



Ahsay Backup Software Development Company Limited  
亞勢備份軟件開發有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 8290



# ANNUAL REPORT 2019



AhsayCBS



AhsayOBM



AhsayACB



AhsayPRD



AhsayUBS

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*This report, for which the directors (the "Directors") of Ahsay Backup Software Development Company Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

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# Corporate Information

## BOARD OF DIRECTORS

### Executive Directors

Mr. Chong King Fan (*Chairman*)  
Mr. Chong Siu Pui (*Chief Executive Officer*)  
Mr. Chong Siu Ning (*Vice Chairman*)  
Ms. Chong Siu Fan

### Independent Non-Executive Directors

Mr. Wong Cho Kei Bonnie  
Ms. Wong Pui Man  
Mr. Wong Yau Sing

## AUDIT COMMITTEE

Mr. Wong Yau Sing (*Chairman*)  
Mr. Wong Cho Kei Bonnie  
Ms. Wong Pui Man

## REMUNERATION COMMITTEE

Ms. Wong Pui Man (*Chairman*)  
Mr. Wong Cho Kei Bonnie  
Mr. Wong Yau Sing

## NOMINATION COMMITTEE

Mr. Wong Cho Kei Bonnie (*Chairman*)  
Ms. Wong Pui Man  
Mr. Wong Yau Sing

## RISK MANAGEMENT COMMITTEE

Mr. Chong Siu Pui (*Chairman*)  
Mr. Wong Cho Kei Bonnie  
Ms. Wong Pui Man

## AUTHORISED REPRESENTATIVES

Mr. Chong Siu Pui  
Mr. Chong Kam Fung

## COMPANY SECRETARY

Mr. Chong Kam Fung (*FCPA*)

## COMPLIANCE OFFICER

Mr. Chong Siu Pui (*FCCA, FCPA, FCPA (Aust.)*)

## REGISTERED OFFICE

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

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

28th Floor, Ford Glory Plaza  
No. 37 Wing Hong Street  
Lai Chi Kok  
Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Trust Company (Cayman) Limited

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited



## Corporate Information

### **PRINCIPAL BANKERS**

Nanyang Commercial Bank, Limited  
Chong Hing Bank Limited

### **AUDITOR**

Ernst & Young

### **LEGAL ADVISER**

CFN Lawyers in association with Broad & Bright  
*(as to Hong Kong law)*

### **STOCK CODE**

8290

### **WEBSITE**

[www.ahsay.com.hk](http://www.ahsay.com.hk)

# Chairman's Statement



Dear Shareholders,

On behalf of the board of directors (the "Board") of Ahsay Backup Software Development Company Limited (the "Company"), I present the annual report of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2019.

For the year ended 31 December 2019, the Group has recorded a total revenue of approximately HK\$59.1 million, representing a decrease of approximately 6.2% as compared to a revenue of approximately HK\$63.0 million for the year ended 31 December 2018. The Group recorded a profit attributable to owners of approximately HK\$0.1 million for the year ended 31 December 2019 as compared to approximately HK\$7.9 million for the prior year. The significant decrease was mainly attributable to (i) the decrease in revenue derived from customers leasing under the older version of Ahsay™ Backup Software Version 6 ("Version 6") which end of life was in late 2018, (ii) the decrease in revenue derived from sales of license a result of fewer bulk purchase from customers, (iii) the increase in staff cost as a result of the increase in number of headcount

for the expansion of new office in the Philippines, (iv) the increase in operating expenses mainly derived from the increase in legal and professional fees, advertising and marketing expenses and amortization of intangible assets, and (v) loss derived from the newly acquired subsidiary for the future development in Korea which is currently in its investment stage.

To keep up the pace with the rapid technological changes, the Group has launched the new version of Ahsay™ Backup Software — Version 8 ("Version 8") in January 2019 while Version 6 entered its end of life stage in late 2018. With the Group's experienced technical support and development team, the Group has sufficient resources to fulfill the customer needs during the adaptation period of Version 8.

Apart from the technical upgrade of the core business, we have strived to expand in the emerging markets in Asia with good potential and to boost our distribution efficiency by entering into a memorandum of understanding with Orangetech Co., Ltd. on business cooperations and acquiring an aggregate of 52.17% equity interest in Ahsay Korea Co., Ltd in February

## Chairman's Statement



and late April 2019, respectively. Both companies are engaged in information technology in Korea. With these new distribution channels, we believe the Group will sustain the long-run business growth and profitability. We will continue to explore any suitable business opportunity in the market, so as to maximize returns for our shareholders and investors. We remain positive about the long-term development of the Group.

Meanwhile, the Group has purchased additional office units in the Philippines to accommodate more local talents for further expansion in January 2020. During the year, the number of staff in the Philippines has increased from 15 as of December 2018 to 31 as of December 2019. Currently, the additional staff support not only our existing customer support operations but also our quality assurance, development and other internal operations. Maintaining talents has long been our top priority. With strong team collaboration of Ahsay family, we believe the Group will further enhance the competitiveness of our core products in the foreseeable future.

In addition to the existing information sharing platform, KINTIPS, the Group has launched a new subscription business model of KINBOY (堅仔), an online all-in-one platform for horse racing information in October 2019. We endeavor to address the needs of a wide range of users and continue to attract new subscribers. We believe KINBOY will be a new source of revenue for the Group.

On behalf of the Board, I would like to express my sincere gratitude for the hard work contributed by all staff and the Directors, as well as the support to the Company from all our customers, and express my sincere thanks to our shareholders for their strong and enduring support since the listing of the Group. To show our appreciation to all of you for your confidence and support, the Group will be dedicated to striving for better returns for our investors.

**Chong King Fan**  
*Chairman*

Hong Kong  
17 March 2020

# Management Discussion and Analysis

## USE OF PROCEEDS

Reference is made to the prospectus of the Company dated 25 September 2015 (the “Prospectus”) and the respective announcement of the Company dated 17 March 2017 and 5 August 2018 in relation to the first and second change in use of proceeds from listing of the Company’s shares on GEM (collectively, the “1st Change and 2nd Change in Use of Proceeds Announcement”). Unless otherwise defined, capitalised terms used in this report shall have the same meanings as those defined in the Prospectus and the 1st and 2nd Change in Use of Proceeds Announcement.

On 12 August 2019, unutilised proceeds of approximately HK\$10.2 million were allocated for pursuing selective acquisition and partnership has not been utilised by the Group due to the lack of suitable potential acquisition and partnership targets.

In order to enhance the allocation of the financial resources and to cope with the continuing development and operations of the businesses of the Group so as to maximise its investment returns, the Board has resolved to the third change in use of proceeds (the “3rd Change”) in the amount of approximately HK\$10.2 million originally allocated for pursuing selective acquisition and partnership as follows:

- (i) approximately HK\$4.2 million for working capital and other general corporate purpose; and
- (ii) approximately HK\$6.0 million for the purchase of office units in Manila, Philippines.



## Management Discussion and Analysis

The revised use of net proceeds from the Placing is set out as follows:

Use of proceeds	Revised use of net proceeds as disclosed in				Utilised amount as at the date of this report HK\$'000
	Original use of net proceeds HK\$'000	the 1st Change in Use of Proceeds HK\$'000	the 2nd Change in Use of Proceeds HK\$'000	the 3rd Change in Use of Proceeds HK\$'000	
1. Strengthen our software development capabilities	11,040	11,040	11,040	11,040	11,040
2. Broaden our customer base	7,874	7,874	7,874	7,874	7,874
3. Pursue selective acquisition and partnership	50,566	24,361	10,841	670	670
4. Working capital and other general corporate purpose	7,720	15,440	23,160	27,331	27,331
5. Development and marketing activities of the Platform	—	10,000	13,000	13,000	13,000
6. Repayment of bank borrowing	—	8,485	8,485	8,485	8,485
7. Purchase of office units in Manila, Philippines	—	—	2,800	8,800	8,800
<b>Total</b>	<b>77,200</b>	<b>77,200</b>	<b>77,200</b>	<b>77,200</b>	<b>77,200</b>

Save for the aforesaid changes, there is no other change in use of proceeds from the Placing allocated for other purposes.

Having considered the impact of the above change in the use of net proceeds from the Placing and, the Board is of the view that the 3rd Change in the use of net proceeds will enable the Group to better meet its overall financial needs efficiently to support the latest development of the Group's operation and business. The Board considers that such change in the use of net proceeds will not adversely affect the operation and business of the Group and is in the best interests of the Company and the shareholders of the Company as a whole. As at the date of this report, the proceeds was fully utilised.

# Management Discussion and Analysis

## BUSINESS REVIEW

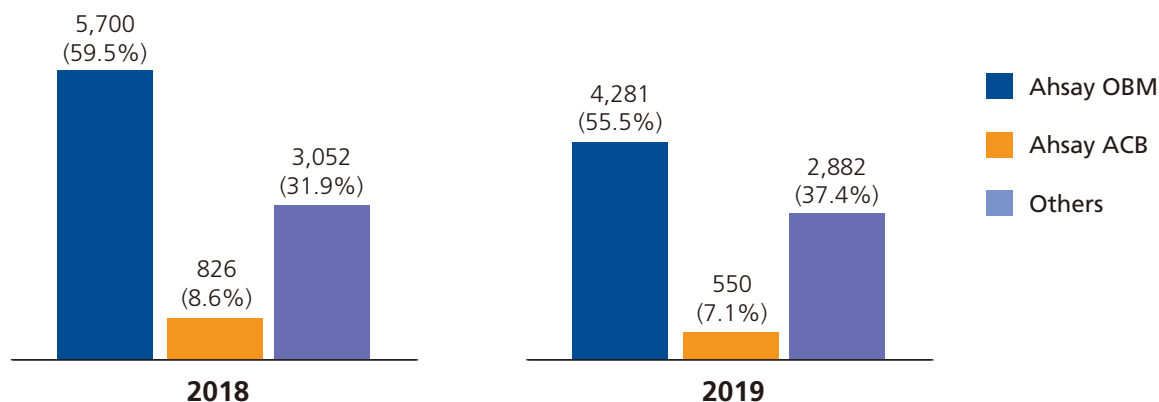
Under a challenging operating environment in 2019, the Group has reinforced its globalization strategy and explored the diversified business opportunities. The market competition of global data backup software is constantly growing higher with the rise in technological innovation and similar data backup products. The Group has timely upgraded its existing products and launched the new version of Ahsay™ Backup Software — Version 8 (“Version 8”) in January 2019.

In view of the end of life of the older version of Ahsay™ Backup Software — Version 6 (“Version 6”) for license leasing in late 2018 and fewer bulk purchase from customers during the year, revenue of the Group decreased by approximately HK\$3.9 million or 6.2% from approximately HK\$63.0 million for the year ended 31 December 2018 to approximately HK\$59.1 million for the year ended 31 December 2019.

For the year ended 31 December 2019, Ahsay Online Backup Manager (“Ahsay OBM”) and Ahsay A-Click Backup (“Ahsay ACB”), core components of Ahsay™ Backup Software, in aggregation accounted for approximately 75.2% of the revenue from software license sales and leasing of the Group. The following graphs show a breakdown of the revenue from software license sales and leasing of the Group for the year ended 31 December 2018 and 2019, respectively:

### i) Revenue by software license sales

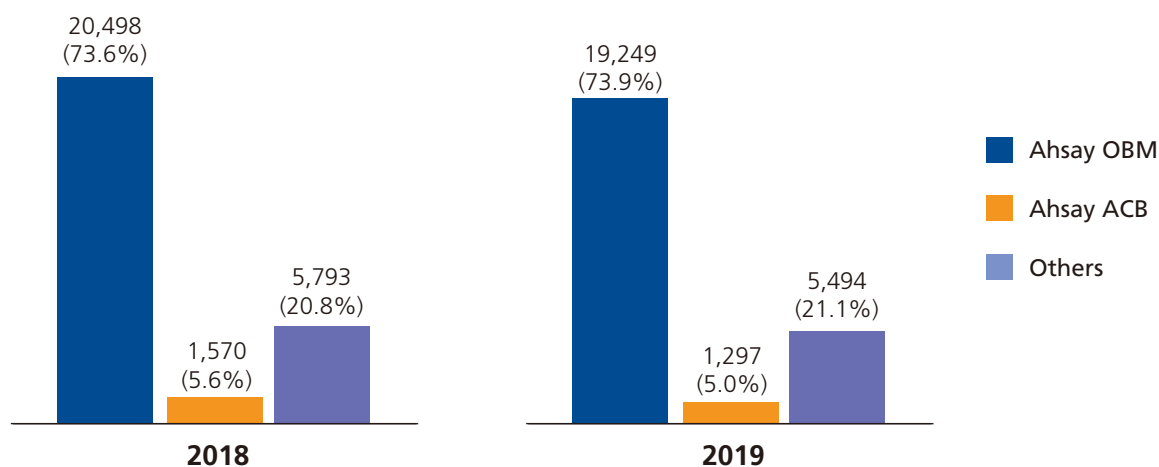
(HK\$'000)



## Management Discussion and Analysis

### ii) Revenue by software license leasing

(HK\$'000)



For the year ended 31 December 2019, the number of license sales of Ahsay OBM was 14,072 as compared with 20,186 of the corresponding period in 2018, representing a decrease of approximately 30.3%. Due to our plan to launch Version 8, we provided some incentives and introduced promotions to boost up the bulk-purchase from customers of previous version of Ahsay™ Backup Software — Version 7 in 2018. In 2019, we did not have similar promotion as Version 8 was planned to be released during the year resulting in the decrease in the number of license sales but an increase in average unit selling price from approximately HK\$282.4 per unit in 2018 to approximately HK\$304.2 per unit in 2019.

For the year ended 31 December 2019, the number of license sales of Ahsay ACB was 3,730 as compared with 5,202 of the corresponding period in 2018, representing a decrease of approximately 28.3%. With the intense competition from open-source alternatives for back up solution of standalone PCs or workstations market, the demands of Ahsay ACB license decreased. In order to maintain the competitiveness, we decreased the average unit price of Ahsay ACB license by approximately HK\$11.4 or 7.2% from approximately HK\$158.8 per unit in 2018 to approximately HK\$147.4 per unit in 2019.

For the year ended 31 December 2019, the total number of monthly license leasing for Ahsay OBM was 339,753 as compared with 369,594 of the corresponding period in 2018, representing a decrease of approximately 8.1%. The decrease was mainly due to the end of life of Version 6 for license leasing. The average monthly price slightly increased by approximately HK\$1.1 or 2.0% from approximately HK\$55.5 per month in 2018 to approximately HK\$56.6 per month in 2019.

For the year ended 31 December 2019, the total number of monthly license leasing for Ahsay ACB was 131,410 as compared with 158,970 of the corresponding period in 2018, representing a decrease of approximately 17.3%. The average unit price per month remained stable at approximately HK\$9.9 in 2019 and 2018. The decrease in revenue was mainly due to the intense competition of backup solution of standalone PCs or workstations market during the year.

## Management Discussion and Analysis

We are fine-tuning our product features and distribution channels to adapt to market changes. We are also working together with our customers to resolve these business obstacles in a partnership-like manner in order to improve the customer experience and create customer value for our products.

Meanwhile, the Group had made various changes with our vision to equip and strengthen itself for its future business developments; actively seeking for opportunities to expand its revenue sources, as well as boosting its overall long-term profitability by seizing business opportunities.

In February 2019, Ahsay Systems Corporation Limited (“Ahsay HK”) entered into a memorandum of understanding (the “MOU”) with Orangetech Co., Ltd. (“Orangetech”), a company incorporated in the Republic of Korea (“Korea”). Orangetech is an information technology company. Pursuant to the MOU, Ahsay HK and Orangetech intend to share strategic recognition of creating new business opportunities by building a cooperative relationship and by providing value to customers for security backup solution business mainly in the public sector.

The Group principally engages in sales to the customers through its sales websites. However, the Group intends to expand its business by arranging additional distribution channels to offer its products to customers. With Orangetech as a distributor of the Group in Korea under the MOU, it provides the Group a good opportunity to expand its distribution channel as well as to increase its market share in Korea.

Since April 2019, the Group has stepped up its effort to expand to the international market in order to achieve a higher market share and revenue growth. On 29 April 2019, Ahsay HK and the existing shareholders of Ahsay Korea Co., Ltd. (“Ahsay Korea”) (formerly known as HM Systems Co., Ltd.), a company incorporated in Korea, entered into a shareholder agreement pursuant to which Ahsay HK has agreed to subscribe to 20,000 ordinary shares of Ahsay Korea for a cash consideration amounted to KRW100 million (equivalent to approximately HK\$0.7 million) and the Group will further invest in an additional 30,000 ordinary shares of Ahsay Korea for an additional cash consideration amounting to KRW150 million (equivalent to approximately HK\$1 million). As at the date of acquisition, the Group held 28.57% of the shares of Ahsay Korea.

Thereafter, the Group has further invested in additional ordinary shares of Ahsay Korea to an aggregate cash consideration amounting to KRW300 million (equivalent to approximately HK\$2 million). As at 31 December 2019, the Group held 52.17% of the shares of Ahsay Korea.

Ahsay Korea is an IT solutions provider in Korea. Through Ahsay Korea, the Group can further expand and develop its core backup business in Korea and further improve the Group’s profitability and promote sustainable development of the Group in the long run.

Apart from the expansion of market in Korea, the Group planned to further develop its existing operations in the Philippines. To accommodate additional staff for its future operations, the Group has purchased additional office units in the Philippines for its own use as office space. On 9 October 2019, the Group entered into a sale and purchase agreement with an independent third party to acquire certain office units and parking slots in Manila, Philippines for its own use as office. The total consideration was approximately PHP60.0 million (equivalent to approximately HK\$7.8 million), inclusive of 12% value added tax. An initial deposit of approximately PHP10.2 million (equivalent to approximately HK\$1.5 million) was paid on 9 October 2019. The transaction was completed on 15 January 2020.



# Management Discussion and Analysis

## PRINCIPAL RISKS AND UNCERTAINTIES

- The Group derived substantially all of its revenue from software license sales and leasing and software upgrades and maintenance services from Ahsay™ Backup Software for the year ended 31 December 2019. Any failure to continuously maintain or enhance the performance of Ahsay™ Backup Software and end-user experience and launch high-quality new software could materially and adversely affect the business and results of operations.
- The performance of the Group relies heavily on its key executives. Business of the Group may be adversely affected if they or any of them cease to serve the Group in the future and the Group was unable to find suitable replacement.
- The Group may be unable to attract or retain skilled staff. Any shortfall in skilled workforce or increase in staff costs may materially and adversely affect its business operations and financial performance, and the Group may not be able to effectively execute the business strategies to drive growth.
- Any failure to protect the intellectual property rights of the Group could reduce the value of its products, services and brands.
- Any failure to recover software development costs could affect the business prospects and profitability of the Group.
- The Group faces intense competition, which could reduce the market share and materially and adversely affect the results of operations and growth prospects of the Group.

## OUTLOOK

### Core Backup Business

To achieve customised development of products and keep pace with technological advancement, Version 8 was launched in January 2019. Version 8 incorporates various new features including SharePoint Online Backup etc. and has enhanced the existing Office 365 backup features which covers all types of data backups for Office 365. With efficient enhancement of the functionalities of its various products and the new index file system of Version 8, it would provide better user experience.

Looking forward, the global economy and market competition will continue to bring challenges to the operating environment. The Company has been seeking for various development opportunities by acquiring Ahsay Korea. The Board believes that the investment in Korea offers a good opportunity to broaden the Group's revenue base and enhance its market share in the backup software sector in the future.

### Information Sharing Platform

KINTIPS LIMITED, an indirect wholly-owned subsidiary of the Company, has developed and launched an online information sharing platform, which includes a website and a mobile-application both named KINTIPS (堅料) and was designed to provide information sharing services in Hong Kong. KINTIPS is a trading platform for horse racing tips in Hong Kong designed for information providers (horse racing and football tipsters) and subscribers to share information via its website and mobile application which can be installed on mobile devices that operate on Android OS or Apple iOS systems.

## Management Discussion and Analysis

In December 2018, KINTIPS LIMITED has launched another website and mobile-application named KINBOY (堅仔) which was a free online all-in-one platform for horse racing information to attract new users. In October 2019, a new subscription business model of KINBOY was launched. The service is tiered and structured such that free members can access the latest race cards, results and dividends, entrylist, chance table of horse racing and other detailed information such as finesse of horse, odds trend and forecast of first two races for catch-up viewing; while paid members can access detailed information of full day races for subscription. The mobile application of KINBOY can be installed on mobile devices that operate on the Android OS, Apple iOS and Windows OS systems.

In a fast paced world nowadays, mobile devices have become the first choice for every user to browse and interact online. With the Group's experience in the information technology industry, we believe the Group can make use of KINTIPS and KINBOY to diversify into the mobile-application industry. For the year ended 31 December 2019, the revenue contribution of the information sharing platform to the Group was not material.

### FINANCIAL REVIEW

#### Overview

During the year ended 31 December 2019 and 2018, the Group recorded revenue of approximately HK\$59.1 million and HK\$63.0 million respectively, representing a decrease of approximately 6.2%. The Group recorded a profit attributable to owners of approximately HK\$0.1 million for the year ended 31 December 2019 as compared to approximately HK\$7.9 million for the prior year. The significant decrease was mainly attributable to (i) the decrease in revenue derived from customers leasing under the older version of Ahsay™ Backup Software — Version 6 (“Version 6”) which end of life was in late 2018, (ii) the decrease in revenue derived from sales of license a result of fewer bulk purchase from customers, (iii) the increase in staff cost as a result of the increase in number of headcount for the expansion of new office in the Philippines, (iv) the increase in operating expenses mainly derived from increase in legal and professional fees, advertising and marketing expenses and amortisation of intangible assets, and (v) loss derived from the newly acquired subsidiary for the future development in Korea which is currently in its investment stage.

#### Revenue

The Group's revenue principally represented income derived from software license sales and leasing, software upgrades and maintenance services and other services. Revenue of approximately HK\$59.1 million and HK\$63.0 million was recognised for the year ended 31 December 2019 and 2018 respectively, representing a decrease of approximately 6.2%.

The decrease in revenue for the year ended 31 December 2019 was mainly due to the decrease in revenue from software license leasing and sales of license of approximately HK\$1.8 million and HK\$1.9 million respectively as a result of the end of life of Version 6 in late 2018 and fewer bulk purchase from customers compared with the prior year.

# Management Discussion and Analysis

## Other Income

Other income increased by approximately HK\$0.5 million or 41.7%, to approximately HK\$1.7 million for the year ended 31 December 2019 from approximately HK\$1.2 million for the year ended 31 December 2018. The increase in other income for the year ended 31 December 2019 was mainly due to the increase in bank interest income as a result of the combined effects of the increase in the average interest rate and more funds placed in the time deposits as compared with the prior year.

## Staff Costs and Related Expenses

Staff costs and related expenses primarily comprised salaries, performance bonuses, directors' fee, Mandatory Provident Fund contributions, other staff welfare and other related expenses. Staff costs and related expenses which increased by approximately HK\$3.5 million or 8.9%, to approximately HK\$43.0 million for the year ended 31 December 2019 from approximately HK\$39.5 million for the year ended 31 December 2018.

The increase in staff costs and related expenses for the year ended 31 December 2019 was mainly due to the combined effects of (i) the increase in headcount in the Philippines, (ii) staff cost arising from the newly acquired subsidiary in Korea, and (iii) salaries increment as compared with the prior year.

## Other Expenses

Other expenses primarily comprised depreciation, amortisation, advertising and marketing expenses, merchant credit card charges, legal and professional fees and other regular office expenses such as utilities. Other expenses increased by approximately HK\$2.2 million or 15.2%, to approximately HK\$16.7 million for the year ended 31 December 2019 from approximately HK\$14.5 million for the year ended 31 December 2018.

The increase in other expenses for the year ended 31 December 2019 was mainly due to (i) the increase in advertising and marketing expenses, legal and professional fees and amortisation of intangible assets, and (ii) other expenses derived from the newly acquired subsidiary in Korea as compared with the prior year.

## Finance Costs

The Group recognised finance costs of approximately HK\$0.5 million for the year ended 31 December 2019. It mainly represents the interest expense on lease liabilities being recognised as a result of the adoption of HKFRS 16 since 1 January 2019.

## Income Tax Expenses

The Group recorded income tax expenses of approximately HK\$1.1 million for the year ended 31 December 2019. The decrease in income tax expenses was mainly due to the decrease in assessable profits generated during the year as compared with the prior year.

## (Loss) Profit for the Year

The Group recorded a loss of approximately HK\$0.5 million for the year ended 31 December 2019 as compared to a profit of approximately HK\$7.9 million for the corresponding period in 2018. Among the loss for the year ended 31 December 2019, approximately HK\$6.0 million pre-tax profit was generated by the Group's core backup business, which was offset by the segment loss of approximately HK\$7.1 million incurred from KINTIPS.

# Management Discussion and Analysis

## Financial Position, Liquidity and Financial Resources

The Group adopts a prudent cash and financial management policy. In order to achieve better cost control and minimise the costs of funds, the Group's treasury activities are centralised and substantial cash is generally deposited with banks in Hong Kong and denominated mostly in Hong Kong dollars. As the Group's cash and bank balances were substantially denominated in Hong Kong dollars, risk in exchange rate fluctuation would not be material.

The Group is in a sound financial resource level. As at 31 December 2019, the Group's current assets were approximately HK\$91.2 million (31 December 2018: approximately HK\$93.2 million). The Group remained at a net cash position as at 31 December 2019 and 2018, respectively. Based on the amount of liquid assets on hand, the management is of the view that the Group has sufficient financial resources to meet its ongoing operational requirements.

## Charges on Assets of the Group

As at 31 December 2019, there was no charge on assets of the Group (31 December 2018: nil).

## Capital Structure

The capital structure of the Company comprised of ordinary shares only. As at 31 December 2019, the Company's issued share capital was HK\$20.0 million with 2,000,000,000 issued shares of HK\$0.01 each.

## Gearing Ratio

As at 31 December 2019, the Group's gearing ratio, calculated as interest-bearing liabilities divided by the total equity, was approximately 1.7% (31 December 2018: Nil). The increase was mainly attributable to the borrowings from the newly acquired subsidiary during the year ended 31 December 2019.

## Financial Management Policies

The Group in its ordinary course of business is exposed to market risks such as foreign currency risk and interest rate risk. The Group's risk management strategy aims to minimise the adverse effects of these risks on its financial performance.

The Group's cash is primarily deposited at banks in Hong Kong and denominated mostly in Hong Kong dollar. As at 31 December 2019, no related hedges were made by the Group (31 December 2018: nil).

As most of the Group's trading transactions, monetary assets and liabilities are denominated in Hong Kong dollar, the impact of foreign exchange exposure to the Group during the year ended 31 December 2019 was minimal and there was no significant adverse effect on normal operations.

With the current interest rates remaining at relatively low levels, the Group has not entered into any interest rate hedging contracts or any other interest rate related derivative financial instruments. However, the Group continues to monitor its interest rate exposure closely.



# Management Discussion and Analysis

## Capital Commitments

As of 31 December 2019, the total capital commitment by the Group amounted to 40.8 million Philippine Peso (“PHP”) (equivalent to approximately HK\$6.3 million) which was made up of contractual commitment in respect of the acquisition of office units and four parking slots (the “Property”) in Manila, Philippines.

## Contingent Liabilities

The Group had no significant contingent liabilities as at 31 December 2019 (31 December 2018: nil).

## MATERIAL ACQUISITIONS AND DISPOSALS

### Acquisition of a subsidiary and non-controlling interests

To further expand and develop its core backup business in Korea, on 29 April 2019, Ahsay HK, an indirect wholly-owned subsidiary of the Company and, existing shareholders of Ahsay Korea, independent third parties, entered into a shareholder agreement pursuant to which Ahsay HK agreed to make a capital contribution of KRW100 million (equivalent to approximately HK\$0.7 million) for 20,000 ordinary shares of Ahsay Korea (“Stage 1”) representing 28.57% of the shareholding of Ahsay Korea and further make a capital contribution of KRW150 million (equivalent to approximately HK\$1.0 million) for 30,000 ordinary shares of Ahsay Korea (“Stage 2”) representing 21.43% of the shareholding of Ahsay Korea conditionally.

As at the date of acquisition on 29 April 2019, the Group acquired 28.57% equity interest in Ahsay Korea by way of capital contribution. With the completion of Stage 2, the equity interest of the Group in Ahsay Korea increased from 28.57% to 50.00%. For further information, please refer to the announcement of the Company dated 29 April 2019.

On 10 December 2019, the Group further acquired 2.17% equity interest in Ahsay Korea by way of capital contribution of KRW50 million (equivalent to approximately HK\$0.3 million) for 10,000 ordinary shares of Ahsay Korea. As at the date of this report, the Group held 52.17% of the equity interest of Ahsay Korea and the aggregate capital contribution of KRW300 million (equivalent to approximately HK\$2.0 million) was fully settled.

Save as disclosed above, there was no other material acquisition or disposal during the year ended 31 December 2019 and 2018, respectively.

### EVENT AFTER THE REPORTING PERIOD

Save as disclosed in note 35 to the consolidated financial statements, the Group had no other material event after the reporting period. For further details of the transaction as disclosed in note 35 to the consolidated financial statements, please refer to the announcement of the Company dated 9 October 2019, 14 October 2019 and 15 January 2020.

# Management Discussion and Analysis

## EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2019, the Group had a workforce of 105 employees (2018: 82). The increase in number of employees was mainly due to human resources allocation to the representative office in the Philippines. Total directors and staff costs for the year ended 31 December 2019 was approximately HK\$44.1 million before the development cost capitalised, representing an increase of approximately HK\$3.2 million as compared to that of the corresponding period in 2018. Details of staff costs and related expenses and emoluments of the Directors and five highest paid individuals are set out in notes 7 and 11 to the consolidated financial statements respectively.

Remuneration is determined with reference to the duties, responsibilities, experience, performance and competence of individual employee and Director. In addition to salaries and discretionary bonuses relating to the performance of the Group, employee benefit included the mandatory provident fund prescribed by the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong). The Group has not participated in any other pension schemes for the employees in Hong Kong. Most of the employees engaged outside Hong Kong are covered by appropriate local arrangements. The emoluments of the Directors are reviewed annually by the remuneration committee of the Board (“Remuneration Committee”).

As incentives and rewards for their contributions to the Group, the employees of the Group and all the Directors (including the independent non-executive Directors (“INEDs”)) may also be granted share options by the Company from time to time pursuant to the share option scheme adopted on 4 September 2015, details of which are set out in section headed “Report of the Directors” in this report.

The Group provides various training to its employees to enhance their technical skills and knowledge relevant to the employees’ responsibilities.

During the year, the Group did not experience any strikes, work stoppages or significant labour disputes which would have affected its operations in the past and it did not experience any significant difficulties in recruiting and retaining qualified staff.

# Directors and Senior Management

## EXECUTIVE DIRECTORS

**Mr. Chong King Fan (莊景帆)**, aged 72, was appointed as a Director on 10 April 2015 and designated as the chairman of our Board and an executive Director on 9 June 2015. Mr. Chong King Fan is responsible for overseeing the business development and in-house operations of our Group.

After moving to Hong Kong in 1960, Mr. Chong King Fan attended evening English classes from September 1962 to June 1966 in Eton E. T. School, a private tuition school in Hong Kong. Mr. Chong King Fan worked in Ban Thong Company Limited, the principal activities of which are investment holding and general merchants, from 1963 to March 1993 during which he started working as the personal assistant and his last title was managing director. He was mainly responsible for managing the exports of white sugar and rice from China and the expansion of China export trading business with chemical products. Since April 1993, Mr. Chong King Fan has been the managing director of Million Trader (Hong Kong) Limited, the principal activities of which are trading in dyestuff and chemicals, management services and property investment. He was mainly responsible for overall business operation, arranging financial resources and exploring new business opportunities.

Mr. Chong King Fan now acts as an honorary chairman as well as a vice chairman of various merchants associations in Hong Kong. He acted as a chairman of Hong Kong Petroleum Chemicals & Pharmaceutical Materials Merchants Association Limited from March 1987 to March 1995 and thereafter he has been acting as an honorary chairman. Mr. Chong King Fan acted as a vice chairman of Hong Kong Dyestuffs Merchants' Association Limited from 1995 to 2011 and he has been acting as a chairman since 2012. He acted as a vice chairman of the Industrial Chemical Merchants Association Limited from 2013 to February 2016 and he has been a director since 2017. He has been an honorary director of Kowloon West Chaoren Association Limited since 2009 and acted as a vice chairman from 2013 to January 2015. He has been a vice chairman and an honorary consultant of Hong Kong Chongqing Friendship Federation Limited from 2013 to 2016 and he has been an executive committee member since 2017. Mr. Chong King Fan has also established his community network. He served as a director of the General Association of Kowloon District Affairs Consultants Limited since February 2010 and became an honorary chairman since May 2015. He has held various positions in Federation of Sham Shui Po District Affairs since June 1998, including acting as an executive committee member and a chairman.

Mr. Chong King Fan was an advisor to the Hong Kong District Affairs under the Liaison Office of the Central People's Government in the Hong Kong Special Administrative Region (previously known as Xinhua News Agency Hong Kong Branch), and was a committee member of the Chongqing Committee of Chinese People's Political Consultative Conference (中國人民政治協商會議重慶市委員會). He is the spouse of Mrs. Chong Li Sau Fong ("Mrs. Chong"), a Controlling Shareholder, the father of Mr. Chong Siu Pui, Mr. Chong Siu Ning and Ms. Chong Siu Fan, Directors, and the uncle of Mr. Chong Kam Fung, the company secretary of our Company and the finance director of Ahsay Systems Corporation Limited ("Ahsay HK"), an indirect wholly-owned subsidiary of the Company.

## Directors and Senior Management

**Mr. Chong Siu Pui (莊小霽) (“Mr. Schubert Chong”)**, aged 50, was appointed as a Director on 10 April 2015 and re-designated as the chief executive officer of our Group and an executive Director on 9 June 2015. He is one of the founders of our Group. Mr. Schubert Chong has also been the chief executive officer and financial director of Ahsay HK since October 2005. Mr. Schubert Chong is responsible for overseeing the business development, in-house operations, overall strategic planning and the finance and accounting activities of our Group.

Mr. Schubert Chong received his Master of Business Administration (International) from the University of Sydney, Australia in June 1994 and his Bachelor of Arts in Accountancy from Hong Kong Polytechnic (currently known as The Hong Kong Polytechnic University) in November 1991. Mr. Schubert Chong is a fellow member of the Association of Chartered Certified Accountants (FCCA) in the United Kingdom and the Hong Kong Institute of Certified Public Accountants (HKICPA), as well as a full member of the CPA Australia (FCPA (Aust.)).

Mr. Schubert Chong worked in Price Waterhouse Hong Kong (now known as PricewaterhouseCoopers Hong Kong) as a staff accountant mainly responsible for reviewing clients’ accounts from November 1991 to February 1992. Mr. Schubert Chong worked as the general manager in Commonwill Industrial (Matsutake) Limited, the principal business of which are trading and provision of restaurant operating consultation services from July 1994 to September 2005, during which he was mainly responsible for setting up the business operation logistics, distribution channel for the import and export of vegetables, managing the financial performance of the company. Mr. Schubert Chong joined our Group in August 1999 as a director of Ahsay HK while his involvement was not active. He became the chief executive officer and the finance director of Ahsay HK since October 2005. He has been responsible for overseeing the overall operation and finance performance of the Group. From January 2002 to October 2005, he was an independent non-executive director and the chairman of the audit committee of Timeless Software Limited (Stock Code: 8028), a company listed on GEM. Mr. Schubert Chong has been serving as a committee member of The Chinese General Chamber of Commerce (香港中華總商會選任會董) and YRD Committee (長三角委員會委員) since October 2018 and November 2014, respectively and he has been a committee member of the Chongqing Committee of Chinese People’s Political Consultative Conference (中國人民政治協商會議重慶市委員會) since 2013. Mr. Schubert Chong has been a director of Hong Kong Chiu Chow Chamber of Commerce (香港潮州商會) since September 2014. Mr. Schubert Chong is the son of Mr. Chong King Fan, the elder brother of Mr. Scherring Chong and Ms. Monita Chong, the son of Mrs. Chong, a Controlling Shareholder, and the cousin of Mr. Chong Kam Fung, the company secretary of our Company and the finance director of Ahsay HK.

**Mr. Chong Siu Ning (莊小靈) (“Mr. Scherring Chong”)**, aged 46, was appointed as a Director on 10 April 2015 and designated as the vice-chairman of our Board and an executive Director on 9 June 2015. He is one of the founders of our Group. He has also been the director and information technology & marketing director of Ahsay HK since August 1999 and July 2000 respectively. Mr. Scherring Chong is responsible for overseeing the business development, strategic planning and information technology development of our Group.

Mr. Scherring Chong received his Bachelor of Engineering in computer engineering from the University of New South Wales, Australia, graduating with 1st class honours in January 1997.



## Directors and Senior Management

Mr. Scherring Chong has extensive experience in the backup software industry. Prior to forming our Group, he worked as an associate software specialist at Oracle Systems Hong Kong Ltd. from June 1997 to March 1999. Mr. Scherring Chong is the son of Mr. Chong King Fan, the younger brother of Mr. Schubert Chong and Ms. Monita Chong, the son of Mrs. Chong, a Controlling Shareholder, and the cousin of Mr. Chong Kam Fung, the company secretary of our Company and the finance director of Ahsay HK.

**Ms. Chong Siu Fan (莊小霧) (“Ms. Monita Chong”)**, aged 47, previously appointed as a non-executive Director on 9 June 2015, has been re-designated as executive Director of the Company and has been appointed as the marketing director of KINTIPS on 28 July 2016.

Ms. Monita Chong received her Associate Diploma in Business Studies from Insearch Institute of Commerce in association with the University of Technology, Sydney in December 1993. Prior to joining our Group, Ms. Monita Chong worked as the operation manager in Commonwill Industrial (Matsutake) Limited, the principal business of which are trading and provision of restaurant operating consultation services from July 1994 to February 2005, during which she was mainly responsible for supervising the export and import of vegetables and managing the overall operation of a restaurant. Ms. Monita Chong joined us as a sales director in March 2005 and was mainly responsible for overseeing the sales operation of our Group. She has been a Microsoft Certified Professional, a certification awarded by Microsoft Corporation that validates IT professional and developer technical expertise, since May 2008.

Ms. Monita Chong is the daughter of Mr. Chong King Fan, the younger sister of Mr. Schubert Chong, the elder sister of Mr. Scherring Chong, the daughter of Mrs. Chong, a Controlling Shareholder, and the cousin of Mr. Chong Kam Fung, the company secretary of our Company and the finance director of Ahsay HK.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Wong Cho Kei Bonnie (黃楚基) (“Mr. Bonnie Wong”)**, aged 51, is an independent non-executive Director appointed on 4 September 2015. Mr. Bonnie Wong is responsible for providing independent advice to the Board of our Group. Mr. Bonnie Wong obtained a Bachelor of Science in Biomedical Engineering from Boston University, the United States, and a Master of Engineering (Electrical) from Cornell University, the United States, in May 1990 and August 1991 respectively.

Mr. Bonnie Wong has over 10 years of experience in business strategies and corporate management. Mr. Bonnie Wong has been serving as the managing director of Wah Fu Petroleum Co Ltd, the business of which includes the wholesale distribution of petroleum and petroleum products, since May 2009 where he is mainly responsible for overseeing the financial performance and implementing business strategies of the company. Since December 2014, Mr. Bonnie Wong has been the director of Chuan Chiong Co Ltd., which is involved in the trading and wholesale of proprietary Chinese medicine, food product and tea, where he is involved in determination of the company's strategic objectives and policies and monitoring the overall achievement.

Mr. Bonnie Wong has been appointed as independent non-executive director of Golden Wheel Tiandi Holdings Company Limited (stock code: 1232) since August 2017.

## Directors and Senior Management

**Ms. Wong Pui Man (黃佩文) (“Ms. Wong”)**, aged 47, is an independent non-executive Director appointed on 4 September 2015. Ms. Wong is responsible for providing independent advice to the Board of our Group. Ms. Wong obtained the Bachelor of Business Administration in Information and Systems Management from The Hong Kong University of Science and Technology in November 1996. Ms. Wong received her Bachelor of Chinese Medicine from Hong Kong Baptist University in November 2009. Ms. Wong holds the Practising Certificate for Registered Chinese Medicine Practitioner and is a registered Chinese medicine practitioner. Ms. Wong currently runs her own Chinese medicine clinic starting from July 2017.

Ms. Wong worked as an IT manager at ThreeSixty Sourcing Ltd., which is principally engaged in product development and sourcing, from May 2003 to July 2011, during which she was mainly responsible for developing, enhancing and maintaining the accounting and sourcing system. Ms. Wong worked as a senior application specialist at Oracle Systems Hong Kong Limited, a cloud-based and on-premises solutions provider, from August 1996 to March 2000 and from August 2000 to April 2003, during which she was mainly responsible for providing consultation and supporting service to Oracle ERP solution customer.

**Mr. Wong Yau Sing (黃有成) (“Mr. Wong”)**, aged 69, is an independent non-executive Director appointed on 4 September 2015. Mr. Wong is responsible for providing independent advice to the Board of our Group.

During July 1970 to September 1977, Mr. Wong Yau Sing worked as an audit clerk in KPMG where he was responsible for conducting audit for clients. He worked at Ban Thong Company Limited, the principal activities of which are investment holding and to carry on the business of general merchants, from September 1977 to December 1993 as the company secretary and group financial controller. He was mainly in charge of the group finance, budgets, accounts, treasury functions and of attending to all corporate, financial and legal matters. He was a practising Certified Public Accountant (CPA) in Y.S. Wong & Co. as the sole proprietor from May 1994 to March 2012 acting as auditors and tax representatives of various clients.

Mr. Wong was a former member of the Hong Kong Institute of Certified Public Accountants (HKICPA) from March 1982 to February 2014. Mr. Wong no longer holds HKICPA membership since February 2014 as he did not renew his membership due to retirement. The Directors confirm that to their best knowledge and belief, there is no matter to be brought to the attention of the Stock Exchange in relation to Mr. Wong’s HKICPA membership.

### SENIOR MANAGEMENT

**Mr. Chong Kam Fung (莊金峰)**, aged 40, is the company secretary and finance director of our Company, and the finance director of Ahsay HK. Mr. Chong Kam Fung joined Ahsay HK as the finance director in March 2015. Mr. Chong Kam Fung is primarily responsible for the overall corporate financial matters, capital management, investor relations, corporate governance, company secretarial and the strategic planning of our Group.

Mr. Chong Kam Fung graduated from the Hong Kong Polytechnic University and was awarded the degree of Bachelor of Arts in Accountancy with First Class Honours in December 2006. Mr. Chong Kam Fung is a fellow member of Association of Chartered Certified Accountants (FCCA) and a fellow member of the Hong Kong Institute of Certified Public Accountant (HKICPA).

## Directors and Senior Management

Prior to joining us, Mr. Chong Kam Fung worked in PricewaterhouseCoopers, an accounting firm in Hong Kong from March 2006 to January 2013. His last position held was senior manager.

Mr. Chong Kam Fung has been appointed as independent non-executive director of Basetrophy Group Holdings Limited (stock code: 8460) and Ling Yui Holdings Limited (stock code: 784), since June 2017 and December 2017 respectively and served as non-executive director of Hao Bai International (Cayman) Limited (stock code: 8431) from June 2016 to May 2018.

**Mr. Lo Ho Chuen Kenneth (盧浩存) (“Mr. Lo”)**, aged 51, has been promoted to director of sales and customer success of Ahsay HK since August 2018. Mr. Lo joined Ahsay HK in January 2017 and was the customer service director. He is responsible for overseeing the operation and service quality of the customer service team and global sales operation of the Group.

Mr. Lo received his degree of Bachelor of Applied Science from the University of Toronto, Canada, in June 1991.

Prior to joining us, Mr. Lo worked at various companies, including the Fortune 500 MNC and Hong Kong based companies for more than 20 years in different positions, including but not limited to (i) Motorola Asia Pacific Limited from July 1998 to August 2000 with his last position being channel marketing manager under internet and networking group; (ii) Nortel Networks Limited from September 2000 to August 2007 with his last position being product manager in ASEAN carrier department; (iii) Polycom Asia Pacific Pte Ltd. from September 2007 to March 2009 with his last position being senior product marketing manager, APAC; (iv) Hong Kong Science and Technology Park Corporation from June 2009 to October 2010 being senior manager, venue and network management in marketing & admission division; and (v) Emerson Network Power – Embedded Computing and Power (Hong Kong) Limited (subsequently renamed as Artesyn Embedded Technologies (Hong Kong) Limited) from December 2011 to December 2016 with his last position being sales director, telecom & networking in embedded power BU.

**Mr. Ip Wai Chung (葉衛忠) (“Mr. Ip”)**, aged 45, is the information technology director of Ahsay HK. Mr. Ip joined Ahsay HK as internet application programmer in September 2000. He was subsequently promoted to partner services manager, software development manager, senior software development manager and associate information technology director in July 2006, January 2008, January 2010 and January 2013 respectively. Mr. Ip was further promoted to information technology director in January 2017 where he is responsible to oversee the software development, business support & productivity, and quality assurance of products.

Mr. Ip received his degree of Bachelor of Science (Hons.) in Computer Science (Computer Systems) from Hong Kong Baptist University, in 2000.

# Report of the Directors

The Directors of the Company present their report and the audited consolidated financial statements of the Group for the year ended 31 December 2019.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the principal activities of the subsidiaries are set out in note 34 to the financial statements.

## RESULTS

The results of the Group for the year ended 31 December 2019 and the state of affairs of the Group at that date are set out in the financial statements on pages 58 to 121.

## DIVIDEND POLICY

The Company has adopted a general dividend policy that aims to provide shareholders of the Company out of the Group's profit attributable to shareholders in any financial year. In proposing any dividend payout, the Board shall take into account, inter alia, the following factors:

- the Group's actual and expected financial performance;
- shareholders' interests;
- retained earnings and distributable reserves of the Company and each of the other members of the Group;
- the level of the Group's debts to equity ratio, return on equity and financial covenants to which the Group is subject;
- possible effects on the Group's creditworthiness;
- any restrictions on payment of dividends that may be imposed by the Group's lenders;
- the Group's expected working capital requirements and future expansion plans;
- liquidity position and future commitments at the time of declaration of dividend;
- taxation considerations;
- statutory and regulatory restrictions;
- general business conditions and strategies;

## Report of the Directors

- general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Company; and
- other factors that the Board deems appropriate.

The payment of dividend is also subject to any restrictions under the applicable laws, the Company's Memorandum and Articles of Association.

The Board does not recommend the payment of any dividend for the year ended 31 December 2019.

### **PROPERTY, PLANT AND EQUIPMENT**

Details of movements in the property, plant and equipment of the Group during the year are set out in note 14 to the financial statements.

### **SHARE CAPITAL**

Details of movements in the Company's share capital during the year are set out in note 25 to the financial statements.

### **PRE-EMPTIVE RIGHTS**

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

### **PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY**

During the year ended 31 December 2019, neither the Company, nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities.

### **RESERVES**

Details of movements in the reserves of the Company and of the Group during the year are set out in note 37 to the financial statements and in the consolidated statement of changes in equity, respectively.

### **DISTRIBUTABLE RESERVES**

Under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, share premium of the Company is available for distributions or paying dividends to the shareholders. However, the Company cannot declare or pay a dividend, or make a distribution out of share premium unless, immediately following the date on which the distribution or dividend is proposed to be paid, the Company shall be able to pay its debts as they fall due in the ordinary course of the business.

In the opinion of the directors, the Company's reserves available for distribution as at 31 December 2019 is amounted to HK\$59,879,000 (FY2018: HK\$58,920,000).

# Report of the Directors

## MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2019, sales attributable to the Group's largest customer and five largest customers accounted for approximately 2.4% and 10.3% of the Group's total revenue for the year, respectively.

The Group did not have any supplier of goods or services which was specific to the business of the Group and which was required by the Group on a regular basis to enable the Group to continue to supply or service its customer during the year ended 31 December 2019.

To the best knowledge of the Directors, none of the Directors, their close associates nor any shareholders who owned more than 5% of the Company's issued share capital had any beneficial interest in any of the Group's five largest customers during the year.

## DIRECTORS

The Directors of the Company who held office during the year and up to the date of this report were:

### Executive Directors

Mr. Chong King Fan (*Chairman*)

Mr. Schubert Chong (*Chief Executive Officer*)

Mr. Scherring Chong (*Vice Chairman*)

Ms. Monita Chong

### Independent Non-Executive Directors

Mr. Wong Cho Kei Bonnie

Ms. Wong Pui Man

Mr. Wong Yau Sing

In accordance with Articles 84(1) and (2) of the Company's Articles of Association., Mr. Chong King Fan, Mr. Scherring Chong and Ms. Wong Pui Man will retire as Directors by rotation and, being eligible, will offer themselves for re-election as Directors at the forthcoming annual general meeting of the Company.

## INDEPENDENT NON-EXECUTIVE DIRECTORS' CONFIRMATIONS OF INDEPENDENCE

The Company has received from the independent non-executive Directors an annual confirmation pursuant to Rule 5.09 of the GEM Listing Rules and considers that all the independent non-executive Directors are independent to the Company.

## DIRECTORS' SERVICE CONTRACT AND LETTER OF APPOINTMENT

Each of the Directors has entered into a service contract or an appointment letter (as the case may be) with the Company with effect from the date of appointment and will continue thereafter unless terminated by either party in accordance with the provision of the service contract or appointment letter (as the case may be).

No Director proposed for re-election at the forthcoming AGM has a service contract or any appointment letter (as the case may be) with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

# Report of the Directors

## **DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS**

Save as disclosed in note 33 to the consolidated financial statements, there was no transaction, arrangement or contract of significance in relation to the Group's business to which the Company or its holding company or any of its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## **MANAGEMENT CONTRACTS**

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

## **PERMITTED INDEMNITY PROVISIONS**

At no time during the year ended 31 December 2019 and up to the date of this Directors' Report, there was or is, any permitted indemnity provision being in force for the benefit of any of the Directors of the Company (whether made by the Company or otherwise), or an associated company (if made by the Company).

An associated company is defined in section 2(1) of the Companies Ordinance (Chapter 622 of the laws of Hong Kong).

## **SHARE OPTION SCHEME**

The Company adopted a share option scheme (the "Share Option Scheme") on 4 September 2015 to provide incentives or rewards to eligible persons for their contribution to, and continuing efforts to promote the interest of, the Group. For the purpose of this section, refer to (a) ("Invested Entity") shall mean any entity in which our Group holds any equity interest (irrespective of the percentage of such equity interest); (b) ("Employee") shall mean any employee (whether full time or part time employee, including any executive Director but not any non-executive Director) of the Group and any Invested Entity; (c) ("Participant") shall include: (i) any Employee; (ii) any non-executive Director (including independent non-executive Directors) of our Group or any Invested Entity; (iii) any supplier of goods or services to any member of our Group or any Invested Entity; (iv) any customer, business or joint venture partner, franchisee, contractor, agent or representative of our Group or any Invested Entity; (v) any consultant, adviser, manager, officer or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to our Group or any Invested Entity; and (vi) any direct or indirect shareholder of our Group. The following is a summary of the principal terms of the Share Option Scheme:

### **(a) Purpose of the Share Option Scheme**

The purpose of the Share Option scheme is to provide incentives or rewards to the Participants for their contribution to the growth of the Group and any Invested Entity and/or to enable our Group to recruit and retain high-calibre employees and attract human resources that are valuable to our Group and any Invested Entity.



## Report of the Directors

### **(b) Who may join**

The Board shall be entitled but shall not be bound at any time and from time to time within the period of ten years from the date on which the Share Option Scheme becomes effective to make offers to any Participant, as the Board may in its absolute discretion select, and subject to such conditions as the Board may think fit, to take up options to subscribe for Shares, being a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof, as the Board may determine at a price calculated in accordance with sub-paragraph (c) below. For the purpose of the Share Option Scheme, options may be granted to any company wholly-owned by a Participant.

### **(c) Subscription price for shares and consideration for the option**

The subscription price for shares in respect of any options granted under the Share Option Scheme shall be a price determined by the Board, in its absolute discretion, but in any case shall not be less than the highest of:

- (i) the closing price per share as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a trading day;
- (ii) the average closing price per share as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and
- (iii) the nominal value of a share on such date of grant.

### **(d) Maximum number of shares**

The maximum number of shares in respect of which options may be granted under the Share Option Scheme shall not in aggregate exceed 10% of all the Shares in issue as at the date of the Listing (i.e. not exceeding 200,000,000 shares representing 10% of the issued capital of the Company as at the date of this report).

### **(e) Maximum entitlement of each Participant**

No Participant shall be granted an option if the total number of shares issued and to be issued upon exercise of the options granted and to be granted (including both exercised and outstanding options) in any 12-month period up to and including the date of such further grant would exceed 1% of the shares in issue.

### **(f) Time of acceptance and exercise of option**

An offer of the grant of option may be accepted by a Participant within 21 business days from the date of the offer of grant of options.

# Report of the Directors

## **(g) Rights are personal to grantee**

An option shall be personal to the grantee and shall not be transferable or assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber, or create any interest (legal or equitable) in favour of any third party over or in relation to any option.

## **(h) Duration of the Share Option Scheme**

Unless terminated by the Board or the Company by resolution in general meeting, the Share Option Scheme shall be valid and effective for a period of ten years commencing from the date on which the Share Option Scheme becomes effective, after which period no further options shall be granted but the provisions of the Share Option Scheme shall remain in full force and effect in to the extent necessary to give effect to the exercise of the options granted prior thereto.

Since the adoption of the Share Option Scheme up to the date of this report, no share options have been granted pursuant to the Share Option Scheme and there was no share option outstanding as at 31 December 2019.

## **RELATED PARTY TRANSACTIONS**

Significant related party transactions entered into by the Group during the year ended 31 December 2019 are disclosed in note 33 to the financial statements. Transaction constituted continuing connected transaction under the GEM Listing Rules is identified below:

### **Tenancy Agreement in respect of Office Premises (the “Office Premises Tenancy Agreement”)**

With the expiry of the term of the Office Premises Tenancy Agreement in respect of the properties located at 28/F and car parking space number P5 on 2/F of Ford Glory Plaza, 37 Wing Hong Street, Lai Chi Kok, Kowloon, Hong Kong (the “Office Premises”) on 31 December 2018 and that the Office Premises have been used as head office, a new renewal Tenancy agreement between Ahsay Systems Corporation Limited (“Ahsay HK”), as tenant, and Assets Sino Investments (HK) Limited (“Assets Sino HK”), as landlord, was entered into on 9 November 2018 (the “Renewal Tenancy Agreement”) for a term of 3 years commencing from 1 January 2019 to 31 December 2021 at an annual rent of HK\$3,120,000, exclusive of government rent, rates, management fee, utilities and other service charges.

Assets Sino HK is a company under common control of the Controlling Shareholders and is therefore a connected person of the Company under the GEM Listing Rules. The transaction under the Office Premises Tenancy Agreement and Renewal Tenancy Agreement constituted the continuing connected transactions for the Company under Chapter 20 of the GEM Listing Rules.

An independent valuer has conducted valuations of the Office Premises. The result of such valuations confirmed that the rental charge of the Renewal Tenancy Agreement is in line with the market rent and reflect the prevailing market rate as at 1 October 2018, the valuation date.

## Report of the Directors

The annual cap for rental in respect of the Renewal Tenancy Agreement payable by the Group for each year ending 31 December 2019, 2020 and 2021 is HK\$3,120,000, HK\$3,120,000 and HK\$3,120,000, respectively.

The INEDs of the Company have reviewed the continuing connected transactions and confirmed that the Renewal Tenancy Agreement has been entered into (a) in the ordinary and usual course of business of the Group; (b) on normal commercial terms or better; and (c) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

Pursuant to Rule 20.54 of the Listing Rules, the Company has engaged the auditor of the Company to conduct certain procedures in respect of the continuing connected transactions of the Group in accordance with the Hong Kong Standard on Assurance Engagement 3000 (Revised) "Assurance Engagement Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants.

The auditor has confirmed to the Board in writing that for the year ended 31 December 2019, the continuing connected transactions, which were entered into,:

1. have received the approval of the Board;
2. have been in accordance with the relevant agreement governing such transactions; and
3. have not exceeded the annual cap amount as set by the Company for the financial year ended 31 December 2019.

The Company confirms that the continuing connected transactions as disclosed above fall under the definition of continuing connected transactions in Chapter 20 of the GEM Listing Rules and that the Company has complied with the relevant disclosure requirements.

## Report of the Directors

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

As at 31 December 2019, the interests and short positions of the Directors and chief executive in the shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) (the "SFO") which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he/she is taken or deemed to have under such provisions of the SFO); or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, required to be notified to the Company and the Stock Exchange, were as follows:

#### Long Positions in Shares

Name of Director	Capacity/nature of interest	Note	Number of Shares	Approximate percentage of total number of Shares (note 1)
Mr. Chong King Fan	Interest of spouse	2	1,500,000,000	75.0%
Mr. Schubert Chong	Interest in a controlled corporation	2	1,500,000,000	75.0%
Mr. Scherring Chong	Interest in a controlled corporation	2	1,500,000,000	75.0%

Notes:

1. As at 31 December 2019, the Company had 2,000,000,000 Shares in issue.
2. As at 31 December 2019, All Divine Investments Limited ("All Divine") held a long position of 1,500,000,000 Shares, representing 75% of the issued Shares. All Divine is wholly owned by Able Future Investments Limited ("Able Future") which is owned by Mrs. Chong Li Sau Fong, Mr. Schubert Chong and Mr. Scherring Chong as to 40%, 30% and 30%, respectively. By virtue of the SFO, Mr. Chong King Fan, who is the spouse of Mrs. Chong Li Sau Fong, Mr. Schubert Chong and Mr. Scherring Chong are deemed to be interested in the Shares held by All Divine.

Save as disclosed above, as at 31 December 2019, none of the Directors and chief executive of the Company had an interest or short position in the Shares, underlying Shares and debentures of the Company or any of its associated corporations that was notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or was recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

## Report of the Directors

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2019, the following persons (other than the Directors or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or as required to be recorded in the register required to be kept under Section 336 of the SFO were as follows:

#### Long Positions in Shares

Name of Shareholder	Capacity	Notes	Number of Shares	Approximate percentage of total number of Shares (note 1)
All Divine	Beneficial owner	2	1,500,000,000	75.0%
Able Future	Interest in a controlled corporation	2	1,500,000,000	75.0%
Mrs. Chong Li Sau Fong	Interest in a controlled corporation	2	1,500,000,000	75.0%
Ms. Wu Jui-fang	Interest of spouse	3	1,500,000,000	75.0%
Ms. Li Yin Heung	Interest of spouse	4	1,500,000,000	75.0%

Notes:

1. As at 31 December 2019, the Company had 2,000,000,000 Shares in issue.
2. All Divine held a long position of 1,500,000,000 Shares, representing 75% of the issued Shares. All Divine is wholly owned by Able Future which is owned by Mrs. Chong Li Sau Fong, Mr. Schubert Chong and Mr. Scherring Chong as to 40%, 30% and 30%, respectively. By virtue of the SFO, Mrs. Chong Li Sau Fong, Mr. Schubert Chong and Mr. Scherring Chong are deemed to be interested in the Shares held by All Divine.
3. Ms. Wu Jui-fang is the spouse of Mr. Schubert Chong. By virtue of the SFO, Ms. Wu Jui-fang is deemed to be interested in the Shares in which Mr. Schubert Chong is interested.
4. Ms. Li Yin Heung is the spouse of Mr. Scherring Chong. By virtue of the SFO, Ms. Li Yin Heung is deemed to be interested in the Shares in which Mr. Scherring Chong is interested.

Save as disclosed above, as at 31 December 2019, the Company has not been notified by any persons (other than the Directors or Chief executive of the Company) who had an interest or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

# Report of the Directors

## **DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES**

Save as disclosed in the sections headed "Share Option Scheme" and "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" above, at no time during the year and up to the date of this report, have the Directors and the chief executive of the Company and their respective close associates (as defined under the GEM Listing Rules) had any interest in, or had been granted, or exercised any rights to subscribe for shares or underlying shares of the Company and/or its associated corporations (within the meaning of the SFO).

## **CORPORATE GOVERNANCE CODE**

The Board is satisfied that the Company has complied with all the code provisions set out in Corporate Governance Code and Corporate Governance Report ("CG Code") as contained in Appendix 15 to the GEM Listing Rules, that the Company adopted as its own code of corporate governance, from the date of Listing to 31 December 2019.

## **DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTEREST IN COMPETING BUSINESS**

For the year ended 31 December 2019, the Directors were not aware of any business or interest of the Directors, the Controlling Shareholders and their respective close associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interests which any such person has or may have with the Group.

## **SUFFICIENCY OF PUBLIC FLOAT**

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

## **COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS**

The Group recognises the importance of compliance with regulatory requirements and the risk of non-compliance with relevant requirements could lead to adverse impact on business operation and financial position of the Group. The Board as a whole is responsible to ensure the Group is in compliance with relevant laws and regulations that have a significant impact on the Company. To the best knowledge of the Board, the Group was unaware of any material non-compliance with relevant laws and regulations during the year ended 31 December 2019.

## **KEY RELATIONSHIPS WITH EMPLOYEES**

Human resources are the most valuable asset of the Group. The Group rewards and recognises employees with competitive remuneration package and implements a key performance index scheme with appropriate incentives, and promotes career development and progression by providing opportunities for career advancement.

The Group considers its employees the key to sustainable business growth. Workplace safety is priority of the Group, and with due awareness of all employees throughout the year, the Group was able to maintain safety workplaces for its employees.

# Report of the Directors

## KEY RELATIONSHIPS WITH CUSTOMERS

The Group has a globally-diversified customer base worldwide. In order to maintain good and stable relationships with customers, various measures have been adopted to strengthen the communications between the customers and the Group in the provision of customer service towards penetration and expansion. In addition, the Group will continue expanding our sales and marketing team to proactively manage customer relations, expand our customer base and enhance customer loyalty.

## KEY RELATIONSHIPS WITH SUPPLIERS

The Group does not have any supplier of goods or services which was specific to the Group's business and which was required by the Group on a regular basis to enable the Group to continue to supply or service our customers.

## AUDITORS

During the year, Deloitte Touche Tohmatsu resigned as auditors of the Company and Ernst & Young were appointed by the Directors to fill the casual vacancy so arising. Save for the aforementioned, there has been no other change of auditors in the past three years. A resolution for the re-appointment of Ernst & Young as auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

**Chong King Fan**

*Chairman*

Hong Kong

17 March 2020



# Corporate Governance Report

## CORPORATE GOVERNANCE PRACTICES

The Group's corporate governance framework bases on two main beliefs:

- the Group is well-committed to maintain good corporate governance practices and procedures; and
- the Group recognises the need to adopt practices that improve itself continuously for a quality management.

Accordingly, the Group is committed to maintaining high standards of corporate governance with a view to assure the proper conduct of management of the Group as well as protecting the interests of all Shareholders. The corporate governance principles adopted by the Group emphasize a quality Board for leadership, effective internal controls, transparency and accountability to all Shareholders.

The Group has applied the principles and adopted all code provisions, where applicable, of the Corporate Governance Code ("CG Code") as set out in Appendix 15 to GEM Listing Rules as its own code of corporate governance. The Directors consider that the Group has complied with all the code provisions as set out in the CG Code throughout the year ended 31 December 2019.

The Group has further adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. In response to specific enquiry made by the Company, each of the Directors gave confirmation that he/she has complied with the required standard of dealings and the code of conduct regarding securities transactions by the Directors throughout the year ended 31 December 2019.

The Group believes through the operation of an effective Board, sound internal controls, and accountability to Shareholders, the Group is able to maximise the value of all Shareholders. The following summarises the corporate governance practices adopted and observed by the Group during the year ended 31 December 2019.

## BOARD OF DIRECTORS

### Board Composition

As at 31 December 2019 and as at the date on which this annual report is approved, the Board comprises four executive Directors and three Independent Non-Executive Directors as named below. An updated list of the Directors identifying their roles and functions is posted on GEM's website and the Company's website from time to time.

#### **Executive Directors**

Mr. Chong King Fan (*Chairman*)  
Mr. Schubert Chong (*Chief Executive Officer*)  
Mr. Scherring Chong (*Vice Chairman*)  
Ms. Chong Siu Fan

#### **Independent Non-Executive Directors**

Mr. Wong Cho Kei Bonnie  
Ms. Wong Pui Man  
Mr. Wong Yau Sing

# Corporate Governance Report

The names, biographical details of the Directors and the relationships among them are set out in the “Directors and Senior Management” section of this annual report.

Each Director has sufficient experience to hold the position so as to carry out his/her duties effectively and efficiently. The Board provides the Group with diversified industry expertise, advises management on strategic development and maintains high standard of compliance with financial and other mandatory reporting requirements as well as provides adequate checks and balances to safeguard the interests of Shareholders and the Company as a whole.

## Term of Appointment and Re-election

Each of the executive Directors has entered into a Director’s service contract with the Company and each of the non-executive Directors including the INEDs has entered into a letter of appointment with specific terms with the Company. All Directors are subject to retirement by rotation and re-election at the general meeting in accordance with the Articles of Association. Details of the terms of appointment of the Directors are disclosed in the section “Directors’ Service Contracts and Letter of Appointment” of the Report of the Directors in this annual report.

Pursuant to the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not three (3) or a multiple of three (3), then 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 by rotation at least once every three years. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed as an addition to the existing board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed to fill a casual vacancy or as an additional Director shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

Every newly appointed Director is provided with a package of materials detailing the duties and responsibilities of Directors under the GEM Listing Rules, the Articles of Association, related ordinances and relevant regulatory requirements of Hong Kong. Every Director is aware that, before accepting appointment as a Director, he/she must be able to give sufficient time and attention to the affairs of the Company.

## Board Meetings

The Group adopted the practice of holding Board meetings that included both executive Directors and independent non-executive Directors in person or through electronic means of communication regularly at least four times every year. During regular meetings of the Board, the Directors discussed and formulated the overall strategies of the Group, monitored financial performances and reviewed the financial results, as well as discussed and decided on other significant matters. The Board will also meet on other occasions when a board-level decision on a particular matter is required.

Generally, at least 14-days’ notice for the Company’s regular Board meeting, and reasonable time for all other meetings, would be given prior to such meetings. The Directors will receive the agenda and accompanying documents tabled in the meeting at least three days before regular Board meetings and will be given an opportunity to include matters in the agenda for discussion.

# Corporate Governance Report

In order to ensure that Board procedures, applicable rules and code provisions are followed, all Directors are able to access the Company's company secretary for advice. Upon reasonable request, the Directors will be able to seek independent professional advice in appropriate circumstances at the Company's expense.

The company secretary of the Company has assisted the chairman of the Board in preparing the agenda for each meeting. Minutes of such meetings are kept by the Company's company secretary or other duly authorised person during the meeting which included all decisions made during the meetings together with concerns raised and dissenting views expressed (if any). All minutes are open for inspection by any Director on reasonable notice. Such minutes are recorded in sufficient detail of the matters considered and decisions reached. Draft and final versions of minutes are sent to Directors for comment and records, respectively.

During the year ended 31 December 2019, four Board meetings (excluding committee meetings) were held and attendance of each Director is set out below.

<b>Name of Director</b>	<b>Attendance</b>
<b><i>Executive Directors</i></b>	
Mr. Chong King Fan	4/4
Mr. Schubert Chong	4/4
Mr. Scherring Chong	4/4
Ms. Chong Siu Fan	4/4
<b><i>Independent Non-Executive Directors</i></b>	
Mr. Wong Cho Kei Bonnie	4/4
Ms. Wong Pui Man	4/4
Mr. Wong Yau Sing	4/4

Apart from the Board meetings, Board committees met on other occasions during which matters relating to their respective terms of reference was discussed. The Board committee members would receive notice, agenda and documents to be tabled for consideration in advance of each meeting in accordance with the CG Code and respective terms of reference.

Directors are provided with monthly updates on internal unaudited financial information so as to give them a balanced and understandable assessment of the Group's performance, position and prospects. All Directors gave sufficient time and attention to the affairs of the Group to ensure a competent Board operation during the year ended 31 December 2019.

# Corporate Governance Report

## Directors' Continuous Training and Professional Development

In compliance with the code provision A.6.5 of the Code, all Directors shall participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. During the year ended 31 December 2019, the Directors were provided with timely updates on the Company's performance, financial position and prospects to enable the Board as a whole and each Director to discharge their duties.

The Group continuously updates the Directors on the latest developments regarding the GEM Listing Rules and other applicable regulatory requirements, so as to ensure that he/she is aware of his/her responsibilities and obligations as well as to maintain good corporate governance practices.

## Delegation by the Board

The Company has set out the respective functions and responsibilities which can be reserved to the Board and delegated to management or Board committees. The Board delegates day-to-day operations of the Group to executive Directors and senior management while reserving certain key matters, mainly relating to the approval and monitoring of the Group's overall strategies, policies and business plans; and overseeing and evaluating the performance of the Group. It is also responsible for promoting the success of the Group and its businesses by directing and supervising the Group's affairs. Board committees for specific functions are also set up to ensure efficient Board operations.

Decisions of the Board are communicated to the management through executive Directors who have attended at Board meetings.

## Directors' Work Commitments Outside the Group

Directors are required to disclose in a timely manner to the Company's company secretary for any change in the number and nature of offices held in public companies or organisations and other significant commitments, and the identity of such public companies or organisations. Such information is disclosed in the "Directors and Senior Management" section of this annual report.

## Directors' Liability Insurance

The Company has arranged appropriate liability insurance to cover the Directors' risk exposure arising out of corporate activities. The insurance coverage is reviewed annually.

## BOARD COMMITTEES

The Board has established four committees, namely the Remuneration Committee, nomination committee ("Nomination Committee"), audit committee ("Audit Committee") and risk management committee ("Risk Management Committee") for overseeing various aspects of the Group's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of such Board committees are available on GEM's website and the Company's website. The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

All members of the Remuneration Committee, the Nomination Committee and the Audit Committee are INEDs and the majority of the members of the Risk Management Committee are INEDs. The list of the chairman and members of each Board committee is set out below.

# Corporate Governance Report

## Remuneration Committee

The Remuneration Committee comprises three INEDs, namely Ms. Wong Pui Man (Chairman of the Remuneration Committee), Mr. Wong Cho Kei Bonnie and Mr. Wong Yau Sing.

The Remuneration Committee considers and recommends to our Board the remuneration and other benefits paid by us to our Directors and senior management. The remuneration of all our Directors and senior management is subject to regular monitoring by our Remuneration Committee to ensure that levels of their remuneration and compensation are appropriate.

During the year ended 31 December 2019, one meeting of the Remuneration Committee was held to review the structure and policy of remuneration of the Group and approve the remuneration package of Directors and senior management. The emoluments of the Directors are reviewed by the Remuneration Committee according to the Directors' respective responsibilities, individual performance and prevailing market conditions. The individual attendance record of each Remuneration Committee member is as follows:

Name of Director	Attendance
Ms. Wong Pui Man ( <i>Chairman</i> )	1/1
Mr. Wong Cho Kei Bonnie	1/1
Mr. Wong Yau Sing	1/1

## Nomination Committee

The Nomination Committee comprises three INEDs, namely Mr. Wong Cho Kei Bonnie (Chairman of the Nomination Committee), Ms. Wong Pui Man and Mr. Wong Yau Sing.

The Nomination Committee considers and recommends to the Board suitable and qualified persons to become our Board members and is responsible for reviewing the structure, size and composition of our Board on a regular basis.

The composition and diversity of the Board were considered by taking into account the Group's board diversity policy by reference to a range of diversity measurable perspectives, including but not limited to their age, gender, skills, professional experience, knowledge and length of service. All executive Directors possess extensive and diversified experience in management, finance and broad industrial experience. The INEDs possess professional knowledge in corporate finance and accountancy with broad and extensive experience in business advisory and management, brand building and marketing, respectively. Further details of the Directors are set out in the section headed "Directors and Senior Management" in this report. The Group is of the view that the current Board composition represents an appropriate balance for the requirements of the business development of the Company and for effective leadership.

## Corporate Governance Report

Where vacancies on the Board arise, the Nomination Committee will carry out the selection process in accordance with the Group's policy by making reference to the above perspectives of the proposed candidates which suit the Group's requirements. The Nomination Committee will recommend to the Board for the appointment of a Director in accordance with the following procedures and process:

- (a) The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
- (b) The Nomination Committee may consult any source it deems appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from an independent agency firm and proposals from shareholders of the Company with due consideration given to the criteria which include but are not limited to:
  - (i) Diversity in aspects including but not limited to gender, age, experience, cultural and educational background, expertise, skills and know-how;
  - (ii) Sufficient time to effectively carry out their duties; their services on other listed and non-listed companies should be limited to reasonable numbers;
  - (iii) Qualifications, including accomplishment and experience in the relevant industries the Company's business is involved in;
  - (iv) Independence;
  - (v) Reputation for integrity;
  - (vi) Potential contributions that the individual(s) can bring to the Board; and
  - (vii) Commitment to enhance and maximize shareholders' value;
- (c) The Nomination Committee may adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third-party reference checks;
- (d) Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
- (e) The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment and the proposed remuneration package; and
- (f) The Board will have the final authority on determining the selection of nominees and all appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment as Director, as the case may be) to be filed with the Companies Registry of Hong Kong.

During the year ended 31 December 2019, no new Director was appointed.

# Corporate Governance Report

During the year ended 31 December 2019, one meeting of the Nomination Committee was held to review the structure, size, composition and diversification (including the skills, knowledge and experience) of the Board, and review the policy of Directors' nomination related matters, assess the independence of INEDs and make recommendations to the Board on the proposal of re-appointment of Directors at the forthcoming annual general meeting. The individual attendance record of each Nomination Committee member is as follows:

<b>Name of Director</b>	<b>Attendance</b>
Mr. Wong Cho Kei Bonnie ( <i>Chairman</i> )	1/1
Ms. Wong Pui Man	1/1
Mr. Wong Yau Sing	1/1

## **Audit Committee**

The Audit Committee comprises three INEDs, namely Mr. Wong Yau Sing (Chairman of the Audit Committee), Mr. Wong Cho Kei Bonnie and Ms. Wong Pui Man.

The primary duties of our Audit Committee are to review and supervise our financial reporting process and internal control system and to provide advice and comments to our Board.

During the year ended 31 December 2019, four meetings of the Audit Committee were held to review the quarterly, interim and annual consolidated financial statements, including the Group's adopted accounting principles and practices, internal control systems and financial reporting matters (in conjunction with the external auditors for the audited results). The Audit Committee endorsed the accounting treatments adopted by the Company and, to the best of its ability assured itself that the disclosures of the financial information in the Company's quarterly, interim and annual report comply with the applicable accounting standards and the GEM Listing Rules. The individual attendance record of each Audit Committee member is as follows:

<b>Name of Director</b>	<b>Attendance</b>
Mr. Wong Yau Sing ( <i>Chairman</i> )	4/4
Mr. Wong Cho Kei Bonnie	4/4
Ms. Wong Pui Man	4/4

The Group's unaudited quarterly and interim results and audited annual results published for the year ended 31 December 2019 have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosure has been made.



# Corporate Governance Report

## Risk Management Committee

The Risk Management Committee comprises one executive Director, namely Mr. Schubert Chong (Chairman of the Risk Management Committee) and two INEDs, namely Mr. Wong Cho Kei Bonnie and Ms. Wong Pui Man.

The primary duties of the Risk Management Committee are to review the Company's risk management policies and standards and supervise and monitor the Company's exposure to risks of sanction-related laws and regulations administered by the US, the EU, the United Nations and Australia.

During the year ended 31 December 2019, two meetings of the Risk Management Committee were held to review the Group's risk management policies and standards and supervise and monitor our Company's exposure to International Sanctions risks. The individual attendance record of each Risk Management Committee member is as follows:

<b>Name of Director</b>	<b>Attendance</b>
Mr. Schubert Chong ( <i>Chairman</i> )	2/2
Mr. Wong Cho Kei Bonnie	2/2
Ms. Wong Pui Man	2/2

## Board Diversity Policy

The Company has adopted a board diversity policy to achieve board diversity through the consideration of a number of factors, including but not limited to age, gender, skills, professional experience, knowledge and length of service. All board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. The Nomination Committee monitors the implementation of the board diversity policy to ensure the effectiveness of the board diversity policy.

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

## Chairman and the Chief Executive Officer

During the year ended 31 December 2019, Mr. Chong King Fan has been acting as the chairman of the Board who is responsible for enabling effective operation of the Board and Mr. Schubert Chong has been acting as the chief executive officer of the Group who is responsible for the day-to-day management of the Group's business. Their roles were clearly defined and segregated to ensure balanced power and responsibilities. Mr. Chong King Fan is the father of Mr. Schubert Chong.

# Corporate Governance Report

## COMPANY SECRETARY

The Company Secretary is responsible for facilitating the Board's process and communications among Board members and with the Shareholders and the management, and advising the Board and its committees on all corporate governance matters.

During the year ended 31 December 2019, the Company's company secretary has undertaken not less than 15 hours of relevant professional training as required under Rule 5.15 of the GEM Listing Rules. The Company did not engage an external service provider as its company secretary.

## AUDITORS' AND AUDITORS' REMUNERATION

### Directors' and Auditors' Responsibilities for the Financial Statements

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

On 12 December 2019, Deloitte Touche Tohmatsu has resigned as the auditor of the Company and Ernst & Young was appointed by the Directors to fill the casual vacancy arising.

The statements of the external auditors of the Group, Ernst & Young, about their reporting responsibilities on the financial statements of the Group are set out in the section headed "Independent Auditor's Report" of this annual report.

### Auditors' Remuneration

The Audit Committee is responsible for considering and reviewing the appointment of the external auditors and reviewing any non-audit functions performed by the external auditors, including whether such non-audit functions could lead to any potential material adverse effect on the Group.

For the year ended 31 December 2019, the fees paid/payable to the auditors and their affiliate companies in respect of the audit and non-audit services are as follows:

Services	HK\$'000
<b>Ernst &amp; Young</b>	
Audit service	800
<b>Deloitte Touche Tohmatsu</b>	
Non-audit services (note 1)	220

Notes:

1. For the year ended 31 December 2019, the Group has engaged the auditors and their affiliate companies to provide non-audit services which include the review of the Group's interim financial statements and the review of the Group's internal control system.

# Corporate Governance Report

## CHANGES IN CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2019, there was no significant change in the constitutional documents of the Company.

## RISK MANAGEMENT AND INTERNAL CONTROL

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

## PROCESS USED TO IDENTIFY, EVALUATE AND MANAGE SIGNIFICANT RISKS

The Board, through the Risk Management Committee and the Audit Committee, has conducted annual review of the effectiveness of the Group's risk management and internal control systems for the year ended 31 December 2019, covering the material financial, operational and compliance controls, and considered the Group's risk management and internal control systems effective and adequate.

The senior management of the Group updates and reports the key risk areas, including any remedial plans, if deemed necessary or appropriate, to the Risk Management Committee for consideration. The identified key risks areas and the appropriate risk mitigation strategies were reviewed and commented by the Board at its year-end meeting. The principal risks and uncertainties of the Group are set out in on pages 11 of this annual report.

The Audit Committee has also annually reviewed the adequacy of resources, qualifications, experience and training programs of the Group's accounting, internal audit and financial reporting functions and considered that the staffing and the appointed consultant are adequate and competence to carry out their roles and responsibilities.

Further, the Company formulated the inside information policy. The Company regularly reminds the directors and employees about due compliance with all policies regarding the inside information.

## HANDLING AND DISSEMINATION OF INSIDE INFORMATION

With respect to the monitoring and disclosure of inside information, the Company has formulated and implemented its guidelines, with an aim to ensure that the insiders abide by the confidentiality requirement and fulfil the disclosure obligation. The guidelines includes, but not limited to, the procedures as follows:

- The Group has strictly prohibited unauthorised use of confidential or inside information;
- The Group has stipulated policy on handling of rumours, unintentional selective disclosure and waiver to the disclosure of inside information, external communication guidelines and compliance and reporting procedures.
- The Group authorised only the executive Directors and company secretary for responding to external enquiries about Group's affairs; and
- Dissemination of inside information of the Company shall be conducted by publishing the relevant information on the website of GEM and the Company, according to the requirements of the GEM Listing Rules.

# Corporate Governance Report

## SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS

### Investor Relations and Communications with Shareholders

The Group is committed to maintaining a high level of transparency and employs a policy of open and timely disclosure of relevant information to its Shareholders.

The Board strives to encourage and maintain constant dialogue with its Shareholders through various means. The Company updates its Shareholders on its latest business developments and financial performance through its annual, interim and quarterly reports. The website of the Company has provided an effective communication platform to the public and the Shareholders. During the annual general meeting held on 26 April 2019, all Directors attended the meeting and met the Shareholders.

Shareholders may send written enquiries to the Company, for the attention of the Board or Company's company secretary, by fax: (852) 3580 8095, e-mail at [mkt-kb@ahsay.com](mailto:mkt-kb@ahsay.com) or mail to 28th Floor, Ford Glory Plaza, 37 Wing Hong Street, Lai Chi Kok, Kowloon, Hong Kong. Appropriate members of the Board and senior management are ready to respond to enquiries from Shareholders and investors on a timely basis.

The Company has disclosed all necessary information to the Shareholders and investors and established a range of communication channels between itself, its Shareholders and investors in accordance with the GEM Listing Rules. The Company also communicates with the public including potential investors through its periodic reports and announcements. The focus of the Company is to ensure information disclosure is timely, fair, accurate, truthful and complete thereby enabling the public as well as the investors to make rational and informed decisions.

### Procedures for Shareholders to Convene an Extraordinary General Meeting

The following set out the procedures for Shareholders to convene an extraordinary general meeting ("EGM") of the Company in accordance with article 58 of the Articles of Association.

One or more Shareholders ("Requisitionist(s)") holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the Requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expense incurred by the Requisitionist(s) as a result of the failure of the Board shall be reimbursed to the Requisitionist(s) by the Company.

# Corporate Governance Report

## **Procedures for Shareholders to Propose a Person for Election as a Director**

The provisions for a Shareholder to propose a person for election as a Director are set out in article 85 of the Articles of Association.

If a Shareholder wishes to propose a person for election as a Director at a general meeting, he/she should deposit (i) a written notice containing the information of the person to be proposed to act as a Director as required by Rule 17.50(2) of the GEM Listing Rules, duly signed by the Shareholder who wishes to make such proposal; and (ii) a consent notice in writing duly signed by the person being proposed to be elected as to his/her willingness to be elected and consent of publication of his/her information pursuant to the GEM Listing Rules, during a period commencing on the day after the dispatch of the notice of the general meeting and ending no later than seven clear days before the date of such general meeting.

## **Procedures for Shareholders to Put Forward Proposals at Shareholders' Meetings**

There are no provisions allowing shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised). However, shareholders may follow the procedure set out in the section headed "Procedures for Shareholders to Convene an Extraordinary General Meeting" above for including a resolution at an EGM. The requirements and procedures are set out above.

## **NON-COMPETITION UNDERTAKINGS BY CONTROLLING SHAREHOLDERS**

Each of the Controlling Shareholders has made an annual declaration to the Company that during the year ended 31 December 2019, it has complied with the terms of non-compete undertakings ("Non-Compete Undertakings") given in favour of the Company which are contained in the Deed of Non-Competition Undertaking. Details of the Non-Compete Undertakings are set out in the section headed "Relationship with Our Controlling Shareholders" of the Prospectus.

The INEDs have also reviewed the status of compliance by each of the Controlling Shareholders with the undertakings in the Non-Compete Undertakings and have confirmed that, as far as the INEDs can ascertain, there is no breach of any of the undertakings in the Non-Compete Undertakings.

# Environmental, Social and Governance Report

## ABOUT THIS REPORT

This report, Environmental, Social and Governance “ESG” report of Ahsay Backup Software Development Company Limited (the “Company”) and its subsidiaries (collectively the “Group”), aims to disclose the overall policies, commitments and strategies on the sustainable development of the Group during the reporting period which covers the period from 1 January 2019 to 31 December 2019. We have prepared this report to disclose our performance in ESG in accordance with the disclosure requirements of “ESG Reporting Guide” set out in Appendix 20 of the GEM Listing Rules published by the Stock Exchange. The Group believes that sound ESG performance is critically important to the sustainable development of its business and community and the Group is committed, not only to achieving strong financial results, but also to promoting environmental protection, social responsibility and effective corporate governance.

## STAKEHOLDER ENGAGEMENT

The Group believes that regular communication with stakeholders can help to drive its growth. The Group is committed to maintaining the sustainable development of its businesses and providing support to environmental protection and the community in which it operates. The Group maintains a close tie with its stakeholders, including government, investors, management, customers, employees, business partner, community and the public, and strives to balance their opinions and interests through constructive communications in order to determine the directions of its sustainable development. The Board of Directors of the Company is responsible for assessing and determining its environmental, social and governance risks, and ensuring that the relevant risk management and internal control systems are operating properly and effectively.

Stakeholder Group Engaged		Engagement Channels
Internal stakeholders	Management	— Regular meetings
	Employees	— Regular meetings — Notice boards — Annual appraisal meetings — Intranet and emails
External stakeholders	Investors and shareholders	— Annual general meetings — Annual, interim and quarterly report — Press releases and announcements
		Customers and business partners
	Public and Communities	— Website information disclosure on HKEX and the Company



# Environmental, Social and Governance Report

## **MATERIALITY ASSESSMENT**

Views and opinions collected during the stakeholder engagement were assessed and the key material ESG issues raised by the stakeholders mainly focused on social aspects. On the other hand, environmental aspect was considered less relevant to the Group. Based on the stakeholders' feedback, the material issues in social aspects were identified as follows:

- Employment
- Occupational Health and Safety
- Training and professional development
- Labour Standards
- Consumer Data Protection
- Anti-Corruption

The Group welcomes stakeholders' feedback on the environmental, social and governance approach and performance by giving suggestions or share views via email at [mkt-kb@ahsay.com](mailto:mkt-kb@ahsay.com).

## **ENVIRONMENTAL POLICIES AND PERFORMANCE**

The Group believes that Sound ESG performance is of critical importance to sustainability of its business and community. The Group is committed to enhancing environmental protection to minimize the impact of its activities on the environment, and compliance with applicable environmental laws. It is the Group's policy to promote clean operation and make the most efficient use of resources in its operations, and minimize wastes and emission. The Group encourages environmental protection and promotes awareness towards environmental protection to the employees. Green office practices are encouraged such as turning off of idle lights and electronic appliances to minimise energy consumption and double-sided printing and copying.

The Group will review its environmental practices from time to time and will consider implementing further eco-friendly measures and practices in the operation of the Group's business to move towards adhering the 3Rs — "Reduce", "Recycle" and "Reuse" and enhance environmental sustainability.

# Environmental, Social and Governance Report

## EMISSIONS

The Group is principally engaged in the provision of online backup software solutions to clients via internet. The operations of the Group do not have significant impact to the environment and do not generate hazardous waste and air emission including NO<sub>x</sub>, SO<sub>x</sub> and other pollutants. Greenhouse gas (“GHG”) emissions are indirectly generated from electricity consumed at the Group’s workplace with minimal emissions. The GHG emission during the reporting period is as follows:

	<b>2019</b>
Indirect emissions (Scope 2) CO <sub>2</sub> emissions from electricity generation (kgs) (Note)	<b>136,743</b>
Indirect emissions (Scope 2) per floor area (kgs/m <sup>2</sup> )	<b>116.2</b>

Note:

The Group estimated its GHG emissions for the reporting period through calculation with relevant methodology, and with data available on electricity consumption and emission factor from invoices and references to third parties documents (including electricity & gas consumption data, and carbon intensity factor that are available on bills and sustainability reports from electricity & gas provider respectively). Due to the relatively insignificant amount of overseas electricity consumption, we deem it sufficient to apply Hong Kong-based emission factors for overseas data.

The Group undertakes environmental protection as part of its corporate responsibilities, and it is fully aware of the importance of sustainable environmental development in achieving sustainability in its operations. Conservation of the environment is a key focus for the Group. The Group complies with environmental legislation, encourages environmental protection and promotes environmental protection awareness to all employees. The Group has implemented a number of measures such as reducing carbon emissions, increasing energy efficiency and conserving water resources in order to deliver our commitment to environmental protection. The Group has launched a number of waste management programs, including recycling of glass, paper and metal. Paper waste is our major source of non-hazardous waste in the office. We have promoted a paperless work environment to reduce paper waste. The Group did not find any records of significant waste disposal disposed of at landfills during the year.

During the year ended 31 December 2019, the Group was not aware of any material non-compliance with relevant laws and regulations, including but not limited to the Noise Control Ordinance (Chapter 400 of the Laws of Hong Kong), Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong); Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong), Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong) and Environmental Impact Assessment Ordinance (Chapter 499 of the Laws of Hong Kong) that have a significant impact on the Group relating to air and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

# Environmental, Social and Governance Report

## USE OF RESOURCES

During the production and operation process of the Group, we, directly and indirectly, consume resources and energy, such as water and electricity. Energy Saving and Consumption Reduction measures have been implemented by the Group to encourage the employee to avoid unnecessary wastage of electricity, water and energy usage including:

- (1) Educating employees and posting water-saving notices in office to save water and reduce the amount of domestic sewage discharged.
- (2) Ensuring the water supply is at its optimal working condition. When leakage is discovered, it will be promptly repaired.
- (3) The use of electricity in the office of the Group must comply with the principles of power saving, safety first, high efficiency and low consumption.
- (4) Lights and electronic appliances in living areas or workplaces must be turned off when not in use.
- (5) Every member of staff and management must turn off the power for each department's computers, photocopy machines, printers and facsimile machines when they are off duty or on leave.
- (6) Other than formal documents materials that require the use of paper, each department is advised to handle documents electronically. When the use of paper is required, each paper must be printed double-side except for formal and confidential documents.
- (7) Reducing unnecessary business trips by staff members after taking into account the environmental impact.
- (8) No printing and photocopying of materials unrelated to work.
- (9) Implementing an optimal air-conditioning control program to select the best configuration automatically, based on the in-door requirement and out-door condition.

With the Group operating its core backup business and information sharing platform via internet, the use of resources mainly represents the indirect energy consumption from electricity and water and paper consumption.

# Environmental, Social and Governance Report

The summary of the use of resources are as follows:

## (1) Energy consumption

<b>Indicators</b>	<b>2019</b>
Total energy consumption (kWh)	<b>268,124</b>
Total energy consumption per floor area (kWh/m <sup>2</sup> )	<b>227.9</b>

## (2) Water consumption

<b>Indicators</b>	<b>2019</b>
Total water consumption (m <sup>3</sup> ) (Note)	<b>469</b>
Total water consumption per floor area (m <sup>3</sup> /m <sup>2</sup> )	<b>0.4</b>

Note:

Water consumption of our Korea office is not included as measurement was not possible. For example, we are billed at a fixed rate in Korea by the building management. Intensity calculation hence does not include Korea total gross floor area.

## (3) Paper consumption

<b>Indicators</b>	<b>2019</b>
Total paper consumption (Reams)	<b>201</b>
Total paper consumption per employee (Reams/employee)	<b>2.8</b>

## THE ENVIRONMENT AND NATURAL RESOURCES

Since our core operations are confined to the office environment, the impact of the Group on the environment and natural resources is not significant and is mainly attributed to the use of electricity, water, papers in office. During the reporting period, we have set a number of measures to reduce the use of resources (refers to above sections "Emissions" and "Use of Resources" for details). In order to achieve further reductions on the environmental impact and use of natural resources, the Group will continue to make assessment and minimise the environment impact.

# Environmental, Social and Governance Report

## EMPLOYMENT

The Group has established and implemented the “Employee Handbook”, which contains our policies relating to human resources, covering areas such as compensation and dismissal, recruitment and promotion, working days and hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits as well as welfare for our employees in accordance with the Employment Ordinance (Chapter 57 of the Laws of Hong Kong), the Labor Code of the Philippines, the Labor Standards Act of the Republic of Korea and other applicable laws. The Group also aims to promote diversity in the workplace, including in terms of age, gender and nationality, as well as a culture of equal opportunity. Management regularly reviews the Group’s remuneration policy in relation to relevant market standards. To retain and motivate our talents, we offer competitive remuneration, which is reviewed annually based on the staff work performance appraisal procedures. We offer full-time employees other fringe benefits such as medical insurance coverage and annual leave benefits as per our annual leave policies, which are documented in the Employee Handbook, and employees’ leave entitlement is also clearly documented therein. The Group strictly complies with the above said relevant standards, rules and regulations. For the year ended 31 December 2019, the Group was not aware of any material non-compliance with relevant standards, rules and regulations that have a significant impact on the Group relating to compensation and dismissal, recruitment and promotion, working days and hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.

## HEALTH AND SAFETY

Health and safety are the most pressing concern across our business operations. Human capital is the most valuable asset of the Group. Developing and retaining talent is vital to our success. The Group is committed to providing its employees with a safe, pleasant and healthy working environment. The principal office and representative office of the Group are located at 28th Floor, Ford Glory Plaza, 37 Wing Hong Street, Lai Chi Kok, Kowloon, Hong Kong with a gross floor area of approximately 10,377 square feet and Unit 29B, 29th Floor, Chatham House, No. 116 Corner Valero & Rufino Street, Salcedo Village, Makati City, Philippines with a gross floor area of approximately 1,593 square feet respectively, which provide employees with a breakout area to relax, gather and hold meetings.

To provide employees with a safe working environment, a long lighting system has been installed in the office area. A conspicuously placed illuminated sign bearing the symbols of exit direction to leave the workplace at each doorway during emergency especially in the event of a fire. Fire drills are carried out at regular intervals to demonstrate escape routes and provide sufficient training to employees on fire safety. Each case of injury, is required to be reported to the Human Resources Department and be individually assessed under the internal guideline procedures. No accidents, injuries, fatality nor critical incidents were reported during the year ended 31 December 2019.

# Environmental, Social and Governance Report

The Group shows its genuine care for its employees by promoting work-life balance and providing a comprehensive range of activities to our employees in order to provide a happy and harmony workplace. The Group also provides a designated private space in the office building to ensure female employees in need receive the adequate support during working hours. These “Breastfeeding Friendly Workplace” measures demonstrate the Group’s commitment to the wellbeing of its employees and their families.

Regular inspections and management review of health and safety have been performed to ensure the effectiveness of the policies and measures. During the year ended 31 December 2019, the Group was not aware of any material non-compliance with the Group’s Occupational Safety and Health Policy.

## DEVELOPMENT AND TRAINING

The Group strives to promote the long-term development of its employees by providing learning opportunities that broaden their skills and make them valuable assets to the Group. Each department of the Group is responsible for determining its training needs for the employees in its department. Any suggested applicable training courses either arranged internally or by external service providers shall be submitted to the senior management of the Group for approval. Knowledge, skills and capacities of employees are vital to continuous business growth and success of the Group. The Group ensures that all employees can fulfill the relevant requirements of their job duties in terms of education, training, technical and work experience. We also have subsidies for continuing education where all permanent employees are entitled to annual funding for continued learning. We sponsor further studies and associated examinations up to a maximum of HK\$5,000 per calendar year.

## LABOUR STANDARDS

Employment of staff by the Group must comply with the Employment Ordinance in Hong Kong, The Labor Code of The Philippines and Labor Standards Act of the Republic of Korea. The Group strictly complied with the relevant rules and regulations for the year ended 31 December 2019. The Group has a zero tolerance policy towards the use of forced labor and child labor in our business operations and regularly reviews the overall employment practices to avoid any potential violations or irregularities. Each employee is required to fill in a resume upon joining the Group. Should the employee falsify their identity or provide false personal particulars, the said employee would be considered to have committed a serious breach of the Group’s rules and regulations and the Group will terminate employment according to the employment contract. Moreover, the Group regularly monitors information and data related to employment to prevent non-compliance with rules and regulations especially in relation to preventing child and forced labour.

## SUPPLY CHAIN MANAGEMENT

Although the business nature of the Group, the supply chain has no significant adverse impact on the environment or society, the Group will continuously assess the business operation of the Group and reduce any possible negative impact of our business operations on the environment and society.

# Environmental, Social and Governance Report

## PRODUCT RESPONSIBILITIES

Maintaining the high quality and standards of our products is crucial to the Group's sustainable development and a main contribution to the Group's success. Therefore, maintaining consistency in quality and precision of our products are the Group's major priorities. The newly developed or updated software products of the Group are subject to quality tests performed by our quality assurance team before release to the public. The Group also provides after-sales services such as software upgrades and maintenance services, which mainly include software upgrades, email support, ticket support, remote trouble shooting, etc.

Not only is the Group on a quest to constantly deliver quality products and services to its clients, it also makes dedicated efforts to deal with complaints about its products and services. As a result, the Group has established procedures to handle complaints by appointing designated staffs to investigate complaint cases and implement corrective measures, with a view to prevent the reoccurrence of similar complaints.

During the year ended 31 December 2019, the Group was not aware of any material non-compliance with the relevant standards, rules and regulations.

For customer data protection and privacy policies, the Group strictly manages and protects the data collected from its business partners, customers, employees and suppliers to ensure their privacy and confidentiality. The Group is committed to maintaining a secure environment to ensure the entirety of information being collected are kept confidential, and company servers and computers are protected with access passwords. The Group complies with the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and local relevant law and regulations and is strictly abided by the regulations in the collection, disclosure, usage, retention, and storage of data to ensure data integrity and safety.

## ANTI-CORRUPTION

The Group does not tolerate any form of corruption. Code of conduct on security of information & records (the "Code of Conduct") are clearly defined and included in the "Employee Handbook". Employees should take all reasonable care to safeguard the security of the Group's confidential information, and should not disclose the Company's activities, policies and operations without prior approval. Employees are required to adhere to the Code of Conduct and are prohibited to accept gifts and minor refreshments from any person who has an influence on the employee's business behavior. The Group has also established policies and procedures to deal with money laundering in its operation. During the year ended 31 December 2019, there were no complaints of corruption against the Group or any of its staff.

## COMMUNITY INVESTMENT

The Group carries out local community engagement and community activities based on local communities' needs. During the year ended 31 December 2019, the Group established the Ahsay Backup Scholarship (the "Scholarship") donating a number of scholarships to qualified full time undergraduates of The Chinese University of Hong Kong, Hong Kong Baptist University and National Changhua University of Education in Taiwan on an annual basis. The Scholarship aims to reward outstanding students and offer students summer internship opportunities to apply their academic knowledge in their career interests.

# Independent Auditor's Report



TO THE SHAREHOLDERS OF AHSAY BACKUP SOFTWARE DEVELOPMENT COMPANY LIMITED  
亞勢備份軟件開發有限公司  
(Incorporated in the Cayman Islands with limited liability)

## Opinion

We have audited the consolidated financial statements of Ahsay Backup Software Development Company Limited (the "Company") and its subsidiaries (the "Group") set out on pages 58 to 121, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

## Basis for opinion

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

## Key audit matters

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

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



# Independent Auditor's Report

## Key audit matter

### Revenue recognition

During the year, the Group has certain bundled transactions under contracts with customers, covering the sale of software license right packaged with free upgrades and maintenance services. Revenue recognition of such transactions involved significant judgements and estimates including identification of performance obligations including software license right and upgrades and maintenance service elements in the contracts, and the allocation of the transaction price to each element with reference to its relative fair value (i.e. stand-alone selling price).

Where management is unable to determine the stand-alone selling price for all elements, residual value method is used. Under this method, management estimates the selling price of the software license right by making reference to the total contract consideration less the observable stand-alone selling prices of the upgrades and maintenance services.

The relevant disclosures of critical accounting judgement and key sources of estimation uncertainty are included in note 4 to the financial statements.

## How our audit addressed the key audit matter

Our procedures included:

- (i) understanding, assessing and testing the Group's processes and key controls over recognising revenue from bundled transactions, the identification of product and service elements and the calculation of the relative fair value;
- (ii) evaluating the judgements and estimates made by management in applying the residual value method and assessing the validity of the observable stand-alone selling prices with reference to the current market prices;
- (iii) re-performing management's calculations of revenue of each performance obligation using the residual value method; and
- (iv) engaging internal IT specialists to perform IT general controls and the relevant IT application controls in relation to the revenue recognition, including automated system calculations and system enforced access controls.

# Independent Auditor's Report

## Other information included in the Annual Report

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

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

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

## Responsibilities of the directors for the consolidated financial statements

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

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

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

# Independent Auditor's Report

## Auditor's responsibilities for the audit of the consolidated financial statements

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- 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.

# Independent Auditor's Report

## **Auditor's responsibilities for the audit of the consolidated financial statements (continued)**

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Wong Yat Kin.

### ***Ernst & Young***

Certified Public Accountants  
22/F, CITIC Tower  
1 Tim Mei Avenue  
Central  
Hong Kong  
17 March 2020

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2019

	Notes	2019 HK\$'000	2018 HK\$'000
Revenue	5	59,091	63,014
Cost of inventories sold		(18)	(18)
Other income	6	1,705	1,199
Other losses		(31)	(48)
Staff costs and related expenses	7	(43,013)	(39,500)
Other expenses	8	(16,692)	(14,489)
Finance costs	9	(477)	—
Profit before tax		565	10,158
Income tax expenses	10	(1,095)	(2,298)
<b>(Loss) profit for the year</b>		<b>(530)</b>	7,860
Attributable to:			
Owners of the parent		111	7,860
Non-controlling interests		(641)	—
		<b>(530)</b>	7,860
<b>Other comprehensive income (expense)</b>			
<i>Item that may be reclassified to profit or loss in subsequent periods:</i>			
Exchange differences arising on translation of foreign operations		139	(14)
Other comprehensive income (expense) for the year		139	(14)
<b>Total comprehensive (expense) income for the year</b>		<b>(391)</b>	7,846
Attributable to:			
Owners of the parent		257	7,846
Non-controlling interests		(648)	—
		<b>(391)</b>	7,846
<b>Earnings per share attributable to ordinary equity holders of the parent</b>			
— Basic and diluted (HK cent)	13	0.01	0.39

# Consolidated Statement of Financial Position

At 31 December 2019

	Notes	2019 HK\$'000	2018 HK\$'000
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	14	3,532	3,531
Right-of-use assets	15	5,787	—
Goodwill	16	754	—
Other intangible assets	17	3,647	3,091
Deferred tax asset	23	158	—
Deposits paid	19	2,102	520
		<b>15,980</b>	7,142
<b>CURRENT ASSETS</b>			
Inventories	18	17	14
Trade and other receivables	19	4,691	3,936
Bank balances and cash	20	86,538	89,296
		<b>91,246</b>	93,246
<b>CURRENT LIABILITIES</b>			
Other payables and accruals	21	6,825	6,586
Contract liabilities	22	13,219	14,830
Lease liabilities	15	2,894	—
Other borrowings	24	1,340	—
Tax payable		1,910	767
		<b>26,188</b>	22,183
<b>NET CURRENT ASSETS</b>			
		<b>65,058</b>	71,063
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			
		<b>81,038</b>	78,205
<b>NON-CURRENT LIABILITIES</b>			
Contract and other liabilities	22	978	802
Lease liabilities	15	2,980	—
Deferred tax liabilities	23	361	251
		<b>4,319</b>	1,053
<b>NET ASSETS</b>			
		<b>76,719</b>	77,152
<b>EQUITY</b>			
<b>Equity attributable to owners of the parent</b>			
Share capital	25	20,000	20,000
Reserves		56,668	57,152
		<b>76,668</b>	77,152
Non-controlling interests		51	—
Total equity		<b>76,719</b>	77,152

The consolidated financial statements on pages 58 to 121 were approved and authorised for issue by the Board of Directors on 17 March 2020 and are signed on its behalf by:

**CHONG KING FAN**  
CHAIRMAN

**CHONG SIU PUI**  
DIRECTOR

# Consolidated Statement of Changes in Equity

For the year ended 31 December 2019

	Attributable to owners of the parent					Total HK\$'000	Non- controlling interests HK\$'000	Total equity HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Capital and other reserves HK\$'000 (note i)	Translation reserve HK\$'000	Accumulated losses HK\$'000			
At 1 January 2018	20,000	72,435	4,097	(15)	(27,211)	69,306	—	69,306
Profit for the year	—	—	—	—	7,860	7,860	—	7,860
Other comprehensive expense for the year								
Exchange differences arising on translation of foreign operations	—	—	—	(14)	—	(14)	—	(14)
Total comprehensive (expense) income for the year	—	—	—	(14)	7,860	7,846	—	7,846
At 31 December 2018	20,000	72,435	4,097	(29)	(19,351)	77,152	—	77,152
Profit (loss) for the year	—	—	—	—	111	111	(641)	(530)
Other comprehensive income (expense) for the year								
Exchange differences arising on translation of foreign operations	—	—	—	146	—	146	(7)	139
Total comprehensive income (expense) for the year	—	—	—	146	111	257	(648)	(391)
Acquisition of a subsidiary (note 26)	—	—	—	—	—	—	(209)	(209)
Acquisition of non-controlling interests	—	—	(741)	—	—	(741)	741	—
Capital contribution from non-controlling interests	—	—	—	—	—	—	167	167
At 31 December 2019	20,000	72,435	3,356	117	(19,240)	76,668	51	76,719

Note:

i. Capital and other reserves comprise:

- (a) a debit amount of HK\$5,000 representing the difference between the fair value of the consideration paid in the amount of HK\$205,000 to Mrs. Chong Li Sau Fong, Mr. Chong Siu Pui, Mr. Chong Siu Ning (the "Controlling Shareholders") and the carrying amount of HK\$200,000 of the net assets attributable to the 100% equity interest in CloudBacko Corporation ("CloudBacko BVI") and Ahsay Service Centre Limited ("ASCL"), upon the transfer of 100% equity interest in CloudBacko BVI and ASCL from the Controlling Shareholders in April 2015;
- (b) a credit amount of HK\$1,000,000 representing the difference between the par value of the share issued by Alpha Heritage Holdings Limited ("Alpha Heritage"), a wholly-owned subsidiary of the Company, and the share capital of Ahsay Systems Corporation Limited ("Ahsay HK"), upon the transfer of 100% equity interest in Ahsay HK to Alpha Heritage in May 2015;
- (c) a credit amount of HK\$2,000,000 representing the deemed capital contribution from the Controlling Shareholders with regard to waiver of amounts due to shareholders in March 2015; and
- (d) a credit amount of HK\$1,102,000 representing the deemed capital contribution from the Controlling Shareholders upon disposal of the entire equity interest in Million Victory Investment Management Limited, a subsidiary of the Group, to a related company controlled by the Controlling Shareholders.
- (e) a debit amount of HK\$741,000 representing the difference between the amount by which the non-controlling interests are adjusted before and after the additional capital contribution from Ahsay HK.

# Consolidated Statement of Cash Flows

For the year ended 31 December 2019

	Notes	2019 HK\$'000	2018 HK\$'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit before tax		<b>565</b>	10,158
Adjustments for:			
Finance costs	9	<b>477</b>	—
Amortisation of other intangible assets	17	<b>1,545</b>	264
Interest income	6	<b>(1,605)</b>	(1,133)
Depreciation of property, plant and equipment	14	<b>600</b>	478
Depreciation of right-of-use assets	15(a)	<b>2,889</b>	—
Operating cash flows before movements in working capital		<b>4,471</b>	9,767
(Increase) decrease in inventories		<b>(3)</b>	1
Increase in trade and other receivables and rental deposits paid		<b>(146)</b>	(215)
Increase in other payables and accruals		<b>—</b>	1,146
Decrease in contract and other liabilities		<b>(1,652)</b>	(1,604)
Cash generated from operations		<b>2,670</b>	9,095
Income taxes paid		<b>—</b>	(1,389)
<b>NET CASH FLOWS FROM OPERATING ACTIVITIES</b>		<b>2,670</b>	7,706
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Additions to development cost capitalised as other intangible assets	17	<b>(2,101)</b>	(2,255)
Deposits paid for purchases of property, plant and equipment		<b>(1,544)</b>	—
Purchase of property, plant and equipment	14	<b>(474)</b>	(3,162)
Acquisition of a subsidiary	26	<b>14</b>	—
Interest received		<b>1,314</b>	1,133
<b>NET CASH FLOWS USED IN INVESTING ACTIVITIES</b>		<b>(2,791)</b>	(4,284)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Principal portion of lease payments	31	<b>(2,725)</b>	—
New other borrowings		<b>385</b>	—
Interest paid		<b>(477)</b>	—
Capital contribution from non-controlling interests		<b>167</b>	—
<b>NET CASH FLOWS USED IN FINANCING ACTIVITIES</b>		<b>(2,650)</b>	—
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>(2,771)</b>	3,422
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>		<b>89,296</b>	85,888
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>		<b>13</b>	(14)
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER, represented by bank balances and cash</b>		<b>86,538</b>	89,296



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 1. GENERAL INFORMATION

Ahsay Backup Software Development Company Limited (the “Company”) is a public listed company incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and its shares were listed on the GEM of The Stock Exchange of Hong Kong (the “Stock Exchange”). Its immediate holding company is All Divine Investments Limited, a private company incorporated in the British Virgin Islands (the “BVI”) with limited liability; and its ultimate holding company is Able Future Investments Limited, a private company incorporated in the BVI with limited liability. The address of the registered office of the Company is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of the principal place of business of the Company is 28th Floor, Ford Glory Plaza, 37 Wing Hong Street, Lai Chi Kok, Hong Kong.

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of online backup software solutions to clients via the internet.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company.

## 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

### Basis of consolidation

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

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 2.1 BASIS OF PREPARATION (continued)

### Basis of consolidation (continued)

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

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

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

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

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

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

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

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

Except for the amendments to HKFRS 9, HKAS 19, HKAS 28 and *Annual Improvements to HKFRSs 2015–2017 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new HKFRSs are described below:

- (a) HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases — Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model to recognise and measure right-of-use assets and lease liabilities, except for certain recognition exemptions. Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors continue to classify leases as either operating or finance leases using similar principles as in HKAS 17.

The Group has adopted HKFRS 16 using the modified retrospective method with the date of initial application of 1 January 2019. Under this method, the standard has been applied retrospectively with the cumulative effect of initial adoption recognised as an adjustment to the opening balance of accumulated losses at 1 January 2019, and the comparative information for 2018 was not restated and continued to be reported under HKAS 17 and related interpretations.

### New definition of a lease

Under HKFRS 16, a contract is, or contains, a lease if the contract conveys a 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 obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying HKAS 17 and HK (IFRIC)-Int 4 at the date of initial application. Contracts that were not identified as leases under HKAS 17 and HK (IFRIC)-Int 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) (continued)

### **As a lessee — Leases previously classified as operating leases**

#### ***Nature of the effect of adoption of HKFRS 16***

The Group has lease contracts for offices, car parking spaces and a motor vehicle used in its operations. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under HKFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low-value assets (elected on a lease-by-lease basis) and leases with a lease term of 12 months or less (“short-term leases”) (elected by class of underlying asset). Instead of recognising rental expenses under operating leases on a straight-line basis over the lease term commencing from 1 January 2019, the Group recognises depreciation (and impairment, if any) of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance costs).

#### ***Impact on transition***

Lease liabilities at 1 January 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 January 2019. The right-of-use assets, except for short-term leases, were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before 1 January 2019.

All these assets were assessed for any impairment based on HKAS 36 on that date. The Group elected to present the right-of-use assets separately in the statement of financial position.

The Group has used the following elective practical expedients when applying HKFRS 16 at 1 January 2019:

- Applying the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application
- Using hindsight in determining the lease term where the contract contains options to extend/terminate the lease

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) (continued)

### Financial impact at 1 January 2019

The impact arising from the adoption of HKFRS 16 at 1 January 2019 was as follows:

	<b>Increase/ (decrease) HK\$'000</b>
<b>Assets</b>	
Increase in right-of-use assets	8,567
Decrease in rental and utilities deposits paid	(71)
Increase in total assets	8,496
<b>Liabilities</b>	
Increase in lease liabilities	8,496

Before the application of HKFRS 16, the Group considered refundable rental deposits paid as rights and obligations under leases to which HKAS 17 applied. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use of the underlying assets and were adjusted to reflect the discounting effect at transition. Accordingly, HK\$71,000 was adjusted to refundable rental deposits paid and right-of-use assets. The directors of the Company considered that the discounting effect is immaterial to the accumulated losses as at 1 January 2019.

The lease liabilities as at 1 January 2019 reconciled to the operating lease commitments as at 31 December 2018 are as follows:

	<b>HK\$'000</b>
<b>Operating lease commitments as at 31 December 2018</b>	9,406
Less: Commitments relating to short-term leases	(46)
	9,360
Weighted average incremental borrowing rate as at 1 January 2019	5%
<b>Lease liabilities as at 1 January 2019</b>	8,496

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

- (b) HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. Upon adoption of the interpretation, the Group considered whether it has any uncertain tax positions arising from the transfer pricing on its intergroup sales. The Group determined that the interpretation did not have any impact on the financial position or performance of the Group.

## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

Amendments to HKFRS 3	<i>Definition of a Business</i> <sup>1</sup>
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	<i>Interest Rate Benchmark Reform</i> <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>3</sup>
HKFRS 17	<i>Insurance Contracts</i> <sup>2</sup>
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i> <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2020

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2021

<sup>3</sup> No mandatory effective date yet determined but available for adoption

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

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

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Amendments to HKFRS 9, HKAS 39 and HKFRS 7 address the effects of interbank offered rate reform on financial reporting. The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the replacement of an existing interest rate benchmark. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties. The amendments are effective for annual periods beginning on or after 1 January 2020. Early application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

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

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Business combinations and goodwill (continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

If the initial accounting for a business combination was incomplete by the end of last reporting period in which the combination occurred, during the measurement period (i.e., the period after the acquisition date during which an entity may adjust the provisional amounts recognised for a business combination), the Group shall recognise adjustments to the provisional amounts as if the accounting for the business combination had been completed at the acquisition date. Thus, the Group shall revise comparative information for prior periods presented in financial statements as needed, and disclose the nature and amount of any measurement period adjustments recognised during the reporting period.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are within the scope of HKAS 17 *Leases* and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

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

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

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Revenue from contracts with customers

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

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

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

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

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

### Contracts with multiple performance obligations (including allocation of transaction price)

For contracts that contain more than one performance obligation, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised good or service to the customer.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Revenue from contracts with customers (continued)

#### *Output method*

The progress towards complete satisfaction of a performance obligation is measured based on the output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

The Group recognises revenue from the following major sources:

#### **(a) Software license sales**

The Group sells the software license directly to its customer. The sale of the software license includes a one-year free software upgrades and maintenance services. As a result, the sale of the software license is a contract with multiple performance obligations.

The revenue from software license sales includes software license sales and software upgrades and maintenance services, which are separately identifiable.

#### *Contracts with multiple performance obligations (including allocation of transaction price)*

For software license sales, the Group considers the grant of license to be a right to use the Group's intellectual property and the performance obligation is satisfied at a point in time at which the license is granted. The Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis. The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. The stand-alone selling price of the software license right is not directly observable and hence, the Group estimates it using the residual value method. Under this method, the Group estimates the stand-alone selling price of the software license right by reference to the total contract consideration less the observable stand-alone selling price of the software upgrade and maintenance service such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised good or service to the customer.

Payment of the transaction price is due immediately when the customer purchases the software license. See accounting policy for revenue on the provision of software upgrades and maintenance services below.

#### **(b) Software license leasing**

The Group earns revenues by leasing the software products to its customers and the nature of the Group's performance obligation in granting a license is considered to be a right to access the Group's intellectual property. The Group accounts the grant of license as a performance obligation satisfied over time.

The normal credit term is 14-30 days upon delivery of the license.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Revenue from contracts with customers (continued)

#### (b) *Software license leasing (continued)*

Variable consideration and “right to invoice” practical expedient

Software license leasing is charged at a fixed contractual rate per unit volume of backup storage consumed by customers on which the Group has the right to consideration. Though the consideration is variable at the inception of the contracts, the volume information is readily available right after the usage.

The Group has applied “right to invoice” practical expedient that thus recognise revenue as invoiced as the Company’s right to payment is for an amount that corresponds directly with the value to the customer of the Company’s performance to date.

#### (c) *Provision of software upgrades and maintenance services*

Revenue from the provision of unspecified software upgrades and maintenance services is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation, as the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs.

The transaction price allocated to these services is recognised as a contract liability on initial recognition and is released on a straight-line basis over the period of service.

#### (d) *Provision of other services*

The Group provides other services, which are mainly support services, to customers. Certain types of such services are recognised as a performance obligation satisfied over time as the customer simultaneously receives and consumes the support services as the Group continues to provide the support services to the customer. Certain types of such services are recognised at a point in time as services are rendered without future performance obligation.

#### (e) *Sale of hardware devices*

Revenue from sales of hardware devices is recognised at the point in time when control of the assets is transferred to the customer, generally on delivery of the hardware devices.

#### (f) *Information sharing service income*

Revenue from the provision of information sharing services is recognised at a point in time as services are rendered without future performance obligations.

#### (g) *Subscription fees*

Annual subscription fees are recognised over time on a straight-line basis over the subscription period as the customers simultaneously receive and consume the benefits of goods and services provided by the Group.

### Contract liabilities

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

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) at the exchange rate prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

### Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered services entitling them to the contributions.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

### Taxation

Income tax expenses represent the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit (loss) before tax" as reported in the consolidated statement of profit or loss and other comprehensive income because of the income or expense that is taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Taxation (continued)

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

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Related parties

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

(a) the party is a person or a close member of that person's family and that person

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

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

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



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Property, plant and equipment

Property, plant and equipment are stated in the consolidated statements of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment, less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimates accounted for on a prospective basis.

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

### Leases (applicable from 1 January 2019)

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

#### *Group as a lessee*

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

#### (a) *Right-of-use assets*

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

#### (b) *Lease liabilities*

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

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Leases (applicable from 1 January 2019) (continued)

#### *Group as a lessee (continued)*

##### *(b) Lease liabilities (continued)*

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

##### *(c) Short-term leases*

The Group applies the short-term lease recognition exemption to its short-term leases of car parking spaces and a motor vehicle (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option).

### Leases (applicable before 1 January 2019)

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### *Group as a lessee*

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

#### *Leasehold land and building*

When the Group makes payments for a property interest which includes both leasehold land and building elements, the Group assesses the classification of each element separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire property is accounted for as an operating lease. Specifically, the entire consideration (including any lump-sum upfront payments) are allocated between the leasehold land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element at initial recognition.

When the payments cannot be allocated reliably between the leasehold land and building elements, the entire property is generally classified as if the leasehold land is under a finance lease.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Intangible assets

#### *Internally-generated intangible assets — research and development expenditures*

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

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses (if any).

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Impairment on tangible and intangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of tangible and intangible assets are estimated individually, and when it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

The recoverable amount is the higher of 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 (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

### Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in-first out basis. Net realisable value represents the estimated selling price for inventories less all costs necessary to make the sales.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Cash and cash equivalents

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

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

### Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

### Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 in accordance with policies set out for "Revenue from contracts with customers" above. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Financial instruments (continued)

#### *Financial assets*

##### *Classification and subsequent measurement of financial assets*

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### *Amortised cost and interest income*

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

##### *Impairment of financial assets*

The Group recognises a loss allowance for expected credit losses (“ECL”) on financial assets which are subject to impairment under HKFRS 9 (including trade receivables). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets is assessed collectively using a provision matrix with appropriate groupings based on its historical observed default rates which is adjusted for forward-looking estimates.

For all other instruments, the Group measures the loss allowance equal to 12-month ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Financial instruments (continued)

#### *Financial assets (continued)*

##### *Impairment of financial assets (continued)*

(i) Significant increase in credit risk

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

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, and the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 90 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying a significant increase in credit risk before the amount becomes past due.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Financial instruments (continued)

#### *Financial assets (continued)*

##### *Impairment of financial assets (continued)*

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Financial instruments (continued)

#### *Financial assets (continued)*

##### *Impairment of financial assets (continued)*

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Where ECL is measured on a collective basis or catered for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the collective basis:

- Nature of financial instruments (i.e. the Group's trade and other receivables, and rental deposits paid are each assessed as a separate group);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure that the constituents of each group continue to share similar credit risk characteristics.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Financial instruments (continued)

#### *Financial liability and equity instruments*

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Interest expense is recognised on an effective interest basis.

#### *Financial liabilities*

Financial liabilities including other payables are subsequently measured at amortised cost, using the effective interest method.

#### *Equity instrument*

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issued costs.

### **Derecognition**

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

### **Offsetting**

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

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

### **Critical judgements in applying accounting policies**

The following are the critical judgements, apart from these involving estimation (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

#### ***Contracts with multiple performance obligations***

Under the Group's arrangement on contracts with multiple performance obligations, the total contract consideration is allocated to each performance obligation based on their relative fair values, as determined based on the current market price of the performance obligation when sold separately. Under the residual value method, the Group estimates the stand-alone selling price of the software license sales by reference to the total contract consideration less the observable stand-alone selling price of the software upgrade and maintenance services. The Group is required to exercise judgement in revenue recognition particularly in the fair value of the software upgrade and maintenance services in the arrangement. Significant changes in management judgement may result in material revenue adjustments.

#### ***Development costs***

Careful judgement by the Group's management is applied when deciding whether the recognition requirements for development costs have been met. This is necessary as the economic success of any product development is uncertain and may be subject to future technical problems at the time of recognition. Judgements are based on the best information available at the time of incurrence of such costs.

#### ***Key sources of estimation uncertainty***

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

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

### Key source of estimation uncertainty (continued)

#### *Estimated useful lives of intangible assets*

The Group's management determines the estimated useful lives and related amortisation charges and impairment for its intangible assets. The estimate useful lives are based on the historical experience of the actual useful lives of intangible assets of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry activities.

Actual economic lives may differ from estimated useful lives. If the actual useful lives of intangible assets are less than the original estimated useful lives due to the changes in commercial and technological environment, such difference may result in impairment and will impact the amortisation charges from the remaining periods.

At 31 December 2019, the carrying amount of the intangible assets was HK\$3,647,000 (2018: HK\$3,091,000). Details of the useful lives of the intangible assets are disclosed in note 17.

#### *Impairment of goodwill*

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating unit to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Further details are set out in note 16 to the financial statements.

## 5. REVENUE AND SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision maker ("CODM"), for the purpose of resource allocation and assessment of segment performance, focuses on types of goods or services delivered or provided. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's reportable and operating segments under HKFRS 8 Operating Segments are as follows:

Online backup software and related services segment	— Software license sales and leasing, provision of software upgrades and maintenance services, sale of hardware devices, and provision of other services
Information sharing services segment	— Provision of information sharing and subscription services

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 5. REVENUE AND SEGMENT INFORMATION (continued)

### Segment revenue and result

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment results represent the profit earned by/loss from each segment without allocation of other income and other losses that are not directly attributable to the segments as disclosed in the below table. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

The following is an analysis of the Group's revenue and results by reportable and operating segment:

*For the year ended 31 December 2019*

	Online backup software and related services HK\$'000	Information sharing services HK\$'000	Total HK\$'000
<b>Segment revenue — External</b>			
Software license sales	7,713	—	7,713
Software license leasing	26,040	—	26,040
Software upgrades and maintenance services fee	23,492	—	23,492
Other services fee	1,555	—	1,555
Sale of hardware devices	25	—	25
Information sharing service income	—	154	154
Subscription fees	—	112	112
<b>Total revenue</b>	<b>58,825</b>	<b>266</b>	<b>59,091</b>
<b>Timing of revenue recognition</b>			
At a point in time	7,808	154	7,962
Over time	51,017	112	51,129
	<b>58,825</b>	<b>266</b>	<b>59,091</b>
<b>Segment profit (loss)</b>	<b>6,025</b>	<b>(7,134)</b>	<b>(1,109)</b>
Unallocated incomes and expenses			
Other income			1,705
Other losses			(31)
<b>Profit before tax</b>			<b>565</b>

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 5. REVENUE AND SEGMENT INFORMATION (continued)

### Segment revenue and result (continued)

For the year ended 31 December 2018

	Online backup software and related services HK\$'000	Information sharing services HK\$'000	Total HK\$'000
<b>Segment revenue — External</b>			
Software license sales	9,578	—	9,578
Software license leasing	27,861	—	27,861
Software upgrades and maintenance services fee	23,283	—	23,283
Other services fee	2,088	—	2,088
Sale of hardware devices	25	—	25
Information sharing service income	—	179	179
<b>Total revenue</b>	<b>62,835</b>	<b>179</b>	<b>63,014</b>
<b>Timing of revenue recognition</b>			
At a point in time	9,694	179	9,873
Over time	53,141	—	53,141
	62,835	179	63,014
<b>Segment profit (loss)</b>	<b>14,520</b>	<b>(5,513)</b>	<b>9,007</b>
Unallocated incomes and expenses			
Other income			1,199
Other losses			(48)
<b>Profit before tax</b>			<b>10,158</b>

### Performance obligation

#### Software license sales

The performance obligation is satisfied at a point in time when the license is granted and the payment is generally due from the date of billing.

#### Software license leasing

The performance obligation is satisfied over time and payment is generally due within 14-30 days from the date of billing, except for new customers, where payment in advance is normally required.

The Group uses the right to invoice practical expedient and determined not to disclose the amount of the remaining performance obligations for customer contracts as at year end.

#### Software upgrades and maintenance services and certain types of other services

The performance obligation is satisfied over time as the customer simultaneously receives and consumes the benefits provided by the Group and the payment is generally due from the date of billing.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 5. REVENUE AND SEGMENT INFORMATION (continued)

### Segment revenue and result (continued)

#### *Performance obligation (continued)*

*Transaction price allocated to the remaining performance obligation for contracts with customers*

Software upgrades and maintenance services are typically provided for a period of one year. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

#### *Sale of hardware devices*

The performance obligation of sale of hardware devices is satisfied upon delivery of the hardware devices and payment is generally due from the date of billing.

#### *Information sharing service income and certain types of other services*

The performance obligation is satisfied at a point in time as services are rendered and payment is generally due from the date of billing.

#### *Subscription fee*

The performance obligation of subscription fees are recognised over time on a straight line basis over the subscription period as the customers simultaneously receive and consume the benefits of services provided by the Group and the payment is generally due from the date of billing.

### Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segment:

#### *For the year ended 31 December 2019*

	Online backup software and related services HK\$'000	Information sharing services HK\$'000	Total HK\$'000
<b>Reportable segment assets</b>			
Segment assets	20,515	173	20,688
<i>Reconciliation:</i>			
Unallocated assets			
Bank balances and cash			86,538
<b>Consolidated assets</b>			<b>107,226</b>
<b>Reportable segment liabilities</b>			
Segment liabilities	29,747	760	30,507
<b>Consolidated liabilities</b>			<b>30,507</b>

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 5. REVENUE AND SEGMENT INFORMATION (continued)

### Segment assets and liabilities (continued)

For the year ended 31 December 2018

	Online backup software and related services HK\$'000	Information sharing services HK\$'000	Total HK\$'000
<b>Reportable segment assets</b>			
Segment assets	11,036	56	11,092
<i>Reconciliation:</i>			
Unallocated assets			
Bank balances and cash			89,296
<b>Consolidated assets</b>			<b>100,388</b>
<b>Reportable segment liabilities</b>			
Segment liabilities	22,678	558	23,236
<b>Consolidated liabilities</b>			<b>23,236</b>

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than bank balances and cash that are managed on a group basis.
- all liabilities are allocated to operating segments.

### Other segment information

For the year ended 31 December 2019

	Online backup software and related services HK\$'000	Information sharing services HK\$'000	Total HK\$'000
<b>Amounts included in the measure of segment profit or loss or segment assets:</b>			
Capital expenditure (Note)	4,105	26	4,131
Depreciation and amortisation	5,021	13	5,034



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 5. REVENUE AND SEGMENT INFORMATION (continued)

### Other segment information (continued)

For the year ended 31 December 2018

	Online backup software and related services HK\$'000	Information sharing services HK\$'000	Total HK\$'000
<b>Amounts included in the measure of segment profit or loss or segment assets:</b>			
Capital expenditure (Note)	5,417	—	5,417
Depreciation and amortisation	734	8	742

Note: Capital expenditure consists of additions to property, plant and equipment, deposits paid for purchases of office premises, intangible assets, including property, plant and equipment from the acquisition of a subsidiary.

### Non-current assets by geographical location

An analysis of the Group's non-current assets is presented based on the geographical location of the assets as detailed below:

	2019 HK\$'000	2018 HK\$'000
Hong Kong	10,690	3,729
Philippines	4,500	2,893
Korea	102	—
	<b>15,292</b>	<b>6,622</b>

Non-current assets exclude rental and utilities deposits paid and deferred tax asset.

### Revenue by geographical location

An analysis of the Group's revenue from external customers by geographical location, determined based on the location of the customers, are detailed below:

	2019 HK\$'000	2018 HK\$'000
United States	8,243	8,374
United Kingdom	5,848	6,448
Others (Note)	45,000	48,192
	<b>59,091</b>	<b>63,014</b>

Note: Including other countries which individually contribute less than 10% of the total revenue of the Group for each respective year

### Information about major customers

There was no single customer contributing over 10% of the total revenue of the Group in both years.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 6. OTHER INCOME

	2019 HK\$'000	2018 HK\$'000
Bank interest income	1,581	1,133
Interest income on refundable rental deposits	24	—
Sundry income	100	66
	<b>1,705</b>	1,199

## 7. STAFF COSTS AND RELATED EXPENSES

	2019 HK\$'000	2018 HK\$'000
Directors' emoluments (note 11)	9,581	8,752
Other staff costs		
— Salaries, allowances and benefits in kind and performance and other bonus	33,512	31,183
— Retirement benefits scheme contributions, excluding directors' retirement contributions	1,030	1,003
Total directors' and staff costs	44,123	40,938
Less: Development costs capitalised (note 17)	(2,101)	(2,255)
Total directors' and staff costs, net of development cost capitalised	42,022	38,683
Staff-related expenses	991	817
Staff costs and related expenses	43,013	39,500
Research and development costs included in staff costs and related expenses	11,683	10,492

## 8. OTHER EXPENSES

	2019 HK\$'000	2018 HK\$'000
Auditor's remuneration	800	800
Advertising and marketing expenses	2,763	2,521
Amortisation of other intangible assets	1,545	264
Legal and professional fees	1,652	1,360
Depreciation of property, plant and equipment	600	478
Depreciation of right-of-use assets	2,889	—
Expenses related to short-term leases	175	—
Minimum lease payments under operating leases	—	3,314
Rates and property management fee	517	493
Merchant credit card charges	1,360	1,360
Electricity and water	350	310
Others	4,041	3,589
	<b>16,692</b>	14,489

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 9. FINANCE COSTS

	2019 HK\$'000	2018 HK\$'000
Interest expenses on:		
Lease liabilities	428	—
Other borrowings	49	—
	<b>477</b>	—

## 10. INCOME TAX EXPENSES

	2019 HK\$'000	2018 HK\$'000
Current tax:		
Hong Kong Profits Tax	1,158	1,994
Overprovision in prior years:		
Hong Kong Profits Tax	(15)	(31)
	<b>1,143</b>	1,963
Deferred tax (Note 23)	(48)	335
	<b>1,095</b>	2,298

The Group is not subject to any income tax in the Cayman Islands and the BVI pursuant to the rules and regulations in the respective jurisdictions.

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, one of the subsidiaries of the Company is subjected to Hong Kong Profits Tax at the rate of 8.25% for the first HK\$2 million of estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million. Other subsidiaries of the Company are subject to Hong Kong Profits Tax at the rate of 16.5% for the years ended 31 December 2019 and 2018, respectively.

Under the Enterprise Income Tax Law (the "EIT Law") of the People's Republic of China (the "PRC") and the Implementation Regulation of the EIT Law, the tax rate of the Group's PRC subsidiary is 25% for both years. No provision for taxation in the PRC has been made for both years as the Group has no assessable profits in the PRC.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 10. INCOME TAX EXPENSES (continued)

The income tax expenses for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	2019 HK\$'000	2018 HK\$'000
Profit before tax	565	10,158
Tax at the Hong Kong Profits Tax rate of 16.5%	93	1,676
Different in tax rate for specific provinces or enacted by local authority	68	—
Tax effect of expenses not deductible for tax purpose	86	59
Tax effect of income not taxable for tax purposes	(264)	(187)
Tax effect of tax losses not recognised	1,292	990
Utilisation of tax loss previously not recognised	—	(42)
Utilisation of deductible temporary differences previously not recognised	—	(2)
Overprovision in prior years	(15)	(31)
Income tax at concessionary rate	(165)	(165)
Income tax expenses for the year	1,095	2,298

## 11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND EMPLOYEES REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the GEM Listing Rules and the disclosure requirements of Hong Kong Companies Ordinance, is as follows:

	For the year ended 31 December 2019				
	Directors' fee HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Performance related bonus HK\$'000 (Note ii)	Retirement benefits scheme contributions HK\$'000	Total HK\$'000
<b>(A) Executive directors</b>					
Chong King Fan	200	519	74	—	793
Chong Siu Pui (Note i)	200	3,018	431	18	3,667
Chong Siu Ning	200	3,072	439	18	3,729
Chong Siu Fan	200	502	72	18	792
	800	7,111	1,016	54	8,981
<b>(B) Independent non-executive directors</b>					
Wong Cho Kei Bonnie	200	—	—	—	200
Wong Pui Man	200	—	—	—	200
Wong Yau Sing	200	—	—	—	200
	600	—	—	—	600
<b>Total directors' emoluments</b>	1,400	7,111	1,016	54	9,581

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND EMPLOYEES REMUNERATION (continued)

	For the year ended 31 December 2018				
	Directors' fee HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Performance related bonus HK\$'000 (Note ii)	Retirement benefits scheme contributions HK\$'000	Total HK\$'000
<b>(A) Executive directors</b>					
Chong King Fan	200	494	79	—	773
Chong Siu Pui (Note i)	200	2,304	457	18	2,979
Chong Siu Ning	200	2,940	468	18	3,626
Chong Siu Fan	200	480	76	18	774
	800	6,218	1,080	54	8,152
<b>(B) Independent non-executive directors</b>					
Wong Cho Kei Bonnie	200	—	—	—	200
Wong Pui Man	200	—	—	—	200
Wong Yau Sing	200	—	—	—	200
	600	—	—	—	600
<b>Total directors' emoluments</b>	<b>1,400</b>	<b>6,218</b>	<b>1,080</b>	<b>54</b>	<b>8,752</b>

The executive directors' and independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company or its subsidiaries.

Notes:

- i) Mr. Chong Siu Pui is also the chief executive of the Company and his emoluments disclosed above included those services rendered by him as the chief executive.
- ii) The performance related bonus is determined by the Board of Directors of the Company (the "Board") based on the Group's performance for both years.

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

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND EMPLOYEES REMUNERATION (continued)

### Employees' remuneration

The five highest paid individuals with the highest emoluments in the Group include two directors for the year ended 31 December 2019 (2018: two), details of their emoluments are set out above. The remuneration for the remaining three individuals for the year ended 31 December 2019 (2018: three individuals) is as follows:

	2019 HK\$'000	2018 HK\$'000
Salaries, allowances and benefits in kind	3,681	3,520
Performance and other bonus	461	560
Retirement benefits scheme contribution	54	54
	<b>4,196</b>	4,134

The number of the highest paid employees who are not the directors of the Company whose emoluments fell within the following band is as follows:

	No. of employees	
	2019 HK\$'000	2018 HK\$'000
HK\$1,000,001 to HK\$1,500,000	2	2
HK\$1,500,001 to HK\$2,000,000	1	1
	<b>3</b>	3

During both years, no emoluments were paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

## 12. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company for both years, nor has any dividend been proposed since the end of the reporting period.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic and diluted earnings per share attributable to the ordinary equity holders of the parent is based on the following data:

	<b>2019</b> <b>HK\$'000</b>	2018 HK\$'000
Profit attributable to ordinary equity holders of the parent	<b>111</b>	7,860
	<b>2019</b> <b>'000</b>	2018 '000
<b>Number of shares</b>		
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share	<b>2,000,000</b>	2,000,000

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2019 and 2018.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 14. PROPERTY, PLANT AND EQUIPMENT

	Ownership interests in properties held for own use HK\$'000	Leasehold improvements HK\$'000	Furniture, fixtures and equipment HK\$'000	Motor vehicle HK\$'000	Total HK\$'000
<b>COST</b>					
At 1 January 2018	—	3,105	4,839	151	8,095
Additions	2,682	186	294	—	3,162
Write-off	—	—	(238)	—	(238)
At 31 December 2018	2,682	3,291	4,895	151	11,019
Additions	—	—	474	—	474
Write-off	—	—	(37)	—	(37)
Acquisition of a subsidiary (Note 26)	—	—	12	—	12
Exchange realignment	114	9	3	—	126
At 31 December 2019	2,796	3,300	5,347	151	11,594
<b>ACCUMULATED DEPRECIATION</b>					
At 1 January 2018	—	2,954	4,240	54	7,248
Provided for the year	45	54	341	38	478
Eliminated on write-off	—	—	(238)	—	(238)
At 31 December 2018	45	3,008	4,343	92	7,488
Provided for the year	107	80	375	38	600
Eliminated on write-off	—	—	(37)	—	(37)
Exchange realignment	6	2	2	1	11
At 31 December 2019	158	3,090	4,683	131	8,062
<b>CARRYING VALUES</b>					
At 31 December 2019	2,638	210	664	20	3,532
At 31 December 2018	2,637	283	552	59	3,531

The above items of property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives as follows:

Ownership interests in properties held for own use	Building situated on leasehold land is depreciated over the shorter of the unexpired term of the lease and its estimated useful life, being no more than 50 years after the date of completion
Leasehold improvements	5 years
Furniture, fixtures and equipment	3 to 4 years
Motor vehicle	3 to 4 years

The Group's ownership interests in properties held for own use is held under a medium-term lease in the Philippines.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 15. LEASES

### The Group as a lessee

The Group has lease contracts for offices, car parking spaces and a motor vehicle used in its operations. Leases of offices generally have lease terms between 1 and 3 years, while car parking spaces generally have lease terms between 2 to 3 years. The motor vehicle has a lease term of 60 months. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

#### (a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	Office premises and a car parking space HK\$'000	Motor vehicle HK\$'000	Total HK\$'000
As at 1 January 2019 (restated)	8,567	—	8,567
Additions as a result of acquisition of a subsidiary (note 26)	—	109	109
Depreciation charge	(2,855)	(34)	(2,889)
As at 31 December 2019	5,712	75	5,787

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Office premises and a car parking space	3 years
Motor vehicle	3 to 4 years

#### (b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

	2019 Lease liabilities HK\$'000
Carrying amount at 1 January (restated)	8,496
Additions as a result of acquisition of a subsidiary (note 26)	103
Accretion of interest recognised during the year	428
Payments	(3,153)
Carrying amount at 31 December	5,874
Analysed into:	
Current portion	2,894
Non-current portion	2,980

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 15. LEASES (continued)

### The Group as a lessee (continued)

(c) *The amounts recognised in profit or loss in relation to leases are as follows:*

	2019 HK\$'000
Interest on lease liabilities	428
Depreciation charge of right-of-use assets	2,889
Expense relating to short-term leases	175
Total amount recognised in profit or loss	3,492

## 16. GOODWILL

	HK\$'000
At 1 January 2018, 31 December 2018 and 1 January 2019	—
Acquisition of a subsidiary (note 26)	754
Cost and carrying amount at 31 December 2019	754

### Impairment testing of goodwill

Goodwill acquired through a business combination is allocated to the online backup software cash-generating unit in Korea for impairment testing.

#### *Online backup software cash-generating unit*

For the year ended 31 December 2019, the recoverable amount of the online backup software cash-generating unit has been determined based on a value-in-use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections is 19.9% and cash flows beyond the five-year period were extrapolated using a growth rate of 2.0%.

Assumptions were used in the value-in-use calculation of the above cash-generating unit for 31 December 2019. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

*Budgeted revenue* — The basis used to determine the value assigned to the budgeted revenue is the average revenue achieved in the year immediately before the budget year, increased for expected efficiency improvements, and expected business and market development.

*Discount rate* — The discount rate used is before tax and reflects specific risks relating to the relevant unit.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 17. OTHER INTANGIBLE ASSETS

	<b>Development costs HK\$'000</b>
<b>COST</b>	
At 1 January 2018	2,419
Additions	2,255
At 31 December 2018	4,674
Additions	2,101
At 31 December 2019	6,775
<b>AMORTISATION AND IMPAIRMENT</b>	
At 1 January 2018	1,319
Provided for the year	264
At 31 December 2018	1,583
Provided for the year	1,545
At 31 December 2019	3,128
<b>CARRYING VALUE</b>	
At 31 December 2019	3,647
At 31 December 2018	3,091

The other intangible assets represent the capitalised development costs incurred in developing the online backup software. The capitalised development costs are mainly employee related costs directly attributable to development activities. The costs of other intangible assets comprise the following:

- a. Development costs for the next version of the Group's core backup product, amounting HK\$2,101,000 (2018: nil) — The Group will periodically launch a new version of their core backup product to the market and they are currently in the progress of developing the next version, which has a target launch date in 2021; and
- b. Development costs for the current version of the Group's core backup product ("Version 8"), amounting to HK\$1,546,000 (2018: HK\$3,091,000) — The Group launched Version 8 in January 2019.

The above other intangible assets have definite useful lives and are amortised on a straight-line basis over the estimated useful lives of two years after the launch of the corresponding products.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 18. INVENTORIES

	2019 HK\$'000	2018 HK\$'000
Finished goods	17	14

## 19. TRADE AND OTHER RECEIVABLES/DEPOSITS PAID

	Note	31 December 2019 HK\$'000	(restated) 1 January 2019 HK\$'000	31 December 2018 HK\$'000
<b>Current assets</b>				
Trade receivables — aged within 30 days		2,498	2,536	2,536
Rental and utility deposits		550	330	330
Prepaid operating expenses and other receivables		1,643	1,070	1,070
Total		4,691	3,936	3,936
<b>Non-current asset</b>				
Deposits paid	(a)	2,102	449	520

As at 31 December 2019 and 1 January 2019, trade receivables from contracts with customers amounted to HK\$2,498,000 and HK\$2,536,000, respectively.

The Group's trade receivables consist of receivables from customers and credit card companies. The Group's sales are generally made through the internet when payment is normally required before delivery of software licenses and provision of services. For software license leasing which charges the customers monthly license fees on a pay-as-you-go basis, the Group offers a credit period of 14-30 days to these customers.

For the review of credit risk of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date which credit is initially granted up to the end of the reporting period.

Details of impairment assessment of trade and other receivables and deposits paid as at 31 December 2019 are set out in note 30.

Note:

- (a) As a result of the initial application of HKFRS 16, refundable rental deposits of HK\$71,000 previously included in "Deposits paid" were adjusted to the Right-of-use assets recognised at 1 January 2019 (refer to note 2.2(a) for further details).

## 20. BANK BALANCES AND CASH

Bank balances carry interest at market rates which ranged from 0.01% to 3.10% (2018: 0.01% to 2.80%) per annum as at 31 December 2019 and 2018.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 21. OTHER PAYABLES AND ACCRUALS

	2019 HK\$'000	2018 HK\$'000
Accrued staff costs and related expenses	4,939	4,684
Other payables and accrued operating expenses	1,886	1,902
<b>Total</b>	<b>6,825</b>	<b>6,586</b>

## 22. CONTRACT AND OTHER LIABILITIES

	2019 HK\$'000	2018 HK\$'000
Trade and other deposits from customers	1,901	2,153
Software upgrades and maintenance services fees received in advance	12,146	13,249
Other service fees received in advance	45	55
<b>Total contract liabilities</b>	<b>14,092</b>	<b>15,457</b>
Others	105	175
<b>Total</b>	<b>14,197</b>	<b>15,632</b>
Current	13,219	14,830
Non-current	978	802
	<b>14,197</b>	<b>15,632</b>

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities.

<b>Revenue recognised that was included in the contract liabilities balance at the beginning of the year</b>	<b>2019 HK\$'000</b>	<b>2018 HK\$'000</b>
Trade and other deposits from customers	2,153	2,866
Software upgrades and maintenance services fees received in advance	12,622	13,484
Other service fees received in advance	55	96
	<b>14,830</b>	<b>16,446</b>

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

- **Trade and other deposits from customers and software upgrades and maintenance services fees received in advance**

When the Group receives a deposit before a service is rendered, this will give rise to contract liabilities at the beginning of a contract, until the revenue recognised on the relevant contract exceeds the amount of the deposit.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 23. DEFERRED TAX ASSET/LIABILITIES

The following are the major deferred tax asset and liabilities recognised and movements thereon during the current and prior years:

### Deferred tax liabilities

	Depreciation allowance in excess of related depreciation HK\$'000	Accelerated tax amortisation of intangible assets HK\$'000	Total HK\$'000
At 1 January 2017	—	181	181
Charged to profit or loss (note 10)	—	329	329
At 31 December 2018	—	510	510
Charged to profit or loss (note 10)	15	92	107
At 31 December 2019	15	602	617

### Deferred tax asset

	Depreciation in excess of related depreciation allowance HK\$'000	Unrealised profits on inventories HK\$'000	Total HK\$'000
As at 1 January 2017	265	—	265
Charged to profit or loss (note 10)	(6)	—	(6)
At 31 December 2018	259	—	259
(Charged) credited to profit or loss (note 10)	(3)	158	155
At 31 December 2019	256	158	414

The Group has tax losses arising in Hong Kong of approximately HK\$29,012,000 (2018: HK\$22,067,000), subject to the agreement by the Hong Kong Inland Revenue Department, that are available indefinitely for offsetting against future taxable profits arising in Hong Kong of the companies in which the losses arose. The Group has tax losses arising in Mainland China and Korea of approximately HK\$332,000 (2018: HK\$301,000) and HK\$1,722,000 respectively, that will expire in one to five years and one year, respectively, for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 23. DEFERRED TAX ASSET/LIABILITIES (continued)

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	2019 HK\$'000	2018 HK\$'000
Deferred tax asset	158	—
Deferred tax liabilities	(361)	(251)

## 24. OTHER BORROWINGS

	31 December 2019		
	Effective interest rate per annum %	Maturity	Other borrowings HK\$'000
<b>Current</b>			
Other loans — unsecured (Note (a))	4.6	2020	1,340

Note:

- (a) Other borrowings of the Group are denominated in Korean Won ("KRW"), unsecured, and bear interest at variable market rates and are repayable on 31 December 2020.

## 25. SHARE CAPITAL

	Number of shares	Share capital HK\$'000
Ordinary shares of HK\$0.01 each		
Authorised:		
At 1 January 2018, 31 December 2018 and 31 December 2019	10,000,000,000	100,000
Issued:		
At 1 January 2018, 31 December 2018 and 31 December 2019	2,000,000,000	20,000

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 26. BUSINESS COMBINATION

On 29 April 2019, the Group's wholly-owned subsidiary, Ahsay HK, entered into a shareholder agreement (the "Shareholder Agreement") with Ms. Kim Sun Hee, Ms. Kim Hyeon OK, Mr. Lee Sang Don, Mr. Yu Chulkyun and Mr. Park Sung-IL (collectively known as the "Existing Shareholders"), pursuant to which the Group agreed to subscribe to 20,000 ordinary shares of Ahsay Korea Co., Ltd ("Ahsay Korea"), formerly known as HM Systems Co. Ltd, for a cash consideration amounting to KRW100,000,000 (equivalent to approximately HK\$670,000) and the Group will further invest in 30,000 additional ordinary shares of Ahsay Korea for an additional cash consideration amounting to KRW150,000,000 (equivalent to approximately HK\$1,005,000). As at the date of acquisition, the Group held 28.57% of the shares of Ahsay Korea.

Thereafter, the Group has further invested additional ordinary shares of Ahsay Korea to an aggregate cash consideration amounting to KRW300,000,000 (equivalent to approximately HK\$2,022,000). As at 31 December 2019, the Group held 52.17% of the shares of Ahsay Korea.

Based on the Shareholder Agreement, the composition of the board of directors of Ahsay Korea shall consist of four directors and the Existing Shareholders shall be entitled to appoint two directors and Ahsay HK shall be entitled to appoint two directors. In addition, Ahsay HK has the right to nominate the chairman of the board of directors of Ahsay Korea and the chairman is entitled to a final vote in case of an equality of votes at a board meeting. The directors of the Company concluded that the final vote of the chairman is substantive, as it provides Ahsay HK the power over the relevant activities, which are directed by voting rights of the board of directors of Ahsay Korea. As at 31 December 2019, Ahsay HK has appointed two directors as board of directors of Ahsay Korea and one of the directors, as the representative of Ahsay HK, is the chairman of Ahsay Korea.

Furthermore, the Shareholder Agreement also states that Ahsay HK and the Existing Shareholders shall ensure that they, their representatives, proxies and agents shall exercise their votes in a manner in compliance with the provisions of the Shareholder Agreement.

As such, Ahsay HK has sufficient dominant voting rights to direct the relevant activities of Ahsay Korea, and therefore, the directors of the Company are of the view that the Group had control over Ahsay Korea on 29 April 2019. As a result, the Group applied the acquisition method in accounting for the acquisition of the subsidiary.

Ahsay Korea was previously one of the Group's distributor of the backup software in Korea and was acquired by the Group with the objective of expanding and developing the Group's core backup business in Korea.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 26. BUSINESS COMBINATION (continued)

The provisional fair values of the identifiable assets and liabilities of Ahsay Korea as at the date of acquisition were as follows:

	Notes	Provisional fair value recognised on acquisition HK\$'000
Property, plant and equipment	14	12
Right-of-use assets	15(a)	109
Rental deposits paid		38
Trade and other receivables		364
Cash and bank balances		684
Other payables and accruals		(232)
Lease liabilities	15(b)	(103)
Contract liabilities		(217)
Other borrowings		(948)
Total identifiable net liabilities at fair value		(293)
Non-controlling interests		209
Provisional goodwill on acquisition		754
Satisfied by cash		670

The goodwill arising from the above acquisition is determined on a provisional basis as the Group is in the process of completing a valuation to assess the fair values of the identifiable assets acquired and liabilities assumed.

The provisional fair values recognised on acquisition as shown above may be adjusted upon the completion of the initial accounting for the business combination during the measurement period, which shall not exceed one year from the acquisition date.

The directors of the Company consider the acquisition of Ahsay Korea as an effort to expand the distribution network of the Group's core backup business in Korea and the goodwill on acquisition pertains to, but is not limited to, the expected incremental values and potential synergies for the expansion plans of the Group.

The provisional fair values of the trade and other receivables of Ahsay Korea at the date of acquisition approximate to their gross contractual amounts and the directors of the Company do not expect any significant acquired receivables to be uncollectible.

The Group measured the acquired lease liabilities using the present value of the remaining lease payments at the date of acquisition. The right-of-use assets were measured at an amount equal to the lease liabilities and adjusted to reflect the favourable terms of the leases relative to market terms.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 26. BUSINESS COMBINATION (continued)

The Group incurred transaction costs of HK\$62,000 for this acquisition. These transaction costs have been expensed and are included in other expenses in the consolidated statement of profit or loss and other comprehensive income.

The non-controlling interest (71.43%) in Ahsay Korea recognised at the acquisition date was measured by reference to the proportionate share of the identifiable net liabilities of Ahsay Korea and amounted to HK\$209,000.

An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:

	HK\$'000
Cash consideration	(670)
Cash and bank balances acquired	684
	14

Since the acquisition, Ahsay Korea contributed HK\$1,401,000 to the Group's revenue and HK\$915,000 to the consolidated loss for the year ended 31 December 2019.

Had the combination taken place at the beginning of the year, the revenue of the Group and the loss of the Group for the year would have been HK\$59,125,000 and HK\$1,212,000, respectively. The pro-forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed at the beginning of the reporting period, nor is it intended to be a projection of future results.

In determining the 'pro-forma' revenue and profit of the Group had Ahsay Korea been acquired at the beginning of the reporting period, the directors of the Company calculated depreciation of property, plant and equipment based on the recognised amounts of property, plant and equipment at the date of the acquisition.

## 27. RETIREMENT BENEFIT SCHEME

The Group operates a Mandatory Provident Fund Scheme ("MPF Scheme") for all qualifying employees in Hong Kong. Contributions from employers and employees are 5% each of the employee's relevant income. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of an independent trustee. During the current year, the retirement benefit scheme contributions arising from the MPF Scheme charged to profit or loss, after capitalisation of development costs, were HK\$1,016,000 (2018: HK\$970,000).

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 28. COMMITMENTS

(a) The Group had the following capital commitments at the end of the reporting period:

	2019 HK\$'000	2018 HK\$'000
Contracted, but not provided for building	6,271	—

### (b) Operating commitments as at 31 December 2018

#### *The Group as lessee*

	2018 HK\$'000
Minimum lease payments made under operating leases during the year in respect of premises	3,314

The Group leased certain of its premises under operating lease arrangements. Leases are negotiated and rentals are fixed for one to three years.

At 31 December 2018, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of premises which fall due as follows:

	2018 HK\$'000
Within one year	3,166
In the second to fifth years, inclusive	6,240
	9,406

## 29. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from the prior year.

The capital structure of the Group consists of issued share capital, share premium and reserves.

The directors of the Company review the capital structure from time to time. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the payment of dividends, the issue of new shares, new debts or the redemption of existing debts.

The Group monitors capital using a gearing ratio which is measured on the basis of the total interest bearing other borrowings to the total equity.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 30. FINANCIAL INSTRUMENTS

### a. Categories of financial instruments

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

#### *Financial assets*

	Financial assets at amortised cost	
	2019 HK\$'000	2018 HK\$'000
Financial assets included in trade and other receivables	3,844	3,150
Financial assets included in deposits paid	558	520
Bank balances and cash	86,538	89,296
	<b>90,940</b>	92,966

#### *Financial liabilities*

	Financial liabilities at amortised cost	
	2019 HK\$'000	2018 HK\$'000
Financial liabilities included in other payables and accruals	1,886	1,902
Lease liabilities	5,874	—
Other borrowings	1,340	—
	<b>9,100</b>	1,902

### b. Fair value of financial instruments

At the end of the reporting period, the carrying amounts of the Group's financial assets and liabilities reasonably approximated to their fair values.

Management has assessed that the fair values of financial assets included in trade and other receivables, financial assets included in deposits paid, bank balances and cash, financial liabilities included in other payables and accruals and other borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments or the effect of discounting is not material.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 30. FINANCIAL INSTRUMENTS (continued)

### c. Financial risk management objectives and policies

The Group's financial instruments include trade and other receivables, deposits paid, bank balances and cash, other payables and accruals, lease liabilities and other borrowings. Details of the financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include market risk (interest rate risk and currency risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The directors of the Company manage and monitor these exposures to ensure that appropriate measures are implemented in a timely and effective manner.

#### **Market risks**

The Group's activities expose it primarily to the financial risks of changes in interest rates and foreign currency exchange rates. Details of each type of market risks are described as follows:

#### (i) Interest rate risk management

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's other borrowings with floating interest rates.

No sensitivity analysis was prepared for bank balances as the financial impact arising on changes in interest rates was minimal due to limited changes in interest rate.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact of other borrowings with floating interest rates).

	Increase/ (decrease) in basis points	Increase/ (decrease) in profit before tax HK\$'000
<b>2019</b>		
KRW	(50)	7
KRW	50	(7)

There is no impact on the Group's equity except on the accumulated losses.

#### (ii) Currency risk

The Group has transactional currency exposures. Such exposures mainly arise from revenue generated and/or costs and expenses incurred by operating units in currencies other than the Group's operating units' functional currencies. The Group does not use any derivative contracts to hedge against its exposure to currency risk. The director of the Company manages its currency risk by closely monitoring the movement of the foreign currency exchange rates and considering hedging significant foreign currency exposure should such need arise.

The carrying amounts of the Group's monetary assets denominated in currencies other than the Group's operating units' functional currencies at the end of the reporting period are mainly denominated in United States Dollar ("US\$"). As HK\$ is pegged to the US\$ within a narrow band, the Group does not expect any significant movements in the US\$/HK\$ exchange rate. Accordingly, management considers that the Group's foreign currency risk exposure for US\$ is not significant.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 30. FINANCIAL INSTRUMENTS (continued)

### c. Financial risk management objectives and policies (continued)

#### *Credit risk and impairment assessment*

As at 31 December 2019, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arose from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position and statement of financial position.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each financial asset at the end of the reporting period to ensure that adequate impairment losses are recognised for irrecoverable amounts. Furthermore, the Group performs impairment assessment under the ECL model upon application of HKFRS 9 on trade balances based on a provision matrix.

The credit risk on bank balances is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

To manage the risk arising from other receivables and rental deposits paid, the Group only transacts with reputable parties that have no default history and have a strong capacity to meet its contractual cash flow obligations in the near term. The credit risk on other receivables and rental deposits paid are limited because the counterparties are individuals with high internal credit ratings assessed by management. Management has assessed that the expected credit losses for other receivables and rental deposits paid are not significant.

As at 31 December 2019 and 2018, trade receivables consisted of a large number of customers, spread across diverse industries and geographical areas. There was no single customer contributing over 10% of the total trade receivables of the Group. The Group does not have any other significant concentration of credit risk. The directors of the Company closely monitor the subsequent settlement of the customers. In this regard, the directors of the Company consider that the Group's credit concentration risk is significantly mitigated.

As part of the Group's credit risk management, the Group uses debtors' ageing to assess the impairment for its customers in relation to its online backup software and related services operation because a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. During the years ended 31 December 2019 and 2018, the expected loss rate for customers in relation to its online backup software and related services operation is minimal, given there is no history of significant defaults from customers and insignificant impact from forward-looking estimates. The assessed expected credit losses for the trade receivables are not significant. The grouping is regularly reviewed by management to ensure that relevant information about specific debtors is updated.

During the year ended 31 December 2019, no impairment allowance for trade receivables is provided based on the provision matrix (2018: Nil).

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 30. FINANCIAL INSTRUMENTS (continued)

### c. Financial risk management objectives and policies (continued)

#### *Credit risk and impairment assessment (continued)*

Maximum exposure and year-end staging as at 31 December 2019

	12-month ECLs		Lifetime ECLs		Simplified approach HK\$'000	HK\$'000
	Stage 1 HK\$'000	Stage 2 HK\$'000	Stage 3 HK\$'000			
Financial assets included in trade and other receivables*	—	—	—		2,498	2,498
Financial assets included in trade and other receivables — Normal **	1,346	—	—		—	1,346
Financial assets included in deposits paid — Normal **	558	—	—		—	558
Bank balances and cash — Not yet past due	86,538	—	—		—	86,538
	<b>88,442</b>	<b>—</b>	<b>—</b>		<b>2,498</b>	<b>90,940</b>

Maximum exposure and year-end staging as at 31 December 2018

	12-month ECLs		Lifetime ECLs		Simplified approach HK\$'000	HK\$'000
	Stage 1 HK\$'000	Stage 2 HK\$'000	Stage 3 HK\$'000			
Financial assets included in trade and other receivables*	—	—	—		2,536	2,536
Financial assets included in trade and other receivables — Normal **	614	—	—		—	614
Financial assets included in deposits paid — Normal **	520	—	—		—	520
Bank balances and cash — Not yet past due	89,296	—	—		—	89,296
	<b>90,430</b>	<b>—</b>	<b>—</b>		<b>2,536</b>	<b>92,966</b>

\* For trade receivables to which the Company applies the simplified approach for impairment, information is disclosed in note 19 to the financial statements.

\*\* The credit quality of financial assets included in trade and other receivables and financial assets included in deposits paid is considered to be "normal" when it is not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 30. FINANCIAL INSTRUMENTS (continued)

### c. Financial risk management objectives and policies (continued)

#### *Credit risk and impairment assessment (continued)*

#### *Liquidity risk*

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following tables detail the Group's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

	Repayable on demand or less than 1 year HK\$'000	1 to 5 years HK\$'000	Total HK\$'000
<b>As at 31 December 2019</b>			
<b>Non-derivative financial liabilities</b>			
Financial liabilities included in other payables and accruals	1,886	—	1,886
Lease liabilities	3,171	3,129	6,300
Other borrowings	1,402	—	1,402
	<b>6,459</b>	<b>3,129</b>	<b>9,588</b>
<b>As at 31 December 2018</b>			
<b>Non-derivative financial liabilities</b>			
Financial liabilities included in other payables and accruals	1,902	—	1,902

## 31. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liability arising from financing activities, including both cash and non-cash changes. A liability arising from financing activities is that for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Lease liabilities HK\$'000	Other Borrowings HK\$'000
At 1 January 2018, 31 December 2018 and 1 January 2019	—	—
Effect of adoption of HKFRS 16	8,496	—
Changes from financing cash flows	(2,725)	385
Interest expense	428	49
Interest paid	(428)	(49)
Increase arising from acquisition of a subsidiary	103	948
Foreign exchange movement	—	7
At 31 December 2019	5,874	1,340



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 32. SHARE OPTION SCHEME

Pursuant to the Company's share option scheme (the "Scheme") adopted on 4 September 2015 for the primary purpose of providing incentives or rewards to eligible persons for their contribution or potential contribution to the Group. Eligible persons include but are not limited to the Group's shareholders, directors, employees, business partners, customers and suppliers.

The Board may grant options to subscribe for shares in the Company at a price determined by its Board, but shall not be less than the highest of (i) the closing price per share as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a trading day; (ii) the average closing price per share as stated in the Stock Exchange's daily quotation sheet for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a share on such date of grant.

Without prior approval from the Company's shareholders, the total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, and the number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time.

The Scheme will remain in force for a period of ten years from the date of its adoption. Options granted may be accepted within 21 business days from the date of grant. A consideration of HK\$1 is payable on the acceptance of the offer of grant of an option. An option is exercisable on the date when the offer for the grant of options is made but shall end in any event not later than 10 years from the date of grant of the options.

No options have been granted during both years under the Scheme. There are no options outstanding under the Scheme as at 31 December 2019 and 2018.

## 33. RELATED PARTY TRANSACTIONS

### (a) Transactions with a related party:

The Group entered into the following significant transactions with a related party during the year:

Name of related company	Nature of transactions	2019 HK\$'000	2018 HK\$'000
Assets Sino Investments (HK) Limited*	Lease payments	3,120	—
	Rental expenses paid	—	3,000

\* Assets Sino Investments (HK) Limited is under common control of certain shareholders and directors of the Company, and hence, it is a related party of the Group.

### (b) Compensation of key management personnel:

The remuneration of key management, including all directors and the chief executive whose emoluments have been set out in note 11, during the year is as follows:

	2019 HK\$'000	2018 HK\$'000
Short-term benefits	13,669	13,761
Post-employment benefits	108	120
	13,777	13,881

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 34. PARTICULARS OF SUBSIDIARIES

Particulars of subsidiaries held by the Company at 31 December 2019 and 2018 are as follows:

Name of subsidiary	Place of incorporation/ registration/ operation	Issued and fully paid up share capital/ registered capital	Attributable equity interest held by the Group		Principal activities
			2019	2018	
Ahsay Systems Corporation Limited	Hong Kong	Ordinary shares HK\$1,000,000	100%	100%	Investment holding and provision of online backup software solutions to clients via the internet
Ahsay Korea Co., Ltd.**	Korea	Ordinary shares KRW575,000,000	52.17%	—	Provision of online backup software solutions to clients via the internet
亞勢軟件(重慶)有限公司 Ahsay Systems Corporation (Chongqing) Limited***	Mainland China	Registered capital RMB100,000	100%	100%	Inactive
Alpha Heritage Holdings Limited**	BVI	Ordinary share US\$1	100%*	100%*	Investment holding
Apex Ace Investments Limited**	BVI	Ordinary share US\$1	100%*	100%*	Investment holding
Ahsay Service Centre Limited	Hong Kong	Ordinary shares HK\$1,700,000	100%	100%	Provision of services to a fellow subsidiary through the representative office in the Philippines
Ahsay Investments Limited	Hong Kong	Ordinary shares HK\$1	100%	—	Inactive
Ahsay Operation Centre Limited	Hong Kong	Ordinary shares HK\$310,000	100%	100%	Inactive
CloudBacko Corporation**	BVI/Hong Kong	Ordinary shares US\$10	100%	100%	Provision of online backup software solution to clients via the internet
Hekman Limited**	BVI	Ordinary shares US\$10	100%	100%	Investment holding
Kintips Limited	Hong Kong	Ordinary shares HK\$10,000	100%	100%	Provision of information sharing services

\* Except for these subsidiaries which are directly held by the Company, the subsidiaries are indirectly-held subsidiaries of the Company.

# Registered as a wholly-foreign-owned enterprise under PRC law.

\*\* Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.

None of the subsidiaries had issued any debt securities at the end of both years.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 35. EVENT AFTER THE REPORTING PERIOD

On 9 October 2019, the Group entered into a sale and purchase agreement with an independent third party to acquire certain office units and parking slots in Manila, Philippines for its own use as office. The total consideration was approximately PHP60.0 million (equivalent to approximately HK\$7.8 million), inclusive of 12% value added tax. An initial deposit of approximately PHP10.2 million (equivalent to approximately HK\$1.5 million) was paid on 9 October 2019. The transaction was completed on 15 January 2020.

## 36. COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified to conform to the current year's presentation. The directors consider that such reclassifications allow a more appropriate presentation of the Group's state of affairs and/or better reflect the nature of the transactions/balances.

In addition, as further explained in note 2.2 to the financial statements, the Group adopted HKFRS 16 on 1 January 2019 using the modified retrospective approach. Under this approach, the comparative amounts in the financial statements were not restated and continued to be reported under the requirements of the previous standard, HKAS 17, and related interpretations.

## 37. FINANCIAL INFORMATION OF THE COMPANY

### ASSETS AND LIABILITIES

	2019 HK\$'000	2018 HK\$'000
NON-CURRENT ASSETS		
Investments in subsidiaries	—	—
CURRENT ASSETS		
Amounts due from subsidiaries	79,550	4,282
Receivables, deposits and prepayments	150	251
Bank balances and cash	179	74,387
	79,879	78,920
NET CURRENT ASSETS	79,879	78,920
NET ASSETS	79,879	78,920
CAPITAL AND RESERVES		
Share capital	20,000	20,000
Reserves	59,879	58,920
	79,879	78,920

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

## 37. FINANCIAL INFORMATION OF THE COMPANY (continued)

### RESERVES

	Share premium HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2018	72,435	(14,471)	57,964
Profit for the year and other comprehensive income	—	956	956
At 31 December 2018	72,435	(13,515)	58,920
Profit for the year and other comprehensive income	—	959	959
At 31 December 2019	72,435	(12,556)	59,879

# Financial Summary

A summary of the results and of the assets and liabilities of the Group for the five years ended 31 December, as extracted from the published audited consolidated financial statements in this annual report and the Prospectus, is set out below:

	<b>Year ended 31 December</b>				
	<b>2019</b> HK\$'000	2018 HK\$'000	2017 HK\$'000	2016 HK\$'000	2015 HK\$'000
<b>Results</b>					
Revenue	<b>59,091</b>	63,014	57,610	54,912	57,266
Net (loss) profit for the year (before listing expenses, one-off gain on disposal of property, plant and equipment and net profit from a discontinued operation)	<b>(530)</b>	7,860	(680)	(11,101)	4,258
Listing expenses	—	—	—	—	(15,235)
Gain on disposal of property, plant and equipment	—	—	—	—	53,546
Net profit from discontinued operation	—	—	—	—	2,793
Net (loss) profit for the year	<b>(530)</b>	7,860	(680)	(11,101)	45,362
	<b>As at 31 December</b>				
	<b>2019</b> HK\$'000	2018 HK\$'000	2017 HK\$'000	2016 HK\$'000	2015 HK\$'000
<b>Assets and liabilities</b>					
Total assets	<b>107,226</b>	100,388	92,175	102,309	112,530
Total liabilities	<b>(30,507)</b>	(23,236)	(22,869)	(32,343)	(31,446)
Total equity	<b>76,719</b>	77,152	69,306	69,966	81,084

Note:

The summary above does not form part of the audited consolidated financial statements.