、成本、費用、損失、損害賠償及支出，並使其免受相關損害。

此外，本公司與張敬謙先生（非執行董事）於二零一九年八月二日訂立彌償保證協議，據此，本公司同意，在適用法律允許的最大範圍內，保證補償張敬謙先生就任何程序（除（其中包括）張敬謙先生先生被最終判決為故意欺詐、有意不誠實或故意進行不當行為的情況外）所實際及合理產生的一切費用、判決、罰款、利息或處罰以及被徵收的關於任何僱員利益或福利計劃的消費稅。

本公司已為董事安排適當的董事責任保險保障。

薪酬政策

董事及高級管理層收取薪酬，包括基本薪金、住房津貼、其他津貼及實物福利、退休計劃供款及酌情花紅。本集團亦為彼等報銷彼等就本集團不時開展的一切業務及事務，或就向本集團提供服務或履行其關於本集團業務及運營的職能而合理產生的必要費用。本集團定期參照（其中包括）可比較公司支付的薪資市場水平、相關董事及高級管理層成員的責任及表現，檢討及釐定董事及高級管理層的薪酬待遇。

本公司已成立薪酬委員會，負責參照以上因素檢討本集團的薪酬政策及本集團董事及高級管理層的所有薪酬結構。

Directors' Report 董事會報告

After the Listing, the Directors, senior management and other staff may also receive share options to be granted under the Share Option Scheme and Shares to be granted under the Share Award Scheme, as and when the Directors deem appropriate and expedient to do so from time to time.

Details of the emoluments of the Directors, and the five highest paid individuals for the year ended December 31, 2019 are set out in notes 9 and 10 to the Consolidated Financial Statements, respectively.

RETIREMENT AND EMPLOYEE BENEFITS SCHEME

Details of the retirement and employee benefits scheme of the Company are set out in note 3 to the Consolidated Financial Statements.

EQUITY-LINKED AGREEMENT

There was no equity-linked agreement entered into by the Company during the year ended December 31, 2019.

DEED OF NON-COMPETITION

The Controlling Shareholders, namely Mr. Zang, Lu Jia Technology, Invest Profit, Mr. Fan, Qifu Honglian LLP, Qifu Honglian BVI, Jieming Sanhao LLP and Jieming Sanhao BVI, entered into the deed of non-competition (the "Deed of Non-competition") in favor of the Company (for itself and as trustee for each of its subsidiaries) on December 20, 2019 pursuant to which each of the Controlling Shareholders, irrevocably and unconditionally, has undertaken to and covenanted with the Group that, save and except as disclosed in the Prospectus, he/it will not, and would procure that his/its close associates (except any members of the Group) would not directly or indirectly, either on his/its own or in conjunction with or on behalf of any person, firm, company, partnership or organization among other things, carry on, participate or hold interests in or engage in or acquire or hold (in each case whether as a shareholder, partner, agent or otherwise), any business which is in competition with or likely to be in competition with the Group's business.

Please refer to the Prospectus for details of the Deed of Non-competition.

The Company has received confirmation from the Controlling Shareholders in respect of their compliance with Deed of Non-competition from the Listing Date up to the date of this annual report.

上市後，董事、高級管理層及其他員工亦可能在董事認為適當及適宜時獲得本公司根據購股權計劃授出的購股權及根據股份獎勵計劃授出的股份。

董事及截至二零一九年十二月三十一日止年度的五名最高薪酬人士的薪酬詳情分別載於綜合財務報表附註9及10。

退休及僱員福利計劃

本公司退休及僱員福利計劃詳情載於綜合財務報表附註3。

股權掛鈎協議

於截至二零一九年十二月三十一日止年度，本公司未訂立任何股權掛鈎協議。

不競爭契據

控股股東，（即臧先生、Lu Jia Technology、Invest Profit、樊先生、Qifu Honglian LLP、Qifu Honglian BVI、Jieming Sanhao LLP及Jieming Sanhao BVI）於二零一九年十二月二十日以本公司為受益人訂立不競爭契據（「不競爭契據」），據此，各控股股東已不可撤銷及無條件地向本集團承諾及訂立契諾，除招股章程所披露者外，其自身將不會並將促使其緊密聯繫人（本集團任何成員公司除外）不會直接或間接（無論為其本身或連同或代表任何人士、商號、公司、合夥或組織）（其中包括）從事、參與與本集團業務構成或很可能構成競爭的業務，或於其中持有權益或從事或收購或持有該等業務（於各種情況下無論是作為股東、合夥人、代理或以其他身份）。

有關不競爭契據的詳情，請參閱招股章程。

本公司已收到控股股東關於其於上市日期起直至本年報日期期間遵守不競爭契據的確認。

Directors' Report 董事會報告

Based on the information and confirmation provided by the Controlling Shareholders, the independent non-executive Directors have reviewed the implementation of Deed of Non-competition from the Listing Date up to the date of this annual report, and are satisfied that the Controlling Shareholders have complied with the Deed of Non-competition.

MATERIAL LEGAL PROCEEDINGS

For the year ended December 31, 2019, to the best knowledge of the Directors, there was no actual or pending legal, arbitration or administrative proceedings that would have a material adverse effect on our business, results of operations, financial condition or reputation, and compliance with applicable laws and regulations.

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

As the Shares were listed on the Stock Exchange on January 17, 2020, no listed securities of the Company were available for purchase, sold or redeemed by any of the Company or any of its subsidiaries in 2019.

From the Listing Date and up to the date of this annual report, none of the Company or any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS AND SIMILAR RIGHTS

No convertible securities, options, warrants and similar rights were issued or granted by the Group during the year ended December 31, 2019.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Specific enquiries have been made to all the Directors and the Directors have confirmed that they have complied with the Model Code since the Listing Date and up to the date of this annual report.

The Company's employees, who are likely to be in possession of inside information of the Company, have also been subject to the Model Code for securities transactions. No incident of non-compliance of the Model Code by the Company's employees was noted by the Company since the Listing Date and up to the date of this annual report.

根據控股股東提供的資料及確認，獨立非執行董事已檢討自上市日期起至本年報日期期間不競爭契據的執行情況，並信納控股股東已遵守不競爭契據。

重大法律訴訟

截至二零一九年十二月三十一日止年度，就董事所深知，概無實際或未決法律、仲裁或行政訴訟將對我們的業務、經營業績、財務狀況或聲譽以及遵守適用法律及法規產生重大不利影響。

購買、出售或贖回本公司上市證券

由於股份於二零二零年一月十七日在聯交所上市，故於二零一九年本公司概無可供本公司或其任何附屬公司購買、出售或贖回的上市證券。

自上市日期起直至本年報日期，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

可換股證券、期權、認股權證及類似權利

於截至二零一九年十二月三十一日止年度，本集團並未發行或授出任何可換股證券、期權、認股權證及類似權利。

證券交易標準守則

本公司已採納上市規則附錄十所載的標準守則作為本公司董事進行證券交易的行為守則。經向所有董事作出具體查詢，董事已確認自上市日期起直至本年報日期，彼等已遵守標準守則。

本公司僱員（有可能掌握本公司的內幕消息）亦須就證券交易遵守標準守則。自上市日期起直至本年報日期，本公司並未發現本公司僱員存在任何未遵守標準守則的情況。

Directors' Report 董事會報告

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Group is committed to maintaining a high standard of corporate governance to safeguard the interests of its shareholders and enhance its value and accountability. Since the Listing Date, the Company has adopted the principles and code provisions as set out in the Corporate Governance Code. During the period from the Listing Date and up to the date of this annual report, the Company has complied with all the applicable code provisions under the Corporate Governance Code with the exception for the deviation from code provision A.2.1 of the Corporate Governance Code. Please refer to the section headed "Chairman and Chief Executive" in this annual report for details.

The Group will continue to review and monitor its corporate governance practices in order to ensure the compliance with the Corporate Governance Code.

INDEPENDENT AUDITOR

The Consolidated Financial Statements of the Group for the year ended December 31, 2019 have been audited by Ernst & Young, certified public accountants.

Ernst & Young will retire and, being eligible, offer themselves for reappointment. A resolution for their re-appointment as auditor of the Company will be proposed at the AGM.

CHANGES OF INFORMATION IN RELATION TO THE DIRECTORS

There was no change to any information required to be disclosed in relation to any Director pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules from the Listing Date and up to the date of this annual report.

AUDIT COMMITTEE

The Audit Committee has, together with the senior management and the independent auditor of the Company, reviewed the accounting principles and practices adopted by our Company as well as the audited consolidated financial statements for the year ended December 31, 2019.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, at least 25% (being the minimum public float prescribed by the Hong Kong Stock Exchange and the Listing Rules) of the Company's entire issued share capital were held by the public as at the date of this annual report.

遵守企業管治守則

本集團致力於維持高水平的企業管治，以保障其股東的利益並提升自身價值及問責性。自上市日期起，本公司已採納企業管治守則所載的原則及守則條款。於自上市日期起直至本年報日期期間，除偏離企業管治守則的守則條文第A.2.1條外，本公司已遵守企業管治守則下的所有適用守則條文。有關更多詳情，請參閱本年報「主席及行政總裁」一節。

本集團將繼續審閱及監察其企業管治常規，以確保遵守企業管治守則。

獨立核數師

本集團截至二零一九年十二月三十一日的綜合財務報表已由安永會計師事務所（執業會計師）審核。

安永會計師事務所將退任並合資格且願意重選連任。關於重新委任安永會計師事務所為本公司核數師的決議案將於股東週年大會上呈呈。

有關董事資料的變動

自上市日期起及直至本年報日期，根據上市規則第13.51(2)條第(a)至(e)及(g)段須予披露的任何董事資料概無變動。

審核委員會

審核委員會及本公司高級管理層以及獨立核數師已審閱本公司採納的會計原則及慣例以及截至二零一九年十二月三十一日止年度的經審核綜合財務報表。

公眾持股量

根據本公司公開可得的資料及就董事所深知，於本年報日期，本公司全部已發行股本的至少25%（即香港聯交所及上市規則規定的最低持股量）由公眾人士持有。

Directors' Report 董事會報告

CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE

The register of members of the Company will be closed from Tuesday, June 16, 2020 to Friday, June 19, 2020 (both days inclusive), during which period no transfer of Shares will be effected. In order to determine the identity of members who are entitled to attend and vote at the AGM to be held on Friday, June 19, 2020, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not later than 4:30 p.m., Monday, June 15, 2020.

By Order of the Board

Zang Weizhong

Chairman of the Board and Chief Executive Officer

Hong Kong, March 30, 2020

暫停辦理股份過戶登記手續及記錄日期

本公司將於二零二零年六月十六日(星期二)至二零二零年六月十九日(星期五)期間(包括首尾兩日)暫停辦理股份過戶登記手續,期間概不辦理股份過戶登記。為確定有權出席將於二零二零年六月十九日(星期五)舉行的股東週年大會及於大會上投票之股東身份,所有過戶文件連同有關股票最遲須於二零二零年六月十五日(星期一)下午四時三十分前送達本公司之香港股份過戶登記分處寶德隆證券登記有限公司(地址為香港北角電氣道148號21樓2103B室)。

承董事會命

董事會主席兼執行董事

臧偉仲

香港,二零二零年三月三十日

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES OF THE COMPANY

The Group is committed to achieving high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability.

As the issued Shares were initially listed on the Stock Exchange on the Listing Date, the Corporate Governance Code as contained in Appendix 14 to the Listing Rules was not applicable to the Company for the year ended 31 December 2019. The Company has adopted and applied the principles as set out in the Corporate Governance Code as contained in Appendix 14 to the Listing Rules.

Save for the deviation from code provision A.2.1 of the Corporate Governance Code as disclosed in this annual report, the Company was in compliance with the code provisions of the Corporate Governance Code during the period from the Listing Date and up to the date of this annual report.

The Board

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 is 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 and investment plans and strategies, deciding all significant financial (including major capital expenditure) and operational issues, developing, monitoring and reviewing the Group's corporate governance practices and all other functions reserved to the Board under the Articles of Association.

All of the Directors have carried out their duties in good faith and in compliance with the standards of applicable laws and regulations, and have acted in the best interests of the Company and its Shareholders at all times.

本公司的企業管治常規

本集團致力於維持高標準的企業管治，以維護股東的利益及加強企業價值和問責制度。

由於已發行股份於上市日期首次在聯交所掛牌，故截至二零一九年十二月三十一日止年度，上市規則附錄十四所載企業管治守則不適用於本公司。本公司已採納適用上市規則附錄十四所載的企業管治守則所載原則。

除本年報所披露的違反企業管治守則第A.2.1條外，本公司於上市日期及直至本年報日期期間遵守企業管治守則的守則條文。

董事會

責任

董事會主要負責監察及監管本集團的業務事宜管理及整體表現。董事會確立本集團的價值及標準，並確保本集團擁有必需的財務及人力資源支持以達至其目標。董事會履行的職能包括但不限於制定本集團業務及投資計劃及策略；決定所有重大財務（包括主要資本開支）及經營問題；制定、監察及檢討本集團企業管治常規以及根據本公司組織章程細則由董事會保留的所有其他職能。

全體董事均真誠履行彼等職責，遵守適用法律及法規的標準，並始終按照本公司及其股東的最佳利益行事。

Corporate Governance Report 企業管治報告

Delegation of Management Function

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 other duties assigned to it from time to time. The delegated functions are periodically reviewed.

The Directors have full access to information of the Group and the management has an obligation to supply the Directors with adequate information in a timely manner to enable the Directors to perform their responsibilities.

Each Director is entitled to seek independent professional advice in appropriate circumstances at the Company's expense.

Board Composition

The Board comprises the following Directors as at the date of this annual report:

Executive Directors:

Mr. Zang Weizhong (*Chairman and Chief Executive Officer*)
Ms. Sun Hongyan
Mr. Long Chao

Non-executive Directors:

Mr. Zhou Qinyong
Mr. Cheung King Him Edmund
Mr. Zhang Jun

Independent Non-executive Directors:

Ms. Gu Jianlu
Mr. Liu Yong
Ms. Wu Daxiang

During the period from the Listing Date to the date of this annual report, the Board has met the requirements of the Listing Rules that the number of independent non-executive Directors must represent at least one-third of the Board members, and that at least one of the independent non-executive Directors has appropriate professional qualifications or accounting or related financial management expertise.

The Company has received a confirmation of independence in writing from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them to be independent from the Listing Date to the date of this annual report.

管理職能授權

董事會可於其認為適當之時不時授予本集團管理層若干職能。管理層主要負責執行董事會採用的業務計劃、策略及政策及不時獲指派的其他職責。本公司將定期審閱該授權職能。

董事可取閱本集團之資料，且管理層有義務向董事及時提供充足資料，以便董事履行其責任。

各董事有權於適當之情況下徵詢獨立專業意見，費用由本公司支付。

董事會組成

於本年報日期，董事會包括以下董事：

執行董事：

臧偉仲先生 (*主席兼行政總裁*)
孫紅艷女士
龍超先生

非執行董事：

周勤勇先生
張敬謙先生
張軍先生

獨立非執行董事：

顧劍璐女士
劉勇先生
吳大香女士

於上市日期至本年報日期期間，董事會符合上市規則之規定，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，且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。

本公司已收取來自各獨立非執行董事根據上市規則第3.13條規定以書面形式提交之獨立性確認書及本公司認為，於上市日期至本年報日期，各董事均具獨立性。

Corporate Governance Report 企業管治報告

Save as disclosed in the biographies of the Directors as set out in the section headed "Profiles of Directors and Senior Management" of this annual report, none of the Directors has any personal relationship (including financial, business, family or other material/relevant relationship) with any other Directors or any chief executive.

Appointment, Re-election and Removal of Directors

The procedures and process of appointment, re-election and removal of the Directors are laid down in the Articles of Association. The primary duties of the Nomination Committee include, but are not limited to, reviewing the structure, size and composition of the Board, assessing the independence of the independent non-executive Directors and making recommendations to the Board on matters relating to the appointment of the Directors.

Each of the executive Directors has entered into a service contract with the Company pursuant to which each of them has agreed to act as an executive Director for an initial term of three years (subject to re-election as and when required under the Articles of Association), until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than three months' prior notice in writing. Each of the non-executive Directors has entered into a letter of appointment with the Company pursuant to which each of them has agreed to act as a non-executive Director for an initial term of three years (subject to re-election as and when required under the Articles of Association) until terminated in accordance with the terms and conditions of the letter of appointment or by either party giving to the other not less than one month' prior notice in writing. Each of the independent non-executive Directors has signed a letter of appointment with the Company and has been appointed for a term of three years (subject to re-election as and when required under the Articles of Association). The appointment may be terminated by either party giving to the other not less than one month's prior notice in writing.

In accordance with the Articles of Association, all of the Directors are subject to retirement by rotation at least once every three years and the Board has power from time to time and at any time to appoint any new Director to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office until the first general meeting or the next following annual general meeting of the Company (as the case may be) after his appointment and shall then be eligible for re-election at that meeting.

除本年報之「董事及高級管理層履歷」一節所載董事履歷中所披露者外，概無董事與任何其他董事或最高行政人員有任何個人關係（包括財務、業務、家族或其他重大／相關關係）。

董事委任、重選及罷免

組織章程細則載列董事委任、重選及罷免手續及程序。提名委員會的主要職責包括但不限於審查董事會之架構、人數及組成，評估獨立非執行董事之獨立性，以及就有關委任董事之事宜向董事會提出建議。

各執行董事已與本公司訂立服務合約，據此，彼等同意擔任執行董事，初步任期為期三年（須根據組織章程細則規定重選），直至根據服務合約之條款及條件終止，或由任何一方向另一方發出不少於三個月的事先書面通知終止。各非執行董事已與本公司訂立委任書，據此，彼等同意擔任非執行董事，初步任期為期三年（須根據組織章程細則規定重選），直至根據委任書之條款及條件終止，或由任何一方向另一方發出不少於一個月的事先書面通知終止。各獨立非執行董事已與本公司簽訂委任函，任期為三年（須根據組織章程細則規定重選）。委任可由任何一方向另一方發出不少於一個月的事先書面通知終止。

根據組織章程細則，全體董事須至少每三年輪值退任一次，而董事會有權不時及隨時委任任何人士為董事以填補董事會臨時空缺或增加成員。按上述方式獲委任的任何董事，其任期僅至其獲委任後首屆股東大會或本公司下屆股東週年大會為止（視情況而定），屆時合資格於該大會上競選連任。

Corporate Governance Report 企業管治報告

Induction and Continuous Professional Development for Directors

All newly appointed Directors would be provided with necessary induction and information to ensure that they have a proper understanding of the Company's operations and businesses as well as their responsibilities under relevant statutes, laws, rules and regulations. The Company also arranges regular seminars to provide Directors with updates on latest development and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

The Company encourages continuous professional development training for all the Directors to develop and refresh their knowledge and skills and the Directors have been requested to provide the Company with their training records.

Based on the information provided by the Directors, during the year ended December 31, 2019, a summary of training received by the Directors is as below:

董事入職及持續專業發展

所有新委任的董事均獲提供必要的入職培訓及數據，以確保其對本公司的營運及業務以及其於相關法規、法例、規則及條例下對彼等的責任有適當程度的瞭解。本公司亦定期為董事安排研討會，以不時為彼等提供上市規則及其他相關法律及監管規定最新發展及變動的更新資料。董事亦定期獲提供有關本公司表現、狀況及前景的更新數據，使董事會全體及各董事得以履行彼等的職責。

本公司鼓勵全體董事進行持續專業發展培訓，藉此發展及更新其知識及技能，及公司要求董事提供其培訓記錄。

根據董事提供的資料，截至二零一九年十二月三十一日止年度，董事接受的培訓概述如下：

Name of Directors 董事姓名		Nature of Continuous Professional Development 持續專業發展課程性質
Executive Directors:	執行董事：	
Mr. Zang Weizhong (<i>Chairman and Chief Executive Officer</i>)	臧偉仲先生 (<i>主席兼行政總裁</i>)	C, D
Ms. Sun Hongyan	孫紅艷女士	C, D
Mr. Long Chao	龍超先生	C, D
Non-executive Directors:	非執行董事：	
Mr. Zhou Qinyong	周勤勇先生	C, D
Mr. Cheung King Him Edmund	張敬謙先生	C, D
Mr. Zhang Jun	張軍先生	C, D
Independent non-executive Directors:	獨立非執行董事：	
Ms. Gu Jianlu	顧劍璐女士	C, D
Mr. Liu Yong	劉勇先生	C, D
Ms. Wu Daxiang	吳大香女士	C, D

Notes:

- A: attending seminars and/or conferences and/or forums and/or briefings.
B: making speeches at seminars and/or conferences and/or forums.
C: participating in training provided by law firms and that relating to the business of the Company.
D: reading materials on various topics, including corporate governance matters, directors' duties and responsibilities, Listing Rules and other relevant laws.

附註：

- A: 出席研討會及／或會議及／或論壇及／或簡報會。
B: 於研討會及／或會議及／或論壇發表演講。
C: 參加律師所提供的培訓、與公司業務有關的培訓。
D: 閱讀多種類別議題的材料，議題包括企業管治、董事職責、上市規則及其他相關法例。

Corporate Governance Report 企業管治報告

Meeting and Attendance Record of Board Meetings

Number of Meetings and Directors' Attendance

Code provision A.1.1 of the Corporate Governance Code prescribes that at least four regular Board meetings should be held in each year at approximately quarterly intervals with active participation of majority of Directors, either in person or through electronic means of communication.

During the year ended December 31, 2019, two Board meetings were held and no general meeting was convened. Since the Listing Date, one Board meeting was held to consider and approve the annual results of the Group for the year ended December 31, 2019. All Directors attended the Board meetings.

Practices and Conduct of Meetings

Annual meeting schedules and draft agenda of each meeting will be made available to the Directors in advance.

Notices of regular Board meetings will be served to all of the Directors at least 14 days before the meetings. For other Board and committee meetings, reasonable notices were generally given.

Board papers together with all appropriate, complete and reliable information will be sent to all of the Directors at least three days before each Board meeting or committee meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions.

Each Director also has separate and independent access to the senior management of the Company whenever necessary.

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

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

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

董事會會議及出席記錄

會議次數及董事出席情況

企業管治守則守則條文第A.1.1條規定，本公司每年至少應舉行四次定期董事會會議，大約每季度舉行一次，大多數董事須親身或通過電子通訊方式積極參與。

於截至二零一九年十二月三十一日止年度，本公司已舉行兩次董事會會議，並無召開股東大會。自上市日期起，本公司已舉行一次董事會會議以審議及批准本集團截至二零一九年十二月三十一日止年度的年度業績。全體董事均出席此次董事會會議。

會議慣例及常規

全年會議時間表及各會議之議程初稿將於會議前供董事閱覽。

董事會定期會議之通告會於會議舉行前最少14天送達全體董事。而其他董事會及委員會會議之通告，則一般會於合理時間內發出。

董事會文件連同所有適當、完整及可靠之資料將於各董事會會議或委員會會議舉行前最少三天送予全體董事，以便董事了解本公司最新發展及財務狀況及使董事在知情情況下作出決定。

如有需要，各董事亦可與本公司高級管理層作個別及獨立溝通。

本公司高級管理層出席所有董事會定期會議及於必要時出席其他董事會及委員會會議，就本公司業務發展、財務及會計事宜、法規規管合規、企業管治以及其他主要事項提供意見。

公司秘書負責存置所有董事會及委員會會議記錄。會議記錄初稿一般於每次會議後之合理時間內供董事傳閱，其最終定稿可供董事查閱。

組織章程細則載有規定，要求有關董事於批准彼等或其任何聯繫人擁有重大利益之交易時放棄投票並不被計入法定人數。

Corporate Governance Report 企業管治報告

Corporate Governance Function

The Board confirmed that corporate governance is a collective responsibility of the Directors, whose corporate governance functions includes:

- (a) review and monitor the Company's policies and practices in complying with legal and regulatory requirements;
- (b) review and monitor the training and continuous professional development of the Directors and senior management;
- (c) develop, review and monitor the code of conduct and compliance manual applicable to employees and the Directors;
- (d) develop and review the Company's corporate governance and practices, make recommendations and report on related issues to the Board;
- (e) review the Company's compliance with the corporate governance and disclosures in the Corporate Governance Report; and
- (f) review and monitor the Company's compliance with its whistleblowing policy.

Chairman and Chief Executive

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

Mr. Zang currently serves as chairman of the Board and chief executive officer of the Company. He is responsible for formulation of business plans, strategies and other major decisions of the Group, as well as overall management of the Group. The Board believes that at the current stage of development of the Group, vesting the roles of both Chairman and the chief executive officer in the same person provides the Company with strong and consistent leadership, and allows for effective and efficient planning and implementation of business decisions and strategies. The Board also meets regularly on a quarterly basis to review the operations of the Company led by Mr. Zang. Accordingly, the Board believes that this arrangement will not have impact on the balance of power and authorizations between the Board and the management of the Company.

企業管治職能

董事會確認，企業管治屬董事的共同責任，彼等的企業管治職能包括：

- (a) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- (b) 檢討及監察董事及高級管理層之培訓及持續專業發展；
- (c) 制定、檢討及監察適用於僱員及董事之操守守則及合規手冊；
- (d) 制定及檢討本公司之企業管治及常規，並向董事會就相關事宜推薦其意見及做出匯報；
- (e) 檢討本公司對企業管治之遵守情況及在企業管治報告之披露；及
- (f) 檢討及監察本公司對其舉報政策的遵守情況。

主席及行政總裁

企業管治守則的守則條文第A.2.1條訂明主席與行政總裁的角色應有區分，並不應由一人同時兼任。

臧先生現時擔任本公司董事會主席及行政總裁。彼負責制定本集團的業務計劃、戰略及其他重大決策以及本集團的全面管理。董事會認為，於本集團當前發展階段，主席及行政總裁的角色歸屬於同一人為本公司提供強勁及一致領導，可有效及高效地規劃及實施業務決策及策略。董事會亦按季度基準定期召開會議以審閱由臧先生領導的本公司業務。因此，董事會相信此項安排將不會影響董事會與本公司管理層間權責平衡。

Corporate Governance Report 企業管治報告

Board Committees

The Board has established three committees, namely, the Audit Committee, the Remuneration Committee, and the Nomination Committee, for overseeing particular aspects of the Company's affairs. All of these three committees are established with defined written terms of reference which are available at the website of the Stock Exchange and the Company.

The majority of the members of the Audit Committee, the Remuneration Committee, and the Nomination Committee are independent non-executive Directors.

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

Audit Committee

The Company has established the Audit Committee with terms of reference in compliance with Rule 3.21 of the Listing Rules as well as paragraphs C.3 and D.3 of the Corporate Governance Code. The Audit Committee consists of three independent non-executive Directors, namely Ms. Gu Jianlu, Ms. Wu Daxiang and Mr. Liu Yong. The chairman of the Audit Committee is Ms. Gu Jianlu, who holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules.

The Audit Committee meets at least twice a year pursuant to the terms of reference for the Audit Committee. The primary duties of the Audit Committee include, but are not limited to, assisting the Board by (i) making recommendation to the Board on the appointment, reappointment and removal of the external auditor; (ii) reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard; (iii) developing and implementing policy on engaging an external auditor to supply non-audit services; (iv) monitoring the integrity of the Company's financial statements, annual reports and accounts, interim reports, if prepared for publication, quarterly reports, and to review significant financial reporting judgements contained in such statements, reports and accounts; (v) reviewing the Company's financial controls, internal control and risk management systems; and (vi) reviewing the Group's financial and accounting policies and practices.

As the Company was listed on the Stock Exchange on January 17, 2020 and the Audit Committee was established on December 20, 2019, the Audit Committee did not hold any meeting or conduct any work during the year ended December 31, 2019.

The Company's annual results for the year ended December 31, 2019 have been reviewed by the Audit Committee on March 30, 2020. The Audit Committee considers that the annual financial results for the year ended December 31, 2019 are in compliance with the relevant accounting standards, rules and regulations and appropriate disclosures have been duly made. All members of the Audit Committee attended the meeting.

董事會委員會

董事會已成立三個委員會，即審核委員會，薪酬委員會及提名委員會，以監督本公司事務的特定方面。三個委員會均制訂有明確的書面職權範圍，並於聯交所及本公司網站披露。

審核委員會、薪酬委員會及提名委員會的大部分成員均為獨立非執行董事。

董事會委員會擁有足夠資源以履行其職責，並可在提出合理要求後於適當情況下尋求獨立專業意見，相關費用由本公司承擔。

審核委員會

本公司已按照上市規則第3.21條及企業管治守則C.3及D.3段的規定設立審核委員會，並制定書面職權範圍。審核委員會由三名獨立非執行董事（即顧劍璐女士、吳大香女士及劉勇先生）組成。審核委員會主席為顧劍璐女士，其具備上市規則第3.10(2)及3.21條規定的適當的專業資格。

根據審核委員會職權範圍，審核委員會每年至少召開兩次會議。審核委員會的主要職責包括但不限於透過以下各項協助董事會(i)就委任、重聘及罷免外聘核數師向董事會提出建議；(ii)根據適用準則審查及監督外聘核數師之獨立性及客觀性以及審核過程的有效性；(iii)制定及實施聘請一名外聘核數師提供非審核服務的政策；(iv)監察本公司的財務報表、年度報告及帳目、中期報告及（若擬刊發）季度報告的完整性以審閱有關報表、報告及賬目所載重大財務呈報判斷；(v)審閱本公司的財務控制、內部控制及風險管理制度；及(vi)審閱本集團的財務及會計政策及常規。

由於本公司於二零二零年一月十七日在聯交所上市及審核委員會於二零一九年十二月二十日成立，因此，截至二零一九年十二月三十一日止年度，審核委員會並無舉行任何會議或進行任何工作。

審核委員會已於二零二零年三月三十日審閱本公司截至二零一九年十二月三十一日止年度的年度業績。審核委員會認為截至二零一九年十二月三十一日止年度的年度財務業績符合相關會計準則、規則及法規並已妥善作出適當披露。審核委員會所有成員均出席此次會議。

Corporate Governance Report 企業管治報告

Remuneration Committee

The Company has established the Remuneration Committee with terms of reference in compliance with paragraph B.1 of the Corporate Governance Code. The Remuneration Committee consists of two independent non-executive Directors, namely Ms. Gu Jianlu and Mr. Liu Yong, as well as an executive Director, namely Mr. Zang. Ms. Gu Jianlu serves as the chairman of the Remuneration Committee.

The Remuneration Committee meets at least once a year pursuant to the terms of reference for the Remuneration Committee. The primary duties of the Remuneration Committee include, but are not limited to, the following: (i) making recommendations to the Board on the Company's policy and structure for remuneration of all the Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy; (ii) make recommendations to the Board in relation to the remuneration of members of the Board who are non-executive directors; (iii) consult with the Chairman and/or the Chief Executive Officer of the Company and, where deemed appropriate, senior management members about the Committee's proposals relating to, and have the delegated responsibility to determine, the specific remuneration packages for the employment of all members of the Board who are executive directors and all senior management members; (iv) reviewing and approving senior management's remuneration proposals with reference to the Board corporate goals and objectives; and (v) review and approve compensation arrangements relating to dismissal or removal of members of the Board and senior management members.

As the Company was listed on the Stock Exchange on January 17, 2020 and the Remuneration Committee was established on December 20, 2019, the Remuneration Committee did not hold any meeting or conduct any work during the year ended December 31, 2019.

Details of the Directors' remuneration are set out in note 9 to the Consolidated Financial Statements. In addition, the remuneration payable to the senior management of the Company (who are not the Directors) by band for the year ended December 31, 2019 are set out in the section headed "Corporate Governance Report – D. Remuneration of Senior Management" of this annual report.

On March 30, 2020, the Remuneration Committee held one meeting and all members of the Remuneration Committee attended the meeting.

薪酬委員會

本公司已根據企業管治守則B.1段的規定設立薪酬委員會並制定書面職權範圍。薪酬委員會由兩名獨立非執行董事（即顧劍璐女士及劉勇先生）及一名執行董事（即臧先生）組成。顧劍璐女士擔任薪酬委員會主席。

根據薪酬委員會職權範圍，薪酬委員會每年至少召開一次會議。薪酬委員會的主要職責包括但不限於以下各項：(i)就本公司全體董事及高級管理層的薪酬政策及架構以及制訂正式及透明程序以編製有關薪酬政策向董事會提供建議；(ii)就董事會成員中非執行董事薪酬向董事會提出建議；(iii)諮詢主席及／或本公司行政總裁及高級管理人員（如適當）關於委員會就僱用董事會成員中全體執行董事以及全體高級管理人員的特定薪酬待遇的建議，並獲轉授責任釐定上述薪酬待遇；(iv)參考董事會議決的公司目標及宗旨審核及批准高級管理層的薪酬提議；及(v)檢討及批准有關解僱或罷免董事會成員及高級管理層人員的賠償安排。

由於本公司於二零二零年一月十七日在聯交所上市及薪酬委員會於二零一九年十二月二十日成立，因此，截至二零一九年十二月三十一日止年度，薪酬委員會並無舉行任何會議或進行任何工作。

有關董事薪酬之詳情載於綜合財務報表附註9。此外，截至二零一九年十二月三十一日止年度，按等級應付本公司高級管理層（非董事）的薪酬載於本年度報告「企業管治報告 – D.高級管理層薪酬」一節。

薪酬委員會於二零二零年三月三十日舉行會議，及薪酬委員會全體成員均出席會議。

Corporate Governance Report 企業管治報告

Nomination Committee

The Company has established the Nomination Committee with terms of reference in compliance with paragraph A.5 of the Corporate Governance Code. The Nomination Committee consists of two independent non-executive Directors, namely Mr. Liu Yong and Ms. Wu Daxiang, as well as one executive Director, namely Mr. Long Chao. Ms. Wu Daxiang serves as the chairman of the Nomination Committee.

The Nomination Committee meets at least once a year pursuant to the terms of reference for the Nomination Committee. The primary duties of the Nomination Committee include, but are not limited to, (i) reviewing the structure, size and composition of the Board, (ii) identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships; (iii) assessing the independence of the independent non-executive Directors; (iv) making recommendations to the Board on the appointment or re-appointment of directors; and (v) determine the policy, procedures and criteria for the nomination of directors with due regard for the benefits of diversity on the Board.

As the Company was listed on the Stock Exchange on January 17, 2020 and the Nomination Committee was established on December 20, 2019, the Nomination Committee did not hold any meeting or conduct any work during the year ended December 31, 2019.

On March 30, 2020, the Nomination Committee held one meeting and all members of the Nomination Committee attended the meeting.

Nomination Policy

Objectives

The key objectives of the Group's nomination policy (the "Nomination Policy") to identify and evaluate a candidate for nomination to (i) the Board for appointment; or (ii) the shareholders of the Company for election, as a director of the Company.

Nomination Criteria

The Nomination Committee shall consider a number of factors in making nominations, including but not limited to the following:

- (a) Skills and Experience: The candidate should possess the skills, knowledge and experience which are relevant to the operations of the Company and its subsidiaries.
- (b) Diversity: Candidates should be considered on merit and against objective criteria, with due regard to the diversity perspectives set out in the Board Diversity Policy of the Company and the balance of skills and experience in board composition.

提名委員會

本公司已按照企業管治守則A.5段的規定設立提名委員會並制定書面職權範圍。提名委員會由兩名獨立非執行董事（即劉勇先生及吳大香女士）以及一名執行董事（即龍超先生）組成。吳大香女士擔任提名委員會主席。

根據提名委員會職權範圍，提名委員會每年至少召開一次會議。提名委員會的主要職責包括但不限於以下各項：(i)檢討董事會的架構、人數及組成；(ii)物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；(iii)評估獨立非執行董事的獨立性；(iv)就董事委任或重新委任向董事會提出建議；及(v)為董事的提名釐定政策、程序和標準，以充分顧及董事會成員多元化的裨益。

由於本公司於二零二零年一月十七日在聯交所上市及提名委員會於二零一九年十二月二十日成立，因此，截至二零一九年十二月三十一日止年度，提名委員會並無舉行任何會議或進行任何工作。

提名委員會於二零二零年三月三十日舉行會議，及提名委員會全體成員均出席會議。

提名政策

目的

本集團提名政策（「提名政策」）的主要目的為物色及評估候選人以提名予(i)董事會以供委任；或(ii)本公司股東以供委任為本公司董事。

提名標準

提名委員會在作出提名時應考慮多項因素，包括但不限於以下因素：

- (a) 技術及經驗：候選人應具備與本公司及其附屬公司業務相關的技術、知識及經驗。
- (b) 多元化：候選人應論功績及針對目標標準而獲考慮，適當考慮本公司董事會多元化政策所載的多元化觀點及董事會構成中技術及經驗的平衡。

Corporate Governance Report 企業管治報告

- (c) **Commitment:** The candidate should be able to devote sufficient time to attend board meetings and participate in induction, trainings and other board-associated activities. In particular, if the proposed candidate will be nominated as an independent non-executive director and will be holding his/her seventh (or more) listed company directorship, the Nomination Committee should consider the reason given by the candidate for being able to devote sufficient time to the Board.
- (c) **投入時間：**候選人應能奉獻足夠時間出席董事會會議並參與入職簡介、培訓及其他董事會相關活動。尤其是，為能夠給予董事會足夠時間，如提名候選人將獲提名為獨立非執行董事及將持有第七個（或以上）上市公司董事職銜，則提名委員會應考慮候選人所提出的理由。
- (d) **Standing:** The candidate must satisfy the Board and Hong Kong Stock Exchange of that he/she has the character, experience and integrity, and is able to demonstrate a standard of competence commensurate with the relevant position as a director of the Company.
- (d) **信譽：**候選人必須令董事會及香港聯交所信納彼具備適切個性、經驗及誠信，並能證明能力水平與出任本公司董事相關職務相稱。
- (e) **Independence:** The candidate to be nominated as an independent non-executive director must satisfy the independence criteria set out in Rule 3.13 of the Rules Governing the Listing of Securities on Hong Kong Stock Exchange.
- (e) **獨立性：**將獲提名為獨立非執行董事的候選人必須符合香港聯交所證券上市規則第3.13條所載的獨立性標準。

Nomination Procedures

If the Nomination Committee determines that an additional or replacement director is required, the Nomination Committee may take such measures that it considers appropriate in connection with its identification and evaluation of a candidate. The Nomination Committee may propose to the Board a candidate recommended or offered for nomination by a shareholder of the Company as a nominee for election to the Board. On making recommendation, the Nomination Committee may submit the candidate's personal profile to the Board for consideration. The Board may appoint the candidate(s) as director(s) to fill a casual vacancy(ies) or as an addition to the Board or recommend such candidate to shareholders for election or re-election (where appropriate) at a general meeting of Shareholders of the Company.

Board Diversity Policy

The Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. Therefore, the Company has adopted a board diversity policy to ensure that the Company will, when determining the composition of the Board, consider board diversity in terms of, among other things, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All appointments by the Board will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

提名程序

如提名委員會斷定需要額外或替任董事，則提名委員會可就物色和評估候選人而採取其認為適當的相關措施。提名委員會可向董事會建議由本公司股東舉薦或提名候選人為被提名人以入選董事會。提出推薦建議後，提名委員會可提交候選人的個人簡歷予董事會作考慮。董事會可委任候選人為董事以填補臨時空缺或作為董事會新增席位或於本公司股東的股東大會上向股東推介有關候選人供選舉或重選連任（倘合適）。

董事會多元化政策

本公司明白並深信董事會多元化對提升公司的表現素質裨益良多。為達致可持續及均衡的發展，本公司視董事會層面日益多元化為支持其達到戰略目標及維持可持續發展的關鍵元素。因此，本公司已採納董事會多元化政策以確保本公司將（於釐定董事會組成時）就（其中包括）性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期考慮董事會的多樣性。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀的條件充分顧及董事會成員多元化的裨益。

Corporate Governance Report 企業管治報告

The selection of candidates will be based on a series of diversity scopes, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be made according to the merits of candidates and their contribution to the Board.

As at the date of this annual report, the Board comprises nine Directors. Three of them are independent non-executive Directors, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of gender, age, educational background, professional experience, skills, knowledge and length of service.

Remuneration of Senior Management

The remuneration payable to the senior management of the Company (who are not the Directors) is shown in the following table by band:

Band of remuneration(RMB) 薪酬等級 (人民幣)		Number of individuals 人數
Nil – 300,000	0至300,000	1
300,000 – 700,000	300,000至700,000	1

Directors' Responsibilities for Financial Reporting

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

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

The senior management of the Company has provided such explanation and information to the Board as necessary to enable the Board to carry out an informed assessment of the financial information and position of the Company in order to put forward such information to the Board for approval.

甄選候選人將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期。最終決定將基於所選定候選人之長處及其可為董事會所作貢獻而作出。

於本年報日期，董事會由九名董事組成。其中三名為獨立非執行董事，有助作出批判檢討及監控管理過程。性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期而言，董事會均屬相當多元化。

高級管理層的薪酬

應付本公司高級管理層（非董事）的薪酬按等級如下圖列示：

董事進行財務申報的責任

董事確認彼等編製本公司截至二零一九年十二月三十一日止年度財務報表的責任。

董事會負責對年度及中期報告、內幕消息公佈及按上市規則及其他監管要求規定的其他財務披露作出平衡、清晰而可理解的評估。

本公司高級管理層已在需要時向董事會提供該等解釋及資料，以便董事會對本公司財務資料及狀況作出知情評估，以提呈該等資料予董事會批准。

Corporate Governance Report 企業管治報告

Independent Auditor and its Remuneration

The statement of the independent auditor of the Company about their reporting responsibilities for the financial statements is set out under the section headed “Independent Auditor’s Report” in this annual report.

The independent auditor of the Company will be invited to attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditor’s report and auditor’s independence.

During the year ended December 31, 2019, the remuneration paid/payable to the independent auditor of the Company for the provision of audit services and non-audit services for the year ended December 31, 2019 are as below:

Type of services 服務類型		Amount 金額 (RMB) (人民幣)
Audit services	審核服務	1,600,000
Non-audit services	非審核服務	0
Total	總計	1,600,000

Risk Management and Internal Controls

The Board is responsible for the establishment and maintenance of sound and effective risk management and internal control systems that are in line with the strategic objective of the Group. The Group established risk management and internal control systems to protect the interests of the Group and the Shareholders ensure the Group is in compliance with relevant laws and regulations, effectively identify and manage significant risks in achieving its strategic objectives, protect the safety of the Group’s assets, and ensure the maintenance of proper compliance accounting records and financial reports.

The executive Directors, with the coordination of the management of the Group, strive to develop, implement and maintain an internal control and risk management system by conducting on-going business reviews; evaluating significant risks faced by the Group; formulating appropriate policies, programs and authorization criteria; conducting business variance analyses of actual result versus business plan; undertaking critical path analyses to identify the impediments in attaining the corporate goals and initiating corrective measures; following up on isolated cases; identifying inherent deficiencies in the internal control system; and making timely remedies and adjustments to avoid recurrence of problems.

獨立核數師及其酬金

本公司獨立核數師就財務報表的申報責任作出的聲明載於本年報「獨立核數師報告」一節。

本公司將邀請獨立核數師出席股東週年大會，回答有關審核工作、核數師報告的編製及內容以及核數師的獨立性等問題。

於截至二零一九年十二月三十一日止年度，本公司向其獨立核數師就於截至二零一九年十二月三十一日止年度提供的審核服務及非審核服務而已付／應付的酬金為如下：

風險管理及內部控制

董事會負責建立和維持與本集團戰略目標相匹配的、健全有效的風險管理及內部監控系統。本集團建立風險管理及內部監控系統，旨在保障本集團和股東利益，確保本集團遵守相關法律法規，有效識別和管理影響本集團戰略目標實現的重大風險，保護本集團資產的安全，保證維持恰當合規的會計記錄和財務報告。

執行董事連同本集團管理層透過持續的業務回顧，評估本集團面臨的重大風險，制定適當的政策、計劃及授權標準，根據商業計劃對實際結果進行業務變動分析，進行關鍵的路徑分析以識別實現公司目標之阻礙並採取糾正措施，跟進單獨案例，識別內部控制系統的固有缺陷，及時進行修訂及調整以避免類似問題再次發生等措施，發展、實施及維護內部控制及風險管理系統。

Corporate Governance Report 企業管治報告

The Board has entrusted the Audit Committee with the responsibility to oversee the risk management and internal control systems of the Group on an on-going basis and to review the effectiveness of the systems annually. The review covered all material controls, including financial, operational and compliance controls.

Under the Company's risk management and internal control structure, the Board is responsible for the design, implementation and maintenance of risk management and internal control systems to ensure, amongst others, (i) appropriate policies and control procedures have been designed and established to safeguard the Group's assets against improper use or disposal; (ii) relevant laws, rules and regulations are adhered to and complied with; and (iii) reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements.

The main features of risk management and internal control structure of the Company are as follows:

- Heads of major operation units or departments manage risks through identification and mitigating risks identified in accordance with the internal guidelines approved by the Board and the Audit Committee; and
- The management ensures appropriate actions are taken on major risks affecting the Group's businesses and operations.

The internal audit function of the Company monitors the internal governance of the Company and provides independent assurances as to the adequacy and effectiveness of the Company's risk management and internal control systems. The senior executive in charge of the internal audit function reports directly to the Audit Committee. The internal audit reports on control effectiveness are to be submitted to the Audit Committee in line with agreed audit plan approved by the Board. The senior executives in charge of the internal audit function attend meetings of the Audit Committee to explain the internal audit findings and responded to queries from members of the Audit Committee.

董事會已將持續監察本集團風險管理及內部監控系統以及每年審閱該等系統成效的責任交託予審核委員會執行。審閱涵蓋所有重大監控，包括財務、營運及合規監控等。

於本公司風險管理及內部監控架構下，董事會負責設計、執行及維持風險管理及內部監控系統，以確保（其中包括）(i)設計及成立適當的政策及監控程序，以保障本集團資產不會遭不當使用或處置；(ii)依附及遵守相關法例、規則及規例；及(iii)根據相關會計準則及監管申報規定保持可靠的財政及會計記錄。

本公司風險管理及內部監控架構的主要特質如下：

- 主要營運單位或部門的主管根據董事會及審核委員會批准的內部指引，透過鑒定及減輕已識別風險管理該等風險；及
- 管理層確保已就影響本集團業務及營運的重大風險採取合適的行動。

本公司的內部審核職能監察本公司的內部管治及就本公司風險管理及內部控制系統的充足性及有效性提供獨立保證。負責內部審核職能的高層管理人員直接向審核委員會匯報。控制有效性的內部審計報告將根據董事會批准的協定審計計劃提交予審核委員會。負責內部審核職能的高層管理人員出席審核委員會會議以闡釋內部審核結果並就審核委員會成員提出的疑問作出回應。

Corporate Governance Report 企業管治報告

The Company has maintained internal guidelines for ensuring that inside information is disseminated to the public in an equal and timely manner in accordance with the applicable laws and regulations. Senior executives of the investor relations, corporate affairs and financial control functions of the Group are delegated with responsibilities to control and monitor the proper procedures to be observed on the disclosure of inside information. Access to inside information is at all times confined to relevant senior executives and confined on “need-to-know” basis. Relevant personnel and other professional parties involved are reminded to preserve confidentiality of the inside information until it is publicly disclosed. Other procedures such as pre-clearance on dealing in the Company’s securities by Directors and designated members of the management, notification of regular blackout period and securities dealing restrictions to Directors and employees, and identification of project by code name have also been implemented by the Company to guard against possible mishandling of inside information within the Group.

The Company has adopted arrangement to facilitate employees and other stakeholders to raise concerns, in confidence, about possible improprieties in financial reporting, internal control or other matters. The Audit Committee reviews such arrangement regularly and ensures that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action.

On the basis of the aforesaid, the Company is not aware of any significant issues that would have an adverse impact on the effectiveness and adequacy of the risk management and internal control of the Company.

The Board believes that, in the absence of any evidence to the contrary, the system of internal controls maintained by the Group provides reasonable assurance against material financial misstatements or loss, and includes the safeguarding of assets, the maintenance of proper accounting records, the reliability of financial information, compliance with appropriate legislation, regulation and best practice, and the identification and containment of business risks.

本公司堅守內部指引，並根據適用法例及規則確保內幕消息公平即時地傳播予公眾人士。本集團投資關係、企業事務及財務管理職能的高級行政人員獲授權負責控制及監察依照適當程序披露內幕消息。在任何時候，只限於相關高級管理層人員並按情況需要方能獲取內幕消息，並提醒相關負責之員工及其他專業人士須將內幕消息保密直至已公開披露。本集團亦執行其他程序，例如對董事及管理層指定成員進行本公司證券交易作出預批、通知董事及僱員常規禁售期及證券交易限制、識別代碼項目，以防止可能對本集團內幕消息處理的不當。

本公司已採納相關安排，以方便僱員及其他股東就財務彙報、內部監控或其他事宜中可能存在的失當行為以保密形式提出關注。審核委員會定期審閱該等安排，並確該本公司對該等事宜作出公平獨立的調查及採取適當行動。

基於上述，本公司並無得悉將對本公司風險管理及內部監控的成效及充足性造成重大影響的任何重大事宜。

董事會確信，在沒有任何相反證據的情況下，本集團所依循的內部控制系統提供了合理的保證，可避免發生任何重大財務錯報或損失，包括資產的保護、適當會計記錄的保存、財務資料的可靠性、遵守適當的法律、法規和最佳實踐，以及辨別與控制商業風險等。

Corporate Governance Report 企業管治報告

Communication with Shareholders and Investors

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

The general meetings of the Company are expected to provide a forum for communication between the Board and the Shareholders. The chairman of the Board as well as chairmen of the Audit Committee, the Remuneration Committee, and the Nomination Committee and, in their absence, other members of the respective committees will be available to answer questions at the general meetings. The chairman of a meeting will provide the detailed procedures for conducting a poll and answer any questions from the Shareholders on voting by poll.

To promote effective communication, the Company maintains a website at www.lvji.cn, where information and updates on the Company's business developments and operations, financial information, corporate governance practices and other information are available for public access.

Amendments to Constitutional Documents

The amended and restated memorandum of association of the Company was adopted and became effective from December 20, 2019, while the Articles of Association was adopted on December 20, 2019 and became effective from the Listing Date. During the period from the Listing Date and up to the date of this annual report, there was no change on the amended and restated memorandum of association of the Company and Articles of Association.

Shareholders' Rights

To safeguard the Shareholders' interests and rights, separate resolutions are proposed at general meetings on each substantial issue, including the re-election of individual Directors. Meanwhile, the procedures for the Shareholders to (i) convene an extraordinary general meeting; (ii) put forward proposals at general meetings; and (iii) direct their enquiries to the Board are available.

In accordance with Article 66(1) of the Articles of Association, all resolutions put forward at a general meeting will be taken by poll save that the chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.

In addition, the poll results will be posted on the websites of the Company and the Stock Exchange after the relevant general meeting.

與股東及投資者的溝通

本公司認為，與股東有效溝通對於促進投資者關係及投資者了解本集團業務表現及策略至關重要。本公司亦認識到公司資料的透明度以及及時披露公司資料以便股東及投資者能夠作出最佳投資決定的重要性。

本公司股東大會有望為董事會及股東提供溝通平台。董事會董事長以及審核委員會、薪酬委員會及提名委員會主席（如彼等未能出席，則有關委員會其他成員）將會出席股東大會，並回答提問。會議主席將提供進行投票的詳細程序及就投票表決回答股東的任何提問。

為促進有效溝通，本公司設有網站www.lvji.cn，該網站載有本公司業務發展及營運的資料及最新情況、財務資料、企業管治常規及其他資料，以供公眾人士查閱。

修訂組織章程文件

本公司的經修訂及重列組織章程大綱於二零一九年十二月二十日採納並生效，組織章程細則於二零一九年十二月二十日採納及自上市日期起生效。於自上市日期及直至本年報日期期間，本公司經修訂及重列組織章程大綱及組織章程細則概無任何變動。

股東權利

為保障股東權益及權利，各重大事宜（包括重選個別董事）以獨立決議案形式於股東大會上提呈，而且股東可根據有關程序提出(i)召開股東特別大會；(ii) 在股東大會上提呈議案；及(iii) 向董事會查詢。

根據組織章程細則第66(1)條，所有在股東大會上提呈的決議案均將以投票方式表決，惟主席秉誠決定容許如上市規則所規定之純粹關於程序或行政事宜之決議案以舉手方式表決則除外。

此外，投票表決結果將於相關股東大會後登載於本公司及聯交所網站。

Corporate Governance Report 企業管治報告

Convening an Extraordinary General Meeting by Shareholders

Pursuant to Article 58 of the Articles of Association, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

According to Article 59 of the Articles of Association, any extraordinary general meeting shall be called by not less than 14 clear days' notice and not less than 10 clear business days in writing. Subject to the requirement under the Listing Rules, the notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business to be considered at the meeting. Notice of every general meeting shall be given to all Shareholders other than to such Shareholders as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Shareholder and to each of the Directors and the Auditors.

Putting Forward Proposals at General Meetings

There is no single provision in the Articles of Association or the Cayman Islands Companies Law for the Shareholders to put forward proposals at general meetings. The Shareholders who wish to propose a resolution may request the Company to convene a general meeting in accordance with the procedures set out in the preceding paragraph.

股東召開股東特別大會

根據組織章程細則第58條，任何一名或以上於遞呈要求當日持有不少於本公司繳足股本十分之一的股東具本公司股東大會之投票權，並於任何時候有權向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理該要求中指明之任何事務。該大會應於遞呈該要求後兩(2)個月內舉行。若於遞呈當日起二十一(21)日內，董事會沒有開展召開有關大會之程序，則遞呈要求人士可自發以同樣方式作出此舉，而遞呈要求人士因董事會之缺失而產生之所有合理開支應由本公司向遞呈要求人士償付。

根據組織章程細則第59條，召開任何股東特別大會須發出不少於14個完整日及不少於10個完整營業日的書面通知。遵照上市規則之規定，該通知須列明大會舉行時間及地點及會上將審議的決議案詳情，以及(倘有特別事項)該事項的一般性質。每份股東大會通知須寄發予本公司全體股東及因股東身故或破產或清盤而有權享有股份權益之所有人士以及各名董事及核數師，惟按照細則或所持股份的發行條款規定無權收取本公司該等通告者除外。

在股東大會上提呈議案

組織章程細則或開曼群島公司法對於股東在股東大會上提呈決議案並無單一條款規定。有意願提呈決議案的股東可按照上段所載程序要求本公司召開股東大會。

Corporate Governance Report 企業管治報告

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board of the Company, the Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries. Shareholders may send their enquiries, concerns or requests to the Company at 31/F., 148 Electric Road, North Point, Hong Kong.

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

Company Secretary

Ms. Lam Shi Ping ("Ms. Lam") of Boardroom, an external service provider, has been engaged by the Company as company secretary effective on August 20, 2019.

During the financial year ended December 31, 2019, Ms. Lam had undertaken no less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

The primary person at the Company with whom Ms. Lam has been contacting in respect of company secretarial matters is Ms. Sun Hongyan of the Group.

Going Concern

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximizing the return to the Shareholders through the optimization of the debt and equity balance.

There are no material uncertainties relating to events or conditions that cast significant doubt upon the Company's liability to continue as a going concern.

向董事會作出查詢

向本公司董事會提出任何查詢時，股東可向本公司發出書面查詢。本公司通常不會處理口頭或匿名查詢。股東可向本公司發出其查詢、關注或請求，地址為香港北角電氣道148號31樓。

為免生疑問，股東須寄發正式簽署的書面要求、通知或聲明或查詢（視情況而定）的正本到上述地址，並提供彼等全名、聯絡詳情及身份，以便本公司回覆。股東資料可能根據法律規定而被予以披露。

公司秘書

外部服務供應商寶德隆的林仕萍女士（「林女士」）已獲本公司委任為公司秘書，於二零一九年八月二十日生效。

截至二零一九年十二月三十一日止財政年度，林女士根據上市規則第3.29條已參加不少於15小時的相關專業培訓。

本公司就公司秘書事宜與林女士聯絡的主要人士為本集團的孫紅艷女士。

持續經營能力

本集團會對資本進行管理，以確保本集團旗下實體能夠持續經營，同時透過優化債務與資本間的平衡以最大限度地提高股東回報。

概無有關任何事件或情況的重大不明朗因素可能對本公司的持續經營能力構成重大疑問。

Independent Auditor's Report 獨立核數師報告

To the shareholders of Lvji Technology Holdings Inc.
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Lvji Technology Holdings Inc. (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 78 to 150 which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKASs") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

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

致驢跡科技控股有限公司股東
(於開曼群島註冊成立的有限公司)

意見

我們已審核列載於第78至150頁驢跡科技控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,包括於二零一九年十二月三十一日的綜合財務狀況表,與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映貴集團於二零一九年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及其綜合現金流量,並已遵守香港公司條例披露規定妥為編製。

意見基準

我們乃根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。我們在該等準則下的責任詳述於本報告「核數師就審核綜合財務報表應負之責任」一節。根據香港會計師公會頒佈的《專業會計師道德守則》(「守則」),我們獨立於貴集團,並已根據守則履行其他道德責任。我們相信,我們所獲得的審核憑證可充足和適當地為我們的意見提供基礎。

關鍵審核事項

關鍵審核事項是根據我們的專業判斷認為對我們審核本期間的綜合財務報表最為重要的事項。該等事項乃於我們審核整體綜合財務報表及出具意見時處理,我們並無就該等事項提供獨立意見。我們對下述每一事項在審核中是如何應對之描述也以此為背景。

我們已履行本報告「核數師就審核綜合財務報表應負之責任」一節中所描述之責任,包括與此等審核事項相關之責任。因此,我們的審核工作包括執行為應對綜合財務報表重大錯誤陳述風險評估而設計之審核程序。我們執行審核程序之結果,包括應對下述事項所執行之程序,為我們就隨附綜合財務報表發表審核意見提供了基礎。

Independent Auditor's Report (Cont'd)

獨立核數師報告 (續)

KEY AUDIT MATTERS (Cont'd)

關鍵會計事項 (續)

Key audit matter 關鍵審核事項	How our audit addressed the key audit matter 我們的審核如何處理關鍵審核事項
<p>Revenue Recognition 收益確認</p> <p>Revenue mainly comprised income from the sale of online tour guide through online travel agencies (the "OTAs") and Lvji APP, sale of online tour guide to travel agencies and sale of customized content.</p> <p>收益主要包括通過在線旅遊平台(「在線旅遊平台」)及驢跡APP銷售在線電子導覽收入、向旅遊代理銷售在線電子導覽收入及銷售定製內容收入。</p> <p>During the year, the Group generated revenue mainly from the sale of online tour guide through OTAs, which amounted to RMB522.2 million and accounted for approximately 96% of the Group's total revenue.</p> <p>年內，貴集團的收益主要來自通過在線旅遊平台銷售在線電子導覽，金額為人民幣522.2百萬元，約佔貴集團收益總額的96%。</p> <p>The Group sells the online tour guide to end users through OTAs. End users will fully pay to OTAs before the online tour guide is activated. OTAs are entitled to withhold and deduct prescribed fixed percentages of the gross proceeds collected from the end users as their service fee and remit the remaining amounts to the Group. Accordingly, the Group records the payments collected from end users as revenue on a gross basis and concession fees retained by OTAs are recognized in cost of sales.</p> <p>貴集團通過在線旅遊平台向終端用戶銷售在線電子導覽。終端用戶於激活在線電子導覽前向在線旅遊平台全額付款。在線旅遊平台有權從終端用戶收取的款項總額中，預先扣除按指定固定百分比的金額作為其服務費，然後將餘額匯予貴集團。因此，貴集團按總額基準將從終端用戶收取的款項確認為收入，並確認在線旅遊平台保留的分成金額為銷售成本。</p> <p>Given the significant amount and volume of transactions, the involvement of intermediaries and the risk of overstatement of revenue, we considered it a key audit matter.</p> <p>考慮到交易的金額及數量巨大、中介機構介入以及誇大收益的風險，我們視其為一項關鍵審核事項。</p> <p>Information about revenue recognition is disclosed in notes 3 and 6 to the financial statements.</p> <p>有關收益確認的資料披露於財務報表附註3及6。</p>	<p>Our audit procedures, among others, included understanding the basis of revenue recognition and the overall transaction process adopted by management and testing management's key internal controls in relation to revenue recognition.</p> <p>我們的審核程序包括(其中包括)了解管理層採納的收益確認基準及整個交易過程以及測試管理層對收益確認的主要內部控制。</p> <p>On a sampling basis, we reviewed and checked the relevant supporting documentations, including the contracts, monthly reconciliation records, bank slips and invoices in relation to sales of online tour guide and customized content. We also obtained confirmations from key OTAs and performed cut-off tests.</p> <p>我們抽樣對有關支持性文件(包括合約、月度對賬記錄、銀行流水及有關銷售在線電子導覽及銷售定製內容的發票)進行審閱及檢查。我們亦獲得主要在線旅遊平台的確認書並進行了中斷測試。</p> <p>For sale of online tour guide through OTAs, we also performed, with the assistance of our IT specialists, data analysis on the end users' behavior with reference to the records of activation.</p> <p>在IT專家的協助下，經參考激活記錄，我們亦就通過在線旅遊平台銷售在線電子導覽對終端用戶的表現進行了數據分析。</p> <p>We checked the adequacy of disclosures related to revenue.</p> <p>我們已檢查收益相關披露事項是否合宜。</p>

Independent Auditor's Report (Cont'd) 獨立核數師報告 (續)

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

載於本年報內之其他資料

貴公司董事須對其他資料負責。其他資料包括載於本年報內之資料，但不包括當中的綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，且我們並無就此發表任何形式的鑒證結論。

就我們審核綜合財務報表而言，我們的責任為細閱其他資料，並在此過程中考慮其他資料是否與綜合財務報表或我們在審核過程中獲悉的資料存在重大不一致或似乎存在重大失實陳述的其他情況。倘我們基於我們已進行的工作認為該其他資料存在重大失實陳述，則我們須報告該事實。我們就此並無任何事項須報告。

董事就綜合財務報表應負之責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及按照香港公司條例的披露規定，編製真實且公平反映情況的綜合財務報表，以及維持董事認為必要的有關內部控制，以確保編製綜合財務報表時不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

審核委員會協助貴公司董事履行監督貴集團財務呈報程序的職責。

Independent Auditor's Report (Cont'd)

獨立核數師報告 (續)

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

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

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

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

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

核數師就審核綜合財務報表應負之責任

我們的目標為就整體綜合財務報表是否不存在因欺詐或錯誤而導致的重大失實陳述取得合理保證，並出具載有我們意見的核數師報告。我們的報告僅向閣下（作為整體）作出，且並無作其他用途。我們概不就本報告的內容對任何其他人士負責或承擔責任。

合理保證為高水平的保證，惟無法保證根據香港審計準則進行的審核總能發現重大失實陳述（倘存在）。失實陳述可能因欺詐或錯誤而引致，且倘合理預期有關失實陳述可能單獨或共同影響相關使用者根據該等綜合財務報表作出的經濟決策，則有關失實陳述被視為屬重大。

作為根據香港審計準則進行審核的一部分，我們在整個審核過程中運用專業判斷及保持專業懷疑態度。我們亦會：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大失實陳述的風險，設計及執行審核程序以應對該等風險，並獲得充足且適當的審核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，因此未能發現由於欺詐而導致的重大失實陳述的風險高於未能發現由於錯誤而導致的重大失實陳述的風險。
- 了解與審核相關的內部控制，以設計在有關情況下屬適當的審核程序，但目的並非對貴集團的內部控制的有效性發表意見。
- 評估董事所採用的會計政策的恰當性及所作出的會計估計及相關披露的合理性。
- 對董事採用持續經營會計基準的恰當性作出結論，並根據獲得的審核憑證，確定是否存在與可能導致對貴集團的持續經營能力產生重大疑慮的事項或條件有關的重大不確定因素。倘我們認為存在重大不確定因素，則我們須在核數師報告中提請注意綜合財務報表中的相關披露，或倘有關披露不足，則修訂我們的意見。我們的結論乃基於截至核數師報告日期獲得的審核憑證作出。然而，未來事項或情況可能令貴集團不能持續經營。

Independent Auditor's Report (Cont'd) 獨立核數師報告 (續)

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

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

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

Ernst & Young
Certified Public Accountants
Hong Kong

30 March 2020

核數師就審核綜合財務報表應負之責任 (續)

- 評估綜合財務報表的整體呈列、結構及內容，包括披露及綜合財務報表是否公平反映相關交易及事項。
- 就貴集團內實體或業務活動的財務資料獲得充足、適當的審核憑證，以對綜合財務報表發表意見。我們負責指導、監督及執行集團審計工作。我們對我們的審核意見全權負責。

我們就 (其中包括) 審核的計劃範圍及時間安排以及重大審核發現 (包括我們在審核期間發現的內部控制的任何重大缺陷) 與審核委員會溝通。

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關道德要求，並與其溝通可能合理地被認為會影響我們獨立性的所有關係及其他事項，以及相關防範措施 (如適用)。

從與審核委員會溝通的事項中，我們決定對審核本期綜合財務報表最為重要的事項，因而構成關鍵審核事項。我們將於核數師報告中描述有關事項，除非法律法規不允許公開披露該等事項或在極其罕見的情況下我們認為由於於報告中披露有關事項所造成的負面影響合理預期將超過公眾知悉事項產生的利益因而不應於報告中披露有關事項則除外。

出具本獨立核數師報告的審核項目合夥人為何兆烽。

安永會計師事務所
執業會計師
香港

二零二零年三月三十日

Consolidated Statement of Profit or Loss

綜合損益表

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

		Notes	2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
		附註		
REVENUE	收益	6	541,813	301,692
Cost of sales	銷售成本		(309,431)	(160,539)
Gross profit	毛利		232,382	141,153
Other income and gains	其他收入及收益	6	14,906	11,751
Selling and distribution expenses	銷售及分銷開支		(26,618)	(21,296)
Administrative expenses	行政開支		(48,793)	(15,677)
Other expenses	其他開支		(464)	(14)
Finance costs	財務成本	8	(50)	(123)
PROFIT BEFORE TAX	除稅前盈利	7	171,363	115,794
Income tax expense	所得稅開支	11	(10,579)	(16,011)
PROFIT FOR THE YEAR	年內盈利		160,784	99,783
PROFIT FOR THE YEAR ATTRIBUTABLE TO:	下列人士應佔年內盈利：			
Owners of the parent	母公司擁有人		160,784	99,783
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通權益持有人 應佔每股盈利	13		
Basic and diluted (RMB)	基本及攤薄 (人民幣)		0.15	0.09

Consolidated Statement of Comprehensive Income 綜合全面收益表

For the year ended December 31, 2019
截至二零一九年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)
PROFIT FOR THE YEAR	年內盈利	160,784	99,783
OTHER COMPREHENSIVE INCOME	其他全面收益		
OTHER COMPREHENSIVE INCOME THAT MAY BE RECLASSIFIED TO PROFIT OR LOSS IN SUBSEQUENT PERIODS	可能於其後期間重新分類至損益的其他全面收益		
Exchange differences on translation of financial statements	換算財務報表所產生之匯兌差額	408	—
Net other comprehensive income that may be reclassified to profit or loss in subsequent periods	可能於其後期間重新分類至損益的其他全面收益淨額	408	—
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	年內其他全面收益，扣除稅項	408	—
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年內全面收益總額	161,192	99,783
TOTAL COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO:	下列人士應佔年內全面收益總額：		
Owners of the parent	母公司擁有人	161,192	99,783

Consolidated Statement of Financial Position

綜合財務狀況表

As of December 31, 2019
截至二零一九年十二月三十一日

			2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
		Notes 附註		
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	3,764	3,951
Other intangible assets	其他無形資產	15	554,444	207,900
Right-of-use assets	使用權資產	16(a)	5,201	1,659
Deferred tax assets	遞延稅項資產	17	-	106
Other non-current assets	其他非流動資產	18	5,000	-
Total non-current assets	非流動資產總值		568,409	213,616
CURRENT ASSETS	流動資產			
Trade receivables	貿易應收款項	19	47,488	37,107
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	20	33,228	13,643
Amounts due from related parties	應收關聯方款項	31(c)	-	99,294
Pledged deposit	已抵押存款	21	350	200
Cash and cash equivalents	現金及現金等價物	21	77,323	91,441
Total current assets	流動資產總值		158,389	241,685
CURRENT LIABILITIES	流動負債			
Trade payables	貿易應付款項	22	11,269	20,815
Other payables and accruals	其他應付款項及應計費用	23	17,529	9,154
Contract liabilities	合約負債	24	2,780	720
Deferred income	遞延收入	25	549	957
Tax payable	應付稅項		23,508	14,568
Lease liabilities	租賃負債	16(b)	1,686	1,510
Total current liabilities	流動負債總額		57,321	47,724
NET CURRENT ASSETS	流動資產淨值		101,068	193,961
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		669,477	407,577

Consolidated Statement of Financial Position (Cont'd)

綜合財務狀況表 (續)

As of December 31, 2019
截至二零一九年十二月三十一日

			2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
		Notes 附註		
NON-CURRENT LIABILITIES	非流動負債			
Deferred income	遞延收入	25	1,343	1,376
Lease liabilities	租賃負債	16(b)	3,448	170
Total non-current liabilities	非流動負債總額		4,791	1,546
Net assets	資產淨值		664,686	406,031
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本	26	758	345
Reserves	儲備	27	663,928	405,686
Total equity	權益總額		664,686	406,031

Zang Wei Zhong

臧偉仲

Director

董事

Sun Hong Yan

孫紅艷

Director

董事

Consolidated Statement of Changes In Equity

綜合權益變動表

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

		Attributable to owners of the parent					Total equity
		母公司擁有人應佔					
		Share capital	Merger reserve	Statutory reserve	Retained profits	Exchange fluctuation reserve	
		股本	合併儲備	法定儲備	保留盈利	外匯波動儲備	權益總額
		(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)
		(人民幣千元)					
		(Note 26)					
		(附註26)					
As at 1 January 2018	於二零一八年一月一日	–	49,000	2,858	25,719	–	77,577
Profit for the year	年內盈利	–	–	–	99,783	–	99,783
Total comprehensive income for the year	年內其他全面收益總額	–	–	–	99,783	–	99,783
Issue of shares	發行股份	345	–	–	–	–	345
Contribution from the then equity holders of subsidiaries	附屬公司當時權益持有人供款	–	231,000	–	–	–	231,000
Share issue expenses	股份發行開支	–	(2,674)	–	–	–	(2,674)
Transfer from retained profits	轉自保留盈利	–	–	10,080	(10,080)	–	–
As at 31 December 2018	於二零一八年十二月三十一日	345	277,326	12,938	115,422	–	406,031
As at 1 January 2019	於二零一九年一月一日	345	277,326	12,938	115,422	–	406,031
Profit for the year	年內盈利	–	–	–	160,784	–	160,784
Exchange differences on translation of financial statements	折算財務報表所產生之匯兌差額	–	–	–	–	408	408
Total comprehensive income for the year	年內全面收益總額	–	–	–	160,784	408	161,192
Issue of new shares	發行新股	413	–	–	–	–	413
Contribution from the then equity holders of subsidiaries	附屬公司當時權益持有人供款	–	100,000	–	–	–	100,000
Share issue expenses	股份發行開支	–	(2,950)	–	–	–	(2,950)
Transfer from retained profits	轉自保留盈利	–	–	16,279	(16,279)	–	–
As at 31 December 2019	於二零一九年十二月三十一日	758	374,376*	29,217*	259,927*	408*	664,686

* These reserve accounts comprise the consolidated reserves of RMB663,928,000 (2018: RMB405,686,000) in the consolidated statements of financial position.

* 綜合財務狀況表中的該等儲備賬戶包括人民幣663,928,000元(二零一八年:人民幣405,686,000元)的綜合儲備。

Consolidated Statement of Cash Flows

綜合現金流量表

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

		2019 二零一九年	2018 二零一八年 (Note) (附註)
	Notes 附註	(RMB'000) (人民幣千元)	(RMB'000) (人民幣千元)
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動所得現金流量		
Profit before tax	除稅前盈利	171,363	115,794
Adjustments for:	就下列各項調整：		
Finance costs	財務成本	8	123
Bank interest income	銀行利息收入	(225)	(44)
Other interest income from short-term investments measured at fair value through profit or loss	來自按公允價值計入損益的短期投資的其他利息收入	(228)	(92)
Depreciation of items of property, plant and equipment	物業、廠房及設備項目折舊	7	1,027
Depreciation of right-of-use assets	使用權資產折舊	7	1,422
Amortization of other intangible assets	其他無形資產攤銷	7	12,638
		217,623	130,868
Increase in trade receivables	貿易應收款項增加	(10,381)	(32,061)
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款項增加	(17,531)	(11,059)
Increase in other payables and accruals	其他應付款項及應計費用增加	8,375	6,814
Increase in contract liabilities	合約負債增加	2,060	158
Decrease in deferred income	遞延收入減少	(441)	(68)
Increase in a pledged deposit	已抵押存款增加	(150)	(200)
Cash generated from operations	經營產生的現金	199,555	94,452
Interest received	已收取利息	225	44
Interest paid	已付利息	(50)	-
Income tax paid	已付所得稅	(1,533)	(4,096)
Net cash flows from operating activities	經營活動所得現金流量淨額	198,197	90,400
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所得現金流量		
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	14	(2,673)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	368	-
Additions to other intangible assets	其他無形資產添置	(406,258)	(147,524)
Advances to related parties	向關聯方墊款	(68,381)	(30,568)
Advances from related parties	來自關聯方的墊款	99,294	150
Proceeds from short-term investments measured at fair value through profit or loss	按公允價值計入損益的短期投資所得款項	73,296	33,390
Addition to short-term investments measured at fair value through profit or loss	按公允價值計入損益的短期投資添置	(73,068)	(29,648)
Net cash flows used in investing activities	投資活動所用現金流量淨額	(376,831)	(176,873)

Consolidated Statement of Cash Flows (Cont'd)

綜合現金流量表 (續)

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

		2019 二零一九年	2018 二零一八年 (Note) (附註)
	Notes 附註	(RMB'000) (人民幣千元)	(RMB'000) (人民幣千元)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得現金流量		
Proceeds from issue of new shares	發行新股所得款項	413	-
Principal portion of lease payments	租賃付款之本金部分	(1,510)	(1,559)
Contribution from the then equity holders of subsidiaries	附屬公司當時權益持有人供款	168,381	173,400
Share issue expenses	股份發行開支	(2,950)	(2,674)
Net cash flows from financing activities	融資活動所得現金流量淨額	164,334	169,167
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物 (減少)/增加淨額	(14,300)	82,694
Cash and cash equivalents at beginning of year	年初現金及現金等價物	91,441	8,747
Effect of foreign exchange rate changes, net	外匯匯率變動影響淨額	182	-
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等價物	77,323	91,441
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析		
Cash and cash equivalents as stated in the statement of cash flows and statement of financial position	於現金流量表及財務狀況表 列賬的現金及現金等價物	77,323	91,441

Notes to Financial Statements 財務報表附註

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

1. CORPORATE INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands on 7 November 2018. The registered office address of the Company is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 17 January 2020 (the "Listing Date").

The Company is an investment holding company. During the year, the Group was principally engaged in the business of providing online tour guide in the People's Republic of China (the "PRC" or "Mainland China"). In the opinion of the directors of the Company, the ultimate controlling shareholder of the Group is Mr. Zang Weizhong ("Mr. Zang"), Chairman and Chief Executive Officer.

1. 公司資料

本公司於二零一八年十一月七日在開曼群島註冊成立為有限責任公司。本公司註冊辦事處地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。

本公司股份於二零二零年一月十七日（「上市日期」）在香港聯合交易所有限公司（「聯交所」）主板上市。

本公司為投資控股公司。於年內，本集團主要從事於中華人民共和國（「中國」或「中國內地」）提供在線電子導覽業務。本公司董事認為，本集團之最終控股股東為主席兼行政總裁臧偉仲先生（「臧先生」）。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

1. CORPORATE INFORMATION (Cont'd)

Information about subsidiaries

As at the date of this report, the Company had direct and indirect interests in its subsidiaries, all of which are private limited liability companies (or, if incorporated outside Hong Kong, have substantially similar characteristics to a private company incorporated in Hong Kong), the particulars of which are set out below:

1. 公司資料 (續)

附屬公司資料

於本報告日期，本公司於其附屬公司（全部為私人有限公司（或倘在香港境外註冊成立，則具有與在香港註冊成立的私人公司大致相似的特性））擁有直接或間接權益，其詳情載列如下：

Name 公司名	Place and date of incorporation/registration and place of business 註冊成立／ 註冊地點及日期 以及營運地點	Nominal value of issued ordinary/ registered share capital 已發行普通／ 註冊股本面值	Percentage of equity interest attributable to the Company 本公司應佔股權百分比		Principal activities 主營業務
			Direct 直接	Indirect 間接	
Zhonghexin Technology Holdings Limited	British Virgin Islands 13 November 2018	—	100%	—	Investment holding
Zhonghexin Technology Holdings Limited	英屬處女群島 二零一八年 十一月十三日	—	100%	—	投資控股
Zitop Technology Holdings Limited	Hong Kong 19 November 2018	HKD10,000	—	100%	Investment holding
智拓科技控股有限公司	香港 二零一八年 十一月十九日	10,000港元	—	100%	投資控股
Guangzhou Zhixin Information Consultancy Limited* 廣州智鑫信息諮詢有限公司(i)	PRC/Mainland China 21 December 2018	RMB300,000,000	—	100%	Investment holding
廣州智鑫信息諮詢有限公司(i)	中國／中國內地 二零一八年 十二月二十一日	人民幣300,000,000元	—	100%	投資控股
Guangzhou Shi Lvji Technology Company Limited* 廣州市驢跡科技有限責任公司(ii)	PRC/Mainland China 14 December 2013	RMB28,272,396	—	100%	Sale of online tour guide
廣州市驢跡科技有限責任公司(ii)	中國／中國內地 二零一三年 十二月十四日	人民幣28,272,396元	—	100%	銷售在線電子導覽

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

1. CORPORATE INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Huor Guosi Lvji Software Technology Limited.* 霍爾果斯驢跡軟件科技 有限公司(ii)	PRC/Mainland China 31 May 2017	RMB1,000,000	—	100%	Sale of online tour guide
霍爾果斯驢跡軟件科技 有限公司(ii)	中國／中國內地 二零一七年 五月三十一日	人民幣1,000,000元	—	100%	銷售在線電子導覽
Guangzhou Lvji International Travel Agency Limited* 廣州驢跡國際旅行社 有限公司(ii)	PRC/Mainland China 31 January 2018	RMB1,000,000	—	100%	Sale of online tour guide
廣州驢跡國際旅行社有限公司(ii)	中國／中國內地 二零一八年 一月三十一日	人民幣1,000,000元	—	100%	銷售在線電子導覽
Guangxi Lvji Software Technology Limited* 廣西驢跡軟件科技有限公司(ii)	PRC/Mainland China 21 September 2018	RMB1,000,000	—	100%	Sale of content production
廣西驢跡軟件科技有限公司(ii)	中國／中國內地 二零一八年 九月二十一日	人民幣1,000,000元	—	100%	銷售內容製作

Notes:

- (i) This entity is a wholly-foreign owned enterprise established under the PRC Law.
- (ii) These entities are limited liability enterprises established under the PRC Law.
- * The English names of these companies represent the best effort made by the management of the Company to directly translate the Chinese names as they do not register any official English names.

附註：

- (i) 該實體為根據中國法律成立的外商獨資企業。
- (ii) 該等實體為根據中國法律成立的有限責任企業。
- * 由於該等公司並無註冊任何官方英文名稱，其英文名稱乃由本公司管理層盡力直譯中文名稱而得。

Notes to Financial Statements (Cont'd)

財務報表附註（續）

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

2.1 BASIS OF PREPARATION

Through a group reorganization (the “Reorganization”) as set out in the section headed “History, Reorganization and Corporate structure” in the Prospectus dated 31 December 2019 for the public listing of the Company's shares on the Stock Exchange, the Company became the holding company of the companies now comprising the Group on 29 July 2019. As the Reorganization involved inserting new holding companies at the top of an existing company and has not resulted in a change in economic substance, the consolidated financial statements have been prepared and presented as a continuation of the then holding company by applying the principles of merger accounting as if the Reorganization had been completed at the beginning of the year ended 31 December 2018.

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance.

All HKFRSs effective for the accounting period commencing from 1 January 2019, including HKFRS 9 *Financial Instruments*, HKFRS 15 *Revenue from Contracts with Customers* and HKFRS 16 *Leases*, together with the relevant transitional provisions, have been early adopted by the Group in the preparation of the financial statements throughout the years ended 31 December 2019 and 2018, and the adoption of HKFRS 9, HKFRS 15 and HKFRS 16 did not have a significant impact on the financial position and performance of the Group.

The financial statements have been prepared under the historical cost convention. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

2.1 編製基準

透過有關本公司股份於聯交所公開上市之日期為二零一九年十二月三十一日之招股章程中「歷史、重組及公司架構」一節所載集團重組（「重組」），本公司於二零一九年七月二十九日成為本集團現時旗下公司的控股公司。由於重組涉及於現有公司之上加入新控股公司，而並未導致經濟實質有任何變動，故綜合財務報表已應用合併會計原則編製及呈列為當時控股公司的延續，猶如重組已於截至二零一八年十二月三十一日止年度開始時完成。

此等財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」）（包括全部香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則及香港公司條例之披露規定編製。

本集團於截至二零一九年及二零一八年十二月三十一日止年度編製財務報表時，已提早採納於二零一九年一月一日開始的會計期間生效的所有香港財務報告準則，包括香港財務報告準則第9號《金融工具》、香港財務報告準則第15號《客戶合約收益》及香港財務報告準則第16號《租賃》，連同相關過渡性條文。採納香港財務報告準則第9號、香港財務報告準則第15號及香港財務報告準則第16號對本集團的財務狀況及業績並無重大影響。

此等財務報表乃按歷史成本慣例編製。此等財務報表以人民幣（「人民幣」）呈列。除另有指明外，所有金額約整至最接近千位數。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

2.1 BASIS OF PREPARATION (Cont'd)

Basis of consolidation

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

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

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

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

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

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

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

2.1 編製基準 (續)

綜合基準

綜合財務報表包括本集團截至二零一九年十二月三十一日止年度的財務報表。附屬公司指由本公司直接或間接控制的實體(包括結構性實體)。當本集團通過參與投資對象的相關活動而承擔可變回報的風險或有權享有可變回報,並且有能力運用對投資對象的權力(即賦予本集團現有權力以主導投資對象的相關活動的既存權利)影響該等回報時,即取得控制權。

當本公司直接或間接擁有少於投資對象大多數的表決或類似權利,在評估其是否擁有對投資對象的權力時,本集團會考慮所有相關事實和情況,包括:

- (a) 與投資對象其他表決權持有者的合約安排;
- (b) 其他合約安排產生的權利;及
- (c) 本集團的表決權及潛在表決權。

附屬公司採用一致會計政策就本公司相同呈報期間編製財務報表。附屬公司的業績自本集團取得控制權之日起綜合入賬,及綜合入賬直至該等控制權終止日期為止。

有關本集團內公司間交易產生的集團內部公司所有資產及負債、權益、收入、開支及現金流量均於綜合入賬時悉數抵銷。

倘事實與環境顯示於上述控制權的三項元素有一項或以上更改,本集團會重新評估對其投資對象是否有控制權。一家附屬公司的擁有權權益發生變動(並未喪失控制權),則按權益交易列賬。

倘本集團失去對一家附屬公司的控制權,則其終止確認(i)該附屬公司的資產(包括商譽)及負債、(ii)任何非控制權益的賬面價值及(iii)於權益內記錄的累計匯兌差額;及確認(i)所收代價的公允值、(ii)所保留任何投資的公允值及(iii)損益賬中任何因此產生的盈餘或虧損。先前於其他全面收益中確認的本集團應佔部分按猶如本集團直接出售有關資產或負債時被要求的相同基準(如適用)重新分類至損益或保留盈利。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

For the year ended December 31, 2019
截至二零一九年十二月三十一日止年度**2.2 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS**

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

Amendments to HKFRS 3

香港財務報告準則第3號 (修訂本)

*Definition of a Business¹*業務的定義¹

Amendments to HKFRS 9, HKAS 39 and HKFRS 7

香港財務報告準則第9號、香港會計準則第39號
及香港財務報告準則第7號 (修訂本)*Interest Rate Benchmark Reform¹*利率基準改革¹

Amendments to HKFRS 10 and HKAS 28 (2011)

香港財務報告準則第10號及香港會計準則第28號
(修訂本) (二零一一年)*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture³*投資者與其聯營公司或合營企業之間的資產出售或注資³

HKFRS 17

香港財務報告準則第17號

*Insurance Contracts²*保險合約²

Amendments to HKAS 1 and HKAS 8

香港會計準則第1號及香港會計準則第8號 (修訂本)

*Definition of Material¹*重大性的定義¹

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

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

³ No mandatory effective date yet determined but available for adoption

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, the Group considers that these new and revised HKFRSs may result in changes in accounting policies but the amendments are not expected to have any significant impact on the Group's financial statements.

2.2 已頒佈但尚未生效的香港財務報告準則

本集團於該等財務報表並未應用以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

¹ 於二零二零年一月一日或之後開始的年度期間生效

² 於二零二一年一月一日或之後開始的年度期間生效

³ 未確定強制生效日期但可採納

本集團正在評估初次應用該等新訂及經修訂香港財務報告準則的影響。迄今為止，本集團認為該等新訂及經修訂香港財務報告準則可能造成會計政策變動但修訂本預期不會對本集團的財務報表產生重大影響。

Notes to Financial Statements (Cont'd)

財務報表附註（續）

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Fair value measurement

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

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

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

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

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

3. 重大會計政策概要

公允值計量

公允值指於計量日期市場參與者之間的有序交易中，就出售資產所收取的價格或轉讓負債所支付的價格。公允值計量乃基於假設出售資產或轉讓負債的交易於資產或負債的主要市場，或在未有主要市場的情況下，則於資產或負債最有利市場進行。主要或最有利市場須位於本集團能到達的地方。資產或負債公允值乃使用市場參與者為資產或負債定價所用假設計量（假設市場參與者依照彼等最佳經濟利益行事）。

非金融資產的公允值計量乃考慮市場參與者通過使用其資產的最高及最佳用途或將其出售予將使用其最高及最佳用途的另一市場參與者而能夠產生經濟利益的能力。

本集團使用適用於不同情況的估值技術，而其有足夠數據計量公允值，以盡量利用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

於財務報表計量或披露公允值的所有資產及負債，均根據對公允值計量整體而言屬重要的最低層輸入數據在下述公允值等級架構內進行分類：

第一級 – 按同等資產或負債於活躍市場的報價（未經調整）計算

第二級 – 按估值技巧計算（藉此直接或間接可觀察對公允值計量而言屬重要的最低層級輸入數據）

第三級 – 按估值技巧計算（藉此觀察不到對公允值計量而言屬重要的最低層級輸入數據）

就按經常性基準於財務報表確認的資產及負債而言，本集團於各報告期末通過重新評估分類（基於對公允值計量整體而言屬重大的最低層級輸入數據）以決定等級架構內各層級之間是否有轉移。

Notes to Financial Statements (Cont'd)**財務報表附註（續）**For the year ended December 31, 2019
截至二零一九年十二月三十一日止年度**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****Impairment of non-financial assets**

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

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

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

3. 重大會計政策概要（續）**非金融資產的減值**

倘出現減值跡象或須對資產（不包括合約資產、遞延稅項資產、金融資產及非流動資產分類為持有待售的出售組合）進行年度減值測試，則會估計資產的可收回金額。資產的可收回金額乃資產或現金產生單位使用價值與其公允值減出售成本兩者中的較高者，並且就個別資產釐定，如果資產並不產生大部分獨立於其他資產或資產組合的現金流入，在該情況下，可收回金額則按資產所屬的現金產生單位釐定。

只有資產的賬面金額超過其可收回金額時，減值虧損方予確認。評估使用價值時，估計未來現金流量採用反映當前市場對貨幣時間價值及該項資產的特有風險的評估的稅前折現率貼現為現值。減值虧損乃於產生期間計入損益賬中與減值資產相應的費用類別。

於各有關期間末評估是否有跡象顯示過往已確認的減值虧損可能已不再存在或可能減少。倘出現該等跡象，則會估計資產的可收回金額。只有在用以釐定資產（商譽除外）的可收回金額的估計方法出現變動時，方會撥回該資產過往已確認的減值虧損，但撥回的金額不可超過假設過往年度並無就該項資產確認減值虧損而釐定的賬面值（扣除任何折舊／攤銷）。撥回的減值虧損乃於其產生期間計入損益。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Related parties

A party is considered to be related to the Group if

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

or

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

3. 重大會計政策概要 (續)

關聯方

在以下情況下，一方將被視為本集團的關聯方：

- (a) 有關方為一名人士或該人士關係密切的家庭成員，而該人士：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司的其中一名主要管理人員；

或

- (b) 該方為實體而符合下列任何一項條件：
 - (i) 該實體與本集團屬同一集團的成員公司；
 - (ii) 該實體為另一間實體的聯營公司或合營企業（或另一間實體的母公司、附屬公司或同系附屬公司）；
 - (iii) 該實體與本集團均為同一第三方的合營企業；
 - (iv) 該實體為第三方實體的合營企業，而另一間實體則為該第三方實體的聯營公司；
 - (v) 實體為本集團或與本集團有關連的實體就僱員利益設立的離職後福利計劃；
 - (vi) 該實體受(a)項所界定人士控制或受共同控制；
 - (vii) 於(a)(i)項所識別人對該實體有重大影響力或屬該實體（或該實體的母公司）主要管理層成員；及
 - (viii) 該實體或其所屬集團的任何成員公司為本集團或本集團的母公司提供主要管理人員服務。

Notes to Financial Statements (Cont'd)**財務報表附註 (續)**For the year ended December 31, 2019
截至二零一九年十二月三十一日止年度**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****Property, plant and equipment and depreciation**

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

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

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

Furniture and fixtures	20.00%-33.33%
家具及固定裝置	
Leasehold improvements	20.00%-33.33%
租賃物業裝修	

3. 重大會計政策概要 (續)**物業、廠房及設備與折舊**

物業、廠房及設備(在建工程除外)按成本減累計折舊及任何減值虧損列賬。倘物業、廠房及設備項目分類為持作出售時或部分出售組別分類為持作出售時，並不會進行折舊，而是根據香港財務報告準則第5號進行會計處理。一項物業、廠房及設備項目的成本包括其購買價及將資產達至運作狀況及位置，以作其預定用途所產生的任何直接應計成本。

物業、廠房及設備項目開始運作後所產生的開支，如維修及保養，一般於產生期間在損益中扣除。若滿足確認標準，則重大檢查的開支會於資產賬面值中資本化作為置換。若須定期置換大部分物業、廠房及設備，則本集團會按特定可使用年期確認該部分為個別資產，並據此作出折舊。

各項物業、廠房及設備折舊乃以直線法按其估計可使用年期撇銷其成本至其剩餘價值。就此採用的主要年率：

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

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

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

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

Construction in progress represents fixtures under construction, which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Other Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Copyrights

Copyrights are initially recognized and measured at cost. Copyrights are amortized on a straight-line basis over their estimated useful economic lives of 5 to 10 years.

Computer software

Expenditure on computer software is capitalized and amortized using the straight-line method over its estimated useful life of 10 years.

Research and development costs

All research costs are charged to the statement of profit or loss as incurred.

3. 重大會計政策概要 (續)

物業、廠房及設備與折舊 (續)

當一項物業、廠房及設備的各部分有不同可使用年期時，該項目的成本乃按合理基準在各部分之間分配，而各部分乃個別地折舊。剩餘價值、可使用年期及折舊方法至少應於各財政年度末覆核，並作出調整（如適當）。

物業、廠房及設備項目以及任何初始確認的主要部分於出售或預期其使用或出售不會帶來未來經濟利益時終止確認。因出售或報廢而於該資產終止確認年度的損益賬內確認的任何盈虧指有關資產出售所得款項淨額與賬面值的差額。

在建工程指建設中的裝置，按成本減任何減值虧損列賬，且不進行折舊。成本包括建設期間的直接建設成本。在建工程竣工及可用時重新分類至物業、廠房及設備的適當類別。

其他無形資產 (商譽除外)

單獨收購的無形資產於初步確認時按成本計量。業務合併時收購的無形資產，其成本為收購日期的公允值。無形資產可使用年期乃評估為有限期或無限期。有限期的無形資產其後於可使用經濟年期攤銷，並於該無形資產出現可能減值跡象時作減值評估。具有有限可使用年期的無形資產攤銷年期及攤銷方法須至少於各財政年度末進行審閱。

版權

版權初始按成本確認及計量。版權於5至10年的估計可使用經濟年內按直線法攤銷。

計算機軟件

計算機軟件開支以直線法於10年的估計可使用年內進行資本化及攤銷。

研發成本

所有研發成本已於產生時於損益表扣除。

Notes to Financial Statements (Cont'd)**財務報表附註 (續)**For the year ended December 31, 2019
截至二零一九年十二月三十一日止年度**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****Leases**

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

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

(a) Right-of-use assets

Right-of-use assets are recognized at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets. If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

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

3. 重大會計政策概要 (續)**租賃**

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約為（或包含）租賃。

本集團作為承租人

本集團對所有租賃（惟短期租賃及低價值資產租賃除外）採取單一確認及計量方法。本集團確認租賃負債以作出租賃付款，而使用權資產指使用相關資產的權利。

(a) 使用權資產

使用權資產於租賃開始當日（即相關資產可供使用的日期）確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產的成本包括確認的租賃負債金額，產生的初始直接費用，以及在開始當日或之前支付的租賃付款金額減去任何收到的租賃激勵。使用權資產按資產的租期及估計可使用年期中的較短者按直線法計提折舊。如果租賃資產的所有權在租賃期結束時轉移至本集團或成本反映行使購買權，則折舊使用資產的估計可使用年期計算。

(b) 租賃負債

以租期內租賃付款的現值計量的租賃負債於租賃開始日期確認。租賃付款包括固定付款（包括實質性固定付款）減去任何應收租賃激勵，取決於一項指數或比率的可變租賃付款，以及餘值擔保下預計應付的金額。租賃付款亦包括本集團合理確定將會行使的購買選擇權的行使價，以及（倘租賃期反映出本集團行使終止選擇權）終止租賃的罰金。不取決於指數或比率的可變租賃付款在引發付款的事件或條件發生的期間內確認為開支。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Leases (Cont'd)

Group as a lessee (Cont'd)

(b) Lease liabilities (Cont'd)

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

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases that are considered of low value (i.e., below US\$5,000). Lease payments on short-term leases and leases of low-value assets are recognized as an expense on a straight-line basis over the lease terms.

3. 重大會計政策概要 (續)

租賃 (續)

本集團作為承租人 (續)

(b) 租賃負債 (續)

在計算租賃付款的現值時，本集團使用其租賃開始日期的遞增借款利率，原因為不能易於確定租賃中的內含利率。開始日期之後，租賃負債金額就反映租賃負債利息而增加及因租賃付款而減少。此外，如果租賃年期有變更，租賃付款有變更（如未來租賃付款因指數或費率改變而有變動）或購買有關資產的期權評估發生變化，租賃負債的賬面值將重新計量。

(c) 短期租賃及低價值資產租賃

本集團應用短期租賃對其短期租賃（即租期自開始日期起計為12個月或以內且並無包含購買選擇權的租賃）確認豁免。本集團亦應用低價值資產租賃對視作具低價值的租賃（即低於5,000美元）確認豁免。短期租賃及低價值資產租賃的租賃付款於租賃期按直線法確認為開支。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income, and fair value through profit or loss.

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

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

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

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

3. 重大會計政策概要 (續)

投資及其他金融資產

初步確認及計量

金融資產於初步確認時分類為其後按攤銷成本、按公允值計入其他全面收益列賬及按公允值計入損益列賬計量。

於初步確認時，金融資產分類取決於其合約現金流量特徵及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用不調整重大融資成分影響的可行權宜方法的貿易應收款項外，本集團初步按公允值加（倘金融資產並非按公允值計入損益列賬）交易成本計量金融資產。並無重大融資成分或本集團已應用可行權宜方法的貿易應收款項根據下文「收益確認」所載政策按香港財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本或按公允值計入其他全面收益列賬進行分類及計量，需產生僅為支付本金及未償還本金利息（「僅為支付本金及利息」）的現金流量。現金流量不僅為支付本金及利息之金融資產，其以公允值計入損益進行分類及計量，不論其業務模式如何。

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模型釐定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。以攤銷成本分類及計量的金融資產於目的為持有金融資產以收取合約現金流量的業務模式中持有，而以公允值計量且其變動計入其他全面收益的金融資產於目的為同時持有以收取合約現金流量及銷售的業務模式中持有。於不屬於上述業務模式中持有的金融資產按公允值計入損益分類及計量。

所有按常規方式購買及出售的金融資產於交易日（即本集團承諾購買或出售該資產之日）確認。按常規方式購買或出售指購買或出售須在一般按市場規則或慣例確定的期間內交付的金融資產。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Investments and other financial assets (Cont'd)

Subsequent measurement

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

Financial assets at amortized cost (debt instruments)

Financial assets at amortized cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognized in the statement of profit or loss when the asset is derecognized, modified or impaired.

Derecognition of financial assets

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

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

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

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

3. 重大會計政策概要 (續)

投資及其他金融資產 (續)

後續計量

金融資產後續計量取決於其如下分類：

按攤銷成本計量的金融資產 (債務工具)

按攤銷成本計量的金融資產其後使用實際利率法計量，且可能受減值影響。當資產終止確認、修訂或減值時，收益及虧損於損益表中確認。

終止確認金融資產

金融資產 (或如適用，金融資產其中一部分或一組類近金融資產其中部分) 主要在下列情況下終止確認 (即自本集團的綜合財務狀況表移除)：

- 自該資產收取現金流量的權利已屆滿；或
- 本集團已轉讓其收取來自該資產的現金流量的權利，或已根據「轉遞」安排承擔責任向第三方全數支付已收現金流量，且無重大延誤，並且(a)本集團已轉讓該資產的絕大部分風險及回報，或(b)本集團並無轉讓或保留該資產的絕大部分風險及回報，惟已轉讓該資產的控制權。

倘本集團已轉讓其自資產收取現金流量的權利或訂立轉遞安排，其會評估其有否保留該資產所有權的風險及回報以及其程度。當並無轉讓或保留該資產的絕大部分風險及回報，亦無轉讓該資產的控制權，則本集團繼續按其持續參與該資產的程度確認已轉讓資產。就此而言，本集團亦確認相關負債。已轉讓資產及相關負債的計量基準反映本集團保留的權利及責任。

持續參與指就已轉讓資產作出的一項擔保，按該項資產的原賬面值與本集團或須償還的最高代價的較低者計量。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of financial assets

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

General approach

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

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

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

3. 重大會計政策概要 (續)

金融資產減值

本集團就所有並非按公允值計入損益列賬的債務工具確認預期信貸虧損(「預期信貸撥備」)撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額計算，以原定實際利率近似值貼現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他信貸提升措施。

一般方法

預期信貸虧損以兩個階段確認。對自初步確認起信貸風險並無顯著增加的信貸風險敞口，需為於未來12個月內可能發生的違約事件導致的信貸虧損計提預期信貸虧損(12個月預期信貸虧損)信貸虧損。對自初步確認起信貸風險顯著增加的信用風險敞口，需為於敞口剩餘期間內預計的信貸虧損作出虧損撥備(不論違約時間)(全期預期信貸虧損)。

於各報告日期，本集團評估金融工具自初步確認起信貸風險是否大幅增加。於進行評估時，本集團對金融工具於報告日期發生違約的風險與金融工具於初步確認日期發生違約的風險進行比較，並考慮於並無繁重成本或工作下可得的合理及可支持資料，包括過往及前瞻性資料。

本集團認為金融資產於合約付款逾期90天時屬違約。然而，於若干情況下，當經計及本集團所持的信貸提升措施前，內部或外部資料顯示本集團不太可能悉數收回尚未償還合約金額時，本集團亦可能認為金融資產違約。當無法合理預期收回合約現金流量，金融資產予以撇銷。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment of financial assets (Cont'd)

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

Stage 1 -	Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
第一階段 -	自初步確認起信貸風險並未顯著增加及其虧損撥備按相等於12個月預期信貸虧損的金額計量的金融工具
Stage 2 -	Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
第二階段 -	自初步確認起信貸風險顯著增加但並非信貸減值金融資產及虧損撥備按相等於全期預期信貸虧損的金額計量的金融工具
Stage 3 -	Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs
第三階段 -	於報告日期已作信貸減值(但並非購買或源生已發生信貸減值)及虧損撥備按相等於全期預期信貸虧損的金額計量的金融資產

Simplified approach

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

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings, or payables, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

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

Subsequent measurement

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

3. 重大會計政策概要 (續)

金融資產減值 (續)

按攤銷成本計量的金融資產於一般方法下或會出現減值，其按以下計量預期信貸虧損的階段分類，惟應用下文所述簡化方法的貿易應收款項除外。

簡化方法

就並無重大融資成分或本集團已應用不調整重大融資成分影響的可行權宜方法的貿易應收款項，本集團於計算預期信貸虧損時應用簡化方法。根據簡化方法，本集團並無追溯信貸風險變動，而是根據各報告日期的全期預期信貸虧損確認虧損撥備。本集團已設立根據其過往信貸虧損經驗計算的撥備矩陣，並按債務人的特定前瞻性因素及經濟環境作出調整。

金融負債

初步確認及計量

金融負債於初始確認時分類為貸款及借款或應付款項(如適用)。

所有金融負債初始按公允值確認，如屬貸款、借款及應付款項，則扣除直接應佔交易成本。

本集團金融負債包括貿易及其他應付款項及租賃負債。

後續計量

金融負債的後續計量取決於其分類，如下所示：

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial liabilities (Cont'd)

Financial liabilities at amortized cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the effective interest rate amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortization is included in finance costs in the statement of profit or loss.

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

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

Cash and cash equivalents

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

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

3. 重大會計政策概要 (續)

金融負債 (續)

按攤銷成本列賬的金融負債 (貸款及借款)

於初步確認後，計息貸款及借款其後採用實際利息法按攤銷成本計量，除非貼現影響不大，則按成本列賬。收益及虧損於負債終止確認時透過實際利率攤銷程序於損益中確認。

攤銷成本透過考慮任何收購折價或溢價以及作為實際利率不可或缺部分的費用或成本計算。有效利率攤銷計入損益表中的財務成本。

終止確認金融負債

當金融負債項下的義務被解除、取消或期滿，則終止確認金融負債。

如一項現有金融負債被來自同一貸款方且大部分條款均有差別的一項金融負債所取代，或現有負債的條款被大幅修改，此種置換或修改視作終止確認原有負債並確認新負債處理，而兩者的賬面值差額於損益表中確認。

抵銷金融工具

倘於現時存在可強制執行的合法權利以抵銷已確認款額及有意按淨額基準進行結算，或同時變現資產及結算負債，則金融資產及金融負債會予以抵銷，而淨額會於財務狀況表中記錄。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括所持現金及活期存款，以及可隨時兌換為已知金額現金及所涉價值變動風險不高，且一般自取得起計三個月內到期的短期高流動性投資。

就綜合財務狀況表而言，現金及現金等價物包括手頭及銀行現金 (包括定期存款) 及與現金性質相似的資產，不受使用限制。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Income tax

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

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

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

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

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

3. 重大會計政策概要 (續)

所得稅

所得稅包括即期及遞延稅項。有關損益外確認項目的所得稅於損益外確認，於其他全面收益確認或直接在權益確認。

即期稅項資產及負債按預期自稅務機關退回或支付予稅務機關的金額計算，基於年末已訂立或大致訂立的稅率（及稅法），並計及本集團經營所在國家現行詮釋及慣例。

遞延稅項採用負債法就於報告期末資產和負債的稅基與兩者用作財務報告的賬面值之間的各項暫時差異計提撥備。

所有應課稅之臨時差額確認為遞延稅項負債，惟以下除外：

- 於一項交易（該交易並非為業務合併）進行時初始確認的資產或負債產生的遞延稅項負債既不對會計盈利也不對應課稅盈利或虧損構成影響；及
- 關於附屬公司投資的應課稅暫時差異，如撥回該等暫時差異的時間可受控制且暫時差異於可預見將來可能不會撥回。

Notes to Financial Statements (Cont'd)**財務報表附註 (續)**For the year ended December 31, 2019
截至二零一九年十二月三十一日止年度**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****Income tax (Cont'd)**

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

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

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

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

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

3. 重大會計政策概要 (續)**所得稅 (續)**

可扣減暫時性差異及結轉的未用稅項抵免及未用稅項虧損均被確認為遞延稅項資產。倘有可能出現應課稅盈利可用以抵扣可扣減暫時性差異、未動用稅項抵免及未動用稅務虧損結轉，均被確認為遞延稅項資產，惟下列各項除外：

- 與可扣稅暫時差異有關的遞延稅項資產乃因在一項並非業務合併的交易中初步確認資產或負債而產生，並於交易時並不影響會計盈利及應課稅盈利或虧損；及
- 對於與投資附屬公司有關的可扣稅暫時差異，遞延稅項資產僅於暫時差異會在可見將來撥回且有應課稅盈利可用以抵銷暫時差異時確認。

遞延稅項資產的賬面值會在各報告期末進行檢討，若不再可能有足夠應課稅盈利可供動用全部或部分相關遞延稅項資產，則減少遞延稅項資產的賬面值。未確認的遞延稅項資產於各報告期末重新評估，並於可能有足夠應課稅盈利以收回全部或部分遞延稅項資產的情況下予以確認。

遞延稅項資產及負債，以各報告期末已執行或實質上已執行的稅率（和稅法）為基礎，按預期實現該資產或清償該負債當期的稅率計量。

當及僅當本集團有可合法執行權利將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產及遞延稅項負債涉及同一個稅務機關就同一應課稅實體或於各未來期間預期有大額遞延稅項負債或資產需要結算或清償時，擬按淨額基準結算即期稅項負債及資產或同時變現資產及結算負債的不同稅務實體徵收的所得稅相關，則遞延稅項資產及遞延稅項負債即予抵銷。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Government grants

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

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Revenue recognition

Revenue from contracts with customers

The Group is engaged in the business of providing online tour guide and customized content.

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

(a) *Revenue from the sale of online tour guide through Online Travel Agencies (the "OTAs") and Lvji APP*

Revenue from the sale of online tour guide through OTAs and Lvji APP is recognized at the point in time when the guide is activated by the end user, i.e., when the end user is able to use and benefit from the online tour guide. It is considered that the Group is the principal in this arrangement as the Group controls the goods or services before that is transferred to the end users. The indicators that the Group controls the specified goods or services include, but are not limited to: (i) the Group is primarily responsible for fulfilling the promise to provide the online tour guide to end users; (ii) the Group has inventory risk before the online tour guide has been transferred to the end users; and (iii) the Group has discretion in establishing the price for the online tour guide.

3. 重大會計政策概要 (續)

政府補助

政府補助在合理確定將會收取補貼及將會符合一切所附條件時，按其公允值確認。倘補貼與開支項目有關，則於期間內確認為收入，以於期間內按系統基準將補貼與擬補償的相關成本抵銷。

當該補助與資產有關時，則將公允值記於遞延收入賬戶，且於有關資產的預計可使用年內，分期每年分攤計入損益。

收益確認

客戶合約收益

本集團從事提供在線電子導覽及定制化內容服務。

客戶合約收益於貨品或服務控制權轉讓至客戶時確認，其金額反映本集團預期就交換該等貨品或服務而有權獲得的代價。

(a) *通過在線旅遊平台 (「在線旅遊平台」) 及驢跡APP銷售在線電子導覽收益*

通過在線旅遊平台及驢跡APP銷售在線電子導覽的收益，在終端用戶啟動導覽時 (即終端用戶能使用及受益於在線電子導覽之時) 確認。由於貨品或服務轉移給終端用戶前由本集團控制，因此，本集團被視為此項安排的主要負責人。以下狀況顯示本集團控制指定貨品或服務，包括 (但不限於)：(i) 本集團主要負責履行承諾向終端用戶提供在線電子導覽；(ii) 本集團承擔在線電子導覽轉移給終端用戶前的存貨風險；及(iii) 本集團可酌情為在線電子導覽定價。

Notes to Financial Statements (Cont'd)**財務報表附註 (續)**For the year ended December 31, 2019
截至二零一九年十二月三十一日止年度**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****Revenue recognition (Cont'd)***Revenue from contracts with customers (Cont'd)**(a) Revenue from the sale of online tour guide through Online Travel Agencies (the "OTAs") and Lvji APP (Cont'd)*

The Group sells the online tour guide to end users through OTAs. End users will fully pay to OTAs before the online tour guide is activated. OTAs are entitled to withhold and deduct prescribed fixed percentages of the gross proceeds collected from the end users as their service fee and remit the remaining amounts to the Group. Accordingly, the Group records the payments collected from end users as revenue on a gross basis and concession fees retained by OTAs are recognized in cost of sales. The Group will perform monthly reconciliation with OTAs and the normal credit term is 45 days.

(b) Revenue from the sale of online tour guide to travel agencies

Revenue from the sale of online tour guide to travel agencies is recognized at the point in time when the right to use of the online tour guide is transferred to travel agencies, that is when the right to use the tour guide is granted to the customers. The Group considered that it has transferred the control of online tour guide when the right to use the tour guide is granted to travel agencies based on the following analysis: 1) the payments made by travel agencies are not refundable and the online tour guide are not allowed to be returned to the Group; 2) travel agencies have the ability to direct the use of the tour guide by deciding whether and how to sell to end users; 3) travel agencies obtain significant risks and rewards from the right to use the tour guide by either reselling the tour guide and obtaining all of the proceeds from the sale or using the tour guide themselves.

(c) Revenue from the sale of customized content

Revenue from the sale of customized content is recognized at the point in time when the content is checked and accepted by the customers, that is when control of the customized content is transferred to the customer.

Other income

Interest income is recognized on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset.

Franchise income is recognized on a time proportion basis over the franchise terms.

3. 重大會計政策概要 (續)**收益確認 (續)***客戶合約收益 (續)**(a) 通過在線旅遊平台 (「在線旅遊平台」) 及驢跡APP銷售在線電子導覽收益 (續)*

本集團通過在線旅遊平台向終端用戶銷售在線電子導覽，終端用戶於激活在線電子導覽前向在線旅遊平台全額付款。在線旅遊平台有權從終端用戶收取的款項總額中，預先扣除按指定固定百分比的金額作為其服務費，然後將餘額匯予本集團。因此，本集團按總額基準將從終端用戶收取的款項確認為收入，並於銷售成本內確認在線旅遊平台保留的分成金額。我們每月與在線旅遊平台對賬，信貸期一般為45天。

(b) 向旅遊代理銷售在線電子導覽收益

向旅遊代理銷售在線電子導覽收益於在線電子導覽使用權轉讓予旅遊代理的時間點（即導覽的使用權轉讓予客戶時）確認。本集團認為，基於以下分析，其於旅遊代理獲授導覽使用權時，便已轉移在線電子導覽的控制權：1) 旅遊代理付款不可退還，在線電子導覽概不退還本集團；2) 旅遊代理決定是否及如何向終端用戶出售在線電子導覽，從而能夠對導覽的使用作出指示；3) 旅遊代理因轉售導覽而從導覽使用權承受主要風險及回報，並獲取從銷售或使用導覽所得的所有款項。

(c) 銷售定製內容收益

銷售定製內容的收益於內容經客戶檢查及接納的時間點（即定製內容的控制權轉讓予客戶時）確認。

其他收入

利息收入按應計基準及以實際利率法，透過採用將金融工具於預期年期的估計未來現金收入貼現至金融資產的賬面淨值之比率予以確認。

特許經營收入於特許經營期內按時間比例確認。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Contract assets

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

Contract liabilities

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

Employee benefits

Pension scheme

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

Dividends

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

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognized immediately as a liability when they are proposed and declared.

3. 重大會計政策概要 (續)

合約資產

合約資產乃就換取已向客戶轉讓的貨品或服務而收取代價的權利。倘本集團於客戶支付代價或付款到期前將貨品或服務轉讓予客戶，則就附帶條件的已賺取代價確認合約資產。合約資產需進行減值評估，其詳情載於有關金融資產減值的會計政策中。

合約負債

當本集團轉讓相關貨品或服務之前自客戶收取款項或客戶應付款項到期時(以較早者為準)，確認合約負債。當本集團根據合約履行合約時(即將相關貨品或服務的控制權轉讓予客戶)，合約負債確認為收益。

僱員福利

退休金計劃

本集團於中國內地經營的附屬公司的僱員須參與由地方市政府營運的中央退休金計劃。該等附屬公司須按其工資成本的若干百分比向中央退休金計劃供款。供款於根據中央退休金計劃規則應付時自損益表扣除。

股息

末期股息於股東大會上獲股東批准後確認為負債。

中期股息同時提呈及宣派，由於本公司組織章程大綱及細則授權董事宣派中期股息。因此，中期股息於提呈及宣派時即被確認為負債。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Foreign currencies

These financial statements are presented in Renminbi because the Group's principal operations are carried out in Mainland China and the functional currency is Renminbi, which is the currency of the primary economic environment in which those entities operate. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of each reporting period. Differences arising on settlement or translation of monetary items are recognized in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

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

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

3. 重大會計政策概要 (續)

外幣

該等財務報表以人民幣呈列，原因是本集團的主要業務在中國內地開展及功能貨幣為人民幣，即該等實體業務營運所處主要經濟環境的貨幣。本集團各實體決定其自身的功能貨幣，列入各實體財務報表的項目使用該功能貨幣計量。本集團內實體錄得的外幣交易初步使用交易日期的通行功能貨幣匯率入賬。以外幣計值的貨幣資產及負債按各報告期間末的通行功能貨幣匯率換算。結算或換算貨幣項目時產生的差額於損益確認。按歷史成本以外幣計量的非貨幣項目使用初步交易日期的匯率換算。

以外幣就歷史成本計量的非貨幣項目，採用首次交易日的匯率換算。按外幣以公允值計量的非貨幣項目採用釐定公允值當日的匯率換算。換算按公允值計量的非貨幣項目產生的收益或虧損的處理方式，與有關項目公允值變動的收益或虧損的確認方式相符（即公允值收益或虧損於其他全面收益或損益中確認的項目的換算差額，亦會分別於其他全面收益或損益中確認）。

為了釐定涉及預付代價之終止確認非貨幣資產或非貨幣負債的相關資產、開支或收入於首次確認時的匯率，初始交易日期為本集團首次確認因預付代價而產生的非貨幣資產或非貨幣負債的日期。倘有多項預先付款或收款，本集團就預付代價的每項付款或收款釐定交易日期。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Foreign currencies (Cont'd)

The functional currencies of the Company and certain overseas subsidiaries are currencies other than Renminbi. As at the end of the reporting period, the assets and liabilities of these entities are translated into Renminbi at the exchange rates prevailing at the end of each reporting period and their profit or loss are translated into Renminbi at the weighted average exchange rates for the respective year.

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

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

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

Judgement

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

Withholding tax arising from the distribution of dividends

The Group did not accrue deferred tax liabilities in respect of withholding taxes arising from the future distributions of dividends by certain subsidiaries according to the relevant tax rules enacted in the jurisdictions in which the subsidiaries are domiciled and operate during the year. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings to foreign entities in the foreseeable future while the Group is expanding its business in Mainland China.

3. 重大會計政策概要 (續)

外幣 (續)

本公司及若干海外附屬公司的功能貨幣並非人民幣。於報告期末，該等實體的資產及負債按各報告期末的通行匯率換算為人民幣，其損益按各自年度內加權平均匯率換算為人民幣。

所產生的匯兌差額於其他全面收益確認並於外匯波動儲備內累計。出售國外業務時，其他全面收益中與特定國外業務相關的部分於損益確認。

4. 重大會計判斷、估計及假設

編製本集團財務報表需要管理層作出影響收益、開支、資產及負債報告金額及其相關披露及或然負債披露的判斷、估計及假設。該等假設及估計的不確定因素可能導致須對未來受影響資產或負債賬面值作重大調整。

判斷

於應用本集團會計政策的過程中，除涉及估計的判斷外，管理層作出以下對財務報表中已確認金額有重大影響的判斷：

因分派股息而產生的預扣稅

根據附屬公司於年內所駐及經營所在司法權區頒佈的相關稅務規則，本集團並無就若干附屬公司未來分派股息而產生的預扣稅而產生遞延稅項負債。董事認為，在本集團於中國內地擴大業務時，該等附屬公司於可見將來不大可能向海外實體分派盈利。

Notes to Financial Statements (Cont'd)**財務報表附註 (續)**For the year ended December 31, 2019
截至二零一九年十二月三十一日止年度**4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (Cont'd)****Estimation uncertainty**

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

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there is any indication of impairment for all non-financial assets at the end of the reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The calculation of the fair value less costs to sell is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value-in-use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Useful lives and amortization of other intangible assets

The Group's management determines the estimated useful lives and related amortization for the Group's other intangible assets with reference to the estimated periods that the Group intends to derive future economic benefits from the use of these assets. Management will revise the amortization where useful lives are different to those of previously estimated, or it will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in useful lives and, therefore, amortization expense in future periods. The carrying value of other intangible assets as at 31 December 2019 amounted to RMB554,444,000 (2018: RMB207,900,000). Further details are set out in note 15 to the consolidated financial statements.

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various debtor segments that have similar loss patterns.

4. 重大會計判斷、估計及假設 (續)**估計不確定因素**

於報告期末，有重大風險導致資產及負債賬面值於下一財政年度作出重大調整的未來相關主要假設及估計不確定因素的其他主要來源，如下所述：

非金融資產 (商譽除外) 減值

本集團於各報告期末評估所有非金融資產是否出現任何減值跡象。倘有跡象顯示賬面值可能無法收回，則就非金融資產進行減值測試。倘資產或現金產生單位的賬面值超過其可收回金額 (即其公允值減出售成本與其使用價值兩者中的較高者)，則存在減值。公允值減出售成本乃按以公平基準就類似資產進行具有約束力的銷售交易可得數據或可觀察市價減出售資產的增量成本計算得出。當計算使用價值時，管理層必須估計來自資產或現金產生單位的預期未來現金流量，並選擇合適的貼現率，以計算該等現金流量的現值。

其他無形資產的可使用年期及攤銷

本集團管理層參照本集團擬從使用該等資產產生未來經濟利益的估計期間釐定本集團其他無形資產的估計可使用年期及相關攤銷。當可使用年期與先前估計有所不同，管理層將修訂攤銷，或其將撇銷或撇減已報廢或出售的技術上廢舊或非策略性資產。實際經濟年期可能與估計可使用年期有所不同。定期審閱可導致可使用年期變動並因而導致未來期間的攤銷開支變動。其他無形資產於二零一九年十二月三十一日的賬面值為人民幣554,444,000元 (二零一八年：人民幣207,900,000元)。進一步詳情載於綜合財務報表附註15。

貿易應收款項預期信貸虧損撥備

本集團採用撥備矩陣計算貿易應收款項的預期信貸虧損。撥備率乃根據具有類似虧損模式的多個債務人分組的逾期天數計算。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (Cont'd)

Estimation uncertainty (Cont'd)

Provision for expected credit losses on trade receivables (Cont'd)

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

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

Current and deferred income tax

The Group is subject to taxation in the PRC. Judgement is required in determining the amount of the provision for taxation and the timing of payment of the related taxation. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred income tax provisions in the periods in which such determination are made.

Deferred income tax assets relating to certain temporary differences and tax losses are recognized as management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilized. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred income tax assets and tax expense in the periods in which such estimate is changed.

4. 重大會計判斷、估計及假設 (續)

估計不確定因素 (續)

貿易應收款項預期信貸虧損撥備 (續)

撥備矩陣初步基於本集團的過往觀察違約率釐定。本集團將通過調整矩陣以調整過往信貸虧損經驗及前瞻性資料。例如，若預測經濟狀況（如國內生產總值）預期於未來一年內惡化，從而導致旅行行業的違約數量增加，過往違約率將得到調整。於各報告日期，過往觀察違約率將會予以更新，並分析前瞻性估計的變化。

對過往觀察違約率、預測經濟狀況及預期信貸虧損之間的相關性評估乃一項重要估計。預期信貸虧損金額對環境及預測經濟狀況的變化敏感。本集團的過往信貸虧損經驗及對經濟狀況的預測亦可能無法表示債務人於日後的實際違約情況。有關本集團貿易應收款項預期信貸虧損的資料於綜合財務報表附註19披露。

即期及遞延所得稅

本集團於中國須繳納稅項。在釐定稅項撥備額及相關稅項繳納時間時須作出判斷。在日常業務過程中，交易及計算方式均會導致無法確定最終所定稅項。倘該等事宜的最終稅務結果與最初錄得的款額不同，有關差額將會影響釐定稅項期間的所得稅及遞延所得稅撥備。

由於管理層認為有可能動用未來應課稅溢利以抵銷暫時性差額或稅項虧損，故確認有關若干暫時性差額及稅項虧損的遞延所得稅項資產。倘預期與原本估計存在差異，有關差異將會影響有關估計變動期間的遞延所得稅項資產及稅項開支確認。

Notes to Financial Statements (Cont'd)

財務報表附註（續）

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

5. OPERATING SEGMENT INFORMATION

The Group is principally an online tour guide provider in Mainland China.

HKFRS 8 Operating Segments requires operating segments to be identified on the basis of internal reporting about components of the Group that are regularly reviewed by the chief operating decision-makers in order to allocate resources to segments and to assess their performance. The information reported to the directors of the Company, who are the chief operating decision-makers, for the purpose of resource allocation and assessment of performance, does not contain discrete operating segment financial information and the directors reviewed the financial results of the Group as a whole. Therefore, no further information about the operating segment is presented.

Geographical information

During the year, since the majority of the Group's revenue and operating profit were generated from the sale of online tour guide and customized content in Mainland China, all of the Group's identifiable assets and liabilities were located in Mainland China, and overseas income from any individual district did not exceed 10% of total revenue, no geographical segment information in accordance with HKFRS 8 Operating Segments is presented.

Information about major customers

No revenue from a single end user, travel agency, tourist attraction administrator and government office contributed to 10% or more of the total revenue of the Group during the year.

5. 經營分部資料

本集團主要為中國內地在线電子導覽提供商。

香港財務報告準則第8號《經營分部》規定，經營分部按主要經營決策者為分配資源予各分部及評估其表現而定期審閱的有關本集團組成部分的內部報告為基礎而區分。向本公司董事（主要經營決策者）報告的資料在資源分配及表現評估方面並不包含不連續的經營分部的財務資料，且董事審閱本集團整體的財務業績。因此，並無呈報有關經營分部的進一步資料。

地域資料

於本年度，由於本集團的大部分收益及經營盈利產生自於中國內地銷售在线電子導覽及定製內容，本集團的可識別資產及負債均位於中國內地，且任何個別地區的海外收入不超過收益總額的10%，並無根據香港財務報告準則第8號《經營分部》呈列地區分部資料。

主要客戶資料

於本年度，概無來自單一終端用戶、旅遊代理、旅遊景區管理機構及政府辦公室的收益佔本集團收益總額的10%或以上。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

6. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

6. 收益、其他收入及收益

收益分析如下：

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
<i>Revenue from contracts with customers</i>	客戶合約收益		
Sale of online tour guide through OTAs	通過在線旅遊平台銷售在線電子導覽	522,185	288,147
Sale of online tour guide to travel agencies	向旅遊代理銷售在線電子導覽	10,276	4,429
Sale of online tour guide through Lvji APP	通過驢跡APP銷售在線電子導覽	680	559
Sale of customized content	銷售定製內容	8,672	8,557
		541,813	301,692

Revenue from contracts with customers

(i) Disaggregated revenue information

客戶合約收益

(i) 明細收益資料

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Type of goods or services	商品或服務類型		
Sale of online tour guide	銷售在線電子導覽	533,141	293,135
Sale of customized content	銷售定製內容	8,672	8,557
		541,813	301,692
Timing of revenue recognition	收益確認時間		
Goods transferred at a point in time	在某個時間點轉讓商品	541,813	301,692

The following table shows the amounts of revenue recognized in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

下表列示於本報告期內確認並於報告期初計入合約負債之收益金額：

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Revenue recognized that was included in contract liabilities	確認計入合約負債的收益		
Sale of customized content	銷售定製內容	720	562

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

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

Revenue from contracts with customers (Cont'd)

(ii) Performance obligations

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

Revenue from the sale of online tour guide through OTAs and Lvji APP

The performance obligation is satisfied when the online tour guide are activated by end users. The end users make the payments in advance. OTAs reconcile and settle the payments received from the end users with the Group on a monthly basis and the credit term is usually 45 days.

Revenue from the sale of online tour guide to travel agencies

The performance obligation is satisfied when the right to use the online tour guide is transferred to travel agencies and travel agencies generally pay in advance.

Revenue from the sale of customized content

The performance obligation is satisfied when the content is checked and accepted by the customers and payment is generally due within 30 days from acceptance.

Other income and gains

		其他收入及收益	
		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
<i>Other income and gains</i>	<i>其他收入及收益</i>		
Government grants (note (i))	政府補助 (附註(i))	12,423	10,745
Franchise income (note 25)	特許經營收入 (附註25)	769	800
Others	其他	1,714	206
		14,906	11,751

Note (i): The amount represents subsidies received from local government authorities in connection with certain tax refunds and various industry-specific subsidies. There are no unfulfilled conditions relating to such government subsidies recognized.

6. 收益、其他收入及收益 (續)

客戶合約收益 (續)

(ii) 履約責任

有關本集團履約責任的資料概述如下：

通過在線旅遊平台及驢跡APP銷售在線電子導覽收益

履約責任於終端用戶激活在線電子導覽時完成。終端用戶會預付款項。在線旅遊平台每月與本集團對賬並結算從終端用戶收取的付款，信貸期一般為45天。

向旅遊代理銷售在線電子導覽收益

履約責任於在線電子導覽的使用權轉讓予旅遊代理時完成，而旅遊代理通常預先付款。

銷售定製內容收益

履約責任於內容經客戶檢查及接納時完成，而付款通常於接納後的30天內到期。

附註(i)：該款項指就若干退稅自地方政府部門收取的補貼及各種行業特定補貼。並無與該等已確認政府補助有關的未履約條件。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

7. PROFIT BEFORE TAX

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

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Concession fee	分成	261,093	144,073
Depreciation of property, plant and equipment (note 14)	物業、廠房及設備項目折舊(附註14)	1,901	1,027
Depreciation of right-of-use assets (note 16(a))	使用權資產折舊(附註16(a))	1,422	1,422
Amortization of other intangible assets (note 15)	其他無形資產攤銷(附註15)	43,340	12,638
Research and development costs	研發成本	2,265	163
Listing expenses	上市開支	18,012	6,274
Auditor's remuneration	核數師酬金	1,600	-
Impairment of trade receivables (note 19)	貿易應收款項減值(附註19)	(709)	709
Lease payments not included in the measurement of lease liabilities (note 16(c))	未計入租賃負債計量的租賃付款(附註16(c))	60	35
Employee benefit expense (including directors' remuneration (note 9))	僱員福利開支(包括董事酬金(附註9))		
Wages and salaries	工資及薪金	25,408	8,439
Pension scheme contributions (defined contribution scheme)	養老金計劃供款(定額供款計劃)	3,501	1,163
		357,893	175,943
Bank interest income	銀行利息收入	(225)	(44)
Other interest income from short term investments measured at fair value through profit or loss	來自按公允值計入損益的短期投資的其他利息收入	(228)	(92)
Government grants	政府補助	(12,423)	(10,745)

8. FINANCE COSTS

An analysis of finance costs 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)
Interest portion of lease liabilities (note 16)	租賃負債的利息部分(附註16)	50	123

8. 財務成本

財務成本分析如下：

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

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

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Fees	袍金	—	—
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	555	493
Pension scheme contributions	養老金計劃供款	67	65
		622	558

(a) Independent non-executive directors

There were no fees and other emoluments payable to the independent non-executive directors during the year.

(a) 獨立非執行董事

於年內並無應付獨立非執行董事之任何袍金及其他酬金。

(b) Executive directors

(b) 執行董事

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度			
		Fees	Salaries, allowances and benefits in kind	Pension scheme contributions	Total
		袍金 (RMB'000) (人民幣千元)	薪金、津貼及實物利益 (RMB'000) (人民幣千元)	養老金計劃供款 (RMB'000) (人民幣千元)	總計 (RMB'000) (人民幣千元)
Executive directors:	執行董事：				
Mr. Zang Weizhong	臧偉仲先生	—	117	15	132
Mr. Long Chao	龍超先生	—	297	35	332
Ms. Sun Hongyan	孫紅艷女士	—	141	17	158
		—	555	67	622

9. 董事及行政總裁酬金

年內董事及行政總裁酬金乃根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第2部披露如下：

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Cont'd) 9. 董事及行政總裁酬金 (續)

(b) Executive directors (Cont'd)

(b) 執行董事 (續)

		Year ended 31 December 2018 二零一八年十二月三十一日止年度			
		Fees	Salaries, allowances and benefits in kind	Pension scheme contributions	Total
		袍金	薪金、津貼及實物利益	養老金計劃供款	總計
		(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)
		(人民幣千元)	(人民幣千元)	(人民幣千元)	(人民幣千元)
Executive directors:	執行董事：				
Mr. Zang Weizhong	臧偉仲先生	—	107	14	121
Mr. Long Chao	龍超先生	—	234	32	266
Ms. Sun Hongyan	孫紅艷女士	—	152	19	171
		—	493	65	558

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

於年內，並無董事或行政總裁放棄或同意放棄任何酬金的安排。

(c) Non-executive directors

There were no fees and other emoluments payable to the non-executive directors during the year.

(c) 非執行董事

於年內並無應付非執行董事之任何袍金及其他酬金。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the years included nil director (2018: 1). Details of director remuneration are set out in note 9 above. Details of the remuneration for the year of the 5 (2018: 4) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	2,742	908
Pension scheme contributions	養老金計劃供款	164	106
		2,906	1,014

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

		2019 二零一九年	2018 二零一八年
Nil to HKD1,000,000	零至1,000,000港元	5	4

During the year, no highest paid employees waived or agreed to waive any remuneration and no remuneration was paid by the Group to any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office.

10. 五名最高薪酬僱員

於年內，五名最高薪酬僱員包含0名董事(二零一八年：1名)。董事薪酬詳情載於上文附註9。年內五名最高薪酬僱員(二零一八年：4名)(非本公司董事或行政總裁)的薪酬詳情如下：

薪酬介乎以下範圍的非董事及非行政總裁最高薪酬僱員人數如下：

於年內，並無最高薪酬僱員放棄或同意放棄任何酬金，而本集團並無向五名最高薪酬僱員支付任何酬金作為吸引加入或加入本集團時的獎勵或離職補償。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

11. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the countries/jurisdictions in which members of the Group are domiciled and operate.

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands and accordingly is not subject to income tax.

No provision for Hong Kong profits tax has been made as the Group had no assessable profits derived from or earned in Hong Kong during the year.

The provision for Mainland China corporate income tax is based on the statutory rate of 25% of the assessable profits of the subsidiaries of the Group operating in Mainland China as determined in accordance with the PRC Corporate Income Tax Law, which was approved and became effective on 1 January 2008.

Guangzhou Shi Lvji Technology Company Limited ("Lvji Technology") qualified as a "High-and-New Technology Enterprise" ("HNTE") under the Corporate Income Tax Law in December 2016. Lvji Technology is entitled to a preferential income tax rate of 15% for three years starting from December 2016, if the criteria for HNTE are met each year. After reapplication of HNTE in December 2019, Lvji Technology is entitled to a preferential income tax rate of 15% for three years starting from December 2019, if the criteria for HNTE are met each year.

Huoer Guosi Lvji Software Technology Limited ("Huoer Guosi Lvji") was incorporated in Khorgos, Xinjiang, the PRC on 31 May 2017. According to the applicable regulations, Huoer Guosi Lvji is exempted from corporate income tax for four years from the first year of operation which was 2017.

Guangxi Lvji Software Technology Limited ("Guangxi Lvji") was incorporated in Beihai, Guangxi, the PRC on 21 September 2018. According to the applicable regulations, Guangxi Lvji is entitled to a preferential income tax rate of 9% for three years from the first year of operation which was 2018.

11. 所得稅

本集團須就來自或源自本集團成員公司註冊及經營業務所在國家／司法權區的盈利按實體基準繳納所得稅。

本公司根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司，因此毋須繳納所得稅。

於年內，由於本集團並無在香港產生或賺取應課稅盈利，故並無就香港利得稅計提撥備。

中國內地企業所得稅撥備乃就本集團於中國內地經營的附屬公司的應課稅盈利按25%法定稅率計提，該稅率乃根據經批准並於二零零八年一月一日生效的中國企業所得稅法釐定。

廣州市驢跡科技有限責任公司(「驢跡科技」)於二零一六年十二月根據企業所得稅法合資格成為「高新技術企業」(「高新技術企業」)。倘驢跡科技於各年均符合高新技術企業的標準，則可自二零一六年十二月起三年內享受優惠所得稅稅率15%。於二零一九年十二月重新申請高新技術企業後，倘驢跡科技於各年均符合高新技術企業的標準，則可自二零一九年十二月起三年內享受優惠所得稅稅率15%。

霍爾果斯驢跡軟件科技有限公司(「霍爾果斯驢跡」)於二零一七年五月三十一日在中國新疆霍爾果斯註冊成立。根據適用法規，霍爾果斯驢跡自營運首年(即二零一七年)起計四年獲豁免繳納企業所得稅。

廣西驢跡軟件科技有限公司(「廣西驢跡」)於二零一八年九月二十一日在中國廣西北海註冊成立。根據適用法規，廣西驢跡自營運首年(即二零一八年)起計三年享有9%的優惠企業所得稅稅率。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

11. INCOME TAX (Cont'd)

The major components of income tax expense of the Group are as follows:

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Current income tax – Mainland China	即期所得稅 – 中國內地	26,113	16,117
Reversal of CIT payment made in prior year (note (i))	上一年度企業所得稅付款撥回 (附註(i))	(15,640)	–
Deferred income tax (note 17)	遞延所得稅 (附註17)	106	(106)
Total tax charge for the year	年內稅項支出總額	10,579	16,011

Note (i): This amount represented a one-off tax refund received from the local tax bureau in October 2019 with regards to Lvji Technology's being awarded as a qualified software enterprise issued by Guangdong Software Industry Association covering one year from 10 June 2019 to 9 June 2020. Pursuant to MOF/STA PN 2019 No. 68 jointly released by the Ministry of Finance ("MOF") and State Taxation Administration ("STA") on 17 May 2019, Lvji Technology was then approved by local tax authorities to be entitled to a corporate income tax exemption for the year ended 31 December 2018.

11. 所得稅 (續)

本集團所得稅開支的主要組成部分如下：

附註(i)：該款項指於二零一九年十月就驢跡科技獲廣東軟件行業協會授予合格軟件企業稱號(自二零一九年六月十日起至二零二零年六月九日止一年內有效)自地方稅務局收取的一次性退稅。根據財政部(「財政部」)及國家稅務總局(「國家稅務總局」)於二零一九年五月十七日聯合公佈的財政部/國家稅務總局公告二零一九年第68號，驢跡科技隨後獲得地方稅務機關的批准，截至二零一八年十二月三十一日止年度有權享有企業所得稅豁免。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

11. INCOME TAX (Cont'd)

A reconciliation of the tax expense applicable to profit before tax at the statutory rate in Mainland China to the tax expense at the effective tax rate are as follows:

		2019 二零一九年		2018 二零一八年	
		(RMB'000)	%	(RMB'000)	%
		(人民幣千元)	%	(人民幣千元)	%
Profit before tax	除稅前盈利	171,363		115,794	
Tax at the statutory tax rate	按法定稅率計算的稅項	42,841	25.0	28,949	25.0
Lower tax rates for specific provinces or enacted by local authority	按特定省份或由地方當局頒佈的較低稅率	(17,292)	(10.1)	(11,785)	(10.2)
Reversal of CIT payment made in prior year	上一年度企業所得稅付款撥回	(15,640)	(9.1)	–	–
Expenses not deductible for tax	不可扣稅開支	1,220	0.7	16	–
Tax losses not recognized	未確認稅項虧損	455	0.3	246	0.2
Income not subject to tax	毋須納稅收入	(1,005)	(0.6)	(1,415)	(1.2)
Tax charge at the Group's effective tax rate	按本集團實際稅率計算的稅項支出	10,579	6.2	16,011	13.8

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from 1 January 2008 and applies to earnings generated after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008. The applicable tax rate of the Group is 10%. At the end of the reporting period, deferred tax has not been recognized for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries will distribute such remaining earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognized at 31 December 2019 was RMB260,116,000 (2018: RMB115,952,000). There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

11. 所得稅 (續)

按中國內地法定稅率計算的除稅前盈利適用的稅項開支與按實際稅率計算的稅項開支對賬如下：

根據中國企業所得稅法，自二零零八年一月一日起，須就向外國投資者宣派的股息按10%的稅率徵收預扣稅，並適用於二零零七年十二月三十一日後賺取的盈利。倘中國內地與外國投資者所在司法權區訂有稅收條約，則可採用較低的預扣稅稅率。因此，本集團須就其於中國內地成立的附屬公司對於二零零八年一月一日起產生的盈利所宣派的股息繳納預扣稅。本集團的適用稅率為10%。於報告期末，並無就本集團於中國內地成立之附屬公司須繳納預扣稅之未匯付盈利的應繳預扣稅確認遞延稅項。董事認為，該等附屬公司於可見將來不大可能分派該等未匯付盈利。於二零一九年十二月三十一日，與對中國內地附屬公司投資（尚未就其確認遞延稅項負債）相關的暫時差額的總額為人民幣260,116,000元（二零一八年：人民幣115,952,000元）。本公司向其股東派付股息並無附帶所得稅影響。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

For the year ended December 31, 2019
截至二零一九年十二月三十一日止年度**12. DIVIDENDS**

No dividend has been declared and paid by the Company and its subsidiaries during the year.

13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 1,100,000,000 (2018: 1,100,000,000) in issue during the year, as adjusted for the assumption that 1,089,000,000 new shares issued pursuant to the Capitalisation Issue (as defined in note 35) had been issued on 1 January 2018.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2019 and 2018.

The calculations of basic and diluted earnings per share are based on:

12. 股息

本公司及其附屬公司於年內概無宣派及派付股息。

13. 母公司普通權益持有人應佔每股盈利

於年內，每股基本盈利按母公司普通權益持有人應佔年內盈利及已發行普通股加權平均數 1,100,000,000 股 (二零一八年：1,100,000,000 股) 計算，並已按假設根據資本化發行 (定義見附註 35) 而發行的 1,089,000,000 股新股份已於二零一八年一月一日發行進行調整。

截至二零一九年及二零一八年十二月三十一日止年度，本集團並無已發行潛在攤薄普通股。

每股基本及攤薄盈利的計算乃基於：

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Earnings	盈利		
Profit attributable to ordinary equity holders of the parent, used in the basic and diluted earnings per share calculation:	計算每股基本及攤薄盈利時所用的 母公司普通權益持有人應佔盈利：	160,784	99,783
Shares	股份		
Weighted average number of ordinary shares in issue during the year used in the basic and diluted earnings per share calculation	計算每股基本及攤薄盈利時所用的年內 已發行普通股加權平均數	1,100,000,000	1,100,000,000

Notes to Financial Statements (Cont'd)

財務報表附註（續）

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

14. PROPERTY, PLANT AND EQUIPMENT

31 December 2019

14. 物業、廠房及設備

二零一九年十二月三十一日

		Furniture and fixtures 家具及固定裝置 (RMB'000) (人民幣千元)	Leasehold improvements 租賃物業裝修 (RMB'000) (人民幣千元)	Construction in progress 在建工程 (RMB'000) (人民幣千元)	Total 總計 (RMB'000) (人民幣千元)
At 1 January 2019:	二零一九年一月一日：				
Cost	成本	3,887	1,148	337	5,372
Accumulated depreciation	累計折舊	(743)	(678)	-	(1,421)
Net carrying amount	賬面淨值	3,144	470	337	3,951
At 1 January 2019, net of accumulated depreciation	於二零一九年一月一日，扣除累計折舊	3,144	470	337	3,951
Additions	添置	1,842	79	161	2,082
Transfer from construction in progress	轉撥自在建工程	337	-	(337)	-
Disposals	出售	(368)	-	-	(368)
Depreciation provided during the year	年內計提折舊	(1,464)	(437)	-	(1,901)
At 31 December 2019, net of accumulated depreciation	於二零一九年十二月三十一日，扣除累計折舊	3,491	112	161	3,764
At 31 December 2019:	二零一九年十二月三十一日：				
Cost	成本	5,698	1,227	161	7,086
Accumulated depreciation	累計折舊	(2,207)	(1,115)	-	(3,322)
Net carrying amount	賬面淨值	3,491	112	161	3,764

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

14. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

31 December 2018

14. 物業、廠房及設備 (續)

二零一八年十二月三十一日

		Furniture and fixtures	Leasehold improvements	Construction in progress	Total
		家具及固定裝置	租賃物業裝修	在建工程	總計
		(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)
		(人民幣千元)	(人民幣千元)	(人民幣千元)	(人民幣千元)
At 1 January 2018:	二零一八年一月一日：				
Cost	成本	987	1,040	672	2,699
Accumulated depreciation	累計折舊	(150)	(244)	–	(394)
Net carrying amount	賬面淨值	837	796	672	2,305
At 1 January 2018, net of accumulated depreciation	於二零一八年一月一日，扣除累計折舊	837	796	672	2,305
Additions	添置	2,233	108	332	2,673
Transfer from construction in progress	轉撥自在建工程	667	–	(667)	–
Depreciation provided during the year	年內計提折舊	(593)	(434)	–	(1,027)
At 31 December 2018, net of accumulated depreciation	於二零一八年十二月三十一日，扣除累計折舊	3,144	470	337	3,951
At 31 December 2018:	二零一八年十二月三十一日：				
Cost	成本	3,887	1,148	337	5,372
Accumulated depreciation	累計折舊	(743)	(678)	–	(1,421)
Net carrying amount	賬面淨值	3,144	470	337	3,951

Notes to Financial Statements (Cont'd)

財務報表附註（續）

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

15. OTHER INTANGIBLE ASSETS

31 December 2019

15. 其他無形資產

二零一九年十二月三十一日

		Copyrights	Computer software	Total
		版權	電腦軟件	總計
		(RMB'000)	(RMB'000)	(RMB'000)
		(人民幣千元)	(人民幣千元)	(人民幣千元)
At 1 January 2019:	於二零一九年一月一日：			
Cost	成本	224,531	31	224,562
Accumulated amortization	累計折舊	(16,658)	(4)	(16,662)
Net carrying amount	賬面淨值	207,873	27	207,900
Cost at 1 January 2019, net of accumulated amortization	於二零一九年一月一日的 成本，扣除累計攤銷	207,873	27	207,900
Additions	添置	389,777	107	389,884
Amortization provided during the year	年內計提攤銷	(43,327)	(13)	(43,340)
At 31 December 2019	於二零一九年十二月三十一日	554,323	121	554,444
At 31 December 2019:	於二零一九年十二月三十一日：			
Cost	成本	614,308	138	614,446
Accumulated amortization	累計攤銷	(59,985)	(17)	(60,002)
Net carrying amount	賬面淨值	554,323	121	554,444

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

15. OTHER INTANGIBLE ASSETS (Cont'd)

31 December 2018

15. 其他無形資產 (續)

二零一八年十二月三十一日

		Copyrights 版權 (RMB'000) (人民幣千元)	Computer software 電腦軟件 (RMB'000) (人民幣千元)	Total 總計 (RMB'000) (人民幣千元)
At 1 January 2018:	於二零一八年一月一日 :			
Cost	成本	60,097	31	60,128
Accumulated amortization	累計攤銷	(4,023)	(1)	(4,024)
Net carrying amount	賬面淨值	56,074	30	56,104
Cost at 1 January 2018, net of accumulated amortization	於二零一八年一月一日的 成本，扣除累計攤銷	56,074	30	56,104
Additions	添置	164,434	-	164,434
Amortization provided during the year	年內計提攤銷	(12,635)	(3)	(12,638)
At 31 December 2018	於二零一八年十二月三十一日	207,873	27	207,900
At 31 December 2018:	於二零一八年十二月三十一日 :			
Cost	成本	224,531	31	224,562
Accumulated amortization	累計攤銷	(16,658)	(4)	(16,662)
Net carrying amount	賬面淨值	207,873	27	207,900

Notes to Financial Statements (Cont'd)

財務報表附註(續)

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

16. LEASES

The Group as a lessee

The Group entered into a long-term lease contract for a property lease with a lease term of 3 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group. There is a lease contract that includes extension and termination options, which are further discussed below.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Carrying amount at 1 January	於一月一日之賬面值	1,659	3,081
Additions	添置	4,964	-
Depreciation charge	折舊開支	(1,422)	(1,422)
Carrying amount at 31 December	於十二月三十一日之賬面值	5,201	1,659

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Carrying amount at 1 January	於一月一日之賬面值	1,680	3,116
New leases	新租賃	4,964	-
Accretion of interest recognized during the year	年內確認的利息增加	50	123
Payments	付款	(1,560)	(1,559)
Carrying amount at 31 December	於十二月三十一日之賬面值	5,134	1,680
Analyzed into:	按下列分析：		
Current	即期	1,686	1,510
Non-current	非即期	3,448	170
		5,134	1,680

The maturity analysis of lease liabilities is disclosed in note 34 to the financial statements.

16. 租賃

本集團作為承租人

本集團就物業租賃訂立長期租賃合約，租期為三年。一般而言，本集團不可向本集團以外人士轉讓及分租租賃資產。包含延期及終止選擇權的租賃合約於下文進一步說明。

(a) 使用權資產

本集團使用權資產之賬面值及年內變動如下：

(b) 租賃負債

租賃負債之賬面值及年內變動如下：

租賃負債之賬齡分析披露於財務報表附註34。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

16. LEASES (Cont'd)

- (c) The amounts recognized in profit or loss in relation to leases are as follows:

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Interest on lease liabilities	租賃負債利息	50	123
Depreciation charge of right-of-use assets	使用權資產折舊開支	1,422	1,422
Expense relating to short-term leases and other leases with remaining lease terms ended on or before 31 December 2019 (included in administrative expenses)	與短期租賃及剩餘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有關的開支 (計入行政開支)	60	35
Total amount recognized in profit or loss		1,532	1,580

- (d)
- Extension and termination options**

The Group has a lease contract that includes extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and they are aligned with the Group's business needs.

- (e)
- The total cash outflow for leases are disclosed in note 28(c) to the financial statements.**

16. 租賃 (續)

- (c) 於損益確認之租賃相關金額如下：

- (d)
- 延期及終止選擇權**

本集團存有包含延期及終止選擇權的租賃合約。該等選擇權經管理層協商以為管理租賃資產組合提供靈活性，且彼等與本集團業務需求一致。

- (e)
- 租賃之現金流出總額披露於財務報表附註 28(c)。**

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

17. DEFERRED TAX ASSETS

The movements in deferred tax assets during the year are as follows:

		Impairment of financial assets 金融資產減值 (RMB'000) (人民幣千元)	Total 總計 (RMB'000) (人民幣千元)
At 1 January 2018	於二零一八年一月一日	-	-
Deferred tax credited to the statement of profit or loss during the year	年內計入損益表的遞延稅項	106	106
Deferred tax assets at 1 January 2019	於二零一九年一月一日的遞延稅項資產	106	106
Deferred tax credited to the statement of profit or loss during the period	期內計入損益表的遞延稅項	(106)	(106)
Deferred tax assets at 31 December 2019	於二零一九年十二月三十一日的遞延稅項資產	-	-

The Group has tax losses arising in Mainland China of RMB2,799,000 (2018: RMB984,000) as at 31 December 2019, which will expire in four to five years for offsetting against future taxable profits.

Deferred tax assets have not been recognized in respect of these losses as they have arisen in subsidiaries that have been loss-making since incorporation of these subsidiaries and it is not considered probable that taxable profits will be available against which the tax losses can be utilized.

17. 遞延稅項資產

於年內，遞延稅項資產的變動如下：

於二零一九年十二月三十一日，本集團於中國內地產生稅項虧損人民幣2,799,000元（二零一八年：人民幣984,000元），將於四至五年屆滿，可用於抵銷未來應課稅盈利。

尚未就該等虧損確認遞延稅項資產，原因為該等虧損乃產生自於註冊成立後一直虧損的附屬公司，預期該等附屬公司於可見未來不會產生足夠盈利，且應課稅盈利將不大可能用於抵銷可動用稅項虧損。

18. OTHER NON-CURRENT ASSETS

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Deposits and other receivables (note (i))	按金及其他應收款項 (附註(i))	5,000	-

Note (i): During the year ended 31 December 2019, the Group entered into a service agreement with an independent third party service provider to render its professional service with regards to business development, products promotion and related activities for the Group, and as stipulated under the terms of the agreement, the Group made a down payment deposit amounted to RMB5,000,000 for a two years service contract duration from 1 July 2019 to 30 June 2021. The deposit is refundable upon the expiry of the agreement by June 2021.

附註(i)：截至二零一九年十二月三十一日止年度，本集團與一家獨立第三方服務提供商訂立服務協議，就本集團的業務發展、產品推廣及相關活動提供專業服務，根據該協議條款之規定，本集團已就二零一九年七月一日至二零二一年六月三十日兩年服務合約期限支付頭款按金人民幣5,000,000元，該按金將於二零二一年六月協議期滿時退還。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

19. TRADE RECEIVABLES

19. 貿易應收款項

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Trade receivables	貿易應收款項	47,488	37,816
Impairment of trade receivables	貿易應收款項減值	-	(709)
		47,488	37,107

The Group's trading terms with OTAs are mainly on credit. The credit period for OTAs is generally 45 days. Each OTA has a maximum credit limit. The credit period for other customers is generally 30 days. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimize credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

本集團與在線旅遊平台之間的貿易條款以信貸形式為主。給予在線旅遊平台的信貸期一般為45天。各在線旅遊平台均設有信貸上限。給予其他客戶的信貸期一般為30天。本集團力求對未清償應收款項保持嚴格控制，並設立信貸控制部門以盡量降低信貸風險。本集團並無就其貿易應收款項結餘持有任何抵押品或其他增信措施。貿易應收款項不計息。

於報告期末，貿易應收款項按發票日期及扣除撥備的賬齡分析如下：

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Within 3 months	3個月內	46,559	37,107
3 to 6 months	3至6個月	525	-
6 months to 1 year	6個月至1年	404	-
		47,488	37,107

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

19. TRADE RECEIVABLES (Cont'd)

The movements in the loss allowance for impairment of trade receivables are as follows:

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
At beginning of year	年初	709	-
Impairment for the year	年內減值	923	709
Impairment provision reversed for the year	年內減值撥備撥回	(1,632)	-
At end of year	年末	-	709

The Group applies the simplified approach to providing for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The Group performed an impairment analysis at the end of the reporting period, by considering the probability of default of the debtors or comparable companies with published credit ratings. At the end of the reporting period, the probability of default is minimal for debtors other than defaulted receivables, with expected credit loss rates of 0.26% to 0.42%. Trade receivables for which the balances are overdue with aging of more than a year and the counterparties failed to make the demanded repayments are defaulted receivables.

19. 貿易應收款項 (續)

貿易應收款項減值虧損撥備的變動如下：

本集團應用香港財務報告準則第9號訂明的簡化方法就預期信貸虧損計提撥備，該規定允許對所有貿易應收款項採用全期預期虧損撥備。為計量預期信貸虧損，貿易應收款項根據共同信貸風險特徵及逾期日數分類。本集團於報告期末透過考慮已公佈信貸評級的債務人或可資比較公司的違約可能性進行減值分析。於報告期末，債務人違約（而非拖欠應收款項）的可能性微乎其微，而預期信貸虧損率為0.26%至0.42%。結餘已逾期一年以上且對手方未能按要求還款的貿易應收款項為拖欠應收款項。

20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Prepayments	預付款項	7,930	691
Government grant receivable	應收政府補助	12,063	9,431
Deferred listing expenses	遞延上市開支	6,625	1,726
Contract cost	合約成本	3,694	-
Other receivables	其他應收款項	2,916	1,795
		33,228	13,643

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

The majority of the above balances were settled within 12 months and had no historical default. In calculating the expected credit loss rate, the Group considers the historical loss rate and adjusts for forward-looking macroeconomic data. During the year, the Group estimated that the expected loss rate for the above receivables is insignificant.

20. 預付款項、按金及其他應收款項

上述資產均既未逾期亦未減值。以上結餘中包含的金融資產與近期並無違約記錄的應收款項有關。

上述結餘大部分已於12個月內結清，且並無違約記錄。於計算預期信貸虧損率時，本集團考慮歷史虧損率並就前瞻性宏觀經濟數據作出調整。於有關期間，本集團估計上述應收款項的預期虧損率並不重大。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

21. CASH AND CASH EQUIVALENTS AND A PLEDGED DEPOSIT

21. 現金及現金等價物以及已抵押存款

		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)
Cash and bank balances	現金及銀行結餘	77,673	91,641
Less: Pledged deposit	減：已抵押存款	(350)	(200)
Cash and cash equivalents	現金及現金等價物	77,323	91,441

All cash and bank balances are denominated in RMB.

所有現金及銀行結餘均以人民幣計值。

The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorized to conduct foreign exchange business.

人民幣不可自由兌換為其他貨幣，惟根據中國內地的外匯管理條例以及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

The pledged deposit was pledged to the government authorities for conducting tourist-related business in Mainland China.

已抵押存款已抵押予政府機關，以在中國內地開展旅遊相關業務。

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

銀行現金根據每日銀行存款利率賺取浮動息率利息。銀行結餘乃存放於信譽良好且近期並無違約記錄的銀行。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

22. TRADE PAYABLES

22. 貿易應付款項

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Trade payables	貿易應付款項	11,269	20,815

An ageing analysis of the trade payables at the end of the reporting period, based on the transaction date, is as follows:

於報告期末，貿易應付款項按交易日期的賬齡分析如下：

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Within 3 months	3個月內	11,269	20,812
3 to 12 months	3至12個月	-	-
1 to 2 years	1至2年	-	3
		11,269	20,815

The trade payables are non-interest-bearing and are normally settled on 30-day terms.

貿易應付款項為免息及一般按30天期限結算。

23. OTHER PAYABLES AND ACCRUALS

23. 其他應付款項及應計費用

		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)
Other payables	其他應付款項	9,775	3,029
Payroll and welfare payables	應付薪金及福利	6,094	2,363
Other tax payable	其他應付稅項	1,660	3,762
		17,529	9,154

Other payables are non-interest-bearing and repayable on demand.

其他應付款項為免息及按要求償還。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

24. CONTRACT LIABILITIES

Contract liabilities include unsatisfied performance obligations resulting from contracts of customized content for which the Group has received consideration at the end of the reporting period. Contract liabilities are recognized as revenue upon the Group satisfying its performance obligations under the relevant contracts.

24. 合約負債

合約負債包括本集團於報告期末已收到代價的定製內容合約產生的未履履約責任。合約負債於本集團履行相關合約的履約責任時確認為收益。

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Sale of customized content	銷售定製內容	2,780	720

The revenue to be recognized arising from the Group's contract liabilities is as follows:

將予確認的產生自本集團合約負債的收益如下：

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Within one year	一年內	2,780	720

Movements in contract liabilities during the year are as follows:

年內合約負債變動如下：

		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)
At the beginning of the year	年初	720	562
Additions	添置	10,732	8,715
Revenue recognized during the year	年內確認的收益	(8,672)	(8,557)
At the end of the year	年末	2,780	720

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

24. CONTRACT LIABILITIES (Cont'd)

The transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) are as follows:

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Within one year	一年內	2,780	720

24. 合約負債 (續)

分配至餘下履約責任 (未履行或部分未履行) 的交易價格如下:

25. DEFERRED INCOME

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
At the beginning of the year	年初	2,333	2,401
Additions	添置	328	732
Released to franchise income (note 6)	撥至特許經營收入 (附註6)	(769)	(800)
At the end of the year	年末	1,892	2,333
Less: Current portion	減: 即期部分	(549)	(957)
Non-current portion	非即期部分	1,343	1,376

25. 遞延收入

Deferred income represents the payment received in advance from franchisees for the right to access the brand name of the Group. These franchise payments are released to other income and gains over the franchise period.

遞延收入指自特許經營商就獲取本集團品牌名稱的權利而預先收取的付款。該等特許經營權付款在特許經營期內撥至其他收入及收益。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

26. SHARE CAPITAL

26. 股本

Shares

股份

		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)
Issued and fully paid:	已發行及繳足：		
11,000,000 (2018: 5,000,000) ordinary shares of US\$0.01 each	11,000,000股 (二零一八年：5,000,000股) 每股面值0.01美元的普通股	758	345

A summary of movements in the Company's share capital is as follows:

本公司股本變動概要如下：

		Share capital 股本 (RMB'000) (人民幣千元)	Share capital 股本 (USD'000) (千美元)	Share capital 股本 (RMB'000) (人民幣千元)	Equivalent 等值
	Number of shares in issue 已發行 股份數目				
Issued and fully paid:	已發行及繳足：				
At 1 January 2018	於二零一八年一月一日	-	-	-	-
Issue of new shares (note (a))	發行新股份 (附註(a))	50,000	50	50	345
Share subdivision (note (b))	股份拆細 (附註(b))	4,950,000	-	-	-
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	5,000,000	50	50	345
Issue of new shares (note (c))	發行新股份 (附註(c))	6,000,000	60	60	413
At 31 December 2019	於二零一九年 十二月三十一日	11,000,000	110	110	758

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

26. SHARE CAPITAL (Cont'd)

Shares (Cont'd)

Note (a): The Company was incorporated in the Cayman Islands on 7 November 2018 to act as the holding company of the Group. The initial authorized share capital of the Company was US\$50,000 divided into 50,000 ordinary shares with a nominal value of US\$1.0 each. On the day of incorporation, one ordinary share was allotted and issued to the initial subscriber at par, which was then transferred on the same day to Lu Jia Technology Holdings Limited. On the same day of incorporation, an additional 46,536 ordinary shares and 3,463 ordinary shares were allotted and issued to Lu Jia Technology Holdings Limited and Invest Profit Holdings Limited, respectively, with the share capital fully paid at par in July 2019.

Note (b): On 28 November 2018, the authorized share capital of the Company was increased to US\$200,000 divided into 200,000 ordinary shares of US\$1.0 each and each of the unissued and issued shares of US\$1.0 each in the authorized share capital of the Company was subdivided into 100 ordinary shares of US\$0.01 each. After such increase in authorized share capital and subdivision, 4,653,700 shares and 346,300 shares, representing 93.07% and 6.93% of all issued shares, were held by Lu Jia Technology Holdings Limited and Invest Profit Holdings Limited, respectively.

Note (c): On 25 July 2019, the Company entered into a reorganization agreement to allot and issue a total of 6,000,000 shares to the then shareholders. Immediately after this allotment of shares on 29 July 2019, the Company became the holding company of the companies now comprising the Group. Details of the Reorganization are set out in the section headed "History, Reorganization and Corporate structure" in the Prospectus.

27. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statements of changes in equity on page 82 of the financial statements.

Statutory surplus reserve

In accordance with the PRC Company Law and the articles of association of the Group's PRC subsidiaries, a subsidiary registered in the PRC as a domestic company is required to appropriate 10% of its annual statutory net profit (after offsetting any prior years' losses) to the statutory surplus reserve. When the balance of this reserve fund reaches 50% of the entity's capital, any further appropriation is optional. The statutory surplus reserve can be utilized to offset prior years' losses or to increase capital. However, the balance of the statutory surplus reserve must be maintained at a minimum of 25% of the capital after these usages.

Merger reserve

The merger reserve of the Group represents the capital contribution from the then equity holders of the Group's subsidiaries. The additions represent the injection of additional paid-up capital by the then equity holders of the Group's subsidiaries, which were consolidated from the earliest date presented or since the date of incorporation of the subsidiaries.

26. 股本 (續)

股份 (續)

附註(a): 本公司作為本集團的控股公司於二零一八年十一月七日在開曼群島註冊成立。本公司的初始法定股本為50,000美元，分為50,000股每股面值1.0美元的普通股。於註冊成立之日，一股普通股已按面值配發及發行予初始認購人，其後於同日轉讓予Lu Jia Technology Holdings Limited。於註冊成立同日，另外46,536股普通股及3,463股普通股已分別按面值配發及發行予Lu Jia Technology Holdings Limited及Invest Profit Holdings Limited，並於二零一九年七月按面值繳足股本。

附註(b): 於二零一八年十一月二十八日，本公司法定股本增加至200,000美元，分為200,000股每股面值1.0美元的普通股，而本公司法定股本中每股未發行和已發行股份(每股1.0美元)被拆分為100股普通股(每股0.01美元)。在進行該等法定股本增加和拆分後，Lu Jia Technology Holdings Limited及Invest Profit Holdings Limited分別持有4,653,700股股份及346,300股股份(佔全部已發行股份的93.07%及6.93%)。

附註(c): 於二零一九年七月二十五日，本公司訂立一份重組協議，向當時股東配發及發行合共6,000,000股股份。緊隨於二零一九年七月二十九日配發股份後，本公司成為本集團現時旗下公司的控股公司。重組之詳情載於招股章程「歷史、重組及公司架構」一節。

27. 儲備

本集團於現時及過往年度的儲備金額及其變動於財務報表第82頁的綜合權益變動表呈列。

法定盈餘儲備

根據中華人民共和國公司法及本集團中國附屬公司組織章程細則，一間中國註冊為境內公司之附屬公司將其年度法定純利(抵銷往年虧損後)之10%撥入法定盈餘公積金。當該公積金結餘達到實體資本之50%，則任何進一步撥款為非強制性。法定盈餘公積金可用於抵銷過往年度的虧損或增加資本。然而，抵銷虧損或增加資本後法定盈餘公積金的餘額須維持最少為資本之25%。

合併儲備

本集團的合併儲備指本集團附屬公司當時權益持有人的出資。添置指本集團附屬公司當時權益持有人注入額外實繳資本，並自最早呈列日期或自附屬公司註冊成立日期起綜合入賬。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

28. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB4,964,000, respectively, in respect of extension of a lease arrangement for a property (2018: Nil).

(b) Changes in liabilities arising from financing activities

		Lease liabilities 租賃負債 (RMB'000) (人民幣千元)
At 1 January 2019	於二零一九年一月一日	1,680
Changes from financing cash flows	融資現金流量變動	(1,510)
New leases	新租賃	4,964
Interest expense	利息開支	50
Interest paid classified as operating cash flows	分類為經營活動所得現金流量的已付利息	(50)
At 31 December 2019	於二零一九年十二月三十一日	5,134

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

		2019 二零一九年 (RMB'000) (人民幣千元)
Within operating activities	經營活動內	110
Within financing activities	融資活動內	1,510
		1,620

29. COMMITMENTS

At the end of the reporting period, the Group did not have any significant commitments.

30. CONTINGENT LIABILITIES

At the end of the reporting period, the Group did not have any significant contingent liabilities.

28. 綜合現金流量表附註

(a) 主要非現金交易

於年內，本集團有關物業租賃安排延期之使用權資產及租賃負債的非現金額外款項分別為人民幣4,964,000元（二零一八年：零）。

(b) 融資活動產生之負債的變動

(c) 租賃現金流出總額

計入現金流量表的租賃現金流出總額如下：

29. 承擔

於報告期末，本集團並無任何重大承擔。

30. 或然負債

於報告期末，本集團並無任何重大或然負債。

Notes to Financial Statements (Cont'd)

財務報表附註（續）

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

31. RELATED PARTY TRANSACTIONS AND BALANCES

The directors of the Company are of the view that the following parties/companies are related parties that had transactions or balances with the Group during the year.

(a) Name and relationship

Name of related parties 關聯方姓名／名稱	Relationship with the Group and the Company 與本集團及本公司的關係
Mr. Zang Weizhong ("Mr. Zang") 臧偉仲先生（「臧先生」）	A substantial shareholder 主要股東
Mr. Fan Baoguo ("Mr. Fan") 樊保國先生（「樊先生」）	A substantial shareholder 主要股東
Lu Jia Technology Holdings Limited ("Lu Jia") Lu Jia Technology Holdings Limited（「Lu Jia」）	A company controlled by Mr. Zang 由臧先生控制的公司
Invest Profit Holdings Limited ("Invest Profit") Invest Profit Holdings Limited（「Invest Profit」）	A company controlled by Mr. Fan 由樊先生控制的公司
Jiangsu Outu Internet Technology Service Center ("Outu") 江蘇歐途網絡科技服務中心（「歐途」）	A company controlled by Mr. Zang 由臧先生控制的公司

(b) Related party transactions

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

(b) 關聯方交易

除該等財務報表其他地方披露的交易及結餘外，本集團於年內與關聯方進行以下重大交易：

		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)
Advances from related parties:	來自關聯方的墊款：		
Outu	歐途	68,381	—
Mr. Zang	臧先生	30,568	150
		98,949	150
Advances to related parties:	向關聯方墊款：		
Outu	歐途	68,381	—
Mr. Zang	臧先生	—	30,568
		68,381	30,568

The advances from and to related parties are unsecured, interest-free and repayable on demand.

來自關聯方的墊款及向關聯方墊款為無抵押、免息及按的要求償還。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

For the year ended December 31, 2019
截至二零一九年十二月三十一日止年度31. RELATED PARTY TRANSACTIONS AND BALANCES
(Cont'd)

31. 關聯方交易 (續)

(c) Outstanding balances with related parties

The Group had the following balances with related parties:

(c) 與關聯方的未清償結餘

本集團與關聯方有以下結餘：

The Group	本集團	2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Amounts due from related parties:	應收關聯方款項：		
Mr. Zang	臧先生	—	98,949
Lu Jia	Lu Jia	—	321
Invest Profit	Invest Profit	—	24
		—	99,294

The Company had the following balances with related parties:

本公司與關聯方有以下結餘：

The Company	本公司	2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Amounts due from related parties:	應收關聯方款項：		
Lu Jia	Lu Jia	—	321
Invest Profit	Invest Profit	—	24
		—	345

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

31. RELATED PARTY TRANSACTIONS AND BALANCES (Cont'd)

(c) Outstanding balances with related parties (Cont'd)

The maximum amounts due from related parties outstanding during the year are set out below:

		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)
Maximum amount due from related parties outstanding:	應收未收關聯方的最高金額：		
Mr. Zang	臧先生	98,949	98,949
Mr. Fan	樊先生	-	500
Outu	歐途	68,381	-
Lu Jia	Lu Jia	321	321
Invest Profit	Invest Profit	24	24
		167,675	99,794

The related parties' balances are non-trade in nature, unsecured, interest-free and repayable on demand.

關聯方結餘為非貿易性質、無抵押、免息及按要求償還。

(d) Compensation of key management personnel of the Group

		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Short-term employee benefits	短期僱員福利	1,384	848
Contributions to the pension scheme	養老金計劃供款	130	105
		1,514	953

Further details of directors' and the chief executive's emoluments are included in note 9 to the financial statements.

有關董事及行政總裁酬金的進一步詳情載於財務報表附註9。

31. 關聯方交易 (續)

(c) 與關聯方的未清償結餘 (續)

於年內應收未收關聯方的最高金額載列如下：

(d) 本集團主要管理人員薪酬

Further details of directors' and the chief executive's emoluments are included in note 9 to the financial statements.

有關董事及行政總裁酬金的進一步詳情載於財務報表附註9。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

32. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments at the end of the reporting period are as follows:

2019

Financial assets

The Group	本集團	Financial assets at amortized cost 按攤銷成本列賬的金融資產 (RMB'000) (人民幣千元)
Trade receivables	貿易應收款項	47,488
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的金融資產	21,604
Amounts due from related parties	應收關聯方款項	—
Pledged deposit	已抵押存款	350
Cash and cash equivalents	現金及現金等價物	77,323
		146,765

Financial liabilities

The Group	本集團	Financial liabilities at amortized cost 按攤銷成本列賬的金融負債 (RMB'000) (人民幣千元)
Trade payables	貿易應付款項	11,269
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	9,775
Lease liabilities	租賃負債	5,134
		26,178

32. 金融工具分類

於報告期末，各類別金融工具的賬面值如下：

二零一九年

金融資產

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

32. FINANCIAL INSTRUMENTS BY CATEGORY (Cont'd)

2018

32. 金融工具分類 (續)

二零一八年

Financial assets

金融資產

		Financial assets at amortized cost 按攤銷成本列 賬的金融資產 (RMB'000) (人民幣千元)
The Group	本集團	
Trade receivables	貿易應收款項	37,107
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及 其他應收款項的金融資產	12,952
Amounts due from related parties	應收關聯方款項	99,294
Pledged deposit	已抵押存款	200
Cash and cash equivalents	現金及現金等價物	91,441
		240,994

		Financial assets at amortized cost 按攤銷成本列 賬的金融資產 (RMB'000) (人民幣千元)
The Company	本公司	
Amounts due from related parties	應收關聯方款項	345

Financial liabilities

金融負債

		Financial liabilities at amortized cost 按攤銷成本列 賬的金融負債 (RMB'000) (人民幣千元)
The Group	本集團	
Trade payables	貿易應付款項	20,815
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	3,029
Lease liabilities	租賃負債	1,680
		25,524

Notes to Financial Statements (Cont'd)**財務報表附註 (續)**For the year ended December 31, 2019
截至二零一九年十二月三十一日止年度**33. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS**

As at 31 December 2019, the fair values of the Group's financial assets or liabilities approximated to their respective carrying amounts.

Management has assessed that the fair values of cash and cash equivalents, a pledged deposit, trade receivables, trade payables, financial assets included in prepayments, deposits and other receivables and financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer and the audit committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents and lease liabilities. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various financial instruments such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks which are summarized below.

33. 金融工具的公允值及公允值層級

於二零一九年十二月三十一日，本集團金融資產或負債的公允值與其各自的賬面值相若。

管理層已評估現金及現金等價物、已抵押存款、貿易應收款項、貿易應付款項、計入預付款項、按金及其他應收款項的金融資產及計入其他應付款項及應計費用的金融負債的公允值與其賬面值相若，主要是由於該等工具的到期期限較短。

本集團由財務經理主管的財務部負責確定金融工具公允值計量的政策及程序。財務經理直接向財務總監及審計委員會報告。於各報告日期，財務部分析金融工具的價值變動並確定估值中所應用的主要輸入數據。估值由財務總監進行審閱及批准。就中期及年度財務呈報與審核委員會每年討論兩次估值過程及結果。

34. 財務風險管理目標及政策

本集團的主要金融工具包括現金及現金等價物及租賃負債。該等金融工具主要為本集團的經營籌集資金。本集團擁有多種金融工具，如直接自其經營產生的貿易應收款項及貿易應付款項。

本集團金融工具所涉及的主要風險為利率風險、信貸風險及流動資金風險。董事會為管理各項風險而審閱及協定的政策概述如下。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Interest rate risk

The Group is exposed to interest rate risk in relation to lease liabilities at 31 December 2019. The Group's fair value interest rate risk is mainly concentrated on the fluctuations of the market rates from banks.

The Group has not used any interest rate hedging policy to mitigate its exposure associated with interest rate risk. However, the management of the Group monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

In the opinion of the directors, the expected change in interest rate will not have a significant impact on the Group.

Credit risk

The Group trades only with recognized and creditworthy third parties. It is the Group's policy that all debtors who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments. Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables and other receivables are disclosed in notes 19 and 20 to the financial statements, respectively.

Since the Group trades only with recognized and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by debtor. At the end of the reporting period, the Group had certain concentrations of credit risk with respect to trade receivables as follows:

		2019 二零一九年	2018 二零一八年
Due from the largest debtor	來自最大債務人	45%	43%
Due from the five largest debtors	來自五大債務人	93%	95%

34. 財務風險管理目標及政策 (續)

利率風險

於二零一九年十二月三十一日，本集團面臨有關租賃負債的利率風險。本集團的利率風險主要集中於銀行市場利率的波動。

本集團並無使用任何利率對沖政策來減輕其與利率風險相關的風險。然而，本集團管理層監察利率風險，並將於有需要時考慮對沖重大利率風險。

董事認為，預期利率變動不會對本集團產生重大影響。

信貸風險

本集團僅與獲認可且信譽良好的第三方進行交易。本集團的政策為對所有有意按信貸條款進行交易的債務人進行信貸驗證程序。此外，應收款項結餘按持續基準監控且本集團面臨的壞賬風險並不重大。

本集團其他金融資產（包括現金及現金等價物及其他應收款項）的信貸風險乃因對手方違約產生，最大風險相當於該等工具的賬面值。有關本集團因貿易應收款項及其他應收款項而產生的信貸風險的更多量化數據分別於財務報表附註19及20披露。

由於本集團僅與獲認可且信譽良好的第三方進行交易，故此無需抵押品。信貸風險集中由債務人管理。於報告期末，本集團與貿易應收款項有關的若干信貸風險集中如下：

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial investments and financial assets (e.g., trade receivables and other financial assets) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans.

The tables below summarize the maturity profile of the Group's financial liabilities at the end of the reporting period based on contractual undiscounted payments.

		On demand 按要求 (RMB'000) (人民幣千元)	Less than 3 months (RMB'000) (人民幣千元)	3 to 12 months (RMB'000) (人民幣千元)	1 to 5 years (RMB'000) (人民幣千元)	Total 總計 (RMB'000) (人民幣千元)
31 December 2019	二零一九年十二月三十一日					
Trade payables	貿易應付款項	–	11,269	–	–	11,269
Lease liabilities	租賃負債	–	412	1,364	3,681	5,457
Other payables	其他應付款項	9,775	–	–	–	9,775
		9,775	11,681	1,364	3,681	26,501
31 December 2018	二零一八年十二月三十一日					
Trade payables	貿易應付款項	–	20,815	–	–	20,815
Lease liabilities	租賃負債	–	389	1,169	261	1,819
Other payables	其他應付款項	3,029	–	–	–	3,029
		3,029	21,204	1,169	261	25,663

34. 財務風險管理目標及政策 (續)

流動資金風險

本集團利用經常性流動資金計劃工具監控其資金短缺的風險。該工具考慮金融投資及金融資產(如貿易應收款項及其他金融資產)兩者的到期情況及來自經營業務的預計現金流量。

本集團旨在透過利用銀行貸款維持資金持續性與靈活性之間的平衡。

下表概述本集團於報告期末基於合約未貼現付款的金融負債到期情況。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

For the year ended December 31, 2019
截至二零一九年十二月三十一日止年度**34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)****Capital management**

The primary objective of the Group's capital management is to ensure that it maintains a strong credit profile and healthy capital ratios in order to support its business and maximize shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes during the year.

The Group's capital includes cash and cash equivalents, trade receivables and prepayments, deposits and other receivables. The Group monitors capital using a debt-to-asset ratio. The debt-to-asset ratios as at the end of each of the reporting periods were as follows:

34. 財務風險管理目標及政策 (續)**資本管理**

本集團資本管理的主要目標為確保其維持良好的信貸狀況及穩健的資本比率，以支持其業務並使股東價值最大化。

本集團根據經濟狀況的變動管理其資本架構並對其作出調整。為維持或調整資本架構，本集團或會調整派付予股東的股息，返還資本予股東或發行新股份。本集團不受任何外部施加的資本要求所規限。於年內，本集團的目標、政策或程序概無任何變動。

本集團的資本包括現金及現金等價物、貿易應收款項及預付款項、按金及其他應收款項。本集團使用資產負債比率監控資本。於各報告期末的資產負債比率如下：

		As at 31 December 於十二月三十一日	
		2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Total liabilities	負債總額	62,112	49,270
Total assets	資產總值	726,798	455,301
Debt-to-asset ratios	資產負債比率	9%	11%

Notes to Financial Statements (Cont'd)**財務報表附註（續）**For the year ended December 31, 2019
截至二零一九年十二月三十一日止年度**35. EVENTS AFTER THE REPORTING PERIOD**

1. On the Listing Date, 310,000,000 new ordinary shares were issued at a price of HK\$2.12 per share in connection with the Company's initial public offering on the Stock Exchange.
2. Pursuant to a written resolution of the shareholders of the Company passed on 20 December 2019, a total of 1,089,000,000 shares of US\$0.01 each were allotted and issued at par value to the shareholders as of the date immediately before the Listing Date in proportion by way of capitalization of US\$10,890,000 (the "Capitalization Issue") from the Company's share premium account on the Listing Date.
3. The over-allotment option was not exercised during the stabilization period and lapsed on 9 February 2020.
4. Subsequent to the reporting period, the outbreak of novel coronavirus ("COVID-19") in early 2020 has inevitably caused a certain impact on both the overall tourism market and business operation of the Group, mainly due to travel restrictions and other precautionary measures imposed by the relevant local authorities that resulted in temporary closure for tourists attraction areas, delays in commencement for work, temporary closure for business of suppliers and overall decline in market demand during the outbreak period. The Group estimates that the degree of COVID-19 impact will be dependent on the duration of epidemic and the outcome of preventive measures as undertaken by the respective local authorities. Given the dynamic circumstances and uncertainties of COVID-19 situation, the Group will keep continuous attention on the development of COVID-19 and react actively to its impacts on the operation and financial position of the Group, and as at the date of this report, the overall financial impact could not be reasonably estimated, and will reflect in the Group's 2020 interim and annual financial statements.

35. 報告期後事項

1. 於上市日期，310,000,000股新普通股就本公司於聯交所首次公開發售而按每股2.12港元的價格發行。
2. 根據本公司股東於二零一九年十二月二十日通過的書面決議案，於上市日期，合共1,089,000,000股每股面值0.01美元的股份通過將本公司股份溢價賬中的10,890,000美元撥充資本而按面值及按比例獲配發及發行予截至緊接上市日期前一日的股東（「資本化發行」）。
3. 超額配股權未於穩定價格期間行使，並於二零二零年二月九日失效。
4. 於報告期後，二零二零年初爆發新型冠狀病毒（「2019冠狀病毒病」）不可避免地對整體旅遊市場及本集團的業務運營造成了一定影響，主要因為有關地方當局實施的交通限制及其他預防措施導致旅遊景區暫時停業、延期開工、供應商暫停營業以及在爆發期間市場需求整體減少。本集團估計，2019冠狀病毒病的影響程度將取決於疫情的持續時間以及各個地方當局採取的預防措施的成效。鑑於2019冠狀病毒病的動態情形及不確定性，本集團將繼續關注2019冠狀病毒病的發展並積極應對其對本集團的經營及財務狀況的影響，及截至本報告日期，整體財務影響無法合理估計，並將反映在本集團的二零二零年中期及年度財務報表中。

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

36. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

36. 本公司財務狀況表

本公司於報告期末之財務狀況表的資料如下：

		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)
NON-CURRENT ASSETS	非流動資產		
Investments in subsidiaries (note (i))	於附屬公司的投資 (附註(i))	-	-
Total non-current assets	非流動資產總值	-	-
CURRENT ASSETS	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	-	345
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	179	-
Cash and cash equivalents	現金及現金等價物	22,450	-
Total current assets	流動資產總值	22,629	345
CURRENT LIABILITIES	流動負債		
Amounts due to subsidiaries	應付附屬公司款項	22,050	-
Total current liabilities	流動負債總額	22,050	-
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債	579	345
Net assets	資產淨值	579	345
EQUITY	權益		
Share capital	股本	758	345
Reserves (note (ii))	儲備 (附註(ii))	(179)	-
Total equity	權益總額	579	345

Notes to Financial Statements (Cont'd)

財務報表附註 (續)

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

36. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Cont'd)

Note (i): Zhonghexin Technology Holdings Limited ("Lvji BVI") was incorporated with limited liability in British Virgin Islands (the "BVI") on November 13, 2018 and was authorized to issue up to a maximum of 50,000 ordinary shares of a single class without par value. On the same day, 50,000 shares, representing all the issued shares of Lvji BVI, were issued and allotted to the Company.

Note (ii): A summary of the Company's reserves is as follows:

		Accumulated losses 累計虧損 (RMB'000) (人民幣千元)	Exchange fluctuation reserve 外匯波動儲備 (RMB'000) (人民幣千元)	Total equity 權益總額 (RMB'000) (人民幣千元)
As at 1 January 2019	二零一九年一月一日	-	-	-
Loss for the year	年內虧損	(187)	-	(187)
Other comprehensive income for the year	年內其他全面收益	-	8	8
Total comprehensive loss for the year	年內全面虧損總額	(187)	8	(179)
As at 31 December 2019	二零一九年十二月三十一日	(187)	8	(179)

37. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorized for issue by the board of directors on 30 March 2020.

37. 本公司財務狀況表 (續)

附註(i): Zhonghexin Technology Holdings Limited ("Lvji BVI") 為一間於二零一八年十一月十三日在英屬處女群島 ("英屬處女群島") 註冊成立的有限公司, 獲授權發行最多50,000股無面值單一類別普通股。同日, 50,000股股份 (相當於Lvji BVI全部已發行股份) 獲發行及配發予本公司。

附註(ii): 本公司之儲備概述如下:

37. 財務報表的批准

財務報表於二零二零年三月三十日經董事會批准及授權。

Definition 釋義

In this annual report, unless the context otherwise require, the following expressions shall have the following meaning: 於本年報內，除文義另有所指外，下列詞彙應具有以下涵義：

“2018” 「二零一八年」	指	the year ended December 31, 2018 截至二零一八年十二月三十一日止年度
“2019” 「二零一九年」	指	the year ended December 31, 2019 截至二零一九年十二月三十一日止年度
“AGM” 「股東週年大會」	指	the 2020 annual general meeting of the Company to be held on June 19, 2020 or any adjournment thereof 本公司謹訂於二零二零年六月十九日舉行之二零二零年股東週年大會或其任何續會
“API” 「API」	指	application programming interface, a set of clearly defined methods of communication between various software components 應用編程接口，軟件不同組成部分之間銜接的一套明確界定的通訊方法
“APP” 「APP」	指	application software designed to run on smartphones and other mobile devices 於智能手機及其他移動設備上運行的應用程序軟件
“Articles of Association” 「組織章程細則」	指	the articles of association of the company adopted on December 20, 2019 and effective on January 17, 2020 and as amended from time to time 於二零一九年十二月二十日採納並於二零二零年一月十七日生效的本公司組織章程細則（經不時修訂）
“Audit Committee” 「審核委員會」	指	the audit committee of the Board 董事會審核委員會
“Board” 「董事會」	指	the board of directors of the Company 本公司董事會
“BOCIFP” 「BOCIFP」	指	BOCI Financial Products Limited (中銀國際金融產品有限公司) (formerly known as Bintan Inc.), a company incorporated in the BVI with limited liability on June 15, 2000 中銀國際金融產品有限公司（前稱Bintan Inc.），一間於二零二零年六月十五日在英屬處女群島註冊成立的有限公司
“China” or “PRC” 「中國」	指	the People’s Republic of China, except where the context requires otherwise and only for the purposes of this annual report, excluding Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan 中華人民共和國，除文義另有所指外及僅就本年報而言，不包括香港、中華人民共和國澳門特別行政區及台灣

Definition 釋義

“Company” or “Lvji”		Lvji Technology Holdings Inc. (驢跡科技控股有限公司), an exempted company with limited liability incorporated on November 7, 2018 in the Cayman Islands
「本公司」或「驢跡」	指	驢跡科技控股有限公司，一間於二零一八年十一月七日在開曼群島註冊成立的獲豁免有限公司
“Companies Ordinance”		the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
「公司條例」	指	香港法例第622章《公司條例》(經不時修訂、補充或以其他方式修改)
“Controlling Shareholders”		has the meaning ascribed thereto in the Listing Rules and unless the context otherwise requires, refers to Mr. Zang, Lu Jia Technology, Mr. Fan, Invest Profit, Qifu Honglian LLP, Qifu Honglian BVI, Jieming Sanhao LLP and Jieming Sanhao BVI
「控股股東」	指	具有上市規則所賦予的涵義，且除非文義另有所指，否則指即臧先生、Lu Jia Technology、樊先生、Invest Profit、Qifu Honglian LLP、Qifu Honglian BVI、Jieming Sanhao LLP及Jieming Sanhao BVI
“Corporate Governance Code”		the Corporate Governance Code set out in Appendix 14 to the Listing Rules
「企業管治守則」	指	上市規則附錄十四載列的企業管治守則
“DevOps”		a set of practices that automates the processes between software development and IT teams, in order that they can build, test, and release software faster and more reliably
「DevOps」	指	一套使軟件開發與IT團隊之間的程序自動化的實踐方法，以便彼等可更快及更可靠地構建、測試及發佈軟件
“Director(s)”		the director(s) of the Company
「董事」	指	本公司董事
“EBITDA”		earnings before interest, taxes, depreciation and amortization
「EBITDA」	指	稅息折舊及攤銷前盈利
“Global Offering”		the offering of the Company’s Shares as described in the Prospectus
「全球發售」	指	招股章程所述發售本公司股份
“Guangxi Lvji”		廣西驢跡軟件科技有限公司 (Guangxi Lvji Software Technology Limited*), a company established in the PRC with limited liability on September 21, 2018 and an indirect wholly-owned subsidiary of our Company
「廣西驢跡」	指	廣西驢跡軟件科技有限公司，一間於二零一八年九月二十一日在中國成立的有限公司，並為本公司的間接全資附屬公司

Definition
釋義

“Guangzhou Lvji”		廣州驢跡國際旅行社有限公司 (Guangzhou Lvji International Travel Agency Limited*), a company established in the PRC with limited liability on January 31, 2018 and an indirect wholly-owned subsidiary of our Company
「廣州驢跡」	指	廣州驢跡國際旅行社有限公司，一間於二零一八年一月三十一日在中國成立的有限公司，並為本公司的間接全資附屬公司
“H5”		a mark-up language used for structuring and presenting content on the World Wide Web, the fifth and current major version of the HTML standard
「H5」	指	一種用於在萬維網上創建及顯示內容的標記語言，為第五版本及當前HTML標準主流版本
“Hadoop”		a collection of open-source software utilities
「Hadoop」	指	一套開源軟件工具
“Hong Kong”		the Hong Kong Special Administrative Region of the People’s Republic of China
「香港」	指	中華人民共和國香港特別行政區
“Hong Kong Stock Exchange” or “Stock Exchange”		The Stock Exchange of Hong Kong Limited
「香港聯交所」或「聯交所」	指	香港聯合交易所有限公司
“Huoer Guosi Lvji”		霍爾果斯驢跡軟件科技有限公司 (Huoer Guosi Lvji Software Technology Limited*), a company established in the PRC with limited liability on May 31, 2017 and an indirect wholly-owned subsidiary of our Company
「霍爾果斯驢跡」	指	霍爾果斯驢跡軟件科技有限公司，一間於二零一七年五月三十一日在中國成立的有限公司，並為本公司的間接全資附屬公司
“ICP License”		Value added Telecommunications Services Operating Permit for Internet information services
「ICP證」	指	互聯網信息服務的增值電信業務經營許可證
“INEDs”		the independent non-executive Directors
「INEDs」	指	獨立非執行董事
“Invest Profit”		Invest Profit Technology Holdings Limited, a company incorporated in the BVI with limited liability on November 6, 2018 which is wholly owned by Mr. Fan and our Controlling Shareholder
「Invest Profit」	指	Invest Profit Technology Holdings Limited，一間於二零一八年十一月六日在英屬處女群島註冊成立的有限公司，由樊先生全資擁有，並為我們的控股股東

Definition 釋義

“Jieming Sanhao BVI”		Jieming Culture & Travel Investment Ltd. (捷銘文旅投資有限公司), a company incorporated in the BVI with limited liability on January 2, 2019 which is wholly owned by Jieming Sanhao LLP and our Controlling Shareholder
「Jieming Sanhao BVI」	指	捷銘文旅投資有限公司，一間於二零一九年一月二日在英屬處女群島註冊成立的有限公司，由Jieming Sanhao LLP全資擁有，並為我們的控股股東
“Jieming Sanhao LLP”		廣州市捷銘叁號投資企業（有限合夥）(Guangzhou Jieming No. 3 Investment Enterprise (Limited Partnership)*), a limited partnership established in the PRC on May 26, 2016, a Pre-IPO Investor and our Controlling Shareholder
「Jieming Sanhao LLP」	指	廣州市捷銘叁號投資企業（有限合夥），一間於二零一六年五月二十六日在中國成立的有限合夥，為首次公開發售前投資者及為我們的控股股東
“HKFRS”		Hong Kong Financial Reporting Standard(s) (including HKASs and Interpretation) issued by the Hong Kong Institute of Certified Public Accountants
「香港財務報告準則」	指	香港會計師公會頒佈的香港財務報告準則（包括香港會計準則及詮釋）
“Latest Practicable Date”		April 22, 2020 being the latest practicable date prior to the printing of this annual report for the purpose of ascertaining the information contained herein
「最後實際可行日期」	指	二零二零年四月二十二日，即本年報付印前為確定當中所載資料的最後實際可行日期
“Listing”		the listing of the Shares on the Main Board of the Stock Exchange, which occurred on the Listing Date
「上市」	指	股份於上市日期在聯交所主板上市
“Listing Date”		January 17, 2020, the date on which the Shares are listed on the Main Board of the Stock Exchange
「上市日期」	指	二零二零年一月十七日，即股份於聯交所主板上市之日期
“Listing Rules”		the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
「上市規則」	指	聯交所證券上市規則（經不時修訂、補充或以其他方式修改）
“Lu Jia Technology”		Lu Jia Technology Holdings Limited, a company incorporated in the BVI with limited liability on November 6, 2018 which is wholly owned by Mr. Zang and our Controlling Shareholder
「Lu Jia Technology」	指	Lu Jia Technology Holdings Limited，一間於二零一八年十一月六日在英屬處女群島註冊成立的有限公司，由臧先生全資擁有，並為我們的控股股東
“Lvji Technology”		廣州市驢跡科技有限責任公司 (Guangzhou Shi Lvji Technology Company Limited*) (previously known as 廣州駁特商務諮詢有限公司), a company established in the PRC with limited liability on December 14, 2013 and an indirect wholly-owned subsidiary of our Company
「驢跡科技」	指	廣州市驢跡科技有限責任公司（前稱廣州駁特商務諮詢有限公司），一間於二零一三年十二月十四日在中國成立的有限公司，並為本公司的間接全資附屬公司

Definition
釋義

“Main Board” 「主板」	指	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Stock Exchange 聯交所運作的股票市場（不包括期權市場），獨立於聯交所GEM，並與其並行運作
“Model Code” 「標準守則」	指	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules 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
“Mr. Fan” 「樊先生」	指	樊保國 (Fan Baoguo*), a PRC resident, a Pre-IPO Investor and our Controlling Shareholder 中國居民樊保國，為首次公開發售前投資者及我們的控股股東
“Mr. Zang” 「臧先生」	指	臧偉仲 (Zang Weizhong*), a PRC resident and an executive Director, chairman of the Board, chief executive officer and our Controlling Shareholder 中國居民臧偉仲，為我們的執行董事、董事會主席、行政總裁及控股股東
“Nomination Committee” 「提名委員會」	指	nomination committee of the Board 董事會提名委員會
“OTA” 「在線旅遊平台」	指	online travel agency 在線旅遊平台
“Qifu Honglian BVI” 「Qifu Honglian BVI」	指	QF HL LJ Limited, a company incorporated in the BVI with limited liability on November 13, 2018 which is wholly owned by Qifu Honglian LLP and our Controlling Shareholder QF HL LJ Limited，一間於二零一八年十一月十三日在英屬處女群島註冊成立的有限公司，由Qifu Honglian LLP全資擁有，並為我們的控股股東
“Qifu Honglian LLP” 「Qifu Honglian LLP」	指	長興啟賦宏聯投資管理合夥企業（有限合夥）(Changxing Qifu Honglian Investment Management (Limited Partnership)*), a limited partnership established in the PRC on June 29, 2016, a Pre-IPO Investor and our Controlling Shareholder 長興啟賦宏聯投資管理合夥企業（有限合夥），一間於二零一六年六月二十九日在中國成立的有限合夥，為首次公開發售前投資者及為我們的控股股東
“Prospectus” 「招股章程」	指	the prospectus dated December 31, 2019 issued by the Company 本公司於二零一九年十二月三十一日刊發之招股章程
“R&D” 「研發」	指	research and development 研究及開發
“Remuneration committee” 「薪酬委員會」	指	the remuneration committee of the Board 董事會薪酬委員會

Definition 釋義

“Reorganization” 「重組」	指	the reorganization arrangements undertaken by the Group in preparation for the Listing 本集團為籌備上市而進行的重組安排
“RMB” 「人民幣」	指	Renminbi, the lawful currency of China 中國法定貨幣人民幣
“SFO” 「證券及期貨條例」	指	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time 香港法例第571章《證券及期貨條例》(經不時修訂、補充或以其他方式修改)
“Share(s)” 「股份」	指	ordinary share(s) in the share capital of the Company, currently of nominal value US\$0.01 each 本公司股本中現時每股面值為0.01美元的普通股
“Shareholder(s)” 「股東」	指	holder(s) of the Share(s) 股份持有人
“substantial shareholder(s)” 「主要股東」	指	has the meaning ascribed to it in the Listing Rules 具有上市規則賦予之涵義
“VAT” 「增值稅」	指	value-added tax 增值稅
“Yongtai BVI” 「Yongtai BVI」	指	Sunrise Boulevard Investments Limited, a company incorporated in the BVI with limited liability on June 12, 2019 which is wholly owned by Yongtai LLP Sunrise Boulevard Investments Limited，一間於二零一九年六月十二日在英屬處女群島註冊成立的有限公司，由Yongtai LLP全資擁有
“Yongtai LLP” 「Yongtai LLP」	指	深圳前海春華永泰企業管理諮詢合夥企業(有限合夥) (Shenzhen Qianhai Sunrise Boulevard Enterprise Management Consultancy Limited Partnership*)，a limited partnership established in the PRC with limited liability on May 24, 2019 深圳前海春華永泰企業管理諮詢合夥企業(有限合夥)，一間於二零一九年五月二十四日在中國成立的有限合夥

* The names of the PRC established companies or entities have been included in this annual report in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail. The English translation of company names in Chinese which are marked with “*” are for identification purposes only.

* 於中國成立之公司或實體的中文及英文名稱均於本年報呈列，如有歧異，概以中文版本為準。以「*」標記之公司中文名稱的英文翻譯僅供識別用途。



Lvji Technology Holdings Inc.
驢跡科技控股有限公司