



暢
視野
由
態度

暢由聯盟集團有限公司
CHANGYOU ALLIANCE GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)
(Stock Code 股份代號：1039)

2020
Annual Report
年度報告

暢
由

CHANGYOU

CREATING A **GLOBAL**

“virtual and intelligent commerce and
finance platform for asset management,
credit payment and settlement”

打造一個 **全球化**

「虛擬資產管理、授信支付和
清結算的智能商業金融平台」

GROUP INTRODUCTION

集團介紹

Changyou Alliance Group Limited (HK01039; Hong Kong Stock Exchange's website: <http://www.hkex.com.hk>) (the "Company" and, together with its subsidiaries, collectively the "Group"), together with CCB International, UnionPay Merchant, China Mobile, Bank of China and China Eastern Airlines formed a joint venture to develop a global "Digital Point Business Ecosystem Alliance" (the "Changyou Platform") and to create a new blue ocean of a brand new, sustainable and recyclable digital-points ecosystem by applying digital points as financial assets.

暢由聯盟集團有限公司(HK01039；香港聯交所鏈接<http://www.hkex.com.hk>)。)(「本公司」聯同其附屬公司統稱「本集團」)聯合建銀國際、銀聯商務共同發起，特邀中國移動、中國銀行以及東方航空共同參與的合營企業，正在全力打造面向全球的「數字積分商業生態聯盟」(簡稱「暢由平台」)，將通過積分撬動金融資產新藍海，打造一個全新的、可持續的、可循環的數字積分生態系統。

CONTENTS

目錄

Corporate Information	公司資料	2
Chairman's Statement	主席報告	6
Management Discussion and Analysis	管理層討論及分析	9
Directors and Senior Management	董事及高級管理層	31
Directors' Report	董事會報告	36
Corporate Governance Report	企業管治報告	51
Independent Auditor's Report	獨立核數師報告	64
Consolidated Statement of Profit or Loss	綜合損益表	71
Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面收益表	72
Consolidated Statement of Financial Position	綜合財務狀況表	73
Consolidated Statement of Changes in Equity	綜合權益變動表	75
Consolidated Cash Flow Statement	綜合現金流量表	77
Notes to the Financial Statements	財務報表附註	79
5-Year Financial Summary	五年財務摘要	170

Corporate Information

公司資料

DIRECTORS

Executive Directors

Mr. Cheng Jerome (*Chairman*)
Mr. Yuan Weitao

Non-Executive Director

Mrs. Guo Yan

Independent Non-Executive Directors

Mr. Wong Chi Keung
Mr. Chan Chi Keung, Alan
Mr. Liu Jialin

COMPANY SECRETARY

Mr. Chan Chi Keung, Billy

AUDIT COMMITTEE

Mr. Wong Chi Keung (*Chairman*)
Mr. Chan Chi Keung, Alan
Mr. Liu Jialin

REMUNERATION COMMITTEE

Mr. Liu Jialin (*Chairman*)
Mr. Cheng Jerome
Mr. Wong Chi Keung

NOMINATION COMMITTEE

Mr. Cheng Jerome (*Chairman*)
Mr. Wong Chi Keung
Mr. Chan Chi Keung, Alan

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Suntera (Cayman) Limited
Suite 3204, Unit 2A
Block 3, Building D,
P.O. Box 1586,
Gardenia Court,
Camana Bay
Grand Cayman KY1-1100
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1908-1916, 19/F, Sun Hung Kai Centre
30 Harbour Road, Wanchai
Hong Kong

董事

執行董事

Cheng Jerome先生(主席)
袁偉濤先生

非執行董事

郭燕女士

獨立非執行董事

黃之強先生
陳志強先生
劉嘉凌先生

公司秘書

陳志強先生

審核委員會

黃之強先生(主席)
陳志強先生
劉嘉凌先生

薪酬委員會

劉嘉凌先生(主席)
Cheng Jerome先生
黃之強先生

提名委員會

Cheng Jerome先生(主席)
黃之強先生
陳志強先生

主要股份過戶登記處

Suntera (Cayman) Limited
Suite 3204, Unit 2A
Block 3, Building D,
P.O. Box 1586,
Gardenia Court,
Camana Bay
Grand Cayman KY1-1100
Cayman Islands

香港主要營業地點

香港
灣仔港灣道30號
新鴻基中心19樓1908-1916室

PRINCIPAL BANKERS

Bank of China
Bank of Communications
The Hong Kong and Shanghai Banking Corporation

AUDITORS

KPMG

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

LEGAL ADVISOR

MinterEllison LLP

STOCK CODE

1039

HONG KONG SHARE REGISTRAR

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

COMPANY'S WEBSITE

<http://www.changyou-alliance.com>

INVESTOR RELATIONSHIP

Mr. Chan Chi Keung, Billy
ir@fortunet.com.hk

主要往來銀行

中國銀行
交通銀行
香港上海滙豐銀行

核數師

畢馬威會計師事務所

於《財務匯報局條例》下的註冊公眾利益實體核數師

法律顧問

銘德有限法律責任合夥律師事務所

股份代號

1039

香港股份過戶登記處

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

公司網址

<http://www.changyou-alliance.com>

投資者關係

陳志強先生
ir@fortunet.com.hk

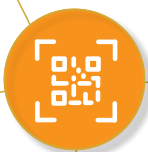
BRAND INTRODUCTION OF THE CHANGYOU PLATFORM

暢由平台品牌簡介

The Digital Point Ecosystem Alliance operational platform ("Changyou platform") was jointly initiated by the Group, CCB International and UnionPay Merchant, with investment from Bank of China, China Mobile and China Eastern Airlines. The Changyou platform will make use of the abundant points resources of the six founding shareholders to integrate its respective digital points, which are virtual assets that have broad application prospects. The Changyou platform also aims to employ advanced technology such as big data and blockchain to build the "Digital Point Business Ecosystem Alliance" and "Virtual Asset Circulation and Settlement System", which will be available globally. Through the continuous global expansion of the platform, digital points will certainly be an important component of the asset virtualization of internet digital inclusive financing. The digital points as virtual assets will bring brand new experience for the Group and its customers for assets trading with high efficiency, high level of security, intelligence and low cost, as well as settlement and preservation. Changyou symbolizes the internet technology entering into a new phase and is one of the platforms which demonstrates the future of financial industry ecosystems.

暢由平台(「暢由平台」)是由本集團聯合建銀國際、銀聯商務共同發起，特邀中國銀行、中國移動、以及東方航空共同投資的數字積分生態聯盟運營平台。該平台將依托六大創始股東的龐大積分資源體，有效匯聚數字積分這一具有廣闊應用前景的虛擬資產，運用大數據和區塊鏈等先進科技手段，打造面向全球的「數字積分商業生態聯盟」和「虛擬資產流通結算體系」。通過暢由平台持續地全球化延展，數字積分將成為互聯網數字普惠金融虛擬資產化的重要載體。數字積分虛擬資產將給我們帶來高效率、高安全性、智能化和低成本的資產交易以及結算保存的全新體驗。暢由是互聯網走向的標誌，也是未來金融商業生態的示範平台。





CHAIRMAN'S STATEMENT

主席報告



In 2020, the COVID-19 pandemic brought about immense challenges around the globe, as a result of which the global economy has suffered a drastic decline. According to the preliminary statistics released by the Organisation for Economic Co-operation and Development (the “OCED”) on 18 February 2021, the gross domestic product (“GDP”) of the member countries of the OECD declined by approximately 4.9% in 2020. Meanwhile, as the Chinese government actively responded to the pandemic, work and production were resumed and the economic recovery plan was successfully implemented after the pandemic was effectively kept under control. According to the preliminary statistics of the National Bureau of Statistics of China, China's annual GDP grew by approximately 2.3% year-on-year, becoming the first large economy in the world to achieve positive economic growth.

Changyou Alliance Group Limited (the “Company”) and its subsidiaries (collectively, the “Group”) have capitalised on its years of experience in e-commerce business, which has enabled the Group to grasp market opportunities and enter the digital points business segment and industry. In the second half of 2017, the Group formed the Changyou digital point business ecosystem alliance (the “Changyou Alliance”) with CCB International (Holdings) Limited (“CCB International”), China UnionPay Merchant Services Company Limited (“UnionPay Merchant”), Bank of China Group Investment Limited (“Bank of China”), China Mobile (Hong Kong) Group Limited (“China Mobile”) and China Eastern Airlines Corporation Limited (“China Eastern Airlines”). The Group is committed to leveraging the new blue ocean of financial assets through digital points and building a brand new, sustainable and recyclable ecosystem for digital points.

With the development of blockchain technology, digital assets have received increasing attention from the industry and transactions by way of digital assets are developing towards better compliance and legalisation. Leveraging advanced technologies such as blockchain and big data, the Group's electronic platform, “Changyou” (the “Changyou Platform”), has undergone rapid development since its launch, with an increasing number of users, more diversified products and services, as well as optimised business models and consumption scenarios. As at 31 December 2020, the cumulative number of registered users of the Changyou Platform amounted to approximately 59.0 million, representing an increase of approximately 21.4 million or 57% as compared with the total number of registered users as at 31 December 2019. For the year ended 31 December 2020, the total turnover derived from the business operations of the Changyou Alliance amounted to approximately RMB268.8 million.



二零二零年，新冠肺炎疫情對全球造成了巨大的衝擊，全球經濟出現了大幅萎縮。據經濟合作及發展組織（「經合組織」）於二零二一年二月十八日公佈的初步統計數據顯示，經合組織成員國二零二零年國內生產總值（「GDP」）下滑約4.9%。與此同時，中國政府積極應對疫情，在疫情得到有效控制後復工復產，經濟復甦計劃順利實施。國家統計局數據顯示，初步核算，中國全年GDP同比增長約2.3%，成為全球第一個實現經濟正增長的大型經濟體。

暢由聯盟集團有限公司（「本公司」）及其附屬公司（統稱為「本集團」）利用其於電子商貿業務的多年經驗，把握市場機遇，進軍數字積分業務部分及行業。於二零一七年下半年，本集團聯合建銀國際（控股）有限公司（「建銀國際」）、銀聯商務股份有限公司（「銀聯商務」）共同發起，及特邀中銀集團投資有限公司（「中國銀行」）、中國移動（香港）集團有限公司（「中國移動」）、中國東方航空股份有限公司（「東方航空」）共同組建暢由數字積分商業生態聯盟（「暢由聯盟」）。本集團致力通過數字積分撬動金融資產新藍海，打造一個全新的、可持續的、可循環的數字積分生態系統。

隨著區塊鏈技術的發展，數字資產受到越來越多行業內的關注，數字資產交易正在不斷向合規化、合法化發展。依託區塊鏈、大數據等先進技術，本集團電子平台「暢由」（「暢由平台」）自推出以來發展迅速，用戶數量大幅增加、產品及服務類別愈加豐富、商業模式及消費場景日益完善。於二零二零年十二月三十一日，暢由平台累計註冊用戶人數約5,900萬，與二零一九年十二月三十一日相比，註冊用戶總人數增加約2,140萬，增幅約57%。截至二零二零年十二月三十一日止年度，暢由聯盟業務交易總營業額約為人民幣268.8百萬元。

Chairman's Statement 主席報告

On behalf of the board of directors of the Company (the “**Board**”), I would like to express my gratitude to our management and staff for their dedication and contribution to the Group throughout the year ended 31 December 2020.

By order of the Board
Changyou Alliance Group Limited

Cheng Jerome
Chairman

30 March 2021

截至二零二零年十二月三十一日止年度，本集團的管理層及員工專心致志，貢獻良多，本人謹代表本公司董事會（「**董事會**」）向他們致以衷心謝意。

承董事會命
暢由聯盟集團有限公司

主席
Cheng Jerome

二零二一年三月三十日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析



BUSINESS REVIEW

The Group has capitalised on its years of experience in the e-commerce business, which has enabled the Group to grasp market opportunities and enter the digital points business segment and industry. In the second half of 2017, the Group formed the Changyou Alliance with CCB International, UnionPay Merchant, Bank of China, China Mobile and China Eastern Airlines. To better promote our corporate image and in line with the Group's strategic focus on the development of Changyou, the English name of the Company has been changed from "Fortunet e-Commerce Group Limited" to "Changyou Alliance Group Limited" and the Company has adopted "暢由聯盟集團有限公司" as the dual foreign name in Chinese of the Company in place of "鑫網易商集團有限公司" with effect from 3 June 2020.

The Changyou Platform aims to integrate the digital membership points, resources and strategic advantages of the business partners in the Changyou Alliance. The Group strives to develop the Changyou Platform as an integrative and secured platform, so as to preserve and maximise the value of digital points as virtual assets for the platform users. With the development of blockchain technology, digital assets have received increasing recognition from the industry as a type of secured asset. By leveraging advanced technologies such as blockchain and big data analysis, the Changyou Alliance aims to develop a global financial platform for the issuance, circulation, storage and payment settlement of blockchain tokenisation of assets.

Since its launch, the Changyou Platform has undergone rapid development, with an increasing number of users, more diversified products and services, as well as optimised business models and consumption scenarios. The total revenue from the business operations of the Changyou Alliance and the Changyou Platform (collectively, the "Digital Point Business") increased to approximately RMB268.8 million for the year ended 31 December 2020 (2019: approximately RMB204.1 million), representing an increase of approximately RMB64.7 million or approximately 31.7% as compared to 2019.

The gross merchandise volume of the Digital Point Business amounted to approximately RMB440.1 million for the year ended 31 December 2020 (2019: approximately RMB330.0 million), representing an increase of approximately RMB110.1 million (approximately 33.4%) over the same period of last year. The Group is currently negotiating with a number of potential business partners to further enhance the Changyou Platform and expand the scope of its Digital Point Business into other sectors.

業務回顧

本集團利用其於電子商貿業務的多年經驗，把握市場機遇及進軍數字積分業務部分及行業。於二零一七年下半年，本集團聯合建銀國際、銀聯商務共同發起，及特邀中國銀行、中國移動、東方航空共同組建暢由聯盟。自二零二零年六月三日起，為更好地推廣本集團企業形象並符合其對發展暢由的戰略焦點，本公司的英文名稱已由「Fortunet e-Commerce Group Limited」更改為「Changyou Alliance Group Limited」且本公司已採納「暢由聯盟集團有限公司」作為本公司的中文雙重外國名稱，取代現有中文名稱「鑫網易商集團有限公司」。

暢由平台旨在整合業務夥伴在暢由聯盟的數字會員積分、資源及戰略優勢。本集團致力使暢由平台成為一體化及安全的平台，保障平台用戶的權益，發揮數字積分作為虛擬資產的最大價值。隨著區塊鏈技術的發展，數字資產作為有安全保護的資產類別受到越來越多行業內的認可。暢由聯盟依託區塊鏈、大數據分析等先進技術，致力於打造一個面向全球的資產區塊鏈通證的發行、流通交易、存儲、支付結算的商業金融平台。

暢由平台自推出以來發展迅速，用戶數量大幅增加、產品及服務類別愈加豐富、商業模式及消費場景日益完善。截至二零二零年十二月三十一日止年度，來自暢由聯盟的業務營運及暢由平台（統稱「數字積分業務」）的總收入增加至約人民幣268.8百萬元（二零一九年：約人民幣204.1百萬元），較二零一九年增加約人民幣64.7百萬元，增幅約31.7%。

截至二零二零年十二月三十一日止年度，數字積分業務線上線下交易總額達約人民幣440.1百萬元（二零一九年：約人民幣330.0百萬元），較去年同期增加約人民幣110.1百萬元（約33.4%）。本集團現正與若干潛在業務夥伴磋商，以進一步提升暢由平台並擴大其數字積分業務範圍至其他行業。

BUSINESS SEGMENTS

Financial cooperation business

In recent years, financial technology has developed rapidly in China. The digital transformation of financial institutions has continued to advance and the products and tools applying such financial technology are becoming more abundant. Changyou is committed to the issuance, exchange and settlement of digital points, with a view to create a forward-looking commercial financial platform. Users can monetise Changyou points via Changyou Pay (暢由付) on the Changyou Platform. Changyou Pay also enhances the standardised, low-cost and efficient Changyou points services for small and medium enterprises.

The Group offers points consumption services and points cashier output services to Changyou Alliances and other alliances utilising the Digital Point Business. In 2020, National Grid digital points and cash payment functions were added to the Changyou Platform. The Changyou Platform has separated point realisation and payment steps and has been visually optimised for a clearer user interface, enhancing the user's product experience. Additionally, the Changyou Platform has optimised the back office of its offline scan-and-pay business as well as product management and reconciliation for merchants.

The product structure of the Group's instalment business has been enriched with the introduction of top brand suppliers for various levels of consumer needs. As a result, consumer loyalty and conversion of digital points are respectively maximised and facilitated. The Group has also driven a continuous sales growth with the expansion of its UnionPay channels combined with channel activities.

Entertainment

To expand the scope of the Group's Digital Point Business and build a more solid customer base, as well as achieve the acquisition and conversion of target customers. In 2020, the Group prioritised the development of entertainment scenarios, merchant expansion and cooperation with brands, and has achieved good results.

To achieve merchant diversification, the Group further engaged several prominent merchants to commence their operations on the Changyou Platform. As part of the Group's efforts in the development of online entertainment scenarios, the Group is cooperating with an online game platform to develop four games expected to achieve more than 10 million downloads. The games will incorporate the Changyou point exchange business into the game environment in order to capture the the vertical market where the users are likely to be converted into our customers. The Changyou Platform has continuously conducted detailed analysis on the population in the entertainment scenario to further diversify and capture different user profiles, precisely locate the subject population, and accurately output the promotion content.

業務板塊

金融合作業務

近年來，金融科技在中國迅猛發展。金融機構數字化轉型持續推進，產品和工具應用該金融科技日益豐富。暢由致力於數字積分的發行、兌換和結算，旨在創造一個面向未來的商業金融平台。在暢由平台上，通過暢由付，讓暢由積分實現資產價值，為用戶服務；同時讓暢由積分發揮服務標準化、低成本、高效率的能力，為中小型企業賦能。



本集團向暢由聯盟及使用數字積分業務的其他聯盟用戶提供積分消費服務及積分收款輸出服務。二零二零年暢由平台新增國家電網兌分以及現金支付功能。同時，暢由平台為實現更明確的使用者告知，將兌分和支付步驟拆分，優化視覺效果，提升用戶產品體驗。此外，暢由平台優化線下掃碼付業務後台，優化商戶端商品管理和對賬功能。

本集團不斷豐富分期業務中的產品結構，引進龍頭品牌供應商，滿足不同層次消費者需求。因此，最大化的增加消費者粘性和提升轉化。本集團亦拓展銀聯渠道，配合渠道活動，帶動銷售持續增長。

文娛

為進一步拓寬本集團數字積分業務場景，並打造更加堅固的客戶基礎，實現主題人群的獲取和轉化。本集團於二零二零年在文娛場景構建、商戶拓展、品牌聯營三個方面著重發力，亦取得良好成績。

本集團為實現商戶多元化，新增若干知名商戶準備接入暢由平台。本集團線上娛樂場景開發中，與一家線上遊戲平台合作，以開發四個遊戲，預期實現千萬級下載量以上。該等遊戲將在遊戲內環境開展暢由積分兌換業務，抓住高轉化場景垂直人群。暢由平台持續對文娛場景內人群進行詳細分析，進一步多元化及把握不同用戶的信息，精準定位主題人群，準確輸出推廣內容。



The Group has signed cooperation agreements with several enterprises and intended to conduct online promotions of point realisation scenarios with their own channels and user resources in this integration structure. Plans for cooperation and application programming interface connection have been confirmed.

Retail

The Group has continued to develop its retail business by further expanding the development of consumer user interface including interface for catering, offline entertainment, department stores, and the provision of products relating to clothing, food, housing and transportation. The Group has developed in major provinces and key cities to centralise its business and broaden its application channels of Changyou Point Business by issuing digital catering coupons and launching the paid product “Changyou Yuanbao Card”, further promoting the Digital Point Business. In 2020, a total of 268 top key account (“KA”) merchants were introduced with 4,486 equity products launched, and 420 mall brands (merchants) were introduced with 27,664 physical products launched.

Joint Brand Business Operations

The Changyou Platform has established a joint marketing brand business model, and completed the design and development of the standardised products. There are 24 merchants go online and 26 merchants to be engaged to go online. The Group is continuously expanding and optimising the distribution channels of online merchants, monitoring business operation data, as well as paying attention to handling customer complaints to promote transaction volume.

本集團與若干家企業完成合作協定簽署，並擬定在該類垂直領域自有渠道和用戶資源上進行積分兌換場景的線上推廣，合作方案及API對接方案均已確認。

零售

本集團在零售業務部分持續發展，不斷擴展包括餐飲、線下娛樂、百貨等消費場景搭建，提供衣食住行豐富的生活權益。本集團在熱點省份、重點城市集中佈局，拓寬暢由積分業務應用渠道，上線餐飲券及付費產品「暢由元寶卡」，進一步推廣暢由積分業務。二零二零年度累計引入龍頭重點（「KA」）商家268家，上線權益商品4,486個，累計引入商城品牌（商家）420個，上線實物類商品27,664個。

品牌聯營業務

暢由平台建立了品牌聯合營銷業務模式，並完成標準化產品的設計和開發。已上線商戶及待上線商戶分別為24家及26家，並持續拓展和優化已上線商戶的投放渠道，監控業務營運數據，重視客訴問題處理，促升交易額。

Travel and related businesses

Public Transportation Services

In 2020, the Group has made substantial progress in its public transportation segment to satisfy the needs of our users for daily commuting and short to medium distance travels. The Group has built a nationwide travel points scenario to improve operational efficiency and meet the users' demands. The Group provides travel vouchers which may be redeemed by customers using Changyou points and which has covered more than 20 provinces and cities across the country. The Group has additionally reached strategic cooperation with several partners to comprehensively capture the nationwide online car booking business and high speed rail resources.

Personal Car Owner Services

The Group has entered into cooperation agreements with many industry-leading carpark service brands, to provide daily parking and refuelling services, regular maintenance and repair and car washing services. Among them, since the parking segment business went online in May 2020, its annual transaction volume has exceeded RMB38.0 million with the number of users exceeding 1.4 million. At the same time, Changyou Platform has continued to enhance technology upgrades, continuously optimised user experience and business processes, and completed operational data monitoring as well as optimised the procedure for handling customers enquiries and complaints. Additionally, the Changyou Platform designed and developed the H5 page for car owner services, as well as for member operations and event planning. The design and development of the membership card business for personal car owners has been completed. There are more than 40 merchant cards and coupon rights products, and pilot testing of such products has been carried out.

FINANCIAL REVIEW

Revenue

The Group recorded a consolidated revenue of approximately RMB268.8 million (2019: approximately RMB204.1 million), representing an increase of approximately 31.7% as compared to 2019.

The increase in total revenue of the Group was mainly due to the continuing development and significant expansion of the Digital Point Business, including the increase in the consumption scenarios of the Digital Point Business and an increase in the number of registered users from 37.6 million users in December 2019 to 59.0 million users in December 2020.

出行及相關業務

公共交通服務

本集團於二零二零年在公共交通出行業務取得實質性進展，滿足更多用戶日常通勤及中短途出行需求。本集團在全國範圍內搭建出行積分場景，提高運營效率，解決用戶剛需問題。本集團暢由積分兌換乘車券業務已覆蓋全國超過20個省市。本集團已與若干合作夥伴達成戰略合作，全面覆蓋全國網約車業務及高鐵資源。

個人車主服務

本集團與多個行業龍頭停車服務品牌簽訂合作協議，提供日常停車、加油服務、定期保養和維護及洗車服務。其中，停車業務自二零二零年五月份上線以來，全年交易量突破人民幣3,800萬元及用戶人數超過140萬。同時暢由平台不斷提升技術升級，持續優化使用者體驗及業務流程，完成運營資料監控、客訴問題以及即時業務投訴流程優化。此外，暢由平台進行車主服務H5頁面設計及開發，進行會員運營及活動方案設計。完成個人車主會員卡業務設計開發，商家卡券權益類產品超40個，並已進行試點合作。

財務回顧

收入

本集團錄得綜合收入約人民幣268.8百萬元(二零一九年：約人民幣204.1百萬元)，較二零一九年增加約31.7%。

本集團總收入增加主要由於持續發展及顯著擴張數字積分業務(包括數字積分業務的消費場景增加以及註冊用戶人數由二零一九年十二月37.6百萬名增加至二零二零年十二月59.0百萬名)。

Management Discussion and Analysis 管理層討論及分析

Gross profit

Gross profit for the year ended 31 December 2020 amounted to approximately RMB1.0 million, (2019: approximately RMB0.8 million). The increase in gross profit was mainly due to the increase in diversified products and services and the introduction of more clear delineation of business segments to improve operational efficiency.

Other income

Other income of the Group for the year ended 31 December 2020 was approximately RMB0.7 million (2019: approximately RMB4.2 million). A detailed breakdown of the factors contributing to the other income of the Group is disclosed in note 5 to the financial statements as disclosed in this report.

Impairment gain/(loss) of trade and other receivables

Impairment gain of the Group for the year ended 31 December 2020 was approximately RMB29.7 million, which mainly represents recoveries of other receivables recognised by the Group as credit losses in the previous years (2019: impairment loss of trade and other receivables approximately RMB36.8 million).

Selling and distribution expenses

Selling and distribution expenses of the Group for the year ended 31 December 2020 decreased to approximately RMB25.3 million (2019: approximately RMB37.3 million). The decrease was mainly attributable to reduced sales and promotion activities for the Changyou Platform during the year ended 31 December 2020.

Administrative expenses

The Group's administrative expenses for the year ended 31 December 2020 decreased to approximately RMB45.0 million (2019: approximately RMB75.7 million). The decrease was mainly attributable to the implementation of cost saving measures by the Group during the year ended 31 December 2020.

Research and development costs

Research and development costs of the Group for the year ended 31 December 2020 decreased to approximately RMB36.2 million (2019: approximately RMB44.2 million). The decrease was mainly attributable to the reduction in staff costs for research and development activities during the year ended 31 December 2020.

Finance costs

The Group incurred finance costs of approximately RMB6.4 million for the year ended 31 December 2020 (2019: approximately RMB5.7 million). A detailed breakdown of the factors contributing to the finance costs of the Group is disclosed in note 6(a) to the financial statements as disclosed in this report.

毛利

截至二零二零年十二月三十一日止年度，毛利約為人民幣1.0百萬元(二零一九年：約人民幣0.8百萬元)。毛利增加乃主要由於貨品及服務多樣性增加以及引入更清晰劃分的業務分部以改善經營效率。

其他收入

截至二零二零年十二月三十一日止年度，本集團的其他收入達約人民幣0.7百萬元(二零一九年：約人民幣4.2百萬元)。貢獻本集團其他收入的因素的詳細分類於本報告所披露財務報表附註5中披露。

貿易及其他應收款項減值收益／(虧損)

截至二零二零年十二月三十一日止年度，本集團的減值收益達約人民幣29.7百萬元，主要為本集團確認於過往年度收回的其他應收款項為信貸虧損(二零一九年：貿易及其他應收款項減值虧損約人民幣36.8百萬元)。

銷售及分銷開支

截至二零二零年十二月三十一日止年度，本集團的銷售及分銷開支減少至約人民幣25.3百萬元(二零一九年：約人民幣37.3百萬元)。減少主要歸因於截至二零二零年十二月三十一日止年度減少暢由平台的銷售及推廣活動。

行政開支

截至二零二零年十二月三十一日止年度，本集團的行政開支減至約人民幣45.0百萬元(二零一九年：約人民幣75.7百萬元)。減少主要歸因於本集團於截至二零二零年十二月三十一日止年度內實施節省成本措施。

研發成本

截至二零二零年十二月三十一日止年度，本集團的研發成本減至約人民幣36.2百萬元(二零一九年：約人民幣44.2百萬元)。該減少主要由於截至二零二零年十二月三十一日止年度研發活動的員工成本減少所致。

融資成本

本集團於截至二零二零年十二月三十一日止年度產生的融資成本約為人民幣6.4百萬元(二零一九年：約人民幣5.7百萬元)。本集團融資成本產生因素的詳細分類於本報告所披露財務報表附註6(a)中披露。

Taxation

No income tax expense was recorded for the years ended 31 December 2020 and 31 December 2019.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2020, cash and cash equivalents of the Group were approximately RMB152.3 million (as at 31 December 2019: approximately RMB137.8 million). As compared to 2019, cash and cash equivalents increased by approximately RMB14.5 million, mainly due to net cash outflow arising from operating activities of approximately RMB104.2 million (2019: approximately RMB134.2 million), net cash inflow arising from investing activities of approximately RMB30.4 million (2019: approximately RMB0.3 million) and net cash inflow from financing activities of approximately RMB94.7 million (2019: approximately RMB171.9 million).

Convertible Bonds

2017 Convertible bonds

On 7 December 2017, the Company and Chance Talent Management Limited (“**Chance Talent**”), an indirect wholly-owned special purpose vehicle of CCB International (Holdings) Limited, entered into a subscription agreement, pursuant to which the Company shall issue US\$10 million 13% secured convertible bonds (the “**2017 Convertible Bonds**”) to Chance Talent. The 2017 Convertible Bonds bear interest at 13% per annum with a maturity date on 3 June 2019. For further details of the transaction, please refer to the announcement of the Company dated 7 December 2017.

The issuance of the 2017 Convertible Bonds was completed on 20 December 2017. The US\$10 million payable by Chance Talent for the subscription of the 2017 Convertible Bonds was satisfied by way of off-setting the aggregate outstanding principal amount of US\$10 million payable by the Company under the previous convertible bonds issued by the Company to Chance Talent in June 2015. Accordingly, no proceeds arose from the issue of the 2017 Convertible Bonds.

On 10 July 2019, the Company entered into a framework deed of amendment (the “**Amendment Deed**”) with Chance Talent and Century Investment (Holding) Limited (“**CIH**”), and executed an amendment deed poll pursuant to the Amendment Deed, to amend, among other things, the maturity date of the 2017 Convertible Bonds from 3 June 2019 to 3 June 2020. For further details of the extension of the maturity date of the 2017 Convertible Bonds, please refer to the announcement of the Company dated 10 July 2019. The 2017 Convertible Bonds were fully redeemed in June 2020.

稅項

截至二零二零年十二月三十一日及二零一九年十二月三十一日止年度並無錄得所得稅開支。

流動資金及財務資源

於二零二零年十二月三十一日，本集團的現金及現金等值項目約為人民幣152.3百萬元（於二零一九年十二月三十一日：約人民幣137.8百萬元）。與二零一九年相比，現金及現金等值項目增加約人民幣14.5百萬元，主要由於經營活動產生現金流出淨額約人民幣104.2百萬元（二零一九年：約人民幣134.2百萬元）、投資活動產生現金流入淨額約人民幣30.4百萬元（二零一九年：約人民幣0.3百萬元）及融資活動現金流入淨額約人民幣94.7百萬元（二零一九年：約人民幣171.9百萬元）所致。

可換股債券

二零一七年可換股債券

於二零一七年十二月七日，本公司與Chance Talent Management Limited（「**Chance Talent**」）（建銀國際（控股）有限公司間接全資擁有的特別目的公司）訂立認購協議，據此，本公司發行10百萬美元13%有抵押可換股債券（「**二零一七年可換股債券**」）予Chance Talent。二零一七年可換股債券按年利率13%計息，到期日為二零一九年六月三日。有關交易的進一步詳情，請參閱本公司日期為二零一七年十二月七日的公佈。

發行二零一七年可換股債券已於二零一七年十二月二十日完成。就認購二零一七年可換股債券應付之10百萬美元，Chance Talent以抵銷方式償付，即抵銷了本公司於二零一五年六月向Chance Talent發行先前換股債券時應向其償付的未償還本金總額10百萬美元。因此，發行二零一七年可換股債券並無產生任何所得款項。

於二零一九年七月十日，本公司與Chance Talent及Century Investment (Holding) Limited（「**CIH**」）訂立框架修訂契約（「**修訂契約**」），以及根據修訂契約簽立修訂平邊契約，以（其中包括）把二零一七年可換股債券的到期日由二零一九年六月三日修訂至二零二零年六月三日。有關延長二零一七年可換股債券到期日的進一步詳情，請參閱本公司日期為二零一九年七月十日的公佈。二零一七年可換股債券已於二零二零年六月全數贖回。

2020 Convertible Bonds

In view of the increasing popularity of consumer spending with digital points, the successful experience of the Group in developing the Changyou Platform and the robust performance and growth of the Changyou Platform, the Company intended to issue HK\$126.0 million 3.5% convertible bonds (the “**2020 Convertible Bonds**”) to CIH, the net proceeds of which was intended to be utilised to expand the Digital Point Business into the Hong Kong and overseas markets by developing an additional new digital point electronic platform with Hong Kong and overseas as the target markets (the “**New International Changyou Platform**”).

On 29 July 2020, the Company entered into a subscription agreement with CIH for the issuance of the 2020 Convertible Bonds to CIH. The 2020 Convertible Bonds bear interest at 3.5% per annum and will mature on the date falling three years after the first issue date of the 2020 Convertible Bonds. For further details of the transaction, please refer to the announcement of the Company dated 29 July 2020 and the circular of the Company dated 17 September 2020.

The issuance of the 2020 Convertible Bonds was completed on 19 October 2020. As previously disclosed in the circular of the Company dated 17 September 2020, the Group originally intended to use the net proceeds (after deduction of the relevant expenses from the gross proceeds of HK\$126.0 million) from the issuance of the 2020 Convertible Bonds of approximately HK\$124.4 million as follows:

- (i) approximately HK\$100,000,000 (representing approximately 80.39% of the net proceeds) as to the development and operations of the New International Changyou Platform which was expected to be launched by May 2021, among which:
 - (a) approximately HK\$25,000,000 for the development of the New International Changyou Platform supported by relevant technology infrastructure which enables effective extraction and development of big data samples, creating a precise and extensive database of consumer transactions and consumption behaviour. Such electronic platform is expected to be ready for operation by December 2020;
 - (b) approximately HK\$25,000,000 for setting up a new team, comprising various departments such as information technology, marketing, general administration, to support the daily operations of the New International Changyou Platform. Such new team is expected to be duly established by March 2021;

二零二零年可換股債券

鑒於使用數字積分的消費者人數不斷增加，本集團開發暢由平台的成功經驗及暢由平台的穩健表現及增長，本公司擬向CIH發行126.0百萬港元3.5%可換股債券（「二零二零年可換股債券」），有關所得款項淨額擬用於透過開發香港及海外的其他新數字積分電子平台為目標市場的方式擴大香港及海外市場的數字積分業務（「新國際暢由平台」）。

於二零二零年七月二十九日，本公司與CIH訂立認購協議，以向CIH發行二零二零年可換股債券。二零二零年可換股債券按年利率3.5%計息，並將於二零二零年可換股債券首次發行日期起滿三年當日屆滿。有關交易的進一步詳情，請參閱本公司日期為二零二零年七月二十九日的公佈及本公司日期為二零二零年九月十七日的通函。

發行二零二零年可換股債券已於二零二零年十月十九日完成。誠如本公司日期為二零二零年九月十七日的通函先前所披露，本集團原本擬將發行二零二零年可換股債券的所得款項淨額（經自所得款項總額126.0百萬港元扣減相關開支後）約124.4百萬港元按以下方式動用：

- (i) 約100,000,000港元（佔所得款項淨額約80.39%）用於開發及營運新國際暢由平台（預期將於二零二一年五月前推出），其中：
 - (a) 約25,000,000港元用於發展由相關科技基礎設施支援之新國際暢由平台，該平台能有效地摘取及開發大數據樣本，從而建立一個精確而廣泛之消費者交易及消費行為數據庫。預期該電子平台將於二零二零年十二月可供運營；
 - (b) 約25,000,000港元用於成立新團隊（包括信息技術、營銷、行政管理等各種部門）以支援新國際暢由平台之日常營運。預期該新團隊將於二零二一年三月前正式成立；

- (c) approximately HK\$40,000,000 for promotional and marketing activities, such as advertising, roadshow promotion, customers bonus rewards etc., to attract merchants and customers into the New International Changyou Platform and maintain their loyalty and participation. The Company targets to progressively launch the marketing activities starting from March 2021; and
- (d) approximately HK\$10,000,000 for the general working capital of the New International Changyou Platform; and
- (ii) approximately HK\$24,400,000 (representing approximately 19.61% of the net proceeds) for the general working capital of the Group.

The management of the Company is of the opinion that due to the spread of the COVID-19 pandemic and its prolonged effects which have impacted the economy all over the world, the development of the New International Changyou Platform has been stagnant and it is expected that the development progress will be further delayed.

As at the date of this report, the net proceeds from the issuance of the 2020 Convertible Bonds of approximately HK\$124.4 million have not yet been utilized. The Company had originally intended that (i) the net proceeds from the issue of the 2020 Convertible Bonds will be mainly used to fund the development and operations of the New International Changyou Platform as disclosed above, and (ii) the net proceeds from the proposed subscription by an independent investor of certain ordinary shares in Pointsea Company Limited (“PCL”), an indirect non-wholly owned subsidiary of the Company, will be mainly used to fund the existing Changyou Platform in China (the “Existing PRC Changyou Platform”). For further details of the subscription for shares in PCL, please refer to the section headed “Management Discussion and Analysis – Liquidity and Financial Resources – Deemed disposal of equity interest in a subsidiary” on page 21 of this report.

However, as at the date of this report, the subscription in PCL had yet to complete and therefore no proceeds are available to fund the operations of the Existing PRC Changyou Platform. Given the uncertainties of the continuous impact of COVID-19 pandemic on the development progress of the New International Changyou Platform, and given that there is an urgent need for funding the Existing PRC Changyou Platform, as it is a capital intensive business and a large amount of capital is required to avoid the risk of discontinuance of its operations and to fulfill its corporate social responsibility to, among other things, retain its personnel, in particular, during the current COVID-19 pandemic outbreak, in order to make good use of the proceeds from the issuance of the 2020 Convertible Bonds in a more efficient way and timely manner, part of the net proceeds will be changed to fund the operation of the Existing PRC Changyou Platform and as the general working capital of the Group, and are intended to be applied as follows:

- (c) 約40,000,000港元用於推廣及營銷活動(例如廣告、路演促銷、客戶紅利回報等)，以吸引商戶及顧客加入新國際暢由平台，並維持其忠誠度及參與度。本公司計劃自二零二一年三月起積極推出營銷活動；及
- (d) 約10,000,000港元用於新國際暢由平台之一般營運資金；及
- (ii) 約24,400,000港元(佔所得款項淨額約19.61%)用作本集團之一般營運資金。

本公司管理層認為，由於新冠肺炎疫情的蔓延及其長期影響已對全球經濟產生影響，新國際暢由平台的發展陷入停滯，預期發展進度將會進一步延遲。

於本報告日期，發行二零二零年可換股債券的所得款項淨額約124.4百萬港元尚未動用。本公司原本計劃(i)將發行二零二零年可換股債券的所得款項淨額主要用於上文所披露的新國際暢由平台的發展及運作提供資金，及(ii)建議一名獨立投資者認購本公司間接非全資附屬公司分海有限公司(「分海」)的若干普通股的所得款項淨額，將主要用於為中國的現有暢由平台(「現有中國暢由平台」)提供資金。有關認購分海股份的進一步詳情，請參閱本報告第21頁「管理層討論及分析 – 流動資金及財務資源 – 視作出售一間附屬公司的股權」一節。

然而，於本報告日期，認購分海尚未完成，因而並無可用所得款項可為現有中國暢由平台的營運提供資金。鑒於新冠肺炎疫情對新國際暢由平台發展進度持續影響的不確定性，以及鑒於現有中國暢由平台屬資金密集型產業，需要大量資金以避免其業務中斷的風險以及履行其企業社會責任，現有中國暢由平台急需資金，以(其中包括)挽留其員工(尤其是在當前新冠肺炎疫情爆發期間)，為更有效及時地運用發行二零二零年可換股債券的所得款項，部分所得款項淨額將變更為為現有中國暢由平台的營運提供資金，以及用作本集團的一般營運資金，擬應用如下：

Management Discussion and Analysis 管理層討論及分析

Usage		Original use of the net proceeds from the issuance of 2020 Convertible Bonds as disclosed in the circular of the Company dated 17 September 2020			Proposed change in allocation of the net proceeds from the issuance of 2020 Convertible Bonds	Revised use of the net proceeds from the issuance of 2020 Convertible Bonds	Estimated timeline for utilization of the net proceeds from the issuance of 2020 Convertible Bonds after re-allocation
		2020 Convertible Bonds as disclosed in the circular of the Company dated 17 September 2020	Proposed change in allocation of the net proceeds from the issuance of 2020 Convertible Bonds	Revised use of the net proceeds from the issuance of 2020 Convertible Bonds			
用途		本公司日期 二零二零年九月 十七日通函所披露 發行二零二零年 可換股債券所得款 項淨額的原本用途 HK\$ (million) 港元(百萬)		發行二零二零年 可換股債券所得 款項淨額分配的 建議變動 HK\$ (million) 港元(百萬)	發行二零二零年 可換股債券 所得款項淨額的 經修訂用途 HK\$ (million) 港元(百萬)	於重新分配後動用 發行二零二零年 可換股債券所得款項 淨額的估計時間表	
To fund the development of the New International Changyou Platform supported by relevant technology infrastructure which enables effective extraction and development of big data samples, creating a precise and extensive database of consumer transactions and consumption behavior	為發展由相關科技基礎設施支援之新國際暢由平台提供資金，該平台能有效地摘取及開發大數據樣本，從而建立一個精確而廣泛之消費者交易及消費行為數據庫	25.0	(22.0)	3.0	31 December 2022 二零二二年 十二月三十一日		
To fund for setting up a new team, comprising various departments such as information technology, marketing, general administration, to support the daily operations of the New International Changyou Platform	為成立新團隊(包括信息技術、營銷、行政管理等各種部門)以支援新國際暢由平台之日常營運提供資金	25.0	(15.0)	10.0	31 December 2022 二零二二年 十二月三十一日		
To fund for promotional and marketing activities, such as advertising, roadshow promotion, customers bonus rewards etc., to attract merchants and customers into the New International Changyou Platform and maintain their loyalty and participation	為推廣及營銷活動(例如廣告、路演促銷、客戶紅利回報等)提供資金，以吸引商戶及顧客加入新國際暢由平台，並維持其忠誠度及參與度	40.0	(40.0)	-			
To fund for the general working capital of the New International Changyou Platform	為新國際暢由平台的一般營運資金提供資金	10.0	(8.0)	2.0	31 December 2022 二零二二年 十二月三十一日		
To fund promotional and marketing activities to attract and maintain customers' loyalty and their participation and consumption of the products and services provided on the Existing PRC Changyou Platform	為進行的促銷及營銷活動提供資金，以吸引及維持顧客忠誠度，使彼等繼續參與及消費現有中國暢由平台所提供的產品及服務	-	5.0	5.0	31 December 2021 二零二一年 十二月三十一日		
To fund the staff costs and staff related expenses and the development of the technology infrastructure for Existing PRC Changyou Platform	為現有中國暢由平台的員工成本及員工相關開支及開發技術設施提供資金	-	32.0	32.0	31 December 2021 二零二一年 十二月三十一日		
To fund the fixed administrative expenses for Existing PRC Changyou Platform (excluding promotion and marketing expenses and staff costs and staff related expenses)	為現有中國暢由平台的固定行政開支(不包括促銷及營銷開支以及員工成本及員工相關開支)提供資金	-	8.0	8.0	31 December 2021 二零二一年 十二月三十一日		
For the repayment of the unsecured revolving loan from CIH	償還CIH的無抵押循環貸款	-	40.0	40.0	30 June 2022 二零二二年 六月三十日		
As the general working capital of the Group	用作本集團之一般營運資金	24.4	-	24.4	30 June 2022 二零二二年 六月三十日		
Total	總計	124.4	-	124.4			

Save for the aforesaid changes, there is no other change in the use of the net proceeds from the issue of the 2020 Convertible Bonds. The Board considers that such proposed change in use of proceeds will not have any material adverse impact on the operations of the Group and is in the best interests of the Company and its shareholders as a whole.

Issue of Warrants

On 26 March 2018, the Company and CIH, the substantial shareholder of the Company, entered into a warrant subscription agreement, pursuant to which the Company shall issue 298,000,000 warrants (“**Warrants**”) to CIH at a subscription price of HK\$0.01 per Warrant. The Company received the subscription price of HK\$2,980,000. For further details of the transaction, please refer to the announcements of the Company dated 26 March 2018 and 27 June 2018, respectively, and the circular of the Company dated 5 July 2018. The Warrants were issued on 18 September 2018. The net proceeds from the issue of Warrants (after deduction of relevant expenses) of approximately HK\$1,480,000 was fully utilised for the development of the Changyou Platform during the year ended 31 December 2018.

Upon the fulfilment of certain conditions, the Warrants are exercisable in full or in part at any time between the period commencing on the date that is six months after the date of the issue of the Warrants and ending on the earliest of (i) the date on which all Warrants have been exercised in full; and (ii) the date that is the fifth anniversary date of the issue date of such Warrants. None of the Warrants were exercised during the year ended 31 December 2020. However, the Company is of the view that CIH has demonstrated continuous support and motivation to improve the Company’s financial performance. CIH will continue to introduce strategic partners to the Group so as to further enhance the performance.

Share options

On 7 August 2018, the Company granted 72,000,000 share options to Cheng Jerome, the chairman and an executive Director. For further details of the transaction, please refer to the announcement of the Company dated 4 May 2018 and the circular of the Company dated 15 June 2018. No option was exercised during the year ended 31 December 2020.

除上述變動外，發行二零二零年可換股債券所得款項淨額的用途並無其他變動。董事會認為，該建議所得款項用途變動將不會對本集團的營運產生任何重大不利影響，並符合本公司及其股東的整體最佳利益。

發行認股權證

於二零一八年三月二十六日，本公司與本公司主要股東CIH訂立認股權證認購協議，據此，本公司按認購價每份認股權證0.01港元發行298,000,000份認股權證（「**認股權證**」）予CIH。本公司收到認購價2,980,000港元。有關交易的進一步詳情，請參閱本公司日期分別為二零一八年三月二十六日及二零一八年六月二十七日的公佈以及本公司日期為二零一八年七月五日的通函。認股權證於二零一八年九月十八日發行。發行認股權證的所得款項淨額（經扣除相關開支後）約1,480,000港元悉數用作於截至二零一八年十二月三十一日止年度開發暢由平台。

於達成若干條件後，自發行認股權證日期後六個月當日起至截至以下最早者(i)所有認股權證已獲悉數行使當日；及(ii)有關認股權證發行日期滿五週年當日止期間內可隨時行使全數或部分認股權證。於截至二零二零年十二月三十一日止年度，概無行使認股權證。然而，本公司認為CIH已展示為改善本公司財務表現的持續支持和積極性。CIH將繼續為本集團引入策略夥伴，以進一步提升表現。

購股權

於二零一八年八月七日，本公司授出72,000,000份購股權予主席及執行董事Cheng Jerome。有關交易的進一步詳情，請參閱本公司日期為二零一八年五月四日的公佈及本公司日期為二零一八年六月十五日的通函。於截至二零二零年十二月三十一日止年度，概無行使購股權。

Advance to an entity

On 3 January 2019, Fortunet Development Limited (the “**Lender**”), an indirect wholly-owned subsidiary of the Company, entered into a loan agreement (the “**Loan Agreement**”) with Asia Television Holdings Limited (the “**Borrower**”), pursuant to which the Lender conditionally agreed to provide to the Borrower a term loan of HK\$40,000,000 for the general working capital of the Borrower, at an interest rate of 12% per annum for a term of 12 months commencing from the date of the drawdown of the loan by the Borrower (the “**Loan**”). The obligations of the Borrower under the Loan Agreement are secured by a deed of guarantee by a substantial shareholder of the Borrower (the “**Guarantor**”). For further details of the Loan, please refer to the announcement of the Company dated 3 January 2019. The Borrower has fully drawn down the Loan in one single amount on 3 January 2019. Pursuant to the Loan Agreement, the Borrower shall repay the principal amount of the Loan in full together with the interest accrued thereon on 3 January 2020. As at the date of this report, the Borrower repaid HK\$34,500,000, comprising the principal of approximately HK\$31,118,000 and accrued interest of approximately HK\$3,382,000. The Lender is in negotiations with the Borrower and the Guarantor for the repayment of the remaining balance of the Loan.

向一名實體墊款

於二零一九年一月三日，本公司間接全資附屬公司鑫網發展有限公司（「**貸款人**」）與亞洲電視控股有限公司（「**借款人**」）訂立貸款協議（「**貸款協議**」），據此，貸款人有條件同意向借款人提供40,000,000港元之定期貸款，有關定期貸款按年利率12厘計息，期限為借款人提取貸款日期起計12個月，作為借款人的一般營運資金（「**貸款**」）。借款人於貸款協議項下的責任乃由借款人的主要股東（「**擔保人**」）提供的擔保契據作抵押。有關貸款的進一步詳情，請參閱本公司日期為二零一九年一月三日的公佈。借款人於二零一九年一月三日以一次性全部金額方式提取貸款。根據貸款協議，借款人須於二零二零年一月三日悉數償還貸款的本金額及應計利息。於本報告日期，借款人償還34,500,000港元（包括本金約31,118,000港元及應計利息約3,382,000港元）。貸款人及擔保人仍在與借款人就償還貸款餘額進行磋商。

Deemed disposal of equity interest in a subsidiary

2019 Subscriptions

On 31 January 2019, PCL entered into subscription agreements with certain investors (collectively, the “Investors”) in relation to the allotment and issue of shares in PCL (the “2019 Subscriptions”). The aggregate amount of proceeds expected to be raised upon the completion of all the 2019 Subscriptions amounts to RMB300 million, which was intended to be utilised for, among other things, the further development and expansion of the Digital Point Business. The subscription price payable for the 2019 Subscriptions was determined after arm’s length negotiations between PCL and the Investors on the basis of the pre-money valuation of US\$500 million (approximately RMB3,424 million). The 2019 Subscriptions by two out of three Investors were completed in March 2019, and gross proceeds of RMB200 million were received by the Group. The subscription by the remaining one Investor was terminated on 1 December 2019 as the conditions precedent set out in the relevant subscription agreement have not been fully satisfied or waived. Further details in relation to the 2019 Subscriptions have been disclosed in the Company’s announcements dated 31 January 2019, 14 February 2019, 31 May 2019 and 1 December 2019. As at 31 December 2020, the proceeds from the 2019 Subscriptions had been fully utilised, and the actual use thereof was as follows:

視作出售一間附屬公司的股權

二零一九年認購事項

於二零一九年一月三十一日，分海與若干投資者（統稱為「投資者」）訂立關於配發及發行分海股份（「二零一九年認購事項」）的認購協議。於所有二零一九年認購事項完成時預期將籌集的所得款項總額為人民幣300百萬元，擬用於（其中包括）進一步發展及擴展數字積分業務。就二零一九年認購事項應付的認購價乃由分海與投資者經過公平協商釐定，投資前估值為500百萬美元（約為人民幣3,424百萬元）。三名投資者中的兩名已於二零一九年三月完成二零一九年認購事項，本集團獲得的所得款項總額為人民幣200百萬元。由於尚未完全達成或豁免相關認購協議所載的先決條件，餘下一名投資者的認購事項於二零一九年十二月一日終止。有關二零一九年認購事項的詳情披露於本公司日期為二零一九年一月三十一日、二零一九年二月十四日、二零一九年五月三十一日及二零一九年十二月一日之公佈。於二零二零年十二月三十一日，二零一九年認購事項所得款項已悉數獲動用，其實際用途如下：

Usage	用途	Original use of the proceeds from the 2019 Subscriptions as previously disclosed in the annual report of the Company for the year ended 31 December 2018 誠如先前於截至二零一八年十二月三十一日止年度本公司年度報告披露的二零一九年認購事項所得款項的原用途 RMB (million) 人民幣(百萬元)	Revised use of the proceeds from the 2019 Subscriptions due to the termination of the 2019 Subscription by one of the Investors 因一名投資者終止二零一九年認購事項，二零一九年認購事項所得款項的經修訂用途 RMB (million) 人民幣(百萬元)	Actual use of the proceeds from the 2019 Subscriptions 二零一九年認購事項所得款項的實際用途 RMB (million) 人民幣(百萬元)
To fund the fixed expenses (comprising salaries and other administrative expenses) for the recruitment and retention of personnel and management and for the development of Changyou Platform in 2019 and 2020	為於二零一九年及二零二零年招聘及挽留人才及管理層，以及開發暢由平台的固定開支(包括薪金及其他行政開支)提供資金	120	93	93
To fund promotional and marketing activities to attract and maintain customers’ loyalty and their participation and consumption of the products and services provided on the Changyou Platform in 2019 and 2020	為於二零一九年及二零二零年進行的促銷及營銷活動提供資金，以吸引及維持顧客忠誠度，使彼等繼續參與及消費暢由平台所提供的產品及服務	80	10	10
For the repayment of the unsecured term loan facility advanced from the Company by August 2019	於二零一九年八月前償還本公司墊付的無抵押定期貸款融資	88	88	88
To fund the registered capital of any direct or indirect wholly foreign owned enterprise of PCL in 2019 and 2020	為於二零一九年及二零二零年分海任何直接或間接外資企業的註冊資本提供資金	3	-	-
To fund the general working capital of PCL and its subsidiaries in 2019 and 2020	用於為分海及其附屬公司於二零一九年及二零二零年的一般營運資金提供資金	9	9	9
Total	總計	300	200	200

2020 Subscription

On 29 July 2020, PCL entered into a subscription agreement with an investor (“**New Investor**”), pursuant to which, among other things, PCL conditionally agreed to allot and issue, and the New Investor conditionally agreed to subscribe for or shall procure the nominee of the New Investor to subscribe for, not less than 61,078,767 but not more than 73,287,671 shares of PCL at the subscription price of not less than US\$35,670,000 but not more than US\$42,800,000 (the “**2020 Subscription**”). The net proceeds expected to be raised upon the completion of the 2020 Subscription was intended to be utilised for, among other things, the development and expansion of the Digital Point Business and the Existing PRC Changyou Platform. The subscription price payable for the 2020 Subscription was determined after arm’s length negotiations between PCL and the New Investor on the basis of the pre-money valuation of US\$593 million. For further details of the 2020 Subscription, please refer to the announcement of the Company dated 29 July 2020 and the circular of the Company dated 22 September 2020.

As at the date of this report, the 2020 Subscription had yet to be completed and no proceeds from the 2020 Subscription were received. PCL and the New Investor are using all reasonable efforts within their respective capacity to satisfy the conditions precedent of the 2020 Subscription by 30 June 2021 (being the long stop date of the 2020 Subscription).

Assuming the maximum proceeds of US\$42.8 million (equivalent to approximately RMB277 million) are raised from the 2020 Subscription, it is expected that the proceeds will be applied as follows and will be fully utilised by June 2022:

二零二零年認購事項

於二零二零年七月二十九日，分海與一名投資者（「**新投資者**」）訂立認購協議，據此（其中包括），分海有條件同意配發及發行，及新投資者有條件同意認購（或將促使新投資者代名人認購）不少於61,078,767股但不多於73,287,671股分海股份，認購價不少於35,670,000美元但不多於42,800,000美元（「**二零二零年認購事項**」）。預期於二零二零年認購事項完成時將籌集的所得款項淨額擬用於（其中包括）開發及擴展數字積分業務及現有中國暢由平台。就二零二零年認購事項應付的認購價乃由分海與新投資者基於投資前估值593百萬美元並按公平原則磋商後釐定。有關二零二零年認購事項的進一步詳情，請參閱本公司日期為二零二零年七月二十九日的公佈及本公司日期為二零二零年九月二十二日的通函。

於本報告日期，二零二零年認購事項尚未完成，並尚未收到二零二零年認購事項所得款項。分海及新投資者正在各自能力範圍內盡一切合理努力，以於二零二一年六月三十日（即二零二零年認購事項的截止日期）前達成二零二零年認購事項的先決條件。

假設二零二零年認購事項籌集的最高所得款項為42.8百萬美元（相當於約人民幣277百萬元），預期所得款項將按以下用途動用，並將於二零二二年六月前獲悉數動用：

Proposed use of proceeds from the 2020 Subscription as previously disclosed in the circular of the Company dated 22 September 2020
誠如先前於本公司日期為二零二零年九月二十二日的通函披露的二零二零年認購事項所得款項擬定用途
RMB (million)
人民幣(百萬元)

Usage	用途	
To fund fixed expenses (comprising salaries and other administrative expenses) for the recruitment and retention of personnel and management and for the development of the Existing PRC Changyou Platform	為招聘及挽留人才及管理層，以及開發現有中國暢由平台的固定開支（包括薪金及其他行政開支）提供資金	129
To fund promotional and marketing activities to attract and maintain customers’ loyalty and their participation and consumption of the products and services provided on the Existing PRC Changyou Platform	為促銷及營銷活動提供資金，以吸引及維持顧客忠誠度，使彼等參與及消費現有中國暢由平台上提供的產品及服務	138
To fund capital expenditure of the Existing PRC Changyou Platform	為現有中國暢由平台的資本支出提供資金	2
To fund general working capital of PCL and its subsidiaries	為分海及其附屬公司的一般營運資金提供資金	8
		277

Net assets

As at 31 December 2020, net current assets of the Group amounted to approximately RMB136.4 million (as at 31 December 2019: approximately RMB81.4 million). As at 31 December 2020, the current ratio (being total current assets divided by total current liabilities) of the Group was approximately 1.97 (as at 31 December 2019: approximately 1.45).

As at 31 December 2020, total assets of the Group were approximately RMB289.9 million (as at 31 December 2019: approximately RMB271.1 million) and total liabilities were approximately RMB227.7 million (31 December 2019: approximately RMB181.9 million). The debt ratio as at 31 December 2020 (being total liabilities divided by total assets) was 0.79 as compared to 0.67 as at 31 December 2019.

Borrowings

As at 31 December 2020, the Group had total borrowings (which consisted of convertible bonds) of approximately RMB84.2 million (as at 31 December 2019: approximately RMB27.1 million). The gearing ratio as at 31 December 2020 (being total borrowing divided by total equity) was approximately 1.35 (as at 31 December 2019: approximately 0.30).

Trade and other receivables

Trade and other receivables of the Group as at 31 December 2020 were approximately RMB122.2 million (as at 31 December 2019: approximately RMB119.9 million). A detailed breakdown of the factors contributing to the trade and other receivables of the Group is disclosed in note 17 to the financial statements as disclosed in this report.

Inventories

The inventory balance of the Group as at 31 December 2020 was approximately RMB1.4 million (as at 31 December 2019: approximately RMB1.7 million). The Digital Point Business requires minimal inventory level.

Trade and other payables

Trade and other payables of the Group as at 31 December 2020 were approximately RMB133.7 million (as at 31 December 2019: approximately RMB151.8 million). A detailed breakdown of the factors contributing to the trade and other payables of the Group is disclosed in note 19 to the financial statements as disclosed in this report.

資產淨值

於二零二零年十二月三十一日，本集團的流動資產淨值約為人民幣136.4百萬元（於二零一九年十二月三十一日：約人民幣81.4百萬元）。於二零二零年十二月三十一日，本集團的流動比率（即總流動資產除以總流動負債）約為1.97（於二零一九年十二月三十一日：約1.45）。

於二零二零年十二月三十一日，本集團的總資產約為人民幣289.9百萬元（於二零一九年十二月三十一日：約人民幣271.1百萬元），總負債約為人民幣227.7百萬元（於二零一九年十二月三十一日：約人民幣181.9百萬元）。於二零二零年十二月三十一日，負債比率（即總負債除以總資產）為0.79，而於二零一九年十二月三十一日則為0.67。

借款

於二零二零年十二月三十一日，本集團的借款總額（包括可換股債券）約為人民幣84.2百萬元（於二零一九年十二月三十一日：約人民幣27.1百萬元）。於二零二零年十二月三十一日，資產負債比率（即借款總額除以權益總額）約為1.35（於二零一九年十二月三十一日：約0.30）。

貿易及其他應收款項

本集團於二零二零年十二月三十一日的貿易及其他應收款項約為人民幣122.2百萬元（於二零一九年十二月三十一日：約人民幣119.9百萬元）。本集團貿易及其他應收款項產生因素的詳細分類於本報告所披露財務報表附註17中披露。

存貨

本集團於二零二零年十二月三十一日的存貨結餘約為人民幣1.4百萬元（於二零一九年十二月三十一日：約人民幣1.7百萬元）。數字積分業務需要最低存貨水平。

貿易及其他應付款項

本集團於二零二零年十二月三十一日的貿易及其他應付款項約為人民幣133.7百萬元（於二零一九年十二月三十一日：約人民幣151.8百萬元）。本集團貿易及其他應付款項產生因素的詳細分類於本報告所披露財務報表附註19中披露。



Management Discussion and Analysis 管理層討論及分析

Pledged assets

As at 31 December 2020, the Group did not have pledged assets (as at 31 December 2019: Nil).

Contingent liabilities

As at 31 December 2020, the Group had no significant contingent liabilities (as at 31 December 2019: Nil).

Capital commitment

As at 31 December 2020, the Group had no contracted capital commitments which were not provided in the financial statements (as at 31 December 2019: Nil).

Employees and remuneration policy

As at 31 December 2020, the Group had 236 employees (as at 31 December 2019: 238 employees). For the year ended 31 December 2020, total staff costs were approximately RMB79.8 million (2019: approximately RMB101.8 million).

During the year, the Group also provided internal training, external training and correspondence courses for its staff in order to promote self improvement and enhancement of skills relevant to work. The remuneration of the Directors was determined with reference to their position, responsibilities and experience and prevailing market conditions.

已抵押資產

於二零二零年十二月三十一日，本集團並無抵押資產（於二零一九年十二月三十一日：無）。

或然負債

於二零二零年十二月三十一日，本集團並無重大或然負債（於二零一九年十二月三十一日：無）。

資本承擔

於二零二零年十二月三十一日，本集團並無已訂約但未於財務報表作出撥備的資本承擔（於二零一九年十二月三十一日：無）。

僱員及薪酬政策

於二零二零年十二月三十一日，本集團有236名僱員（於二零一九年十二月三十一日：238名僱員）。截至二零二零年十二月三十一日止年度，總員工成本約為人民幣79.8百萬元（二零一九年：約人民幣101.8百萬元）。

於年內，本集團亦為其員工提供內部培訓、外部培訓及函授課程，以提倡自我改進及增強其與工作相關的技能。董事之酬金乃參考其職務、責任、經驗及當前市況而釐定。

PRINCIPAL RISKS AND UNCERTAINTIES

The Group believes that risk management practices are important and uses its best effort to ensure they are sufficient to mitigate risks present in our operations and financial position. The following are the principal risks and uncertainties of our business:

- Our Digital Point Business depends on our ability to maintain our existing relationships and to develop new relationships with business partners, cooperation platforms and suppliers as part of the business ecosystem of the Changyou Platform. As such, the quality and diversity of the goods and services available on the Changyou Platform depend on our relationship with and the performance of such business partners, cooperation platforms and suppliers. The Group has been continually looking for new opportunities to diversify, improve and develop the Changyou Platform, and will continue to expand its connections and networks and to increase our competitiveness in the market;
- Our Digital Point Business is subject to rapid market changes and the potential development of new business models and the entry of new and well-funded competitors. Although the Group has been successful in capturing market opportunities, in order to remain competitive, we need to stay updated of the constantly evolving industry trends and to enhance and improve the responsiveness, functionality and features of our Changyou Platform. In order to attract and retain users and maintain our competitiveness, the Group will continue to invest significant resources in our research and development to improve our existing systems, enhance our technology infrastructure, and establish and enrich our big data and blockchain technologies;
- As the Group is continuously expanding its businesses in China, it is required to comply with the new applicable laws and regulations that are specifically relevant to the Group's business, such as laws and regulations relating to online commerce, interchange on digital points on the online platform and distribution content, data protection, internet information security, intellectual property, etc. There are substantial uncertainties and restrictions with respect to the interpretation and application of such laws and regulations in China. The Company will continue to monitor and identify changes in the relevant laws and regulations, so as to take appropriate actions or measures to ensure the Company is in compliance with such laws and regulations;

主要風險及不明朗因素

本集團相信風險管理工作屬重要並盡力確保有關措施足以減輕本集團業務及財務狀況面對的風險。以下是本集團業務的主要風險及不明朗因素：

- 本集團的數字積分業務依賴我們與業務夥伴、合作平台及供應商維持現有關係及發展新關係作為暢由平台業務生態系統的部分的能力。因此，暢由平台上貨品和服務的質素及種類視乎該等業務夥伴、合作平台及供應商與我們的關係及表現而定。本集團一直找尋新機會開拓、改善和發展暢由平台，並將繼續擴展其業務關係和網絡，增加我們的市場競爭力；
- 本集團的數字積分業務面對市場的迅速變化、新業務模式的潛在發展和新的、資本雄厚的競爭對手加入。雖然本集團過去在捕捉市場機會方面很成功，但為保持競爭力，我們需要站在不斷演變的行業趨勢顧尖端，增強和提升暢由平台的應對能力、功能性和特色。為吸引及留住用戶並保持競爭力，本集團將繼續投放大量資源於研發方面以改良現有系統、強化技術基建，並建立和加強我們的大數據與區塊鏈技術；
- 由於本集團持續擴展在中國的業務，需要遵守與本集團業務相關的新適用法律及法規，例如有關線上商務、於網上平台轉換數字積分和分銷內容、數據保護、互聯網信息安全、知識產權等法律及法規。就如何詮釋和應用該等中國法律及法規存在大量不確定性及限制。本公司將繼續監察及識別相關法律及法規的轉變，採取適當行動或措施以確保本公司遵守相關法律及法規；

Management Discussion and Analysis 管理層討論及分析

- The business of the Group is mainly located in China and most of the transactions are denominated in Renminbi. Most of the assets and liabilities of the Group are computed in Renminbi. As at 31 December 2020, the Group's net foreign currency assets amounted to approximately RMB1.2 million (as at 31 December 2019: approximately RMB64.5 million). During the year ended 31 December 2020, the Group did not utilise any future contracts, currency borrowings and otherwise to hedge against its foreign exchange risk. However, the Group will continue to monitor the risk exposures and will consider to hedge against material currency risk if required.
- The outbreak of the COVID-19 pandemic since the beginning of 2020 has led to an overall decline in the global economy, which in turn contributed to a drop in the level of customer's consumption and spending. Despite the Group's diversification of business segments on the Existing PRC Changyou Platform and plans to develop the New International Changyou Platform, the Group's business operations have inevitably been affected. In light of the operational risks and financial risks associated with the COVID-19 pandemic, the Group has proactively adopted and implemented various strategies and contingency plans in response to the COVID-19 pandemic.
- 本集團的業務主要位於中國，而大部分交易以人民幣計值。本集團的大部分資產和負債均以人民幣計值。於二零二零年十二月三十一日，本集團的外幣資產淨額約為人民幣1.2百萬元（於二零一九年十二月三十一日：約人民幣64.5百萬元）。截至二零二零年十二月三十一日止年度，本集團並無使用任何遠期合約、貨幣借款及以其他方式對沖本集團的外匯風險。然而，本集團會繼續監察所承受的風險，並會考慮於有需要時對沖重大貨幣風險。
- 自二零二零年初起爆發新冠肺炎疫情已導致全球經濟整體下滑，進而導致客戶消費及支出水平下降。儘管本集團對現有中國暢由平台的業務分部進行多元化及計劃發展新國際暢由平台，本集團業務營運不可避免地受到影響。鑒於與新冠肺炎疫情有關的營運風險及財務風險，本集團已積極採納及實施多項策略及應急計劃以應對新冠肺炎疫情。

An analysis of the Group's financial risk management (including credit risk, liquidity risk, interest rate and currency risks) are provided in note 26 to the financial statements as disclosed in this report.

The audit committee of the Company ("Audit Committee") has been established and is responsible for, among other things, reviewing the adequacy and effectiveness of the systems of risk management and internal control of the Group and reviewing and monitoring the Group's policies and practices on compliance with all legal and regulatory requirements (where applicable). For further details, please refer to the section headed "Internal Control and Risk Management" on page 59 of this report.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save for the deemed disposal of equity interest in PCL by the Company as disclosed on page 21 of this report, there were no significant investments held nor material acquisitions or disposals of subsidiaries during the year ended 31 December 2020 and there was no plan authorised by the Board for other material investments or additions of capital assets as at the date of this report.

本集團財務風險（包括信貸風險、流動資金風險、利率風險及貨幣風險）管理的分析載於本報告披露的財務報表附註26。

本公司審核委員會（「審核委員會」）已告成立，其負責（其中包括）審閱本集團風險管理及內部監控系統是否足夠和有效以及審閱和監察本集團的政策及慣例有否遵守所有法律及監管規定（倘適用）。有關進一步詳情，請參閱本報告第59頁「內部監控及風險管理」一節。

持有的重大投資、附屬公司的重大收購及出售，以及未來作重大投資或購入資本資產的計劃

除本公司視作出售分海股權（如本報告第21頁所披露）外，本集團於截至二零二零年十二月三十一日止年度並未持有任何重大投資，亦未進行有關附屬公司的任何重大收購或出售。於本報告日期，本集團亦無任何經獲董事會批准作其他重大投資或購入資本資產的計劃。

PLEDGE OF SHARES BY CONTROLLING SHAREHOLDER

CIH pledged its 154,691,176 ordinary shares in the Company (the “**Charged Shares**”) in favour of Chance Talent to secure the obligations of the Company under the 2017 Convertible Bonds. The Charged Shares represent approximately 8.54% of the issued share capital of the Company as at the date of this report. The 2017 Convertible Bonds were fully redeemed in June 2020, and the pledge over the Charged Shares was accordingly released.

DIVIDEND

The Board does not recommend payment of any final dividend for the year ended 31 December 2020 (2019: Nil).

PROSPECTS

Changyou is a cross-channel e-commerce and marketing platform that supports the full-channel operation of large institutions such as operators, UnionPay, banks and insurance companies with its supply chain products’ operational capabilities. Based on the needs of our customers, Changyou develops cross-channel supply chain products for different user scenarios, in order to provide support and help channel partners to achieve their digital point conversion. Meanwhile, Changyou also expedites the exploration of KA merchants and O2O merchants on the supply side with further target group focus, thus achieving sales of principal products to large institutions.

In 2021, the Group will focus on main site operation under the strategic model of “One Body and Two Wings”. “One Body” refers to operation of the main site mobile application and public account, with an aim to build a high-quality supply chain and provide operational solutions to its business partners. “Two Wings” refers to the cooperation and channel development of our business partners such as China Mobile, UnionPay, banks and insurance companies, as well as the retail platforms for KA merchants and chain O2O merchants.

Product Commercialisation

Based on the digital point assets accessed through Changyou Platform and the sales and marketing resources from UnionPay and banks, a joint marketing platform has been established covering merchants such as carparks, entertainment vendors and food retailers. The platform encourages merchants’ transactions through digital point exchange and payment discount campaigns. Through the scenario-based merchant products and commercialised design for standard products introduced on the marketing platform, the joint marketing platform will cover service from clothing, food, housing and transportation industry supported by the sales in bank, insurance companies and card issuers.

控股股東抵押股份

CIH 抵押其 154,691,176 股本公司普通股(「已抵押股份」)，受益人為 Chance Talent，以擔保本公司於二零一七年可換股債券下的責任。於本報告日期，已抵押股份佔本公司已發行股本約 8.54%。本公司已於二零二零年六月全數贖回二零一七年可換股債券，其後已解除對已抵押股份的抵押。

股息

董事會並不建議就截至二零二零年十二月三十一日止年度派發任何末期股息(二零一九年：零)。

前景

暢由是跨渠道的電商及營銷賦能平台，透過供應鏈產品運營能力的輸出，支撐運營商、銀聯、銀行、保險等大型機構全渠道的運營；根據客戶端用戶的需求，設計場景化的、跨渠道的供應鏈產品，並支撐和幫助渠道合作方能夠實現目標轉化率的達成。同時，加強供給KA商家及O2O商戶的拓展，進一步圍繞主題人群，實現大型機構主營產品的銷售。

二零二一年，本集團將圍繞主站運營，繼續堅持「一體兩翼」的戰略佈局。「一體」指主站手機應用程式及公眾號的運營，打造優質供應鏈，並支撐各合作渠道的運營解決方案；「兩翼」指中國移動、銀聯、銀行、保險公司等業務夥伴合作及渠道開發，以及KA商家、O2O連鎖商戶的商戶場景。

商業化產品

基於暢由平台接入的數字積分資產和銀聯、銀行的銷售及營銷資源，打造了聯合營銷平台，為停車場、生活娛樂、零售生鮮等商戶，提供導流。通過積分兌換和支付優惠活動促進商家的交易活躍。透過場景商戶產品，引入營銷平台、覆蓋衣食住行等服務的聯合營銷平台，設計商業化的標準產品，面向銀行、保險公司、卡組織銷售。

Merchant and Scenario Segments

Key Account Merchants

The key account merchant follow-up team will continue to connect with key account merchants such as large-scale catering, retail and travel merchants, providing them with support of payment resources from UnionPay and banks, and collaborating with the principal businesses of UnionPay, banks and China Mobile in order to achieve profits. Partnering with China Eastern Airlines may put the advantages of Changyou marketing alliance to full use. Changyou generates profit through provision of agency services for air tickets and the principal business of China Eastern Airlines, and at the same time introduces our payment products and other membership rights products to China Eastern Airlines. It also establishes direct and tailor-made cooperative arrangements with top brands in related industries, and expands its brand influence through the S2B2C model, thereby continuously enhancing the loyalty and engagement of Changyou point users. With payment discounts and consumption with points as the core means, this segment of Changyou will promote joint operations between brands and integrate the resources of partnering merchants to create a convenient and smooth online point payment experience covering travel, games, entertainment and e-commerce.

O2O Business

In 2021, the O2O business department will develop in 4 aspects from expansion and connection of alliances channels and respective supply chains, further promotion of membership-sharing amongst merchants, import of and increase in the number of membership, and enhancement of user activity and new members engagement. With the establishment of core merchant and channel standards, as well as the pursuit of channels to secure target merchants, operation partnerships and products import will be secured, thus achieving the coverage of more merchants and industries. Meanwhile, a multi-merchant, multi-channel ecosystem will be formed to establish an O2O supply chain resources for the products and services from merchants and channels. When combined Changyou core products with the O2O supply chain resources and other Changyou products, the channel traffic and product supply can be facilitated. Through the in-depth cooperation under the target scenario, members are connected via transactions and accumulation of benefits, thus forming more private traffic communities.

商家、場景板塊

重點商家

KA商家對接團隊將繼續對接KA商家(如大型餐飲、零售、出行商戶)，將銀聯、銀行等支付資源向商家賦能，並與銀聯、銀行、中國移動的主營業務聯動，實現業務盈利；對口東方航空，充分發揮暢由營銷聯盟優勢，通過代理東方航空機票及主營業務產品，配合向東方航空導入支付產品及其他會員權利產品，實現業務盈利；與相關行業的龍頭品牌建立直接、深度定制的權益合作，以S2B2C的模式擴大暢由的品牌影響力，不斷提升暢由積分用戶的忠誠與活躍度。部門將積極發展品牌聯營，以支付優惠、積分消費為核心，整合合夥商戶資源，打造便捷順暢的線上積分支付體驗，覆蓋出行、遊戲、娛樂和電商四大領域。

O2O業務

O2O業務部門在二零二一年將從四個方面出發，積極拓展和緊密聯繫渠道及供應鏈，進一步促成各商家的會員聯合共享，完成會員導入和增量，促進商家的會員活躍和拉新。將建立核心商家及渠道標準，尋找拓展目標商家渠道，形成產品導入及運營合作關係，達到商家及行業覆蓋數；同時，將進行多商家及渠道生態建設，將商家及渠道產品或服務形成O2O供應庫，並將暢由核心產品、O2O供應庫及暢由其他產品組合，匹配渠道的流量運營及產品供應形成促進轉化。在與目的場景深度合作中，通過交易滲透及權益吸引，將會員導入共享，形成私域流量。

Customer Business Segment

Card Issuers

The Group will strengthen its full-scale cooperation with China UnionPay and other card issuers on financial services, public consumption, payment acceptance, user promotion, active card users, event operations, e-commerce and supply chains. The Group will leverage the marketing and operational advantages of the Changyou Platform with China Mobile, and provide China UnionPay with the operational and promotional services of the Mobile QuickPass mobile application to attract new customers. Based on the cross-marketing model, benefits will be given as a gift to retain and incentivise customers, facilitating active transactions using UnionPay Mobile QuickPass. In cooperation with China Mobile, the Mobile QuickPass discount campaign will be launched to provide China Mobile users with full or immediate discounts on their consumption in order to increase the proportion of credit card payment and user activity.

Banks

The Group will strive to cooperate with more banks in 2021. It will also deepen and expand the scope of existing cooperative arrangements, maintain its online banking business, and continue to expand its business scale and profits. Based on diverse scenarios, commercialised products will be categorised to meet the needs of multi-level bank users. Car owner products, communication service products, and retail service products will be the main attraction for this year.

Core Private Domain: E-Commerce Point Platform for Diverse Industries

In 2021, the Group will convert users from other digital point platform to our Changyou's users through the joint sales and marketing platform. With the expansion of user digital point sources, the establishment of Changyou digital point redemption chains, and the formation of quality supply chains, the concept of digital point value and digital point redemption will be introduced to users.

With the establishment of Changyou marketing channel alliance, domestic marketing resources are leveraged to bring new users to Changyou based on the channel resources model. Main products of various large-scale institutions will be categorised to form a scenario-based portfolio based on the core supply chain of Changyou for promotion and operation throughout China.

With the Changyou merchant marketing platform, supply chain platform, as well as productisation capabilities brought by digital points malls well in place, Changyou can support external merchants, and form a business ecosystem of digital point alliance. As a result, the merchant resources of the joint marketing platform will be greatly strengthened.

客戶業務板塊

發卡組織

本集團將加強與中國銀聯等卡組織在金融民生、普惠消費、支付受理、用戶推廣、用卡活躍、活動運營、電商及供應鏈方面的全面合作開展，發揮暢由平台在中國移動的營銷和運營優勢，為中國銀聯提供雲閃付手機應用程式拉新獲客的運營推廣工作，通過這種交叉營銷模式，給予客戶贈送權益，提升客戶的留存和活躍度，並推動銀聯雲閃付用戶的交易活躍，聯合中國移動開展雲閃付支付優惠活動，為中國移動用戶提供滿減、立減消費優惠，提高卡組織支付佔比和用戶活躍度。

銀行

本集團將在二零二一年積極爭取與更多銀行合作；同時，深化已有合作，拓展合作領域，做好線上銀行業務的維護工作，持續擴大業務規模和業務利潤。基於豐富的場景，組合商業化產品，滿足銀行多層次用戶的需求。車主產品、通信服務產品、零售商家服務產品將是今年主打重點。

核心私域：異業積分電商平台

本集團將在二零二一年通過聯合銷售及營銷平台，將其他數字積分平台的用戶轉化為暢由用戶。通過拓寬用戶數字積分源、建立暢由數字積分兌換鏈條、建立優質供應鏈三個維度，實現打造數字積分價值和數字積分兌換的用戶心智。

通過建立暢由營銷渠道聯盟，借國家隊營銷資源，通過渠道資源矩陣給暢由帶來新用戶。通過組合各大型機構的主營產品，通過暢由核心供應鏈形成場景化組合，在全中國推廣運營。

構建暢由商戶營銷平台，供應鏈平台，暢由數字積分商城等產品化能力，賦能給外部商戶，形成數字積分聯盟商業生態，反向強化聯合營銷平台的商戶資源。

IMPACT OF THE COVID-19 PANDEMIC AND THE GROUP'S MEASURES

Since the beginning of 2020, the impact of the COVID-19 pandemic on the global economy has been far-reaching and has led to disruptions to many businesses across various industries. During the year 2020, our business operations experienced short-term disruptions at the early stage of the COVID-19 outbreak, due to measures imposed by the Chinese government to respond to the pandemic, including among other things, the nationwide lockdowns imposed by the Chinese government, as well as the mandatory suspension of business operations in China, where our businesses are principally based.

However, owing to the effective control of the COVID-19 outbreak in China at a rather early stage, the impact of the COVID-19 pandemic on the Group has been minimal, which is evidenced by the year-on-year increase in the Group's revenue (by approximately 31.7%) for the year ended 31 December 2020.

As at 31 December 2020, the cash and cash equivalents the Group amounted to approximately RMB152.3 million, which saw a year-on-year increase by approximately 10.5%. Furthermore, as at 31 December 2020, the current ratio (being total current assets divided by total current liabilities) of the Group is approximately 1.97. As a result, despite the economic downturn caused by the COVID-19 pandemic, the Group was able to maintain sufficient liquidity position at the end of the year 2020, and had focused our resources to fund our operations and fulfil our financial obligations in relation to the Existing PRC Changyou Business. That being said, although we are able to continue to develop and maintain the Existing PRC Changyou Platform, the development of the New International Changyou Platform is expected to be delayed as the Group will need to further assess the uncertainties of the impact of COVID-19 on the development progress and the business operations of investors and business partners, and the prospects of consumer spending in relation to the New International Changyou Platform.

新冠肺炎疫情的影響及本集團採取的措施

自二零二零年初以來，新冠肺炎對全球經濟產生的影響深遠，並導致各行業眾多業務中斷。於二零二零年，我們的業務營運於新冠肺炎爆發初期階段遭受短期中斷，由於中國政府採取應對疫情的措施，包括(其中包括)中國政府實施的全國性封鎖，以及強制暫停我們業務主要所在的中國的業務營運。

然而，由於中國在較早階段對新冠肺炎爆發進行有效控制，新冠肺炎疫情對本集團的影響甚微，本集團於截至二零二零年十二月三十一日止年度的收入同比增長(約31.7%)即可證明。

於二零二零年十二月三十一日，本集團現金及現金等值項目約為人民幣152.3百萬元，同比增長約10.5%。此外，於二零二零年十二月三十一日，本集團的流動比率(即總流動資產除以總流動負債)約為1.97。因此，儘管新冠肺炎疫情導致經濟衰退，本集團於二零二零年底能夠維持充足流動資金，並集中資源為營運提供資金及履行對與現有中國暢由業務有關的財務責任。儘管如此，雖然我們能夠繼續發展及維持現有中國暢由平台，由於本集團需要進一步評估新冠肺炎對投資者及業務夥伴的發展進度及業務營運的影響的不確定性，以及有關新國際暢由平台的消費者的消費前景，新國際暢由平台的發展預期將會延遲。

Directors and Senior Management

董事及高級管理層

The biographical details of the directors of the Company (the “**Directors**”) and senior management of the Company during the year under review, and as at the date of this report, are set out below:

EXECUTIVE DIRECTORS

Mr. Cheng Jerome, aged 68, was appointed as the chairman and the executive Director on 25 March 2015. He is a member and the chairman of the nomination committee of the Company (“**Nomination Committee**”), and a member of the remuneration committee of the Company (“**Remuneration Committee**”). He joined Beijing Century Fortunet Technology Co., Ltd (北京世紀鑫網科技有限公司) (“**OPCo**”), a subsidiary of the Company since 25 March 2015, in December 2014 and previously served as the chief information officer of OPCo till December 2015. Mr. Cheng graduated from University Paris 7 with a DEA (D’Etudes approfondies) French degree in information technology in 1986. He has working experience of over 24 years in the IT industry, serving the AXA Group and Oracle Corporation, both of which are among the Top 500 worldwide fortune companies. From 1986 to 1994, Mr. Cheng served the AXA Group successively as network engineer and architect, head of network architecture team and head of information technology system performance.

From 1998 to 2008, Mr. Cheng worked for BEA Systems, Inc., a company specialized in enterprise infrastructure software products which was acquired by Oracle Corporation in 2008, as principal consulting engineer in BEA France, as managing consulting engineer in BEA France, as pre-sales consulting manager in BEA APAC region and as senior manager of BEA Technology Centre in Beijing, China.

In June 2008, Mr. Cheng joined Oracle Systems Hong Kong Limited as the senior manager of soft development and served as Principal Solution Architect of Oracle Fusion Middleware world wide architecture team from May 2010 to December 2014.

Mr. Yuan Weitao, aged 55, was appointed as the executive Director on 25 March 2015. He joined OPCo in September 2014 and currently serves as a director and executive vice president of OPCo, and a director of Century East Network Limited (“**CEN**”). CEN is a non-wholly owned subsidiary of CIH, being a substantial shareholder of the Company. On 18 February 2021, Mr. Yuan re-appointed as a director of CIH. Mr. Yuan graduated from Tsinghua University with a bachelor’s degree in engineering in 1989 and a master’s degree in engineering in 1992. He has working experience of over 20 years in international trade, telecommunications and media industries. Mr. Yuan joined China National Electronics Import & Export Company (中國電子進出口總公司), administered by the Ministry of Mechanical Electronic Devices of the People’s Republic of China, after his graduation and worked in its overseas subsidiary as a marketing manager in 1994. Mr. Yuan joined CIH as vice president in 1999 and was responsible for project development and external cooperation of CIH. Mr. Yuan was a director of CIH from March 2003 to July 2019.

於回顧年度及於本報告日期，本公司董事（「**董事**」）及高級管理層的履歷詳情載列如下：

執行董事

Cheng Jerome先生，68歲，於二零一五年三月二十五日獲委任為主席兼執行董事。彼為本公司提名委員會（「**提名委員會**」）成員及主席，及本公司薪酬委員會（「**薪酬委員會**」）成員。彼於二零一四年十二月加入北京世紀鑫網科技有限公司（「**OPCo**」），自二零一五年三月二十五日起為本公司之附屬公司）及曾任OPCo 首席信息官至二零一五年十二月為止。Cheng 先生於一九八六年畢業於巴黎第七大學，獲授信息技術碩士學位。彼於信息技術行業擁有逾24年工作經驗，曾任職於安盛集團及甲骨文股份有限公司（均為財富世界500強公司）。於一九八六年至一九九四年，Cheng 先生任職於安盛集團，先後擔任網絡工程師及架構師、網絡架構團隊主管及信息技術系統表現主管。

於一九九八年至二零零八年，Cheng 先生任職於BEA Systems, Inc.（該公司專門從事企業基建軟件產品，於二零零八年被甲骨文股份有限公司收購），擔任BEA法國主要顧問工程師、BEA法國管理顧問工程師、BEA亞太地區售前顧問經理及中國北京BEA技術中心高級經理。

於二零零八年六月，Cheng 先生加入甲骨文香港有限公司，擔任軟件開發高級經理，及於二零一零年五月至二零一四年十二月擔任Oracle Fusion Middleware 全球架構團隊的主要解決方案架構師。

袁偉濤先生，55歲，於二零一五年三月二十五日獲委任為執行董事。彼於二零一四年九月加入OPCo及現任OPCo董事及執行副總裁，並為Century East Network Limited（「**CEN**」）的董事。CEN是CIH（本公司主要股東）的非全資附屬公司。於二零一二年二月十八日，袁先生再次獲委任為CIH的董事。袁先生畢業於清華大學，於一九八九年獲工程學學士學位及於一九九二年獲工程學碩士學位。彼於國際貿易、通信及媒體行業擁有逾20年工作經驗。畢業後，袁先生加入由中華人民共和國機械電子設備部主管的中國電子進出口總公司，並於一九九四年於其海外附屬公司擔任營銷經理。袁先生於一九九九年加入CIH，擔任副總裁並負責CIH項目開發及外部合作。袁先生於二零零三年三月至二零一零年七月擔任CIH的董事。



Directors and Senior Management 董事及高級管理層

Mr. Yuan has been the general manager of Beijing United Online Technology Co. Ltd (北京聯合在綫科技有限公司), a subsidiary of China Mobile Communications Corporation (中國移動通信集團公司) in 2000; a vice-president and the representative of the China office of CMBSat which was a subsidiary of Echostar, one of the US leading satellite television operators, in 2006; and a vice general manager of CSMM, a subsidiary of China Telecommunications Corporation (中國電信集團公司), from 2010 to August 2014.

NON-EXECUTIVE DIRECTOR

Mrs. Guo Yan, aged 48, was appointed as the non-executive Director on 25 March 2015. She has working experience of over 17 years in the IT industry. She has experience in the management of IT sales and operation of over 15 years. She has led numerous information/communications technology projects and has extensive experience particularly in the new mobile internet business model. Mrs. Guo graduated in testing technology and instruments (檢測技術與儀器) from Xi'dian University in 1994 and obtained a postgraduate diploma in astronomical instruments and methods (天文儀器與方法) from the Chinese Academy of Science in 1997. From 1997 to 2014, Mrs. Guo worked for Huawei Technologies Co., Ltd (華為技術有限公司) as a senior client manager of eastern China region, a director of mobile system division of China region, and a director of the IT purchasing division of the China region. Mrs. Guo also participated in the market development of China Mobile Communications Corporation (中國移動通信集團公司) in Shanghai as a team leader and acted as a project manager in the project of the IT centralized purchasing bid of China United Network Communications Corporations Limited (中國聯合通信有限公司).

袁先生於二零零零年擔任中國移動通信集團公司附屬公司北京聯合在綫科技有限公司總經理；於二零零六年擔任美國領先衛星電視運營商Echostar附屬公司CMBSat中國辦事處副總裁及代表；以及於二零一零年至二零一四年八月擔任中國電信集團公司附屬公司CSMM副總經理。

非執行董事

郭燕女士，48歲，於二零一五年三月二十五日獲委任為非執行董事。彼於IT行業擁有逾17年工作經驗。彼於管理IT銷售及經營方面擁有逾15年經驗。彼曾主導若干信息／通信技術項目，尤其對新移動網絡業務模式擁有豐富經驗。郭女士於一九九四年畢業於西安電子科技大學檢測技術與儀器專業並於一九九七年自中國科學院獲得天文儀器與方法研究生文憑。自一九九七年至二零一四年，郭女士就職華為技術有限公司，歷任華東地區高級客戶經理、中國地區移動系統部主任、及中國地區IT採購部主任。郭女士亦以小組領導的身份參與中國移動通信集團公司上海的市場開發及於中國聯合通信有限公司IT集中採購投標項目擔任項目經理。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wong Chi Keung, aged 66, was appointed as the independent non-executive Director on 25 March 2015. He is a member and the chairman of the Audit Committee, and a member of the Nomination Committee and Remuneration Committee. Mr. Wong obtained a master's degree in business administration from the University of Adelaide in Australia. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and CPA Australia and an associate member of the Institute of Chartered Secretaries and Administrators and the Chartered Institute of Management Accountants. Mr. Wong is also a responsible officer for asset management and advising on securities for CASDAQ International Capital Market (HK) Company Limited under the SFO. Mr. Wong has over 40 years of experience in finance, accounting and management. Mr. Wong was previously an executive director, the deputy general manager, group financial controller and company secretary of Guangzhou Investment Company Limited (now known as Yuexiu Property Company Limited), a company listed on the Main Board of the Stock Exchange (stock code: 123) for over ten years. He is also an independent non-executive director and a member of the audit committee of Asia Orient Holdings Limited (stock code: 214), Asia Standard Hotel Group Limited (stock code: 292), Asia Standard International Group Limited (stock code: 129), Guoan International Limited (stock code: 143), Century City International Holdings Limited (stock code: 355), China Ting Group Holdings Limited (stock code: 3398), Golden Eagle Retail Group Limited (stock code: 3308), Paliburg Holdings Limited (stock code: 617), Regal Hotels International Holdings Limited (stock code: 78), Yuan Heng Gas Holdings Limited (stock code: 332) and Zhuguang Holdings Group Company Limited (stock code: 1176), all of which are companies listed on the Stock Exchange. Mr. Wong is also an independent non-executive director of TPV Technology Limited (stock code: 903, and subsequently privatised on 15 November 2019). Mr. Wong was also previously an independent non-executive director of PacMos Technologies Holdings Limited (now known as PacRay International Holdings Limited) (stock code: 1010), ENM Holdings Limited (stock code: 128), Heng Xin China Holdings Limited (stock code: 8046, and subsequently delisted on 2 July 2019) and China Shanshui Cement Group Limited (stock code: 691). He was also an independent non-executive director and a member of the audit committee of Nickel Resources International Holdings Company Limited (formerly known as China Nickel Resources Holdings Company Limited) (stock code: 2889) ("NRI Holdings") until 14 February 2020, being the date of delisting of NRI Holdings.

獨立非執行董事

黃之強先生，66歲，於二零一五年三月二十五日獲委任為獨立非執行董事。彼為審核委員會成員及主席，以及提名委員會及薪酬委員會成員。黃先生自澳洲阿德雷德大學取得工商管理碩士學位。彼為香港會計師公會、英國特許公認會計師公會及澳洲會計師公會資深會員、英國特許秘書及行政人員學會及英國特許管理會計師公會會員。黃先生亦為證券及期貨條例下之註冊負責人員，為卡斯達克國際資本市場(香港)有限公司提供資產管理，就證券提供意見。黃先生於財務、會計及管理方面積逾四十年之經驗。黃先生以往曾擔任越秀投資有限公司(現稱越秀地產股份有限公司，於聯交所主板上市的公司，股份代號：123)執行董事、副總經理、集團財務總監及公司秘書超過十年。彼亦為滙漢控股有限公司(股份代號：214)、泛海酒店集團有限公司(股份代號：292)、泛海國際集團有限公司(股份代號：129)、國安國際有限公司(股份代號：143)、世紀城市國際控股有限公司(股份代號：355)、華鼎集團控股有限公司(股份代號：3398)、金鷹商貿集團有限公司(股份代號：3308)、百利保控股有限公司(股份代號：617)、富豪酒店國際控股有限公司(股份代號：78)、元亨燃氣控股有限公司(股份代號：332)及珠光控股集團有限公司(股份代號：1176)的獨立非執行董事及審核委員會成員，該等公司均為聯交所上市公司。黃先生亦為冠捷科技有限公司的獨立非執行董事(股份代號：903，並隨後於二零一九年十一月十五日私有化)。黃先生以往亦曾任弘茂科技控股有限公司(現稱為太睿國際控股有限公司)(股份代號：1010)、安寧控股有限公司(股份代號：128)、恒芯中國控股有限公司(股份代號：8046，並隨後於二零一九年七月二日除牌)及中國山水水泥集團有限公司(股份代號：691)的獨立非執行董事。彼亦為鎳資源國際控股有限公司(前稱中國鎳資源控股有限公司)(股份代號：2889) (「鎳資源控股」)的獨立非執行董事及審核委員會成員，直至二零二零年二月十四日(即鎳資源控股除牌日期)。

Directors and Senior Management 董事及高級管理層

Mr. Chan Chi Keung, Alan, aged 57, was appointed as the independent non-executive Director on 25 March 2015. He is a member of the Audit Committee and the Nomination Committee. Mr. Chan is a qualified solicitor admitted in England and Wales in October 1991 and in Hong Kong in February 1992. Mr. Chan practiced corporate and commercial law for nearly three decades. He is an independent non-executive director and a member of each of the audit committee, the remuneration committee and the nomination committee of Cornerstone Financial Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8112). He was an independent non-executive director, chairman of the remuneration committee and a member of each of the audit committee and nomination committee of L&A International Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8195) from 25 September 2014 to 19 October 2015 and was also an independent non-executive director, the chairman of the remuneration committee and a member of the audit committee of BOSA Technology Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8140) from 19 June 2018 to 29 February 2020. Previously, Mr. Chan was the senior general counsel of Imperial Pacific International Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 1076), which owns an exclusive casino gaming license in Saipan, Commonwealth of Northern Mariana Islands; and prior to that, the Vice President, Legal of NagaCorp Limited, a company listed on the Main Board of the Stock Exchange (stock code: 3918), head of legal services of The Hong Kong Jockey Club, the Greater China Legal Counsel for Sun Microsystems and the vice president of Legal Affairs at Celestial Pictures Limited, a subsidiary of Astro All Asia Networks Plc., a Malaysian company. Mr. Chan obtained a bachelor of science degree in civil engineering from the Aston University of Birmingham, England and a bachelor of laws degree in China Law from the China University of Political Science and Law in Beijing, the People's Republic of China. Mr. Chan is a registered civil celebrant in Hong Kong and served as a board director (and former chairman) of Theatre Space Foundation Limited, a theatrical drama performance charitable institution. He is a council member of the China Overseas Friendship Association, Beijing, China (中華海外聯誼會理事).

Mr. Liu Jialin, aged 58, was appointed as the independent non-executive Director on 1 April 2017. He is a member and the chairman of the Remuneration Committee, and a member of the Audit Committee. Mr. Liu also serves as the independent non-executive director of Far East Horizon Limited (stock code: 3360) and was previously the independent non-executive director of China Merchants Securities Co., Ltd (stock code: 6099). Mr. Liu has been the managing director of Cinda International Asset Management Limited since February 2011. From 1992 to 2007, Mr. Liu worked for Morgan Stanley group of companies and once served as a member of the Management Committee and Asia Executive Committee as well as a Managing Director in the Fixed Income Division in Hong Kong. Mr. Liu has over 20 years of experience in finance and securities industry. Mr. Liu obtained a bachelor's degree in science majoring in physics from Peking University and a master's degree in science majoring in physics from Massachusetts Institute of Technology.

陳志強先生，57歲，於二零一五年三月二十五日獲委任為獨立非執行董事。彼為審核委員會及提名委員會成員。陳先生於一九九一年十月取得英國及威爾斯的事務律師資格及於一九九二年二月取得香港的事務律師資格。陳先生已從事公司法及商業法的執業接近三十年。彼為基石金融控股有限公司（於聯交所GEM上市的公司，股份代號：8112）獨立非執行董事及審核委員會、薪酬委員會及提名委員會成員。彼於二零一四年九月二十五日至二零一五年十月十九日期間擔任樂亞國際控股有限公司（於聯交所GEM上市的公司，股份代號：8195）獨立非執行董事、薪酬委員會主席以及審核委員會及提名委員會成員，彼亦於二零一八年六月十九日至二零二零年二月二十九日期間擔任人和科技控股有限公司（於聯交所GEM上市的公司，股份代號：8140）獨立非執行董事、薪酬委員會主席及審核委員會成員。陳先生曾擔任博華太平洋國際控股有限公司（於聯交所主板上市的公司，股份代號：1076）的高級總法律顧問，擁有北馬里亞納塞班的獨家娛樂牌照；在此之前，彼曾擔任金界控股有限公司（於聯交所主板上市的公司，股份代號：3918）的法律副總裁、香港賽馬會的法律事務主管、Sun Microsystems的大中華法律顧問以及天映娛樂有限公司（馬來西亞公司Astro All Asia Networks Plc.的附屬公司）的法律事務副總裁。陳先生取得英國伯明翰阿斯顿大學（Aston University）頒授的土木工程理學士學位以及中華人民共和國北京中國政法大學頒授的中國法律法學學士學位。陳先生為香港註冊婚姻監禮人、劇場空間基金有限公司（一家戲劇表演慈善機構）董事會董事（及前任主席）以及中華海外聯誼會理事。

劉嘉凌先生，58歲，於二零一七年四月一日獲委任為獨立非執行董事。彼為薪酬委員會成員及主席，以及審核委員會成員。劉先生亦擔任遠東宏信有限公司（股份代號：3360）獨立非執行董事，及曾任招商證券股份有限公司（股份代號：6099）獨立非執行董事。劉先生自二零一一年二月起擔任信達國際資產管理有限公司董事總經理。自一九九二年至二零零七年，劉先生任職於摩根士丹利集團公司，並曾擔任管理委員會及亞洲執行委員會成員和香港固定收入部門董事總經理。劉先生於金融及證券行業擁有逾20年經驗。劉先生持有北京大學物理學專業理學學士學位及麻省理工學院物理學專業理學碩士學位。

MANAGEMENT TEAM

Mr. Yeung Yat Chuen, aged 38, is the chief financial officer of the Company since November 2020. Mr. Yeung obtained a Bachelor Degree in Mathematics from The Hong Kong University of Science and Technology. He has over 15 years' experience in the corporate finance industry. Prior to joining the Group, Mr. Yeung was the chief financial officer of a private Hong Kong company in charge of the pre-IPO group restructuring and fundraising for the period from June 2019 to October 2020. He was the financial controller of Creation Chance Limited, a wholly-owned subsidiary of Shunten International (Holdings) Limited (formerly known as RM Group Holdings Limited) (stock code: 932) from December 2018 to June 2019, mainly in charge of the monitoring the financial and development of the Hong Kong business. For the period from September 2014 to August 2018, he was the chief financial officer of PPS International (Holdings) Limited (stock code: 8201) ("PPS"), who was further appointed as the director of PPS during the period from February 2018 to July 2018, he took charge of the diversification of the group's business and establishment of the PRC branch. Mr. Yeung was the independent non-executive director, the chairman of the remuneration committee and a member of the audit committee of North Mining Shares Company Limited (stock code: 433) for the period from July 2019 to June 2020.

Mr. Chan Chi Keung, Billy, aged 47, is the financial controller, company secretary, and one of the authorised representatives of the Company since June 2015. He graduated from Hong Kong Baptist University with an Honours Degree with major in Accounting. He is a fellow member of the Association of Chartered Certified Accountants. He is an independent non-executive director, the chairman of the audit committee and a member of each of the nomination committee and the remuneration committee of Boill Healthcare Holdings Limited (stock code: 1246). Mr. Chan has over 20 years' experience in auditing, accounting and financial management. He had worked in South China Media Group for 15 years from December 1999 to May 2015 and his latest position was the deputy financial controller. He had worked in South China Land Limited (formerly named as Capital Publications Limited, stock code: 8155) from January 2004 to June 2008 as the qualified accountant and company secretary.

管理層團隊

楊日泉先生，三十八歲，自二零二零年十一月起為本公司首席財務官。楊先生持有香港科技大學數學學士學位。彼於企業融資行業擁有逾十五年經驗。加入本集團前，楊先生於二零一九年六月至二零二零年十月期間，擔任一家香港私人企業首席財務官協助上市前集團重組及融資。於二零一八年十二月至二零一九年六月期間，楊先生擔任Creation Chance Limited(順騰國際(控股)有限公司(前稱御藥堂集團控股有限公司)，股份代號：932)的全資附屬公司之財務總監，主要負責監督財務及香港業務之發展。彼於二零一四年九月至二零一八年八月擔任寶聯控股有限公司(股份代號：8201) (「寶聯控股」)之首席財務官及於二零一八年二月至二零一八年七月委任為寶聯控股之董事，主要負責集團之業務多元化及設立國內分公司。自二零一九年七月至二零二零年六月，楊先生為北方礦業股份有限公司(股份代號：433)之獨立非執行董事、薪酬委員會主席及審核委員會之成員。

陳志強先生，47歲，自二零一五年六月起為本公司之財務總監、公司秘書及授權代表之一。彼畢業於香港浸會大學，獲會計榮譽學位。彼為特許公認會計師公會資深會員。彼為保集健康控股有限公司(股份代號：1246)的獨立非執行董事、審核委員會主席，以及提名委員會及薪酬委員會成員。陳先生於審核、會計及財務管理擁有逾20年經驗。自一九九九年十二月至二零一五年五月，彼於南華傳媒集團工作15年，而彼離任時職位為財務副總監。自二零零四年一月至二零零八年六月，彼曾於南華置地有限公司(前稱資本出版有限公司，股份代號：8155)擔任合資格會計師及公司秘書。

Directors' Report

董事會報告

The Board is pleased to present the annual report and the audited financial statements of the Group for the year ended 31 December 2020.

GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 21 May 2008 under The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (“**Companies Law**”) with limited liability. The shares of the Company (the “**Shares**”) were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 24 September 2010.

During the financial year ended 31 December 2016, the Group formed a series of joint ventures with the respective subsidiaries of CCB International, UnionPay Merchant, China Mobile, Bank of China and China Eastern Airlines, the joint venture companies which now form part of the Group. For further details of the formation of the joint ventures, please refer to the announcements of the Company dated 22 June 2016, 25 July 2016, 30 August 2016, 13 September 2016, 29 November 2016, 7 December 2016 and 30 June 2017, respectively.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of its subsidiaries are set out in note 14 to the financial statements.

BUSINESS REVIEW

A fair review of the business of the Group as well as a discussion and analysis of the Group's performance during the year as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the laws of Hong Kong), including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's business, can be found in the sections headed “Chairman's Statement”, “Management Discussion and Analysis” and “Corporate Governance Report – Internal Control and Risk Management” of this report. These discussions form part of this Directors' report.

RESULTS AND DISTRIBUTION

The results of the Group for the year ended 31 December 2020 are set out in the financial statements on pages 71 to 72. The Board does not recommend the payment of any final dividend for the year ended 31 December 2020.

董事會欣然提呈本集團截至二零二零年十二月三十一日止年度的年報及經審核財務報表。

一般資料

本公司於二零零八年五月二十一日在開曼群島根據開曼群島法例第22章公司法(一九六一年第三號法例，經綜合及修訂)(「**公司法**」)註冊成立為有限公司。本公司股份(「**股份**」)於二零一零年九月二十四日在香港聯合交易所有限公司(「**聯交所**」)主板上市。

截至二零一六年十二月三十一日止財政年度，本集團與建銀國際、銀聯商務、中國移動、中國銀行及東方航空各自的附屬公司組建一系列合營企業，合營企業現組成本集團的一部分。有關組建合營企業的進一步詳情，請參閱本公司日期分別為二零一六年六月二十二日、二零一六年七月二十五日、二零一六年八月三十日、二零一六年九月十三日、二零一六年十一月二十九日、二零一六年十二月七日及二零一七年六月三十日的公佈。

主要業務

本公司的主要業務為投資控股，其附屬公司的主要業務詳情載於財務報表附註14。

業務回顧

按香港法例第622章公司條例附表5規定所作出的年內本集團業務公平回顧及本集團表現的討論及分析(包括本集團所面對主要風險及不明朗因素的討論及本集團業務的未來可能發展的跡象)載於本報告「主席報告」、「管理層討論及分析」及「企業管治報告-內部監控及風險管理」章節。該等討論組成本董事會報告的一部分。

業績及分派

本集團截至二零二零年十二月三十一日止年度的業績載於第71至72頁的財務報表內。董事會並不建議就截至二零二零年十二月三十一日止年度派付任何末期股息。

DIVIDEND POLICY

The Company should maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its shareholder value in recommending or declaring dividend. The declaration of payment and the amount of dividend will be made at the discretion of the Board and will depend on the Group's results of operations, earnings, financial condition, cash requirements and availability, future capital expenditure and development requirements, business conditions and strategies, interests of shareholders, any restrictions on payment of dividends and any other factors that the Board may consider relevant. The Company does not have any pre-determined dividend distribution ratio. The Board will review the dividend policy as appropriate from time to time.

FINANCIAL STATEMENTS

The summary of the results, assets and liabilities of the Group for the year ended 31 December 2020 is set out on pages 71 to 169.

RESERVES AND DISTRIBUTABLE RESERVES

Movements in the reserves of the Group during the year ended 31 December 2020 are set out on page 76 of this report and in note 25 to the financial statements.

Under the Companies Law of the Cayman Islands, the share premium of the Company may be distributable provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business. In accordance with the article 134 of the Articles, dividends may be declared and paid out of the profits of the Company or from any reserve set aside from profits which the Directors determined is no longer needed. As at 31 December 2020, reserve available for distribution to shareholders of the Company amounted to approximately RMB8.4 million.

SHARE CAPITAL

Changes in share capital of the Company for the year ended 31 December 2020 are set out in note 25(c) to the financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles or the laws of the Cayman Islands which would oblige the Company to offer new Shares to existing shareholders on a pro-rata basis.

股息政策

本公司於建議或宣派股息時，應維持充足現金儲備，以滿足其營運資金需求及未來增長以及股東價值。股息的宣派及金額將由董事會酌情決定，並將取決於本集團的經營業績、盈利、財務狀況、現金需求及可得性、未來資本開支及發展需求、業務狀況及策略、股東利益、派息的任何限制及董事會可能認為相關的任何其他因素。本公司並無預定的股息分配比率。董事會將不時按情況檢討股息政策。

財務報表

本集團於截至二零二零年十二月三十一日止年度的業績、資產及負債概要載於第71至169頁。

儲備及可供分派儲備

本集團於截至二零二零年十二月三十一日止年度內之儲備變動載於本報告第76頁及財務報表附註25。

根據開曼群島公司法，本公司股份溢價可予分派，惟緊隨建議分派股息當日後，本公司須有能力償付一般業務過程中的到期債務。根據細則第134條，可能宣派股息及自本公司溢利派付或自董事釐定為不再需要的溢利預留的任何儲備中派付。於二零二零年十二月三十一日，可向本公司股東分派的儲備約為人民幣8.4百萬元。

股本

本公司股本截至二零二零年十二月三十一日止年度之變動載於財務報表附註25(c)。

優先購買權

根據細則或開曼群島法例，並無載列有關本公司須按比例向現有股東提呈發售新股份之優先購買權規定。

SHARE OPTION SCHEME

The share option scheme adopted by the Company on 28 June 2010 have expired on 24 September 2020 (the **"2010 Share Option Scheme"**). All outstanding share options granted but not yet exercised under the 2010 Share Option Scheme will continue to be valid and exercisable in accordance with the rules of the 2010 Share Option Scheme. In relation to any options granted under the 2010 Share Option Scheme, the exercise price is determined by the Directors, and will not be less than the highest of (i) the closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange on the date of offer of an option (**"Offer Date"**); (ii) the average closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the Offer Date; and (iii) the nominal value of the Share. The 2010 Share Option Scheme does not contain any minimum period(s) for which an option must be held before it can be exercised. However, at the time of granting of the options, the Board may specify any such minimum period(s). No options may be exercised more than 10 years from the date of grant.

As at 31 December 2020, 72,000,000 share options granted to Cheng Jerome, the chairman and executive Director, under the 2010 Share Option Scheme remained outstanding.

With a view to allowing the Company to grant share options to eligible participants as incentives or rewards to recognise and acknowledge their contributions to the Group, the Company approved and adopted a new share option scheme at the annual general meeting of the Company held on 3 June 2020 (the **"2020 Share Option Scheme"**). The 2020 Share Option Scheme will be valid and effective for the period commencing on the date of adoption of the 2020 Share Option Scheme (being 3 June 2020) and ending on the 10th anniversary of such adoption date (both dates inclusive), after which no further share options will be offered but the rules of the 2020 Share Option Scheme will in all other respects remain in full force and effect. As at the date of this report, the remaining life of the 2020 Share Option Scheme is approximately 9.25 years.

購股權計劃

本公司於二零一零年六月二十八日採納的購股權計劃已於二零二零年九月二十四日到期(「二零一零年購股權計劃」)。根據二零一零年購股權計劃規則，所有二零一零年購股權計劃項下授出惟尚未行使的購股權將繼續有效及可行使。就根據二零一零年購股權計劃授出的任何購股權而言，行使價由董事釐定，不得低於下列三者計劃中之最高者：(i) 購股權發售日期(「發售日期」)在聯交所每日報價表所列之股份收市價；(ii) 於緊接發售日期前五個營業日在聯交所每日報價表所列之股份平均收市價；及(iii) 股份的面值。二零一零年購股權計劃並無載列購股權可獲行使前須持有的任何最短期限。然而，於授出購股權時，董事會可具體規定任何有關最短期限。概無購股權自授出日期起超過十年可行使。

於二零二零年十二月三十一日，主席兼執行董事 Cheng Jerome 先生獲授的 72,000,000 份購股權根據二零一零年購股權計劃尚未行使。

為允許本公司向合資格參與者授出購股權作為其對本集團作出貢獻的鼓勵或獎賞，本公司於二零二零年六月三日舉行的股東週年大會上批准及採納一項新購股權計劃(「二零二零年購股權計劃」)。由二零二零年購股權計劃採納日期(二零二零年六月三日)起直至該採納日期十週年(包括首尾兩日)，二零二零年購股權計劃將具有十足效力，該期間結束後不會再授出購股權，惟二零二零年購股權計劃規則將於所有其他方面具有十足效力及效用。於本報告日期，二零二零年購股權計劃餘下年期約為 9.25 年。

Under the 2020 Share Option Scheme, the Board may grant share options to the Group's employees, chief executives, officers, directors, substantial shareholders, advisors, consultants, agents, suppliers, customers, distributors and such other persons who, in the sole opinion of the Board, will contribute or have contributed to the Group. For any share options granted to Directors, chief executives or substantial shareholders of the Company or any of their respective associates will be subject to the approval by the independent non-executive Directors (excluding any independent non-executive Director who is the proposed grantee). As at the date of this report, the total number of Shares available for issue under the 2020 Share Option Scheme was 181,095,327 Shares, representing 10% of the aggregate number of Shares in issue as at 3 June 2020 and as at the date of this report. The number of Shares issued and to be issued upon the exercise of share options granted under the 2020 Share Option Scheme and other schemes of the Company to an individual in any 12-month period Offer Date shall not exceed 1% of the aggregate number of Shares in issue Offer Date, without prior approval from the shareholders of the Company. The amount payable by an eligible participant on acceptance of a share option is HK\$1.00, which will be payable within 30 business days after the date of grant.

The exercise price in relation to each share option will be determined by the Board, but in any event must be at least the highest of (i) the closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange on the Offer Date; (ii) the average closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the Offer Date; and (iii) the nominal value of a Share. Unless otherwise determined by the Board, there is no minimum period for which a share option must be held and/or any performance targets which must be achieved before a share option can be exercised. No option may be exercised more than 10 years from the date of grant.

As at 31 December 2020 and as at the date of this report, no option has been granted under the 2020 Share Option Scheme.

As at 31 December 2020, options to subscribe for 72,000,000 Shares granted pursuant to the 2010 Share Option Scheme were outstanding, details of which are set out below and in the note 23 to the financial statements:

Name	Outstanding	Granted during	Lapsed during	Exercised during the	Outstanding
	as at 1 January 2020	the year ended 31 December 2020	the year ended 31 December 2020	year ended 31 December 2020	as at 31 December 2020
姓名	於二零二零年 一月一日 未行使	於截至 二零二零年 十二月三十一日 止年度已授出	於截至 二零二零年 十二月三十一日 止年度失效	於截至 二零二零年 十二月三十一日 止年度獲行使	於二零二零年 十二月三十一日 未行使
Mr. Cheng Jerome	Cheng Jerome先生	72,000,000 (Note 1) (附註1)	-	-	- 72,000,000 (Note 1) (附註1)

Note 1:

This represents the interest in the underlying Shares to be allotted and issued upon the exercise of the options granted on 4 May 2018 under the 2010 Share Option Scheme.

根據二零二零年購股權計劃，董事會可授出購股權予董事會全權認為將會或已對本集團作出貢獻的本集團僱員、最高行政人員、高級職員、董事、主要股東、諮詢師、顧問、代理、供應商、客戶、分銷商、及該等其他人士。任何授予本公司董事、最高行政人員或主要股東或彼等各自聯繫人士的購股權，均須經獨立非執行董事(不包括身為建議承授人的任何獨立非執行董事)批准。於本報告日期，根據二零二零年購股權計劃，可供於發行的股份總數為181,095,327股股份，於二零二零年六月三日及於本報告日期佔已發行股份總數10%。未經本公司股東事先批准，於任何12個月期間發售日期內，因行使根據二零二零年購股權計劃及本公司其他計劃已授予任何人士的購股權而發行及可予發行之股份數目，不得超過於發售日期本公司已發行股份總數的1%。接納每份購股權時，合資格參與者應付款項為1.00港元，該款項將自授出日期後30個營業日內支付。

每份購股權的行使價將由董事會釐定，惟於任何情況下不得低於下列三者中之最高者：(i) 發售日期於聯交所每日報價表所列股份收市價；(ii) 於緊接發售日期前五個營業日於聯交所每日報價表所列股份的平均收市價；及(iii) 本公司股份的面值。除非董事會另有釐定，購股權可獲行使前，並無須持有任何最短期限及/或任何須達成業績目標。概無購股權自授出日期起超過十年可行使。

於二零二零年十二月三十一日及於本報告日期，並無根據二零二零年購股權計劃授出購股權。

於二零二零年十二月三十一日，可認購根據二零二零年購股權計劃授出的72,000,000股股份的購股權未行使，其詳情載於下文及財務報表附註23。

附註1：

這指於根據二零二零年購股權計劃於二零一八年五月四日授出的購股權獲行使時將予配發及發行的相關股份中的權益。

MAJOR SUPPLIERS AND CUSTOMERS

During the year ended 31 December 2020, the aggregate sales attributable to the Group's five largest customers comprised approximately 21.8% of the Group's total sales and the sales attributable to the Group's largest customer were approximately 7.2% of the Group's total sales. During the year ended 31 December 2020, the aggregate purchases attributable to the Group's five largest suppliers were approximately 73.7% of the Group's cost of sales and the purchases attributable to the Group's largest supplier were approximately 33.2% of the Group's cost of sales.

So far as is known to the Directors, none of the Directors, their close associates or substantial shareholders (which own more than 5% of the number of issued Shares) has any interest in any of the five largest customers and suppliers of the Group.

RELATIONSHIPS WITH EMPLOYEES, SUPPLIERS AND CUSTOMERS

The Group understands that employees are valuable assets. The Group provides competitive remuneration package to attract and motivate the employees. The Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market standard.

The Group's business is built on a customer-oriented culture. The Group also understands that it is important to maintain good relationship with its suppliers and customers to fulfil its immediate and long-term goals. To maintain its market competitiveness within the industry, the Group aims at delivering constantly high standards and high quality products and services to its customers. During the year under review, there was no material and significant dispute between the Group and its suppliers and/or customers.

DONATIONS

The Group did not make any charitable and other donations during the year under review (2019: RMB Nil).

PROPERTY AND EQUIPMENT

As at 31 December 2020, the Group held property and equipment of approximately RMB12.4 million. Details of the movements are set out in note 11 to the financial statements.

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

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

主要供應商及客戶

於截至二零二零年十二月三十一日止年度內，本集團五大客戶應佔銷售總額佔本集團銷售總額約21.8%，而本集團最大客戶應佔銷售額則佔本集團銷售總額約7.2%。於截至二零二零年十二月三十一日止年度內，本集團五大供應商應佔採購總額佔本集團銷售成本約73.7%，而本集團最大供應商應佔採購額則佔本集團銷售成本約33.2%。

據董事所知，概無董事、彼等之緊密聯繫人士或主要股東（擁有已發行股份數目5%以上之人士）於本集團的五大客戶及五大供應商中擁有任何權益。

與僱員、供應商及客戶之關係

本集團深知僱員為寶貴資產。本集團提供具有競爭力之薪酬待遇以吸引及激勵僱員。本集團定期檢討僱員之薪酬待遇並作出必要調整以符合市場標準。

本集團業務植根於以客為本之文化。本集團亦深信與其供應商及客戶維持良好關係對實現其當前及長遠目標至關重要。為保持於行業內之市場競爭力，本集團致力於不斷為客戶提供高標準優質產品及服務。於回顧年度內，本集團與其供應商及／或客戶並無重大及嚴重分歧。

捐贈

本集團於回顧年度內並無作出任何慈善及其他捐贈（二零一九年：人民幣零元）。

物業及設備

於二零二零年十二月三十一日，本集團擁有物業及設備約人民幣12.4百萬元。變動之詳情載於財務報表附註11。

購買、出售或贖回本公司股份或其他上市證券

本公司或其任何附屬公司概無於截至二零二零年十二月三十一日止年度內購買、出售或贖回本公司任何股份或其他上市證券。

DIRECTORS

During the year ended 31 December 2020 and as at the date of this report, the Board comprised the following directors:

Executive Directors

Mr. Cheng Jerome (*Chairman*)
Mr. Yuan Weitao

Non-Executive Director

Mrs. Guo Yan

Independent Non-Executive Directors

Mr. Wong Chi Keung
Mr. Chan Chi Keung, Alan
Mr. Liu Jialin

In accordance with article 84 of the Articles, each of Mrs. Guo Yan and Mr. Wong Chi Keung will retire from the office of Director by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors and non-executive Director has entered into a service agreement with the Company for a term of three years, and each of the independent non-executive Directors has entered into a letter of appointment with the Company for a term of three years.

None of the Directors being proposed for re-election at the forthcoming annual general meeting has a service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

CONFIRMATION OF INDEPENDENCE

The Company has received an annual confirmation of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"). Based on the contents of such confirmation, the Company considers that all three independent non-executive Directors are independent and that they have met the specific independence guidelines as set out in Rule 3.13 of the Listing Rules.

DIRECTORS' REMUNERATION

The Remuneration Committee considers and recommends to the Board the remuneration and other benefits paid by the Company to the Directors. The remuneration of all Directors is subject to regular monitoring by the Remuneration Committee to ensure that the levels of their remuneration and compensation are appropriate. Details of Directors' remuneration are set out in note 8 to the financial statements.

董事

於截至二零二零年十二月三十一日止年度及於本報告日期，董事會包括下列董事：

執行董事

Cheng Jerome先生(主席)
袁偉濤先生

非執行董事

郭燕女士

獨立非執行董事

黃之強先生
陳志強先生
劉嘉凌先生

按照細則第84條，郭燕女士及黃之強先生各自將在即將召開的股東週年大會上輪值退任董事，合資格並願意參加重選連任。

董事服務合約

各執行董事及非執行董事已與本公司訂立服務協議，為期三年，而各獨立非執行董事已與本公司訂立委任函件，為期三年。

擬於即將召開的股東週年大會上膺選連任的董事概無與本集團任何成員公司訂立任何本集團不可於一年內毋須賠償(法定賠償除外)而予以終止的服務合約。

獨立性確認書

本公司已接獲各獨立非執行董事根據聯交所證券上市規則(「**上市規則**」)第3.13條發出的年度獨立性確認書。根據有關確認的內容，本公司認為所有三名獨立非執行董事均為獨立人士及彼等已符合上市規則第3.13條載列的具體獨立性指引。

董事薪酬

薪酬委員會考慮並向董事會建議本公司支付董事的薪酬及其他福利。薪酬委員會定期監察所有董事的薪酬，以確保董事的薪酬及補償水平適當。董事薪酬之詳情載列於財務報表附註8。

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 31 to 35 of this report.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed under the section headed "Connected Transactions" below and the section headed "Material Related Party Transactions" in note 27 to the financial statements, there was no transaction, arrangement or contract of significance in relation to the Group to which the Company or any of its subsidiaries was a party to and in which a Director or an entity connected with such Director is or was materially interested in, whether directly or indirectly, subsisting at the end of the financial year ended 31 December 2020 or at any time during the financial year ended 31 December 2020.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors held any interests in any competing business against the Company or any of its jointly controlled entities and subsidiaries for the year ended 31 December 2020.

DIRECTORS' RIGHTS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed under the section headed "Share Option Scheme" in this report, at no time during the year under review were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

PERMITTED INDEMNITY PROVISIONS

During the year ended 31 December 2020 and up to the date of this report, there were no permitted indemnity provisions in force for the benefit of any Director (whether made by the Company or otherwise) or any director of an associated company of the Company (if made by the Company).

The Company has arranged for appropriate and sufficient insurance coverage on directors' liabilities in respect of legal actions taken against its directors arising out of corporate activities.

SUBSIDIARIES

Details of the major subsidiaries of the Company as at 31 December 2020 are set out in note 14 to the financial statements.

董事及高級管理層履歷

董事及本集團高級管理層的履歷詳情載於本報告第31至35頁。

董事於交易、安排及重大合約之權益

除下文「關連交易」一節及財務報表附註27「重大關聯方交易」一節所披露者外，本公司或其任何附屬公司概無訂立與本集團有關，本公司董事或與該董事相關連的實體在其中直接或間接擁有重大利益且於截至二零二零年十二月三十一日止財政年度結束時或於截至二零二零年十二月三十一日止財政年度內任何時間仍然有效的任何交易、安排及重大合約。

董事於競爭業務之權益

截至二零二零年十二月三十一日止年度，概無董事於與本公司或其任何共同控制實體及附屬公司存在競爭的業務中擁有任何權益。

董事購買股份或債券之權利

除本報告「購股權計劃」一節所披露者外，於回顧年度內任何時間，概無向任何董事或彼等各自配偶或未成年子女授予透過購買本公司股份或債券的方式獲得權益的權利，彼等亦無行使任何該等權利；本公司、其控股公司或其任何附屬公司或同系附屬公司亦無參與任何安排，致使董事可購入任何其他法人團體的該等權利。

許可彌償條文

截至二零二零年十二月三十一日止年度及直至本報告日期，概無以任何董事（無論是由本公司或以其他方式作出）或本公司任何關聯公司的任何董事（倘由本公司作出）利益作出的有效許可彌償條文。

本公司已安排適合及充足保險，以覆蓋董事就企業活動期間產生對董事所提出法律訴訟的責任。

附屬公司

本公司主要附屬公司於二零二零年十二月三十一日的詳情載於財務報表附註14。

INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND CHIEF EXECUTIVE OF THE COMPANY IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2020, the interests and short positions of the Directors or chief executives of the Company or their respective associates in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), to be notified to the Company and the Stock Exchange, were as follows:

本公司董事及最高行政人員於股份、相關股份及債券中的權益及淡倉

於二零二零年十二月三十一日，本公司董事或最高行政人員或彼等各自的聯繫人士於本公司或其相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份或債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例的有關條文被當作或視為擁有的權益及淡倉)，或根據證券及期貨條例第352條須記錄於該條所述登記冊的權益及淡倉，或根據上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益及淡倉，如下：

Name of Director 董事姓名	Number of underlying Shares comprised in share options 包括在購股權內 的相關股份數目	Approximate percentage of Shares in issue (note 2) 佔已發行股份的 概約百分比 (附註2)	Notes 附註
--------------------------	--	--	-------------

Mr. Cheng Jerome
Cheng Jerome先生

72,000,000

3.98%

1

Notes:

- This represents the interest in the underlying Shares to be allotted and issued upon the exercise of the options granted on 4 May 2018 under the 2010 Share Option Scheme.
- The approximate percentage is based on a total of 1,810,953,272 issued Shares as at 31 December 2020.

附註：

- 這指於根據二零一零年購股權計劃於二零一八年五月四日授出的購股權獲行使時將予配發及發行的相關股份中的權益。
- 概約百分比按於二零二零年十二月三十一日合共1,810,953,272股已發行股份計算。

Saved as disclosed above, as at 31 December 2020, none of the Directors and the chief executives of the Company or their respective associates had any interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange 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 which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

除上文所披露者外，於二零二零年十二月三十一日，本公司董事或最高行政人員或彼等各自的聯繫人士概無於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的任何權益或淡倉(包括根據證券及期貨條例的有關條文被當作或視為擁有的權益及淡倉)，或根據證券及期貨條例第352條須記錄於該條所述登記冊的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2020, to the best of the Directors' knowledge, the following persons (other than the Directors and chief executives of the Company) had or deemed or taken to have interests or short positions in the Shares or underlying shares which would fall to be disclosed under provision of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Long and short positions in the Shares and underlying Shares

主要股東

於二零二零年十二月三十一日，據董事所深知，於股份或相關股份中擁有或被視作擁有根據證券及期貨條例第XV部第2及3分部之條文須予披露或本公司根據證券及期貨條例第336條須存置之登記冊內記錄之權益或淡倉的人士（不包括本公司董事及最高行政人員）如下：

本公司股份及相關股份的好倉及淡倉

Name of substantial shareholder	Nature of Interest	Interest in Shares	Approximate percentage of Shares in issue (note 7) 已發行股份 概約百分比 (附註7)	Notes
主要股東名稱	權益性質	股份權益		附註
Century Investment (Holding) Limited ("CIH")	Beneficial interest	1,196,885,818 (L)	66.09%	1(a)
	實益權益	220,000,000 (S)	12.15%	1(b)
Greater Bay Area Homeland Investments Limited 大灣區共同家園投資有限公司	Interest of controlled corporations 受控法團權益	271,673,000 (L)	15.00%	2
Starr International Foundation	Interest of controlled corporations 受控法團權益	224,710,691 (L)	12.41%	3
Beijing Enterprises Group Company Limited 北京控股集團有限公司	Interest of controlled corporations 受控法團權益	151,515,000 (L)	8.37%	4
Yang Liu 劉央	Interest of controlled corporations 受控法團權益	148,400,000 (L)	8.19%	5
Taiping Trustees Limited 太平信託有限公司	Beneficial interest 實益權益	138,888,000 (L)	7.67%	6

L = Long position 好倉 ; S = Short position 淡倉

Notes:

1. (a) CIH is wholly owned by Ms. Pun Tang. As at 31 December 2020, CIH held (i) 598,885,818 Shares (being approximately 33.07% of the total shareholding of the Company); and (ii) a total of 598,000,000 underlying Shares. These underlying Shares represented: (a) 298,000,000 new Shares to be issued upon the exercise of the Warrants in full at the initial strike price of HK\$1.38 per Share (subject to adjustments); and (b) 300,000,000 new Shares to be issued upon conversion in full of the 2020 Convertible Bonds at an initial conversion price of HK\$0.42 per Share (subject to adjustments).
- (b) On 18 April 2019, a subscription agreement ("**Exchangeable Bonds Subscription Agreement**") was entered into between CIH and Mega Prime Development Limited ("**Mega Prime**"), pursuant to which CIH issued exchangeable bonds ("**Exchangeable Bonds**") to Mega Prime, which are exchangeable into 220,000,000 Shares. Such underlying Shares are currently owned by CIH. Subsequently, on 30 July 2019, a novation deed ("**Novation Deed**") was entered into between Mega Prime as outgoing party, Poly Platinum Enterprises Ltd ("**Poly Platinum**") as incoming party and CIH as continuing party, pursuant to which all rights, obligations and liabilities of Mega Prime under the Exchangeable Bonds Subscription Agreement was novated to Poly Platinum.
2. As at 31 December 2020, Poly Platinum held 51,673,000 Shares and is the beneficial owner of the Exchangeable Bonds, which are exchangeable into 220,000,000 Shares. Poly Platinum is wholly owned by Greater Bay Area Homeland Development Fund LP. ("**GBAHD Fund**") Greater Bay Area Homeland Development Fund (GP) Limited ("**GBAHD GP**") is the general partner of GBAHD Fund. Greater Bay Area Development Fund Management Limited ("**GBAD Fund Management**") is the fund manager of GBAHD Fund. Both GBAHD GP and GBAD Fund Management are wholly owned by Greater Bay Area Homeland Investments Limited.
3. As at 31 December 2020, Starr Investments Cayman II, Inc. and Starr Investments Cayman V, Inc. were the beneficial owners of 114,801,600 Shares and 109,909,091 Shares, respectively (being approximately 6.34% and 6.07% of the total shareholding of the Company, respectively). Starr Investments Cayman II, Inc. is wholly owned by Starr International Cayman, Inc., which is in turn wholly owned by Starr Insurance and Reinsurance Limited. Starr Insurance and Reinsurance Limited and Starr Investments Cayman V, Inc. are wholly owned subsidiaries of Starr International Investments Limited, which is in turn wholly-owned by Starr International Company Inc. Starr International Company Inc. is wholly owned by Starr International AG, which is wholly-owned by Starr International Foundation, a charitable foundation established in Switzerland.
4. Beijing Enterprises Real Estate (HK) Limited is wholly owned by 北京北控置業有限責任公司, which is in turn wholly owned by Beijing Enterprises Group Company Limited. Beijing Enterprises Group Company Limited is wholly owned by the State-owned Assets Supervision and Administration Commission of the People's Government of Beijing Municipality.
5. Atlantis Investment Management (Ireland) Limited and Atlantis Investment Management (Hong Kong) Limited are the beneficial owners of 148,400,000 Shares and are wholly owned by Atlantis Capital Holdings Limited, which is in turn wholly owned by Yang Liu.
6. Taiping Trustees Limited is the beneficial owner of 138,888,000 Shares as trustee of a certain discretionary trust, of which Taiping Assets Management (HK) Company Limited is investment manager. The ultimate controlling shareholder of Taiping Trustees Limited is China Taiping Insurance Group Limited, which is ultimately controlled by the State Council of China.
7. The approximate percentage is based on a total of 1,810,953,272 issued Shares as at 31 December 2020.

附註:

1. (a) CIH由Pun Tang女士全資擁有。於二零二零年十二月三十一日, CIH持有(i)598,885,818股股份(佔本公司總股權約33.07%);及(ii)合共598,000,000股相關股份。該等相關股份指:(a)按初始行使價每股1.38港元於認股權證獲行使後將予發行的298,000,000股新股份(可予調整);及(b)按初始兌換價每股0.42港元於二零二零年可換股債券悉數兌換後將予發行的300,000,000股新股份(可予調整)。
- (b) 於二零一九年四月十八日, CIH與Mega Prime Development Limited ("**Mega Prime**")訂立認購協議 ("**可交換債券認購協議**"), 根據該協議, CIH向Mega Prime發行可交換債券 ("**可交換債券**"), 該等可交換債券可兌換成220,000,000股股份。該等相關股份目前由CIH擁有。隨後, 於二零一九年七月三十日, Mega Prime(作為退出方)、Poly Platinum Enterprises Ltd ("**Poly Platinum**") (作為新加入方)及CIH(作為存續方)訂立了更替契據 ("**更替契據**"), 據此Mega Prime於可交換債券認購協議項下的所有權利、責任及債務已更替至Poly Platinum。
2. 於二零二零年十二月三十一日, Poly Platinum持有51,673,000股股份及為可交換債券的實益擁有人, 該等可交換債券可兌換成220,000,000股股份。Poly Platinum由Greater Bay Area Homeland Development Fund LP ("**GBAHD Fund**")全資擁有。Greater Bay Area Homeland Development Fund (GP) Limited ("**GBAHD GP**")是GBAHD Fund的普通合夥人。Greater Bay Area Development Fund Management Limited ("**GBAD Fund Management**")為GBAHD Fund的基金經理。GBAHD GP及GBAD Fund Management均由大灣區共同家園投資有限公司全資擁有。
3. 於二零二零年十二月三十一日, Starr Investments Cayman II, Inc.及Starr Investments Cayman V, Inc.為分別擁有114,801,600股股份及109,909,091股股份(分別佔本公司總股權約6.34%及6.07%)的實益擁有人。Starr Investments Cayman II, Inc.由Starr International Cayman, Inc.全資擁有, Starr International Cayman, Inc.由Starr Insurance and Reinsurance Limited全資擁有。Starr Insurance and Reinsurance Limited及Starr Investments Cayman V, Inc.為Starr International Investments Limited的全資附屬公司, Starr International Investments Limited由Starr International Company Inc.全資擁有。Starr International Company Inc.由Starr International AG全資擁有, Starr International AG由Starr International Foundation(於瑞士成立的慈善基金)全資擁有。
4. 北控置業(香港)有限公司由北京北控置業有限責任公司全資擁有, 北京北控置業有限責任公司由北京控股集團有限公司全資擁有。北京控股集團有限公司由北京市人民政府國有資產監督管理委員會全資擁有。
5. Atlantis Investment Management (Ireland) Limited及西京投資管理(香港)有限公司為148,400,000股股份的實益擁有人。Atlantis Investment Management (Ireland) Limited及西京投資管理(香港)有限公司由Atlantis Capital Holdings Limited全資擁有, 而Atlantis Capital Holdings Limited由劉央全資擁有。
6. 太平信託有限公司, 作為Taiping Assets Management (HK) Company Limited為投資經理的若干酌情信託的受託人, 為138,888,000股股份的實益擁有人。太平信託有限公司的最終控股股東為中國太平保險集團有限責任公司, 其由中國國務院最終控制。
7. 概約百分比乃基於本公司於二零二零年十二月三十一日合共1,810,953,272股已發行股份計算。

SUFFICIENCY OF PUBLIC FLOAT

Based on information available to the Company and within the knowledge of the Directors, the Company has maintained sufficient public float throughout the year ended 31 December 2020.

RETIREMENT SCHEME

The Group operates a Mandatory Provident Fund Scheme (“**MPF Scheme**”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF Scheme, each of the employer and employee are required to make contributions of 5% of the employees' relevant income to the scheme, subject to a cap of monthly relevant income of HK\$30,000. Contributions made to the scheme are vested immediately.

The employees of the subsidiaries in China participate in the retirement schemes operated by the local authorities. The subsidiaries are required to contribute a certain percentage of their salaries to these schemes to pay the benefits. The only obligation of the Group in respect to these schemes is the required contributions under the schemes. For the year ended 31 December 2020, the Group's total contributions to the retirement schemes charged in the income statement amounted to approximately RMB0.8 million (2019: approximately RMB9.4 million). Details of the Group's retirement scheme and the basis of calculation are set out in note 6(b) to the financial statements.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is committed to the establishment of good corporate governance practices and procedures with a view to enhancing investor confidence and the Company's accountability and transparency. The Company therefore strives to attain and maintain effective corporate governance practices and procedures. Throughout the year ended 31 December 2020 and save as disclosed in this report, the Company has complied with the code provisions as set out in the Corporate Governance Code and Corporate Governance Report (the “**CG Code**”) contained in Appendix 14 to the Listing Rules. The Group's principal corporate governance practices are set out on pages 51 to 62 of this report.

公眾持股量充足

根據本公司可獲得的資料及董事所知，於截至二零二零年十二月三十一日止年度，本公司始終維持充足的公眾持股量。

退休計劃

本集團根據香港強制性公積金計劃條例為受香港僱傭條例管轄的司法權區的受聘僱員設立一項強制性公積金計劃（「**強積金計劃**」）。強積金計劃為一項由獨立受託人管理的定額供款退休計劃。根據強積金計劃，僱主及其僱員各自須按僱員相關收入的5%向計劃供款，每月相關收入的上限為30,000港元。計劃供款即時歸屬。

於中國的附屬公司僱員均參與由有關當局設立的退休計劃。附屬公司須按僱員薪金若干百分比向該等計劃供款以支付福利。本集團對該等計劃的唯一責任為根據計劃作出所需供款。截至二零二零年十二月三十一日止年度，本集團對退休計劃的總供款約人民幣0.8百萬元（二零一九年：約人民幣9.4百萬元）自收益表中扣除。有關本集團的退休金計劃及計算基準載於財務報表附註6(b)。

企業管治常規守則

本公司承諾建立良好企業管治常規及程序以加強投資者信心及本公司之問責性及透明度。因此，本公司致力達到及保持有效的企業管治常規及程序。除本報告所披露者外，截至二零二零年十二月三十一日止整個年度內，本公司已遵守上市規則附錄14所載的企業管治守則及企業管治報告（「**企業管治守則**」）的守則條文。本集團的主要企業管治常規載於本報告第51至62頁。

CONNECTED TRANSACTIONS

Issue of warrants

On 26 March 2018, the Company and CIH, a substantial shareholder of the Company, entered into a warrant subscription agreement, pursuant to which the Company shall issue, 298,000,000 Warrants to CIH at the subscription price of HK\$0.01 per Warrant. For further details of the transaction, please refer to the section headed "Management Discussion and Analysis – Liquidity and Financial Resources – Issue of Warrants" on page 19 of this report.

2020 Convertible Bonds

On 29 July 2020, the Company entered into a subscription agreement with CIH, a substantial shareholder of the Company, pursuant to which the Company shall issue HK\$126.0 million 3.5% 2020 Convertible Bonds to CIH. For further details of the transaction, please refer to the section headed "Management Discussion and Analysis – Liquidity and Financial Resources – Convertible Bonds" on pages 16 to 19 of this report.

CONTINUING CONNECTED TRANSACTION

Details of the Group's continuing connected transaction were as follows:

On 3 September 2019, the Company (as lender) and PCL (as borrower) entered into a facility agreement in relation to a revolving loan facility to PCL, an indirect non-wholly owned subsidiary of the Company (the "**Facility Agreement**"). Major terms of the Facility Agreement are set out below:

Amount of revolving loan facility	: Up to HK\$100 million
Purpose of revolving loan facility	: For developing the digital point business of PCL's group of companies and for capital expenditure and general working capital of PCL's group of companies.
Facility period	: The 3-year period from 31 October 2019 (the date on which the Company is satisfied that all the conditions precedent of the facility agreement have been fulfilled or specifically waived in writing by the Company).
Security	: None
Interest	: PCL shall pay interest on the outstanding principal amount of each loan at the rate of 6.5% per annum.

關連交易

發行認股權證

於二零一八年三月二十六日，本公司與CIH(本公司主要股東)訂立認股權證認購協議，據此，本公司將發行298,000,000份認股權證予CIH，認購價每份認股權證0.01港元。有關交易的進一步詳情，請參閱本報告第19頁「管理層討論及分析–流動資金及財務資源–發行認股權證」一節。

二零二零年可換股債券

於二零二零年七月二十九日，本公司與CIH(本公司主要股東)訂立認購協議，據此，本公司將向CIH發行126.0百萬港元3.5%的二零二零年可換股債券。有關該交易的進一步詳情，請參閱本報告第16至19頁「管理層討論及分析–流動資金及財務資源–可換股債券」一節。

持續關連交易

本集團的持續關連交易的詳情載列如下：

於二零一九年九月三日，本公司(作為貸款人)及分海(作為借款人)訂立一項融資協議，內容有關向本公司間接非全資附屬公司分海授出循環貸款融資(「**融資協議**」)。融資協議的主要條款載列如下：

循環貸款融資金額	: 至多100百萬港元
循環貸款融資目的	: 為開發分海集團公司的數字積分業務及用作分海集團公司的資本開支及一般營運資金。
融資期限	: 自二零一九年十月三十一日(即本公司信納融資協議的所有先決條件已獲達成或由本公司專門書面豁免之日)起計3年期間。
抵押品	: 無
利息	: 分海應按年利率6.5%支付每筆貸款未償還本金的利息。

<p>Repayment date : The date falling on the expiry of the facility period, or such later date as may be agreed between PCL and the Company in writing, being the date for the repayment of all loan(s) (together with all interest accrued thereon) in full.</p>	<p>償還日期 : 融資期限屆滿當日或分海與本公司可能書面協定的有關較遲日期，即悉數償還所有貸款(連同其應計之所有利息)的日期。</p>
<p>Voluntary prepayment : PCL may, at any time after a loan has been advanced and prior to the repayment date, prepay such loan in whole or in part (together with all interest accrued thereon), without any penalty.</p>	<p>自願還款 : 分海應於獲得墊付的貸款後及償還日期前任何時間全部或部分提前償還該貸款(連同其應計之所有利息)，不計及任何罰金。</p>
<p>Reborrowing : PCL may reborrow any part of the revolving loan facility which has been prepaid or repaid in accordance with the terms of the facility agreement, provided that (i) no event of default as set out in the facility agreement has occurred; and (ii) the aggregate outstanding principal amount of all loan(s) shall not exceed HK\$100 million at any time during the facility period.</p>	<p>再借 : 分海可根據融資協議的條款再借已提前償還或償還循環貸款融資的任何部分，惟於融資期限任何時候(i)並無發生融資協議所載的任何違約事件；及(ii)所有貸款的未償還本金總額不得超過100百萬港元。</p>

As at 31 December 2020, PCL is owned as to 47.24% by Pointsea Holdings Company Limited (“**Pointsea Holdings**”), 15.75% by Joy Empire Holdings Ltd, 15.75% by Extra Step Investments Limited, 15.75% by China Eastern Airlines E-Commerce Co., Ltd, 2.76% by Zhongjin Qizhi (Shanghai) Equity Investment Centre (Limited Partnership)* (中金祺智(上海)股權投資中心(有限合夥)), and 2.76% by Senran Investment HK Company Limited. Pointsea Holdings is owned as to 80% by Treasure Ease Holdings Limited (“**Treasure Ease**”) and as to 20% by Easylink Payment Network (Hong Kong) Company Limited. Treasure Ease is owned as to 50.1% by the Company, 30% by Fin-Tech Company Limited (“**Fin-Tech**”) and 19.9% by Chance Talent Management Limited. The Board considers that PCL is a subsidiary of the Company through its power to control the board of directors of PCL. CIH, being a substantial shareholder of the Company, holds the entire issued share capital of Fin-Tech. PCL is therefore a connected person of the Company under Rule 14A.16 of the Listing Rules and the grant of the revolving loan facility constitutes a continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

For further details of the transaction, please refer to the announcement of the Company dated 3 September 2019 and the circular of the Company dated 15 October 2019.

The proposed annual cap in respect of the revolving loan facility under the Facility Agreement for each financial year of the Company shall not exceed HK\$100 million.

As at 31 December 2020, the outstanding principal amount of the revolving loan is HK\$67,000,000 which is the highest outstanding principal amount of the revolving loan during the year ended 31 December 2020.

於二零二零年十二月三十一日，分海由分海控股有限公司(「**分海控股**」)、Joy Empire Holdings Ltd、Extra Step Investments Limited、東方航空電子商務有限公司、中金祺智(上海)股權投資中心(有限合夥)以及森然投資(香港)有限公司分別持有47.24%、15.75%、15.75%、15.75%、2.76%及2.76%。分海控股分別由寶怡控股有限公司(「**寶怡**」)及好易聯支付網絡(香港)有限公司擁有80%及20%。寶怡由本公司、Fin-Tech Company Limited(「**Fin-Tech**」)及Chance Talent Management Limited分別擁有50.1%、30%及19.9%。董事會認為，分海為本公司一間附屬公司，透過其權利控制分海董事會。CIH，作為本公司主要股東，持有 Fin-Tech全部已發行股本。因此，根據上市規則第14A.16條，分海為本公司的關連人士及授出循環貸款融資構成上市規則第14A章項下本公司持續關連交易。

有關交易的進一步詳情，請參閱本公司日期為二零一九年九月三日的公佈及本公司日期為二零一九年十月十五日的通函。

融資協議項下循環貸款融資於本公司每個財政年度的建議年度上限不超過100百萬港元。

於二零二零年十二月三十一日，未償還的循環貸款本金金額為67,000,000港元，是截至二零二零年十二月三十一日止年度的未償還循環貸款的最高本金金額。

The independent non-executive Directors have reviewed and confirmed that the continuing connected transaction set out above has been entered into:

- (i) not in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms; and
- (iii) in accordance with the terms of the Facility Agreement, and on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The auditors of the Company have performed procedures on continuing connected transaction set out above and confirmed in writing to the Board that:

- (i) nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have not been approved by the Company's board of directors.
- (ii) nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions.
- (iii) with respect to the aggregate amount of items each of the continuing connected transactions set out in the attached list of continuing connected transactions, nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have exceeded the annual cap as set by the Company.

A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

RELATED PARTY TRANSACTIONS

None of the related party transactions set out in the section headed "Material Related Party Transactions" in note 27 to the financial statements constitutes connected transactions or continuing connected transactions of the Company which is required to be disclosed under the Listing Rules. The Directors confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

獨立非執行董事已審閱及確認，上述持續關連交易乃：

- (i) 非本集團日常及一般業務過程；
- (ii) 按照一般商業條款；及
- (iii) 根據融資協議之條款，且條款屬公平合理，並符合本公司股東的整體利益而訂立。

本公司核數師已執行上文所載持續關連交易之程序，並向董事會書面確認：

- (i) 彼等並無發現任何事項使彼等相信所披露的持續關連交易未獲本公司董事會批准。
- (ii) 彼等並無發現任何事項使彼等相信所披露的持續關連交易在所有重大方面不符合規管該等交易的相關協議。
- (iii) 就隨附的持續關連交易清單所載的各持續關連交易總金額而言，彼等並無發現任何事項使彼等相信所披露的持續關連交易已超出本公司設定的年度上限。

本公司已向聯交所提供核數師函件副本。

關聯方交易

概無載於財務報表附註27「重大關聯方交易」一節的關聯方交易構成須根據上市規則予以披露的本公司關連交易或持續關連交易。董事確認，本公司已根據上市規則第14A章遵守披露規定。

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 22 June 2021 to Friday, 25 June 2021, both days inclusive, during which period no transfer of shares will be registered. In order to determine who are entitled to attend and vote at the forthcoming annual general meeting of the Company to be held on Friday, 25 June 2021, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 21 June 2021.

AUDITORS

The consolidated financial statements for the year ended 31 December 2020 have been audited by KPMG who shall retire at the forthcoming annual general meeting of the Company. A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint KPMG as auditor of the Company.

By order of the Board
Changyou Alliance Group Limited
Cheng Jerome
Chairman

Hong Kong, 30 March 2021

暫停辦理股東過戶登記

本公司將自二零二一年六月二十二日(星期二)至二零二一年六月二十五日(星期五)(包括首尾兩天)暫停辦理股東過戶登記,在此期間暫停股份過戶。為確定股東是否有權出席本公司將於二零二一年六月二十五日(星期五)舉行之應屆股東週年大會及於會上投票,所有股份過戶文件連同有關股票必須不遲於二零二一年六月二十一日(星期一)下午四時三十分交回本公司香港股份過戶登記處香港中央證券登記有限公司,地址為香港皇后大道東183號合和中心17樓1712-1716室。

核數師

截至二零二零年十二月三十一日止年度的綜合財務報表已由執業會計師畢馬威會計師事務所審核。畢馬威會計師事務所將於本公司應屆股東週年大會上告退。本公司將於應屆股東週年大會上提呈一項決議案以再度委任畢馬威會計師事務所為本公司的核數師。

承董事會命
暢由聯盟集團有限公司
主席
Cheng Jerome

香港,二零二一年三月三十日

CORPORATE
GOVERNANCE
REPORT
企業管治報告



Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company is committed to the establishment of good corporate governance practices and procedures with a view to being a transparent and responsible organisation which is open and accountable to the Company's shareholders. The Board strives to adhere to the principles of corporate governance and has adopted sound corporate governance practices to meet the legal and commercial standards, focusing on areas such as internal control, fair disclosure and accountability to all shareholders to ensure the transparency and accountability of all operations of the Company. The Company believes that effective corporate governance is an essential factor to create more value for its shareholders. The Board will continue to review and improve the corporate governance practices of the Group from time to time to ensure that the Group is led by an effective Board in order to optimise return for shareholders.

Save as disclosed in this report, the Company had complied with the CG Code as set out in Appendix 14 to the Listing Rules throughout the year ended 31 December 2020.

THE BOARD

The Board consists of six Directors, two of whom are executive Directors, one of whom is a non-executive Director and three of whom are independent non-executive Directors. The functions and duties conferred on the Board include convening shareholders' meetings and reporting on the work of the Board to the shareholders at shareholders' meetings as may be required by applicable laws, implementing resolutions passed at shareholders' meetings, determining the Company's business plans and investment plans, formulating the Company's annual budget and final accounts, formulating the Company's proposals for dividend and bonus distributions as well as exercising other powers, functions and duties as conferred on it by the Articles and applicable laws. The management team is delegated with the authorities and responsibilities by the Board for the day-to-day management and operations of the Group. The Board meets regularly to review the financial and operating performance of the Company, and considers and approves the overall strategies and policies of the Company. The composition of the Board is well balanced with the directors having sound industry knowledge, extensive corporate and strategic planning experience and/or expertise relevant to the business of the Group. The executive Directors, non-executive Director and independent non-executive Directors bring a variety of experience and expertise to the Company.

企業管治常規

本公司承諾建立良好的企業管治常規及程序，冀能成為一家具透明度及問責性的機構，以開放態度向本公司股東負責。董事會致力於遵守企業管治原則並已採納良好的企業管治常規，以符合法律及商業準則，專注於例如內部監控、公平披露及向所有股東負責等領域，以確保本公司所有業務之透明度及問責性。本公司相信，有效的企業管治是為股東創造更多價值之基礎。董事會將繼續不時檢討及改善本集團之企業管治常規，以確保本集團由有效董事會領導以為股東帶來最大回報。

除本報告所披露者外，於截至二零二零年十二月三十一日止年度本公司已遵守上市規則附錄14所載的企業管治守則。

董事會

董事會由六名董事組成，即兩名執行董事、一名非執行董事及三名獨立非執行董事。董事會之功能及職責包括根據適用法律之可能規定召開股東大會並於會上向股東報告董事會之工作，實施股東大會上通過之決議案，釐定本公司之業務計劃及投資計劃，制定本公司之年度預算及最終賬目，制定本公司之股息及花紅分派建議以及行使細則及適用法律賦予董事會之其他權力、功能及職責。董事會授予管理層團隊授權及責任負責本集團之日常管理及經營。董事會定期會面，以檢討本公司之財務及經營表現，並審議及批准本公司之總體策略及政策。董事會之成員各有所長，而董事對於本集團所從事業務均具備充分行業知識、豐富的企業及策略規劃經驗及／或專門技術。執行董事、非執行董事及獨立非執行董事為本公司帶來不同的經驗及專門技術。

The composition of the Board during the year ended 31 December 2020 and up to the date of this report is set out below:

Executive Directors

Mr. Cheng Jerome (*Chairman*)
Mr. Yuan Weitao

Non-Executive Director

Mrs. Guo Yan

Independent Non-Executive Directors

Mr. Wong Chi Keung
Mr. Chan Chi Keung, Alan
Mr. Liu Jialin

The biographical details of the current Board members are set out under the section headed “Directors and Senior Management” on pages 30 to 33 of this report. The list of directors (by category) is also disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time. The independent non-executive Directors are expressly identified in all corporate communications pursuant to the Listing Rules.

During the year ended 31 December 2020, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications or accounting or related financial management expertise, and the independent non-executive directors represented over one-third of the Board.

The Company has received an annual confirmation of independence from each of its independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules. Based on the contents of such confirmation, the Company considers that all three independent non-executive Directors are independent and that they have met the specific independence guidelines as set out in Rule 3.13 of the Listing Rules.

All Directors have separate and independent access to the Company’s management team to fulfill their duties and, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company’s expense. All Directors also have access to the company secretary of the Company (“**Company Secretary**”) who is responsible for ensuring that the Board procedures, and all applicable rules and regulations, are followed. An agenda and accompanying Board/committee papers are distributed to the Directors/Board committee members with reasonable notices in advance of the meetings. Minutes of Board meetings and meetings of Board committees, which record in sufficient detail the matters considered by the Board and Board committees and decisions reached, including any concerns raised by Directors or dissenting views expressed, are kept by the Company Secretary and are open for inspection by Directors.

截至二零二零年十二月三十一日止年度內及截至本報告日期止，董事會的組成如下：

執行董事

Cheng Jerome 先生(主席)
袁偉濤先生

非執行董事

郭燕女士

獨立非執行董事

黃之強先生
陳志強先生
劉嘉凌先生

現有董事會成員的履歷詳情載於本報告第30至33頁的「董事及高級管理層」一節。董事名單(按類別劃分)亦根據上市規則不時於本公司發出之所有企業通訊中予以披露。根據上市規則，各獨立非執行董事已在所有企業通訊中列明。

截至二零二零年十二月三十一日止年度，董事會一直符合上市規則有關委任至少三名獨立非執行董事，而其中至少一位獨立非執行董事具備適當之專業資格，或會計或相關之財務管理專長之規定，且獨立非執行董事人數佔董事會三分之一以上。

根據上市規則第3.13條，本公司已從各位獨立非執行董事接獲年度獨立確認書。根據有關確認書之內容，本公司認為，三位獨立非執行董事均為獨立，且彼等符合上市規則第3.13條所載有關獨立性之特定指引。

所有董事可個別及獨立地與本公司的管理層團隊接洽以履行彼等之職責，並可於提出合理的要求後在適當的情況下尋求獨立專業意見，費用由本公司支付。所有董事亦可與本公司之公司秘書(「**公司秘書**」)接洽，而公司秘書乃負責確保董事會的程序及一切適用規則和規例獲得遵循。議程及隨附的董事會／委員會文件可於會議召開前事先給予合理通知下分發予董事／董事委員會成員。董事會會議及董事委員會會議的記錄詳細記錄董事會及董事委員會所考慮的事項及達致的決定，包括董事所提出的任何事項或發表的反對意見，概由公司秘書存檔，並可供董事查閱。

The Company has arranged for appropriate and sufficient insurance coverage on directors' liabilities in respect of legal actions taken against its directors arising out of corporate activities.

The Board meets regularly to review the financial and operating performance of the Company, and considers and approves the overall strategies and policies of the Company.

There is no other relationship between members of the Board and the Chairman.

Each of the executive Directors and the non-executive Director has entered into a service agreement with the Company for a term of three years, and each of the independent non-executive Directors has entered into a letter of appointment with the Company and is appointed for a term of three years.

In accordance with article 84 of the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. In accordance with article 84 of the Articles, each of Mrs. Guo Yan and Mr. Wong Chi Keung will retire from the office of Director by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

Chairman and Chief Executive Officer

Prior to 16 June 2015, the roles and duties of the Chairman and the Chief Executive Officer of the Company were carried out by different individuals and have been clearly defined in writing. Mr. Cheng Jerome has been the Chairman of the Board since 25 March 2015 and Mr. Lai Fengcai had been the Chief Executive Officer until his resignation on 16 June 2015. The positions of Chairman and Chief Executive Officer had been held by separate persons in order to preserve independence and a balance of views and judgement. With the support of the management team, the Chairman is responsible for ensuring that the Directors receive adequate, complete and reliable information in a timely manner and appropriate briefing on issues arising at Board meetings. The Chief Executive Officer focuses on implementing objectives, policies and strategies approved and delegated by the Board and is in charge of the Company's day-to-day management and operations. The Chief Executive Officer is also responsible for developing strategic plans and formulating the organisational structure, control systems and internal procedures and processes for the Board's approval.

Since the resignation of Mr. Lai Fengcai as Chief Executive Officer on 16 June 2015, the position of Chief Executive Officer has not been filled up. The Company is in the process of identifying a suitable candidate to assume the role as Chief Executive Officer of the Company.

本公司已安排適合及充足保險，以覆蓋董事就企業活動期間產生對董事所提出法律訴訟的責任。

董事會定期會面，以檢討本公司之財務及經營表現，並審議及批准本公司之總體策略及政策。

董事會成員與主席之間並無其他關係。

各執行董事及非執行董事已與本公司訂立服務協議，為期三年，及每位獨立非執行董事已與本公司訂立委聘書，其委任為期三年。

根據細則第84條，於每次股東週年大會上，當時之三分之一董事（倘數目並非三之倍數，則為最接近之數目，惟不得少於三分之一）須輪值告退，惟各董事均須最少每三年輪值退任一次。按照細則第84條，郭燕女士及黃之強先生各自將在即將召開的股東週年大會上依章輪值退任董事，合資格並願意參加重選連任。

主席及行政總裁

於二零一五年六月十六日前，本公司的主席及行政總裁的角色及職責由不同人士擔任，並以書面清楚界定。Cheng Jerome先生已自二零一五年三月二十五日起擔任董事會主席，而賴鳳彩先生曾任行政總裁直至其於二零一五年六月十六日辭任。主席及行政總裁的職位由不同人士擔任，以保持獨立性及作出判斷時有平衡意見。在管理層團隊協助下，主席確保董事能適時收到充分、完整及可靠資料及有關董事會會議上提出之事宜之適當簡介。行政總裁主要負責實行董事會批准及授權的目標、政策及策略。彼須負責本公司日常管理及運作。行政總裁亦負責發展策略計劃及制訂組織架構、監控系統及內部程序及流程供董事會批准。

自賴鳳彩先生於二零一五年六月十六日辭任行政總裁以來，行政總裁職位尚無填補。本公司現正物色擔任本公司行政總裁職務之合適人選。

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

The Directors keep abreast of the responsibilities as a director of the Company and of the conduct, business activities and development of the Company. Every newly appointed Director will receive a formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

The Directors also participated in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. They were involved in relevant training courses at the Company's expenses. All Directors also read materials in relation to regular update to statutory requirements, Listing Rules and other relevant topics related to a listed company.

BOARD COMMITTEES

As an integral part of sound corporate governance practices, the Board has established the following Board committees to oversee the particular aspects of the Group's affairs. Each of these committees comprises independent non-executive Directors who are being invited to join as members.

AUDIT COMMITTEE

The Audit Committee was established on 24 September 2010 in compliance with Rules 3.21 and 3.22 of the Listing Rules and with written terms of reference in compliance with the CG Code. The primary duties of the Audit Committee are to review and monitor the Company's financial reporting and internal control principles of the Company and to provide advice and comments to the Board. The members meet regularly with the external auditors and the Company's management team for the review, supervision and discussion of the Company's financial reporting and internal control procedures and ensure that management has discharged its duty to have an effective internal control and risk management system. During the year 2020, the Audit Committee consists of three members, namely Mr. Wong Chi Keung, Mr. Liu Jialin and Mr. Chan Chi Keung, Alan, of whom were all independent non-executive Directors. Mr. Wong Chi Keung, who has appropriate professional qualifications and experience in accounting matters, was appointed as the chairman of the Audit Committee.

The Audit Committee held two meetings during the year under review to review the financial results of the Group and significant issues on the financial reporting and compliance procedures, internal control and risk management systems.

董事的持續專業發展

董事須時刻了解身為本公司董事的職責並遵守本公司的行為操守、跟進業務活動及本公司發展。每名新任董事將於首次接受委任時獲得正式、全面及專門為其設計的入職培訓，以確保彼等對本公司業務及運作均有適當理解，並充分知悉於上市規則及任何相關法定要求項下董事的職責及責任。

董事亦已參與適當的持續專業發展以發展及更新其知識及技能，從而確保彼等對董事會的貢獻為知情及相關。彼等參加相關培訓課程，費用由本公司支付。全體董事亦閱讀有關定期更新的法定規定、上市規則及上市公司所涉其他相關主題的材料。

董事委員會

作為優良企業管治常規的重要構成部分，董事會已成立以下的董事委員會，以監察本集團特定範疇的事務。各委員會的成員皆由獲邀加入委員會的獨立非執行董事組成。

審核委員會

審核委員會於二零一零年九月二十四日按照上市規則第3.21及3.22條成立，並備有符合企業管治守則的書面職權範圍。審核委員會的主要職責為審閱及監察本公司的財務申報及本公司的內部監控原則，並向董事會提供建議及意見。成員定期與外部核數師及本公司管理層團隊進行會晤，以審閱、監督及討論本公司的財務申報及內部監控程序，並確保管理層履行其職責建立有效的內部監控及風險管理系統。於二零二零年度，審核委員會由三名成員，即黃之強先生、劉嘉凌先生及陳志強先生(均為獨立非執行董事)組成。黃之強先生具備適當的專業資格及會計事宜經驗，故獲委任為審核委員會主席。

審核委員會於回顧年度已召開兩次會議，審閱本集團的財務業績及有關財務申報及合規程序、內部監控及風險管理系統的重要事宜。

The Audit Committee has reviewed the consolidated financial statements of the Group for the year ended 31 December 2020, including the accounting principles and practices adopted by the Group, the selection and appointment of the external auditors and the effectiveness of the systems of risk management and internal control of the Group.

CORPORATE GOVERNANCE FUNCTIONS

During the year under review, the Audit Committee was also responsible for determining the policy for the corporate governance of the Company performing the corporate governance duties as below:

- to develop and review the Group's policies and practices on corporate governance and make recommendations to the Board;
- to review and monitor the training and continuous professional development of the Directors and management team;
- to review the adequacy and effectiveness of the systems of risk management and internal control of the Group;
- to review and monitor the Group's policies and practices on compliance with all legal and regulatory requirements (where applicable);
- to develop, review and monitor the relevant code of conduct and compliance manual (if any) applicable to employees and directors of the Group; and
- to review the Group's compliance with the CG Code and disclosure requirements in the Corporate Governance Report.

REMUNERATION COMMITTEE

The Remuneration Committee was established on 24 September 2010 with written terms of reference in compliance with the CG Code. During the year 2020, the Remuneration Committee was chaired by Mr. Liu Jialin with two Directors, namely Mr. Cheng Jerome and Mr. Wong Chi Keung, as members. The principal responsibilities of the Remuneration Committee are to formulate and recommend remuneration policy to the Board, make recommendations to the Board on the Company's policy and structure for all Directors' and management team's remunerations, approve and review management's proposals with reference to the Board's corporate goals and objectives and make recommendations to the Board on the remuneration of non-executive Directors. The Board expects the Remuneration Committee to exercise independent judgment and ensure that executive Directors do not participate in the determination of their own remunerations.

The Remuneration Committee held one committee meeting during the year under review to review and made recommendation to the Board on the remuneration policy and structure of the Company and remuneration packages of Directors and senior management.

審核委員會已審閱本集團截至二零二零年十二月三十一日止年度的綜合財務報表(包括本集團採納的會計原則及常規)、甄選及委任外部核數師及本集團風險管理及內部監控制度的有效性。

企業管治功能

於回顧年度，審核委員會亦負責制定本公司企業管治政策，履行以下企業管治職責：

- 制定及審閱本集團之企業管治政策及常規及向董事會作出推薦意見；
- 審閱及監察董事及管理層團隊之培訓及持續專業發展；
- 檢討本集團風險管理及內部監控制度的足夠性及有效性；
- 審閱及監察本集團遵守所有法定及監管規定之政策及常規(如適用)；
- 制定、審閱及監察適用於本集團僱員及董事之相關操守守則及合規手冊(如有)；及
- 審閱本集團是否已遵守企業管治守則及企業管治報告之披露規定。

薪酬委員會

薪酬委員會乃按照企業管治守則的規定於二零一零年九月二十四日成立，並備有書面職權範圍。於二零二零年度，薪酬委員會由劉嘉凌先生擔任主席，兩名董事，即Cheng Jerome先生及黃之強先生為成員。薪酬委員會的主要職責為制定薪酬政策並向董事會提供意見；就所有董事及管理層團隊的全體薪酬政策及架構向董事會提供意見；參考董事會訂立的企業方針及目標而批准及檢討管理層的建議及就非執行董事的薪酬向董事會提供意見。董事會預期薪酬委員會行使獨立判斷並確保執行董事並不參與釐定彼等本身的薪酬。

於回顧年度，薪酬委員會已召開一次會議，檢討本公司薪酬政策及架構以及董事及高級管理層之薪酬待遇並就此向董事會提供推薦意見。

NOMINATION COMMITTEE

The Nomination Committee was established on 24 September 2010. During the year 2020, the chairman was Mr. Cheng Jerome, an executive Director, with two Directors, namely Mr. Wong Chi Keung and Mr. Chan Chi Keung, Alan, as members. The Nomination Committee is responsible for determining the policy for the nomination of Directors, reviewing the structure, size and composition of the Board, making recommendation to the Board on selection of candidates for directorships, appointment and reappointment of Directors and Board succession and assessing the independence of independent non-executive Directors.

The Company adopts the board diversity policy and recognises board diversity as the key element for the achievement of its strategic goals and sustainable development. In considering the composition and diversity of the Board, the Company takes into account a number of factors from various aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All decisions regarding appointment of members of the Board will be based on the candidates' meritocracy having regard to a set of objective standards that take into account the benefits of board diversity.

Selection of candidates will be based on a set of diversity criteria, 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 with reference to the candidates' merits and contributions to the Board.

The Nomination Committee held one meeting during the year under review to review the structure, size and composition of the Board and the independence of the independent non-executive Directors.

NUMBER OF MEETINGS AND DIRECTORS' ATTENDANCE

The individual attendance record of each Director at the meetings of the Board, Audit Committee, Remuneration Committee, Nomination Committee and the general meeting of the Company during the year ended 31 December 2020 is set out below:

		Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	Annual General Meeting 股東週年大會	Extraordinary Ordinary Meeting 股東特別大會
<i>Executive Directors</i>	<i>執行董事</i>						
Mr. Cheng Jerome	Cheng Jerome先生	4/4	N/A 不適用	1/1	1/1	1/1	0/2
Mr. Yuan Weitao	袁偉濤先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1	2/2
<i>Non-executive Director</i>	<i>非執行董事</i>						
Mrs. Guo Yan	郭燕女士	3/4	N/A 不適用	N/A 不適用	N/A 不適用	0/1	0/2
<i>Independent non-executive Directors</i>	<i>獨立非執行董事</i>						
Mr. Wong Chi Keung	黃之強先生	4/4	2/2	1/1	1/1	1/1	2/2
Mr. Chan Chi Keung, Alan	陳志強先生	4/4	2/2	N/A 不適用	1/1	1/1	2/2
Mr. Liu Jialin	劉嘉凌先生	4/4	2/2	1/1	N/A 不適用	0/1	0/2

提名委員會

提名委員會於二零一零年九月二十四日成立。於二零二零年，主席為本公司執行董事Cheng Jerome先生，而其他兩名成員為董事黃之強先生及陳志強先生。提名委員會負責釐定提名董事之政策、檢討董事會的結構、規模和構成；就甄選董事職務候選人、委任、重新委任董事及董事會的繼任事宜向董事會提供意見，並評估獨立非執行董事的獨立性。

本公司採納董事會成員多元化政策，並認為董事會成員多元化乃實現本公司策略目標及可持續發展的關鍵因素。於考慮董事會的構成及多元化時，本公司考慮多方面因素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技術、知識及服務年期。所有有關委任董事會成員之決定均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

甄選人選將基於一系列多元化標準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技術、知識及服務年期。最終決定將參考人選的長處及可為董事會提供的貢獻而作決定。

於回顧年度，提名委員會已召開一次會議，檢討董事會的結構、規模及構成以及獨立非執行董事的獨立性。

會議及董事出席次數

截至二零二零年十二月三十一日止年度，各位董事出席董事會、審核委員會、薪酬委員會、提名委員會會議以及本公司股東大會的個人出席記錄載列如下：

CODE PROVISIONS IN CORPORATE GOVERNANCE CODE AND CORPORATE GOVERNANCE REPORT

Deviation with Code Provision

Code Provision A.6.7 of the CG Code provides that independent non-executive Directors and non-executive Directors should generally attend general meetings of the Company. Mrs. Guo Yan and Mr. Liu Jialin were not able to attend the annual general meeting of the Company held on 3 June 2020 due to their other engagement in other commitments. Mrs. Guo Yan and Mr. Liu Jialin were not able to attend the extraordinary general meetings of the Company held on 14 October 2020 due to their other engagement in other commitments.

COMPLIANCE WITH THE MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as its own code of conduct for securities transactions. Specific enquiries have been made with all Directors, and all Directors have declared and confirmed that, during the year ended 31 December 2020, they were in compliance with the Model Code.

COMPANY SECRETARY

Mr. Chan Chi Keung, Billy, the Company Secretary, is a full time employee of the Group and has the knowledge of the Company's day-to-day affairs. He also serves as the secretary of the Audit Committee, the Nomination Committee and the Remuneration Committee as organised by the Board from time to time. During the year ended 31 December 2020, the Company Secretary complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules. The biographical details of the Company Secretary is set out in the section headed "Directors and Senior Management" on page 35 of this report.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of the financial statements for the financial year ended 31 December 2020 which give a true and fair view of the state of affairs of the Company and of the Group at that date and of the Group's results and cash flows for the year then ended and are properly prepared on the going concern basis in accordance with the applicable statutory requirements and accounting standards. The statement of the external auditors of the Company about their reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report".

AUDITORS' REMUNERATION

During the year ended 31 December 2020, the remuneration paid or payable to the Group's auditors, KPMG, in respect of their audit and non-audit services are RMB2,300,000 and RMB300,000, respectively.

企業管治守則守則條文及企業管治報告

偏離守則條文

企業管治守則之守則條文第A.6.7條規定獨立非執行董事及非執行董事一般須出席本公司股東大會。郭燕女士及劉嘉凌先生因彼等從事其他職務未能出席本公司於二零二零年六月三日舉行的股東週年大會。郭燕女士及劉嘉凌先生因彼等從事其他職務未能出席本公司於二零二零年十月十四日舉行的股東特別大會。

遵守董事進行證券交易的標準守則

本公司已採納上市規則附錄10所載的標準守則作為其進行證券交易的行為守則。已向全體董事作出具體查詢且全體董事已宣稱及確認，彼等於截至二零二零年十二月三十一日止年度內一直遵守標準守則。

公司秘書

陳志強先生為公司秘書，為本集團全職僱員及了解本公司的日常事務。彼亦擔任董事會不時舉行的審核委員會、提名委員會及薪酬委員會的秘書。於截至二零二零年十二月三十一日止年度，公司秘書遵守上市規則第3.29條項下的相關專業培訓規定。公司秘書的履歷詳情載於本報告第35頁的「董事及高級管理層」一節。

董事對財務報表的責任

董事知悉彼等就編製截至二零二零年十二月三十一日止財政年度財務報表的責任，財務報表應真實而中肯地反映本公司及本集團於該日的事務狀況及本集團截至該日期止年度的業績及現金流量，並根據適用的法定規定及會計準則按持續經營基準妥為編製。有關本公司外聘核數師對財務報表所承擔之申報責任的聲明，已載於「獨立核數師報告」內。

核數師薪酬

截至二零二零年十二月三十一日止年度，已付或應付本集團核數師畢馬威會計師事務所的核數及非核數服務薪酬分別為人民幣2,300,000元及人民幣300,000元。

INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for maintaining sound and effective internal control and risk management systems in order to safeguard the Group's assets and shareholders' interests, and review and monitor the effectiveness of the Company's internal control and risk management systems on a regular basis so as to ensure that internal control and risk management systems in place are adequate. The Company has established written policies and procedures applicable to all operating units to ensure the effectiveness of internal controls. The internal control framework also ensures, among other things, that the Company's operations are monitored and reviewed on a regular basis by each department to ensure any inside information and other matters are identified handled efficiently and in compliance with the Listing Rules and applicable laws and regulations. The Company also has a process of identifying, evaluating, and managing the significant risks to the achievement of its operational objectives. This process is subject to continuous improvement and has been in place since 24 September 2010 and up to the date of this report. The day-to-day operation is entrusted to the individual department, which is accountable for its own conduct and performance, and is required to strictly adhere to the policies set by the Board. The Company carries out reviews on the effectiveness of the internal control and risk management systems from time to time in order to ensure that they are able to meet and deal with the dynamic and ever changing business environment.

The risk management framework includes identifying significant risks in the Group's operation environment and evaluating the impacts of those risks on the Group's business; developing necessary measures to manage those risks; and monitoring and reviewing the effectiveness of such measures. The implementation of risk management framework of the Group was assisted by the Group's internal audit function so that the Group could ensure new and emerging risks relevant to the Group's operation are promptly identified by the management, assess the adequacy of action plans to manage these risks and monitor and evaluate the effectiveness of the action plans. These are on-going processes and the Audit Committee reviews periodically the Group's risk management systems.

The Audit Committee reported to the Board the implementation of the Group's risk management and internal control policy which, among other things, included the determination of risk factors, evaluation of risk level the Group could take and effectiveness of risk management measures. Based on the reports from internal audit function and the Audit Committee, and also the Board's review of the Group's risk management and internal control systems at least once a year, the Board believes that the existing internal control and risk management systems are adequate and effective. The Board acknowledges that it is responsible for the risk management and internal control systems and reviewing their effectiveness, and that such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

內部監控及風險管理

董事會負責維持健全有效的內部監控及風險管理制度，以保障本集團資產及股東利益，並定期檢討及監察本公司內部監控及風險管理系統之效率，以確保足夠內部監控及風險管理系統。本公司已制定適用於所有營運單位的書面政策及程序，確保內部監控的效率。內部監控框架亦確保(其中包括)各部門定期監察及檢討本公司的營運，以確保有效地處理任何內幕消息及其他事宜以及遵守上市規則及適用法律及法規。本公司亦有識別、評估及管理重大風險的程序以達成其營運目標。該程序須不斷改善，並自二零一零年九月二十四日起及直至本報告日期始終使用。日常營運則委託個別部門，對其本身部門的行為及表現進行問責，並須嚴格遵守董事會制定的政策。本公司不時進行內部監控及風險管理系統效率的審閱，確保其能夠符合及應對靈活及不時轉變之經營環境。

風險管理框架包括識別本集團營運環境中的重大風險及評估該等風險對本集團業務的影響；制訂必要的措施以管理該等風險；及監控及檢討該等措施的有效性。本集團風險管理框架的執行獲本集團內部審核職能的協助，從而本集團可確保管理層即時識別與本集團營運有關的新萌發的風險，評估行動計劃的充足性以管理該等風險以及監控及評估該等行動計劃的有效性。該等計劃乃持續的過程，且審核委員會定期檢討本集團的風險管理系統。

審核委員會向董事會匯報本集團執行風險管理及內部監控政策的情況，當中(其中包括)包括釐定風險因素，評估本集團可承受的風險水平及風險管理措施的有效性。基於來自內部審核職能及審核委員會的報告，以及董事會每年至少檢討一次本集團的風險管理及內部監控系統，董事會相信，現有內部監控系統及風險管理系統乃充分有效。董事會確認，其負責風險管理及內部監控系統以及檢討其有效性，且該等系統旨在管理而非消除未能達成業務目標之風險，並只提供合理而非絕對保證可防範重大失實陳述或損失。

PROCEDURES FOR SHAREHOLDERS TO REQUISITION AND CONVENE AN EXTRAORDINARY GENERAL MEETING (INCLUDING PROPOSING A RESOLUTION AT AN EXTRAORDINARY GENERAL MEETING)

- Any two 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 (the “**Eligible Shareholders**”) shall at all times have the right, by a written requisition signed by the Eligible Shareholders concerned (the “**Requisition**”), to require the Board to convene an extraordinary general meeting, and to put any resolution so requisitioned to vote at such extraordinary general meeting.
 - Eligible Shareholders who wish to requisition the Board to convene an extraordinary general meeting for the purpose of proposing a resolution at the extraordinary general meeting must deposit the Requisition at the principal place of business of the Company in Hong Kong at Room 1908-1916, 19/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong.
 - The Requisition must state clearly the names of the Eligible Shareholders concerned, specify the objects of the meeting, and be signed by the Eligible Shareholders concerned. The Eligible Shareholders must prove their shareholdings in the Company to the satisfaction of the Company.
 - The Company will check the Requisition and verify the identities and the shareholdings of the Eligible Shareholders with the Company’s branch share registrar. If the Requisition is found to be proper and in order and in compliance with the memorandum and articles of association of the Company, the Board will within 21 days of the date of deposit of the Requisition, duly proceed to convene an extraordinary general meeting to be held within a further 21 days, for the purpose of putting any resolution(s) proposed by the Eligible Shareholders to vote at such extraordinary general meeting. However, if the Requisition has been verified as not in order and not in compliance with the memorandum and articles of association of the Company, the Eligible Shareholders concerned will be advised of this outcome and accordingly, the Board will not convene an extraordinary general meeting and will not put any resolution(s) proposed by the Eligible Shareholders to vote at any such extraordinary general meeting or any other general meeting of the Company.
- 股東要求及召開股東特別大會(包括於股東特別大會上提呈決議案)程序**
- 任何兩位或以上於遞呈要求日期持有不少於本公司繳足股本(賦有於本公司股東大會上投票權)十分之一的股東(「**合資格股東**」)於任何時候有權透過經相關合資格股東簽署之書面要求(「**書面要求**」)要求董事會召開股東特別大會，並提呈所要求之任何決議案於股東特別大會上表決。
 - 有意向董事會提出書面要求召開股東特別大會藉以於股東特別大會上提呈決議案的合資格股東必須將書面要求交回本公司於香港的主要營業地點，地址為香港灣仔港灣道30號新鴻基中心19樓1908-1916室。
 - 書面要求必須載明相關合資格股東的姓名，闡明大會的目的，並由相關合資格股東簽署。合資格股東必須證明彼等於本公司的股權，令本公司信納。
 - 本公司將核查書面要求，而合資格股東的身份及股權將由本公司股份過戶登記分處核實。倘書面要求被證實適當及合理，並符合本公司組織章程大綱及細則，董事會將於遞呈日期起21日內，安排於下一個21日內召開股東特別大會，以於該股東特別大會上提呈合資格股東建議的任何決議案進行投票表決。然而，倘書面要求被證實為不合理，且不符合本公司的組織章程大綱及細則，相關合資格股東將獲告知此結果，而董事會據此將不會召開股東特別大會，且將不會於有關股東特別大會或本公司任何其他股東大會上提呈合資格股東建議的任何決議案進行投票表決。

- If within 21 days of the date of deposit of the Requisition, the Board has not advised the Eligible Shareholders that the Requisition is not in order and not in compliance with the memorandum and articles of association of the Company, and the Board has failed to proceed to convene an extraordinary general meeting, the Eligible Shareholders themselves (or any one or more of the Eligible Shareholders who holds more than one-half of the total voting rights of all the Eligible Shareholders who signed the Requisition) may proceed to convene the extraordinary general meeting in the same manner, as nearly as possible, as that in which general meetings may be convened by the Board in accordance with the memorandum and articles of association of the Company, provided that the extraordinary general meeting so convened must be held before the expiration of three months from the date of deposit of the Requisition. All reasonable expenses incurred by the Eligible Shareholders concerned as a result of the failure of the Board shall be reimbursed to the Eligible Shareholders concerned by the Company.
- 倘於書面要求日期起21日內，董事會並無告知合資格股東書面要求不合理及不符合本公司組織章程大綱及細則，且董事會未有召開股東特別大會，合資格股東本人(或任何一位或以上持有簽署書面要求的全部合資格股東的總投票權一半以上的合資格股東)可按盡可能接近董事會根據本公司組織章程大綱及細則召開股東大會的方式，召開股東特別大會，惟所召開的股東特別大會必須於書面要求日期起三個月屆滿前舉行。相關合資格股東因董事會未有召開大會而合理產生的所有開支，將由本公司向相關合資格股東作出償付。

COMMUNICATION WITH SHAREHOLDERS

The Board recognises the importance of maintaining a clear, timely and effective communication with the shareholders of the Company and investors. The Board also recognises that effective communication with its investors is critical in establishing investors' confidence and attracting new investors. Therefore, the Group is committed to maintaining a high degree of transparency to ensure the investors and the shareholders of the Company will receive accurate, clear, comprehensive and timely information of the Group through the publication of annual reports, interim reports, announcements and circulars. The Company also publishes all corporate communications on the Company's website at <http://www.changyou-alliance.com>. Further, shareholders of the Company may send their enquiries and concerns to the Board by addressing them to the principal place of business of the Company in Hong Kong. The Board maintains regular dialogues with institutional investors and analysts from time to time to keep them informed of the Group's strategy, operations, management and plans. The Directors and members of various board committees will attend the annual general meeting of the Company and answer any questions raised. The resolution of every important proposal will be proposed at general meetings separately.

The chairman of general meetings of the Company would explain the procedures for conducting a poll before proposing a resolution for voting. The poll results will be announced at general meetings and published on the websites of the Stock Exchange and the Company, respectively. In addition, the Company regularly meets with institutional investors, financial analysts and financial media, and promptly releases information related to any significant progress of the Company, so as to promote the development of the Company through mutual and efficient communications.

與股東的溝通

董事會深明與本公司股東及投資者保持明確、及時和有效的溝通之重要性。董事會亦深知與投資者之有效溝通，乃建立投資者信心及吸引新投資者之關鍵。因此，本集團致力於保持高透明度，以確保本公司投資者及股東通過刊發之年報、中期報告、公佈及通函，得到準確、清晰、完整而及時的本公司資料。本公司亦在本公司網站<http://www.changyou-alliance.com>刊登全部企業通訊。另外，本公司股東可向董事會發出其查詢及關注事項，並註明送至本公司的香港主要營業地點。董事會與機構投資者及分析員不時保持溝通，讓彼等得悉本集團的策略、營運、管理及計劃。董事及各董事委員會成員均將出席本公司股東週年大會及解答問題。股東大會上，各項重要議案須以獨立決議案方式提呈。

本公司股東大會主席會於以投票方式表決一項決議案之前解釋進行投票的程式。投票的結果將於大會上宣佈，並將分別在聯交所及本公司的網站上公佈。此外，本公司定期與機構投資者、財務分析師及財務媒體會晤，並即時發佈有關本公司任何重大進程之資料，從而透過雙向及高效之溝通促進本公司之發展。

Corporate Governance Report 企業管治報告

During the year under review, there was no change to the constitutional documents of the Company. Shareholders, investors and the media can make enquiries to the Company through the following means:

Telephone number: (852) 2776 8500
By post: Room 1908-1916,
19/F, Sun Hung Kai Centre,
30 Harbour Road,
Wanchai, Hong Kong
Attention: Mr. Chan Chi Keung, Billy
By email: ir@fortunet.com.hk

於回顧年度，本公司的章程文件並無變動。股東、投資者及媒體可透過下列方式向本公司作出查詢：

電話：(852) 2776 8500
郵遞：香港灣仔港灣道30號
新鴻基中心19樓
1908-1916室
致：陳志強先生
電郵：ir@fortunet.com.hk



FINANCIAL REPORT
財務報告

Independent Auditor's Report

獨立核數師報告



**Independent auditor's report to the shareholders of
Changyou Alliance Group Limited**
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Changyou Alliance Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 71 to 169, which comprise the consolidated statement of financial position as at 31 December 2020, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2020 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "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 ("HKSAs") 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") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致暢由聯盟集團有限公司
(於開曼群島註冊成立之有限公司)
股東的獨立核數師報告

意見

本核數師(以下簡稱「我們」)已審核列載於第71至第169頁的暢由聯盟集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,此財務報表包括於二零二零年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而中肯地反映了貴集團於二零二零年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》之披露規定妥為編製。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告核數師就審計綜合財務報表承擔的責任部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(「守則」)以及開曼群島任何與我們對綜合財務報表的審計有關的道德要求,我們獨立於貴集團,並已履行該等規定及守則中的其他專業道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

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.

Revenue recognition

Refer to Note 4 to the consolidated financial statements and the accounting policies in Note 2(v).

The Key Audit Matter

The principal activities of the Group are the development and operation of an electronic trading platform to promote and facilitate awards earned by customers of other companies to be exchanged globally in the form of virtual assets and credits for consumption of merchandises, games, services and other commercial transactions and other trading business. The Group mainly generates revenue in the way of sales of goods and provision of services. Revenue of RMB268,841,000 was recognised for the current year.

How the matter was addressed in our audit

Our audit procedures to assess revenue recognition included the following:

- Discussing major business scenarios available on the electronic trading platform with management and evaluating their judgements made in determining whether the Group is a principal or an agent in an arrangement and the timing of revenue recognition, by inspecting agreements with business partners/suppliers and observing operation of selected business scenarios mentioned above;
- Involving our internal information technology specialists to evaluate the design, implementation and operating effectiveness of key internal controls over the capturing and processing of revenue transactions, including the completeness, existence and accuracy of the transaction details contained within the Group's information technology systems;

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。該等事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對該等事項提供單獨的意見。

收入確認

請參閱綜合財務報表附註4以及附註2(v)的會計政策。

關鍵審計事項

本集團主要活動為開發及營運電子交易平台，促使其他公司客戶忠誠度計劃賺取的獎勵能以虛擬資產及授信方式在全球交換並於商品、遊戲、服務及其他商業交易及其他交易業務中使用。本集團主要以銷售貨品和提供服務產生收入。於本年度已確認收入人民幣268,841,000元。

我們的審計如何處理該事項

我們就評估收入確認的審計程序包括以下程序：

- 與管理層討論有關電子交易平台的可用主要業務方案，並透過查閱與業務夥伴／供應商的協議及觀察上述選定業務方案的運作，評估彼等在確定本集團是否為一項安排的主事人或代理人以及確認收入的時間時所作的判斷；
- 我們的內部信息技術專家參與評估有關獲取及處理收入交易的主要內部監控的設計、實施及運營有效性，包括本集團信息技術系統所包含的交易詳情的完整性、存在性及準確性；

KEY AUDIT MATTERS (CONTINUED)

Revenue recognition (continued)

The Key Audit Matter

How the matter was addressed in our audit

The Group's revenue comprises a high volume of individual transactions. The Group maintains sophisticated information technology systems to process a large volume of data arising from these transactions, including details of the date and time of delivery of the goods sold. The completeness, existence and accuracy of the Group's revenue is highly reliant on the information technology systems.

We identified the recognition of revenue as a key audit matter because the Group's revenue is significant to the consolidated financial statements and involves complicated information technology systems, all of which give rise to an inherent risk that revenue could be incorrectly recorded in the period.

- Assessing the design, implementation and operating effectiveness of key manual internal controls over revenue recognition of major business scenarios available on the electronic trading platform;

- Comparing the details of the monthly manual journal entries relating to the input into the accounting system of revenue with the reports generated by the information technology systems, on a sample basis; and

- Comparing the cash receipts with the underlying data from information technology systems used in the transaction processes, on a sample basis.

關鍵審計事項(續)

收入確認(續)

關鍵審計事項

我們的審計如何處理該事項

本集團的收入包括大量的個別交易。本集團擁有複雜的信息技術系統，以處理該等交易產生的大量數據，包括所售貨品的交付日期及時間詳情。本集團收入的完整性、存在性及準確性高度依賴信息技術系統。

我們識別收入確認為主要審計事項，乃因本集團收入對綜合財務報表而言非常重要，且涉及複雜的信息技術系統，所有該等均會產生收入可能於期內錯誤記錄的固有風險。

- 評估電子交易平台上主要業務方案收入確認的主要人工內部監控的設計、實施及運營有效性；

- 將輸入會計系統有關收入的每月人工記錄詳情，與信息技術系統生成的報告進行抽樣比較；

- 將現金收據與交易過程中使用的信息技術系統的相關數據進行抽樣比較。

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

綜合財務報表及其核數師報告以外的資料

董事須對其他資料負責。其他資料包括刊載於年報內的全部資料，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資料，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計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們以為其他資料存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

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

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

審核委員會協助董事履行監督貴集團的財務報告過程的責任。

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

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

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

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

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

核數師就審計綜合財務報表須承擔的責任

我們的目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向整體成員報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容對任何其他人士負責或承擔法律責任。

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

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

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

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

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

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

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

核數師就審計綜合財務報表須承擔的責任(續)

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

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部監控的任何重大缺陷。

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

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

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 Wan Chi Yau, Charles.

KPMG

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

30 March 2021

核數師就審計綜合財務報表須承擔的責任(續)

從與審核委員會溝通的事項中，我們確定對本期綜合財務報表的審計最為重要之事項，因而構成關鍵審計事項。我們在核數師報告中描述該等事項，除非法律法規不允許公開披露該等事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某一事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計專案合夥人是溫梓佑。

畢馬威會計師事務所

執業會計師

香港中環
遮打道10號
太子大廈8樓

二零二一年三月三十日

Consolidated Statement of Profit or Loss

綜合損益表

for the year ended 31 December 2020 截至二零二零年十二月三十一日止年度
(Expressed in Renminbi ("RMB")) (以人民幣(「人民幣」)列示)

		Note 附註	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Revenue	收入	4	268,841	204,112
Cost of sales	銷售成本		(267,796)	(203,304)
Gross profit	毛利		1,045	808
Other income	其他收益	5	669	4,210
Selling and distribution expenses	銷售及分銷開支		(25,270)	(37,255)
Administrative expenses	行政開支		(45,005)	(75,716)
Research and development costs	研發成本		(36,188)	(44,156)
Impairment gain/(loss) of trade and other receivables	貿易及其他應收款項減值 收益/(虧損)	26(a)	29,673	(36,779)
Loss from operations	經營虧損		(75,076)	(188,888)
Finance costs	財務成本	6(a)	(6,444)	(5,662)
Loss arising from changes in fair value on held-for-trading investments	持作交易用途之投資公平值 變動產生的虧損	15	(674)	(512)
Loss before taxation	除稅前虧損	6	(82,194)	(195,062)
Income tax	所得稅	7	-	-
Loss for the year	年內虧損		(82,194)	(195,062)
Attributable to:	以下人士應佔：			
Equity shareholders of the Company	本公司權益股東		(1,652)	(78,295)
Non-controlling interests	非控股權益		(80,542)	(116,767)
Loss for the year	年內虧損		(82,194)	(195,062)
Loss per share	每股虧損			
Basic and diluted (RMB cent)	基本及攤薄(人民幣分)	10	(0.09)	(4.32)

The notes on pages 79 to 169 form part of these financial statements.

第79頁至169頁附註為該等財務報表之一部分。

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

for the year ended 31 December 2020 截至二零二零年十二月三十一日止年度
(Expressed in RMB) (以人民幣列示)

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Loss for the year	年內虧損	(82,194)	(195,062)
Other comprehensive income for the year (after tax):	年內其他全面收益(除稅後)：		
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目：		
– Exchange differences on translation of financial statements into the Group's presentation currency	– 換算財務報表至本集團呈列貨幣的匯兌差額	(3,919)	1,861
Total comprehensive income for the year	年內全面收益總額	(86,113)	(193,201)
Attributable to:	以下人士應佔：		
Equity shareholders of the Company	本公司權益股東	(5,571)	(76,434)
Non-controlling interests	非控股權益	(80,542)	(116,767)
Total comprehensive income for the year	年內全面收益總額	(86,113)	(193,201)

The notes on pages 79 to 169 form part of these financial statements.

第79頁至169頁附註為該等財務報表之一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

at 31 December 2020 於二零二零年十二月三十一日
(Expressed in RMB) (以人民幣列示)

		Note	At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元
		附註		
Non-current assets	非流動資產			
Property and equipment	物業及設備	11	12,388	8,946
Intangible assets	無形資產	12	–	–
Goodwill	商譽	13	–	–
			12,388	8,946
Current assets	流動資產			
Held-for-trading investments	持作交易用途之投資	15	1,685	2,631
Inventories	存貨	16	1,408	1,733
Trade and other receivables	貿易及其他應收款項	17	122,185	119,916
Cash and cash equivalents	現金及現金等值項目	18	152,273	137,839
			277,551	262,119
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	19	133,685	151,799
Convertible bonds	可換股債券	20	–	27,140
Lease liabilities	租賃負債	21	7,461	1,779
			141,146	180,718
Net current assets	流動資產淨值		136,405	81,401
Total assets less current liabilities	總資產減流動負債		148,793	90,347
Non-current liabilities	非流動負債			
Convertible bonds	可換股債券	20	50,489	–
Lease liabilities	租賃負債	21	2,377	1,185
Loans from an equity shareholder of the Company	來自本公司一名權益股東之貸款	22	33,666	–
			86,532	1,185
NET ASSETS	資產淨值		62,261	89,162

The notes on pages 79 to 169 form part of these financial statements.

第79頁至169頁附註為該等財務報表之一部分。

Consolidated Statement of Financial Position 綜合財務狀況表

at 31 December 2020 於二零二零年十二月三十一日
(Expressed in RMB) (以人民幣列示)

			At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元
		Note 附註		
CAPITAL AND RESERVES	資本及儲備	25		
Share capital	股本		117,812	117,812
Reserves	儲備		243,263	189,622
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔權益總額		361,075	307,434
Non-controlling interests	非控股權益		(298,814)	(218,272)
TOTAL EQUITY	權益總額		62,261	89,162

Approved and authorised for issue by the board of directors
on 30 March 2021.

於二零二一年三月三十日獲董事會批准及授權刊發。

Cheng Jerome
Cheng Jerome
Director (Chairman)
董事(主席)

Yuan Weitao
袁偉濤
Director
董事

The notes on pages 79 to 169 form part of these financial
statements.

第79頁至169頁附註為該等財務報表之一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

for the year ended 31 December 2020 截至二零二零年十二月三十一日止年度
(Expressed in RMB) (以人民幣列示)

		Attributable to equity shareholders of the Company 本公司權益股東應佔						Non-	Total	
		Share capital 股本	Share premium 股份溢價	Capital reserve 資本儲備	Exchange reserve 匯兌儲備	Other reserve 其他儲備	Accumulated losses 累計虧損	Total 合計	controlling interests 非控股權益	equity 總權益
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
		(Note 25(c)) (附註25(c))	(Note 25(d)(i)) (附註25(d)(i))	(Note 25(d)(ii)) (附註25(d)(ii))	(Note 25(d)(iii)) (附註25(d)(iii))	(Note 25(d)(iv)) (附註25(d)(iv))	(Note 25(d)(v)) (附註25(d)(v))			
Balance at 1 January 2019	於二零一九年一月一日之結餘	117,812	1,263,789	61,996	3,511	2,893	(1,104,018)	345,983	(256,471)	89,512
Changes in equity for 2019:	二零一九年之權益變動:									
Loss for the year	本年度虧損	-	-	-	-	-	(78,295)	(78,295)	(116,767)	(195,062)
Other comprehensive income for the year	本年度其他全面收益	-	-	-	1,861	-	-	1,861	-	1,861
Total comprehensive income	全面收益總額	-	-	-	1,861	-	(78,295)	(76,434)	(116,767)	(193,201)
Effect on equity arising from capital injections from non-controlling equity shareholders into a subsidiary of the Group	非控股權益股東向本集團一間附屬公司注資對權益的影響	-	-	-	-	37,885	-	37,885	154,966	192,851
Transfer between reserves	儲備間之轉撥	-	-	(42,573)	-	-	42,573	-	-	-
		-	-	(42,573)	-	37,885	42,573	37,885	154,966	192,851
Balance at 31 December 2019	於二零一九年十二月三十一日之結餘	117,812	1,263,789	19,423	5,372	40,778	(1,139,740)	307,434	(218,272)	89,162

The notes on pages 79 to 169 form part of these financial statements.

第79頁至169頁附註為該等財務報表之一部分。

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

for the year ended 31 December 2020 截至二零二零年十二月三十一日止年度
(Expressed in RMB) (以人民幣列示)

		Attributable to equity shareholders of the Company 本公司權益股東應佔						Non-	Total	
		Share capital 股本	Share premium 股份溢價	Capital reserve 資本儲備	Exchange reserve 匯兌儲備	Other reserve 其他儲備	Accumulated losses 累計虧損	Total 合計	controlling interests 非控股權益	equity 總權益
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
		(Note 25(c)) (附註25(c))	(Note 25(d)(i)) (附註25(d)(i))	(Note 25(d)(ii)) (附註25(d)(ii))	(Note 25(d)(iii)) (附註25(d)(iii))	(Note 25(d)(iv)) (附註25(d)(iv))				
Balance at 1 January 2020	於二零二零年一月一日之結餘	117,812	1,263,789	19,423	5,372	40,778	(1,139,740)	307,434	(218,272)	89,162
Changes in equity for 2020:	二零二零年之權益變動：									
Loss for the year	本年度虧損	-	-	-	-	-	(1,652)	(1,652)	(80,542)	(82,194)
Other comprehensive income for the year	本年度其他全面收益	-	-	-	(3,919)	-	-	(3,919)	-	(3,919)
Total comprehensive income	全面收益總額	-	-	-	(3,919)	-	(1,652)	(5,571)	(80,542)	(86,113)
Issuance of convertible bonds (Notes 20 and 25(d)(ii))	發行可換股債券 (附註20及25(d)(ii))	-	-	59,212	-	-	-	59,212	-	59,212
Balance at 31 December 2020	於二零二零年十二月三十一日之結餘	117,812	1,263,789	78,635	1,453	40,778	(1,141,392)	361,075	(298,814)	62,261

The notes on pages 79 to 169 form part of these financial statements.

第79頁至169頁附註為該等財務報表之一部分。

Consolidated cash flow statement

綜合現金流量表

for the year ended 31 December 2020 截至二零二零年十二月三十一日止年度
(Expressed in RMB) (以人民幣列示)

	Note	2020	2019
	附註	二零二零年 RMB'000 人民幣千元	二零一九年 RMB'000 人民幣千元
Operating activities			
Loss before taxation		(82,194)	(195,062)
Adjustments for:			
Depreciation	6(c)	11,563	11,474
Finance costs	6(a)	6,444	5,662
Loss arising from changes in fair value on held-for-trading investments		674	512
Interest income	5	(93)	(4,096)
Net loss on disposal of property and equipment	5	108	–
Changes in working capital:			
Decrease/(increase) in inventories		325	(1,251)
(Increase)/decrease in trade and other receivables		(32,540)	50,490
Decrease in trade and other payables		(8,532)	(1,954)
Cash used in operations		(104,245)	(134,225)
Income tax paid		–	–
Net cash used in operating activities		(104,245)	(134,225)
Investing activities			
Payments for purchase of property and equipment		(1,111)	(315)
Proceeds from disposal of property and equipment		30	–
Proceeds from disposal of held-for-trading investments		158	–
Loans to third parties		–	(2,663)
Repayment of loans from a third party		31,229	–
Interest received		93	3,276
Net cash generated from investing activities		30,399	298

The notes on pages 79 to 169 form part of these financial statements.

第79頁至169頁附註為該等財務報表之一部分。

Consolidated cash flow statement 綜合現金流量表

for the year ended 31 December 2020 截至二零二零年十二月三十一日止年度
(Expressed in RMB) (以人民幣列示)

	Note 附註	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Financing activities			
Proceeds from the issuance of convertible bonds, net of transaction costs	18(b)	107,877	–
Payments for the redemptions of convertible bonds	18(b)	(28,269)	(18,202)
Loans from an equity shareholder of the Company	18(b)	35,125	–
Capital injection from a non-controlling equity shareholder of a subsidiary, net of transaction costs		–	92,851
Advance from a non-controlling equity shareholder of a subsidiary	18(b)	–	100,000
Deposit (refunded to)/received from a third party in connection with a terminated capital injection into a non-wholly owned subsidiary of the Group	18(b)	(10,000)	10,000
Capital element of lease rentals paid	18(b)	(7,215)	(7,188)
Interest element of lease rentals paid	18(b)	(1,305)	(1,052)
Finance costs paid	18(b)	(1,541)	(4,542)
Net cash generated from financing activities		94,672	171,867
Net increase in cash and cash equivalents		20,826	37,940
Cash and cash equivalents at 1 January	18(a)	137,839	97,420
Effect of foreign exchange rate changes		(6,392)	2,479
Cash and cash equivalents at 31 December	18(a)	152,273	137,839

The notes on pages 79 to 169 form part of these financial statements.

第79頁至169頁附註為該等財務報表之一部分。

Notes to the Financial Statements

財務報表附註

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

1 CORPORATE INFORMATION

Changyou Alliance Group Limited (formerly known as Fortunet e-Commerce Group Limited) (the “Company”) was incorporated in the Cayman Islands on 21 May 2008 as an exempted company with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The shares of the Company were listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 24 September 2010.

The principal activities of the Company and its subsidiaries (collectively referred to as the “Group”) are the development and operation of an electronic trading platform to promote and facilitate awards earned by customers of loyalty programmes of other companies to be exchanged globally in the form of virtual assets and credits for consumption of merchandises, games, services and other commercial transactions and other trading business.

2 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in these financial statements.

1 公司資料

暢由聯盟集團有限公司(前稱鑫網易商集團有限公司)(「本公司」)根據開曼群島法例第二十二章公司法(一九六一年第三號法例，經綜合及修訂)於二零零八年五月二十一日在開曼群島註冊成立為獲豁免有限公司。本公司股份於二零一零年九月二十四日在香港聯合交易所有限公司(「聯交所」)上市。

本公司及其附屬公司(統稱「本集團」)主要活動為開發及營運電子交易平台，促使其他公司客戶忠誠度計劃賺取的獎勵能以虛擬資產及授信方式在全球交換並於商品、遊戲、服務及其他商業交易及其他交易業務中使用。

2 重大會計政策

(a) 合規聲明

該等財務報表已根據所有適用香港財務報告準則(「香港財務報告準則」)編製，其條款包括香港會計師公會(「香港會計師公會」)頒佈的所有適用的個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋，香港公認會計原則和香港公司條例的披露規定。該等財務報表亦符合聯交所證券上市規則(「上市規則」)的適用披露條文。本集團採納的主要會計政策於下文披露。

香港會計師公會已頒佈若干項首次生效或可供本集團於本會計期間提前採納的經修訂的香港財務報告準則。附註2(c)提供初次應用該等發展對會計政策造成的任何變動的資料，惟以該等財務報表所反映的彼等與本集團本會計期間相關者為限。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Basis of preparation of the financial statements

The consolidated financial statements of the Company for the year ended 31 December 2020 comprise the Group.

The measurement basis used in the preparation of the financial statements is the historical cost basis except for held-for-trading investments (see Note 2(f)) and derivative financial instruments (see Note 2(g)) which are stated at their fair values.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 3.

2 重大會計政策(續)

(b) 財務報表編製基準

本公司截至二零二零年十二月三十一日止年度之綜合財務報表包括本集團。

編製財務報表所用的計量基準為歷史成本基準，惟持作交易用途之投資(見附註2(f))及衍生金融工具(見附註2(g))則按公平值列賬。

編製符合香港財務報告準則的財務報表時，管理層須作出判斷、估計及假設，有關判斷、估計及假設會影響政策的應用及資產、負債、收入及開支的呈報金額。該等估計及相關假設乃基於過往經驗及其他被認為合理的因素，從該基準判斷得出的資產及負債的賬面值可能與其他來源得出的賬面值並不一致。實際結果可能與該等估計不同。

該等估計及相關假設按持續基準審閱。會計估計的修訂如只影響該修訂期，則於該修訂期內確認；修訂如影響本期間及未來期間，則於修訂期間及未來期間確認。

管理層應用香港財務報告準則時所作出對財務報表有重大影響之判斷及估計不明朗因素之主要來源於附註3討論。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Basis of preparation of the financial statements (continued)

For the year ended 31 December 2020, the Group had incurred net loss of RMB82,194,000 and net cash used in operating activities of RMB104,245,000. Notwithstanding the above, the directors of the Company consider that there are no material uncertainties related to events or conditions which, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern. This is because the Group continues its efforts in developing new business scenarios in a view to increase activities over the electronic trading platform which it operates, hence the profitability of the Group, and based on a cash flow forecast of the Group for the twelve months ending 31 December 2021 prepared by the management, which has taken into account unutilised loan facilities of Hong Kong dollar ("HK\$") 71,000,000 (equivalent to approximately RMB59,756,000) from an equity shareholder of the Company, the directors of the Company consider the use of the going concern basis in the preparation of the Group's consolidated financial statements for the year ended 31 December 2020 to be appropriate.

(c) Changes in accounting policies

The HKICPA has issued the following amendments to HKFRSs that are first effective for the current accounting period of the Group:

- Revised Conceptual Framework for Financial Reporting 2018
- Amendments to HKFRS 9, HKAS 39 and HKFRS 7, *Interest Rate Benchmark Reform*
- Amendments to HKFRS 3, *Definition of a business*
- Amendments to HKAS 1 and HKAS 8, *Definition of material*

2 重大會計政策(續)

(b) 財務報表的編製基準(續)

截至二零二零年十二月三十一日止年度，本集團產生虧損淨額人民幣82,194,000元及經營活動所用現金淨額人民幣104,245,000元。儘管上述，本公司董事認為，並無個別或共同對本公司繼續持續經營的能力構成重大疑問的事件或情況相關的重大不明朗因素。此乃由於本集團繼續努力開發新的業務方案，以增加其運作的電子交易平台的業務活動，從而提高本集團的盈利能力，並根據管理層編製的本集團截至二零二一年十二月三十一日止十二個月的現金流量預測(已計及來自本公司一名權益股東的未動用貸款融資71,000,000港元(「港元」)(相等於約人民幣59,756,000元))，本公司董事認為按持續經營基準編製本集團截至二零二零年十二月三十一日止年度的綜合財務報表乃屬適合。

(c) 會計政策的變動

香港會計師公會已頒佈以下多項香港財務報告準則的修訂，該等修訂在本集團當前的會計期間首次生效：

- 二零一八年財務報告概念框架之修訂
- 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，*利率基準改革*
- 香港財務報告準則第3號修訂，*業務的定義*
- 香港會計準則第1號及香港會計準則第8號修訂，*重大的定義*

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Changes in accounting policies (continued)

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period except for the amendment to HKFRS 16, which provides a practical expedient that allows lessees not to assess whether particular rent concessions occurring as a direct consequence of the Covid-19 pandemic are lease modifications and, instead, account for those rent concessions as if they were not lease modifications. The Group has elected to early adopt the amendment and applies the practical expedient to all qualifying Covid-19-related rent concessions granted to the Group during the year (if any). Consequently, rent concessions received have been accounted for as negative variable lease payments recognised in profit or loss in the period in which the event or condition that triggers those payments occurred. There is no impact on the opening balance of equity at 1 January 2020.

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

2 重大會計政策(續)

(c) 會計政策的變動(續)

該等發展對本集團如何編製或呈列當前或過往期間的業績及財務狀況並無造成重大影響。本集團並未應用任何於本會計期間尚未生效的新訂準則或詮釋，惟香港財務報告準則第16號修訂除外，該修訂提供可行權益方法，允許承租人毋須評估由新冠肺炎疫情直接產生的特定租金寬減是否屬租賃修訂，而按非租賃修訂之方式將該等租金寬減入賬。本集團已選擇提早採納該修訂，並就本集團於本年度獲授之所有合資格新冠肺炎相關租金寬減(如有)應用可行權益方法。因此，當應付租金觸及上述情況或條件，則所獲租金寬減以負可變租賃付款入賬並於損益內確認。於二零二零年一月一日的年初權益結餘並無受到影響。

(d) 附屬公司及非控股權益

附屬公司指受本集團控制的實體。當本集團從參與某實體之業務獲得或有權獲得可變回報，及有能力對實體行使其權力而影響其回報，則本集團控制該實體。評估本集團是否有權力時，只考慮具體權利(由本集團及其他人士持有)。

於附屬公司的投資由控制開始當日至控制終止當日綜合計入綜合財務報表。集團內公司間的交易結餘及交易，與任何因集團內公司間交易而產生的現金流量和未變現溢利均在編製綜合財務報表時全數對銷。集團內公司間交易所產生的未變現虧損以處理未變現收益的同樣方式對銷，惟僅會在無減值跡象的情況下進行。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Subsidiaries and non-controlling interests (continued)

Non-controlling interests represent the equity interests in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those equity interests which would result in the Group as a whole having a contractual obligation in respect of those equity interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company.

Changes in the Group's equity interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative equity interests, but no adjustments are made to goodwill and no gain or loss is recognised.

2 重大會計政策(續)

(d) 附屬公司及非控股權益(續)

非控股權益指附屬公司不直接或間接歸屬於本公司的股本權益，而本集團與該等股本權益的持有人並無就此協定任何附加條款使本集團整體就有關股本權益而負有符合金融負債定義的合約性義務。本集團可在逐次企業合併基礎上選擇按其公平值或非控股權益享有附屬公司可識別淨資產的份額計量任何非控股權益。

在綜合財務狀況表內，非控股權益在權益內與歸屬於本公司權益股東的權益分開列報。於本集團業績的非控股權益，在綜合損益表、綜合損益及其他全面收益表內分別按年度損益總額及全面收益總額分配予非控股權益與本公司權益股東的形式列報。

本集團將附屬公司中不導致喪失控制權的權益變動作為權益交易入賬，據此，本集團會在綜合權益中調整控制性權益和非控股權益的金額以反映其相對權益的變動，但不會調整商譽，也不會確認任何損益。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Subsidiaries and non-controlling interests (continued)

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire equity interests in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any equity interests retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note 2(f)) or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 2(k)(ii)), unless the investment is classified as held-for-sale.

(e) Goodwill

Goodwill represents the excess of:

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the Group's previously held equity interests in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses (see Note 2(k)(ii)). Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see Note 2(k)(ii)).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

2 重大會計政策(續)

(d) 附屬公司及非控股權益(續)

當本集團喪失對附屬公司的控制權時，會當作出售於該附屬公司的全部股本權益入賬，有關損益在損益內確認。在喪失控制權之日在前附屬公司中保留的任何股本權益按公平值確認，該金額會視為金融資產初始確認的公平值(見附註2(f))或(如適用)於聯營公司或合營企業的投資初始確認的成本。

在本公司的財務狀況表內，除非於附屬公司的投資分類為持作出售，否則以成本減去減值虧損(見附註2(k)(ii))列賬。

(e) 商譽

商譽指：

- (i) 所轉讓代價的公平值、在被收購方的任何非控股權益金額以及本集團之前在被收購方中持有的股本權益的公平值的總額，超過
- (ii) 於收購日計量被收購方的可識別資產和負債的淨公平值的金額。

倘(ii)大於(i)，則該超出的金額即時作為議價購買收益在損益內確認。

商譽按成本減累計減值虧損(見附註2(k)(ii))列賬。業務合併產生的商譽會分配予每一個預期能從業務合併協同效應獲益的現金產生單位或現金產生單位組，並每年進行減值測試(見附註2(k)(ii))。

於年內出售現金產生單位後，購買商譽的任何應佔金額計入計算出售之損益。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Other investments in equity securities

The Group's policies for investments in equity securities, other than investments in subsidiaries, associates and joint ventures, are set out below.

Investments in equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss ("FVPL") for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see Note 26(e). These investments are subsequently accounted for as follows.

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at fair value through other comprehensive income ("FVOCI") (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss in accordance with the policy set out in Note 2(v)(iv).

2 重大會計政策(續)

(f) 其他股本證券投資

除於附屬公司、聯營公司及合營企業的投資外，本集團有關股本證券投資的政策如下。

股本證券投資於本集團承諾購買／出售該投資當日確認／終止確認。該等投資初步按公平值加上直接應佔交易成本(惟按公平值計入損益(「按公平值計入損益」)且交易成本直接於損益內確認的該等投資除外)列賬。有關本集團如何釐定金融工具之公平值的說明，見附註26(e)。該等投資其後列賬如下。

於股本證券的投資分類為按公平值計入損益，除非該股本投資並非以買賣目的而持有及初始確認投資時本集團選擇指定該投資為按公平值計入其他全面收益(「按公平值計入其他全面收益」)(不可劃轉)，以致公平值其後變動於其他全面收益確認。該選擇乃以個別工具基準作出，但僅可於該投資從發行人角度而言符合權益定義時作出。倘作該選擇，則其他全面收益中累計的金額維持於公平值儲備(不可劃轉)中，直至出售投資為止。於出售時，於公平值儲備(不可劃轉)中累計的金額轉至保留盈利，並不透過損益重新歸入。來自股本證券投資的股息不論其是否分類為按公平值計入損益或按公平值計入其他全面收益，均根據附註2(v)(iv)所載政策於損益中確認。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Derivative financial instruments

Derivative financial instruments are recognised initially at fair value. At the end of each reporting period the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss.

(h) Property and equipment

The items of property and equipment are stated at cost less accumulated depreciation and impairment losses (see Note 2(k)(ii)).

Gains or losses arising from the retirement or disposal of an item of property and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property and equipment, less their estimated residual values, if any, over their estimated useful lives as follows:

	<i>Estimated useful lives</i>
Leasehold improvements	3 - 5 years
Motor vehicles and other equipment	3 - 5 years
Right-of-use assets	Over the term of lease

Where parts of an item of property and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the estimated useful life of an asset and its residual value, if any, are reviewed annually.

2 重大會計政策(續)

(g) 衍生金融工具

衍生金融工具初始按公平值確認。於各報告期末，公平值會重新計量。重新計量至公平值時產生的損益立即在損益中確認。

(h) 物業及設備

物業及設備按成本扣減累計折舊及減值虧損列賬(見附註2(k)(ii))。

報廢或出售物業及設備項目產生的損益，按出售所得款項淨額與該項目賬面值之間的差額予以確定，並在報廢或出售當日在損益中確認。

各項物業及設備在扣除其估計殘值(如有)後，在其估計可使用年期內按足以撇銷其成本的折舊率折舊，年率如下：

	<i>估計可使用年期</i>
租賃裝修	3至5年
汽車及其他設備	3至5年
使用權資產	租賃期內

倘物業及設備項目的各組成部分具有不同可使用年期，則在各部分間合理分配該項目的成本，且按各部分單獨計提折舊。本集團每年對資產的估計可使用年期和殘值(如有)進行審閱。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Intangible assets (other than goodwill)

Expenditure on research and development activities is recognised as an expense in the period in which it is incurred.

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see Note 2(k)(ii)). Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. Both the period and method of amortisation are reviewed annually.

(j) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

As a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

2 重大會計政策(續)

(i) 無形資產(商譽除外)

研發活動費用於其產生期間確認為開支。

本集團收購的無形資產按成本減累計攤銷(倘估計可使用年期為有限)及減值虧損列賬(見附註2(k)(ii))。具有有限可使用年期之無形資產的攤銷乃於資產估計可使用年期內以直線法在損益中扣除。每年對攤銷年期及方法進行審閱。

(j) 租賃資產

本集團會於合約初始生效時評估該合約是否屬租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約屬租賃或包含租賃。倘客戶有權主導可識別的資產的使用及從該使用中獲取幾乎所有的經濟利益，則表示控制權已轉讓。

作為承租人

倘合約包含租賃部分及非租賃部分，則本集團已選擇不區分非租賃部分，並將各租賃部分及任何相關非租賃部分入賬列為所有租賃的單一租賃部分。

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租賃期為12個月或更短的短期租賃及低價值資產租賃除外。當本集團就低價值資產訂立租賃時，本集團按每項租賃情況決定是否將租賃資本化。與該等不作資本化租賃相關的租賃付款在租賃期內按系統基準確認為開支。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Leased assets (continued)

As a lessee (continued)

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see Notes 2(h) and 2(k)(ii)).

2 重大會計政策(續)

(j) 租賃資產(續)

作為承租人(續)

當將租賃資本化時，租賃負債初步按租賃期內應付租賃付款的現值確認，並使用租賃中隱含的利率或(倘該利率不可直接釐定)使用相關的增量借貸利率貼現。初步確認後，租賃負債按攤銷成本計量，而利息開支則採用實際利率法計算。不取決於某一指數或比率的可變租賃付款不包括在租賃負債的計量，因此於其產生的會計期間於損益中扣除。

於租賃資本化時確認的使用權資產初步按成本計量，包括租賃負債的初始金額加上在開始日期或之前支付的任何租賃付款，以及產生的任何初步直接成本。在適用情況下，使用權資產的成本亦包括拆除及移除相關資產或還原相關資產所在地而產生的估計成本，該成本須貼現至其現值並扣除任何收取的租賃優惠。使用權資產隨後按成本減去累計折舊及減值虧損列賬(見附註2(h)及2(k)(ii))。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Leased assets (continued)

As a lessee (continued)

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are any rent concessions which arose as a direct consequence of the COVID-19 pandemic and which satisfied the conditions set out in paragraph 46B of HKFRS 16 *Leases*. In such cases, the Group took advantage of the practical expedient set out in paragraph 46A of HKFRS 16 and recognised the change in consideration as if it were not a lease modification.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

2 重大會計政策(續)

(j) 租賃資產(續)

作為承租人(續)

當未來租賃付款因某一指數或比率變動而變更，或當本集團預期根據殘值擔保估計預期應付的金額有變，或因重新評估本集團是否合理地確定將行使購買、續租或終止選擇權而產生變動，則會重新計量租賃負債。按此方式重新計量租賃負債時，使用權資產的賬面值將作出相應調整，或倘使用權資產的賬面值已減至零，則於損益內列賬。

當租賃範疇發生變化或租賃合約原先並無規定的租賃代價發生變化(「租賃修訂」)，且未作為單獨租賃入賬時，則亦會重新計量租賃負債。於該情況下，租賃負債根據經修訂租賃付款及租賃期限，採用經修訂折現率於修訂生效日重新計量。唯一例外情況為由新冠肺炎疫情直接產生的任何租金寬減，且其符合香港財務報告準則第16號租賃第46B段所載的條件。於該情況下，本集團利用香港財務報告準則第16號第46A段所載的可行權宜方法及確認代價變動，猶如其並非租賃修訂。

於綜合財務狀況表內，長期租賃負債的即期部分釐定為須於報告期後十二月內到期結算的合約付款的現值。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Credit losses and impairment of assets

(i) *Credit losses from financial instruments and contract assets*

The Group recognises a loss allowance for expected credit losses (“ECLs”) on financial assets measured at amortised cost (including cash and cash equivalents, and trade and other receivables) and contract assets.

Financial assets measured at fair value, including equity securities measured at FVPL, are not subject to the ECL assessment.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls of trade and other receivables and contract assets are discounted using the effective interest rate determined at initial recognition or an approximation thereof where the effect of discounting is material.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

2 重大會計政策(續)

(k) 信貸虧損及資產減值

(i) 金融工具及合約資產信貸虧損

本集團就按攤銷成本計量的金融資產(包括現金及現金等值項目、以及貿易及其他應收款項)及合約資產的預期信貸虧損(「預期信貸虧損」)確認虧損撥備。

按公平值計量的金融資產，包括按公平值計入損益計量的股本證券，毋須進行預期信貸虧損評估。

預期信貸虧損的計量

預期信貸虧損為信貸虧損可能性的加權估計。信貸虧損按所有預期現金差額(即根據合約應付本集團的現金流量與及本集團預期收取的現金流量之間的差額)的現值計量。

倘貼現影響重大，則貿易及其他應收款項以及合約資產的預期現金差額將採用於初步確認時釐定的實際利率或其近似值貼現。

估計預期信貸虧損時所考慮的最長期間為本集團所面臨信貸風險的最長合約期間。

在計量預期信貸虧損時，本集團會考慮在毋需付出過多成本及努力下即可獲得的合理可靠的資料，當中包括有關過去事件、當前狀況及未來經濟狀況預測的資料。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Credit losses and impairment of assets (continued)

(i) *Credit losses from financial instruments and contract assets (continued)*

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

2 重大會計政策(續)

(k) 信貸虧損及資產減值(續)

(i) 金融工具及合約資產信貸虧損(續)

預期信貸虧損按下列其中一種基準計量：

- 12個月的預期信貸虧損：預期因報告日期後12個月內發生的可能違約事件導致的該等虧損；及
- 整個存續期的預期信貸虧損：預期因信貸虧損模式適用的項目於預期存續期內所有可能發生的違約事件導致的該等損失。

貿易應收款項及合約資產的虧損撥備一直按相等於整個存續期的預期信貸虧損的金額計量。該等金融資產的預期信貸虧損基於本集團過往信貸虧損經驗(並就債務人的特定因素作出調整)及於報告日期對目前及預期一般經濟狀況的評估採用撥備矩陣估計。

就所有其他金融工具而言，本集團按相等於12個月的預期信貸虧損確認虧損撥備，除非金融工具於初步確認以來的信貸風險大幅增加，在此情況下，虧損撥備按相等於整個存續期預期信貸虧損的金額計量虧損撥備。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Credit losses and impairment of assets (continued)

(i) *Credit losses from financial instruments and contract assets (continued)*

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held). The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

2 重大會計政策(續)

(k) 信貸虧損及資產減值(續)

(i) 金融工具及合約資產信貸虧損(續)

信貸風險大幅增加

評估金融工具的信貸風險自初步確認以來有否大幅上升時，本集團會比較於報告日期及於初步確認日期評估的金融工具發生違約的風險。作出該重新評估時，本集團認為，倘借款人不大可能在本集團無追索權採取變現抵押(如持有)等行動的情況下向本集團悉數支付其信貸債務，則構成違約事件。本集團會考慮合理可靠的定量及定性資料，包括過往經驗及在無需付出過多成本或努力下即可獲得的前瞻性資料。

具體而言，在評估自初步確認以來信貸風險有否大幅增加時，將考慮以下資料：

- 未能在合約到期日支付本金或利息；
- 金融工具的外部或內部信用評級(如可獲得)實際或預期顯著惡化；
- 債務人經營業績實際或預期顯著惡化；及
- 市場、經濟或法律環境現有或預期變化對債務人履行其對本集團義務的能力造成重大不利影響。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Credit losses and impairment of assets (continued)

(i) *Credit losses from financial instruments and contract assets (continued)*

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

2 重大會計政策(續)

(k) 信貸虧損及資產減值(續)

(i) 金融工具及合約資產信貸虧損(續)

根據金融工具的性质，信貸風險有否大幅增加之評估按個別或整體基準進行。當評估按整體基準進行時，金融工具根據分擔的信貸風險特徵進行分組，如逾期狀況及信貸風險評級。

預期信貸虧損於各報告日期重新計量，以反映自初步確認以來金融工具信貸風險的變化。預期信貸虧損金額的任何變化於損益中確認為減值收益或虧損。本集團確認所有金融工具的減值收益或虧損，並透過虧損撥備賬對其賬面值進行相應調整。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Credit losses and impairment of assets (continued)

(i) *Credit losses from financial instruments and contract assets (continued)*

Basis of calculation of interest income

Interest income recognised in accordance with Note 2(v)(iii) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation; or
- significant changes in the market, economic or legal environment that have an adverse effect on the debtor.

2 重大會計政策(續)

(k) 信貸虧損及資產減值(續)

(i) 金融工具及合約資產信貸虧損(續)

利息收入的計算基準

利息收入根據附註2(v)(iii)按金融資產的總賬面值計算，除非金融資產出現信貸減值，在此情況下，利息收入按金融資產的攤銷成本(即總賬面值減虧損撥備)計算。

於各報告日期，本集團評估金融資產是否出現信貸減值。當發生一項或多項對金融資產估計未來現金流量有不利影響的事件時，金融資產將出現信用減值。

金融資產信貸減值的證據包括以下可觀察事件：

- 債務人出現重大財政困難；
- 違反合約，如違約或拖欠事項；
- 借款人可能將會破產或進行其他財務重組；或
- 市場、經濟或法律環境出現重大變動對債務人造成不利影響。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments and contract assets (continued)

Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property and equipment, including right-of-use assets;
- intangible assets;
- goodwill; and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

2 重大會計政策(續)

(k) 信貸虧損及資產減值(續)

(i) 金融工具及合約資產信貸虧損(續)

撇銷政策

若日後收回的機會渺茫，本集團會撇銷(部份或全部)金融資產或合約資產的總賬面值。該情況通常出現在本集團釐定客戶並無資產或收入來源可產生足夠的現金流量償還須予撇銷的金額時。

倘先前撇銷的資產其後收回，則於收回的期間內於損益中確認為減值撥回。

(ii) 其他資產減值

於各報告期末均會審閱內部及外部資料來源，以識別下列資產是否出現減值跡象，或除商譽外，先前確認的減值虧損是否不再存在或可能已經減少：

- 物業及設備；
- 無形資產；
- 商譽；及
- 本公司財務狀況表中於附屬公司之投資。

如出現任何有關跡象，則會估計資產的可收回金額。此外，就商譽而言，可收回金額每年估計是否存在減值跡象。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Credit losses and impairment of assets (continued)

(ii) Impairment of other assets (continued)

- Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

- Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

2 重大會計政策(續)

(k) 信貸虧損及資產減值(續)

(ii) 其他資產減值(續)

- 計算可收回金額

資產的可收回金額以其公平值扣除銷售成本與使用價值二者的較高者為準。於評估使用價值時，估計未來現金流量乃使用反映目前市場對貨幣時間價值的評估及該項資產的特有風險的稅前折現率折現至現值。倘資產所產生的現金流入基本上不獨立於其他資產所產生的現金流入，則以能獨立產生現金流入的最小資產類別(即現金產生單位)釐定可收回金額。

- 確認減值虧損

倘一項資產或其所屬現金產生單位的賬面值高於其可收回金額，須於損益表確認減值虧損。就現金產生單位確認的減值虧損首先會被分配以減少分配至現金產生單位(或一組單位)的任何商譽的賬面值，其後以按比例減低單位(或一組單位)中其他資產的賬面值，惟該資產的賬面值不可減至低於其個別公平值減銷售成本(如可計量)或使用價值(如可釐定)。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Credit losses and impairment of assets (continued)

(ii) Impairment of other assets (continued)

- Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(iii) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see Notes 2(k)(i) and 2(k)(ii)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

2 重大會計政策(續)

(k) 信貸虧損及資產減值(續)

(ii) 其他資產減值(續)

- 減值虧損撥回

就商譽以外的資產而言，倘用於釐定可收回金額的估計出現有利變動，則會撥回減值虧損。有關商譽的減值虧損並無撥回。

減值虧損撥回限於該資產的賬面值，猶如過往年度並無確認該等減值虧損。減值虧損撥回在確認撥回年度計入損益。

(iii) 中期財務報告及減值

根據上市規則，本集團須就財政年度首六個月編製符合香港會計準則第34號*中期財務報告*規定的中期財務報告。本集團在中期期末應用與財政年度末所應用者相同的減值測試、確認和撥回標準(見附註2(k)(i)及2(k)(ii))。

於中期期間就商譽確認的減值虧損於其後期間並無撥回。即使僅在該中期期間有關之財政年度末才評估減值並確認並無虧損或所確認之虧損較少，也不會撥回減值虧損。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Inventories and other contract costs

(i) Inventories

Inventories are assets which are held for sale in the ordinary course of business.

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

(ii) Other contract costs

Other contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer which are not capitalised as inventories (see Note 2(I)(i)).

2 重大會計政策(續)

(I) 存貨及其他合約成本

(i) 存貨

存貨為於正常業務過程中持作出售的資產。

存貨以成本與可變現淨值兩者中之較低者列賬。

成本以加權平均成本法計算，其中包括所有採購成本及將存貨送達至目前地點及現狀之成本。

可變現淨值乃於日常業務過程中的估計售價，減進行銷售所需估計成本。

於出售存貨時，該等存貨的賬面值在相關收入確認的期間確認為開支。存貨撇減至可變現淨值的任何金額及存貨的所有虧損，在撇減或出現虧損的期間確認為開支。撥回任何存貨撇減的金額，會於撥回期間確認為已確認為開支之存貨金額減少。

(ii) 其他合約成本

其他合約成本指未資本化為存貨的從客戶獲得合約的增量成本或履行與客戶訂立合約的成本(請參閱附註2(I)(i))。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) Inventories and other contract costs (continued)

(ii) Other contract costs (continued)

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained e.g. an incremental sales commission. Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered. Costs that relate directly to an existing contract or to a specifically identifiable anticipated contract may include costs that are explicitly chargeable to the customer and other costs that are incurred only because the Group entered into the contract (for example, payments to sub-contractors). Other costs of fulfilling a contract are expensed as incurred.

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

2 重大會計政策(續)

(I) 存貨及其他合約成本(續)

(ii) 其他合約成本(續)

獲得合約的增量成本指在未獲得合約的情況下本不會產生的本集團為從客戶獲得合約而產生的該等成本(例如增量銷售佣金)。倘成本與將於未來報告期間確認的收入相關且預期將可收回成本，則獲得合約的增量成本於產生時資本化。獲得合約的其他成本於產生時支銷。

倘成本直接與現有合約或可特別認定的預計合約相關；產生或增加日後將用於提供貨品或服務的資源；及預期將被收回，則完成合約的成本會資本化。直接與現有合約或可特別認定的預計合約有關的成本可能包括可明確向客戶收取的成本及僅因本集團訂立合約而產生的其他成本(如向分包商付款)。完成合約的其他成本於產生時支銷。

資本化合約成本按成本減累計攤銷及減值虧損列賬。當合約成本資產的賬面值超過(i)本集團預期因交換資產相關貨品或服務而將收取的代價餘額，減(ii)尚未確認為開支之直接與提供該等貨品或服務相關的任何成本的淨額時，確認減值虧損。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see Note 2(v)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECLs in accordance with the policy set out in Note 2(k)(i) and are reclassified to receivables when the right to the consideration has become unconditional (see Note 2(n)).

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see Note 2(v)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see Note 2(n)).

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

2 重大會計政策(續)

(m) 合約資產及合約負債

於本集團有無條件權利根據合約所載支付條款收取代價前，合約資產於確認收入時予以確認(見附註2(v))。合約資產根據附註2(k)(i)所載之政策就預期信貸虧損進行評估，並於收取代價的權利成為無條件時重新分類至應收款項(見附註2(n))。

於本集團確認相關收入前，合約負債於客戶支付不可退還代價時予以確認(見附註2(v))。倘本集團於確認相關收入時有無條件權利收取不可退還代價，則亦會確認合約負債。在該等情況下，將會確認相應應收款項(見附註2(n))。

就與客戶的單一合約而言，會呈列合約資產淨值或合約負債淨額。就多份合約而言，非相關合約的合約資產及合約負債不按淨額基準呈列。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset (see Note 2(m)).

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see Note 2(k)(i)).

(o) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. Cash and cash equivalents are assessed for ECLs in accordance with the policy set out in Note 2(k)(i).

(p) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see Note 2(x)).

(q) Trade and other payables

Trade and other payables are initially recognised at fair value, and are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

2 重大會計政策(續)

(n) 貿易及其他應收款項

本集團具有無條件權利收取代價時確認應收款項。在該代價到期支付前，收取代價之權利僅需經過一段時間方成為無條件。倘收益於本集團有無條件權利收取代價前確認，則該金額呈列為合約資產(見附註2(m))。

應收款項按使用實際利率法按攤銷成本減信貸虧損撥備列賬(見附註2(k)(i))。

(o) 現金及現金等值項目

現金及現金等值項目包括銀行及手頭現金、銀行及其他金融機構的活期存款以及可隨時轉換為已知金額現金的短期高流通且價值改變風險不大的投資。現金及現金等值項目根據附註2(k)(i)所載政策進行預期信貸虧損評估。

(p) 計息借款

計息借款初步按公平值減應佔交易成本確認。初步確認後，計息借款採用實際利率法以攤銷成本列賬。利息開支根據本集團借款成本的會計政策確認(見附註2(x))。

(q) 貿易及其他應付款項

貿易及其他應付款項初始按公平值確認，其後按攤銷成本列賬，如折現影響不大，則會按成本列賬。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(r) Convertible bonds

(i) *Convertible bonds that contain an equity component*

Convertible bonds that can be converted into ordinary shares at the option of the holder, where the number of shares to be issued is fixed, are accounted for as compound financial instruments, i.e. they contain both a liability component and an equity component.

At initial recognition the liability component of the convertible bonds is measured at fair value based on the future interest and principal payments, discounted at the prevailing market rate of interest for similar non-convertible instruments. The equity component is the difference between the initial fair value of the convertible bonds as a whole and the initial fair value of the liability component. Transaction costs that relate to the issue of a compound financial instrument are allocated to the liability and equity components in proportion to the allocation of proceeds.

The liability component is subsequently carried at amortised cost. Interest expense recognised in profit or loss on the liability component is calculated using the effective interest method. The equity component is recognised in the capital reserve until either the bonds are converted or redeemed.

If the bonds are converted, the capital reserve, together with the carrying amount of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued. If the bonds are redeemed, the capital reserve is released directly to retained profits.

2 重大會計政策(續)

(r) 可換股債券

(i) *包含權益部分的可換股債券*

可按持有人選擇兌換為普通股的可換股債券，倘將予發行的股份數目確定，則作為複合金融工具入賬，即同時含有負債部分及權益部分。

初步確認時，可換股債券之負債部分乃基於未來利息及本金付款按公平值計量，並按類似不可轉換工具的現行市場利率折現。權益部分為可換股債券整體的初始公平值與負債部分的初始公平值之間的差額。與發行複合金融工具相關的交易成本按分配所得款項的比例分配至負債及權益部分。

負債部分隨後按攤銷成本列賬。負債部分於損益確認的利息開支採用實際利息法確認。權益部分於股本儲備中確認，直至債券被轉換或贖回為止。

倘兌換債券，則兌換時之股本儲備及負債部分賬面值轉撥至股本及股份溢價，作為發行股份的代價。倘贖回有關債券，則股本儲備直接撥回至保留溢利。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(r) Convertible bonds (continued)

(ii) *Other convertible bonds*

Convertible bonds which do not contain an equity component are accounted for as follows:

At initial recognition the derivative components of the convertible bonds are measured at fair value as derivative financial instruments (see Note 2(g)). Any excess of proceeds over the amount initially recognised as the derivative components are recognised as the host liability components. Transaction costs that relate to the issue of the convertible bonds are allocated to the host liability and derivative components in proportion to the allocation of proceeds. The portion of the transaction costs relating to the host liability components are recognised initially as part of the liabilities. The portion relating to the derivative components are recognised immediately in profit or loss.

The derivative components are subsequently remeasured in accordance with Note 2(g). The host liability components are subsequently carried at amortised cost. Interest expenses recognised in profit or loss on the host liability components are calculated using the effective interest method.

If the bonds are converted, the shares issued are measured at fair value and any differences between the fair value of shares issued and the carrying amounts of the derivative and host liability components are recognised in profit or loss. If the bonds are redeemed, any differences between the amounts paid and the carrying amounts of both components are recognised in profit or loss.

2 重大會計政策(續)

(r) 可換股債券(續)

(ii) *其他可換股債券*

不含權益部分的可換股債券按以下方式入賬：

初步確認時，可換股債券的衍生部分作為衍生金融工具按公平值計量(見附註2(g))。凡所得款項超過初步確認為衍生工具部分之金額，乃確認為主負債部分。有關發行可換股債券的交易成本，按所得款項的分配比例分配至主負債及衍生工具部分。有關主負債部分之交易成本部分，乃初步確認為負債一部分。有關衍生工具部分之部份則即時於損益確認。

衍生工具部分其後根據附註2(g)重新計量。主負債部分其後按攤銷成本列賬。於損益中就主負債部分確認之利息開支採用實際利息法計算。

倘兌換債券，則已發行股份按公平值計量及已發行股份公平值與衍生工具及主負債部分的賬面值之間的差額於損益確認。倘贖回有關債券，已付金額與兩個部分的賬面值之間的任何差額則於損益確認。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Employee benefits

(i) **Short-term employee benefits and contributions to defined contribution retirement plans**

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

The Group's contributions to defined contribution retirement plans are charged to profit or loss when incurred.

(ii) **Share-based payments**

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in capital reserve within equity. The fair value is measured at grant date using the Binomial Option Pricing Model, taking into account the terms and conditions upon which the share options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the share options will vest.

2 重大會計政策(續)

(s) 僱員福利

(i) **短期僱員福利及界定供款退休計劃之供款**

薪金、年終花紅、有薪年假、向界定供款退休計劃作出的供款及非現金福利的成本，均在本集團僱員提供有關服務的年度內計提。凡有關的付款或結算被遞延及其具重大影響，則以現值列出該等數額。

本集團對界定供款退休計劃作出的供款於供款時扣自損益。

(ii) **以股份為基礎的付款**

授予僱員的購股權的公平值確認為僱員成本，而權益內的儲備亦相應增加。購股權公平值於授出日期考慮授出購股權之條款及條件後按二項式期權定價模式計量。倘僱員須於無條件享有購股權權利前達成歸屬條件，考慮到購股權獲歸屬之可能性後，購股權之估計公平值總值於歸屬期內攤分。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Employee benefits (continued)

(ii) *Share-based payments (continued)*

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of the share options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the share option is exercised (when it is included in the amount recognised in share capital for the shares issued) or the share option expires (when it is released directly to retained profits).

(iii) *Termination benefits*

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

2 重大會計政策(續)

(s) 僱員福利(續)

(ii) *以股份為基礎的付款(續)*

本公司會在歸屬期內覆核預期歸屬的購股權數目。由此產生的已於過往年度確認的累計公平值的任何調整會在覆核當年於損益扣除／計入，惟原有僱員開支合資格確認為資產，便會對資本儲備作出相應調整。已確認為開支的數額會在歸屬日作出調整，以反映所歸屬購股權的實際數目(同時對資本儲備作出相應調整)，惟因未能符合與本公司股份市價相關的歸屬條件而被沒收之購股權除外。權益數額在資本儲備確認，直至購股權獲行使(載入就已發行股份於股本確認的金額)或購股權到期(直接轉入保留溢利)時為止。

(iii) *終止福利*

合約終止補償在下列兩者孰早日確定：本集團不能撤回提供此等福利時；及其確認涉及支付合約終止補償的重組成本時。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(t) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to business combinations, or items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

2 重大會計政策(續)

(t) 所得稅

年內所得稅包括即期稅項及遞延稅項資產與負債的變動。即期稅項及遞延稅項資產與負債的變動均於損益表內確認，惟與業務合併，或於其他全面收益或直接於權益內確認的項目有關者除外，在此情況下，有關稅項金額分別於其他全面收益或直接於權益內確認。

即期稅項為就年內應課稅收入採用於報告期末已生效或實質已生效的稅率計算的預期應付稅項，並就過往年度的應付稅項作出任何調整。

遞延稅項資產及負債分別自可扣稅及應課稅的暫時差額產生，即資產和負債就財務報告目的而言的賬面值與其稅基之間的差額。遞延稅項資產亦自未動用稅項虧損及未動用稅項抵免產生。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(t) Income tax(continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

2 重大會計政策(續)

(t) 所得稅(續)

除若干有限的例外情況外，倘可能有未來應課稅溢利用作抵扣可動用的資產，則所有遞延稅項負債及遞延稅項資產均會予以確認。能支持可確認自可扣稅暫時差額所產生遞延稅項資產的未來應課稅溢利包括因撥回現有應課稅暫時差額而產生的金額；惟此等差額必須與同一稅務機關及同一應課稅實體有關，並預期在可扣稅暫時差額預計撥回的同一期間或遞延稅項資產所產生稅項虧損可向承後或承前結轉的期間內撥回。在釐定現有應課稅暫時差額是否支持確認自未動用稅項虧損和抵免產生的遞延稅項資產時，亦會採用同一準則，即該等差額若與同一稅務機關及同一應課稅實體有關，並預期在可動用的稅項虧損或抵免的期間內撥回，則予以考慮。

確認遞延稅項資產和負債的有限例外情況為不可扣稅商譽、不影響會計或應課稅溢利的資產或負債的初步確認(前提是其並不屬業務合併的一部分)，以及有關於附屬公司的投資的暫時差額(如屬應課稅差額，則只限於本集團可控制撥回的時間，而且在可見將來不大可能撥回的差額；或如屬可扣稅差額，則只限於很可能在將來撥回的差額)。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(t) Income tax(continued)

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

2 重大會計政策(續)

(t) 所得稅(續)

已確認的遞延稅項金額按照資產與負債賬面值的預期變現或清償方式，使用報告期末已生效或實質已生效的稅率計算。遞延稅項資產與負債均不作貼現。

本集團會在各報告期末審閱遞延稅項資產的賬面值，並在不可能再獲得足夠的應課稅溢利可抵扣相關稅項利益時予以扣減。倘日後有可能獲得足夠的應課稅溢利可作抵扣，則扣減金額予以撥回。

即期稅項結餘及遞延稅項結餘及其變動額，會各自分開呈報且不予抵銷。倘本公司或本集團有法定強制執行權利以即期稅項資產抵銷即期稅項負債，並且符合以下附帶條件，則即期稅項資產可抵銷即期稅項負債，及遞延稅項資產可抵銷遞延稅項負債：

- 倘為即期稅項資產與負債，本公司或本集團擬按淨額基準結算，或同時變現該資產及清償該負債；或
- 倘為遞延稅項資產及負債，而此等資產及負債與同一稅務機關就以下其中一項徵收的所得稅有關：
 - 同一應課稅實體；或
 - 不同的應課稅實體，此等實體計劃在日後每個預計有大額遞延稅項負債需要清償或大額遞延稅項資產可以收回的期間內，按淨額基準變現即期稅項資產及清償即期稅項負債，或同時變現該資產及清償該負債。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(v) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods or the provision of services in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Further details of the Group's revenue and other income recognition policies are as follows:

2 重大會計政策(續)

(u) 撥備及或然負債

撥備乃於本集團因過往事件而產生法律或推定責任，而可能需要經濟利益流出以清償責任及能作出可靠估計時確認。倘金錢的時間值屬重大時，撥備乃按預期清償責任的開支的現值列賬。

當需要經濟利益流出的可能性較低或當金額不能可靠估計時，責任會被披露為或然負債，除非經濟利益流出的可能性極微。可能的責任(其存在將僅由一項或以上未來事件的出現或不出現確認)亦作為或然負債披露，惟經濟利益流出的可能性極微者則屬例外。

(v) 收入及其他收入

本集團將其日常業務過程中源自銷售貨品或提供服務的收入分類為收入。

當產品或服務的控制權按目標集團預期有權獲取的承諾代價數額(不包括代表第三方收取的金額)轉移至客戶時，收入予以確認。收入不包括增值稅或其他銷售稅，並經扣除任何貿易折扣。

本集團收入及其他收入確認政策的進一步詳情如下：

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(v) Revenue and other income (continued)

(i) **Sale of goods**

Revenue is recognised when the customer takes possession of and accepts the products. If the products are a partial fulfilment of a contract covering other goods and/or services, then the amount of revenue recognised is an appropriate proportion of the total transaction price under the contract, allocated between all the goods and services promised under the contract on a relative stand-alone selling price basis.

(ii) **Service income**

Service income from the rendering of services is recognised when the services are rendered.

(iii) **Interest income**

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see Note 2(k)(i)).

(iv) **Dividends**

Dividend income from equity investments is recognised when the shareholder's right to receive payment is established.

2 重大會計政策(續)

(v) 收入及其他收入(續)

(i) **銷售貨品**

收入乃於客戶擁有並接納貨品時確認。倘產品屬部分履行涵蓋其他貨品及／或服務的合約，則確認的收入金額為合約交易總價的適當比例，乃按相對獨立售價基準在合約約定的所有商品及服務之間分配。

(ii) **服務收入**

來自提供服務的服務收入於提供相關服務後確認。

(iii) **利息收入**

利息收入使用實際利率法，針對金融資產的總賬面值應用對金融資產預期存續期內估計未來現金流量進行折現的折現率予以確認。就按攤銷成本計量且並無出現信貸減值的金融資產而言，實際利率適用於資產的賬面總額。就出現信貸減值的金融資產而言，實際利率適用於資產的攤銷成本(即扣除虧損撥備的總賬面值)(見附註2(k)(i))。

(iv) **股息**

股本工具的股息收入乃於建立可收取有關款項的股東權利後予以確認。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(v) Revenue and other income (continued)

(v) **Government grants**

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as other income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are recognised as deferred income and consequently are effectively recognised as other income over the useful life of the asset.

(w) **Translation of foreign currencies**

Foreign currency transactions during the year are translated into the functional currency of the entity to which they relate at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency of the entity to which they relate at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated into the functional currency of the entity to which they relate using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the entity initially recognises such non-monetary assets or liabilities.

2 重大會計政策(續)

(v) 收入及其他收入(續)

(v) **政府補貼**

倘可合理確定能夠收取政府補貼，而本集團將符合政府補貼所附帶條件，則政府補貼將初步在財務狀況表中確認。補償本集團所產生開支的補貼於產生開支同一期間有系統地於損益表中確認為其他收入。補償本集團資產成本的補貼確認為遞延收入，並隨後於資產的可使用年內確認為其他收入。

(w) **換算外幣**

年內的外幣交易乃按於交易日期適用的外幣匯率換算為其有關的實體的功能貨幣。以外幣計值的貨幣資產及負債乃按於報告期末適用的外幣匯率換算為其有關的實體的功能貨幣。外匯收益及虧損乃於損益表內確認。

以外幣的歷史成本計量的非貨幣資產及負債乃使用於交易日期適用的外幣匯率換算為有關實體的功能貨幣。交易日期為實體初始確認有關非貨幣資產或負債的日期。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(w) Translation of foreign currencies (continued)

The results of operations which have a functional currency other than RMB, the Group's presentation currency, are translated into RMB at the exchange rates approximating the foreign exchange rates at the dates of the transactions. Statement of financial position items are translated into RMB at the closing foreign exchange rates ruling at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

(x) Borrowing costs

Borrowing costs are expensed in the period in which they are incurred.

(y) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.

2 重大會計政策(續)

(w) 換算外幣(續)

使用本集團功能貨幣人民幣以外之貨幣的業務經營之業績按於交易日期的外匯匯率相若的匯率換算為人民幣。財務狀況表項目按報告期末適用的收市外匯匯率換算為人民幣。因此而產生的兌換差額於其他全面收益確認及獨立於匯兌儲備的權益累算。

(x) 借款成本

借款成本乃於其產生期間支銷。

(y) 關聯方

- (a) 倘屬以下人士，即該人士或該人士之近親與本集團有關聯：
- (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主要管理層成員。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(y) Related parties (continued)

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

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

2 重大會計政策(續)

(y) 關聯方(續)

- (b) 倘符合下列任何條件，即實體與本集團有關聯：
- (i) 該實體與本集團屬同一集團之成員公司。
 - (ii) 一家實體為另一實體的聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
 - (iii) 兩間均為同一第三方的合營企業的實體。
 - (iv) 一家實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
 - (v) 實體為本集團或與本集團有關聯之實體就僱員利益設立的離職福利計劃。
 - (vi) 該實體受(a)所識別人士控制或受共同控制。
 - (vii) 於(a)(i)所識別人士對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。
 - (viii) 實體或實體作為集團任何成員公司其中一部分向本公司或本公司的母公司提供主要管理人員服務。

個別人士的近親為在與實體交易時預期會影響該名人士或受到該名人士影響的親屬。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(z) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

2 重大會計政策(續)

(z) 分部報告

經營分部及於財務報表內所呈報的各分部項目的金額乃從定期向本集團最高級行政管理人員提供以就本集團多項業務及多個地理區域進行資源分配及表現評估的財務資料中識別。

個別重大的經營分部並不就財務申報目的而予以合併，除非該等分部具有相似經濟特性，以及就產品及服務性質、客戶類別或種類、用以分銷產品或提供服務的方式及監管環境的性質方面相似。倘其享有大部分有關條件，並非個別重大的經營分部可予以合併。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

3 ACCOUNTING JUDGEMENT AND ESTIMATES

(a) Key sources of estimation uncertainty

Note 26 contains information about the assumptions and their risk factors relating to fair value of financial instruments. Other significant sources of estimation uncertainty are as follows:

(i) **Expected credit losses on receivables**

The credit losses for trade and other receivables are based on assumptions about the expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, which are based on the Group's past collection history, existing market conditions as well as forward looking estimates at the end of each reporting period. For details of the key assumptions and inputs used, see Note 26(a). Changes in these assumptions and estimates could materially affect the result of the assessment and the Group may be necessary to make additional loss allowances in future periods.

(ii) **Determining the lease term**

As explained in policy Note 2(j), the lease liability is initially recognised at the present value of the lease payments payable over the lease term. In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying asset to the Group's operations. The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. Any increase or decrease in the lease term would affect the amount of lease liabilities and right-of-use assets recognised in future periods.

3 會計判斷及估計

(a) 估計不確定因素的主要來源

附註26載列有關與金融工具公平值有關的假設及其風險因素之資料。估計不確定因素的其他重大來源如下：

(i) **應收款項預期信貸虧損**

貿易及其他應收款項的信貸虧損乃按預期虧損率的假設作出。本集團根據本集團過往的收回歷史、現有的市況及於各報告期末的前瞻性估計，運用判斷作出該等假設及選擇減值計算的輸入數據。有關所採用的關鍵假設及輸入數據詳情，請參閱附註26(a)。該等假設及估計的變動可能會對評估結果造成重大影響及本集團可能需要在未來期間計提額外虧損撥備。

(ii) **釐定租賃期**

誠如附註2(j)中政策所闡述，租賃負債以租期內應付租賃付款的現值進行初始確認。於開始日期釐定包含本集團可行使的續租權的租期時，本集團會評估行使續租權之可能性，並考慮到所有能形成經濟誘因促使本集團行使續租權之相關事實及情況(包括有利條款、已作出之租賃裝修及該相關資產對本集團經營之重要性)。倘發生受本集團控制之重大事件或重大情況，則將重新評估租期。租期的任何延長或縮短均會影響於未來期間確認的租賃負債及使用權資產金額。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

4 REVENUE

The principal activities of the Group are the development and operation of an electronic trading platform to promote and facilitate awards earned by customers of loyalty programmes of other companies to be exchanged globally in the form of virtual assets and credits for consumption of merchandises, games, services and other commercial transactions and other trading business. The directors of the Company consider the above is the only business of the Group, and accordingly, no segment information is presented.

(a) Disaggregation of revenue

Disaggregation of revenue from contracts with customers is analysed as follows:

Revenue from contracts with customers within the scope of HKFRS 15 disaggregated by major products or service lines and by timing of revenue recognition

Revenue from facilitation of digital point business through operation of an electronic platform and other trading business:

- Point in time
- Over time

香港財務報告準則第15號範圍內之客戶合約之收入按主要產品或服務線及收入確認的時間劃分

透過經營電子平台促進數字積分業務及其他交易業務的收入：

- 於某個時間點
- 隨著時間

The Group's customer base is diversified. There was no customer with whom transactions exceeded 10% of the Group's revenue for the year ended 31 December 2020 (2019: no customer with whom transactions exceeded 10%). Details of concentrations of credit risk arising from the Group's debtors are set out in Note 26(a).

4 收入

本集團主要活動為開發及營運電子交易平台，促使其他公司客戶忠誠度計劃賺取的獎勵能以虛擬資產及授信方式在全球交換並於商品、遊戲、服務及其他商業交易及其他交易業務中使用。本公司董事認為上述乃本集團唯一業務，因此，並無呈列分部資料。

(a) 收入劃分

客戶合約之收入劃分之分析如下：

2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
268,696	203,362
145	750
268,841	204,112

本集團客戶基礎多元化。截至二零二零年十二月三十一日止年度，概無與客戶交易超過本集團收入10% (二零一九年：概無與客戶交易超過10%)。本集團應收賬款產生的信貸風險集中性之詳情載於附註26(a)。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

4 REVENUE (CONTINUED)

(b) Geographic information

All of the Group's revenue for the years ended 31 December 2020 and 2019 were generated from sales and services to customers in the People's Republic of China (the "PRC"). All of the non-current assets of the Group are either physically located or allocated to operations in the PRC.

5 OTHER INCOME

4 收入(續)

(b) 地域資料

本集團於截至二零二零年及二零一九年十二月三十一日止年度的所有收入均從向中華人民共和國(「中國」)客戶銷售及服務產生。本集團所有非流動資產實際上位於中國或被分配在中國營運。

5 其他收益

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Interest income	利息收入	93	4,096
Government grants	政府補貼	336	108
Net loss on disposal of property and equipment	出售物業及設備之虧損淨額	(108)	-
Others	其他	348	6
		669	4,210

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

6 LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging/
(crediting):

(a) Finance costs:

Interest expenses on lease liabilities (Note 18(b))	租賃負債利息開支(附註18(b))
Finance charges on convertible bonds (Note 20)	可換股債券財務費用(附註20)
Interest expenses on loans from an equity shareholder of the Company (Note 22)	來自本公司一名權益股東之貸款之 利息開支(附註22)
Net foreign exchange gain	外匯收益淨額
Changes in fair value on the derivative components of convertible bonds (Note 20)	可換股債券衍生工具部分公平價值 變動(附註20)
Gain on redemptions, extinguishment and recognition of convertible bonds (Note 20)	贖回、清償及確認可換股債券之 收益(附註20)

No borrowing costs have been capitalised for
the year ended 31 December 2020 (2019:
RMBNil).

6 除稅前虧損

除稅前虧損經扣除／(計入)以下各項後達致：

(a) 融資成本：

2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
1,305	1,052
5,861	6,804
668	–
7,834 (1,076)	7,856 (478)
–	(245)
(314)	(1,471)
6,444	5,662

截至二零二零年十二月三十一日止年度，並無
資本化借款成本(二零一九年：人民幣零元)。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

6 LOSS BEFORE TAXATION (CONTINUED)

(b) Staff costs#:

Salaries, wages and other benefits	薪金、工資及其他福利
Contributions to defined contribution retirement plans	向界定供款退休計劃供款

The employees of the subsidiaries of the Group established in the PRC (excluding Hong Kong) participate in defined contribution retirement benefit schemes managed by the local government authorities, whereby these subsidiaries are required to contribute to the schemes at rate 16% (2019: 16% to 20%) of the employees' basic salaries. Employees of these subsidiaries are entitled to retirement benefits, calculated based on a percentage of the average salaries level in the PRC (excluding Hong Kong), from the above mentioned retirement schemes at their normal retirement age.

The Group also operates a Mandatory Provident Fund Scheme (the "MPF scheme") under the Hong Kong Mandatory Provident Fund Scheme Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by an independent trustee. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the MPF scheme vest immediately.

The Group has no further material obligation for payment of other retirement benefits beyond the above contributions.

In 2020, in an effort to provide financial support to enterprises during the Covid-19 pandemic, the PRC government authorities have granted partial exemption on the Group's contributions to the defined contribution retirement plans. The total exempted amount was RMB6,826,000 in 2020.

6 除稅前虧損(續)

(b) 員工成本#：

2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
79,003	92,402
829	9,360
79,832	101,762

本集團於中國(不包括香港)成立的附屬公司的僱員參加當地政府機構管理的界定供款退休福利計劃，據此，該等附屬公司必須按僱員基本薪金的16%(二零一九年：16%至20%)向有關計劃供款。該等附屬公司的僱員當到達其正常退休年齡時有權根據上述退休計劃享有按中國(不包括香港)平均薪資水平百分比計算的退休福利。

本集團亦根據香港《強制性公積金計劃條例》為在香港《僱傭條例》司法管轄權區內受僱的僱員實行了強制性公積金計劃(「強積金計劃」)。強積金計劃為由獨立受託人管理的界定供款退休計劃。根據強積金計劃，僱主及其僱員各自須按僱員有關收入的5%向計劃供款，每月有關收入以30,000港元為限。向強積金計劃作出的供款即時歸屬。

除作出上述供款外，本集團並無有關其他退休福利的進一步重大付款責任。

於二零二零年，為於新冠肺炎疫情期間向企業提供財務支援，中國政府機構已就本集團向界定供款退休計劃作出供款授出部分豁免。於二零二零年，豁免總金額為人民幣6,826,000元。

Notes to the Financial Statements

財務報表附註

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

6 LOSS BEFORE TAXATION (CONTINUED)

(c) Other items:

Cost of inventories# (Note 16(b))	存貨成本#(附註16(b))
Depreciation expenses# (Note 11)	折舊費用#(附註11)
– owned property and equipment	– 擁有的物業及設備
– right-of-use assets	– 使用權資產
Operating lease charges relating to short-term leases and leases of low-value assets (Note 11(b))	與短期租賃及低價值資產租賃有關的經營租賃費用(附註11(b))
Auditor's remuneration-audit services	核數師薪酬 – 核數服務

No staff cost or depreciation expense is included in cost of inventories for the year ended 31 December 2020 (2019: RMBNil).

6 除稅前虧損(續)

(c) 其他項目：

2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
267,796	203,233
3,780	4,079
7,783	7,395
2,405	3,099
2,300	2,650

截至二零二零年十二月三十一日止年度，存貨成本並無包括員工成本或折舊費用(二零一九年：人民幣零元)。

7 INCOME TAX

(a) Income tax in the consolidated statement of profit or loss represents:

Current and deferred taxation	即期及遞延稅項
-------------------------------	---------

7 所得稅

(a) 綜合損益表內的所得稅為：

2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
-	-

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

7 INCOME TAX (CONTINUED)

7 所得稅(續)

(b) Reconciliation between tax expense and accounting loss at applicable tax rates:

(b) 按適用稅率計算的稅項開支與會計虧損之對賬：

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Loss before taxation	除稅前虧損	(82,194)	(195,062)
Expected tax on loss before taxation, calculated at the rates applicable to profits in the jurisdictions concerned (Notes (i), (ii) and (iii))	按適用於有關司法管轄區溢利的稅率計算的除稅前預計稅項虧損(附註(i)、(ii)及(iii))	(20,813)	(42,695)
Tax effect of non-deductible expenses	不可扣稅開支的稅務影響	2,478	8,606
Tax effect of unused tax losses and deductible temporary differences not recognised	未確認的未動用稅項虧損及可扣減暫時性差異的稅務影響	18,335	34,089
Income tax	所得稅	-	-

Notes:

附註：

- (i) The Company and the subsidiaries of the Group incorporated in Hong Kong are subject to Hong Kong Profits Tax rate of 16.5% for the year ended 31 December 2020 (2019: 16.5%). No provision for Hong Kong Profits Tax has been made, as the Company and the subsidiaries of the Group incorporated in Hong Kong did not have assessable profits subject to Hong Kong Profits Tax for the year ended 31 December 2020 (2019: RMBNil).
- (ii) The Company and the subsidiaries of the Group incorporated in the Cayman Islands and the British Virgin Islands, respectively, are not subject to any income tax pursuant to the rules and regulations of their respective countries of incorporation.
- (iii) The subsidiaries of the Group established in the PRC (excluding Hong Kong) are subject to PRC Corporate Income Tax rate of 25% for the year ended 31 December 2020 (2019: 25%).
- (i) 本公司及於香港註冊成立的本集團附屬公司於截至二零二零年十二月三十一日止年度須按16.5%(二零一九年：16.5%)的稅率繳納香港利得稅。由於本公司及於香港註冊成立的本集團附屬公司於截至二零二零年十二月三十一日止年度概無須繳納香港利得稅的應課稅溢利，故並無就香港利得稅計提撥備(二零一九年：人民幣零元)。
- (ii) 分別於開曼群島及英屬處女群島註冊成立的公司及本集團附屬公司根據各自註冊成立所在國家的規則及法規毋須繳納任何所得稅。
- (iii) 本集團於中國(不包括香港)成立的附屬公司於截至二零二零年十二月三十一日止年度須按25%(二零一九年：25%)的稅率繳納中國企業所得稅。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

8 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

8 董事薪酬

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部披露的董事薪酬如下：

		2020 二零二零年				
		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total
		董事袍金	薪金、津貼及實物福利	酌情花紅	退休計劃供款	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive directors	執行董事					
Mr. Cheng Jerome	Cheng Jerome先生	-	427	-	-	427
Mr. Yuan Weitao	袁偉濤先生	-	938	-	4	942
Non-executive director	非執行董事					
Mrs. Guo Yan	郭燕女士	-	267	-	-	267
Independent non-executive directors	獨立非執行董事					
Mr. Wong Chi Keung	黃之強先生	-	267	-	-	267
Mr. Chan Chi Keung, Alan	陳志強先生	-	267	-	-	267
Mr. Liu Jialin	劉嘉凌先生	-	267	-	-	267
		-	2,433	-	4	2,437

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

8 DIRECTORS' EMOLUMENTS (CONTINUED)

8 董事薪酬(續)

		2019 二零一九年			
		Salaries, allowances and benefits in kind 薪金、津貼 及實物福利 RMB'000 人民幣千元	Discretionary bonuses 酌情花紅 RMB'000 人民幣千元	Retirement scheme contributions 退休 計劃供款 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Executive directors	執行董事				
Mr. Cheng Jerome	Cheng Jerome先生	-	422	-	422
Mr. Yuan Weitao	袁偉濤先生	-	874	47	921
Non-executive director	非執行董事				
Mrs. Guo Yan	郭燕女士	-	265	-	265
Independent non-executive directors	獨立非執行董事				
Mr. Wong Chi Keung	黃之強先生	-	265	-	265
Mr. Chan Chi Keung, Alan	陳志強先生	-	265	-	265
Mr. Liu Jialin	劉嘉凌先生	-	265	-	265
		-	2,356	47	2,403

9 INDIVIDUALS WITH HIGHEST EMOLUMENTS

9 最高薪酬人士

Of the five individuals with the highest emoluments, there is no (2019: Nil) director whose emoluments are disclosed in Note 8. The aggregate of the emoluments in respect of the five (2019: five) individuals who are not directors are as follows:

五名最高薪人士中，並無(二零一九年：無)董事，彼等之薪酬於附註8披露。五名(二零一九年：五名)非董事之人士的薪酬合計如下：

		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	7,847	8,603
Retirement scheme contributions	退休計劃供款	26	154
		7,873	8,757

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

9 INDIVIDUALS WITH HIGHEST EMOLUMENTS (CONTINUED)

The emoluments of the five (2019: five) individuals who are not directors and who are among the five highest paid individuals of the Group are within the following bands:

HK\$1,000,001-HK\$1,500,000	1,000,001港元至1,500,000港元
HK\$2,500,001-HK\$3,000,000	2,500,001港元至3,000,000港元
HK\$3,500,001-HK\$4,000,000	3,500,001港元至4,000,000港元
HK\$4,000,001-HK\$4,500,000	4,000,001港元至4,500,000港元

10 LOSS PER SHARE

(a) Basic loss per share

The basic loss per share for the year ended 31 December 2020 is calculated based on the loss attributable to the equity shareholders of the company of RMB1,652,000 (2019: RMB78,295,000) and the weighted average of 1,810,953,000 ordinary shares (2019: 1,810,953,000 ordinary shares) in issue during the year.

(b) Diluted loss per share

The Group's convertible bonds, share options granted and warrants issued could potentially dilute basic loss per share in the future, but were not included in the calculation of diluted loss per share because they were antidilutive for the years ended 31 December 2020 and 2019.

9 最高薪酬人士(續)

本集團五名最高薪酬人士中非董事的五名人士(二零一九年：五名)的薪酬介乎以下範圍：

2020 二零二零年 Number of Individuals 人數	2019 二零一九年 Number of individuals 人數
4	3
-	1
-	1
1	-

10 每股虧損

(a) 每股基本虧損

截至二零二零年十二月三十一日止年度，每股基本虧損按本公司權益股東應佔虧損人民幣1,652,000元(二零一九年：人民幣78,295,000元)及年內已發行普通股加權平均數1,810,953,000股普通股(二零一九年：1,810,953,000股普通股)計算。

(b) 每股攤薄虧損

本集團的可換股債券、已授出購股權及已發行的認股權證可能於未來攤薄每股基本虧損，惟不會納入每股攤薄虧損之計算中，乃由於其已於截至二零二零年及二零一九年十二月三十一日止年度反攤薄。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

11 PROPERTY AND EQUIPMENT

(a) Reconciliation of carrying amount

Cost:	成本：
At 1 January 2019	於二零一九年一月一日
Exchange adjustments	匯兌調整
Additions	添置
At 31 December 2019	於二零一九年十二月三十一日
Accumulated depreciation:	累計折舊：
At 1 January 2019	於二零一九年一月一日
Exchange adjustments	匯兌調整
Charge for the year	年內支出
At 31 December 2019	於二零一九年十二月三十一日
Carrying amount:	賬面值：
At 31 December 2019	於二零一九年十二月三十一日
Cost:	成本：
At 1 January 2020	於二零二零年一月一日
Exchange adjustments	匯兌調整
Additions	添置
Disposals	出售
At 31 December 2020	於二零二零年十二月三十一日
Accumulated depreciation:	累計折舊：
At 1 January 2020	於二零二零年一月一日
Exchange adjustments	匯兌調整
Charge for the year	年內支出
Written back on disposals	出售撥回
At 31 December 2020	於二零二零年十二月三十一日
Carrying amount:	賬面值：
At 31 December 2020	於二零二零年十二月三十一日

11 物業及設備

(a) 賬面值對賬

Leasehold improvements	Motor vehicles and other equipment	Right-of-use assets	Total
租賃裝修	汽車及其他設備	使用權資產	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
6,194	11,585	8,484	26,263
14	43	64	121
-	315	2,173	2,488
6,208	11,943	10,721	28,872
(3,512)	(4,871)	-	(8,383)
(8)	(25)	(36)	(69)
(1,375)	(2,704)	(7,395)	(11,474)
(4,895)	(7,600)	(7,431)	(19,926)
1,313	4,343	3,290	8,946
6,208	11,943	10,721	28,872
(34)	(177)	(319)	(530)
629	482	14,325	15,436
(1,163)	(611)	(2,629)	(4,403)
5,640	11,637	22,098	39,375
(4,895)	(7,600)	(7,431)	(19,926)
10	128	99	237
(1,557)	(2,223)	(7,783)	(11,563)
1,163	473	2,629	4,265
(5,279)	(9,222)	(12,486)	(26,987)
361	2,415	9,612	12,388

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

11 PROPERTY AND EQUIPMENT (CONTINUED)

(b) Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

Office premises, carried at depreciated cost 辦公室物業，以折舊成本列賬

The Group has obtained the right to use office premises through tenancy agreements. The leases typically run for an initial period of up to 3 years.

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

Depreciation charge of right-of-use assets by class of underlying asset:	按相關資產分類的使用權資產的折舊開支：
- Office premises (Note 11(a))	- 辦公室物業(附註11(a))
Interest expenses on lease liabilities (Note 6(a))	租賃負債的利息開支(附註6(a))
Expenses relating to short-term leases and leases of low-value assets (Note 6(c))	與短期租賃及低價值資產租賃相關的開支(附註6(c))

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in Notes 18(c) and 21, respectively.

11 物業及設備(續)

(b) 使用權資產

按相關資產分類的使用權資產的賬面淨值的分析如下：

At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元
9,612	3,290

本集團已通過租賃協議取得辦公室物業的使用權。租賃的初始租賃期一般可達三年。

與於損益中確認的租賃有關的開支項目的分析如下：

2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
7,783	7,395
1,305	1,052
2,405	3,099

租賃總現金流出及租賃負債到期分析的詳情分別載於附註18(c)及21。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

12 INTANGIBLE ASSETS

At 31 December 2020, the Group has the following intangible assets:

- (i) An electronic distribution platform, www.CCIGMALL.com, which the Group acquired through the acquisition of an e-commerce business in 2015. In view of the increasing competition within the e-commerce sector, and the slower than expected growth and uncertainties surrounding the future of the Group's own e-commerce business, the Group has written down the carrying amount of the intangible asset to its recoverable amount of RMBNil in 2017. The Group has ceased the e-commerce business in 2018.
- (ii) An exclusive income right obtained in 2016 from the development of a tailor-made e-commerce platform for a property developer in order to earn revenue from this property developer by assisting its property sales through the platform. In view of the slower than expected progress of the property projects under development by the above property developer, the management of the Group considered such projects may not be developed as planned. The Group has written down the carrying amount of the intangible asset to its recoverable amount of RMBNil in 2017. The directors of the Company confirm that the Group is taking the necessary actions to recover all or part of the consideration paid to the above property developer.

13 GOODWILL

In 2015, the Group acquired the 51% equity interests in Century Network Holding Limited ("Century Network") for a consideration of RMB76,392,000. The excess of the cost of the purchase over the net fair value of the identifiable net assets acquired of RMB61,013,000 was recorded as goodwill and allocated to the Century Network's e-commerce business.

As mentioned in Note 12, in view of the slower than expected growth of the e-commerce business, the Group has written down the carrying amount of the goodwill to its recoverable amount of RMBNil in 2017. The Group has ceased the e-commerce business in 2018.

12 無形資產

於二零二零年十二月三十一日，本集團有以下無形資產：

- (i) 電子分銷平台www.CCIGMALL.com，乃本集團於二零一五年透過收購電子商貿業務收購而來。鑑於電子商貿分部競爭越趨激烈，以及本集團自身電子商貿業務增長較預期緩慢及其未來之不確定性，本集團已於二零一七年將此無形資產的賬面值撇減至其可收回金額人民幣零元。本集團已於二零一八年終止電子商貿業務。
- (ii) 本集團於二零一六年為一名物業開發商開發定制電子商貿平台所獲之獨家收入權利，以通過該平台協助其物業銷售自該名物業開發商賺取收入。鑑於上述物業開發商開發之物業項目進度較預期緩慢，本集團管理層認為該等項目未必能如預期發展。本集團已於二零一七年將此無形資產的賬面值撇減至其可收回金額人民幣零元。本公司董事確認本集團正為收回全部或部分已付予上述物業開發商代價採取必要行動。

13 商譽

於二零一五年，本集團以代價人民幣76,392,000元收購Century Network Holding Limited(「Century Network」)51%股權。購買成本超出所收購可識別資產淨值的公平淨值的差額人民幣61,013,000元記錄為商譽及分配至Century Network的電子商貿業務。

如附註12所述，鑑於電子商貿業務增長低於預期，本集團已於二零一七年將商譽的賬面值撇減至其可收回金額人民幣零元。本集團已於二零一八年終止電子商貿業務。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

14 INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group.

14 於附屬公司之投資

下表僅載列對本集團業績、資產或負債構成主要影響的附屬公司的詳情。

Name of subsidiaries 附屬公司名稱	Place of establishment/ incorporation 成立/註冊地點	Particulars of registered/issued and paid-up capital 註冊/已發行及 繳足股本詳情	Proportion of ownership interest 擁有權益比例			Principal activities 主要業務
			The Group's effective interest 本集團的 實際權益	Held by the Company 本公司 所持有	Held by subsidiaries 附屬公司 所持有	
Beijing Century Fortunet Network Technology Co., Ltd. * (Note (iii)) 北京世紀新幹線網絡技術有限公司(附註(iii))	The PRC 中國	RMB3,000,000 人民幣3,000,000元	51%	-	100%	Trading of goods through electronic distribution platform, mobile applications and other related means 透過電子分銷平台、移動應用程式及其他相關方式交易商品
Centchain Co., Ltd. ("Centchain") *(Note (iii)) 世紀暢鏈有限責任公司(「世紀暢鏈」)(附註(iii))	The PRC 中國	RMB200,000,000 人民幣200,000,000元	18.9%	-	100%	Facilitate digital point business through an electronic platform 透過電子平台進行數字積分業務
Century Network (Note (v))	The British Virgin Islands 英屬處女群島	United States Dollar ("USD")1 1美元(「美元」)	51%	51%	-	Investment holding 投資控股
Fortunet Development Limited (Note (v)) 鑫網發展有限公司(附註(v))	Hong Kong 香港	1 share 1股	100%	-	100%	Investment holding 投資控股
Pointsea Company Limited ("PCL") (Notes (i) and (v)) 分海有限公司(「分海」)(附註(i)和(v))	The Cayman Islands 開曼群島	RMB12,701 人民幣12,701元	18.9%	-	47.24%	Investment holding 投資控股
Pointsea Holdings Company Limited (Note (v)) 分海控股有限公司(附註(v))	The British Virgin Islands 英屬處女群島	RMB100,000,000 人民幣100,000,000元	40%	-	80%	Investment holding 投資控股
Pointsea (Hong Kong) Limited (Note (v)) 分海(香港)有限公司(附註(v))	Hong Kong 香港	1 share 1股	18.9%	-	100%	Investment holding 投資控股
Shanghai Sub-chain Information Technology Co., Ltd. ("Sub-chain") * (Notes (ii) and (iv)) 上海分互鏈信息技術有限公司(「分互鏈」)(附註(ii)和(iv))	The PRC 中國	RMB10,000,000 人民幣10,000,000元	-	-	-	Facilitate digital point business through an electronic platform 透過電子平台進行數字積分業務
Treasure Ease Holdings Limited ("Treasure Ease") (Note (v))	The British Virgin Islands 英屬處女群島	RMB80,065,000 人民幣80,065,000元	50.1%	50.1%	-	Investment holding 投資控股

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

14 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

- * The English translation of the names are for reference only and the official names of these entities are in Chinese.

Notes:

- (i) The directors of the Company considers PCL is a subsidiary of the Group through its power to control the board of directors of PCL.
- (ii) In July 2017, the two individual equity holders (the "Sub-chain's equity holders") of Sub-chain entered into a loan agreement with Centchain, pursuant to which Centchain provided interest-free loans of RMB5,000,000 to each of the Sub-chain's equity holders. The loans are secured by the respective equity interests in Sub-chain held by the Sub-chain's equity holders. Centchain is granted an exclusive and irrevocable option to purchase part or all of the equity interests in Sub-chain held by the Sub-chain's equity holders. The Sub-chain's equity holders entrust all of their respective equity holder rights in Sub-chain to Centchain. Although the Group does not hold any equity interests in Sub-chain, based on the terms of agreements Centchain contracted with the Sub-chain's equity holders, the Group has the current ability to direct Sub-chain's activities that most significantly affect the returns and will receive substantially all of the returns related to Sub-chain's operations and net assets. Accordingly, the directors of the Company consider it is appropriate to account Sub-chain as a subsidiary.
- (iii) These companies are wholly foreign owned enterprises established in the PRC.
- (iv) This company is a limited liability company established in the PRC.
- (v) These companies are limited liability companies incorporated outside of the PRC.

14 於附屬公司之投資(續)

- * 英文譯名僅作參考及此等實體之官方名稱為中文。

附註：

- (i) 本公司董事認為，透過其控制分海董事會之權力，分海為本集團附屬公司。
- (ii) 於二零一七年七月，分互鏈兩名個別股權持有人(「分互鏈股權持有人」)與世紀暢鏈訂立貸款協議，據此世紀暢鏈向各分互鏈股權持有人提供人民幣5,000,000元免息貸款。貸款由分互鏈股權持有人各自於分互鏈持有之權益作為抵押。世紀暢鏈獲授獨家及不可收回購股權以購買部分或全部分互鏈股權持有人於分互鏈持有之權益。分互鏈股權持有人將彼等各自於分互鏈之股權持有人權利委託予世紀暢鏈。儘管本集團未於分互鏈持有任何股權，惟基於世紀暢鏈與分互鏈股權持有人所訂立之合約條款，本集團擁有指示分互鏈活動(對回報具有重大影響者)之現有能力及將收獲分互鏈營運及資產淨值之大部分回報。因此，本公司董事認為將分互鏈計及為附屬公司屬恰當。
- (iii) 該等公司為於中國成立之外商獨資企業。
- (iv) 該公司為一間於中國成立之有限責任公司。
- (v) 該等公司為於中國境外註冊成立之有限責任公司。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

14 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

The following tables list out the combined financial information of Century Network and its subsidiaries (“Century Network Group”), and Treasure Ease and its subsidiaries (“Treasure Ease Group”), the two sub-groups within the Group, which have material non-controlling interests (“NCI”). The summarised financial information presented below represents the amounts before any inter-company elimination.

Century Network Group and Treasure Ease Group

Percentage of NCI 非控股權益百分比

– Century Network	– Century Network
– Treasure Ease	– Treasure Ease

Revenue	收入
Net loss	虧損淨額
Net loss attributable to NCI	非控股權益應佔虧損淨額

14 於附屬公司之投資(續)

下表列出本集團內有重大非控股權益(「非控股權益」)的本集團旗下Century Network及其附屬公司(「Century Network集團」)以及Treasure Ease及其附屬公司(「Treasure Ease集團」)的合併財務資料。下列財務資料概要為未作出任何公司間對銷前的款項。

Century Network集團及Treasure Ease集團

2020 二零二零年	2019 二零一九年
49.0%	49.0%
81.1%	81.1%
2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
268,841	204,112
(101,433)	(161,510)
(80,542)	(116,767)

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

**14 INVESTMENTS IN SUBSIDIARIES
(CONTINUED)**

14 於附屬公司之投資(續)

		At 31 December 2020	At 31 December 2019
		於二零二零年 十二月三十一日	於二零一九年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Non-current assets	非流動資產	7,530	6,540
Current assets	流動資產	137,826	156,797
Current liabilities	流動負債	(626,243)	(575,577)
Non-current liabilities	非流動負債	(33,971)	(1,185)
Net liabilities	淨負債	(514,858)	(413,425)
Net liabilities attributable to NCI	非控股權益應佔淨負債	(298,814)	(218,272)

15 HELD-FOR-TRADING INVESTMENTS

15 持作交易用途之投資

		At 31 December 2020	At 31 December 2019
		於二零二零年 十二月三十一日	於二零一九年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Held-for-trading investments:	持作交易用途之投資：		
- Listed equity securities in Hong Kong	- 香港上市的股本證券	1,685	2,474
- Unlisted units in investment funds	- 投資基金的非上市單位	-	157
		1,685	2,631

Held-for-trading investments are stated at their fair values which have been determined by reference to the published price quotations in active markets. Loss on fair value changes of held-for-trading investments of approximately RMB674,000 has been recognised in profit or loss during the year ended 31 December 2020 (2019: RMB512,000).

持作交易用途之投資按已參考活躍市場公開報價釐定的公平值呈列。持作交易用途之投資的公平值變動虧損約人民幣674,000元已於截至二零二零年十二月三十一日止年度的損益中確認(二零一九年：人民幣512,000元)。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

16 INVENTORIES

(a) Inventories in the consolidated statement of financial position comprise:

Merchandises held-for-trading	持作交易用途之商品
Less: write-down of inventories	減：存貨撇減

(b) The analysis of the amount of inventories recognised as an expense and included in the consolidated statement of profit or loss is as follows:

Carrying amount of inventories sold	已售存貨的賬面值
Write-down of inventories	存貨撇減

16 存貨

(a) 綜合財務狀況表的存貨包括：

At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元
2,759	2,806
(1,351)	(1,073)
1,408	1,733

(b) 已確認為開支及計入綜合損益表的存貨金額分析如下：

2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
267,509	203,022
287	211
267,796	203,233

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

17 TRADE AND OTHER RECEIVABLES

17 貿易及其他應收款項

		At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元
Trade receivables	貿易應收款項	9,121	5,876
Less: loss allowance (Note 26(a))	減：虧損撥備(附註26(a))	(1,403)	(310)
		7,718	5,566
Other receivables:	其他應收款項：		
- Loans to third parties	- 借予第三方之貸款	26,537	58,857
- Receivable for issuance of shares of a subsidiary to a non-controlling equity shareholder (Note (i))	- 向一名非控股權益股東發行一間附屬公司股份的應收款項(附註(i))	100,000	100,000
- Others	- 其他	8,209	9,325
		134,746	168,182
Less: loss allowance (Note 26(a))	減：虧損撥備(附註26(a))	(31,664)	(63,551)
		103,082	104,631
Financial assets measured at amortised cost	按攤銷成本計量的金融資產	110,800	110,197
Prepayments and deposits	預付款項及按金	11,385	9,719
		122,185	119,916

All of the trade and other receivables, net of loss allowance, are expected to be recovered or recognised as expenses within one year.

所有貿易及其他應收款項(扣除虧損撥備)預期於一年內收回或確認為開支。

Note:

附註：

(i) In 2019, PCL issued 28,036,564 new shares to one investor. Proceeds of RMB100,000,000 from the investor has not yet been received while the investor granted an advance of RMB100,000,000 to a wholly owned subsidiary of PCL (see Note 19) which is non-interest bearing and will mature upon receipt of the proceeds for shares issued to the investor by PCL.

(i) 於二零一九年，分海向一名投資者發行28,036,564股新股份。分海尚未收到該名投資者所得款項人民幣100,000,000元，但該名投資者已向分海的一間全資附屬公司墊付人民幣100,000,000元(見附註19)，該墊款屬不計息，並將於分海就向該名投資者發行股份而收到所得款項後到期。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

17 TRADE AND OTHER RECEIVABLES (CONTINUED)

Ageing analysis

As of the end of the reporting period, the ageing analysis of trade receivables (net of loss allowance), included in trade and other receivables, based on the invoice date, is as follows:

Within 3 months	三個月內
Over 3 months but within 6 months	超過三個月但少於六個月
Over 6 months	超過六個月

Details on the Group's credit policy and credit risk arising from trade and other receivables are set out in Note 26(a).

17 貿易及其他應收款項(續)

賬齡分析

截至報告期末，計入貿易及其他應收款項之貿易應收款項(扣除虧損撥備)基於發票日期的賬齡分析如下：

At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元
7,625	5,141
37	409
56	16
7,718	5,566

本集團的信貸政策及貿易及其他應收款項產生的信貸風險之詳情載於附註26(a)。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

18 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

(a) Cash and cash equivalents comprise:

Cash at bank and on hand 銀行及手頭現金

The Group's operations in the PRC (excluding Hong Kong) conduct their businesses in RMB. RMB is not a freely convertible currency and the remittance of funds out of the PRC (excluding Hong Kong) is subject to the exchange restrictions imposed by the PRC government.

(b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

18 現金及現金等值項目以及其他現金流資料

(a) 現金及現金等值項目包括：

At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元
152,273	137,839

本集團於中國(不包括香港)的業務營運以人民幣計值。人民幣為不可自由兌換的貨幣及資金匯出中國(不包括香港)須受中國政府實施的外匯限制規管。

(b) 融資活動產生負債的對賬

下表詳述本集團融資活動所得負債的變動(包括現金及非現金變動)。融資活動所得負債指現金流量或未來現金流量將於本集團綜合現金流量表中分類為融資活動所得現金流量。

Notes to the Financial Statements

財務報表附註

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

18 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

18 現金及現金等值項目以及其他現金流資料(續)

(b) Reconciliation of liabilities arising from financing activities (continued)

(b) 融資活動產生負債的對賬(續)

		Liability components of convertible bonds	Derivative components of convertible bonds	Advance from a non-controlling equity shareholder of a subsidiary	Refundable deposit received from a third party in connection with a terminated capital injection into a non-wholly owned subsidiary of the Group	Lease liabilities	Loans from an equity shareholder of the Company	Interest payable	Total
		可換股債券的負債部分	可換股債券的衍生工具部分	來自一間附屬公司的非控股權益股東的墊款	已收一名第三方對本集團一間非全資附屬公司終止注資的按金	租賃負債	來自本公司一名權益股東之貸款	應付利息	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note 20)	(Note 20)	(Note 19)	(Note 19)	(Note 21)	(Note 22)	(Note 19)	(Note 19)
		(附註20)	(附註20)	(附註19)	(附註19)	(附註21)	(附註22)	(附註19)	(附註19)
At 1 January 2020	於二零二零年一月一日	27,127	13	100,000	10,000	2,964	-	-	140,104
Changes from financing cash flows:	融資現金流量變動：								
Payments for the redemptions of convertible bonds	贖回可換股債券之付款	(28,256)	(13)	-	-	-	-	-	(28,269)
Proceeds from issuance of convertible bonds, net of transaction costs	發行可換股債券所得款項，扣除交易成本	107,877	-	-	-	-	-	-	107,877
Proceeds from new loans	新貸款所得款項	-	-	-	-	-	35,125	-	35,125
Deposit refunded to a third party in connection with a terminated capital injection into a non-wholly owned subsidiary of the Group	退還一名第三方對本集團一間非全資附屬公司終止注資的按金	-	-	-	(10,000)	-	-	-	(10,000)
Capital element of lease rentals paid	已付租賃租金之資本部分	-	-	-	-	(7,215)	-	-	(7,215)
Interest element of lease rentals paid	已付租賃租金之利息部分	-	-	-	-	(1,305)	-	-	(1,305)
Interest paid	已付利息	(1,541)	-	-	-	-	-	-	(1,541)
Total changes from financing cash flows	融資現金流量的變動總額	78,080	(13)	-	(10,000)	(8,520)	35,125	-	94,672
Other changes:	其他變動：								
Increase in lease liabilities from new leases entered	新訂租約產生的租賃負債增加	-	-	-	-	14,325	-	-	14,325
Equity component of convertible bonds issued	已發行可換股債券權益部分	(59,212)	-	-	-	-	-	-	(59,212)
Finance costs (Note 6(a))	融資成本(附註6(a))	5,861	-	-	-	1,305	-	668	7,834
Gain on redemptions, extinguishment and recognition of convertible bonds (Note 6(a))	贖回、清償及確認可換股債券的收益(附註6(a))	(314)	-	-	-	-	-	-	(314)
Exchange adjustments	匯兌調整	(1,053)	-	-	-	(236)	(1,459)	-	(2,748)
		(54,718)	-	-	-	15,394	(1,459)	668	(40,115)
At 31 December 2020	於二零二零年十二月三十一日	50,489	-	100,000	-	9,838	33,666	668	194,661

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

18 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

18 現金及現金等值項目以及其他現金流資料(續)

(b) Reconciliation of liabilities arising from financing activities (continued)

(b) 融資活動產生負債的對賬(續)

		Liability components of convertible bonds	Derivative components of convertible bonds	Advance from a non-controlling equity shareholder of a subsidiary	Refundable deposit received from a third party in connection with a terminated capital injection into a non-wholly owned subsidiary of the Group	Lease liabilities	Total
		可換股債券的負債部分 RMB'000 人民幣千元 (Note 20) (附註20)	可換股債券的衍生工具部分 RMB'000 人民幣千元 (Note 20) (附註20)	來自一間附屬公司的非控股權益股東的墊款 RMB'000 人民幣千元 (Note 19) (附註19)	已收一名第三方對本集團一間非全資附屬公司終止注資的可退還按金 RMB'000 人民幣千元 (Note 19) (附註19)	租賃負債 RMB'000 人民幣千元 (Note 21) (附註21)	總計 RMB'000 人民幣千元
At 1 January 2019	於二零一九年一月一日	44,363	72	-	-	7,949	52,384
Changes from financing cash flows:	融資現金流量變動：						
Payments for the redemptions of convertible bonds	贖回可換股債券之付款	(18,202)	-	-	-	-	(18,202)
Advance from a non-controlling equity shareholder of a subsidiary	來自一間附屬公司的非控股權益股東的墊款	-	-	100,000	-	-	100,000
Refundable deposit received from a third party in connection with a terminated capital injection into a non-wholly owned subsidiary of the Group	已收一名第三方對本集團一間非全資附屬公司終止注資的可退還按金	-	-	-	10,000	-	10,000
Capital element of lease rentals paid	已付租賃租金之資本部分	-	-	-	-	(7,188)	(7,188)
Interest element of lease rentals paid	已付租賃租金之利息部分	-	-	-	-	(1,052)	(1,052)
Interest paid	已付利息	(4,542)	-	-	-	-	(4,542)
Total changes from financing cash flows	融資現金流量的變動總額	(22,744)	-	100,000	10,000	(8,240)	79,016
Other changes:	其他變動：						
Increase in lease liabilities from lease modification	來自租賃修訂的租賃負債增加	-	-	-	-	2,173	2,173
Finance costs (Note 6(a))	融資成本(附註6(a))	6,804	-	-	-	1,052	7,856
Changes in fair value on the derivative components of convertible bonds (Note 6(a))	可換股債券的衍生工具部分公平值變動(附註6(a))	-	(245)	-	-	-	(245)
Gain on redemptions, extinguishment and recognition of convertible bonds (Note 6(a))	贖回、清償及確認可換股債券的收益(附註6(a))	(1,655)	184	-	-	-	(1,471)
Exchange adjustments	匯兌調整	359	2	-	-	30	391
		5,508	(59)	-	-	3,255	8,704
At 31 December 2019	於二零一九年十二月三十一日	27,127	13	100,000	10,000	2,964	140,104

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

18 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

(c) Total cash outflow for leases

Amounts included in the cash flow statement for leases comprise the following:

Within operating cash flows	屬於經營現金流量
– lease rentals paid	– 已付租賃租金
Within financing cash flows	屬於融資現金流量
– lease rentals paid	– 已付租賃租金

18 現金及現金等值項目以及其他現金流資料(續)

(c) 租賃現金流出總額

現金流量表中租賃的金額包括以下各項：

2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
2,405	3,099
8,520	8,240
10,925	11,339

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

19 TRADE AND OTHER PAYABLES

19 貿易及其他應付款項

		At 31 December 2020	At 31 December 2019
		於二零二零年 十二月三十一日	於二零一九年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade payables	貿易應付款項	10,285	10,440
Payables for staff related costs	員工相關成本的應付款項	8,331	6,974
Payables for miscellaneous taxes	應付雜稅	609	543
Payables for selling expenses incurred for digital point business	應付數字積分業務應計銷售開支	72	2,259
Advance from a non-controlling equity shareholder of a subsidiary (Note 17(i))	來自一間附屬公司的非控股權益股東的墊款(附註17(i))	100,000	100,000
Refundable deposit received from a third party in connection with a terminated capital injection into a non-wholly owned subsidiary of the Group	已收一名第三方對本集團一間非全資附屬公司終止注資的可退還按金	-	10,000
Interest payable to an equity shareholder of the Company	應付本公司一名權益股東利息	668	-
Others	其他	8,824	18,554
		118,504	138,330
Financial liabilities measured at amortised cost	按攤銷成本計量的金融負債	128,789	148,770
Deposits received from business partners in connection with the digital point business	已收數字積分業務之業務夥伴的按金	1,904	1,439
Receipts-in-advance received from customers	預收客戶款項	812	336
Deferred income	遞延收入	2,180	1,254
		133,685	151,799

All of the trade and other payables are expected to be settled or recognised as revenue within one year or are repayable on demand.

所有貿易及其他應付款項預期於一年內結算或確認為收入或按要求償還。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

19 TRADE AND OTHER PAYABLES (CONTINUED)

As of the end of the reporting period, the ageing analysis of trade payables included in trade and other payables, based on the invoice date, is as follows:

Within 3 months	三個月內
3 to 6 months	三至六個月
Over 6 months	超過六個月

19 貿易及其他應付款項(續)

截至報告期末，計入貿易及其他應付款項之貿易應付款項基於發票日期的賬齡分析如下：

At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元
9,558	9,937
124	154
603	349
10,285	10,440

20 CONVERTIBLE BONDS

The Group's convertible bonds are analysed as follows:

20 可換股債券

本集團可換股債券分析如下：

		Liability components 負債部分 RMB'000 人民幣千元	Derivative components 衍生工具部分 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2019	於二零一九年一月一日	44,363	72	44,435
Accrued finance charges for the year (Note 6(a))	本年度應計財務費用(附註6(a))	6,804	-	6,804
Interest paid	已付利息	(4,542)	-	(4,542)
Exchange adjustments	匯兌調整	359	2	361
Fair value changes on the derivative components (Note 6(a))	衍生工具部分公平值 變動(附註6(a))	-	(245)	(245)
Redemption, extinguishment and recognition of convertible bonds	贖回、清償及確認可換股債券	(19,857)	184	(19,673)
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日 及二零二零年一月一日	27,127	13	27,140
Redemption of convertible bonds	贖回可換股債券	(28,570)	(13)	(28,583)
Convertible bonds issued	已發行可換股債券	48,665	-	48,665
Accrued finance charges for the year (Note 6(a))	本年度應計財務費用(附註6(a))	5,861	-	5,861
Interest paid	已付利息	(1,541)	-	(1,541)
Exchange adjustments	匯兌調整	(1,053)	-	(1,053)
At 31 December 2020	於二零二零年十二月三十一日	50,489	-	50,489

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

20 CONVERTIBLE BONDS (CONTINUED)

20 可換股債券(續)

Represented by:
– current liabilities
– non-current liabilities

代表：
–流動負債
–非流動負債

At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元
–	27,140
50,489	–
50,489	27,140

In June 2015, the Company issued two secured convertible bonds with an aggregate face value of USD10,000,000 (equivalent to approximately RMB61,176,000) to Chance Talent Management Limited (“Chance Talent”), a third party, (together, “CB1”). On the date of issuance, both bonds bore interest at 13% per annum and were to mature in June 2018, where Chance Talent could convert them into the Company’s ordinary shares at the respective stipulated conversion prices before their maturity dates.

於二零一五年六月，本公司已向一名第三方Chance Talent Management Limited(「Chance Talent」)發行面值總額為10,000,000美元(約等於人民幣61,176,000元)的兩批有抵押可換股債券(統稱「可換股債券一」)。於發行日期，該等債券均按年利率13%計息並將於二零一八年六月到期，而Chance Talent可在該等債券到期日前按各自指定兌換價兌換該等債券為本公司普通股。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

20 CONVERTIBLE BONDS (CONTINUED)

In December 2017, the Company has extinguished CB1 and issued secured convertible bonds with face value of USD10,000,000 (equivalent to approximately RMB66,066,000) to Chance Talent (“CB2”). On the date of issuance, CB2 bore interest at 13% per annum, were to mature in June 2019 and secured by 109,343,662 ordinary shares in the Company owned by Century Investment (Holding) Limited (“Century Investment”). Chance Talent could convert CB2 into the Company’s ordinary shares at HK\$1.209 per share before the maturity date.

In July 2018, the Company and Chance Talent entered into an agreement to amend the terms of CB2 which constituted significant contract modifications, and accordingly, CB2 has been accounted for as extinguishment of the original financial instrument and the recognition of a new financial instrument. Pursuant to this agreement, the Company redeemed an aggregate principal amount of USD3,300,000 (equivalent to approximately RMB21,994,000) of CB2 in cash and provided an additional 45,347,514 shares in the Company owned by Century Investment as securities for CB2 in 2018. The remaining principal amount of USD6,700,000 was to mature in June 2019 and could be converted into the Company’s ordinary shares at HK\$1.209 per share before the maturity date in June 2019 (“CB3”).

In June 2019, the Company and Chance Talent agreed to further amend the terms of CB3 which constituted significant contract modifications, and accordingly, CB3 has been accounted for as extinguishment of the financial instrument recognised in July 2018 and the recognition of a new financial instrument. Pursuant to the agreement, the Company redeemed a principal amount of USD2,700,000 (equivalent to approximately RMB18,202,000) of CB3 in cash, and the remaining principal amount of USD4,000,000 is to mature in June 2020 and can be converted into the Company’s ordinary shares at HK\$1.209 per share from 22 July 2019 to the maturity date in June 2020 (“CB4”).

20 可換股債券(續)

於二零一七年十二月，本公司已清償可換股債券一並發行面值為10,000,000美元(約等於人民幣66,066,000元)的新有抵押可換股債券(「可換股債券二」)予Chance Talent。於發行日期，可換股債券二按年利率13%計息，將於二零一九年六月到期及由Century Investment (Holding) Limited(「Century Investment」)擁有的109,343,662股本公司普通股作抵押。Chance Talent可於到期日前按每股1.209港元將可換股債券二兌換為本公司普通股。

於二零一八年七月，本公司與Chance Talent訂立一項協議，以修訂可換股債券二的條款，該修訂構成重大合約修改，因此，可換股債券二被入賬為清償初始金融工具及確認新金融工具。根據該協議，本公司以現金贖回可換股債券二本金總額3,300,000美元(約等於人民幣21,994,000元)及於二零一八年額外提供由Century Investment擁有的45,347,514股本公司股份作為可換股債券二的抵押品。剩餘的本金額為6,700,000美元，於二零一九年六月到期，並可於二零一九年六月的到期日前以每股1.209港元轉換為本公司普通股(「可換股債券三」)。

於二零一九年六月，本公司及Chance Talent同意進一步修訂可換股債券三的條款，該修訂構成重大合約修改，因此，可換股債券三已被入賬為清償於二零一八年七月確認的金融工具及確認新金融工具。根據該協議，本公司以現金贖回可換股債券三本金額2,700,000美元(約等於人民幣18,202,000元)，剩餘本金額4,000,000美元於二零二零年六月到期，並可於二零一九年七月二十二日至二零二零年六月的到期日止，以每股1.209港元轉換為本公司普通股(「可換股債券四」)。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

20 CONVERTIBLE BONDS (CONTINUED)

In June 2020, the Company redeemed the remaining principal amount of USD4,000,000 (equivalent to approximately RMB28,269,000) of CB4 in cash. The difference between the redemption value and the carrying amount of CB4 amounted to a gain of RMB314,000 which has been recognised in profit or loss for the year ended 31 December 2020. On 6 July 2020, 154,691,176 ordinary shares mentioned above pledged under CB4 had been released.

In October 2020, the Company issued convertible bonds with face value of HK\$126,000,000 (equivalent to approximately RMB108,945,000) ("CB5") to Century Investment. CB5 bear interest at 3.5% per annum and will mature on 19 October 2023. The Company has the right to redeem all or part of CB5 (i.e. the call option) at any time before the maturity date. As the call option is closely related to the host contract, the call option is not accounted for as a separate derivative financial instrument.

Upon issuance of CB5, Century Investment can convert CB5 into the Company's ordinary shares at HK\$0.42 per share (i.e. the conversion option) at any time, in whole or in part, before 14 October 2023. The conversion option amounted to RMB59,212,000 is classified as equity component and credited to the Company's capital reserve account (Note 25(d)(ii)).

20 可換股債券(續)

於二零二零年六月，本公司以現金贖回可換股債券四剩餘本金額4,000,000美元(約等於人民幣28,269,000元)。可換股債券四贖回價與其賬面值之間的差額為收益人民幣314,000元，已於截至二零二零年十二月三十一日止年度的損益內確認。於二零二零年七月六日，根據可換股債券四已抵押的上述154,691,176股普通股已解除抵押。

於二零二零年十月，本公司發行面值為126,000,000港元(約等於人民幣108,945,000元)的可換股債券(「可換股債券五」)予Century Investment。可換股債券五按年利率3.5%計息，將於二零二三年十月十九日到期。本公司有權於到期日前隨時贖回全部或部分可換股債券五(即認購期權)。由於認購期權與主合約密切相關，認購期權並無入賬列為單獨衍生金融工具。

於發行可換股債券五後，Century Investment可於二零二三年十月十四日前隨時按每股0.42港元將全部或部分可換股債券五轉換為本公司普通股(即轉換期權)。轉換期權人民幣59,212,000元被分類為權益部分，並計入本公司的資本儲備賬(附註25(d)(ii))。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

21 LEASE LIABILITIES

At 31 December 2020, the lease liabilities were repayable as follows:

Within 1 year	一年內
After 1 year but within 2 years	一年後但於兩年內
After 2 years but within 5 years	兩年後但五年內

22 LOANS FROM AN EQUITY SHAREHOLDER OF THE COMPANY

In 2020, PCL, a subsidiary of the Company, and Century Investment entered into loan facility agreements ("Facility Agreements"), pursuant to which Century Investment granted loan facilities of HK\$111,000,000 to PCL. The loan facilities will expire after 3 years or such later date as may be agreed between PCL and Century Investment in writing, representing the date upon which the Company is to repay all loans drawn under the Facility Agreements in full. The Facility Agreements are unsecured with an interest rate of 6.5% per annum applicable to all loans drawn under the Facility Agreements. At 31 December 2020, the outstanding principal of loans drawn under the Facility Agreements is HK\$40,000,000 (equivalent to approximately RMB33,666,000).

21 租賃負債

於二零二零年十二月三十一日，應付租賃負債如下：

2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
7,461	1,779
2,095	1,185
282	-
2,377	1,185
9,838	2,964

22 來自本公司一名權益股東之貸款

於二零二零年，本公司一間附屬公司分海與Century Investment訂立貸款融資協議（「融資協議」），據此，Century Investment向分海授出貸款融資111,000,000港元。貸款融資將於三年後或分海與Century Investment可能書面協定的有關較後日期（為本公司悉數償還根據融資協議已提取之所有貸款之日期）屆滿。融資協議為無抵押，年利率為6.5%，適用於根據融資協議已提取之所有貸款。於二零二零年十二月三十一日，根據融資協議已提取貸款之未償還本金為40,000,000港元（相等於約人民幣33,666,000元）。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

23 EQUITY-SETTLED SHARE-BASED TRANSACTIONS

The Company has a share option scheme which was adopted on 28 June 2010 whereby the directors of the Company are authorised, at their discretion, to invite any full-time or part-time employees, executives, officers or directors (including independent non-executive directors) of the Group and any advisors, consultants, agents, suppliers, customers, distributors and such other persons who, in the sole opinion of the directors of the Company, will contribute or have contributed to the Group, to take up share options at HK\$1 to subscribe for ordinary shares in the Company.

On 3 October 2016, 80,000,000 share options were granted to directors of the Company and employees of the Group under the above share option scheme. All of the share options granted will vest after one year from the date of grant. Each share option gives the holder the right to subscribe for one ordinary share in the Company at HK\$1.41 and is settled gross in shares. The share options granted in 2016 have expired on 3 October 2019.

On 7 August 2018, 72,000,000 share options were granted to a director of the Company under the above share option scheme. All of the share options granted will vest immediately from the date of grant and will mature on 3 May 2023. Each share option gives the holder the right to subscribe for one ordinary share in the Company at HK\$1.21 and is settled gross in shares.

23 權益結算以股份為基礎的交易

本公司設有於二零一零年六月二十八日獲採納的購股權計劃，據此，本公司董事獲授權按其酌情邀請本集團任何全職或兼職僱員、執行人員、高級職員或董事（包括獨立非執行董事）及本公司董事全權認為將為本集團作出或已作出貢獻的任何諮詢師、顧問、代理、供應商、客戶、分銷商及該等其他人士按1港元接納購股權以認購本公司普通股。

於二零一六年十月三日，80,000,000份購股權根據上述購股權計劃授予本公司董事及本集團僱員。授出的所有購股權將於自授出日期起計的一年後歸屬。每份購股權賦予持有人權利以按1.41港元認購本公司一股普通股及以股份全數結算。二零一六年授出的購股權已於二零一九年十月三日屆滿。

於二零一八年八月七日，72,000,000份購股權根據上述購股權計劃授予本公司一名董事。所有已授出購股權將自授出日期即時歸屬並將於二零二三年五月三日期到期。每份購股權賦予持有人權利按1.21港元認購本公司一股普通股及以股份全數結算。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

23 EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

(a) The terms and conditions of unexpired share options granted are as follow:

Share options granted to directors:

授予董事的購股權：

- On 7 August 2018
- 於二零一八年八月七日

(b) The number and weighted average exercise price of share options are as follows:

Outstanding at the beginning of the year	於年初未行使
Expired during the year	於年內到期
Outstanding at the end of the year	於年末未行使
Exercisable at the end of the year	於年末可行使

The share options outstanding at 31 December 2020 had exercise price of HK\$1.21 (2019: HK\$1.21) and remaining contractual life of 2.3 years (2019: 3.3 years).

23 權益結算以股份為基礎的交易(續)

(a) 所授未到期購股權的條款及條件如下：

Number of instruments	Vesting condition	Contractual life of share options
工具數目	歸屬條件	購股權的合約期
72,000,000	No vesting condition 無歸屬條件	4.74 years 4.74年

(b) 購股權數目及加權平均行使價如下：

2020 二零二零年		2019 二零一九年	
Weighted average exercise price	Number of share options	Weighted average exercise price	Number of share options
加權平均行使價 HK\$ 港元	購股權數目	加權平均行使價 HK\$ 港元	購股權數目
1.21	72,000,000	1.31	147,000,000
	-	1.41	(75,000,000)
1.21	72,000,000	1.21	72,000,000
1.21	72,000,000	1.21	72,000,000

於二零二零年十二月三十一日未行使購股權的行使價為1.21港元(二零一九年：1.21港元)及餘下的合約期為2.3年(二零一九年：3.3年)。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

24 DEFERRED TAX ASSETS AND LIABILITIES

Deferred tax assets not recognised

In accordance with the accounting policy set out in Note 2(t), the Group has not recognised deferred tax assets in respect of unused tax losses and temporary differences of RMB680,537,000 at 31 December 2020 (2019: RMB617,766,000), as it is not probable that future taxable profits against which the losses and temporary differences can be utilised will be available in the relevant tax jurisdiction and entity. The unused tax losses at 31 December 2020 will expire on or before 31 December 2025.

25 CAPITAL, RESERVES AND DIVIDENDS

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

		Share capital 股本 RMB'000 人民幣千元 (Note 25(c)) (附註25(c))	Share premium 股份溢價 RMB'000 人民幣千元 (Note 25(d)(i)) (附註25(d)(i))	Capital reserve 資本儲備 RMB'000 人民幣千元 (Note 25(d)(ii)) (附註25(d)(ii))	Exchange reserve 匯兌儲備 RMB'000 人民幣千元 (Note 25(d)(iii)) (附註25(d)(iii))	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Balance at 1 January 2019	於二零一九年一月一日的結餘	117,812	1,263,789	61,996	3,511	(1,205,075)	242,033
Changes in equity for 2019:	於二零一九年的權益變動：						
Loss for the year	年內虧損	-	-	-	-	(108,638)	(108,638)
Other comprehensive income for the year	年內其他全面收益	-	-	-	3,604	-	3,604
Total comprehensive income	全面收益總額	-	-	-	3,604	(108,638)	(105,034)
Transfer between reserves	儲備間轉撥	-	-	(42,573)	-	42,573	-
Balance at 31 December 2019	於二零一九年十二月三十一日的結餘	117,812	1,263,789	19,423	7,115	(1,271,140)	136,999

24 遞延稅項資產及負債

未確認的遞延稅項資產

根據附註2(t)所載會計政策，由於在有關稅務司法權區內，實體不太可能有未來應課稅溢利以抵銷可供動用之稅項虧損及暫時性差額，故本集團於二零二零年十二月三十一日並無就未動用稅項虧損及暫時性差額人民幣680,537,000元(二零一九年：人民幣617,766,000元)確認遞延稅項資產。於二零二零年十二月三十一日，未動用稅項虧損將於二零二五年十二月三十一日或之前屆滿。

25 資本、儲備及股息

(a) 權益部分的變動

本集團綜合權益各部分於年初及年末結餘之對賬載於綜合權益變動表。本公司個別部分權益於年初與年末之變動詳情載列如下：

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

25 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

25 資本、儲備及股息(續)

(a) Movements in components of equity (continued)

(a) 權益部分的變動(續)

		Share capital 股本 RMB'000 人民幣千元 (Note 25(c)) (附註25(c))	Share premium 股份溢價 RMB'000 人民幣千元 (Note 25(d)(i)) (附註25(d)(i))	Capital reserve 資本儲備 RMB'000 人民幣千元 (Note 25(d)(ii)) (附註25(d)(ii))	Exchange reserve 匯兌儲備 RMB'000 人民幣千元 (Note 25(d)(iii)) (附註25(d)(iii))	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Balance at 1 January 2020	於二零二零年一月一日的結餘	117,812	1,263,789	19,423	7,115	(1,271,140)	136,999
Changes in equity for 2020:	於二零二零年的權益變動：						
Profit for the year	年內溢利	-	-	-	-	15,790	15,790
Other comprehensive income for the year	年內其他全面收益	-	-	-	(11,263)	-	(11,263)
Total comprehensive income	全面收益總額	-	-	-	(11,263)	15,790	4,527
Issuance of convertible bonds (Notes 20 and 25(d)(iii))	發行可換股債券 (附註20及25(d)(iii))	-	-	59,212	-	-	59,212
Balance at 31 December 2020	於二零二零年十二月三十一日的結餘	117,812	1,263,789	78,635	(4,148)	(1,255,350)	200,738

(b) Dividends

(b) 股息

(i) Dividends payable to equity shareholders of the Company attributable to the year

The directors of the Company do not recommend the payment of a final dividend for the year ended 31 December 2020 (2019: RMBNil).

(i) 應付本公司權益股東應佔本年度的股息

本公司董事不建議派付截至二零二零年十二月三十一日止年度之末期股息(二零一九年：人民幣零元)。

(ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved during the year

The directors of the Company did not recommend the payment of a dividend for the year ended 31 December 2019 (2018: RMBNil).

(ii) 於本年度批准之應付本公司權益股東應佔上一財政年度的股息

本公司董事不建議派付截至二零一九年十二月三十一日止年度之股息(二零一八年：人民幣零元)。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

25 CAPITAL, RESERVES AND DIVIDENDS
(CONTINUED)

(c) Share capital

(i) Issued share capital

Authorised:
Ordinary shares of USD0.01 each

法定：
每股面值0.01美元之普通股

Ordinary shares of USD0.01 each, issued and fully paid:
At 1 January and 31 December

已發行及已繳足股款之每股面值0.01美元之普通股：
於一月一日及十二月三十一日

(ii) Warrants

In September 2018, the Company issued 298,000,000 unlisted warrants (the "Warrants") at a price of HK\$0.01 per warrant to Century Investment. Each warrant entitles the holder to acquire one ordinary share in the Company at an exercise price of HK\$1.38 per share from a period commencing on the date that is six months after the issue date and ending on the fifth anniversary date of the issue date.

During the year ended 31 December 2020, no warrant was exercised (2019: Nil).

25 資本、儲備及股息(續)

(c) 股本

(i) 已發行股本

2020 二零二零年		2019 二零一九年	
No. of shares 股份數目 '000 千股	USD'000 千美元	No. of shares 股份數目 '000 千股	USD'000 千美元
5,000,000	50,000	5,000,000	50,000

2020 二零二零年		2019 二零一九年	
No. of shares 股份數目 '000 千股	RMB'000 人民幣千元	No. of shares 股份數目 '000 千股	RMB'000 人民幣千元
1,810,953	117,812	1,810,953	117,812

(ii) 認股權證

於二零一八年九月，本公司按認購價每份認股權證0.01港元發行298,000,000份非上市認股權證(「認股權證」)予Century Investment。每份認股權證賦予持有人權利於發行日期起計六個月至發行日期第五個週年日止期間按行使價每股1.38港元收購一股本公司普通股。

截至二零二零年十二月三十一日止年度，並無認股權證獲行使(二零一九年：無)。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

25 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(d) Nature and purpose of reserves

(i) **Share premium**

The application of the share premium account is governed by Section 34 of the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

(ii) **Capital reserve**

Capital reserve comprises the following:

- the portion of the grant date fair value of unexercised share options granted to directors of the Company and/or employees of the Group that has been recognised in accordance with the accounting policy adopted for share-based payments in Note 2(s)(ii);
- the unexercised portion of the warrants issued; and
- the amount allocated to the unexercised equity component of convertible bonds issued by the Company recognised in accordance with the accounting policy adopted for convertible bonds in Note 2(r)(i).

(iii) **Exchange reserve**

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations which have a functional currency other than RMB, the Group's presentation currency, into RMB. The reserve is dealt with in accordance with the accounting policy set out in Note 2(w).

25 資本、儲備及股息(續)

(d) 儲備之性質及目的

(i) **股份溢價**

動用股份溢價賬受開曼群島法例第22章公司法(一九六一年第三號法例，經綜合及修訂)第34條監管。

(ii) **資本儲備**

資本儲備包括以下各項：

- 已根據附註2(s)(ii)所述就以股份為基礎之付款採納的會計政策確認的授予本公司董事及／或本集團僱員的未行使購股權於授出日期的公平值部分；
- 已發行認股權證的未行使部分；及
- 根據附註2(r)(i)就可換股債券採納之會計政策所確認本公司已發行可換股債券未行使權益部分所獲分配的金額。

(iii) **匯兌儲備**

匯兌儲備包括換算功能貨幣為人民幣(本集團的呈列貨幣)以外之貨幣的業務經營財務報表為人民幣時產生的所有外匯差額。儲備根據附註2(w)所載會計政策處理。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

25 CAPITAL, RESERVES AND DIVIDENDS (CONTINUED)

(d) Nature and purpose of reserves (continued)

(iv) Other reserve

Other reserve comprises the following:

- the difference between the consideration paid and the carrying values of the non-controlling interests acquired by the Group in prior years; and
- the difference between the amount of capital injections made by non-controlling equity holders of a subsidiary of the Group and the non-controlling interests' proportionate share of the subsidiaries' net identifiable assets.

(e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher equity shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

25 資本、儲備及股息(續)

(d) 儲備之性質及目的(續)

(iv) 其他儲備

其他儲備包括以下各項：

- 以往年度本集團已付代價與本集團收購的非控股權益賬面值之間的差額；及
- 本集團一間附屬公司非控股權益持有人的注資金額與附屬公司可識別淨資產非控股權益所佔比例之間的差額。

(e) 資本管理

本集團在資本管理上的首要目的是保障本集團能夠持續經營，從而通過與風險水平相應的產品及服務定價以及獲得合理成本的融資繼續為股東提供回報及為其他利益相關者謀求利益。

本集團積極及定期檢討及管理其資本結構，以在盡量提高權益股東回報及借款水平上升之間，以及在穩健的資本狀況的優勢與安全性之間維持平衡，此外亦會就經濟情況改變而調整其資本結構。

本公司及其任何附屬公司概無面臨外界施加的資本要求。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade and other receivables and contract assets. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with high credit standings, for which the Group considers to have low credit risk.

The Group does not provide any guarantees which would expose the Group to credit risk.

Trade and other receivables

The Group has established a credit risk management policy under which individual credit evaluations are performed on all debtors requiring credit over a certain amount. These evaluations focus on the debtor's past history of making payments when due and current ability to pay, and take into account information specific to the debtor as well as pertaining to the economic environment in which the debtor operates. Trade receivables are generally due immediately from the date of billing. Normally, the Group does not obtain collateral from debtors.

The Group has no significant concentration of credit risk in industries in which the debtors operate. Significant concentrations of credit risk primarily arise when the Group has significant exposure to individual debtors. At the end of the reporting period, 67.3% (2019: 71.3%) and 98.1% (2019: 99.0%) of the total trade receivables was due from the Group's largest debtor and the five largest debtors, respectively.

26 財務風險管理及金融工具的公平值

本集團於日常業務過程中產生信貸、流動資金、利率及貨幣風險。

本集團所承受風險及本集團為管理該等風險採用之財務風險管理政策及慣例闡述如下。

(a) 信貸風險

信貸風險指交易方將違反其合約責任而導致本集團蒙受財務虧損之風險。本集團的信貸風險主要源自貿易及其他應收款項及合約資產。本集團來自現金及現金等值項目的信貸風險有限，由於交易方為具有高信貸評級的銀行及金融機構，本集團對此認為信貸風險為低。

本集團並無就本集團可能面臨的信貸風險提供任何擔保。

貿易及其他應收款項

本集團已制定信貸風險管理政策，對要求一定金額以上信貸額之所有債務人進行個別信貸評估。該等評估注重債務人過往到期付款歷史及當期之付款能力，並計及債務人特定及與債務人經營所在經濟環境有關資料。貿易應收款項一般自開票日期起即時到期。一般而言，本集團不從債務人處獲得抵押品。

本集團在債務人經營所在行業並不存在重大信貸集中風險。重大信貸集中風險主要於本集團對個別債務人承擔重大風險時產生。於報告期末，貿易應收款項總額的67.3% (二零一九年：71.3%) 及98.1% (二零一九年：99.0%) 分別為應收本集團最大債務人及五大債務人的款項。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (continued)

The Group measures loss allowances for trade receivables and contract assets at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different debtor segments, the loss allowance based on past due status is not further distinguished between the Group's different debtor bases.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables:

26 財務風險管理及金融工具的公平值(續)

(a) 信貸風險(續)

本集團按相等於使用撥備矩陣計算之整個存續期預期信貸虧損之金額計量貿易應收款項及合約資產之虧損撥備。由於本集團之過往信貸虧損經驗並無就不同債務人分部顯示重大虧損模式差異，根據逾期狀態計算之虧損撥備並無於本集團不同債務人之間進一步區分。

下表提供有關本集團就貿易應收款項所面臨之信貸風險及預期信貸虧損之資料：

At 31 December 2020 於二零二零年十二月三十一日		
Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Less than 3 months past due 逾期少於三個月	2%	7,793 (168)
Over 3 months but within 6 months past due 逾期超過三個月但少於六個月	23%	48 (11)
Over 6 months but within 1 year past due 逾期超過六個月但少於一年	92%	714 (658)
Over 1 year past due 逾期超過一年	100%	566 (566)
	9,121	(1,403)

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (continued)

Less than 3 months past due	逾期少於三個月	2%	5,250	(109)
Over 3 months but within 6 months past due	逾期超過三個月但少於六個月	14%	474	(65)
Over 6 months but within 1 year past due	逾期超過六個月但少於一年	80%	78	(62)
Over 1 year past due	逾期超過一年	100%	74	(74)

The expected loss rates are based on actual loss experience adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Movements in the loss allowance account in respect of trade and other receivables during the year are as follows:

Balance at 1 January	於一月一日的結餘	63,861	70,635
Exchange adjustments	匯兌調整	(1,089)	440
Impairment (gain)/loss recognised during the year	年內已確認減值(收益)/虧損	(29,673)	36,779
Amounts written off during the year	年內撇銷金額	(32)	(43,993)
Balance at 31 December	於十二月三十一日的結餘	33,067	63,861

26 財務風險管理及金融工具的公平值(續)

(a) 信貸風險(續)

At 31 December 2019
於二零一九年十二月三十一日

Expected loss rate 預期虧損率	Gross carrying amount 賬面總值	Loss allowance 虧損撥備
%	RMB'000 人民幣千元	RMB'000 人民幣千元
2%	5,250	(109)
14%	474	(65)
80%	78	(62)
100%	74	(74)
	5,876	(310)

預期虧損率根據實際虧損經驗作出調整，以反映已取得過往數據期間內之經濟狀況、當前狀況及本集團對應收款之預期年期內之經濟狀況之意見之間之差異。

年內有關貿易及其他應收款項的虧損撥備賬變動如下：

2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
63,861	70,635
(1,089)	440
(29,673)	36,779
(32)	(43,993)
33,067	63,861

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(b) Liquidity risk

The treasury function is centrally managed by the Group, which includes the short term investment of cash surpluses and the raising of funds to cover expected cash demands. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following table shows the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest dates the Group can be required to pay.

Trade and other payables measured at amortised cost	按攤銷成本計量的貿易及其他應付款項
Convertible bonds	可換股債券
Lease liabilities	租賃負債
Loans from an equity shareholder of the Company	來自本公司一名權益股東之貸款

26 財務風險管理及金融工具的公平值(續)

(b) 流動資金風險

庫務功能由本集團中央管理，包括現金盈餘的短期投資，以及籌集資金以滿足預期現金需求。本集團的政策是要定期監察流動資金需求及貸款契諾的遵行情況，以確保維持足夠現金儲備，獲主要金融機構承諾提供充裕的融資額度，從而應付短期及長期流動資金需要。

下表列示本集團於報告期末按合約未貼現現金流量(包括使用合約利率或(如屬浮息)於報告期末的現時利率計算的利息付款)計算的非衍生金融負債的剩餘合約期限，以及本集團須償還有關款項的最早日期。

2020 二零二零年				
Contractual undiscounted cash outflow 合約未貼現現金流出				
Within 1 year or on demand 一年內或按要求	More than 1 year but less than 2 years 超過一年但少於兩年	More than 2 years but less than 3 years 超過兩年但少於三年	Total 總計	Carrying amount 賬面值
RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
128,789	-	-	128,789	128,789
3,712	3,712	109,758	117,182	50,489
7,890	2,411	345	10,646	9,838
2,188	2,188	35,854	40,230	33,666
142,579	8,311	145,957	296,847	222,782

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(b) Liquidity risk (continued)

Trade and other payables measured at amortised cost	按攤銷成本計量的貿易及其他應付款項
Convertible bonds – liability components	可換股債券 – 負債部分
Lease liabilities	租賃負債

(c) Interest rate risk

The Group's interest rate risk arises primarily from interest bearing bonds issued and loans from an equity shareholder of the Company. Borrowings issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively.

26 財務風險管理及金融工具的公平值(續)

(b) 流動資金風險(續)

2019
二零一九年

Contractual undiscounted cash outflow 合約未貼現現金流出			
Within 1 year or on demand 一年內 或按要求 RMB'000 人民幣千元	More than 1 year but less than 2 years 超過一年 但少於兩年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
148,770	–	148,770	148,770
29,719	–	29,719	27,127
2,100	1,287	3,387	2,964
180,589	1,287	181,876	178,861

(c) 利率風險

本集團的利率風險主要源自已發行計息債券以及來自本公司一名權益股東之貸款。浮動利率及固定利率借款分別使本集團承受現金流量利率風險及公平值利率風險。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

26 財務風險管理及金融工具的公平值(續)

(c) Interest rate risk (continued)

(c) 利率風險(續)

Interest rate profile

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period.

利率概況

下表詳述本集團於報告期末的借款利率概況。

	At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元
Fixed rate borrowings:		
Convertible bonds		
– liability components	50,489	27,127
Loans from an equity shareholder of the Company	33,666	–
Lease liabilities	9,838	2,964
	93,993	30,091

固定利率借款：
可換股債券
– 負債部分
來自本公司一名
權益股東之貸款
租賃負債

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(d) Currency risk

The Group is exposed to currency risk primarily through borrowings which give rise to borrowings and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily USD, HK\$ and RMB. The Group ensures that the net exposure is kept to an acceptable level, by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in RMB, translated using the spot rates at the end of the reporting period. Differences resulting from the translation of financial statements of operation with a functional currency other than RMB into the Group's presentation currency are excluded.

Cash and cash equivalents	現金及現金等值項目
Loans from an equity shareholder of the Company	來自本公司一名權益股東之貸款
Other payables	其他應付款項
Gross exposure arising from recognised assets and liabilities	已確認資產及負債產生的風險總額

26 財務風險管理及金融工具的公平值(續)

(d) 貨幣風險

本集團面對主要因借款以外幣(即與交易有關業務功能貨幣以外的貨幣)結算的借款及現金結餘產生貨幣風險。導致該風險的貨幣主要為美元、港元及人民幣。本集團確保於必要時按現貨率買賣外幣以解決短期失衡，從而將淨風險維持在可承受的水平。

下表詳述本集團於報告期末因以有關實體功能貨幣以外之貨幣列值的已確認資產或負債而產生的貨幣風險。為進行列報，有關風險金額採用報告期末即期匯率折算，以人民幣列示。不包括因將以人民幣以外功能貨幣計算的財務報表換算至本集團呈列貨幣導致的差額。

At 31 December 2020 於二零二零年十二月三十一日		
USD 美元 RMB'000 人民幣千元	HK\$ 港元 RMB'000 人民幣千元	RMB 人民幣 RMB'000 人民幣千元
1,909	2,309	19
-	(33,666)	-
(369,270)	(155,134)	-
(367,361)	(186,491)	19

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

26 財務風險管理及金融工具的公平值(續)

(d) Currency risk (continued)

(d) 貨幣風險(續)

At 31 December 2019
於二零一九年十二月三十一日

		USD 美元 RMB'000 人民幣千元	HK\$ 港元 RMB'000 人民幣千元	RMB 人民幣 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等值項目	2,042	2,430	39,795
Other payables	其他應付款項	(394,529)	(142,983)	-
Convertible bonds	可換股債券	(27,140)	-	-
Gross exposure arising from recognised assets and liabilities	已確認資產及負債產生的風險總額	(419,627)	(140,553)	39,795

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(d) Currency risk (continued)

Sensitivity analysis

The following table indicates the instantaneous change in the Group's loss after tax and accumulated losses that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between HK\$ and US\$ would be materially unaffected by any changes in movement in value of the US\$ against other currencies.

26 財務風險管理及金融工具的公平值(續)

(d) 貨幣風險(續)

敏感度分析

下表列示假設所有其他風險變數維持不變，本集團於報告期末因匯率改變而面對的重大風險對本集團除稅後虧損及累計虧損產生的即時變動。就此而言，已假設港元與美元的掛鈎匯率不會受到美元兌其他貨幣的價值波動的任何變動的重大影響。

		2020 二零二零年		2019 二零一九年	
		Increase/ (decrease) in foreign exchange rates	Increase/ (decrease) in loss after tax and accumulated losses	Increase/ (decrease) in foreign exchange rates	Increase/ (decrease) in loss after tax and accumulated losses
		外匯匯率 上升/(下降)	除稅後虧損 及累計虧損 增加/(減少)	外匯匯率 上升/(下降)	除稅後虧損 及累計虧損 增加/(減少)
			RMB'000 人民幣千元		RMB'000 人民幣千元
USD	美元	5% (5%)	18,368 (18,368)	5% (5%)	20,981 (20,981)
HK\$	港元	5% (5%)	9,325 (9,325)	5% (5%)	7,028 (7,028)
RMB	人民幣	5% (5%)	(1) 1	5% (5%)	(1,990) 1,990

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(d) Currency risk (continued)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' loss after tax and accumulated losses measured in the respective functional currencies, translated into RMB at the exchange rates ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis is performed on the same basis for 2019.

26 財務風險管理及金融工具的公平值(續)

(d) 貨幣風險(續)

上表分析結果為對本集團各實體按相關功能貨幣計量的除稅後虧損及累計虧損各自的即時影響總額，並就呈列按於報告期末的匯率換算為人民幣。

敏感度分析假設已應用匯率變動重新計量本集團所持令本集團於報告期末面對外匯風險的該等金融工具，包括本集團公司間以貸方或借方功能貨幣以外之貨幣結算的應付款及應收款。上述分析與二零一九年採用準則相同。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(e) Fair value measurement

(i) *Financial assets and liabilities measured at fair value*

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs, i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

26 財務風險管理及金融工具的公平值(續)

(e) 公平值計量

(i) 以公平值計量的金融資產及負債

公平值等級

下表呈列本集團於報告期末以經常性基準計量的金融工具公平值，按香港財務報告準則第13號公平值計量所界定公平值等級分為三個等級。公平值等級計量的分類根據估值技術使用的輸入數據可否觀察及重要與否釐定，載列如下：

- 第一級估值：僅利用第一級輸入數據，即相同資產或負債於計量日期在活躍市場的未經調整報價計量公平值。
- 第二級估值：利用第二級輸入數據（即除第一級報價外的可觀察輸入數據）且不使用重要不可觀察輸入數據計量公平值。不可觀察輸入數據指無法從市場數據取得的輸入數據。
- 第三級估值：利用重要不可觀察輸入數據計量公平值。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

26 財務風險管理及金融工具的公平值(續)

(e) Fair value measurement (continued)

(e) 公平值計量(續)

(i) Financial assets and liabilities measured at fair value (continued)

(i) 以公平值計量的金融資產及負債(續)

	Fair value measurements at 31 December 2020 categorised into 於二零二零年十二月三十一日分類為以下等級的公平值計量		Fair value measurements at 31 December 2019 categorised into 於二零一九年十二月三十一日分類為以下等級的公平值計量	
	Level 1 第一級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	Level 1 第一級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元
Recurring fair value measurement	經常性公平值計量			
Financial assets:	金融資產：			
- Held-for-trading investments (Note 15)	- 持作交易用途之投資 (附註15)			
	1,685	-	2,631	-
Financial liabilities:	金融負債：			
- Derivative components of convertible bonds (Note 20)	- 可換股債券的衍生工具部分(附註20)			
	-	-	-	13

During the years ended 31 December 2020 and 2019, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

於截至二零二零年及二零一九年十二月三十一日止年度，第一級與第二級之間並無轉撥或並無從第三級轉入或轉出。本集團之政策乃為於發生公平值等級間之轉移的報告期之期末確認相關轉移。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(e) Fair value measurement (continued)

(i) Financial assets and liabilities measured at fair value (continued)

The movements during the year in the balance of Level 3 fair value measurements are as follows:

Derivative components of convertible bonds:

At 1 January
Exchange adjustments
Changes in fair value recognised in profit or loss during the year
Redemption, extinguishment and recognition of convertible bonds

At 31 December

(ii) Fair values of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values at 31 December 2020 and 2019.

27 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the balances disclosed elsewhere in the consolidated financial statements, the material related party transactions entered into by the Group during the year are set out below.

26 財務風險管理及金融工具的公平值(續)

(e) 公平值計量(續)

(i) 以公平值計量的金融資產及負債(續)

第三級公平值計量結餘的年內變動如下：

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
可換股債券的衍生工具部分：		
於一月一日	13	72
匯兌調整	-	2
年內於損益確認的公平值變動	-	(245)
贖回、清償及確認可換股債券	(13)	184
於十二月三十一日	-	13

(ii) 並非按公平值列賬的金融資產及負債的公平值

於二零二零年及二零一九年十二月三十一日，本集團按成本或攤銷成本列賬的金融工具賬面值與其公平值並無重大差異。

27 重大關聯方交易

除該等綜合財務報表他處披露的結餘外，由本集團於年內訂立的重大關聯方交易如下。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

27 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(a) Transactions with equity shareholders of the Company

Interest expenses
Interest bearing loans received

Details of issuance of convertible bonds to an equity shareholder of the Company and guarantees provided by this equity shareholder are set out in Note 20.

(b) Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the directors of the Company as disclosed in Note 8 and certain of the highest paid employees of the Group as disclosed in Note 9, is as follows:

Short-term employee benefits
Contributions to defined contribution retirement plans

(c) Applicability of the Listing Rules relating to connected transactions

The related party transaction in respect of issuance of convertible bonds to an equity shareholder of the Company constitutes connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in section Connected Transactions of the Directors' Report.

The related party transactions in respect of loans received from and guarantees provided by an equity shareholder of the Company are exempted from the disclosure requirements in Chapter 14A of the Listing Rules.

27 重大關聯方交易(續)

(a) 與本公司權益股東進行的交易

利息開支
已收計息貸款

向本公司一名權益股東發行可換股債券及該權益股東提供擔保的詳情載於附註20。

(b) 關鍵管理人員薪酬

關鍵管理人員薪酬(包括附註8所披露支付予本集團董事的金額及附註9所披露若干最高薪酬僱員)如下：

短期僱員福利
向界定供款退休計劃供款

(c) 上市規則有關關連交易的適用性

有關向本公司一名權益股東發行可換股債券的關聯方交易構成上市規則第14A章所界定的關連交易。上市規則第14A章規定的披露載於董事會報告關連交易一節。

本公司一名權益股東就已收貸款及其提供擔保的關聯方交易獲豁免遵守上市規則第14A章的披露規定。

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
利息開支	668	-
已收計息貸款	35,125	-

	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
短期僱員福利	8,283	8,678
向界定供款退休計劃供款	38	79
	8,321	8,757

Notes to the Financial Statements 財務報表附註

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

28 THE COMPANY'S STATEMENT OF FINANCIAL POSITION

28 本公司財務狀況表

		Note	At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元
		附註		
Non-current assets	非流動資產			
Property and equipment	物業及設備		4,857	2,371
Interests in subsidiaries	於附屬公司的權益	14	115,768	59,242
			120,625	61,613
Current assets	流動資產			
Held-for-trading investments	持作交易用途之投資		1,685	2,474
Amounts due from subsidiaries	應收附屬公司款項		–	17,329
Other receivables	其他應收款項		1,357	1,938
Cash and cash equivalents	現金及現金等值項目		134,325	98,336
			137,367	120,077
Current liabilities	流動負債			
Other payables	其他應付款項		2,724	16,962
Convertible bonds	可換股債券	20	–	27,140
Lease liabilities	租賃負債		1,969	589
			4,693	44,691
Net current assets	流動資產淨值		132,674	75,386
Total assets less current liabilities	總資產減流動負債		253,299	136,999
Non-current liabilities	非流動負債			
Convertible bonds	可換股債券	20	50,489	–
Lease liabilities	租賃負債		2,072	–
			52,561	–
NET ASSETS	資產淨值		200,738	136,999

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

28 THE COMPANY'S STATEMENT OF FINANCIAL POSITION (CONTINUED)

28 本公司財務狀況表(續)

		Note	At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 人民幣千元	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本		117,812	117,812
Reserves	儲備		82,926	19,187
TOTAL EQUITY	權益總額	25	200,738	136,999

Approved and authorised for issue by the board of directors on 30 March 2021.

由董事會於二零二一年三月三十日批准及授權刊發。

Cheng Jerome
Cheng Jerome
Director (Chairman)
董事(主席)

Yuan Weitao
袁偉濤
Director
董事

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

29 CAPITAL INJECTIONS FROM A THIRD PARTY INTO A NON-WHOLLY OWNED SUBSIDIARY OF THE GROUP

In July 2020, the Group, via PCL, entered into an agreement with an independent third party, pursuant to which PCL will issue not less than 61,078,767 new ordinary shares but not more than 73,287,671 new ordinary shares at a total subscription consideration of not less than USD35,670,000 but not more than USD42,800,000 to this third party. Up to the date of issue of these financial statements, the capital injection mentioned above has not been completed.

30 IMPACTS OF COVID-19 PANDEMIC

The Covid-19 pandemic since early 2020 continues to bring uncertainties to the Group's operating environment and may impacted the Group's operations and financial position.

Despite of the easing of the Covid-19 pandemic in Mainland China, the Group continues to closely monitor the possible impact from the Covid-19 pandemic has on the Group's business and keep contingency measures in place and under review in the case where the Covid-19 pandemic rebounds. These contingency measures included but not limited to reassessing changes (if any) to the customers' preferences on the types of goods or services and to align the Group's procurement strategies (where necessary) to meet the customers' needs, reassessing the adequacy and sustainability of the existing suppliers, expanding the Group's supplier base in a view to procure suitable goods and services to meet customers' preferences on a timely basis, and improving the Group's cash management by expediting debtor settlements and negotiating with suppliers on payment extensions.

The exact timing of the cessation of the Covid-19 pandemic is still uncertain. Nonetheless, the directors of the Company is optimistic that the Covid-19 pandemic will eventually be under full control.

31 IMMEDIATE AND ULTIMATE HOLDING COMPANY

The directors of the Company consider the immediate and ultimate holding company of the Company at 31 December 2020 to be Century Investment, which is incorporated in the British Virgin Islands. The entity does not produce financial statements available for public use.

29 第三方向本集團非全資附屬公司注資

於二零二零年七月，本集團透過分海與一名獨立第三方訂立協議，據此，分海將按總認購代價不少於35,670,000美元但不多於42,800,000美元發行不少於61,078,767股新普通股但不多於73,287,671股新普通股予該第三方。截至該等財務報表發行日期，上述注資尚未完成。

30 新冠肺炎疫情的影響

自二零二零年初起，新冠肺炎疫情持續對本集團營商環境帶來不確定性，可能對本集團營運及財務狀況造成影響。

儘管中國內地的新冠肺炎疫情有所緩和，本集團繼續密切監察新冠肺炎疫情可能對本集團業務產生的影響，並繼續保持適當應急措施及檢查，以防新冠肺炎疫情反彈。該等應急措施包括但不限於重新評估客戶對產品或服務類型喜好之變化(如有)，以符合本集團採購策略(如有必要)以迎合客戶所需，重新評估現有供應商充足程度及可持續性，擴展本集團供應商基礎，以及時採購合適商品及服務以滿足客戶喜好，並通過加快債務人結算及與供應商就延期付款進行磋商以改善本集團現金管理。

新冠肺炎疫情的確切停止時間仍不明朗。儘管如此，本公司董事對新冠肺炎疫情最終將會得到全面控制持樂觀態度。

31 直接及最終控股公司

本公司董事認為，於二零二零年十二月三十一日，本公司的直接及最終控股公司為Century Investment，該公司於英屬處女群島註冊成立。該實體並無編製可供公眾使用的財務報表。

(Expressed in RMB unless otherwise indicated) (除另有說明外，以人民幣列示)

32 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2020

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and a new standard which are not yet effective for the year ended 31 December 2020 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

32 截至二零二零年十二月三十一日止年度已發佈但尚未生效的修訂、新訂準則及詮釋的潛在影響

截至本財務報表刊發日期為止，香港會計師公會已發佈於截至二零二零年十二月三十一日止年度尚未生效的若干修訂及一項新訂準則，其在本財務報表內尚未採用。該等準則包括下列可能與本集團相關者。

	Effective for accounting periods beginning on or after 於下列日期或之後 開始的會計期間生效
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16, <i>Interest Rate Benchmark Reform-Phase 2</i> 香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號之修訂， <i>利率基準改革－第二階段</i>	1 January 2021 二零二一年一月一日
Annual Improvements to HKFRSs Standards 2018-2020 香港財務報告準則二零一八年至二零二零年之年度改進	1 January 2022 二零二二年一月一日
Amendments to HKFRS 3, <i>Reference to the Conceptual Framework</i> 香港財務報告準則第3號之修訂， <i>概念框架之提述</i>	1 January 2022 二零二二年一月一日
Amendments to HKAS 16, <i>Property, Plant and Equipment: Proceeds before Intended Use</i> 香港會計準則第16號之修訂， <i>物業、廠房及設備：擬訂用途前之所得款項</i>	1 January 2022 二零二二年一月一日
Amendments to HKAS 37, <i>Onerous Contracts-Cost of Fulfilling a Contract</i> 香港會計準則第37號之修訂， <i>虧損性合約－履行合約之成本</i>	1 January 2022 二零二二年一月一日
Amendments to HKAS 1, <i>Classification of Liabilities as Current or Non-current</i> 香港會計準則第1號之修訂， <i>將負債分類為流動或非流動</i>	1 January 2022 二零二二年一月一日
HKFRS 17, <i>Insurance contracts</i> 香港財務報告準則第17號之修訂， <i>保險合約</i>	1 January 2023 二零二三年一月一日
Amendments to HKFRS 4, <i>Extension of the temporary exemption, from applying HKFRS 9</i> 香港財務報告準則第4號之修訂， <i>延長採用香港財務報告準則第9號之暫時性豁免</i>	To be determined 待定
Amendments to HKFRS 10 and HKAS 28, <i>Sale or contribution of assets between an investor and its associate or joint venture</i> 香港財務報告準則第10號及香港會計準則第28號之修訂， <i>投資者與其聯營公司或合營企業之間的資產出售或注資</i>	To be determined 待定

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團正在評估預期該等發展於首次應用期間的影響。迄今為止本集團認為採納該等發展不太可能對綜合財務報表造成重大影響。

5-Year Financial Summary

五年財務摘要

Year ended 31 December

截至十二月三十一日止年度

		2016	2017	2018	2019	2020
		二零一六年	二零一七年	二零一八年	二零一九年	二零二零年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
RESULTS	業績					
Revenue	收入	385,468	167,632	50,977	204,112	268,841
Loss before taxation	除稅前虧損	(265,879)	(152,471)	(263,896)	(195,062)	(82,194)
Income tax (expense) credit	所得稅(開支)抵免	25,512	(47,210)	-	-	-
Loss for the year	年內虧損	(240,367)	(199,681)	(263,896)	(195,062)	(82,194)

At 31 December

於十二月三十一日

		2016	2017	2018	2019	2020
		二零一六年	二零一七年	二零一八年	二零一九年	二零二零年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總值	733,837	451,569	177,425	271,065	289,939
Total liabilities	負債總額	(647,224)	(119,171)	(87,913)	(181,903)	(227,678)
Net assets	資產淨值	86,613	332,398	89,512	89,162	62,261



暢由聯盟集團有限公司
CHANGYOU ALLIANCE GROUP LIMITED

